

No. NSL_CS 05/2023

March 30, 2023

Re: Invitation to attend the 2023 Annual General Meeting of Shareholders

Attn.: Shareholders
NSL Foods Public Company Limited

Attachments: Supporting Documents of the Agenda of the 2023 Annual General Meeting of Shareholders

1. Minutes of the 2022 Annual General Meeting of Shareholders (*for Agenda Item 1*)
2. Annual Report 2022 (Form 56-1 One Report), together with the Financial Statements for the year ended December 31, 2022, QR Code format (*for Agenda Items 2 and 3*)
3. List and profiles of directors due to retire by rotation and nominated for reappointment for another term and definition of an independent director (*for Agenda Item 5*)
4. Profiles of the Auditors (*for Agenda Item 7*)

Supporting Documents for the Meeting

5. Clarifications on procedures for registration, proxy appointment, documents and evidence for registration of the Meeting held via electronic means (E-AGM)
6. Proxy Forms
7. List and profiles of independent directors that are candidates for appointment as proxies of shareholders
8. Acceptance for the invitation to the Meeting via electronic means (E-AGM)
9. Articles of Association of the Company in relation to the Shareholders' Meeting
10. Question Form for the 2023 Annual General Meeting of Shareholders
11. Privacy Notice for the Shareholder's Meeting

NSL Foods Public Company Limited (the “**Company**”) hereby gives notice that the Board of Directors of the Company has resolved to convene the 2023 Annual General Meeting of Shareholders to be held on Friday, April 21, 2023 at 10.00 a.m. via electronic means (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) and other related laws and regulations, with the agenda of the Meeting as follows:

Agenda Item 1 **To consider and adopt the Minutes of the 2022 Annual General Meeting of Shareholders**

Facts and Reasons: The Company held the 2022 Annual General Meeting of Shareholders on April 22, 2022 and has duly prepared the Minutes of such Meeting, as per the details in **Attachment 1**, which has been distributed to all shareholders together with the invitation letter for this Meeting.

Opinion of the Board: The Board of Directors has considered the Minutes of the 2022 Annual General Meeting of Shareholders, which was held on April 22, 2022, and found the same to be duly and completely recorded, and thus deemed it appropriate to propose that the 2023 Annual General Meeting of Shareholders consider and adopt the Minutes of the 2022 Annual General Meeting of Shareholders.

Voting: The resolution of this agenda item requires a majority vote of the shareholders present at the Meeting and casting their votes, excluding any abstentions as the basis of the vote counting.

Agenda Item 2 **To acknowledge the Company’s operating results for the year 2022**

Facts and Rationale: Article 36 of the Company’s Articles of Association requires an annual general meeting of shareholders to consider acknowledging the Board of Directors’ report on the Company’s activities over the past year, therefore, the Company has summarized its operating results and significant changes in the Company during the year 2022 under “Business Operations and Performance” section in the heading “Management Discussion and Analysis” and “Financial Highlights” of the Annual Report 2022 (Form 56-1 One Report), as per the details in **Attachment 2**, which has been distributed to all shareholders in QR Code format together with the invitation letter for this Meeting.

Opinion of the Board: The Board of Directors has considered the matter and deemed it appropriate to propose that the 2023 Annual General Meeting of Shareholders acknowledge the Company’s operating results for the year 2022.

Voting: This agenda item is for acknowledgment only and requires no resolution.

Agenda Item 3 **To consider and approve the Financial Statements for the year ended December 31, 2022**

Facts and Reasons: In order to comply with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) (“**Public Limited Companies Act**”) and Articles 36 and 39 of the Company’s Articles of Association, which require the Board of Directors to prepare the statement of financial position (balance sheet) and the income statement of the Company as at the end of the fiscal year, and propose the same to the annual general meeting of shareholders for consideration and approval, the Board of Directors shall have an auditor complete an audit of such balance sheet and income statement before submission to the Shareholders’ Meeting.

In this regard, the Audit Committee has considered and reviewed the financial statements of the Company for the year ended December 31, 2022, which have been audited, signed and certified by Mr. Mongkol Somphol, Certified Public Accountant Registration No. 8444, from Deloitte Touche

Tohmatsu Jaiyos Audit Co., Ltd., and deemed it appropriate to propose the same to the Board of Directors for consideration and approval to further propose the same to the 2023 Annual General Meeting of Shareholders to consider approving the consolidated financial statements for the year ended December 31, 2022.

The Company's financial statements for the year ended December 31, 2022 are described under "Financial Statement" section in the heading "Financial Statement" of the Annual Report 2022 (Form 56-1 One Report), as per the details in **Attachment 2**, which has been distributed to all shareholders in QR Code format together with the invitation letter for this Meeting. The consolidated financial statements for the year ended December 31, 2022 may be summarized in essence as follows:

Description	Financial Statements as of December 31		
	2022 (THB)	2021 (THB)	Change percent +/(-)
Total assets	2,289,655,475	2,110,893,266	8.5
Total liabilities	883,564,464	858,869,257	2.9
Shareholders' equity	1,406,091,011	1,252,024,009	12.3
Total revenues	4,009,771,324	3,042,883,879	31.8
Net profit	297,597,284	191,111,486	55.7
Earnings per share (THB/share)	0.99	0.70	41.5

Opinion of the Board: The Board of Directors has considered the matter and agreed with the Audit Committee's proposal, and thus deemed it appropriate to propose the 2023 Annual General Meeting of Shareholders consider approving the financial statements for the year ended December 31, 2022.

Voting: The resolution of this agenda item requires a majority vote of the shareholders present at the Meeting and casting their votes, excluding any abstentions as the basis of the vote counting.

Agenda Item 4 **To consider and approve the dividend payment and omission of the allocation of profits as a legal reserve for the year 2022 and to acknowledge the interim dividend payment**

Facts and Rationale: Section 115 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 44 of the Company's Articles of Association, require that the Company's dividend payment shall be made out of its profits, and should the Company still sustain any accumulated loss, no dividend shall be declared. The declaration of dividends is subject to approval from the shareholders' meeting. Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 45 of the Company's Articles of Association, the Company is required to appropriate part of its annual net profit as a reserve fund at not less than 5 percent of the annual net profit, less any accumulated losses brought forward (if any) until such reserve reaches not less than 10 percent of the registered capital.

As of December 31, 2022, the Company's registered capital was THB 300,000,000, and the Company had legal reserves of THB 30,000,000, equal to 10 percent of the registered capital. This meets the requirements of the law and the Company does not have a duty to allocate any further profits to the legal reserve.

In addition, the Company has a policy to pay dividends to the shareholders at the rate of not less than 50 percent of the net profit according to the separate financial statements after the deduction of corporate income tax and all kinds of reserves as required by law and by the Company each year, whereby the Board of Directors will consider the declaration of dividend by primarily taking into account various factors in the best interests of the shareholders, e.g., economic situation, the Company's operating results and financial position, cash flow, reserves for future investments, reserves for repayment of loans or as working capital in the Company, conditions and restrictions as specified in the loan agreements, provided that such dividend payment shall in no way materially affect the ordinary course of business operations of the Company, as the Board of Directors may consider appropriate or reasonable.

In 2022, the Company had a net profit from its operating results according to the separate financial statements in the amount of THB 297,597,284. Therefore, the Company deems it appropriate to propose that the Shareholders' Meeting consider approving the declaration of dividends from the operating results for the year 2022 to the shareholders at the rate of THB 0.55 per share, with a par value of THB 1.00 per share, totaling THB 165,000,000 or representing 55.44 percent of the net profit from the Company's operating results. The Company paid an interim dividend on September 8, 2022 at the rate of THB 0.25 per share. The final dividend payment will be made at the rate of THB 0.30 per share, in the total amount of THB 90,000,000. The comparison of dividend payments in the past year is as follows:

Details of Dividend Payment	2021	2022 (Proposed Year)
1. Net profit per the separate financial statements (THB)	191,111,486	297,597,284
2. Interim dividend (THB: share)	0.25	0.25
3. Annual dividend (THB: share)	0.25	0.30
4. Total dividend paid (THB)	150,000,000	165,000,000
5. Dividend rate per net profit (%)	78	55.44

Opinion of the Board:

The Board of Directors has considered the matter and deemed it appropriate to propose that the 2023 Annual General Meeting of Shareholders consider approving the declaration of dividends from the operating results for the year 2022 to the shareholders at the rate of THB 0.55 per share, with a par value of THB 1.00 per share, totaling THB 165,000,000 or representing 55.44

percent of the net profit per the financial statements; approving the omission of the allocation of profit as legal reserve for the year 2022; and acknowledging that the Company paid an interim dividend on September 8, 2022 at the rate of THB 0.25 per share. The final dividend payment will be made at the rate of THB 0.30 per share, in the total amount of THB 90,000,000.

Voting:

The resolution of this agenda item requires a majority vote of the shareholder present at the Meeting and casting their votes, excluding any abstentions as the basis of the vote counting.

Agenda Item 5

To consider and approve the appointment of directors to replace those who are due to retire by rotation

Facts and Rationale:

Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 17 of the Company’s Articles of Association require that at every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from the office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) of the directors who have held office for the longest term shall retire. Retiring directors are eligible for re-election.

At present, the Board of Directors is composed of 8 directors. At the 2023 Annual General Meeting of Shareholders, there will be three directors due to retire by rotation as follows:

List of Directors	Position
1. Mrs. Suvimol Chrityakierne	Chairman of the Board of Directors/Independent Director
2. Assoc. Prof. Dr. Pannipa Rodwanna	Chairman of the Audit Committee
3. Mr. Charoen Asavapiyanond	Director

In this respect, the Board of Directors has considered the three directors who are retiring namely (1) Mrs. Suvimol Chrityakierne (2) Assoc. Prof. Dr. Pannipa Rodwanna and (3) Mr. Charoen Asavapiyanond are knowledgeable, experienced, as well as possessing good employment record, leadership, vision, ethics, integrity, and have an excellent attitude toward the Company. In addition, for those holding positions as independent directors is a person fully qualified according to the definition of an independent director of the Company, which is equivalent to the notification of the Capital Market Supervisory Board and relevant regulations as well as suitable for the position as the company’s director. The Board of Directors, therefore, deemed it appropriate to reappoint the 3 directors retiring by rotation as directors for another term and proposed the 2023 Annual General Meeting of Shareholders for approval.

The details regarding profiles, educational backgrounds and work experience of the directors due to retire by rotation and nominated to return to office as directors for another term are described in **Attachment 3**, which has been distributed to all shareholders together with the invitation letter for this Meeting.

Moreover, the Board of Directors is of the view that Mrs. Suvimol Chrityakierne and Assoc. Prof. Dr. Pannipa Rodwanna, who are nominated for election as independent directors and/or Audit Committee for another term, are fully qualified per the definition of an independent director of the Company, which has been specified to be in line with the Notification of the Capital Market Supervisory Board. The details of the definition of an independent director are described in Attachment 3, which has been distributed to all shareholders together with the invitation letter for this Meeting. In addition, Mrs. Suvimol Chrityakierne and Assoc. Prof. Dr. Pannipa Rodwanna are capable of performing their functions and offering their opinions independently and have held their positions as the Company's independent directors for a consecutive period of not exceeding 9 years from the date of their initial appointment (including the term of office proposed for appointment on this occasion).

Opinion of the Board: The Board of Directors, excluding interested directors, has considered this matter, with a view that the three candidates have passed the recruitment process of the Board of Directors to ensure that they are duly qualified for the Company's business operations, knowledgeable and competent with experiences and expertise in line with the Company's business strategies, and credentials, leadership, vision, and are capable of contributing sufficient time to the benefit of the Company's business operations, and are fully qualified without any prohibited characteristics under the applicable laws.

Besides, the Board of Directors considers that Mrs. Suvimol Chrityakierne and Assoc. Prof. Dr. Pannipa Rodwanna are eligible to act as independent directors according to the definition of an independent director of the Company, which has been specified to be in line with the Notification of the Capital Market Supervisory Board and are capable of offering their opinions independently, in line with the applicable requirements and have held their positions as the Company's independent directors for a consecutive period of not exceeding 9 years from the date of their initial appointment (including the term of office proposed for appointment on this occasion), and thus deemed it appropriate to propose the 2023 Annual General Meeting of Shareholders consider approving the re-election of those three directors who are due to retire by rotation above to return to office as director and independent directors of the Company for another term.

Voting: The resolution of this agenda item requires a majority vote of the shareholders present at the Meeting and casting their votes, excluding any abstentions as the basis of the vote counting (in considering the election of directors who are due to retire by rotation, the Company will consider and approve on an individual basis).

Agenda Item 6 **To consider and approve the remuneration of the Company's directors for the year 2023**

Facts and Rationale: Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 22 of the Company's Articles of Association require that the Company's directors shall be entitled to receive remuneration from the Company in the form of rewards, meeting allowances, fringe benefits, bonuses or other benefits as the Shareholders' Meeting shall consider and resolve by not less than two-thirds (2/3) of all votes of the shareholders present at the Meeting. Such remuneration for directors may be fixed or subject to specific criteria, and may be effective from time to time or

indefinitely until otherwise changed by resolution of the Shareholders' Meeting, and furthermore, the Company's directors are also entitled to allowances and benefits under the Company's regulations.

In this regard, the Board of Directors has reviewed and determined the remunerations for the directors and subcommittee members for the year 2023 by taking into account the number of directors, the Company's operating results, business size, duties and responsibilities as well as their respective performances, and such remuneration is justifiable and comparable to those of other leading companies listed on the Stock Exchange of Thailand and in the same industry, and thus deemed it appropriate to propose the Board of Directors consider proposing that the Shareholders' Meeting consider approving the determination of the remuneration for the directors and subcommittee members for the year 2023 to be as follows:

Remuneration of the directors

Position	Remuneration/ Year (THB)		Change	
	2022	2023 (Proposed Year)	THB +/-	Percent +/-
1. Chairman of the Board of Directors	350,000	380,000	30,000	8.6
2. Director	250,000	280,000	30,000	12.0
3. Chairman of the Audit Committee	350,000	380,000	30,000	8.6
4. Audit Committee Member	270,000	300,000	30,000	11.1

Remark: The Company will pay the remuneration of the directors quarterly and the director will receive the highest remuneration from any one of the positions he holds.

However, should any director be the Company's staff member or employee, such director shall also be entitled to receive allowances and welfare as remuneration and benefits of staff or employees in accordance with the Company's regulations, provided that the remuneration received in such capacity as the Company's director shall not prejudice the directors' right to receive such remuneration and welfare in his/her capacity as the Company's staff member or employee.

Bonus and Extra Remuneration

The Board of Directors shall consider the justifications for these items, taking into account the net profit from the Company's operating results, its ability to pay, as well as business practices in the same industry.

Opinion of the Board: The Board of Directors has considered this matter, and thus deemed it appropriate to propose that the 2023 Annual General Meeting of

Shareholders consider approving the remuneration for directors for the year 2023 based on the proposed reasons and details in all respects.

Voting:

The resolution of this agenda item requires not less than two-thirds (2/3) of all votes of the shareholders present at the Meeting, including any abstentions as the basis of the vote counting.

