



Dusit Thani Public Company Limited

**Notice of the Annual General Meeting of
Shareholders No. 33/2026**

On Monday, April 27, 2026 at 14.00 hrs.

via Electronic Media (E-Meeting) only
(Registration starts at 12.00 hrs.)

Dusit Thani Public Company Limited kindly requests for shareholders' and/or proxies' cooperation to study the details about procedures for registration of E- Meeting, and prepare identification documents, as well as study the procedures for voting and attending the E-Meeting or appointing an independent director of the Company to act as your proxy to vote on your behalf.

Shareholders or proxies can access the E-Request at:
<https://fort.inventech.co.th/DUSIT764928R/#/homepage>



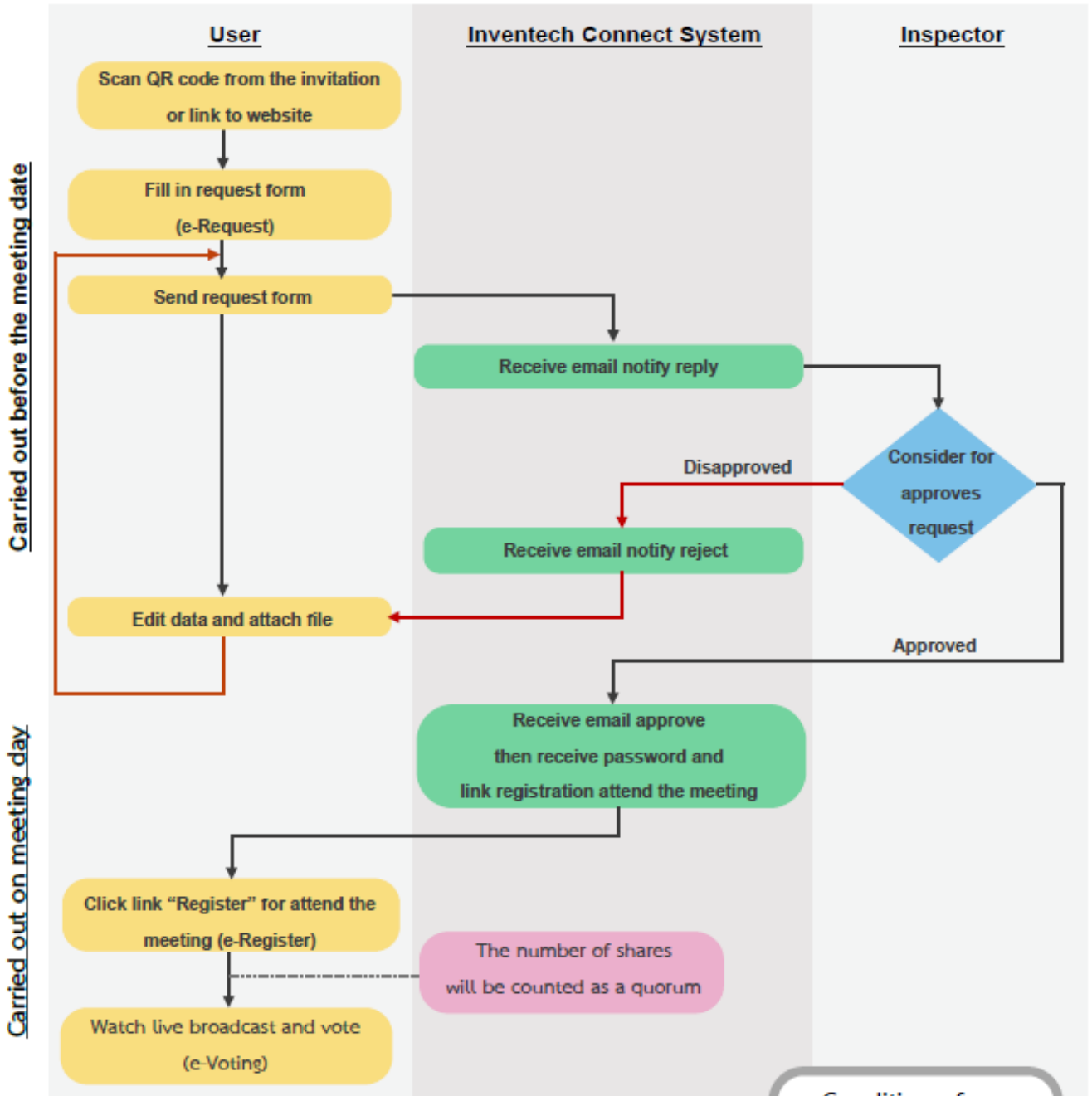
or scan QR Code

-Unofficial Translation-

INDEX

| Attachments: | | Pages |
|---------------------|---|--------------|
| | Flowchart for E-Meeting Registration and Attendance | 3 |
| | Notice of the Annual General Meeting of Shareholders No. 33/2026 | 4 |
| No. 1 | 2025 Annual Report (Form 56-1 One Report) in the form of QR Code as appeared on the Notification of Meeting | 16 |
| No. 2 | Summary of Financial Statements for the year ended December 31, 2025 | 17 |
| No. 3 | Information of 2025 dividend payment compared to that of 2024 | 18 |
| No. 4 | Profiles of the persons nominated as directors to replace those retiring by rotation | 19 |
| No. 5 | Profiles of the persons nominated as the new directors | 28 |
| No. 6 | The Company's Definition of Independent Director | 34 |
| No. 7 | Information of the Board of Directors' remuneration for the year 2026 | 35 |
| No. 8 | Profiles of the proposed Auditors for the year 2026 | 37 |
| No. 9 | Details of the Company's Debenture Issuance and Offering | 38 |
| No. 10 | The Company's Articles of Association relating to the Shareholders' Meeting | 41 |
| No. 11 | Documents Required to Attend the Meeting, Appointment of Proxy, Submission of Meeting Attendance Request Form (E-Request) and Voting, Counting, and Announcement of the Vote for Meeting via Electronic Media (E-Meeting) | 44 |
| No. 12 | Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) | 49 |
| No. 13 | Profiles of Independent Directors proposed for appointment as Proxy by the Shareholders | 51 |
| No. 14 | QR Code downloading procedures for the 2025 Annual Report (Form 56-1 One Report) | 52 |
| No. 15 | Privacy Notice for the 2026 Shareholders' Meeting | 53 |
| No. 16 | Question Form for the Annual General Meeting of Shareholders No. 33/2026 | 55 |
| No. 17 | The 2025 Annual Report (Form 56-1 One Report) Requisition Form | 56 |
| No. 18 | Proxy Form A and Form B as specified by Department of Business Development, Ministry of Commerce, and can also be downloaded from www.dusit-international.com | 57 |
| No. 19 | Guidelines for e-Proxy Voting-TSD Investor Portal | 65 |

Guidelines for attending of Electronic Meeting



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.



Dusit Thani

PUBLIC COMPANY LIMITED
REG.NO. 0107536000617

- TRANSLATION -

March 30, 2026

Subject : Notice of the Annual General Meeting of Shareholders No. 33/2026

To : Shareholders

Attachments : Details as per index

NOTICE IS HEREBY GIVEN that, by virtue of the resolutions of the Board of Directors' Meeting of Dusit Thani Public Company Limited (the "Company") No. 5/2026 which was held on Friday, March 13, 2026, the Annual General Meeting of Shareholders No. 33/2026 is to be convened on Monday, April 27, 2026 at 14.00 hrs. via electronic media (E-Meeting) only in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other related laws and regulations. The Company, therefore, would like to announce the agenda together with opinions of the Board of Directors as follows:

Agenda 1 To Acknowledge the Board of Directors' Report of the 2025 Performance

Objective and Reason: According to Clause 32 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall acknowledge the report from the Board of Directors about the Company's performance and the significant changes of the previous year. In this regard, the Company's performance and the significant changes for the year 2025 were summarized in the 2025 Annual Report (Form 56-1 One Report) in the form of QR Code (Attachment No. 1) submitted together with this notice.

Board of Directors' opinion: The Board of Directors deemed it appropriate to propose the report of the Company's 2025 performance which summarizes performance and significant changes to the 2026 Annual General Meeting of Shareholders for acknowledgement.

Voting: This agenda is for acknowledgement and does not require voting.

Agenda 2 To Consider and Approve the Audited Financial Statements for the Year Ended December 31, 2025 and the Auditor's Report

Objective and Reason: According to Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) (the "PLCA") and Article 35 of the Company's Articles of Association, the Board of Directors shall prepare the Audited Balance Sheets (Statements of Financial Position) and Statements of Income as of the last day of the accounting year of the Company for submission to the Annual General Meeting of Shareholders for approval.

Board of Directors' opinion: The Board of Directors deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders to approve the Audited Financial Statements for the year ended December 31, 2025 and the auditor's report, which were audited by the Certified Public Accountant of KPMG Phoomchai Audit Limited. The financial statements fairly present the Company's financial position and operating results for the year 2025 in all material respects, in accordance with financial reporting standards, and were reviewed by the Audit Committee. A summary of the Company's financial statements for the year 2025 is set out in Attachment No. 2.

Voting: Approval of this agenda item requires a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 3 To Consider and Approve the Omission of Dividend Payment for the 2025 Performance

Objective and Reason: According to Article 32 of the Company's Articles of Association, the profit appropriation shall be considered and approved by the Annual General Meeting of Shareholders. The Company has a policy to pay dividends to its shareholders in the amount of not less than 50 percent of net income in the consolidated financial statements after tax and legal reserve (if any) and not exceeding the retained earnings presented in the Company's financial statements and not opposed the Public Limited Companies Act. However, it is subject to the Company's investment and use of proceeds plan which the Board may consider paying dividends as appropriate by taking into account shareholders' interests. In 2025, the Company's consolidated financial statements reported a net loss of THB 453.3 million. Thus, it is deemed appropriate to propose an omission of dividend payment for the 2025 performance due to the Company's performance loss. The previous dividend payment for comparison is set out in Attachment No. 3.

