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**Minutes of the 2023 Annual General Meeting of Shareholders (Adjourned) through
Electronic Media (E-AGM)
Nawarat Patanakarn Public Company Limited
Thursday, April 27, 2023
At the meeting room, 5th floor, Bangna Tower A Building
2/3 Moo 14 Bangna-Trad Road K.M.6.5, Bangkaew, Bangplee, Samutprakarn 10540**

The Meeting was held on Thursday, April 27, 2023 at 10.00 a.m. at meeting room, 5th floor, Bangna Tower A Building 2/3 Moo 14 Bangna-Trad K.M.6.5, Bangkaew, Bangplee, Samutprakarn 10540. The meeting has been conducted through Electronic Media (E-AGM) via Cisco WebEx Program and recorded as a video. There were 28 shareholders and proxies who attended the meeting through electronic media with representing the total of 317,247,957 shares out of the total issued and fully paid up 2,585,481,515 shares which are equivalent to 12.27 percent, This meeting is an adjourned meeting due to the meeting held on Thursday, April 7, 2022, did not constitute a full quorum as per Section 103 of the Public Company Limited Act B.E. 2535 (1992) and Article 33 of the Company's Articles of Association whilst this adjourned meeting did not require a full quorum. Mr. Prasertphand Pipatanakul, the Chairman and Independent Director, was unable to perform his duty because of a scheduling conflict with his oversea trip. Therefore, the meeting resolved to assign Mr. Apichart Dharmasaroja, Chairman of the Audit Committee, to be a Chairman of the meeting and Mr. Weerayut Bunyawad to be an announcer. The meeting agendas are as follow:

Agenda 1 Matters to be informed by the Chairman

The announcer introduced Directors, Executives, Auditors, Legal Advisor and Shareholders' Right Protection Volunteer as follows:

There were 7 directors who participated out of the total 9 directors from the Board of Directors or representing 78 percent of the total number of directors. which were namely:

1. Mr. Apichart Dharmasaroja Independent Director,
Chairman of the Audit Committee,
Chairman of the Nomination and Remuneration
Committee,
Chairman of the Risk Management Committee,
Chairman of Corporate Social and
Environmental Responsibility Committee
2. Mr. Nattaphorn Bhromsuthi Independent Director

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| 3. Mr. Polpat Karnasuta | Director/ Chief Executive Officer |
| 4. Mr. Sook Sueyanyongsiri | Director/ Advisor to Chief Executive Officer |
| 5. Mr. Mongkol Peerasantikul | Director/ President |
| 6. Miss Pakatip Lopandhsri | Director/ Senior Vice President
Chief Officer of Finance, Accounting, the
Company's Secretary |
| 7. Mr. Pasan Swasdiburi | Director/ Senior Vice President |

The director did not participate in the meeting was:

1. Mr. Prasertphand Pipatanakul Chairman and Independent Director,
2. Mr. Apathorn Karnasuta Director/ Senior Vice President

The announcer informed the meeting attendees that the chairman cannot attend the meeting due to oversea trip and director is now on medical treatment related to COVID-19, thus he cannot attend the meeting.

The Executives, Auditors, and Advisors who attended the meeting were as follows:

Two Senior Vice Presidents as follows:

- Mr. Somchai Woonpresert
- Mr. Nicolino Pasquini

One Vice President as follows:

- Mr. Visut Suwanwitwaj

One executive of Mana Patanakarn Company Limited (the Company's subsidiaries)

- Mr. Apichart Rukchang

Three Auditors from EY Office Limited who attended the meeting electronically:

- Mrs. Poonnard Paocharoen
- Mr. Phaisal Iampongpakul
- Miss Suchanart Yarungsee

One Legal Advisor:

- Mr. Angkoon Pimpakorn from Angkoon Pimpakorn Law Office Co., Ltd. as the Inspector and Witness for the voting and counting of votes to ensure that the shareholders' meetings are transparent and in accordance with the laws and the Company's Articles of Association.

Shareholders' Right Protection Volunteer attended through electronic media:

- Miss Benyaluck Nakpanich, a proxy from the Thai Investors Association

The voting procedure shall be made through E-Voting system. Shareholders are only required to vote on the agenda that they disagree with or abstain. In case shareholders agree on the agenda, all votes shall be counted as agreed, without any action needed.