Agenda Item 7

To consider and approve the appointment of auditors and fixing of the audit fees for the year 2023

Facts and Rationale:

Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 36 of the Company's Articles of Association require that the annual general meeting of shareholders shall consider appointing the auditor and fixing the audit fees every year, whereby the existing auditor may be reappointed. In addition, by virtue of the Notification of the Capital Market Supervisory Board No. TorJor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Results of Issuing Company (as amended), the listed company shall rotate its auditor in the event where any auditor has performed his/her duties on reviewing or auditing and expressed his/her opinions on the company's financial statements for 7 fiscal years, whether consecutively or not, whereby the company may appoint such auditor as its auditor only after the lapse of at least 5 consecutive fiscal years.

In this regard, the Audit Committee has considered the independence, qualifications, backgrounds, performance and efficiency in the audit by the auditor, taking into account the past performance, and is of the view that Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. has knowledge and understanding of the Company's business operations at a reasonable rate of audit fees, and has thus deemed it appropriate to nominate Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as a certified public accountant approved by the Office of the Securities and Exchange Commission as the Company's auditor for the year 2023, per the list of the following auditors:

List of Auditors	CPA Registration	Financial Statements Certification History (Years)
1. Mr. Mongkol Somphol	8444	5
2. Mr. Manoon Manusook	4292	-
3. Mr. Choopong Surachutikarn	4325	-
4. Ms. Sophaphan Saptipayarattana	6523	-

Any of the 4 auditors shall conduct the audit and express their opinion on the Company's financial statements for the year 2023.

Should the auditors per the above list not be able to perform their duties, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. shall be empowered to appoint another certified public accountant from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to act as such instead.

The auditors per the above list are qualified and do not have any characteristics contrary to the requirements of the Stock Exchange of Thailand or do not have any relationship or interest with the Company, its subsidiaries, executives, major shareholders or their concerned persons, and thus they are independent enough to conduct the audit and express their opinions on the Company's financial statements. The profiles and experience of the respective auditors are described in **Attachment 4**, which has been distributed to all shareholders together with the invitation letter for this Meeting.

In addition, the Audit Committee has deemed it appropriate to fix the audit fees for the year 2023 for the Company in the amount of THB 2,100,000 per year, with the significant information in support of its consideration as follows:

Supporting Information	2022	2023 (Proposed Year)	Change THB + / (-)	Change Percent + / (-)
Audit Firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.		
Audit fees for the Company (THB)	2,000,000	2,100,000	100,000	5

Such audit fees exclude the non-audit fees as actually incurred (which includes out-of-pocket expenses as actually incurred), whereby in 2022, the non-audit fees amounted to THB 50,139.

Opinion of the Board:

The Board of Directors has considered this matter and granted approval for the Audit Committee's proposal, and thus deemed it appropriate to propose the 2023 Annual General Meeting of Shareholders consider granting approval for Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be the Company's audit firm and approving the appointment of (1) Mr. Mongkol Somphol, CPA Registration No. 8444 and/or (2) Mr. Manoon Manusook, CPA Registration No. 4292 and/or (3) Mr. Choopong Surachutikarn, CPA Registration No. 4325 and/or (4) Ms. Sophaphan Saptippayarattana, CPA Registration No. 6523 as the Company's auditor for the year 2023, with the audit fees in the amount of THB 2,100,000 per year and non-audit fees and out-of-pocket expenses as actually incurred.

In this connection, the Board of Directors shall ensure that the Company prepares the financial statements in a timely manner in accordance with such period as prescribed by law.

Voting:

The resolution of this agenda item requires a majority vote of the shareholders present at the Meeting and casting their votes, excluding any abstentions as the basis of the vote counting.

Agenda Item 8

To consider and approve the amendment in the Articles of Association of the Company

Facts and Rationale:

To provide the Articles of Association of the Company in relation to electronic methods in the committee meeting and shareholders' meeting, delivery of documents or letters, as well as providing proxy at the shareholders' meeting for consistency with the Public Limited Companies Act (No. 4) B.E. 2565 (2022). The details are as follows:

Article	Existing AOA	New AOA
25	The Chairman or a person authorized by the Chairman shall summon the Board of Directors meeting. Notice of summoning the Board of Directors meeting shall be sent to the directors of the Company at least three (3) days prior to the meeting. Except in case of urgency for the purpose of maintaining the rights and benefits of the Company, the notice may be given in alternative way and within the shorter period.	The Chairman or a person authorized by the Chairman shall summon the Board of Directors meeting, or in the absence of the Chairman, the vice president, or in the absence of the vice president, at least two (2) directors, may summon the Board of Directors meeting. Notice of summoning the Board of Directors meeting shall be sent to the directors of the Company at least three (3) days prior to the meeting. Except in case of urgency for the purpose of maintaining the rights and benefits of the Company, the notice may be given in alternative way and within the shorter period.
29	The Board of Directors shall meet at least three (3) months per time at the province of the head office of the Company or nearby province or at any venue. The date, time and venue shall be as the Board of Directors deemed appropriate	The Board of Directors shall meet at least once every three (3) months at the province of the head office of the Company or nearby province or at any venue. The date, time and venue shall be as the Board of Directors deemed appropriate.
32	<p>To summon a shareholders meeting, the Board of Directors shall serve the written notice containing the date, time, venue, agenda, item whether for acknowledge, approval or for consideration, as the case may be, and opinion of the Board of Directors. The notice shall be sent to shareholders of the Company and the registrar for not less than seven (7) days prior to the date of the meeting. The notice shall be advertised in a newspaper at least three (3) days before the meeting date for three (3) consecutive days.</p> <p>Venue for the meeting can be the province where the head office is located or other province in Thailand as decided by the board of directors.</p>	<p>To summon a shareholders meeting, the Board of Directors shall serve the written notice containing the date, time, venue, agenda, item whether for acknowledge, approval or for consideration, as the case may be, and opinion of the Board of Directors. The notice shall be sent to shareholders of the Company and the registrar for not less than seven (7) days prior to the date of the meeting. The notice shall be advertised in a newspaper at least three (3) days before the meeting date.</p> <p>The Board of Directors shall set the venue within Thailand to hold the meeting in paragraph one. Shareholders meeting can be held electronically in accordance with the law relating to electronic meetings and the head office of the Company shall be the venue of such electronic meeting.</p>
46	-	<u>Proxy to attend the shareholders meeting and voting right of the Shareholder</u>

Article	Existing AOA	New AOA
		<p>To attend the shareholders meeting, a shareholder may give the power to <i>sui juris</i> to attend and vote on their behalf. The proxy shall be made in writing and signed by the authorizing shareholder or made in electronic means in compliance with the related law and shall be given to the Chairman or the designated person before the proxy attending the Meeting. The proxy form shall conform to the form from the registrar of the public company.</p> <p>The right of the proxy to vote equals to the total number of shares given to such proxy except the proxy declares to the meeting before voting that he will vote on behalf of specified shareholder by addressing the name of the shareholder and the number of shares held by the shareholders.</p>
47	<p style="text-align: center;"><u>Convening the meeting via electronic means</u></p> <p>The shareholders meeting, the Board of Directors Meeting or meeting of the sub-committees of the Company may be held via electronic means. However, the meeting must meet basic requirements in accordance with the announcement of the Ministry of Information and Communication Technology, and be in accordance with the relevant laws including but not limited to the Emergency Decree no. 74/2557 dated 27 June B.E. 2557 on Electronic Meetings and the notification of Ministry of Information and Communication Technology re: mandatory security standards for electronic meetings B.E. 2557.</p>	<p style="text-align: center;"><u>Convening, Advertising and Notice via electronic means</u></p> <p>The shareholders meeting, the Board of Directors Meeting or meeting of the sub-committees of the Company may be held via electronic means. However, the meeting must meet basic requirements in accordance with the announcement of the Ministry of Information and Communication Technology, and be in accordance with the relevant laws including but not limited to the Emergency Decree no. 74/2557 dated 27 June B.E. 2557 on Electronic Meetings and the notification of Ministry of Information and Communication Technology re: mandatory security standards for electronic meetings B.E. 2557.</p>
48	-	<p>Notices or advertising of the Company to public can be advertised via electronic means in accordance with the related laws and regulations.</p>
49	-	<p>The Company or the Board of Directors may send letters or documents to the directors, shareholders or creditors of the Company via electronic means if such person has notified their intention or expressly consented in writing or by electronic means, in accordance with the related laws and regulations.</p>

Opinion of the Board: The Board of Directors has considered this matter and thus deemed it appropriate to propose the 2023 Annual General Meeting of Shareholders approving the amendment of the Articles of Association of the Company for consistency with the Public Limited Companies Act (No. 4) B.E. 2565 (2022) and to consider authorizing persons assigned by the Board of Directors to certify applications or relevant documents in relation to registrations of the amendment to the Articles of Association of the Company at the Department of Business Development, Ministry of Commerce, and to take any reasonable undertakings which are necessary and relevant to such process in order to comply with the registrar’s order(s).

Voting: The resolution of this agenda item requires the votes of not less than 3/4 of the shareholders present at the Meeting and casting their votes.

Agenda Item 9 **To consider and acknowledge the change in the objective of the use of funds raised through the sale of newly issued shares under Initial Public Offering (IPO)**

Facts and Rationale: By virtue of the Notification of the Office of the Securities and Exchange Commission No. SorJor.63/2561 Re: Change in Objectives of the Utilization of Proceeds, The non-material change in the objective of the use of funds shall be proposed to the Board of Directors’ meeting for approval and report such change to the shareholders’ meeting for acknowledgment.

According to currently, the Company has a new project that has occurred, namely the "KhowThang - Rice Bar (Grilled Rice)", so would like to use funds raised through the sale of newly issued shares under Initial Public Offering (IPO) for the purpose of land, building, machinery and equipment including expenses directly related to such project in the total amount of 100 million Baht. The details as follows;

Previously: the objective to use the fund as specified in the prospectus is

Objective of spending	Approximate amount according to the plan (unit: million Baht)
1. Financial institution debt settlement	350.00
2. Used as working capital in business operation	172.38
3. Used to finance the construction of new projects	
- Ready Meal	350.00
Total	872.38

To be

Objectives	Approximate amount according to the plan (unit: million Baht)
1. Financial institution debt settlement	350.00
2. Used as working capital in business operation	172.38
3. Used to finance the construction of new projects	
- Ready Meal	250.00
- Rice Bar	100.00
Total	872.38

Opinion of the Board: The Board of Directors has considered this matter and thus deemed it appropriate to propose the 2023 Annual General Meeting of Shareholders for acknowledgment of the change in the objective of the use of funds raised through the sale of newly issued shares under Initial Public Offering (IPO).

Voting: This agenda item is for acknowledgment only and requires no resolution.

Agenda Item 10 **To consider other matters (if any)**

Information for Shareholders

1. The Company has scheduled Friday, March 17, 2023 as the record date to determine the list of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders.
2. The Company will hold the Meeting via electronic means (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2021), Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2021) and other related laws and regulations. In this regard, the Company requests cooperation from all the shareholders to consider complying with the Clarifications on procedures for registration, proxy appointment, documents and evidence for registration of the Meeting via electronic means (e-AGM) as per the details in **Attachment 5**.

In the case that the shareholders are unable to attend the Meeting via electronic means (e-AGM), the shareholders may choose one of the applicable proxy forms provided by the Company to the shareholders as per the details in **Attachment 6** (Proxy Form A, Proxy Form B and Proxy Form C, provided that Proxy Form C applies to foreign shareholders who appoint their custodians in Thailand for depository and custody of their shares only) or download Proxy Forms from the Company's website at <https://investor.nslfoods.com/en/downloads/shareholders-meeting>, although only one Proxy Form per shareholder may be used. The profiles of the Company's independent directors in support of their appointment as proxies by the shareholders are described in **Attachment 7**. Moreover, the Company has prepared the acceptance for the invitation to the Meeting via electronic means (e-AGM) as per the details in **Attachment 8**. The

Company would highly appreciate it if the shareholders send the acceptance for the invitation to the Meeting via electronic means (e-AGM) and/or the Proxy Forms, together with supporting documents and evidence, to the Company (affixed with THB 20 stamp duty for the Proxy Forms) by April 12, 2023 at the following address:

Company Secretary

NSL Foods Public Company Limited

55/22 Moo 3 Bangbuathong-Nonthaburi Bridge (345) Road, Lampo Subdistrict,
Bangbuathong District, Nonthaburi 11110

3. The Company has published the invitation letter for the 2023 Annual General Meeting of Shareholders, together with supporting documents, available for download from the Company's website as follows:

Thai version : <https://investor.nslfoods.com/th/downloads/shareholders-meeting>

English version : <https://investor.nslfoods.com/en/downloads/shareholders-meeting>

4. The Company shall conduct the Meeting in accordance with the Company's Articles of Association relating to the Shareholders' Meeting as per the details in **Attachment 9**.
5. The Company has prepared the Annual Report 2022 (Form 56-1 One Report) in QR Code format, which is available for download from the Notice of the Meeting (with QR Code) as per the details in **Attachment 2**.
6. For the purpose of the 2023 Annual General Meeting of Shareholders, the shareholders may send their questions in advance regarding such matters in the agenda of this Meeting as per the form in **Attachment 10** through the following channels:

E-mail : ir@nslfoods.com

Mail : Company Secretary
NSL Foods Public Company Limited
55/22 Moo 3 Bangbuathong-Nonthaburi Bridge (345) Road, Lampo
Subdistrict, Bangbuathong District, Nonthaburi 11110

All shareholders are hereby invited to attend the 2023 Annual General Meeting of Shareholders on the date and at the time as indicated above.

Please be informed accordingly.

Sincerely yours,
NSL Foods Public Company Limited



(Mr. Somchai Asavapiyanond)

Chairman of the Executive Committee

**Minutes of the 2022 Annual General Meeting of Shareholders
NSL Foods Public Company Limited**

Date, Time, and Venue of Meeting

The 2022 Annual General Meeting of Shareholders (the “**Meeting**”) was convened on Friday, April 22, 2022 via electronic means (E-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) and other related laws and regulations.

The Meeting was commenced at 10.00 hours

NSL Foods Public Company Limited (the “**Company**”) by Mrs. Jariya Musigchai, Company Secretary, the meeting facilitator (“**Meeting Facilitator**”) welcomed the participants and informed the Meeting that due to the epidemic situation of the Coronavirus Disease 2019 (COVID-19), the Company is aware of the situation and concerned for the health of all shareholders attending the Meeting including those who participated in the holding of the Meeting. Therefore, the Company held of the 2022 Annual General Meeting of Shareholders via electronic meeting in accordance with the legal requirement as required by laws relating to electronic meeting.

The Meeting Facilitator then informed the Meeting of the registered capital and the shares of the Company, in brief, as follows:

▪ Registered capital	THB	300,000,000
▪ Paid-up capital	THB	300,000,000
▪ Ordinary shares	300,000,000	shares
▪ Par value	THB	1.00 per share

In this regards, the Company had scheduled the record date to determine the names of the shareholders entitled to attend the 2022 Annual General Meeting of Shareholders on Tuesday March 18, 2022. (Record Date)

There were a total of 7 shareholders attending the Meeting in person and 60 shareholders attending the Meeting by proxy, and as such, the total number of shareholders present in the Meeting amounted to 67 shareholders representing a total of 240,040,322 shares or equivalent to 80.0134 percent of the Company’s issued and paid-up shares. The quorum was thus, constituted in accordance with the Law and the Article of Association (Articles 33), not less than twenty-five (25) shareholders in persons or by proxies (if any) or not less than one-half (1/2) of the total number of the shareholders, and holding not less than one-third (1/3) of the total number of the paid-up shares shall be present to form a quorum.