Pursuant to Section 116 of Public Limited Companies Act B.E. 2535 (as amended) ("PLCA") and Clause 38 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 fund until this fund attains an amount not less than ten percent of the registered capital. The Company has already allocated its profits as legal reserve until it currently attains ten percent of its registered capital as per legal requirement and the Company's Articles of Association. Therefore, there is no additional allocation of profit as legal reserve.

Board of Directors' opinion: The Board of Directors deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders to approve the omission of dividend payment for the 2025 performance due to the Company's performance loss, and there is no additional allocation of profit as legal reserve as it already attained ten percent of its registered capital as required by law and the Company's Articles of Association.

Voting: Approval of this agenda item requires a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 4 To Consider and Approve the Election of Directors to Replace Those Retiring by Rotation

Objective and Reason: According to Article 14 of the Company’s Articles of Association, one-third of all directors must retire in the Annual General Meeting of Shareholders. At this meeting, there are four directors whose terms will expire by rotation, as follows:

| | Name | Position |
|----|---------------------------------|---|
| 1. | Ms. Piyaporn Phanachet | Independent Director / Member of the Audit Committee |
| 2. | Mr. Kanit Sarasin | Director |
| 3. | Mr. Pakhawat Kovithvathanaphong | Director / Chairman of the Investment Committee |
| 4. | Mr. Somprasong Boonyachai | Independent Director / Member of the Investment Committee |

The Nomination, Remuneration and Corporate Governance Committee, excluding the directors having a conflict of interest, deemed it appropriate to propose to the Board of Directors to consider and propose to the shareholders’ meeting for the re-election of the four retired directors to hold office as directors of the Company for another term.

Board of Directors’ opinion: The Board of Directors, excluding the directors having a conflict of interest, has concurred with the proposal of the Nomination, Remuneration and Corporate Governance Committee regarding the re-election of the directors whose tenure will end in accordance with the nomination guidelines set out by the Board of Directors. The Board of Directors carefully reviewed each candidate’s qualifications with a contemplation process from the Nomination, Remuneration and Corporate Governance Committee. The candidate must be fully and appropriately qualified to be director and independent director, has no qualification prohibited by any applicable rules and laws, and has knowledge, skills, expertise, vision, business ethics and good attitude toward the Company and be able to devote his/her full capability for the interests of the Company. In addition, the candidates to be elected as independent directors are capable of expressing his/her opinion independently and have qualifications in compliance with the relevant regulations and laws. Thus, the Board of Directors, excluding the directors having a conflict of interest, agreed with the Nomination, Remuneration and Corporate Governance Committee to propose to the 2026 Annual General Meeting of Shareholders to re-elect the four directors as mentioned above whose tenure will end to hold office as directors of the Company for another term. The four persons are qualified in accordance with relevant regulations, are suitable for the Company’s business operations, and do not hold the position of director or executive in other businesses that may cause a conflict of interest with the Company.

In addition, the Board of Directors, excluding the directors having a conflict of interest, further considered that Ms. Piyaporn Phanachet and Mr. Somprasong Boonyachai, who are nominated as independent directors should also be re-elected to hold office for another term, as they are duly qualified in accordance with relevant laws pertaining to independent directors and possess complete independence in accordance with the definition of Independent Directors of the Company, and capable of independently expressing their opinions and strictly performing their duty in accordance with relevant laws, rules, requirements, and

regulations for the maximum benefits of all shareholders. They also possess the knowledge, expertise, and experience necessary to support the Company's operations, ensuring effectiveness, transparency, and compliance with the Corporate Governance Code.

The profiles of the four abovementioned directors and the definition of Independent Director of the Company are set out in Attachment No. 4 and Attachment No. 6.

Voting: Approval of this agenda item requires a majority vote of the shareholders who attend the meeting and cast their votes. The procedures of the election are as per Article 13 of the Company's Articles of Association.

Agenda 5 To Consider and Approve the Election of the New Directors

Objective and Reason: As the number of the Company's current directors is insufficient in relation to the Company's business size, and some independent directors are required to serve on more than one subcommittee, the Board of Directors deemed it appropriate to increase the number of directors. The proposed addition of directors with relevant knowledge, expertise, and skills will enhance the effectiveness of deliberations, oversight, and corporate governance, in alignment with the Company's strategic direction and business size. This proposal is consistent with Article 12 of the Company's Articles of Association, which provides that the Company shall have a board of directors consisting of at least six (6) directors and not exceeding nineteen (19) directors and not less than half of them shall reside within the Kingdom.

