



**Invitation to the 2026 Annual General Meeting of
Shareholders**

NR Instant Produce Public Company Limited

28 April 2026, 14.00 hrs

Via electronic meeting

Registration starts at 12.00 hrs

Shareholders who wish to attend the meeting must submit an "Attendance Request" (e-Request) in advance, from 21 April 2026, until the meeting concludes. The registration system for attendees (e-Register) will open on 28 April 2026, starting at 12:00 PM and will remain open until the meeting ends.



30 March 2026

Subject: Invitation to the 2026 Annual General Meeting of Shareholders

To: Shareholders of NR Instant Produce Public Company Limited

Attachments:

- 1) Statement of Financial Positions and Statement of Comprehensive Income for the Year 2024 Ended 31 December 2024 (Revised)
- 2) 2025 Annual Registration Statement / Annual Report (Form 56-1 One Report) in the form of QR Code
- 3) Capital Increase Report Form (F53-4)
- 4) Profiles and work experience of the auditors
- 5) Profiles of the nominated candidates to be elected as directors to replace the directors retiring by rotation
- 6) Profile of the person nominated for the new director
- 7) Company's Articles of Association in relation to the Shareholders' Meeting
- 8) Profiles of the Independent Directors proposed by the Company to act as Proxy of Shareholders and the definition of the Independent Directors
- 9) Clarifications on Registration, Casting, Counting and Announcing Votes for the 2026 Annual General Meeting of Shareholders
- 10) Proxy Forms (Form A, Form B, and Form C)
- 11) Guideline for attending the 2026 Annual General Meeting of Shareholders through electronic meeting
- 12) Guidelines for attending the Electronic Meeting by Inventech Connect
- 13) Form for submitting questions in advance
- 14) Privacy Notice for the Annual General Meeting of Shareholders

Pursuant to the resolution adopted by the Board of Directors of NR Instant Produce Public Company Limited (the "Company") No. 1/2026 on 13 March 2026 to hold the 2026 Annual General Meeting of Shareholders ("AGM" or "the Meeting") on Tuesday 28 April 2026 at 14:00 hrs. via electronic meeting (E-AGM) in accordance with the Royal Decree on Teleconferences through Electronic Means B.E. 2563 (2020) and other related laws and regulations, and the date to determine the names of shareholders who are entitled to attend the Meeting (Record Date) to be on 30 March 2026

The Company would like to inform that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025 was submitted to the Stock Exchange of Thailand and the Ministry of Commerce within 14 days from the meeting date and has been uploaded on the Company's website since 6 August 2025 for the shareholders for reviewing and none of the shareholders requested for amending the minutes. Furthermore, in order to set the 2026 AGM agendas, the Company had announced on its website to invite agenda proposals from the shareholders in advance from 1 October 2025 to 31 December 2025. After the said period, there was no agenda proposed to the Company.

Agenda 1 To acknowledge the Company’s operating result for the year 2025

Objectives and Rationale

The Company summarized the operational results and significant events in 2025 which were shown in the 2025 Annual Registration Statement/Annual Report (Form 56-1 One Report Section 1 No.1) (Details as Attachment 2) for the Meeting to acknowledge.

Opinion of the Board of Directors

The Board of Directors deemed appropriate to propose the 2026 Annual General Meeting of Shareholder to acknowledge the operational results and significant events for the year 2025 which has summarized upon 2025 Annual Registration Statement / Annual Report (Form 56-1 One Report Section 1 No.1).

Votes Required

As this agenda is for acknowledgement, no voting shall be required.

Agenda 2 To consider and approve the financial statements for the year 2024 ended 31 December 2024 (Revised)

Objectives and Rationale

Following the notification from the Securities and Exchange Commission (SEC) requiring the Company to adjust its 2024 financial statements regarding the accounting treatment of the change in shareholding proportion in Kairous Asia Limited (KAL), which did not meet the definition of a business acquisition under relevant Financial Reporting Standards together with the consideration of asset impairment related to the subsidiary, Regeneration Capital Company Limited. (RCL)—an indirect shareholder of KAL—in the separate financial statements. The Company has already completed such adjustments and submitted the revised 2024 financial statements.