To be in line with the principles of good corporate governance. The Meeting Facilitator then informed the Meeting of the voting and vote counting procedures for each agenda as follows:

1. All shareholders are entitled to voting rights according to the number of shares held by them, whereby one share is equivalent to one vote.
2. At the time of each voting, please press on “E-Voting” to cast their votes “Approval”, “Disapproval” or “Abstention” within the time limit (approximately 1 minute). After casting

votes, the system will show a pop-up asking if the votes are confirmed. Press OK to confirm the votes.

If shareholders wish to change their votes, the shareholders can change their votes by casting their votes again. The system will, however, allow the shareholders to change the said votes before the closing of vote in each relevant agenda.

3. For vote counting, the Company will deduct the number of votes disapproved or abstained from total number of votes.

In the event that the shareholders do not cast their votes in the e-voting program or do not cast their votes within the time limit on any agenda, the Company will automatically count the vote on such agenda as Approve. When the vote counting is completed, the e-voting system will be closed, and the voting result will be announced after the end of each proposed agenda.

4. In the case that a shareholder executes Proxy Form B and C to assign his/her proxy or the independent director of the Company to attend the Meeting and vote in accordance with such shareholders' intention and sends such proxy form to the Company before considering any agenda, the Company has already recorded such vote in accordance with the intention of the shareholder as specified in the Proxy Form.
5. After the voting result is announced, that the voting result in such agenda is final.
6. Shareholders who had a special conflict of interest in any agenda shall have no right to vote in that agenda, except the voting for director election.
7. In counting votes for the meeting agenda of the 2022 Annual General Meeting of Shareholders shall be divided into 2 categories:

- (a) The agendas required the resolution with a majority votes of the shareholders who attend the meeting and cast their vote are Agenda 1, Agenda 3, Agenda 4, Agenda 5 and Agenda 7.

Agenda 5 is the agenda to consider and approve the appointment of directors to replace those who are due to retire by rotation. The Company has arranged to consider and approve the appointment of directors individually.

In this case, the Company will count the votes of the shareholders who attend the meeting and cast their vote of "Approval" and "Disapproval" only, and the Company will not count the vote of "Abstained" as the total vote. The vote of "Abstained" will not be considered that the shareholders did not approve on such agenda.

- (b) The Agenda 6 is required the resolution with no less than two-thirds (2/3) of total votes of the shareholders present at the Meeting.

In this case, the Company will count the votes of the shareholders present at the Meeting "Approval" "Disapproval" and "Abstained" as the total vote. The votes "Disagree" and "Abstain" will be deducted from the total votes and the remainder will be counted as the votes of "Approval" in such agenda.

8. As the shareholders and proxies are allowed to enter and/or leave the Meeting from time to time after the commencement of the Meeting, therefore, the number of attendees and their votes on the respective agenda items may vary.

9. Before voting on each agenda, the Company will give the shareholders and proxies an opportunity to ask questions concerning such agenda as appropriate. Any shareholder or proxy who wishes to ask questions can do so through the following options:
- An audio chat channel Please go to the Reactions menu in the E – meeting window and press the Raise Hand button. After the Meeting Facilitator calls your name, the staff will allow you to open the microphone. You have to press Unmute and turn on the microphone on your device. Before asking the question the shareholders are requested to specify name, surname, and shareholder status such as a shareholder or proxy in order to record the minutes of the Meeting minutes correctly and completely.
 - A chat channel Please go to the Chat menu in the E – meeting window to type a message and send the message to the system then, choose a recipient and sending a message to NSL Q&A. In case you didn't choose the recipient as stated. Your message will not be delivered to the Company. Before asking the question the shareholders are requested to specify name, surname, and shareholder status such as a shareholder or proxy in order to record the minutes of the Meeting minutes correctly and completely.

In this regard, the Company requests the shareholders or proxies to share their opinions or ask questions concisely and refrain from asking questions or sharing opinions on redundant issues so as to also allow other shareholders to exercise their rights to ask questions. Therefore, the shareholders are kindly requested to cooperate in order to ensure that the Meeting is conducted smoothly and proceeds in a timely manner.

During the period from March 31, 2022 to April 20, 2022, the Company gave the shareholders a chance to submit questions in advance before the Meeting. Upon the lapse of such period, no shareholders sent questions to the Company in advance.

10. In order to make the vote counting transparent, the Company has appointed an independent legal advisor from external organization, namely Ms. Viparat Timprathuang, from Kudun and Partners Limited, to oversee and monitor the vote counting.

Before proceeding with the meeting agenda, the Meeting Facilitator introduced directors, executives, auditors, and legal advisor, attending the Meeting as follows:

Directors present at the Meeting

- | | |
|-----------------------------------|--|
| 1. Mrs. Suvimol Chrityakierne | Chairman of the Board of Director and Independent Director |
| 2. Mr. Somchai Asavapiyanond | Director and Chairman of Executive Board |
| 3. Mr. Arkradej Liamcharoen | Director and Vice president of Accounting and Finance |
| 4. Mr. Weerachon Khaophonng | Director and Executive Vice President |
| 5. Mr. Charoen Asavapiyanond | Director and Vice president of Operation |
| 6. Mrs. Pannipa Rodwanna | Chairman of Audit Committee and Independent Director |
| 7. Mr. Chaiwut Jumnongsutasathien | Audit Committee and Independent Director |
| 8. Mr. Anajak Limphaisan | Audit Committee and Independent Director |

Therefore, in the Meeting, all 8 directors attending the Meeting represented 100 percent of the total number of all directors.

Auditors attending the Meeting from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

- | | |
|------------------------|---------------|
| 1. Mr. Mongkol Somphol | Audit Partner |
|------------------------|---------------|

2. Ms. Sudsawat Ritwara Audit Manager

Legal Advisors attending the Meeting from Kudun and Partners Limited

1. Mr. Kongkoch Yongsavasdikul Partner
 2. Ms. Supatra Kerinsaguna Senior Associate
 3. Ms. Viparat Timprathuang Associate

Mrs. Suvimol Chrityakierne, a chairman of the Board of Directors, presided as the Chairman of the Meeting (the “**Chairman**”). The Chairman welcomed all attending shareholders and proxies and made official opening speech. The Chairman then commenced the Meeting according to the meeting agenda items as follows:

Agenda Item 1 To consider and adopt the Minutes of the 2021 Annual General Meeting of Shareholders

The Chairman informed the Meeting that the Company held the 2021 Annual General Meeting of Shareholders on April 19, 2021 and has duly prepared the Minutes of such Meeting, as per the details in **Attachment 1**, which has been distributed to all shareholders together with the invitation letter for this Meeting.

The Board of Directors has considered the Minutes of the 2021 Annual General Meeting of Shareholders, which was held on April 19, 2021, and found the same to be duly and completely recorded, and thus deemed it appropriate to propose that the 2022 Annual General Meeting of Shareholders consider and adopt the Minutes of the 2021 Annual General Meeting of Shareholders.

The Chairman gave the shareholders an opportunity to inquire and express opinions. No shareholders or proxies raised any inquiries or expressed opinions, then, the Chairman proposed the Meeting to vote on this agenda.

Resolution: The Meeting has unanimously resolved to adopt the Minutes of the 2021 Annual General Meeting of Shareholders, held on April 19, 2021, as proposed in all respects, with the voting results as follows:

Shareholder’s votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	239,986,800	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid	0	0.0000
Total	239,986,800	100.0000

- Remarks
1. The resolution on this agenda item must be adopted by a majority of votes of the shareholders present at the Meeting and casting their votes.
 2. In this agenda item, there were the additional shareholders registering to attend the Meeting by 3 shareholders, representing 627,500 shares, and as such, the total number of shareholders present in this agenda item amounted to 65 shareholders, representing a total of 239,986,800 shares.

Agenda Item 2 To acknowledge the Company's operating results for the year 2021

The Chairman informed the Meeting that in order to comply with Article 36 of the Company's Articles of Association which require an annual general meeting of shareholders to consider acknowledging the Board of Directors' report on the Company's activities over the past year, therefore, the Company has summarized its operating results and significant changes in the Company during the year 2021 under the heading Management Discussion and Analysis and Financial Highlights of the Annual Report 2021 (Form 56-1 One Report), as per the details in Attachment 2, which has been distributed to all shareholders in QR Code format together with the invitation letter for this Meeting.

The Board of Directors has considered the matter and deemed it appropriate to propose that the 2022 Annual General Meeting of Shareholders acknowledge the Company's operating results for the year 2021. The Chairman delegated Mr. Somchai Asavapiyanond Chairman of Executive Board and Mr. Arkradej Liamcharoen Vice president of Accounting and Finance to inform the Meeting of the details of the Company's operating result.

Mr. Somchai Asavapiyanond informed the Meeting that the Company's operating results for the year 2021 after the Company's shares were listed as securities on the Stock Exchange of Thailand on May 19, 2021, other than the distribution of products to major customer, convenience stores - 7-Eleven, the Company has distributed products through the delivery channel of 7-Eleven, which is a new channel with rapidly growth. Regarding the Company's products in addition to the chilled food, the Company has developed and distributed products stored in normal temperature (Bakery Ambient) with approximately 6 products and the Company has cooperated with 7-Eleven to develop new products such as Panini Sandwiches that use a new food heater.

To expand the distribution channels, the Company has distributed products in 7-Eleven in Cambodia, as 7-Eleven has opened a branch in Cambodia. The Company's products have received positive feedbacks. Moreover, the Company has launched products for distribution through modern trade, such as crispy pie sticks - Crispy Pie, biscuits - Crispy Pangtai, palmier (butterfly pie) and various biscuits. In addition, the Company has started distributor business and executed the business corporation agreement to be a distributor of products under the Churn Yim brand. The ready-cooked fermented fish sauce started distributing on fourth quarter of year 2021.

Regarding food service business, in 2021, the Company has new product category Skin Pack, which is a new packaging that keep food fresh and could be stored longer and Retail Beef Cutting, which are cut in the form of steaks with the size and weight customized by customers. In addition, the Company has other products developed with customers such as salmon, seafood.

In addition to the raw materials for cooking, the Company has produced frozen ready meals to distribute through restaurants such as Pork/ Beef Meat Ball and various sauces, including pre-processed foods such as grilled salmon.

Since the Company has a long-term strategy to become a leader in food innovation. The Company has executed a memorandum of understanding (MOU) with Kasetsart University in order to develop the research and expand food innovation from shelf to mall. As the research of Kasetsart University is interesting, the Company therefore wishes to use the research for commercial use. It is expected that the Company will have new products with a food innovation continually.

The report on the use of proceeds received from the IPO ending on December 31, 2021, are as follows:

Unit : Million Baht

Use of Proceeds	Estimated amount according to the plan	Usage Amount during May 19 – June 30, 2021	Usage Amount during July - December	Outstanding Amount at December 31, 2021
1. To make a loan repayments to financial institution	350.00	350.00	-	-
2. To be a working capital for business operations	172.38	72.38	50.00	50.00
3. To invest in new project	350.00	-	14.16	335.84
Total	872.38	422.38	64.16	385.84

In addition to the aforementioned The Company recognizes the importance of anti-corruption. The Company has set up an anti-corruption policy since 2019 to set rules for directors, executives and employees of the Company to not support the business or persons involved in the exploitation whether directly or indirectly.

Mr. Arkradej Liamcharoen informed the Meeting the summary of the Company's operating results for the year 2021 that in 2021, the Company has revenue of THB 3,042.9 million, profit before finance costs and income tax of THB 249.2 million, net profit of THB 191.1 million, compared to 2020, in which the Company has revenue of THB 2,927.6 million, increasing of THB 115.3 million or 3.9 percent, net profit THB 151.4 million, increasing of THB 39.7 million or 26.2 percent.

For revenue, the Company's revenue is mostly from bakery and appetizers products which are sold in 7-Eleven, in amount of THB 2,791.2 million, or 91.7 percent of the Company's total revenue. The Company has revenue from food service in amount of THB 207.3 million, or 6.8 percent of the total revenue of the Company. Compared to year 2020, the Company's revenue from food service business is increasing from THB 132.6 million due to the Company's has more customers. The proportion of revenue from bakery and appetizers products decreased. Therefore, the total revenue is increasing by 3.9 percent.

For cost of sales and gross profit, in 2021, the Company has revenue from sales of THB 3,038.3 million, gross profit of THB 541.6 million, or 17.8 percent of revenue from sales. Compared to year 2020, the Company has a gross profit of 16.2 percent, the Company has an increase gross profit because the Company has developed the accounting system and personnel to make working more efficient.

For distribution costs, The Company has controlled the distribution cost to be at a rate of approximately 6 percent of the revenue from sales. In 2021, the Company has a distribution cost of THB 203.8 million. Most of the costs are transportation costs and promotional and advertising expenses. The distribution costs of the Company are 0.7 percent higher than the previous year due to higher petrol prices resulting in increase of transportation cost and to increase sales, the Company has publicized the promotion resulting in increase of promotional and advertising expenses.

The Company has administrative expenses of THB 93.2 million, mostly are salaries, wages, overtime, bonuses and employee benefits, which amount of THB 64.9 million.

The Company has controlled the administrative expenses to be at a rate of approximately 3 percent of revenue from sale. The Company's administrative expenses are 0.1 percent higher than the previous year due to expenses in preventing the epidemic situation of the Coronavirus Disease 2019 (COVID-19), such as employee vaccinations.

The Company has a finance cost of THB 16.8 million, compared to year 2020, in which the Company has finance cost of THB 24.3 million. It is a significant decrease because the Company used of proceeds received from the IPO to make a loan repayment to financial institutions of THB 350 million, resulting in the finance cost is decreased. Since the Company has lower financial costs, the Company has a net profit of 6.3 percent, compared to the year 2020 by 5.2 percent, increasing by 1.1 percent.

For the statement of financial position, the Company has total assets of THB 2,110.9 million, total liabilities of THB 858.9 million and total shareholders' equity of THB 1,252 million, increasing compared to year 2020. The Company had cash and cash equivalents of THB 459.3 million baht, increasing compared to year 2020, which amounted of THB 9.9 million. In 2022, the Company will deposit money in fixed deposit in a bank account approximately THB 100 million and investment in a mutual fund approximately THB 200 million. This money will be used to expand and set up new factory in the future. The Company had trade and other current receivables of THB 496.3 million, increasing of THB 82.9 million from the previous year due to the recovery of tourism business in the fourth quarter of year 2021. As a result, the Company has an increase of trade and other receivables and inventories. In 2021, the Company has total liabilities of THB 858.9 million, compared to 2020, in which the Company has total liabilities of THB 1,119.8 million, decreasing of THB 260.9 million due to a decrease in loans from financial institutions from year 2020, which amounted to THB 609.3 million, remaining THB 316.7 million. For shareholders' equity in 2020, the Company has issued and paid-up capital of THB 225 million and because of the Company's capital increase of THB 75 million, in 2021 the Company has premium on ordinary shares of THB 797.4 million baht and total shareholders' equity of THB 1,252 million, from THB 454.8 million.