The Nomination, Remuneration and Corporate Governance Committee deemed it appropriate to propose to the Board of Directors an increase in the number of directors for submission to the 2026 Annual General Meeting for approval. Accordingly, four candidates have been nominated for election as new directors, as detailed below:

| | Name | Nominated Position |
|----|-------------------------|---------------------------|
| 1. | Mrs. Pranee Phasipol | Independent Director |
| 2. | Mrs. Sunit Visuthikosol | Independent Director |
| 3. | Dr. Kritinee Permsup | Independent Director |
| 4. | Mr. Orapong Thien-Ngern | Independent Director |

Board of Directors' opinion: The Board of Directors has concurred with the proposal of the Nomination, Remuneration, and Corporate Governance Committee regarding the election of candidates to serve as new directors, in accordance with the nomination guidelines set out by the Board of Directors. The Board of Directors carefully reviewed each candidate's qualifications, taking into account the contemplation process of the Nomination, Remuneration, and Corporate Governance Committee. The candidate must be fully and appropriately qualified to be director and independent director, has no qualification prohibited by any applicable rules and laws, and has knowledge, skills, expertise, vision, business ethics and good attitude toward the Company and be able to devote his/her full capability for the interests of the Company. In addition, the candidates to be elected as independent director are capable of expressing his/her opinion independently and have qualifications in compliance with the relevant regulations and laws. Thus, the Board of Directors agreed with the Nomination, Remuneration and Corporate Governance Committee to propose to the 2026 Annual General Meeting of

Shareholders to elect the four directors as mentioned above to hold office as independent directors of the Company. The four candidates are qualified in accordance with relevant regulations and possess all qualifications required under the Public Limited Companies Act. None of the candidates exhibits any characteristics of untrustworthiness as defined under the Securities and Exchange Act (the Notification of Securities and Exchange Commission No. Kor Jor. 3/2560). They are also suitable for the Company's business operations, and do not hold the position of director or executive in other businesses that may cause a conflict of interest with the Company.

In addition, the Board of Directors further considered that Mrs. Pranee Phasipol, Mrs. Sunit Visuthikosol, Dr. Kritinee Permsup, and Mr. Orapong Thien-Ngern, who are nominated as independent directors are duly qualified in accordance with relevant laws pertaining to independent directors and possess complete independence in accordance with the definition of Independent Directors of the Company, and capable of independently expressing their opinions and strictly performing their duty in accordance with relevant laws, rules, requirements, and regulations for the maximum benefits of all shareholders. They also possess the knowledge, expertise, and experience necessary to support the Company's operations, ensuring effectiveness, transparency, and compliance with the Corporate Governance Code. Furthermore, the Board of Directors is of the opinion that Mrs. Pranee Phasipol is an expertise and a savant in accountancy and auditing. Although she has previously served as an independent director of the Company for more than nine years, the Board of Directors deems it appropriate to propose her for election as an independent director in view of her expertise and thorough understanding of the Company's business.

The profiles of the four abovementioned candidates and the definition of Independent Director of the Company are set out in Attachment No. 5 and Attachment No. 6.

Voting: Approval of this agenda item requires a majority vote of the shareholders who attend the meeting and cast their votes. The procedures of the election are as per Article 13 of the Company's Articles of Association.

Agenda 6 To Determine and Approve the Directors' Remuneration for the Year 2026

Objective and Reason: According to Article 24 of the Company's Articles of Association, the directors shall be entitled to receive the remunerations as reward, meeting remuneration, pension, bonus, or other benefits in according to the Company's Articles of Association or the consideration of the shareholders' meeting.

Board of Directors' opinion: From the recommendation of the Nomination, Remuneration and Corporate Governance Committee considering the appropriateness to duties and responsibilities of the Board of Directors and the Subcommittees, the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the directors' remuneration for the year 2026 at the aggregate amount not exceeding THB 9,000,000, which is the same amount of that in 2025. Details are set out in Attachment No. 7.

Voting: Approval of this agenda item requires a vote of not less than two-thirds of the total votes of shareholders who attend the meeting and are entitled to vote.

Agenda 7 To Consider and Approve the Appointment of Auditor and the Fixing of Audit Fee for the Year 2026

Objective and Reason: According to Section 120 of the PLCA and Article 32 of the Company's Articles of Association, the Annual General Meeting of Shareholders each year shall appoint the auditor and determine an audit fee of the Company. In 2026, the Audit Committee has selected KPMG Phoomchai Audit Limited (KPMG) to be the auditor of the Company and its subsidiaries due to its high standard, expertise in auditing, and good working record with reasonable fee, and fixed the remuneration for the year 2026 in a total amount of THB 2,057,800 (Two Million Fifty-Seven Thousand and Eight Hundred). The Company's audit fee for the year 2026 will decrease by 8.22% compared to 2025, due to a reduction in audit workload.