Subsequently, the Company’s auditor issued a qualified opinion on the revised 2024 financial statements concerning adjustments to inventory discrepancies of the former subsidiary, Botany Petcare Company Limited., and the cost calculations based on pre-adjustment data, which did not comply with Financial Reporting Standards. Consequently, the SEC notified the Company to further rectify these issues. The Company has since amended and submitted the audited revised financial statements to the SEC on 16 December 2025.

According to Section 112 of the Public Limited Company Act B.E. 2535 (and its amendment) (“the Public Limited Company Act”) and Article 41 of the Company’s Articles of Association, shareholders are required to consider and approve the Company’s financial statements for the year 2024 ended 31 December 2024 (revised) as audited by the certified public accountant (Details as Attachment 1).

Audit Committee's opinion

The Audit Committee reviewed the Company's statement of financial positions and statement of comprehensive income for the year 2024 ended 31 December 2024 (revised) as duly audited and certified by the certified public accountant and opined that even though the auditor expressed a Qualified Opinion on the financial statements, the financial statements present fairly, in material respects, in accordance with Thai Financial Reporting Standards (TFRSs).

Opinion of the Board of Directors

The Board of Directors deemed appropriate to propose the 2026 Annual General Meeting of Shareholders to consider and approve the statement of financial positions and statement of comprehensive income for the year 2024 ended 31 December 2024 which were duly audited and certified by Ms. Manee Rattanabunnakit, the certified public accountant No. 5313 of EY Office Limited, who expressed an Qualified Opinion on the financial statements and endorsed by the Audit Committee and the Board of Directors.

A summary of the Company's consolidated operating results and financial position are as follows:

(Unit: Million Baht)

Consolidated Financial Statements	31 December 2023 (Revised)	31 December 2024 (Revised)
Total assets	6,509.58	6,002.58
Total liabilities	3,594.01	3,831.22
Total shareholders' equity	2,915.57	2,171.36
Total revenues	3,078.68	4,486.18
Profit/(Loss) before Tax	(22.06)	(378.58)
Profit/(Loss) attributable to equity holders of the Company	(68.18)	(456.70)
Earnings/(Loss) per share – profit attributable to equity holders of the Company (Baht per share)	(0.05)	(0.31)

Details are shown in the statement of financial positions and statement of comprehensive income for the year 2024 (revised) which submitted to the shareholders in the form of QR Code together with this Notice in Attachment 1.

Votes Required

This agenda shall be approved by majority of total number of votes of shareholders attending the Meeting and casting votes.

Agenda 3 To consider and approve the financial statements for the year 2025 ended 31 December 2025

Objectives and Rationale

According to Section 112 of the Public Limited Company Act B.E. 2535 (and its amendment) ("the Public Limited Company Act") and Article 41 of the Company's Articles of Association, shareholders are required to consider and approve the Company's financial statements for the

year 2025 ended 31 December 2025 as audited by the certified public accountant (Details as Attachment 2).

Audit Committee’s opinion

The Audit Committee reviewed the Company’s statement of financial positions and statement of comprehensive income for the year 2025 ended 31 December 2025 as duly audited and certified by the certified public accountant and opined that the auditor expressed a Unqualified Opinion on the financial statements, the financial statements present fairly, in material respects, in accordance with Thai Financial Reporting Standards (TFRSs).

Opinion of the Board of Directors

The Board of Directors deemed appropriate to propose the 2026 Annual General Meeting of Shareholders to consider and approve the statement of financial positions and statement of comprehensive income for the year 2025 ended 31 December 2025 which were duly audited and certified by Mr. Banthit Tangpakorn, the certified public accountant No. 8509 of PKF Audit (Thailand) Ltd., who expressed an unqualified opinion on the financial statements and endorsed by the Audit Committee and the Board of Directors.

A summary of the Company’s consolidated operating results and financial position are as follows:

(Unit: Million Baht)

Consolidated Financial Statements	31 December 2024 (Revised)	31 December 2025
Total assets	5,139.40	3,831.63
Total liabilities	3,831.22	3,036.92
Total shareholders’ equity	1,308.18	794.71
Total revenues	4,052.08	3,138.31
Profit/(Loss) before Tax	(1,098.56)	(650.50)
Profit/(Loss) attributable to equity holders of the Company	(1,180.76)	(643.57)
Earnings/(Loss) per share – profit attributable to equity holders of the Company (Baht per share)	(0.82)	(0.42)

Details are shown in the financial statements as contained in the 2025 Annual Registration Statement / Annual Report (Form 56-1 One Report Section 3) submitted to the shareholders in the form of QR Code together with this Notice in Attachment 2.