For the analysis of key financial ratios, in year 2020 the Company's liquidity ratio was 0.7 times, increased to 1.8 times in year 2021 due to the increase of Company's current assets and decrease of Company's current liabilities. In 2020, the Company has a return on assets (ROA) of 9.4 percent, an increase of 10.4 percent in 2021. The Company had a decrease of return on equity (ROE) due to the increase of the number of shareholders from 32.6 percent to 22.4 percent. In 2020, the Company's debt to equity ratio is 2.5 times after the Company make a repayment to financial institutions, the Company's debt to equity ratio is 0.7 times in 2021. The Company's bank debt to EBITDA ratio is 0.9 times and debt service coverage ratio is 0.3 times

The Chairman gave the shareholders an opportunity to inquire and express opinions.

The shareholders asked the following questions:

Mr. Apinun Jirakomate a shareholder presents in person asked about the operating results of the year 2021, what is the proportion of the Company's cost of wheat flour of the cost of sales. How many months in advance does the Company purchase wheat flour and how to deal with rising wheat flour prices.

Mr. Somchai Asavapiyanond informed the Meeting that wheat flour, which is one of the raw materials of the product is approximately 15 percent of the cost of sales. The Company procures raw materials of wheat flour from many place such as Turkey, Australia, USA. The Company has contracts with many

wheat flour distributors which the duration of contract is 3 months or 6 months. From the rising price of wheat flour, the Company discussed with distributors on the matter and will monitor closely.

Remark: This agenda item is for acknowledgment only and requires no resolution.

Agenda Item 3 To consider and approve the Financial Statements for the year ended December 31, 2021

The Chairman informed the Meeting that in order to comply with Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Articles 36 and 39 of the Company's Articles of Association, which require the Board of Directors to prepare the statement of financial position (balance sheet) and the income statement of the Company as at the end of the fiscal year, and propose the same to the annual general meeting of shareholders for consideration and approval, the Board of Directors shall have an auditor complete an audit of such balance sheet and income statement before submission to the Shareholders' Meeting.

In this regard, the Company has prepared the financial statements for the year ended December 31, 2021 and profit and loss statement for the year ended December 31, 2021, which have been audited, signed and certified by Mr. Mongkol Somphol, Certified Public Accountant from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd, the auditor of the Company, considered and reviewed by the Audit Committee, and have been approved by the Board of Directors of the Company. The details of which are described under the heading Financial Statements of the Annual Report 2021 (Form 56-1 One Report), as per the details in ***Attachment 2***, which has been distributed to all shareholders in QR Code format together with the invitation letter for this Meeting. The details of the financial statements are as informed by Mr. Arkradej Liamcharoen on agenda item 2 above.

The Chairman gave the shareholders an opportunity to inquire and express opinions. No shareholders or proxies raised any inquiries or expressed opinions, then, the Chairman proposed the Meeting to vote on this agenda.

Resolution: The Meeting has unanimously resolved to approve the Financial Statements for the year ended December 31, 2021, as proposed in all respects, with the voting results as follows:

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	240,039,800	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid	0	0.0000
Total	240,039,800	100.0000

- Remarks**
1. The resolution on this agenda item must be adopted by a majority of votes of the shareholders present at the Meeting and casting their votes.
 2. In this agenda item, there were the additional shareholders registering to attend the Meeting by 1 shareholder, representing 53,000 shares, and as such, the total number of shareholders present in this agenda item amounted to 66 shareholders, representing a total of 240,039,800 shares.

Agenda Item 4 To consider and approve the dividend payment and omission of the allocation of profits as a legal reserve for the year 2021 and to acknowledge the interim dividend payment

The Chairman delegated Mr. Arkradej Liamcharoen Vice president of Accounting and Finance to present the details of this agenda item to the Meeting.

Mr. Arkradej Liamcharoen informed the Meeting that in order to comply with Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 45 of the Company's Articles of Association, the Company is required to appropriate part of its annual net profit as a reserve fund at not less than 5 percent of the annual net profit, less any accumulated losses brought forward (if any) until such reserve reaches not less than 10 percent of the registered capital.

As of December 31, 2021, the Company's registered capital was THB 300,000,000, and the Company had legal reserves of THB 30,000,000, equal to 10 percent of the registered capital. This meets the requirements of the law and the Company does not have a duty to allocate any further profits to the legal reserve.

Moreover, Section 115 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 44 of the Company's Articles of Association, require that the Company's dividend payment shall be made out of its profits, and should the Company still sustain any accumulated loss, no dividend shall be declared. The declaration of dividends is subject to approval from the shareholders' meeting.

In addition, the Company has a policy to pay dividends to the shareholders at the rate of not less than 50 percent of the net profit according to the separate financial statements after the deduction of corporate income tax and all kinds of reserves as required by law and by the Company each year, whereby the Board of Directors will consider the declaration of dividend by primarily taking into account various factors in the best interests of the shareholders, e.g., economic situation, the Company's operating results and financial position, cash flow, reserves for future investments, reserves for repayment of loans or as working capital in the Company, conditions and restrictions as specified in the loan agreements, provided that such dividend payment shall in no way materially affect the ordinary course of business operations of the Company, as the Board of Directors may consider appropriate or reasonable.

In 2021, the Company had a net profit from its operating results according to the separate financial statements for the year ended December 31, 2021 in the amount of THB 191,111,486. Therefore, the Company deems it appropriate to propose that the Shareholders' Meeting consider approving the declaration of dividends from the operating results for the year 2021 to the shareholders at the rate of THB 0.50 per share, with a par value of THB 1.00 per share, totaling THB 150,000,000 or representing 78 percent of the net profit from the Company's operating results. The Company paid an interim dividend on September 10, 2021 at the rate of THB 0.25 per share. The final dividend payment will be made at the rate of THB 0.25 per share, in the total amount of THB 75,000,000. The comparison of dividend payments in the past year is as follows:

Details of Dividend Payment	2020	2021 (Proposed Year)
1. Net profit per the separate financial statements (THB)	151,414,019	191,111,486
2. Interim dividend (THB: share)	-	0.25

Details of Dividend Payment	2020	2021 (Proposed Year)
3. Annual dividend (THB: share)	0.85	0.25
4. Total dividend paid (THB)	191,250,000	150,000,000
5. Dividend rate per net profit (%)* * In 2020, paid from 2020's operation and retained earnings as at December 31, 2020 so dividend rate per net profit was high.	126	78

The Chairman gave the shareholders an opportunity to inquire and express opinions. No shareholders or proxies raised any inquiries or expressed opinions, then, the Chairman proposed the Meeting to vote on this agenda.

Resolution: The Meeting has acknowledged the interim dividend payment and resolved to approve the dividend payment and omission of the allocation of profits as a legal reserve for the year 2021, as proposed in all respects, with the voting results as follows:

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	240,039,800	99.9998
Disapproved	522	0.0002
Abstained	0	-
Invalid	0	0.0000
Total	240,040,322	100.0000

Remarks

1. The resolution on this agenda item must be adopted by a majority of votes of the shareholders present at the Meeting and casting their votes.
2. In this agenda item, there were the additional shareholders registering to attend the Meeting by 1 shareholder, representing 522 shares, and as such, the total number of shareholders present in this agenda item amounted to 67 shareholders, representing a total of 240,040,322 shares.

Agenda Item 5 To consider and approve the appointment of directors to replace those who are due to retire by rotation

The Chairman informed the Meeting that Mr. Somchai Asavapiyanond, Mr. Chaiwut Jumngsutasathien and Mr. Anajak Limphaisan are the directors who are due to retire by rotation in the year 2022. To be transparency and to comply with the Good Corporate Governance, Mr. Somchai Asavapiyanond, Mr. Chaiwut Jumngsutasathien and Mr. Anajak Limphaisan requested to leave the Meeting.

Meeting Facilitator informed the Meeting that in order to comply with Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 17 of the Company's Articles of Association, at every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from the office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) of the directors who have held office for the longest term shall retire. Retiring directors are eligible for re-election.

At present, the Board of Directors is composed of 8 directors. At the 2022 Annual General Meeting of Shareholders, there are 3 directors due to retire by rotation as follows:

List of Directors	Position
1. Mr. Somchai Asavapiyanond	Director
2. Mr. Chaiwut Jumnongsutasathien	Independent Director / Audit Committee
3. Mr. Anajak Limphaisan	Independent Director / Audit Committee

In this respect, the Board of Directors has considered selecting candidates eligible to be nominated as directors in place of those due to retire by rotation, taking into account their knowledge, competency, experience and expertise in line with the Company's business strategies, and deemed it appropriate to nominate those three directors due to retire by rotation to return to their office as directors and/or independent directors of the Company for another term. All such three directors neither hold any positions as directors or executives in other businesses which may give rise to a conflict of interest or in a business in competition with the Company.

Moreover, the Board of Directors is of the view that Mr. Chaiwut Jumnongsutasathien and Mr. Anajak Limphaisan, who are nominated for election as independent directors for another term, are fully qualified per the definition of an independent director of the Company, which has been specified to be in line with the Notification of the Capital Market Supervisory Board. In addition, Mr. Chaiwut Jumnongsutasathien and Mr. Anajak Limphaisan are capable of performing their functions and offering their opinions independently and have held their positions as the Company's independent directors for a consecutive period of not exceeding 9 years from the date of their initial appointment (including the term of office proposed for appointment on this occasion).

The Board of Directors, excluding interested directors, has considered this matter, with a view that the 3 candidates have passed the recruitment process of the Board of Directors to ensure that they are duly qualified for the Company's business operations, knowledgeable and competent with experiences and expertise in line with the Company's business strategies, and credentials, leadership, vision, and are capable of contributing sufficient time to the benefit of the Company's business operations, and are fully qualified without any prohibited characteristics under the applicable laws, and thus deemed it appropriate to propose the Shareholders' Meeting to consider approving the election of those three directors due to retire by rotation above to return to their office as directors and independent director of the Company for another term.

The profiles of the persons nominated to replace the directors who are due to retire by rotation are described in *Attachment 3*, which has been distributed to all shareholders together with the invitation letter for this Meeting.

The Chairman gave the shareholders an opportunity to inquire and express opinions. No shareholders or proxies raised any inquiries or expressed opinions, then, the Chairman proposed the Meeting to vote on this agenda.

Resolution: The Meeting has resolved to approve the appointment of directors to replace those who are due to retire by rotation in the year 2022, namely Mr. Somchai Asavapiyanond, Mr. Chaiwut Jumnongsutasathien and Mr. Anajak Limphaisan to return to their office as directors of the Company for another term, as proposed in all respects, with the voting results as follows:

1. Mr. Somchai Asavapiyanond - Director

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	239,830,500	99.9126
Disapproved	209,722	0.0873
Abstained	100	-
Invalid	0	0.0000
Total	240,040,322	100.0000

2. Mr. Chaiwut Jumnongsutasathien - Independent Director / Audit Committee

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	239,830,500	99.9126
Disapproved	209,722	0.0873
Abstained	100	-
Invalid	0	0.0000
Total	240,040,322	100.0000

3. Mr. Anajak Limphaisan - Independent Director / Audit Committee

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	239,830,500	99.9126
Disapproved	209,722	0.0873
Abstained	100	-
Invalid	0	0.0000
Total	240,040,322	100.0000

Remarks The resolution on this agenda item must be adopted by a majority of votes of the shareholders present at the Meeting and casting their votes.

Agenda Item 6 To consider and approve the remuneration of the Company's directors for the year 2022

The Chairman informed the Meeting that in order to comply with Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 22 of the Company's Articles of Association, the Company's directors shall be entitled to receive remuneration from the Company in the form of rewards, meeting allowances, fringe benefits, bonuses or other benefits as the Shareholders' Meeting shall consider and resolve by not less than two-thirds (2/3) of all votes of the shareholders present at the Meeting. Such remuneration for directors may be fixed or subject to specific criteria, and may be effective from time to time or indefinitely until otherwise changed by

resolution of the Shareholders' Meeting, and furthermore, the Company's directors are also entitled to allowances and benefits under the Company's regulations.

In this regard, the Board of Directors has reviewed and determined the remunerations for the directors and subcommittee members for the year 2022 by taking into account the number of directors, the Company's operating results, business size, duties and responsibilities as well as their respective performances, and such remuneration is justifiable and comparable to those of other leading companies listed on the Stock Exchange of Thailand and in the same industry, and thus deemed it appropriate to propose the Board of Directors consider proposing that the Shareholders' Meeting consider approving the determination of the remuneration for the directors and subcommittee members for the year 2022 to be as follows:

Remuneration of the directors

Position	Remuneration/ Year (THB)
1. Chairman of the Board of Directors	350,000
2. Director	250,000
3. Chairman of the Audit Committee	350,000
4. Audit Committee Member	270,000

The Company will pay the remuneration of the directors quarterly and the director will receive the highest remuneration from any one of the positions he holds.

However, should any director be the Company's staff member or employee, such director shall also be entitled to receive allowances and welfare as remuneration and benefits of staff or employees in accordance with the Company's regulations, provided that the remuneration received in such capacity as the Company's director shall not prejudice the directors' right to receive such remuneration and welfare in his/her capacity as the Company's staff member or employee.

Bonus and Extra Remuneration

The Board of Directors shall consider the justifications for these items, taking into account the net profit from the Company's operating results, its ability to pay, as well as business practices in the same industry.

The Chairman gave the shareholders an opportunity to inquire and express opinions. No shareholders or proxies raised any inquiries or expressed opinions, then, the Chairman proposed the Meeting to vote on this agenda.

Resolution: The Meeting has resolved to approve the remuneration of the Company's directors for the year 2022, as proposed in all respects, with the voting results as follows:

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting
Approved	240,039,800	99.9998
Disapproved	522	0.0002
Abstained	0	0.0000
Invalid	0	0.0000

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting
Total	240,040,322	100.0000

Remarks The resolution on this agenda item must be adopted by not less than two-thirds (2/3) of all votes of the shareholders present at the Meeting.

Agenda Item 7 To consider and approve the appointment of auditors and fixing of the audit fees for the year 2022

The Chairman informed the Meeting that in order to comply with Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 36 of the Company's Articles of Association, the annual general meeting of shareholders shall consider appointing the auditor and fixing the audit fees every year, whereby the existing auditor may be reappointed.

In addition, by virtue of the Notification of the Capital Market Supervisory Board No. Tor.Jor. 44/2556 Re: Rules, Conditions and Procedures for Disclosure of Information relating to Financial Status and Operating Results of Issuing Company (as amended), the listed company shall rotate its auditor in the event where any auditor has performed his/her duties on reviewing or auditing and expressed his/her opinions on the company's financial statements for 7 fiscal years, whether consecutively or not, whereby the company may appoint such auditor as its auditor only after the lapse of at least 5 consecutive fiscal years.