Board of Directors' opinion: The Board of Directors has concurred with the proposal of the Audit Committee to select the Certified Public Accountant of KPMG Phoomchai Audit Limited (KPMG) as the auditor of the Company and its subsidiaries, and resolved to propose to the 2026 Annual General Meeting of Shareholders to approve the following:

1. To approve the appointment of KPMG Phoomchai Audit Limited (KPMG) as the auditor of the Company as follows:

| | Name | CPA No. |
|----|--|----------------|
| 1. | Mr. Bunyarit Thanormcharoen (signed the Financial Statements of the Company FY 2024-2025) <u>or</u> | 7900 |
| 2. | Ms. Chanarat Chanwa (never signs the Financial Statements of the Company) <u>or</u> | 9052 |
| 3. | Ms. Vilaivan Pholprasert (never signs the Financial Statements of the Company) | 8420 |

One of the auditors has authorization to audit and sign the audit report in relation to the financial statements of the Company. In case that any auditor cannot perform their duty, the other auditors shall perform.

The proposed audit firm and auditors have no relationship and/or conflict of interest with the Company/subsidiaries/management/major shareholders, or persons related to the said parties. The proposed auditors are, therefore, independent to audit and express their opinions on the Company's financial statements. The profiles and experiences of auditors are set out in Attachment No. 8.

Furthermore, the Company has some subsidiaries in Thailand and overseas that appoint the same auditors from KPMG in 2026. However, some small subsidiaries in Thailand and overseas may appoint auditors from other audit firms as appropriate for the size of business. The Board of Directors will oversee the preparation of the consolidated financial statements to be completed within their schedules.

2. To fix the remuneration for the year 2026 of the Company of THB 2,057,800 compared to those of 2025 and 2024 as follows:

| Audit Fee (Unit: THB) | Year 2026 (Proposing year) | Year 2025 | Year 202 |
|--|-------------------------------|------------------|------------------|
| | KPMG | KPMG | KPMG |
| Statutory Financial Statements | 1,395,800 | 1,580,000 | 1,810,000 |
| Interim Financial Statements, 3 Quarters | 662,000 | 662,000 | 642,000 |
| Total | 2,057,800 | 2,242,000 | 2,452,000 |

The Company's audit fee for the year 2026 will decrease by 8.22% compared to 2025, due to a reduction in audit workload.

In the past financial year, the subsidiaries in overseas had the Non-Audit Fee for tax consulting service provided by KPMG, Malé, Republic of Maldives. The fee of USD 4,025 will be paid by the subsidiaries in the next year (2025: USD 5,425).

Voting: Approval of this agenda item requires a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 8 To Consider and Approve the Amendment to the Dividend Payment Policy

Objective and Reason: To provide flexibility in the Company's Dividend Payment Policy and to enable the Board of Directors to consider and allocate dividends appropriately in light of the Company's investments, use of proceeds plans, and other relevant factors.

Board of Directors' Opinion: The Board of Directors deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders to approve an amendment to the Dividend Payment Policy to enhance flexibility. The Board will consider dividend allocation as appropriate, in light of the Company's investments, use of proceeds plans, and other relevant factors, while taking into account the best interests of shareholders. The details are as follows:

| Dividend Payment Policy (Existing) | Dividend Payment Policy (Proposed) |
|--|---|
| The Company has a policy to pay dividends to its shareholders in the amount of not less than 50 percent of net income in the consolidated financial statements after tax and legal reserve (if any) and not exceeding the retained earnings presented in the Company's financial statements and not opposed the Public Limited Companies Act. However, it is subject to the Company's investment and use of proceeds plan which the Board may consider paying dividends as appropriate by taking into account shareholders' interests. | <p>The Company has a policy to pay dividends to its shareholders in the amount of not less than 50 percent of net income in the consolidated financial statements after tax and legal reserve (if any)</p> <p>In case the Company's consolidated financial statements recorded accumulated loss, the Company may consider dividend payment from retained earnings of the Company's financial statements.</p> <p>However, the dividend payment shall not be contrary to the provisions of the Public Limited Companies Act and is subject to the Company's investment and use of proceeds plan which the Board may consider paying</p> |

| Dividend Payment Policy (Existing) | Dividend Payment Policy (Proposed) |
|------------------------------------|--|
| | dividends as appropriate by taking into account shareholders' interests. |

The amendment to the Dividend Payment Policy will become effective for the financial statements ending December 31, 2026 onwards.

Voting: Approval of this agenda item requires a majority vote of the shareholders who attend the meeting and cast their votes.

Agenda 9 To Consider and Approve the Amendment to the Details of the Company's Debenture Issuance and Offering

Objective and Reason: According to the Annual General Meeting of Shareholders No. 25/2018 held on April 23, 2018, the shareholders resolved to approve an issuance and offering of any types of debentures at a total amount of not exceeding THB 5 billion for the following objectives:

- To be a source of fund for the Company's business expansion in the future according to Company's long – term strategies; Balance, Diversify and Expand.
- To be an option to the Company's funding which has lower funding cost than from financial institutions and to have flexibility to provide financing as necessary according to the condition of the market.
- To use as the working capital for business operation and/or repay partial debts of the Company.