Votes Required

This agenda shall be approved by majority of total number of votes of shareholders attending the Meeting and casting votes.

Agenda 4 To consider and approve the omission of allocation of profit as statutory reserve and the omission of dividend payment for the year 2025

Objectives and Rationale

According to Section 115 and 116 of the Public Limited Company Act B.E. 2535 (and its amendment) and Article 45 and 48 of Company's Articles of Association, dividends shall be paid out of profits, and if the Company continues to have accumulated loss, no dividends shall be distributed. The Board of Directors may occasionally approve the interim dividend payment to shareholders when the Company has enough profits to do so. Once such dividend is paid, it shall be reported to the shareholders at the next Meeting of Shareholders. In this regard, the payment of dividend shall be approved by the shareholders, and the Company shall allocate not less than 5 percent of its annual net profit deduct the accumulated loss brought forward (if any) to a reserve fund until this fund attains an amount of at least 10 percent of the registered capital. The Company and its subsidiaries have a policy to pay dividends to shareholders at a rate of no less than 30 percent of net profit after deduction of legal reserves and other reserves (if any). However, such dividend payment is subject to change, depending on the operating results, financial position, liquidity, the need for working capital for operations, investment plans and future business expansion, market conditions, suitability and other factors related to operations, and the management of the company and subsidiary under the condition that the Company and its subsidiaries must have enough cash to run the business and such actions must be of the greatest benefit to the shareholders as the Board of Directors and/or shareholders of the Company and its subsidiaries deemed appropriate. The resolution of the Board of Directors and subsidiary is that the approval to pay dividends must be presented for approval at the shareholders' meeting, except for the payment of interim dividends. The Board of Directors has the authority to approve the payment of interim dividends, which will be reported at the next general shareholders' meeting.

Opinion of the Board of Directors

The Board of Directors deemed appropriate to propose the 2026 Annual General Meeting of Shareholders to consider and approve the omission of allocation of profit as statutory reserve and the omission of dividend payment for the year 2025 due to net loss from separate financial statements.

Comparison of dividend payment for the year 2024 and 2025:

(Unit: Million Baht)

Dividend payment detail	2024 (Revised)	2025 (Proposing year)
Cash Dividend	-	-
Net profit/(Loss) from separate financial statement	(1,026.57)	(693.89)

Dividend payment detail	2024 (Revised)	2025 (Proposing year)
Payout ratio (as a percentage) -from Net profit of separate financial statement after deducting legal and other reserves	-	-

Votes Required

This agenda shall be approved by majority of the total number of votes of shareholders attending the Meeting and casting votes.

Agenda 5 To consider and approve the decrease of the Company’s registered capital from the existing registered capital of 2,126,485,936 Baht to 1,976,379,551 Baht, by canceling 150,106,385 unissued ordinary shares at a par value of 1.00 Baht per share, and to propose to the 2026 AGM to consider and approve the amendment to Clause 4 of the Memorandum of Association to align with the decrease of the Company’s registered capital.

Objectives and Rationale

Under Section 136 of the Public Limited Companies Act B.E. 2535 (1992) (as amended), a public limited company may increase its registered capital by issuing new shares. Such an increase may be undertaken only when all shares have been issued and fully paid-up, unless the remaining shares are reserved for the exercise of convertible debentures or warrants to purchase shares.

For the reasons mentioned above, it is proposed that the Shareholders' Meeting consider and approve the reduction of the Company’s registered capital by THB 150,106,385, from the existing registered capital of THB 2,126,485,936 to THB 1,976,379,551, by canceling the unissued registered shares of the Company, with details as follows:

- Unissued shares remaining from the allocation of newly issued ordinary shares to existing shareholders of the Company in proportion to their shareholding (Rights Offering: RO), amounting to THB 8,340,656
- Unissued ordinary shares under a General Mandate, amounting to THB 141,765,729

Totalling THB 150,106,385 and further propose to the 2026 AGM to consider and approve the amendment to Clause 4 of the Memorandum of Association to align with the decrease of the Company’s registered capital, as follows:

Article 4.	Registered capital of	1,976,379,551	Baht
	Consist of	1,976,379,551	shares
	At par value	1.00	Baht
	Can be separated into		
	Ordinary shares	1,976,379,551	shares
	Preferred shares	-	shares

In this regard, the Board of Directors and/or the Chief Executive Officer and/or any person designated by the Board of Directors or the Chief Executive Officer shall be authorized to perform any actions necessary for and related to the reduction of the registered capital and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce. This includes the authority to amend or add any statements or take any actions as required to comply with the Registrar's orders.