In this regard, the Audit Committee has considered the independence, qualifications, backgrounds, performance and efficiency in the audit by the auditor, taking into account the past performance, and is of the view that Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. has knowledge and understanding of the Company's business operations at a reasonable rate of audit fees, and has thus deemed it appropriate to nominate Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as a certified public accountant approved by the Office of the Securities and Exchange Commission as the Company's auditor for the year 2022, per the list of the following auditors:

List of Auditors	CPA Registration
1. Mr. Mongkol Somphol	CPA Registration no. 8444
2. Mr. Manoon Manusook	CPA Registration no. 4292
3. Mr. Choopong Surachutikarn	CPA Registration no. 4325

Any of the 3 auditors shall conduct the audit and express their opinion on the Company's financial statements for the year 2022.

Should the auditors per the above list not be able to perform their duties, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. shall be empowered to appoint another certified public accountant from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to act as such instead.

The auditors per the above list are qualified and do not have any characteristics contrary to the requirements of the Stock Exchange of Thailand or do not have any relationship or interest with the Company, its subsidiaries, executives, major shareholders or their concerned persons, and thus they are independent enough to conduct the audit and express their opinions on the Company's financial statements. The profiles and

experience of the respective auditors are described in **Attachment 4**, which has been distributed to all shareholders together with the invitation letter for this Meeting.

In addition, the Audit Committee has deemed it appropriate to fix the audit fees for the year 2022 for the Company in the amount of THB 2,000,000 per year, which decreased from the audit fees for the year 2021 in the amount of THB 2,750,000.

Such audit fees exclude the non-audit fees as actually incurred (which includes out-of-pocket expenses as actually incurred).

The Chairman gave the shareholders an opportunity to inquire and express opinions. No shareholders or proxies raised any inquiries or expressed opinions, then, the Chairman proposed the Meeting to vote on this agenda.

Resolution: The Meeting has resolved to approve the appointment of auditors and fixing of the audit fees for the year 2022, as proposed in all respects, with the voting results as follows:

Shareholder's votes	Number (votes)	Percentage of shareholders attending the Meeting and casting their votes
Approved	240,039,800	99.9998
Disapproved	522	0.0002
Abstained	0	-
Invalid	0	0.0000
Total	240,040,322	100.0000

Remarks The resolution on this agenda item must be adopted by a majority of votes of the shareholders present at the Meeting and casting their votes.

Agenda Item 8 To consider other matters

For this agenda item, the Chairman allowed the shareholders or proxies to propose matters other than those indicated in the Invitation letter for this Meeting which requires the shareholders holding the aggregate number of shares of not less than one-third (1/3) of the total number of paid-up shares may request the meeting to consider matters other than those indicated in the notice of the shareholders' meeting.

However, no shareholders and proxies propose other matters. The Chairman then declared that the Meeting has commenced according to the agenda in the invitation letter to the Meeting, and asked if there were any shareholders or proxies wishing to share their opinions or ask any further questions.

The shareholders asked the following questions:

Mr. Apinun Jirakomate a shareholder presents in person asked that since the 7-Eleven sales is growth by 10 percent. Do the Company sales are increased as well?

Mr. Somchai Asavapiyanond informed the Meeting that the Company's sales growth is similar to the sales of 7-Eleven. However, the Company's products are not sold only to 7-Eleven. The Company also has other businesses such as food service business, which distributes products to restaurants, and due to the recovery of restaurants and hotels, the snack food business that is widely distributed including the distributor business of distributing ready-cooked fermented fish sauce. The Company's sales grew from the previous quarter and the growth is close to 7-Eleven is the major customer.

Mr. Apinun Jirakomate a shareholder presents in person asked that from rising costs, how does the Company manage the costs. Since the price of the Company's products is increased, could the Company maintain the gross profit margin.

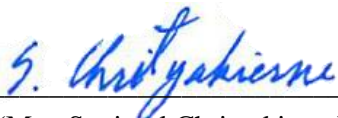
Mr. Somchai Asavapiyanond informed the Meeting that due to the higher cost of raw materials such as wheat flour, the Company has adjusted the prices of some products. The products price has been adjusted since February. From the follow-up, it was found that the price adjustments did not affect the sales amount and the sales amount is close to the target. For cost control measures, the Company has supervised the production process in every step to control the loss and to produce efficient products. As a result, the gross profit margin is in line with the budget.

Mr. Apinun Jirakomate a shareholder presents in person asked the progress of projects as previously reported by the Company, such as the distribution of instant porridge, distribution of ready-to-eat food. Do the Company have any project on this year?

Mr. Somchai Asavapiyanond informed the Meeting that for distribution of instant porridge, the Company has plan to distribute instant porridge. The first product is Hong Kong porridge, chicken flavor, which is sold through modern trade and corporate organizations. The Company will produce other flavored of instant porridge for distribution in the future. For the distribution of ready-to-eat food, the Company is currently in the process of machines installation to produce the products. The machines installation is expected to be completed within this month. The Company plans to show products at the food and beverage exhibition (THAIFEX) in May. For other projects, the Company will have new products and new business line in the third - fourth quarter of year 2022, which will be announced in the future.

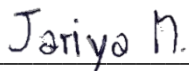
The Chairman asked if there were any shareholders or proxies wishing to share their opinions or ask any further questions. Since no shareholders asked any further questions or shared any opinions, the Chairman thanked all the shareholders and proxies and stated to close the Meeting.

The Meeting was adjourned at 11.50 hours.



(Mrs. Suvimol Chrityakierne)

Chairman of the Board of Directors



(Mrs. Jariya Musigchai)

Company Secretary

**Annual Report 2022 (Form 56-1 One Report),
together with the Financial Statements for the year ended December 31, 2022,
QR Code format**

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand (SET), has developed a system which allows SET listed companies to send to the shareholders documents regarding the Annual General Meeting of Shareholders, Financial Statements and Annual Report (56-1 One Report) in the form of e-books accessible through QR Code, thus allows the shareholders to access the information with ease.

**QR Code for Annual Report 2022
(Form 56-1 One Report) and
the Financial Statements for the year ended December 31, 2022**



Instruction for Downloading of QR Code

▪ **For iOS System (iOS 11 and above)**

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR Code Reader, Facebook or LINE.

▪ **For Android System**

- Scan QR Code via LINE application → Open applications LINE Click on "Add friends" → Choose "QR Code" → Scan the QR Code
- Scan QR Code via QR Code Reader → Open applications QR Code Reader → Scan the QR Code
- Scan QR Code via Facebook application → Open applications Facebook and Click on "Search" → Click on "QR Code" → Scan the QR Code

In addition, Shareholders may download Annual Report 2022 (Form 56-1 One Report), together with the Financial Statements for the year ended December 31, 2022 from our website at <https://investor.nslfoods.com/en/downloads/one-reports>.

List and profiles of directors due to retire by rotation and nominated for reappointment for another term and definition of an independent director

1. Mrs. Suvimol Chrityakierne

Type of Director Nominated for Election Independent Director,
Chairman of the Board

Age 70 Years

Current Position Independent Director, Chairman of the Board

Year in Position 3 Years 3 Months

Shareholding Proportion (including spouses and children)

0.01% (As of 31 December 2022)

Educational Qualification

1. BA in Accountancy, Chulalongkorn University
2. MA in Accountancy, Chulalongkorn University

Training Program

Certification from Thai Institute of Directors (IOD)

- Director Certification Program (DCP) Class 92/2007
- Diploma - Advanced Audit Committee Program (AACP) Batch 27/2017

Current Position in Other Listed Company in Thailand

2017 – Present Independent Director and Audit Committee, Team Consulting Engineering and Management Public Co., Ltd.

2015 – Present Independent Director and Chair of Audit Committee, Khonburi Sugar Public Co., Ltd.

Current Position in Non-Listed Company / Other Organization

2010 – Present Director, DIA International Audit Co., Ltd.

2002 – Present Director, 75 CPE Co., Ltd.

1990 – Present Director, DIA Audit Co., Ltd.

1988 – Present Director, Yongsomjai Co., Ltd.

Work Experience for the last 5 years

2019 – Present Independent Director and Chairman of the Board, NSL Foods Plc.

2017 – Present Independent Director and Audit Committee, Team Consulting Engineering and Management Public Co., Ltd.

2015 – Present Independent Director and Chair of Audit Committee, Khonburi Sugar Public Co., Ltd.

2010 – Present Director, DIA International Audit Co., Ltd.

2002 – Present Director, 75 CPE Co., Ltd.

1990 – Present Director, DIA Audit Co., Ltd.

1988 – Present Director, Yongsomjai Co., Ltd.

Current Directorship / Executive in Other Companies Potentially having Conflict of Interest or in Competition with the Company - None -



Illegal Record in the Past 10 Years - None -

Relationship with Executives - None -

Meeting Attendance in the Previous Year (between 1 January 2022 – 31 December 2022)

Meeting	Year 2022
1. Board of Directors	6/6 meetings (100%)

2. Assoc. Prof. Dr. Pannipa Rodwanna**Type of Director Nominated for Election**

Independent Director, Chairman of Audit Committee

Age 69 Years

Current Position Independent Director, Chairman of Audit Committee

Year in Position 3 Years 3 Months

Shareholding Proportion (including spouses and children)

- None - (As of 31 December 2022)

Educational Qualification

1. BA in Accountancy, Chulalongkorn University
2. MA in Accountancy, Chulalongkorn University
3. M.S. Computer Information System, Assumption University
4. Ph.D. in Accountancy, Chulalongkorn University

Training Program

Certification from Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 167/2019

Current Position in Other Listed Company in Thailand

- None -

Current Position in Non-Listed Company / Other Organization

- None -

Work Experience for the last 5 years

2019 – Present Independent Director and Chairman of Audit Committee, NSL Foods Plc.

2013 – Present Special Instructor, Faculty of Commerce and Accountancy, Chulalongkorn University

Current Directorship / Executive in Other Companies Potentially having Conflict of Interest or in Competition with the Company - None -

Illegal Record in the Past 10 Years - None -

Relationship with Executives - None -

Meeting Attendance in the Previous Year (between 1 January 2022 – 31 December 2022)

Meeting	Year 2022
1. Board of Directors	6/6 meetings (100%)
2. Audit Committee's Meeting	5/5 meetings (100%)



3. Mr. Charoen Asavapiyanond**Type of Director Nominated for Election**

Director

Age 61 Years**Current Position** Director, VP Operation**Year in Position** 13 Years**Shareholding Proportion (including spouses and children)**

0.00% (As of 31 December 2022)

Educational Qualification

1. BEng on Textile Chemistry Engineering, Rajamangala University

Training Program

Certification from Thai Institute of Directors (IOD)

- Director Accreditation Program (DAP) Class 157/2019

Current Position in Other Listed Company in Thailand

- None -

Current Position in Non-Listed Company / Other Organization

- None -

Work Experience for the last 5 years

2010 – Present Director and VP Operation, NSL Foods Plc.

Current Directorship / Executive in Other Companies Potentially having Conflict of Interest or in Competition with the Company - None -**Illegal Record in the Past 10 Years** - None -**Relationship with Executives** Mr. Somchai Asavapiyanond's Younger Brother**Meeting Attendance in the Previous Year (between 1 January 2022 – 31 December 2022)**

Meeting	Year 2022
1. Board of Directors	6/6 meetings (100%)



Definition of Independent Director

Independent Director means a qualified individual and possesses an independency according to the Company's Audit Committee Charter and Corporate Governance Policy established by the Board of Directors, which have been defined equally to the criteria established by the Stock Exchange of Thailand and the Securities and Exchange Commission. An Independent Director shall:

1. Holding no exceeding 1 percent of the total number of voting shares of the Company, its parent companies, subsidiaries, associate companies, major shareholders or persons with controlling power of the Company. For this purpose, shareholding of related persons of such independent directors shall be accumulated with the shareholding of the independent directors.

2. Not being or not having been directors involved in the management, employees, hired workers, advisers earning fixed salary or persons with controlling power of the Company, its parent companies, subsidiaries, associate companies and same-level subsidiaries, major shareholders or persons with controlling power of the Company except where such status has terminated at least two years before the date on which he or she has assumed the position of a member of the Audit Committee. This prohibited status shall, however, exclude the case where the independent director used to be a government official or adviser of a governmental agency, which is a major shareholder or the controlling person of the Company.

3. Not being a person who is related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child of other directors, executives, major shareholders, controlling person or person to be nominated as director, executive or controlling person of the Company or its subsidiaries.

4. Not having or having had a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person in a manner that may interfere with independent judgement. This prohibition shall also include cases where the independent is or has been a significant shareholder or the controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person except where such relationships have terminated at least two years.

The business relationship described above shall include normal business transactions, rental or lease of immovable property, transactions relating to assets or services or granting or receipt of financial assistance by way of acceptance or provision of loan, guarantee, use of assets as collateral, and such other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the Company or from THB 20million baht or more, whichever amount is lower. Such indebtedness shall be calculated in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, *mutatis mutandis*. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of one year prior to the date of establishing the business relationship with the related person.

5. Not being or having been an auditor of the Company, its parent company, subsidiary, associate company, majority shareholder, or controlling person, and not being a significant shareholder, person with controlling power, or partner of the audit firm which employs the auditor of the Company, its parent company, subsidiary, associate company, majority shareholder, or person of controlling power, except where such relationship has terminated not less than two years.

6. Not being or having been a provider of professional services, including legal advisory services or financial advisory services earning a service fee of more than THB two million per year from the Company, its parent company, subsidiary, associated company, majority shareholder, or person with controlling power, and not being a significant shareholder, person with controlling power, or partner of such provider of professional services, except where such relationship has terminated not less than two years.

7. Not being a director who is appointed as the representative of directors of the Company, major shareholder, or shareholder who is a connected person of a major shareholder.

8. Not undertaking any business of the same nature and in significant competition with that of the Company or its subsidiary, or not being a significant partner in a partnership, or an executive director, employee, hired worker, adviser earning regular monthly salary, or holding more than one percent of the voting shares of another company that undertakes a business of the same nature and in significant competition with that of the Company or its subsidiary.

9. Not being a director assigned by the Board of Directors to make decisions regarding business operations of the Company, its parent company, subsidiary, associated company, majority shareholder, or person with controlling power.

10. Not being a director of parent company, subsidiary or same-level subsidiary, which are listed companies.

11. Having other complete and appropriate qualifications required by the law or in accordance with the requirements of government agencies.

12. Not having any other characteristics that could cause the independent directors to express their independent opinion about business operations of the Company.