In vote counting, one share shall be counted as one vote. The Company provides at least 1 minute for shareholders to consider voting on each agenda together with notification. For the director nomination agenda, at least one minute for voting of each director individually will be provided together with notification. The Company shall subtract the number of votes of disapproval and/or abstention from the total number of votes presented in the meeting.

For those shareholders who had given meeting attendance proxies to others (in which voting was presented according to the shareholders' intention), the Company had already recorded the votes of approval, disapproval and/or abstention of such proxies into the E-Voting system and will be accumulated the vote together with vote casting in each agenda.

In the case of any shareholders who had further inquiries or required additional clarification on any issue, the shareholders can send the inquiries prior to the meeting and are able to ask questions during the meeting as well. For shareholders' engagement, the Company provides at least 3 minutes per agenda for shareholders to send questions and suggestions, and shareholders will be notified by notification. Shareholders are able to type their questions or ask their questions through a microphone via Cisco WebEx program. More information can be found in attachment no. 9, which has been delivered to shareholders together with the meeting invitation. For the equitable treatment of shareholders, the Company announced the invitation to propose a useful meeting agenda through the Stock Exchange of Thailand and the Company's website, from December 19, 2022 to February 20, 2023. Moreover, the Company gave the rights for shareholders to propose qualified persons to be selected as the Company's directors according to the criteria and procedure set out by the Board of Directors. However, there was no proposal of any name for the director position or any agenda made by the shareholders.

The announcer, informed the meeting that the Company invested in Utility Business Alliance Co., Ltd. or UBA, operating a wastewater treatment system management business. By investing in the ratio of 60 percent. Subsequently, UBA was transformed into a public limited company. And increased the capital to sell to the general public 170 million shares at a price of 1.70 baht per share (par value of 0.50 baht per share) on December 7, 2022, the Market for Alternative Investment (MAI) received the ordinary shares of this UBA as registered securities and started the initial of trading. The proportion of the Company's investment in UBA decreased from 60% to 43% when considering the quality criterion. The Company is still a major shareholder with controlling power. Therefore, UBA remains a subsidiary of the Company as before.

In addition, the announcer informed the meeting that the Board of Directors' Meeting No. 5/ 2022 has reviewed and approved the Company to sign non-conflict of interest agreement as part of UBA's intention to be listed in the Market for Alternative Investment (MAI) and to issue initial public offerings (IPO). UBA needs to meet the conditions specified in the Notification of the Capital Market Supervisory Board No. Tor Jor 39/2016 (2559), RE: Application for Approval and



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Granting of Approval of Offering of Newly Issued Shares (as amended), Clause 12 shall be granted approval for such offering, provided that the Company can demonstrate to the SEC Office that it has the qualifications in accordance with the rules on good corporate governance. Moreover, the major shareholders do not have any interest that may be in conflict with the best interest of the business, unless UBA can demonstrate that it has adopted a mechanism that ensures that the management of the Company shall be in the best interest of the business and its shareholders as a whole. Therefore, the Company and UBA have executed a non-competitive agreement, which specified the area of businesses as follows: wastewater treatment system management business, wastewater operation and maintenance service, water supply system, drainage tunnel, waterways tunnel, air pollution treatment, and manufacturing waste management. The Company will not compete or intervene with UBA on the above businesses. The Company executives have carefully reviewed and discussed with Legal Advisor and Financial Advisor. The Company agrees to sign the agreement as it will benefit UBA businesses and the Company will benefit as a majority shareholder. Nevertheless, there is no need to compete in the business that the Company subsidiary operated in. This approval will facilitate UBA to gain the best interest and enable UBA to complete the registration process. The resolution related to this issue will be updated in the next Annual General Meeting of Shareholders.

This agenda was for acknowledgment, therefore, it did not require the vote-casting.

Agenda 2 To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders

The announcer informed the meeting attendees that the Company had provided the Minutes of the 2022 Annual General Meeting of Shareholders, held on April 28, 2022. The Board of Directors considered that it was correctly and completely recorded. Thus, the meeting was proposed to consider and certify the minutes of the 2022 Annual General Meeting of Shareholders, which had already been sent to shareholders together with the invitation letter.

For Voting - This agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

The announcer gave the rights for the shareholders to amend and ask questions on the agenda. There was no other inquiry or suggestion from the shareholders. Therefore, the announcer requested the meeting to approve this agenda.