Opinion of the Board of Directors

The Board of Directors opined that the aforementioned transaction is appropriate and will have no adverse effect on the Company, and deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the aforementioned reduction of the registered capital.

Votes Required

This agenda shall be approved by a vote of no less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and casting votes.

Agenda 6 To consider and approve the increase of the Company's registered capital from 1,976,379,551 Baht to 2,126,762,278 Baht by issuing and allocating not more than 150,382,727 new ordinary shares at a par value of 1.00 Baht per share under a General Mandate to Private Placement, and to propose to the 2026 AGM to consider and approve the amendment to Clause 4 of the Memorandum of Association to align with the increase of the Company's registered capital.

Objectives and Rationale

The Company intends to increase its registered capital under a General Mandate through a Private Placement (PP) in the amount of THB 150,382,727, from the existing registered capital of THB 1,976,379,551 to THB 2,126,762,278, by issuing up to 150,382,727 newly issued ordinary shares with a par value of THB 1.00 per share. This increase is intended to support (1) Investments in other businesses and/or companies, including but not limited to investments in ordinary shares or assets, etc.; (2) Business expansion in related industries or to support the Company's existing operations; (3) Use as working capital; and (4) Repayment of debentures and loans from financial institutions.

Additionally, it is proposed to consider and approve the amendment to the Company's Memorandum of Association to be consistent with the capital increase as follows:

Article 4.	Registered capital of	2,126,762,278	Baht
	Consist of	2,126,762,278	shares
	At par value	1.00	Baht

Can be separated into

Ordinary shares	2,126,762,278	shares
Preferred shares	-	shares

The Board of Directors and/or Chief Executive Officer and/or a person entrusted by Board of Directors or Chief Executive Officer, shall be authorized to have the powers to increase of a registered capital of the Company's under the general mandate and registering the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce and have the power to amend and add wording in order to comply with the Registrar's instruction.

It is appropriate to propose to the Meeting to consider and approve to allocate the newly issued ordinary shares to offer to the specific persons by way of a private placement under the general mandate shall not be the related persons of the Company as specified in the Notification of the Capital Market Supervisory Board No. TorChor. 21/ 2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 The newly issued ordinary shares can be issued and offering in entirety or in portions and offering at once or occasionally from time to time. The allocation of the newly issued ordinary shares to the specific persons by way of the private placement shall not be offered at a low price according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (as amended),

In this regard, the Board of Directors shall be authorized to have the powers to consider on determination, and/or amend, and/or change any condition and details of any matters related to this matter under the relevant regulations. The authorization shall include without limitation to the following:

1. To consider on the allocation and offer the newly issued ordinary shares at once or occasionally from time to time including proceed with any necessary matters and related to offering the newly issued ordinary shares e.g. set the record date, objective of the issuance and offering of such ordinary shares, specify offering price, subscription period, ratio for allotment, allotment method and the payment process, searching of investors in private placement etc. including change of subscription period, payment and receive payment of such newly issued ordinary shares, determine any conditions and details regarding allocation of newly issued ordinary shares which include without limitation to considering on determination of ratio of purchase for offering the newly issued ordinary shares to the existing shareholders, specify offering price, subscription period, the purchase, the payment process,

allotment method and determine any conditions and details which related to the allocation of the newly issued ordinary shares as deemed appropriate.

2. To sign applications, notice, instrument or other documents in relation with the capital increase and the allocation of the Company's newly issued ordinary shares, including certifying relevant documents, communicate, file and/or accept documents with any competent authorities and/or agencies and to list the new common shares on the Stock Exchange of Thailand.
3. To carry out any other necessary actions relating to and/or associating with the capital increase and the allocation of the newly issued ordinary shares of the Company, to be in accordance with the laws and/or any related regulations.

In addition, the aforesaid allocation under the general mandate must be completed by the next date of the Annual General Meeting of Shareholders or within 30 April 2027, whichever date is earlier. The details of the capital increase and the allocation of the newly issued ordinary shares of the Company under the general mandate appear in the Capital Increase Report Form (F53-4) as Attachment 3.