Subsequently, at the Annual General Meeting of Shareholders No. 28/2021 held on April 29, 2021, the shareholders approved amending certain details of the debentures, including debenture maturity, to cover the issuance and offering of some types of debentures. Previously, the debenture maturity was limited to not more than seven (7) years from the debenture's issuance date; however, it was revised to remove the fixed maturity period and instead to depend on the type of debentures and market condition at the time of issuance and offering debentures in each time or in case of perpetual debentures. In the meantime, the total amount of debentures remained unchanged.

However, the current details of debenture issuance and offering, as previously approved by the shareholders, remains not conducive to implementation. Accordingly, the Board of Directors deemed it appropriate to propose an amendment to the details of the Company's debenture issuance and offering for approval at the Annual General Meeting of Shareholders, to align with the abovementioned objectives and to facilitate and support the Company's future debenture issuance and offering.

Board of Directors' Opinion: The Board of Directors deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders to approve the amendment to the details of the Company's debenture issuance and offering, as proposed. Details are as follows:

| Description | Current | Proposed Amendments |
|--------------|---|--|
| Total Amount | <p>The total principal amount of debentures (at par value) of each offering, when calculated with the aggregate amount of all outstanding debentures (at par value) issued by the Company at any time, totaling not exceed Baht 5 billion (or equivalent in any other currency). The principal amount of the debentures redeemed and/or purchased and/or repaid by the Company shall be counted towards the remaining principal amount of debentures that can be issued by the Company (Revolving Principal Basis).</p> <p>In the event that the Company issues debentures to refinance existing debentures (issuance of new debentures to use such fund to repay and/or replace existing debentures), the principal amount of existing debentures to be redeemed <u>on the issue and offering date of</u> the new debentures issued to refinance such existing debentures shall not be counted as part of the existing debentures which have not been redeemed in the calculation of the remaining principal amount of the debentures that can be issued by the Company.</p> | <p>The total principal amount of debentures (at par value) of each offering, when calculated with the aggregate amount of all outstanding debentures (at par value) issued by the Company at any time, totaling not exceed Baht 7 billion (or equivalent in any other currency). The principal amount of the debentures redeemed and/or purchased and/or repaid by the Company shall be counted towards the remaining principal amount of debentures that can be issued by the Company (Revolving Principal Basis).</p> <p>In the event that the Company issues debentures to refinance existing debentures (issuance of new debentures to use such fund to repay and/or replace existing debentures), the principal amount of existing debentures to be redeemed <u>on or after the issue and offering date of</u> the new debentures issued to refinance such existing debentures shall not be counted as part of the existing debentures which have not been redeemed in the calculation of the remaining principal amount of the debentures that can be issued by the Company.</p> |

Remark: Other details remain unchanged, as shown in Attachment No. 9.

Voting: Approval of this agenda item requires a vote of not less than three-fourths of the total votes of shareholders who attend the meeting and are entitled to vote.

Agenda 10 To Consider and Approve the Amendment to Article 12 of the Company’s Articles of Association

Objective and Reason: To ensure that the composition of the Company’s Board of Directors is appropriate and proportionate to the Company’s business size and its corporate governance structure.

Board of Directors’ Opinion: The Board of Directors deemed it appropriate to propose to the 2026 Annual General Meeting of Shareholders to approve an amendment to Article 12 (Number of directors) of the Company’s Articles of

Association to align with the Company’s business size and corporate governance structure, as detailed below:

| Current | Proposed Amendments |
|--|---|
| Article 12 The Company shall have a board of directors consisting of at least six (6) directors and not exceeding nineteen (19) directors and not less than half of them shall reside within the Kingdom. | Article 12 The Company shall have a board of directors consisting of at least six (6) directors and not exceeding fifteen (15) directors and not less than half of them shall reside within the Kingdom. |

Furthermore, to facilitate the smooth and orderly registration of the amendment to the Company’s Articles of Association—which may require textual or wording adjustments in the Articles or in the minutes of the shareholders’ meeting pursuant to any order, recommendation, or opinion of the Registrar of the Department of Business Development, Ministry of Commerce, or the officers of any other relevant authorities—it was deemed appropriate to approve the delegation of authority to: (a) the Chairman of the Executive Committee or the Group Chief Executive Officer; or (b) any other person designated by the Chairman of the Executive Committee or the Group Chief Executive Officer, to make amendments to the wording or texts in any documents and/or applications in connection with the filing for registration of the amendment to the Articles of Association with the Department of Business Development, Ministry of Commerce, provided that such amendments do not affect the material substance of the amendment to the Company’s Articles of Association.

Voting: Approval of this agenda item requires a vote of not less than three-fourths of the total votes of shareholders who attend the meeting and are entitled to vote.

Agenda 11 To consider other matters (if any)

Board of Directors’ opinion: This agenda should be included to provide an opportunity for shareholders who wish to consider matters other than those specified by the Board of Directors.