Resolution: The meeting considered and unanimously approved to certify the 2022 Minutes of the Annual General Meeting of Shareholders, held on April 28, 2022 with the following voting results:

Approve	317,247,957 Votes
Disapproved	-None-
Abstained	-None-



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Agenda 3 To consider the Company's operating performance and approve the financial statements (consolidated) for ending December 31, 2022

According to Section 112 of the Public Company Limited Act B.E. 2535 (1992) and Article 38 of the Company's Articles of Association provide that the Company shall prepare a balance sheet and a statement of profit and loss at the end of the accounting year and propose to the meeting for its consideration and approval.

The Company had prepared the Company's operating results and the consolidated financial statements for the fiscal year ending on December 31, 2022, as attached to the invitation letter. Such financial statements for the fiscal year ending December 31, 2022, as appeared in the 2022 Annual Report (56-1One report) in the QR Code form which had already been sent to shareholders together with the invitation letter. The financial statements has been audited by the Company's certified public Auditor, reviewed by Audit Committee, and considered by the Board of Directors.

The announcer invited Mr. Polpat Karnasuta, Chief Executive Officer, to report the details of the Company's performance in the previous year to the meeting as the follows:

- In 2022, the total revenue of the Company was 13,240 Million Baht which increased 18 percent from the year 2021 or equivalent to 2,031 Million Baht, and the Company's net profit was 37 Million Baht.
- During the year 2022, the Company was awarded in the bidding of the new projects in the amount of 11,010 Million Baht. Therefore, the Company has total backlog of approximately 34,809 Million Baht as of December 31, 2022.
- The Company is expecting the continuation of performance growth in 2023, because of the continuous investment in the large-projects of Public, the large-projects of private, and Public-Private Partnership projects (PPP) with stronger signals, which gave the Company opportunities to get new projects. In addition, the Company still has a high level of backlog, which its revenue will be continuously recognized in the next three years. The Company's goal for the next year is to be awarded for new projects approximately 14,000 Million Baht, especially from the investment in infrastructure and the investment in mega projects to support economic growth.

For Voting - This agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

The announcer then invited shareholders to ask questions on the agenda. There was no other inquiry or suggestion from the shareholders. Therefore, the announcer requested the meeting to approve this agenda.

Resolution: The meeting considered and unanimously approved the financial statements (consolidated) for ending December 31, 2022 with the following voting results:

Approve	317,247,957 Votes
Disapproved	-None-
Abstained	-None-

Agenda 4 To approve the omission of the annual dividends payment for the operating results of the year 2022

According to Section 115 of the Public Company Limited Act B.E. 2535 (1992) and Article 41 of the Company's Articles of Association, the dividend payment from money other than profits may not be made in the event that the Company has accumulated losses. According to Section 116 of the Public Company Limited Act B.E. 2535 (1992) and Article 40 of the Company's Articles of Association, the Company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve as fund until this fund attains an amount not less than ten percent of the registered capital, unless the Company's Article of Association or other related law required the greater number of the reserve fund.

The Company has the policy to pay dividends of not less than 50 percent of the net profit, except in the case that the Company requires the money for a working capital, business expansion or other factors relating to its management.

In 2022, the Company's net loss was 892 Million Baht, thus the annual dividends could not be paid to the shareholders.

For Voting - This agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

The announcer then invited shareholders to ask questions on the agenda. There was no other inquiry or suggestion from the shareholders. Therefore, the announcer requested the meeting to approve this agenda.

Resolution: The meeting considered and unanimously approved the omission of the annual dividends payment for the operating results of the year 2022 with the following voting results:

Approve	317,247,957 Votes
Disapproved	-None-
Abstained	-None-



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Agenda 5 To approve the appointment of directors to replace the directors who retired by rotation

According to Section 71 of the Public Company Limited Act B.E. 2535 (1992) and Article 17 of the Company's Articles of Association, at every Annual General Meeting of Shareholders, one-third of the total number of the directors at that time, or if the number is not a multiple of three, then the number nearest to one-third, must retire from office. The retiring director is eligible for reelection.