Profiles of the Auditors

1. Mr. Mongkol Somphol	
Certified public accountant registration number	8444
Audit firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Education	Bachelor degree in Accounting, majoring in Auditing, University of Thai Chamber of Commerce
Work experiences	<ul style="list-style-type: none"> - Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. - Auditing and advisory both multinational and publicly listed Thai companies across various industry sectors including chemical, energy, power and utilities, manufacturing and automotive industry - Member of the Thailand Federation of Accounting Professions
Relationship or interest or transaction having possible conflict of interests with the company, the management, major shareholders or any parties relating to those persons	None
2. Mr. Manoon Manusook	
Certified public accountant registration number	4292
Audit firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Education	<ul style="list-style-type: none"> - Master's Degree (Finance), Georgia State University, USA - Bachelor of Business Administration (Accounting), Assumption University
Work experiences	<ul style="list-style-type: none"> - Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. - Technical experts regarding auditing standards and International Financial Reporting Standards - Consumer products group leader - Committee on Accounting Professions in Education and Accounting technology - Lecturer of the accounting standards and auditing standards
Relationship or interest or transaction having possible conflict of interests with the company, the management, major shareholders or any parties relating to those persons	None

3. Mr. Choopong Surachutikarn	
Certified public accountant registration number	4325
Audit firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Education	- Master of Finance, University of Illinois, USA - Bachelor of Accountancy, Chulalongkorn University
Work experiences	-Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. - Member of the Thailand Federation of Accounting Professions
Relationship or interest or transaction having possible conflict of interests with the company, the management, major shareholders or any parties relating to those persons	None

4. Miss Sophaphan Saptipayarattana	
Certified public accountant registration number	6523
Audit firm	Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
Education	- Masters Degree in Accountancy, Chulalongkorn University - Bachelor of Accountancy, Thammasat University
Work experiences	-Audit Partner Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. - Auditing and advisory both multinational and publicly-listed Thai companies across various industry sectors including energy, power and utilities, manufacturing and automotive industry - Member of the Thailand Federation of Accounting Professions
Relationship or interest or transaction having possible conflict of interests with the company, the management, major shareholders or any parties relating to those persons	None

Rules for attending the shareholders' meeting via electronic media (E-AGM)

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company **within April 12, 2023**. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent two days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Attachment 8) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.

2.1 Shareholders who are natural persons:

- If a shareholder wishes to attend the meeting in person via E-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)

- The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
- A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
- A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company **within April 12, 2023.**

- Email channel: ir@nslfoods.com
- Postal channels: Company Secretary
NSL Foods Public Company Limited
55/22 Moo 3 Bangbuathong-Nonthaburi Bridge (345) Road,
Lampo Subdistrict, Bangbuathong District, Nonthaburi 11110

Electronic Meeting Attendance (E-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within April 19, 2023, please get in touch with the Company immediately.
2. Please prepare the following information for logging in the meeting
Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.
Proxy: Proxy ID Card and Proxy's Mobile Number.
3. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

4. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
6. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
7. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

***** This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. *****

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Attachment 6) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date **within April 12, 2023**, via the following channels:

- By Email: ir@nslfoods.com
- By mail: Company Secretary
NSL Foods Public Company Limited
55/22 Moo 3 Bangbuathong-Nonthaburi Bridge (345) Road,
Lampo Subdistrict, Bangbuathong District, Nonthaburi 11110

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
 - By Email: ir@nslfoods.com
 - By mail: Company Secretary
NSL Foods Public Company Limited
55/22 Moo 3 Bangbuathong-Nonthaburi Bridge (345) Road,
Lampo Subdistrict, Bangbuathong District, Nonthaburi 11110

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:

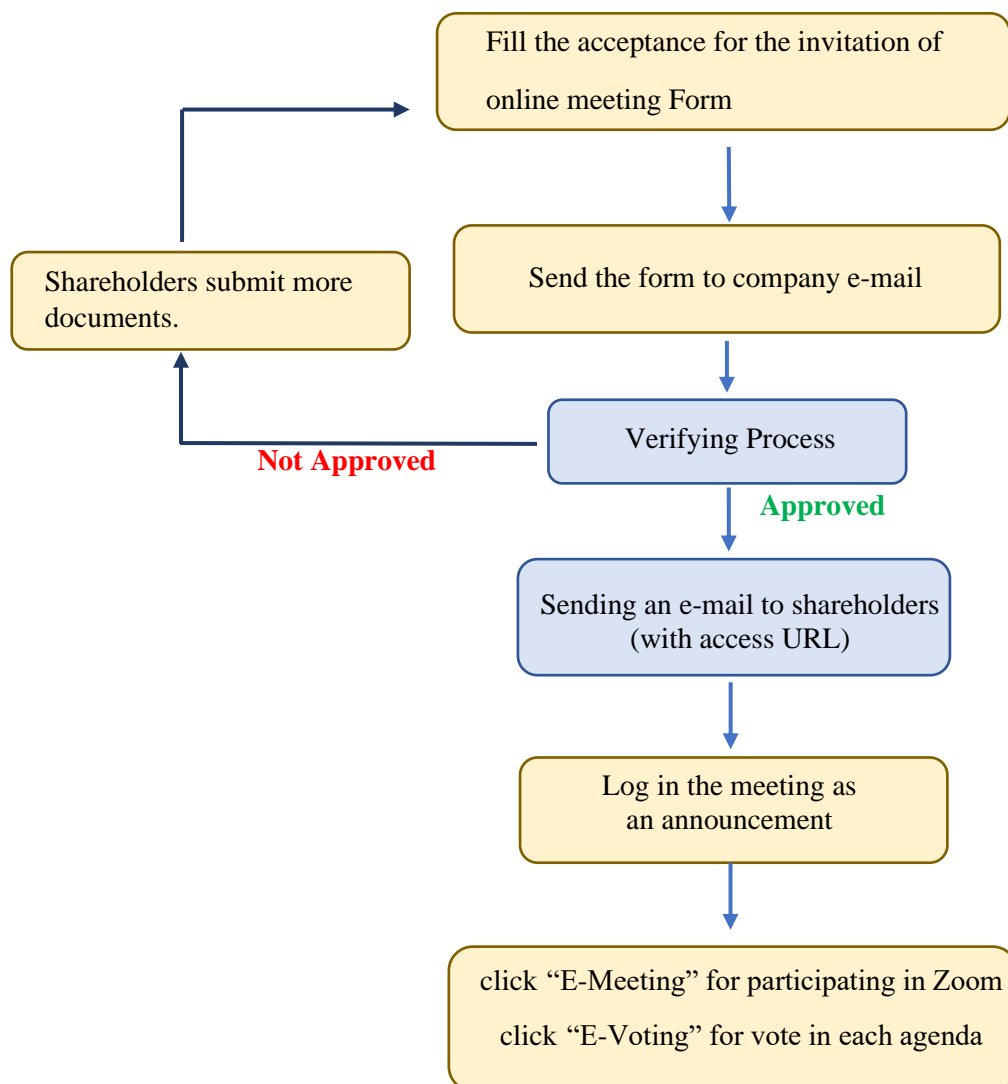
If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

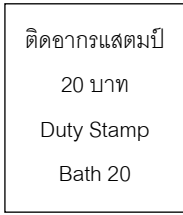
1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:
 - By Email: ir@nslfoods.com
 - Telephone: 0-2585-8520-1 Ext. 1010 or 06-3474-9162
 - By mail: Company Secretary
NSL Foods Public Company Limited
55/22 Moo 3 Bangbuathong-Nonthaburi Bridge (345) Road,
Lampo Subdistrict, Bangbuathong District, Nonthaburi 11110
2. Submit advice or questions **during the meeting** to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
 - Chat channel for text messages;
 - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

E-AGM Flowchart





แบบหนังสือมอบฉันทะ

PROXY FORMS

หนังสือมอบฉันทะแบบ ก.

(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

PROXY FORM A

(General and Simple Form)

เขียนที่.....

Written at

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

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....
I/We Nationality residing at No.
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambon/Sub-district Amphoe/District
จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน)
As a shareholder of NSL Foods Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และ ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
Holding a total number of shares and a total of votes votes, as follows
หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Ordinary shares shares, the number of votes votes
หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
Preferred shares shares, the number of votes votes

(3) ขอมอบฉันทะให้
Hereby appoint:

(1).....อายุ.....ปี อยู่บ้านเลขที่.....
Age years, residing at
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambon/Sub-district Amphoe/District
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code ; or

- (2) **นางสุวิมล กฤตยาเกียรติ** ตำแหน่งกรรมการอิสระ/ประธานกรรมการ อายุ 70 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำไผ อำเภอบางบัวทอง นนทบุรี 11110 หรือ
- Mrs. Suvimol Chrityakierne, Independent Director/Chairman of the Board, Age 70 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110 or
- (3) **รศ. ดร. พรรณนิภา รอดวรรณะ** ตำแหน่งกรรมการอิสระ/ประธานกรรมการตรวจสอบ อายุ 69 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำไผ อำเภอบางบัวทอง นนทบุรี 11110 หรือ
- Assoc. Prof. Dr. Pannipa Rodwanna, Independent Director/Chairman of Audit Committee, Age 69 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110 or
- (4) **นายชัยวุฒิ จ้างนงสุทเสถียร** ตำแหน่งกรรมการอิสระ อายุ 45 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำไผ อำเภอบางบัวทอง นนทบุรี 11110 หรือ
- Mr. Chaiwut Jumnongsutasathien, Independent Director, Age 45 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110 or
- (5) **นายอาณาจักร ลิ้มไพโรจน์** ตำแหน่งกรรมการอิสระ อายุ 38 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำไผ อำเภอบางบัวทอง นนทบุรี 11110
- Mr. Anajak Liphaisan, Independent Director, Age 38 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ของบริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน) ในวันศุกร์ที่ 21 เมษายน 2566 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศกระทรวงดิจิทัลเพื่อเศรษฐกิจและสังคม เรื่อง มาตรฐานการรักษาความมั่นคงปลอดภัยของการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2023 Annual General Meeting of Shareholders of NSL Foods Public Company Limited to be held on Friday, April 21, 2023, 10.00 a.m. through electronic meeting (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) and other related laws and regulations, or at any adjournment thereof to any other date, time and place.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Note:

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies to vote separately.

ติดอากรแสตมป์
20 บาท
Duty Stamp
Bath 20

หนังสือมอบฉันทะ แบบ ข.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะอย่างละเอียดชัดเจนตายตัว)
PROXY FORM B
(Form with fixed and specific details for authorizing proxy)

เขียนที่

Written at

วันที่ เดือน พ.ศ.
Date Month Year

(1) ข้าพเจ้า สัญชาติ อยู่บ้านเลขที่
I/We Nationality residing at No.
ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambon/Sub-district Amphoe/District
จังหวัด รหัสไปรษณีย์
Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน)
As a shareholder of NSL Foods Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และ ออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้
Holding a total number of shares and a total of votes votes, as follows

หุ้นสามัญ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Ordinary shares shares, the number of votes votes

หุ้นบุริมสิทธิ หุ้น ออกเสียงลงคะแนนได้เท่ากับ เสียง
Preferred shares shares, the number of votes votes

(3) ขอมอบฉันทะให้
Hereby appoint:

(1) อายุ ปี อยู่บ้านเลขที่
Age years, residing at

ถนน ตำบล/แขวง อำเภอ/เขต
Road Tambon/Sub-district Amphoe/District

จังหวัด รหัสไปรษณีย์ หรือ
Province Postal Code ; or

- (2) **นางสุวิมล กฤตยาเกียรติ** ตำแหน่งกรรมการอิสระ/ประธานกรรมการ อายุ 70 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ
- Mrs. Suvimol Chrityakierne, Independent Director/Chairman of the Board, Age 70 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110 or
- (3) **รศ. ดร. พรรณนิภา รอดวรรณะ** ตำแหน่งกรรมการอิสระ/ประธานกรรมการตรวจสอบ อายุ 69 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ
- Assoc. Prof. Dr. Pannipa Rodwanna, Independent Director/Chairman of Audit Committee, Age 69 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110 or
- (4) **นายชัยวุฒิ จ้างนงสุทเสถียร** ตำแหน่งกรรมการอิสระ อายุ 45 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ
- Mr. Chaiwut Jumngsutasathien, Independent Director, Age 45 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110 or
- (5) **นายอาณาจักร ลิ้มไพโรจน์** ตำแหน่งกรรมการอิสระ อายุ 38 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110
- Mr. Anajak Liphaisan, Independent Director, Age 38 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ของบริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน) ในวันศุกร์ที่ 21 เมษายน 2566 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศกระทรวงดิจิทัลเพื่อเศรษฐกิจและสังคม เรื่อง มาตรฐานการรักษาความมั่นคงปลอดภัยของการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2023 Annual General Meeting of Shareholders of NSL Foods Public Company Limited to be held on Friday, April 21, 2023, 10.00 a.m. through electronic meeting (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) and other related laws and regulations, or at any adjournment thereof to any other date, time and place.

- วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผล ประจำปี 2565 การงดจัดสรรกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และรับทราบการจ่ายปันผลระหว่างกาล

Agenda Item 4 To consider and approve the dividend payment and omission of the allocation of profits as a legal reserve for the year 2022 and to acknowledge the interim dividend payment

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องพ้นจากตำแหน่งตามวาระ

Agenda Item 5 To consider and approve the appointment of directors to replace those who are due to retire by rotation

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- การแต่งตั้งกรรมการทั้งหมด
- Appoint the entire group of nominated directors

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

- การแต่งตั้งกรรมการเป็นรายบุคคล
- Appoint each nominated director individually

บุคคลที่ได้รับการเสนอชื่อ	นางสุวิมล กฤตยาเกียรติ
Name of nominated director	Mrs. Suvimol Chrityakierne

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

บุคคลที่ได้รับการเสนอชื่อ

รศ. ดร. พรรณนิภา รอดวรรณะ

Name of nominated director

Assoc. Prof. Dr. Pannipa Rodwanna

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

บุคคลที่ได้รับการเสนอชื่อ

นายเจริญ อัสวปิยานนท์

Name of nominated director

Mr. Charoen Asavapiyanond

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2566

Agenda Item 6 To consider and approve the remuneration of the Company's directors for the year 2023

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2566

Agenda Item 7 To consider and approve the appointment of auditors and fixing of the audit fees for the year 2023

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 8 พิจารณานอมนิติแก้ไขข้อบังคับของบริษัท

Agenda Item 8 To consider and approve the amendment in the Articles of Association of the Company

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 9 พิจารณารับทราบการเปลี่ยนแปลงวัตถุประสงค์การใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญเพิ่มทุนต่อประชาชนเป็นครั้งแรก (IPO)

Agenda Item 9 To consider and acknowledge the change in the objective of the use of funds raised through the sale of newly issued shares under Initial Public Offering (IPO)

วาระนี้เป็นวาระเพื่อทราบ จึงไม่มีการลงมติ

วาระที่ 10 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda Item 10 To consider other matters (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
In case the voting of the proxy in any agenda item fails to comply with the instructions in this proxy form, it shall be deemed that such voting is invalid and is not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified any instructions regarding my/our votes on any agenda item or such instructions are not clear, or in case the Meeting considers or resolves on any matters other than those specified above, including any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ/Note:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies to vote separately.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
As regards to agenda to appoint directors, the Meeting may consider appointing the entire board or any director(s).
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case there are additional agenda items to be considered other than those specified above, the proxy may use the Supplement to Proxy Form B as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน)

SUPPLEMENT TO PROXY FORM B

Grant of proxy as a shareholder of NSL Foods Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน) ในวันศุกร์ที่ 21 เมษายน 2566 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศกระทรวงดิจิทัลเพื่อเศรษฐกิจและสังคม เรื่อง มาตรฐานการรักษาความมั่นคงปลอดภัยของการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

The 2023 Annual General Meeting of Shareholders of NSL Foods Public Company Limited to be held on Friday, April 21, 2023, 10.00 a.m. through electronic meeting (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) and other related laws and regulations, or at any adjournment thereof to any other date, time and place.