However, the Board of Directors is of the opinion that the Annual General Meeting of Shareholders should not consider any other matters apart from those specified in the Notice of Meeting, in line with the Corporate Governance Code for Listed Companies (2017) and the AGM Checklist, to ensure fairness and equal treatment of all shareholders.

All shareholders are cordially invited to attend the Annual General Meeting of Shareholders No. 33/2026 **via electronic media (E-Meeting) only on Monday, April 27, 2026 at 14.00 hrs. (The Company has not arranged a physical venue).** The Company has fixed the Record Date on which shareholders have the rights to attend the Annual General Meeting of Shareholders No. 33/2026 on March 27, 2026. The meeting attendance request form and other required documents can be submitted via E-Request in advance beginning from **Monday, April 20, 2026, at 08.30 hrs. until the meeting is adjourned.** After your submitted request form has been verified and approved, the registered shareholder or proxy will receive an approval notification email containing information about username and password and a link to register and attend the meeting on the meeting day (April 27, 2026). The E-Meeting system will be accessible for meeting registration on Monday, April 27, 2026, from 12.00 hrs. until the meeting is adjourned.

Shareholders or proxies can access the E-Request at:
<https://fort.inventech.co.th/DUSIT764928R/#/homepage>



or scan QR Code


For shareholders who wish to appoint a proxy to attend and vote on their behalf in the meeting, please kindly complete and duly sign either Proxy Form A or Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) provided herewith as Attachment No. 18 or download them from the Company's website at www.dusit-international.com and **execute only one of the aforementioned forms**. Then, submit the meeting attendance request form and other required documents via E-Request. The shareholders can find the details of documents required to attend the meeting, appointment of proxy, submission of meeting attendance request form (E-Request) and voting, counting, and announcement of the vote for meeting via electronic media (E-Meeting) in Attachment No. 11 the details about procedures for submitting meeting attendance request form (E-Request) and using electronic meeting systems (E-Meeting) in Attachment No. 12.

The shareholders can appoint the Company's independent director to act as your proxy to vote on your behalf by giving a clear vote instruction for each agenda item (please use Proxy Form B). Profiles of the Independent Directors proposed by the Company for appointment as proxy by the shareholders, being Professor Emeritus Dr. Khunying Suchada Kiranandana, Mr. Teerapol Chotichanapibal, and Ms. Piyaporn Phanachet, are set out in Attachment No. 13. The shareholders are requested to **submit the completed Proxy Form with the required documents to the Company via post in advance so that the Company can receive them by Friday, April 24, 2026, at 17.00 hrs.** For your convenience, the Company will facilitate the affixing of stamp duty to the Proxy Form submitted to the Company.

In addition, the shareholders can also appoint the independent directors of the Company via e-Proxy Voting provided by Thailand Securities Depository Co., Ltd., which is accessible via Investor Portal System (IVP) at <https://ivp.tsd.co.th/signin>. The shareholders are requested to fill in the shareholders' information via the e-Proxy Voting rather than submitting a physical proxy form and relevant documents to the Company. Please review the details and instructions for using the e-Proxy Voting as set out in Attachment No. 19.

In this regard, for your convenience, shareholders or proxies are encouraged to submit questions in advance to the Annual General Meeting of Shareholders by Friday, April 24, 2026, at 17.00 hrs. via channels provided (please use the Form for submission of questions in advance provided herewith as Attachment 16). Questions will then be gathered, and only those directly related to the agenda items where voting is involved will be addressed during the meeting. The minutes of the Annual General Meeting of Shareholders will be disclosed on the SETLink and published on the Company's website within 14 days of the meeting adjourned.

Sincerely yours,
By Order of the Board of Directors,



(Miss Mantanee Surakarnkul)
Company Secretary

Remark: The Notice to Shareholders and its attachments are publicized on the Company's website at www.dusit-international.com. For any question concerning the agenda items or other questions relating to the Company, shareholders can send them to the Company by Friday, April 24, 2026, at 17.00 hrs., through E-mail: comsec@dusit.com or the Company's address.

Company Secretary Office
Tel: 0-2200-9999 ext. 3638, 3062-3, 3067

For inquiries about E-Meeting system/technical support, please contact:

Call Center Tel: 02-931-9138 (available from April 20-27, 2026 during 08.30 – 17.30 hrs. (Business days only)).