Opinion of the Board of Directors

The Board of Directors opined that the aforementioned transaction is appropriate and will have no adverse effect on the Company, and deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association to be consistent with the aforementioned reduction of the registered capital. (Details as Attachment 3)

Votes Required

This agenda shall be approved by a vote of no less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and casting votes

Agenda 7 To consider and appoint the Company's auditors and audit fee for the year 2026

According to Section 120 and 121 of the Public Limited Company Act B.E. 2535 (and its amendment) and Article 38 of Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint an auditor and determine the audit fee for the auditor, and the former auditors may be re-appointed. The auditors must not be the Company's directors, officers, employees, or persons holding any positions in the Company.

In addition, the Notification of the Securities Exchange Commission No. 161/2561, revising the auditor's rotation criteria to be in line with international standards to promote independence and create confidence for investors to use financial reports to make investment decision, the Listed Companies are required to have an auditor rotation (who signed financial statement) every

7 accounting years, which can be rotated to appoint to use another auditor from the same auditing firm. However, the Listed Companies shall wait at least 5 accounting years before re-appointing the same auditor.

The current auditor of the Company is Mr. Banthit Tangpakorn CPA No. 8509 from PKF Audit (Thailand) Limited who has reviewed, audited and provided opinion on the Company's financial statement for 1 year (since 2025) which still in accordance with the Notification of the Securities Exchange Commission.

Audit Committee's Opinion

The Audit Committee considered and selected auditors for the year 2026 by evaluating the quality and quantity of work, service standard of the office, skill, knowledge, capability, experience in auditing, independence of auditors and team, and appropriateness of audit fee. As a result, the Audit Committee deemed appropriate to propose the shareholders to approve the appointment of auditors from PKF Audit (Thailand) Limited be the auditor of the Company for the year 2026. The details are as follow;

1. Appointment of the Company's auditor for the fiscal year 2026 ended 31 December 2026 from PKF Audit (Thailand) Limited (Detail as Attachment 4) as follow;

- 1) Mr. Banthit Tangpakorn CPA No. 8509 and/or
- 2) Mr. Pitinan Lilamethwat CPA No. 11133 and/or
- 3) Mr. Udom Thanuratpong CPA No. 8501

The above auditors are authorized to review and give opinion on the Company's financial statement. In the event that the aforementioned auditors are unable to perform their duties, PKF Audit (Thailand) Limited shall designate any of its auditors to be the auditor of the Company. Moreover, none of these auditors have performed auditing duties for the company (whether consecutively or not) for more than 7 years.

2. Endorse to fix the annual audit fee for the Company for the fiscal year 2026 ended 31 December 2026 and the quarterly audit fee to be Baht 3,170,000 (for NR Instant Produce Public Company Limited only) excluding VAT, non-audit fee and actual out of pocket expenses such as travelling expenses, document expense and etc., which is the normal cause of business.

Audit fee comparison between the year 2025 and 2026 appeared in the table as detailed below:

(Unit: Baht)

	2025	2026
NR Instant Produce Public Company Limited	2,900,000	3,170,000
Non-audit fee and out of pocket expenses	30,448	Actual expense

Opinion of the Board of Directors

The Board of Directors agreed with the proposal of the Audit Committee to propose 2026 Annual General Meeting of Shareholders to consider and appoint auditors from PKF Audit (Thailand) Limited to be the auditor for the year 2026 and determine the audit fee in the total amount of Baht 3,170,000 excluding VAT, non-audit fee and actual out of packet expenses such as travelling expenses which is the normal cause of business. The Board of Directors would ensure the subsidiaries to submit the financial statement in time as required.

Votes Required

This agenda shall be approved by majority of the total number of votes of shareholders attending the Meeting and casting votes.

Agenda 8 To consider and approve the election of directors to replace the directors who will retire by rotation and increase the number of the Company's directors.