วาระที่ เรื่อง

Agenda Item Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ เรื่อง

Agenda Item Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ เรื่อง

Agenda Item Re:

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ เรื่อง

Agenda Item Re:

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ เรื่อง

Agenda Item Re:

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ เรื่อง พิจารณาเลือกตั้งกรรมการ (ต่อ)

Agenda Item To consider and approve the appointment of directors (Continued)

ชื่อกรรมการ.....

Name of director.....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ.....

Name of director.....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ.....

Name of director.....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ชื่อกรรมการ.....

Name of director.....

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

ติดอากรแสตมป์
20 บาท
Duty Stamp
Bath 20

หนังสือมอบฉันทะ แบบ ค.
(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian)
ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

PROXY FORM C

(For foreign investors appointing a custodian in Thailand to keep their shares in custody and care)

เขียนที่.....

Written at

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

(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....
I/We Nationality residing at No.
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambon/Sub-district Amphoe/District
จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....
as the custodian of

ซึ่งเป็นผู้ถือหุ้นของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน)
who is a shareholder of NSL Foods Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และ ออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
Holding a total number of shares and a total of votes votes, as follows

หุ้นสามัญ.....	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ.....	เสียง
Ordinary shares	shares,	the number of votes	votes
หุ้นบุริมสิทธิ.....	หุ้น	ออกเสียงลงคะแนนได้เท่ากับ.....	เสียง
Preferred shares	shares,	the number of votes	votes

(2) ขอมอบฉันทะให้
Hereby appoint:

(1).....อายุ.....ปี อยู่บ้านเลขที่.....
Age years, residing at

ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....
Road Tambon/Sub-district Amphoe/District
จังหวัด.....รหัสไปรษณีย์.....หรือ
Province Postal Code ; or

- (2) **นางสุวิมล กฤตยาเกียรติ** ตำแหน่งกรรมการอิสระ/ประธานกรรมการ อายุ 70 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ
- Mrs. Suvimol Chrityakierne, Independent Director/Chairman of the Board, Age 70 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110 or
- (3) **รศ. ดร. พรรณนิภา รอดวรรณะ** ตำแหน่งกรรมการอิสระ/ประธานกรรมการตรวจสอบ อายุ 69 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ
- Assoc. Prof. Dr. Pannipa Rodwanna, Independent Director/Chairman of Audit Committee, Age 69 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110 or
- (4) **นายชัยวุฒิ จ้างนงสุทเสถียร** ตำแหน่งกรรมการอิสระ อายุ 45 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110 หรือ
- Mr. Chaiwut Jumngsutasathien, Independent Director, Age 45 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110 or
- (5) **นายอาณาจักร ลิ้มไพโรจน์** ตำแหน่งกรรมการอิสระ อายุ 38 ปี อยู่บ้านเลขที่ 55/22 หมู่ที่ 3 ถนนบางบัวทอง-สะพานนนทบุรี (345) ตำบลลำโพ อำเภอบางบัวทอง นนทบุรี 11110
- Mr. Anajak Liphaisan, Independent Director, Age 38 years, Residing at No. 55/22 Moo 3, Bangbuathong-Nonthaburi Bridge (345) Road, Tambol Lampho, Ampher Bang bua thong Nonthaburi 11110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ของบริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน) ในวันศุกร์ที่ 21 เมษายน 2566 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศกระทรวงดิจิทัลเพื่อเศรษฐกิจและสังคม เรื่อง มาตรฐานการรักษาความมั่นคงปลอดภัยของการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote in the 2023 Annual General Meeting of Shareholders of NSL Foods Public Company Limited to be held on Friday, April 21, 2023, 10.00 a.m. through electronic meeting (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) and other related laws and regulations, or at any adjournment thereof to any other date, time and place.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this Meeting as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
To grant proxy according to the total number of shares held and having the right to vote;
- มอบฉันทะบางส่วน คือ
To grant proxy in partial portions:
- | | | | | |
|---|-------|-----------------------------------|-------|-------|
| <input type="checkbox"/> หุ้นสามัญ | | หุ้น และมีสิทธิออกเสียงลงคะแนนได้ | | เสียง |
| Ordinary shares | | shares, with the voting right of | | votes |
| <input type="checkbox"/> หุ้นบุริมสิทธิ | | หุ้น และมีสิทธิออกเสียงลงคะแนนได้ | | เสียง |
| Preferred shares | | shares, with the voting right of | | votes |
| รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด | | | | เสียง |
| Total voting right | | | | votes |

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this Meeting as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2565
Agenda Item 1 To consider and adopt the Minutes of the 2022 Annual General Meeting of Shareholders
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote in accordance with my/our instruction as follows:
- | | | |
|--------------------------------------|-------|-------|
| <input type="checkbox"/> เห็นด้วย | | เสียง |
| Approve with | | votes |
| <input type="checkbox"/> ไม่เห็นด้วย | | เสียง |
| Disapprove with | | votes |
| <input type="checkbox"/> งดออกเสียง | | เสียง |
| Abstain with | | votes |

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัท ประจำปี 2565
Agenda Item 2 To acknowledge the Company group's operating results for the year 2022

วาระนี้เป็นวาระเพื่อทราบ จึงไม่มีการลงมติ

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัท สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2565
 Agenda Item 3 To consider and approve the Financial Statements for the year ended December 31, 2025

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The proxy shall vote in accordance with my/our instruction as follows:
- เห็นด้วย เสียง
 Approve with votes
- ไม่เห็นด้วย เสียง
 Disapprove with votes
- งดออกเสียง เสียง
 Abstain with votes

วาระที่ 4 พิจารณานุมัติการจ่ายเงินปันผล ประจำปี 2565 การงดจัดสรรกำไรเพื่อเป็นทุนสำรองตามกฎหมาย และรับทราบการจ่ายปันผลระหว่างกาล
 Agenda Item 4 To consider and approve the dividend payment and omission of the allocation of profits as a legal reserve for the year 2022 and to acknowledge the interim dividend payment

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) The proxy shall vote in accordance with my/our instruction as follows:
- เห็นด้วย เสียง
 Approve with votes
- ไม่เห็นด้วย เสียง
 Disapprove with votes
- งดออกเสียง เสียง
 Abstain with votes

วาระที่ 5 พิจารณานุมัติการแต่งตั้งกรรมการแทนกรรมการที่ต้องพ้นจากตำแหน่งตามวาระ

Agenda Item 5 To consider and approve the appointment of directors to replace those who are due to retire by rotation

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

การแต่งตั้งกรรมการทั้งหมด

Appoint the entire group of nominated directors

เห็นด้วยเสียง

Approve with votes

ไม่เห็นด้วยเสียง

Disapprove with votes

งดออกเสียงเสียง

Abstain with votes

การแต่งตั้งกรรมการเป็นรายบุคคล

Appoint each nominated director individually

บุคคลที่ได้รับการเสนอชื่อ

Name of nominated director

นางสุวิมล กฤตยาเกียรติ์

Mrs. Suvimol Chrityakierne

เห็นด้วยเสียง

Approve with votes

ไม่เห็นด้วยเสียง

Disapprove with votes

งดออกเสียงเสียง

Abstain with votes

บุคคลที่ได้รับการเสนอชื่อ

รศ. ดร. พรรณนิภา รอดวรรณะ

Name of nominated director

Assoc. Prof. Dr. Pannipa Rodwanna

เห็นด้วย เสียง

Approve with votes

ไม่เห็นด้วย เสียง

Disapprove with votes

งดออกเสียง เสียง

Abstain with votes

บุคคลที่ได้รับการเสนอชื่อ

นายเจริญ อัสวปิยานนท์

Name of nominated director

Mr. Charoen Asavapiyanond

เห็นด้วย เสียง

Approve with votes

ไม่เห็นด้วย เสียง

Disapprove with votes

งดออกเสียง เสียง

Abstain with votes

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2566

Agenda Item 6 To consider and approve the remuneration of the Company's directors for the year 2023

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย เสียง

Approve with votes

ไม่เห็นด้วย เสียง

Disapprove with votes

งดออกเสียง เสียง

Abstain with votes

- วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2566

Agenda Item 7 To consider and approve the appointment of auditors and fixing of the audit fees for the year 2023

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- เห็นด้วยเสียง
- Approve with votes
- ไม่เห็นด้วย.....เสียง
- Disapprove with votes
- งดออกเสียงเสียง
- Abstain with votes

- วาระที่ 8 พิจารณานุมัติแก้ไขข้อบังคับของบริษัท

Agenda Item 8 To consider and approve the amendment in the Articles of Association of the Company

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

- วาระที่ 9 พิจารณารับทราบการเปลี่ยนแปลงวัตถุประสงค์การใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญเพิ่มทุนต่อประชาชนเป็นครั้งแรก (IPO)

Agenda Item 9 To consider and acknowledge the change in the objective of the use of funds raised through the sale of newly issued shares under Initial Public Offering (IPO)

วาระนี้เป็นวาระเพื่อทราบ จึงไม่มีการลงมติ

- วาระที่ 10 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda Item 10 To consider other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) The proxy shall vote in accordance with my/our instruction as follows:
- เห็นด้วยเสียง
Approve with votes
- ไม่เห็นด้วย.....เสียง
Disapprove with votes
- งดออกเสียงเสียง
Abstain with votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นารลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

In case the voting of the proxy in any agenda item fails to comply with the instructions in this proxy form, it shall be deemed that such voting is invalid and is not my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified any instructions regarding my/our votes on any agenda item or such instructions are not clear, or in case the Meeting considers or resolves on any matters other than those specified above, including any amendment or addition of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy at such meeting shall be deemed as my/our own act(s) in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ/Note:

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้ คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy Form C is used only for a shareholder registered as a foreign investor who appoints a custodian in Thailand to keep their shares in custody and care.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Evidence required to be attached to the proxy form includes:
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
A power of attorney from the shareholder authorizing the custodian to sign the proxy form on his/her behalf; and
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
A letter of confirmation that the undersigned of the proxy form is licensed to operate the custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies to vote separately.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
As regards to agenda to appoint directors, the Meeting may consider appointing the entire board or any director(s).
5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case there are additional agenda items to be considered other than those specified above, the proxy may use the Supplement to Proxy Form C as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน)

SUPPLEMENT TO PROXY FORM C

Grant of proxy as a shareholder of NSL Foods Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน) ในวันศุกร์ที่ 21 เมษายน 2566 เวลา 10.00 น. โดยการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ภายใต้พระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และประกาศกระทรวงดิจิทัลเพื่อเศรษฐกิจและสังคม เรื่อง มาตรฐานการรักษาความมั่นคงปลอดภัยของการประชุมผ่านสื่ออิเล็กทรอนิกส์ พ.ศ. 2563 และกฎเกณฑ์อื่นที่เกี่ยวข้อง หรือที่จะพึงเลื่อนไป ในวัน เวลา และสถานที่อื่นด้วย

The 2023 Annual General Meeting of Shareholders of NSL Foods Public Company Limited to be held on Friday, April 21, 2023, 10.00 a.m. through electronic meeting (e-AGM) in accordance with Emergency Decree on Electronic Meetings, B.E. 2563 (2020), Notification of the Ministry of Digital Economy and Society, re: Standards for Maintaining Security of Meetings via Electronic Means, B.E. 2563 (2020) and other related laws and regulations, or at any adjournment thereof to any other date, time and place.

วาระที่ เรื่อง

Agenda Item Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วยเสียง

Approve with votes

ไม่เห็นด้วยเสียง

Disapprove with votes

งดออกเสียงเสียง

Abstain with votes

วาระที่ เรื่อง

Agenda Item Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(b) The proxy shall vote in accordance with my/our instruction as follows:

- เห็นด้วยเสียง
 Approve with votes
- ไม่เห็นด้วยเสียง
 Disapprove with votes
- งดออกเสียงเสียง
 Abstain with votes

วาระที่ เรื่อง
 Agenda Item Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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- เห็นด้วยเสียง
 Approve with votes
- ไม่เห็นด้วยเสียง
 Disapprove with votes
- งดออกเสียงเสียง
 Abstain with votes

วาระที่ เรื่อง
 Agenda Item Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(b) The proxy shall vote in accordance with my/our instruction as follows:

- เห็นด้วยเสียง
 Approve with votes
- ไม่เห็นด้วยเสียง
 Disapprove with votes
- งดออกเสียงเสียง
 Abstain with votes

วาระที่ เรื่อง

Agenda Item Re:

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the full authority to consider and vote on my/our behalf as he/she deems fit.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote in accordance with my/our instruction as follows:

เห็นด้วย เสียง

Approve with votes

ไม่เห็นด้วย เสียง

Disapprove with votes

งดออกเสียง เสียง

Abstain with votes

วาระที่ เรื่อง พิจารณาเลือกตั้งกรรมการ (ต่อ)

Agenda Item To consider and approve the appointment of directors (Continued)

ชื่อกรรมการ

Name of director

เห็นด้วย เสียง

Approve with votes

ไม่เห็นด้วย เสียง

Disapprove with votes

งดออกเสียง เสียง

Abstain with votes

ชื่อกรรมการ

Name of director

เห็นด้วย เสียง

Approve with votes

ไม่เห็นด้วย เสียง

Disapprove with votes

งดออกเสียง เสียง

Abstain with votes

ชื่อกรรมการ.....

Name of director.....

- เห็นด้วยเสียง
Approve with votes
- ไม่เห็นด้วย.....เสียง
Disapprove with votes
- งดออกเสียงเสียง
Abstain with votes

ชื่อกรรมการ.....

Name of director.....

- เห็นด้วยเสียง
Approve with votes
- ไม่เห็นด้วย.....เสียง
Disapprove with votes
- งดออกเสียงเสียง
Abstain with votes

ชื่อกรรมการ.....

Name of director.....

- เห็นด้วยเสียง
Approve with votes
- ไม่เห็นด้วย.....เสียง
Disapprove with votes
- งดออกเสียงเสียง
Abstain with votes

List and profiles of independent directors that are candidates for appointment as proxies of shareholders

1. Mrs. Suvimol Chrityakierne

Position Independent Director, Chairman of the Board
Age 70 Years
Address 55/22 M.3 Bang Bua Thong – Nonthaburi Bridge Road (345), Lam Pho Sub-District, Bang Bua Thong District, Nonthaburi 11110

Special interest in any agenda items

Having a special interest in Agenda Item 5 since he is a director who has been nominated to be re-elected as a director for another term of office.

2. Assoc. Prof. Dr. Pannipa Rodwanna

Position Independent Director, Chairman of Audit Committee
Age 69 Years
Address 55/22 M.3 Bang Bua Thong – Nonthaburi Bridge Road (345), Lam Pho Sub-District, Bang Bua Thong District, Nonthaburi 11110

Special interest in any agenda items

Having a special interest in Agenda Item 5 since he is a director who has been nominated to be re-elected as a director for another term of office.