In the 2023 Annual General Meeting of Shareholders, the directors who shall retire from the position were:

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| 1. Mr. Apichart Dharmasaroja | Independent Director |
| 2. Mr. Sook Sueyanyongsiri | Director |
| 3. Mr. Mongkol Peerasantikul | Director |

The Board of Directors, without the proposed directors, has carefully considered in accordance with procedure, the criteria of the director's nomination and the opinion of the Nomination and Remuneration Committee, since these 3 directors have knowledge, experience, and skills in accordance with related criteria and the Articles of Association of the Company, which will be beneficial to the Company's operation and strategy. The Board of Directors deemed to propose the meeting to reelect these 3 retired directors as the Company's directors in another term.

In addition, the Board of Directors deemed the proposed independent director able to freely express his opinion in accordance with related criteria.

Profiles comprising of the biography, education background, work experience, shareholding proportion in the Company, service as directors in other companies and type of director of the 3 Directors who are due to retire by rotation, as appeared in the attachment, which had already been sent to shareholders together with the invitation letter.

For Voting - This agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

The announcer then invited shareholders to ask questions on the agenda. There was no other inquiry or suggestion from the shareholders. Therefore, the announcer requested the meeting to approve this agenda.

The announcer requested the meeting to consider the appointment of directors individually.

Resolution: The meeting resolved to approve the appointment of directors to replace the directors who retired by rotation, to be directors of the Company for another term individually, with the following voting results:

1. Mr. Apichart Dharmasaroja		(Independent Director)
Approve	317,247,832	Votes
Disapproved	125	Votes
Abstained	-None-	
2. Mr. Sook Sueyanyongsiri		(Director)
Approve	317,247,957	Votes
Disapproved	-None-	
Abstained	-None-	
3. Mr. Mongkol Peerasantikul		(Director)
Approve	317,247,957	Votes
Disapproved	-None-	
Abstained	-None-	

Agenda 6 To consider and approve the Directors remuneration for the year 2023

According to Section 90 of the Public Company Limited Act B.E. 2535 (1992), the Company shall not pay money or give any property to any director unless it is a payment of remuneration under the Company's Articles of Association.

In case there is no statement in the Company's Article of Association, remuneration shall be paid based on the resolution of the shareholder's meeting.

The directors' remuneration required approval from the General Meeting of Shareholders. The Nomination and Remuneration Committee has considered the directors' remuneration, by taking related factors into account, such as appropriateness, fairness and comparing with the rate of other listed companies within the same industry. Thus, the directors' remuneration for the year 2023 as follows:

Position	Person (s)	Former Remuneration (Baht)		Propose Remuneration (Baht)	
		2021	2022	2023	Per month/ Per Person
Chairman of the Board of Directors	1	624,000	624,000	648,000	54,000
Director	8	408,000	408,000	432,000	36,000
Chairman of Audit Committee	1	319,200	319,200	336,000	28,000
Audit Committee	2	229,200	229,200	240,000	20,000

Note: The remuneration shall be paid on a monthly basis and there shall be no other remunerations. The total amount to propose for approval is as follows:



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1. The total amount for 9 persons of the Board of Directors in the year 2023	4,104,000 Baht
2. The total amount for 3 persons of Audit Committee in the year 2023	816,000 Baht
3. The total amount for Sub-Committee (5,000 Baht per meeting attendance)	210,000 Baht
Total	<u>5,130,000 Baht</u>

Apart from the above remunerations, the Company does not provide the Directors with any other benefits as same as last year.

For Voting - This agenda shall be approved by no less than two-thirds of the total numbers of votes of the shareholders attending the meeting.

The announcer then invited shareholders to ask questions on the agenda. There was no other inquiry or suggestion from the shareholders. Therefore, the announcer requested the meeting to approve this agenda.

Resolution: The meeting considered and unanimously approved the Directors remuneration for the year 2023 as proposed, with the following voting results:

Approve	317,247,957 Votes
Disapproved	-None-
Abstained	-None-

Agenda 7 To consider and appoint the Company's auditor and the audit fee for the year 2023

According to Section 120 of the Public Company Limited Act B.E. 2535 (1992), provides that the Annual General Meeting of Shareholders shall appoint an auditor and determine the audit fee of the Company every year, and, in appointing the auditor, the former auditor may be re-appointed.