Objectives and Rationale

According to Section 71 of the Public Limited Company Act B.E. 2535 (and its amendment) and Article 19 of Company's Articles of Association, at every annual general meeting of shareholders, one-third (1/3) of directors shall retire from the office. If the number of directors is not multiple of 3, the number nearest to one-third (1/3) shall retire from the office. However, the directors retiring from office by rotation may be re-elected. At this 2026 Annual General Meeting of Shareholders, there are 3 directors who will be retired by rotation whose names are as follow;

	Name	Position
1	Dr. Dhas Udomdhamabhakdi	Independent Director / Chairman of the Board / Chairman of Risk Management and Sustainability Development Committee / Member of the Audit Committee / Member of the Nomination, Remuneration and Corporate Governance Committee
2	Mrs. Wasukarn Visansawatdi	Independent Director / Member of the Audit Committee / Member of the Investment Committee
3	Ms. Penhurai Chaichatchaval	Director / Member of Risk Management and Sustainability Development Committee / Member of the Executive Committee / Chief Financial Officer

To be in accordance with good corporate governance and to encourage the participation of shareholders for directors' nomination, the Company offered an opportunity to shareholders to nominate any qualified candidates to be elected as directors of the Company from 1 October 2025 to 31 December 2025. Details were published on the website of the Company and news disclosure channel of the Stock Exchange of Thailand. After the said period, there was no director candidate nominated by shareholders.

The Nomination, Remuneration, and Corporate Governance Committee considered the knowledge, competencies, work experience, having a broad vision, including morality, ethics, positive attitude towards the organization as well as being able to devote sufficient time to the Company's business. Those directors were considered the independence in order to perform the duties and give opinions independently in accordance with relevant guidelines with transparent processes to ensure shareholders' confidence.

The Nomination, Remuneration and Corporate Governance Committee, exclusive of those with vested interests in this matter, deemed appropriate to endorse to the Board of Directors to propose the Annual General Meeting of Shareholders to consider and approve the re-election of Dr. Dhas Udomdhamabhakdi, Mrs. Wasukarn Visansawatdi, and Ms. Penhurai Chaichatchaval, the director who is due to retire by rotation, to resume his office as a director for another term.

At present, the Company's Board of Directors comprises 7 directors out of the total of 8 directors, as Mr. Tai Chuan Lin has resigned from his position as director prior to the expiration of his term of office, with 2 years remaining in his term. The Nomination, Remuneration and Corporate Governance Committee is currently undertaking the process of identifying a person with the appropriate knowledge, capabilities, and qualifications in accordance with the relevant laws, regulations, and criteria applicable to directors, for submission to the Board of Directors for consideration and appointment as a replacement director for Mr. Tai Chuan Lin, who resigned before completing his term of office. In this regard, the appointment of such replacement director falls within the authority of the Board of Directors pursuant to Article 23 of the Company's Articles of Association.

In addition, the Nomination, and Remuneration and Corporate Governance Committee has considered the overall structure of the Board of Directors and was of the opinion that it was appropriate to propose to the Board of Directors the increase in the number of directors by 1, from 8 directors to 9 directors. In this regard, it was proposed that Mr. Paul Pathomvanich who is a person possessing knowledgeable, capabilities and all required qualifications for directorship and does not possess any prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992), be appointed as a new director of the Company in order to enhance the efficiency of the Board of Directors' performance.

Opinion of the Board of Directors

The Board of Directors, exclusive of those with vested interests in this matter, considered with due care the qualifications and appropriateness as proposed by the Nomination, Remuneration, and Corporate Governance Committee, conforming to the Company's criteria and procedure for director nomination. Upon due care, the Board of Directors opine that the director and the independent director as nominated are knowledgeable, capable, experienced including having ethnics, broad vision and positive attitude to perform the duties with their full capacity as well as are qualified which will benefit business operations of the Company. Further, they could express opinions independently in accordance with related rules. In such regards, the Board of Directors

resolved the same as the opinion of the Nomination, Remuneration, and Corporate Governance Committee by proposing to the 2026 Annual General Meeting of Shareholders to consider the election of 3 directors to replace those who are due to retire by rotation or have resigned, as follows:

- 1) Dr. Dhas Udomdhammabhakdi Independent Director
- 2) Mrs. Wasukarn Visansawatdi Independent Director
- 3) Ms. Penhurai Chaichatchaval Director

The Board of Directors' meeting, excluding directors with a conflict of interest, resolved to nominate Dr. Dhas Udomdhammabhakdi, Mrs. Wasukarn Visansawatdi, and Ms. Penhurai Chaichatchaval, the director due to retire by rotation, to be re-elected for another term as proposed by the Nomination, and Remuneration, and Corporate Governance Committee.