3. Mr. Chaiwut Jumnongsutasathien

Position Independent Director, Audit Committee
Age 45 Years
Address 55/22 M.3 Bang Bua Thong – Nonthaburi Bridge Road (345), Lam Pho Sub-District, Bang Bua Thong District, Nonthaburi 11110

Special interest in any agenda items

Not having special interest in relation to all agenda items.

4. Mr. Anajak Limphaisan

Position Independent Director, Audit Committee
Age 38 Years
Address 55/22 M.3 Bang Bua Thong – Nonthaburi Bridge Road (345), Lam Pho Sub-District, Bang Bua Thong District, Nonthaburi 11110

Special interest in any agenda items

Not having special interest in relation to all agenda items.

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

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท เอ็นเอสแอล ฟู้ดส์ จำกัด (มหาชน)

Being a shareholder of NSL Foods Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น หุ้น

Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2566

I would like to participate the E-AGM for Annual General Meeting 2023

เข้าร่วมประชุมด้วยตัวเอง เบอร์โทรศัพท์มือถือ.....(โปรดระบุ)

(Self-Attending) Mobile Number Please fil in the blank.

มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to attend the meeting.

เบอร์โทรศัพท์มือถือของผู้รับมอบฉันทะ.....(โปรดระบุ เพื่อใช้ในการเข้าระบบ)

Proxy's Mobile Number Please fil in the blank.

(3) ข้อมูลในการจัดส่ง URL เพื่อเข้าประชุมและวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail Please fil in the blank.

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วย 5 วิธีการเข้าร่วมประชุม ภายในวันที่ 12 เมษายน 2566

Please submit the required document per an attachment 5 by 12 April 2023

(5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the company will send the Link to join the meeting via email

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder

(.....)

Articles of Association of the Company in relation to the Shareholders' Meeting

CHAPTER V

Board of Directors

- Article 15. The Company shall have a Board of Directors to carry out its business operations. The Board of Directors shall consist of at least five (5) directors. At least half (1/2) of the total number of directors shall reside in Thailand.
- A director may or may not be a shareholder of the Company.
- Article 16. The Shareholders' Meeting shall elect the directors of the Company in accordance with the following criteria and procedures:
- (1) Each shareholder shall have one (1) vote per one (1) share held by them;
 - (2) Each shareholder shall exercise all votes applicable under (1) in electing one or more persons to be a director, provided that no vote shall be divisible in the case of electing more than one person as director;
 - (3) Any candidates who have the highest votes arranged in order from highest to lowest shall be elected as directors according to the number of directors required; if two candidates have equal votes and the number of directors exceeds the number required, the Chairman shall have a casting vote.
- Article 17. At every annual general meeting, one-third (1/3) of directors, or, if their number is not a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office.
- A retiring director can be re-elected as a director.
- The directors to retire in the first and the second years following the registration of the Company's incorporation shall draw lots. In subsequent years, the directors who have been in office the longest shall retire by rotation.
- Article 18. Apart from retirement by rotation, a director shall vacate their office upon:
- (1) Death;
 - (2) Resignation;
 - (3) Lack of qualifications, or possession of prohibited characteristics as specified by public limited company laws and securities and exchange laws;
 - (4) Removal by a resolution of the Shareholders' Meeting under Article 20;
 - (5) Removal by court order.
- Article 19. Any director who wishes to resign from his/her office shall submit a resignation letter to the Company. The resignation shall be effective on the date the notice reaches the Company.
- The resigning director in the first paragraph may notify the Registrar of his resignation.
- Article 20. The shareholders' meeting may resolve to remove any director from office before the expiration of their term of office by rotation with a vote of not less than three-quarters (3/4) of the shareholders attending the meeting and entitled to vote, and representing an aggregate number of not less than one-half (1/2) of the shares held by the shareholders attending the meeting and entitled to vote.
- Article 21. In the case of a vacancy on the Board of Directors (other than due to a retirement by rotation), the Board of Directors shall elect a person who is qualified and does not possess prohibited characteristics prescribed as by public limited company laws and the securities and exchange laws to fill the vacancy at the next Board of Directors'

meeting except in the case that the remaining term of the former director is less than two (2) months. The replacement director shall remain in office only for the remaining period for which the former director was entitled to.

The resolution of the Board of Directors under the above paragraph shall be supported by the votes of three-quarters (3/4) of the remaining directors.

Article 22. The directors shall be entitled to receive remuneration from the Company by means of awards, meeting allowances, pensions, bonuses or any other benefits as approved by the Shareholders' Meeting by a vote of not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting. The directors' remuneration may be a fixed sum or subject to any conditions from time to time or for a specified time until a Shareholders' Meeting comes to a resolution to make a change thereto. The Directors shall also have the right to receive allowances and fringe benefits in accordance with the Company's rules.

The provision in the first paragraph shall not prejudice the rights of the directors appointed from staff or employees of the Company to receive remunerations and benefits in respect of their entitlement to receive remuneration and benefits as staff or employees of the Company.

Article 27. A director shall not operate a business of the same nature or operate a business that is in competition with the Company or become a partner in an ordinary partnership or an unlimited partner in a limited partnership or a director in any private limited company or public limited company which operates a business of the same nature or that is in competition with the business of the Company, whether for their own or for the benefit of other persons, unless they have already notified this matter to the Shareholders' Meeting before approval of a resolution for their appointment.

CHPATER VI

Shareholders' Meeting

Article 31. The Board of Directors shall arrange for an Annual General Meeting to be held within four (4) months from the date of the end of the Company's accounting year.

Any other Shareholders' Meeting shall be called to as an "Extraordinary General Meeting". The Board of Directors may call the Extraordinary General Meeting of shareholders any time as it deems appropriate.

One (1) shareholder or more shareholders holding not less than ten (10) percent of the total number of shares sold may request the Board of Directors in writing to convene an Extraordinary General Meeting at any time, in which case they shall specify the reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five (45) days from the date of receipt of the notice.

In the case that the Board of Directors does not hold such meeting within forty-five (45) days from the date of the receipt of the shareholders' notice, the shareholders who have submitted the request or other shareholders holding an aggregate number of shares as prescribed may convene the meeting themselves within forty-five (45) days from the date that the period of forty-five (45) days during which the Board of Directors should have held the meeting has lapsed. In this case, it shall be deemed that the Shareholders' Meeting is a meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurred from the holding of the meeting and reasonable facilitation thereof.

In the case that the quorum of the Shareholders' Meeting convened as requested by shareholders according to paragraph four cannot be formed as required in Article 33,

the shareholders referred to in paragraph four shall be jointly responsible for any expenses incurred from the convening of such meeting to the Company.

Article 32. In calling a Shareholders' Meeting, the Board of Directors shall prepare a written notice of the meeting. The notice shall state the place, date, time and agenda of the meeting and each matter to be considered in the meeting in reasonable detail by clearly indicating whether it is a matter proposed for information, for approval or for consideration, as the case may be, including the related opinions of the Board of Directors. The notice of the meeting shall be delivered to the shareholders and the Registrar at least seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper for three (3) consecutive days, not less than three (3) days prior to the meeting date.

The place of the meeting can be held at the province where the Company's headquarters are located or any other place as specified by the Board of Directors.

Article 33. In a Shareholders' Meeting, a quorum shall be constituted by not less than twenty-five (25) shareholders present in person and by proxy (if any) or not less than half (1/2) of all shareholders representing an aggregate number of not less than one-third (1/3) of the total number of shares sold.

If within one (1) hour from the time fixed for the Shareholders' Meeting the required quorum in paragraph one is not constituted, if the meeting was called at the request of the shareholders, the meeting shall be dissolved. If such meeting was not called at the shareholders' request, another meeting shall be convened and a notice of the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At such meeting no quorum shall be required.

Article 34. The Chairman of the Board of Directors shall also preside over the Shareholders' Meeting. In case that the Chairman is not present at the meeting or unable to perform their duties, the Vice-Chairman shall act as the presiding Chairman. If there is no Vice-Chairman or if there is a Vice-Chairman but they are not present in the meeting or unable to perform their duties, the meeting shall elect one of shareholders attending the meeting to be the Chairman.

Article 35. In casting votes in the Shareholders' Meeting, each shareholder shall have one (1) vote for each share held by them. A shareholder who has a special interest in any resolution may not vote on such resolution, except for the election of directors. A resolution of the Shareholders' Meeting shall be passed by the following votes:

- (1) In an ordinary event, a resolution of the Shareholders' Meeting shall be approved by a majority vote of the shareholders present and casting their votes. In the case of a tied vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of three-quarters (3/4) of all shareholders present and entitled to vote shall be required:
 - (a) Sale or transfer of the whole or a substantial part of the business of the Company to other persons;
 - (b) Purchase or acceptance of the transfer of the business of other companies, both private companies and public limited companies;
 - (c) Entry into, or amendment or termination of any contracts with respect to the granting of a lease of the whole or substantial parts of the Company's business, assignment of management of the Company's business to any other persons, or amalgamation of the business with another entity for the purpose of profit and loss sharing;
 - (d) Amendment to the Memorandum or Articles of Association;

- (e) Increase or decrease of the Company's registered capital;
- (f) Dissolution of the Company;
- (g) Issuance of the Company's debentures;
- (h) Amalgamation of the Company with other companies;

Article 36. The agenda of an Annual General Meeting shall include the following:

- (1) To consider the Board of Directors' report showing the Company's performance during the previous year;
- (2) To consider and approve the balance sheet and statement of profit and loss;
- (3) To consider and approve the dividend payment
- (4) To elect any new director in replacement of a director who is due to retire by rotation;
- (5) To consider and determine the directors' remuneration;
- (6) To consider and elect the auditor and fix the audit fee; and
- (7) To consider any other business.

**Question Form for the 2023 Annual General Meeting of Shareholders
of NSL Foods Public Company Limited
on Friday, April 21, 2023 at 10.00 hours**

To Corporate Secretary, NSL Foods Public Company Limited (the “Company”)

I/We

Please mark ✓ in ().

() being a shareholder of NSL Foods Public Company Limited

() being a proxy of, who is a shareholder of NSL Foods Public Company Limited

would like to submit questions regarding various agenda items of the General Meeting of Shareholders of the Company, as follows:

.....
.....
.....
.....
.....
.....

Signed:Attendee

Remark: Please fill in and send the completed form to the Company by 17:00 hours of Wednesday, April 19, 2023.

- E-mail: ir@nslfoods.com

To make inquiries or give suggestions, please contact:

- Investor Relations: Tel 0-2585-8520-1 Ext. 1010 or 06-3474-9162

Privacy Notice for the Shareholder's Meeting

NSL Foods Public Company Limited

Privacy Notice

Pursuant to the Personal Data Protection Act B.E. 2562 (2019)

NSL Foods Public Company Limited (the “**Company**”) recognizes the importance of personal data of a shareholder and/or its proxy. Therefore, the Company has issued this privacy notice to uphold the obligations under the Personal Data Protection Act, B.E. 2562 (2019) (the “**Privacy Notice**”) and to describe our means to collect, use and disclose (collectively will be referred to as to “**process**”) of personal data of a shareholder and/or its proxy (which shall be collectively referred to in this Privacy Notice as “**you**” or “**your**”) and explain your rights in connection with your personal data.

In this Privacy Notice, “**personal data**” means any data relating to an identifiable living individual who can be identified from that data or from that data and other data; and “**sensitive data**” means any personal data revealing racial, ethnic origin, political opinions, cult, religious or philosophical beliefs, sexual behavior, criminal records, health data, disability, trade union information, genetic data and biometric data of a person.

1. Personal Data We Collect

We directly collect following personal data from a shareholder and/or its proxy, and indirectly collect from Thailand Securities Depository Company Limited, the share registrar of the Company:

- 1.1 General personal data, such as full name, national ID card number, date of birth, gender, nationality, share register number, number of shares, picture and video from the video recording of the shareholder meeting;
- 1.2 Contact details, such as address, telephone number, email, etc.;
- 1.3 Sensitive data, such as health data (vaccination record and diagnosis of infectious disease)

2. Purpose of Processing Personal Data

We process your personal data in order to carry out tasks and undertake activities, including but not limited to:

- 2.1 Sending a notice, conducting and organizing the Company's shareholders' meeting including preparing minutes in order to comply with the Company's articles of association, applicable laws, notifications and criteria set by the government regarding shareholder meeting arrangements;
- 2.2 Verification of the identity of shareholder and/or proxy who attended the meeting;
- 2.3 Preparation of a share register book or documents pertaining to rights of the shareholders;
- 2.4 Dividend payment;
- 2.5 Protection of personal safety and property of meeting attendees, as well as buildings, facilities, and assets of the Company from damage, disturbance, destruction and other forms of crimes;

2.6 Prevention, suppression or control of diseases or epidemics.

We rely on the following legal basis to process your personal data and may be based upon one single or a combination of several legal basis.

- 1) **Contractual Basis** in the case when it is necessary for the performance of a contract to which you are a party, or in order to proceed with your request prior to entering into a contract;
- 2) **Legitimate Interests** in the case when it is necessary for legitimate interests of the Company or any other parties, except where such interests are overridden by your fundamental rights;
- 3) **Legal Obligation** in the case when it is necessary for compliance with applicable laws, notifications, obligations and any court order or judgment to which the Company is subjected;
- 4) **Preventing or suppressing a danger to a person's life, body or health** in the case when it is necessary for preventing or suppressing a danger to the life, body or health of you or other parties.
- 5) **Consent Basis** in the case when the purpose of processing your personal data requires your consent.

In the case where you withhold any of your personal data, we may not be able to process it with respect to the specified purpose in this Privacy Notice or allow you to attend the shareholder meeting.

3. External Parties We Will Share Your Personal Data with

We may be required to disclose or transfer your personal data to certain external parties in order to process your personal data, such as affiliated company, meeting consultant, Thailand Securities Depository Company Limited, service provider, government affair or relevant regulators.

4. Your Personal Data Rights

Subject to your personal data rights under the Personal Data Protection Act, B.E. 2562 (2019), including the right to withdraw consent, right to access and receive a copy of personal data, right to rectification of personal data, right to erasure and destruction of personal data, right to restrict using of personal data, right to personal data portability in accordance with the lawful mean, right to lodge a complaint and right to object to any processing activities of your personal data.

Please be informed that your above-mentioned rights are subject to the relevant factors and we may not be able to proceed with your request if we can rely on any lawful grounds to further process your personal data.

5. Retention Period of Your Personal Data

We will retain your personal data stated in Clause 1 for as long as it is reasonably necessary to fulfill our scope and purposes set out in Clause 2, and to establish, exercise or defend the legal claims. However, we may have to retain your personal data for longer if required by any applicable law.

6. Contact Information to Exercise Data Subject's Rights

If you have any inquiries concerning this Privacy Notice, or if you intend to exercise your personal data protection rights, specified in Clause 4, please contact us through the channel below:

Company's Secretary

NSL Foods Public Company Limited

E-mail: ir@nslfoods.com

Registered post at the following address: 55/22 Moo 3 Bangbuathong-Nonthaburi (345) Road, Lampo Subdistrict, Bangbuathong District, Nonthaburi 11110

Tel. 0-2525-8520-1 Ext. 1010