The Audit Committee considered the auditor and audit fee for the year 2023 and proposed the Board of Directors, to further propose the meeting, to appoint auditors from EY Office Limited, which is considered to be an independent and experienced company that has fulfilled its duties with responsibility in return for appropriate audit fee, to be the Company and its subsidiaries' auditor company for the year 2023. The auditor company to audit the Company and its subsidiaries shall be the same auditor company. Any of the following auditors are to be authorized to review and give an opinion on the Company and its subsidiaries' financial statements:

1. Mrs. Poonnard Paocharoen	C.P.A. License No. 5238 and/or
2. Miss Manee Rattanabunnakit	C.P.A. License No. 5313 and/or
3. Mr. Termphong Opanaphan	C.P.A. License No. 4501



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The proposed auditors have been approved by the Securities and Exchange Commission and they have no relationship or any interests with the Company/its subsidiaries/executives/major shareholders. They are, therefore, independent to review and give opinions on the Company and its subsidiaries' financial statements. The Company and its subsidiaries' audit fee for the year 2023 and shall be the same auditor company, shall not exceed 3,670,000 Baht with no other service fees.

In case the above auditors could not perform their duties, EY Office Limited shall provide other licensed auditors to perform those duties.

Profiles comprising of the biography, educational background, and work experience of the 3 auditors are as appeared in the attachment, which had already been sent to shareholders together with the invitation letter.

For Voting - This agenda shall be approved by the majority votes of the shareholders attending the meeting and casting their votes.

The announcer then invited shareholders to ask questions on the agenda. There was no other inquiry or suggestion from the shareholders. Therefore, the announcer requested the meeting to approve this agenda.

Resolution: The meeting considered and unanimously approved the appointment of the auditors and the audit fee for the year 2023 in the amount of 3,670,000 Baht, with the following voting results:

Approve	317,247,957 Votes
Disapproved	-None-
Abstained	-None-

Agenda 8 Other (If any)

Miss Benyaluck Nakpanich, a proxy from the Thai Investors Association, asked about the record of the meeting attendance, which did not constitute a full quorum many times. Is there any root cause or solution for this issue? For Mr. Apichart Dharmasaroja, he holds the director position for 2 years and 10 months, but the last sentence stated that he was a director since 2009. Is this mean he has been the independent director of the Company for 14 consecutive years?

Miss Pakatip Lopandhsri, Director and Senior Vice President, informed that the meeting of shareholders shall not perform when the meeting does not constitute a full quorum as per Section 103 of the Public Company Limited Act B.E. 2535 (1992) and Article 33 of the Company's Articles of Association. Article 33 defined that in every shareholders' meeting, there shall be shareholders and proxies attending the meeting in an amount not less than twenty-five (25) persons or not less than a half of the total number of shareholders, who hold in aggregate of not less than one-third (1/3) of the total number of shares sold, in order to constitute a quorum. However, the Company recognized this issue and tried to solve the problem by assigning the



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responsible team to make a call to major shareholders and shareholders in the list of shareholders as of the book-closing date. The team has invited and encouraged shareholders to attend the meeting during the call, and also facilitated shareholders by preparing proxy forms and providing delivery service before the meeting takes place.

Mr. Weerayut Bunyawad, the announcer, informed that Mr. Apichart Dharmasaroja, an Independent Director held the position for 3 years according to the Charter of the Board. As of March 1, 2023, he held the position for 2 years and 10 months and his term has been ended at the 2023 Annual General Meeting of Shareholders. He has been assigned to hold his first position as an Independent Director of the Company in the year 2009 until now, or equivalent to 14 years in total. Mr. Apichart has performed his duty appropriately with his knowledge and experience in the construction business which is the core business of the Company. His skills will be beneficial to the Company's operation and strategy. Therefore, the Nomination and Remuneration Committee did not nominate other persons to be the independent director as the Committee deemed he would be able to freely express his opinion in accordance with related criteria and his opinion would be valuable to the Board.

There was no other inquiry from the shareholders. The announcer invited the Chairman to provide closing remarks for the meeting.

Mr. Apichart Dharmasaroja, the Chairman of the meeting, expressed his gratitude to all shareholders attending the meeting, and declared the General Meeting of Shareholders for the year 2023 (adjourned) closed.

The meeting ended at 11.50 a.m.

-Signed-

Mr. Apichart Dharmasaroja
Chairman of the meeting

-Signed-

Mr. Weerayut Bunyawad
General Manager – New Business and Strategic Planning Division /Minutes Writer