Additionally, the Board of Directors endorsed the proposal from the Nomination, Remuneration, and Corporate Governance Committee to appoint one 1 director, Mr. Paul Pathomvanich. He is recognized as a knowledgeable and capable individual who fully meets the required qualifications and possesses no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992). He shall join as a new Director to enhance the Board's operational efficiency, resulting in an increase in the total number of directors from 8 to 9 members.

In addition, the Nomination, Remuneration and Corporate Governance Committee is currently in the process of recruiting 1 qualified and competent candidate in accordance with the relevant criteria for directors to replace Mr. Tai Chuan Lin, a director who resigned before the end of his term. In this regard, the appointment of such replacement director falls within the authority of the Board of Directors pursuant to Article 23 of the Company's Articles of Association.

For the independent director, the Board of Directors believes that he meets the independent director criteria and can freely express his/her opinions.

The profiles of the 4 aforementioned directors as well as the information of ordinary share holding within the Company, the information of director position or the execution director position of the listed company and/or other companies and/ or other corporations are shown in Attachment 5 and 6.

Votes Required

This agenda shall be approved by majority of the total number of votes of shareholders attending the Meeting and casting votes. The voting will be on an individual basis. The candidates will be appointed individually, pursuant to criteria and procedures described in Clause 18 of the Company's Articles of Association.

Agenda 9 To consider and approve the director's remuneration for the year 2026**Objectives and Rationale**

According to Section 90 of the Public Limited Company Act, directors are entitled to receive remuneration which shall be in accordance with resolutions of meetings of shareholders.

Pursuant to the director's remuneration guideline of the Company, the Company shall consider the appropriateness upon the obligation and responsibility as appointed to the directors and to be able to compare with other listed company in the Stock Exchange of Thailand in the same industry, with the similar business size of which the directors' remuneration is sufficient to render the incentive to the directors for performing sufficiently for the business aim by processing and conducting in transparent way for the remuneration in order for the shareholders' reliability.

In this regard, the Nomination, Remuneration, and Corporate Governance Committee has considered the directors' remuneration for the year 2026 by taking into account the Company's policy in relation to fixing of the directors' remuneration of which compared by using the average rate of such remuneration considering among other companies listed on the Stock Exchange of Thailand within the same industry as stated in the Director Compensation survey by Thai Institute of Directors. The shareholders' meeting is proposed to determine the director's remuneration for the year 2026 at the amount not exceeding Baht 9,000,000 as follows:

Director's remuneration	2025	2026 (Proposed year)
<u>Board of Directors</u>		
- Chairman of the Board	200,000 Baht / month	200,000 Baht / month
- Director	30,000 Baht / month	30,000 Baht / month
- Executive Director	None	None
<u>Audit Committee</u>		
- Chairman	50,000 Baht / month	50,000 Baht / month
- Director	30,000 Baht / month	30,000 Baht / month
<u>Nomination, Remuneration, and Corporate Governance Committee</u>		
- Chairman	30,000 Baht / month	30,000 Baht / month
- Director	20,000 Baht / month	20,000 Baht / month
- Executive Director	None	None
<u>Investment Committee</u>		
- Chairman	30,000 Baht / month	30,000 Baht / month
- Director	20,000 Baht / month	20,000 Baht / month
- Executive Director	None	None
<u>Risk Management and Sustainability Development Committee</u>		
- Chairman	30,000 Baht / month	30,000 Baht / month
- Director	20,000 Baht / month	20,000 Baht / month

Director's remuneration	2025	2026 (Proposed year)
- Executive Director	None	None
Other Remuneration	None	None

Note: 1. Actual remuneration of the Board of Directors in 2025 was Baht 6,805,612.91

2. Executive Director shall not receive the monthly remuneration

Opinion of the Board of Directors

The Board of Directors considered the recommendation of the Nomination, Remuneration, and Corporate Governance Committee, which has carefully considered the matter by taking into account the various factors such as role and responsibility, knowledge, capabilities, experience and the current performance as well as the preference of the Company to drive business growth compared to other companies in the same industry. The Board of Directors considered the remuneration of the Board of Directors according to the policies, criteria, and the process of proposing remuneration, and resolved to propose to the 2026 Annual General Meeting of Shareholders to consider and determine the directors' remuneration of the year 2026 for supporting the performance of the directors for the sake of increasing the Company's value sustainably, by proposing the yearly directors' remuneration at the amount not exceeding Baht 9,000,000 (Nine million Baht).

Votes Required

This agenda shall be approved by the shareholders' meeting with a vote of no less than two-thirds (2/3) of the total number of votes of shareholders present at the Meeting.

Agenda 10 Consider other matters (if any)

Objectives and Rationale

According to Section 105 of the Public Limited Company Act B.E. 2535 (and its amendment), which stipulates that when the Shareholders' Meeting completely considered the agendas specified in the notice of meeting, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the Shareholders' Meeting to consider other matters in addition to those specified in the notice of meeting.

Opinion of the Board of Directors

The Board of Directors opines that the Company should designate this agenda to allow the shareholders to raise any inquiries (if any) and/or for the Board of Directors to answer any questions of or clarify any matter to the shareholders. However, there should not be any other matters to be considered by the Meeting in this Agenda so as to comply with the Principles of Good Corporate Governance for Listed Companies and the Annual General Shareholders Meeting Assessment requiring that the Meeting should consider only the matters notified in advance for fairness to all shareholders.

All shareholders are cordially invited to attend the Annual General Meeting of Shareholders for the year 2026 on **Tuesday 28 April 2026 at 14.00 hrs. via electronic meeting**. The registration will start at 12.00 hrs. onwards. In case the shareholder is unable to attend the Meeting in person. The shareholder can grant a proxy by filling in and signing the proxy form which can download the proxy form from the Company's website at www.nrinstant.com or to request a physical copy of the proxy form, please send an email to ir@nrinstant.com at least 14 days prior to the meeting date. Please clearly provide your full name, telephone number, email address, and mailing address in your request. Please select to use only one type of proxy form as specified. The shareholders can grant the Company's independent directors as proxy. Further, profiles of the Independent Directors proposed by the Company to act as Proxy of Shareholders are illustrated in Attachment 8.

Providing personal data protection for shareholders and their proxy holders is our primary concern. In assurance that the Company will protect and treated shareholders personal data in compliance with the Personal Data Protection Act BE 2562 (2019), the Company is establishing the Privacy Notice for the Annual General Meeting of Shareholders for your acknowledgement of the details of the processing, collecting, use and disclosure that may be arising as indicated in Attachment 14.

The Company kindly requests for the shareholders' cooperation to submit the proxy forms, the registration documents and the form for submitting questions in advance to the Company **within 21 April 2026** via the following channels at the Company's address as follows:

- via email: IR@nrinstant.com or
- via postal mail:

Investor Relations Department

NR Instant Produce Public Company Limited

518/5, 6th Floor Maneeya Center Building, Ploenchit rd., Lumpini, Pathumwan, Bangkok 10330

The Company would like to request all shareholders to study and follow the instructions, registration process, appointment of proxy and supporting documents for registration to attend the Meeting according to Attachment 9 and Guideline for attending the Annual General Meeting of Shareholders for the year 2026 through electronic meeting according to Attachment 11. If shareholders or proxy holders have any questions, opinions or suggestions, kindly send those queries to the Company in advance using the form per Attachment 13. The Company shall collect the questions received in advance and relating to the voting agendas and address in the Meeting.

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

Yours Sincerely,



Dr. Dhas Udomdhammabhakdi

Chairman of the Board

NR Instant Produce Public Company Limited

Company Secretary

Tel: 064-650-5164

Remarks:

1. From 1 October 2025 to 31 December 2025, the Company invited Shareholders to propose the agenda for the 2026 Annual General Shareholders' Meeting. It appeared that no shareholders have proposed an agenda for the Meeting. In addition, from 1 October 2025 to 31 December 2025, the Company offered an opportunity to shareholders to nominate any qualified candidates to be elected as directors of the Company. Details were published on the website of the Company and news disclosure channel of the Stock Exchange of Thailand. After the said period, there was no director candidate nominated by shareholders.
2. The Minutes of the Extraordinary General Meeting No. 1/2025 of Shareholders held on 24 July 2025 was made available on the Company's website dated 6 August 2025, for revision or correction until 6 September 2025. There was no revision or correction by shareholders. As a result, it was regarded as certification of the minutes of the shareholders' meeting from the shareholders.
3. The Company posted this invitation to attend the 2026 Annual General Meeting of Shareholders, including all attachments and proxy forms on the Company's website (www.nrinstant.com) on 30 March 2026.
4. The Shareholders who are entitled to attend the Annual General Meeting for the Year 2026 are those whose names are listed on the Record Date fixed by the Company on 30 March 2026