The supporting document of Agenda 1: To Acknowledge the Board of Directors' Report of the 2025 Performance

**Annual Report 2025 (Form 56-1 One Report) in QR Code
as appeared on the Notification of Meeting**



The supporting document of Agenda 2: To Consider and Approve the Audited Financial Statements for the Year Ended December 31, 2025 and the Auditor's Report

**Summary of Financial Statements for the year ended December 31, 2025
The Statement of Financial Position for the year ended December 31, 2025 and 2024**

Unit: THB Million

| Description | Consolidated financial statements | | Change | Separate financial statements | | Change |
|--|-----------------------------------|-------------|---------------|-------------------------------|-------------|---------------|
| | 2025 | 2024 | | 2025 | 2024 | |
| Total assets | 39,722 | 38,309 | 1,413 | 16,418 | 16,472 | (54) |
| Total liabilities | 31,460 | 29,521 | 1,939 | 12,049 | 11,798 | 251 |
| Total equity | 8,262 | 8,788 | (526) | 4,369 | 4,674 | (305) |
| Equity attributable to owners of the Company | 6,726 | 7,209 | (483) | 4,369 | 4,674 | (305) |
| Book value per share (THB) | 7.96 | 8.53 | (0.57) | 5.14 | 5.50 | (0.36) |

The Statement of Income for the year ended December 31, 2025 and 2024

Unit: THB Million

| Description | Consolidated financial statements | | Change | Separate financial statements | | Change |
|---|-----------------------------------|---------------|---------------|-------------------------------|---------------|-------------|
| | 2025 | 2024 | | 2025 | 2024 | |
| Revenue from sales and services | 7,851 | 10,109 | (2,258) | 880 | 1,163 | (283) |
| Less Cost of sales and services | (4,508) | (6,554) | 2,046 | (402) | (515) | 113 |
| Less Cost of services – depreciation and amortization | (870) | (751) | (119) | (142) | (240) | 98 |
| Gross profit (loss) | 2,473 | 2,804 | (331) | 336 | 408 | (72) |
| Total other income | 1,073 | 972 | 101 | 1,439 | 1,327 | 112 |
| Profit before expenses | 3,546 | 3,776 | (230) | 1,775 | 1,735 | 40 |
| Less Total expenses | (3,181) | (3,207) | 26 | (1,416) | (1,487) | 71 |
| Profit from operations | 365 | 569 | (204) | 359 | 248 | 111 |
| Finance costs | (722) | (589) | (133) | (503) | (545) | 42 |
| Share of profit (loss) from investments accounted for using the equity method | 13 | 124 | (111) | - | - | - |
| Profit (loss) before income tax expenses | (344) | 104 | (448) | (144) | (297) | 153 |
| Less Tax (expense) income | (127) | (255) | 128 | (42) | (6) | (36) |
| Profit (loss) for the year | (471) | (151) | (320) | (186) | (303) | 117 |
| Profit (loss) attributable to owners of the Company | (453) | (237) | (216) | (186) | (303) | 117 |
| Profit (loss) attributable to non – controlling interests | (18) | 86 | (104) | - | - | - |
| Earnings (loss) per share | | | | | | |
| - Owners of the Company (THB) | (0.68) | (0.42) | (0.26) | (0.36) | (0.50) | 0.14 |

Details are shown in the Financial Statements of the Company's 2025 Annual Report (Form 56-1 One Report) English version, pages 246-359, in the form of QR Code submitted together with this Notice (Attachment No. 1).

The supporting document of Agenda 3: To Consider and Approve the Omission of Dividend Payment for the 2025 Performance

Information of 2025 dividend payment compared to that of 2024

| Details of Dividend Payment | Unit | Year 2025 | Year 2024 |
|---|--------------------|------------------|------------------|
| 1. Profit (loss) excluding Dusit Thani College | THB Million | (484) | (265) |
| <i>Less</i> cumulative interest for the period on perpetual subordinated debentures | THB Million | (120) | (120) |
| Profit (loss) used in calculation of earnings (loss) per share, excluding Dusit Thani College | THB Million | (604) | (385) |
| Profit from Dusit Thani College ⁽¹⁾ | THB Million | 31 | 28 |
| Total profit (loss) | THB Million | (573) | (357) |
| 2. Number of Shares | Million Shares | 850 | 850 |
| 3. Profit (loss) per share excluding Dusit Thani College | THB/Share | (0.72) | (0.45) |
| Profit per share from Dusit Thani College | THB/Share | 0.04 | 0.03 |
| Total profit (loss) per share | THB/Share | (0.68) | (0.42) |
| 4. Dividend for the year | THB/Share | - | - |
| 5. Dividend paid | THB Million | - | - |
| 6. Dividend payment compared to profit (loss) | (%) | - | - |

Remark: ⁽¹⁾ The Private Higher Education Institutions Act B.E.2546 Amendment (No.2) B.E.2550 requires that a private higher education institution shall allocate not over 30 percent of its annual excess revenues over expenses as benefit to the licensor after allocated to specific funds.

The supporting document of Agenda 4: To Consider and Approve the Election of Directors to Replace Those Retiring by Rotation

Profile of the persons nominated as directors to replace those retiring by rotation

1. The profile of the nominated persons

1.1 Ms. Piyaporn Phanachet

Type of Director Independent Director considered by the Nomination, Remuneration and Corporate Governance Committee and the Board of Directors

Age 59 years



Education

- Master of Science in Real Estate Development, Massachusetts Institute of Technology (MIT)
- MBA, University of New Hampshire, USA
- Bachelor's Degree in Accounting, Faculty of Commerce and Accountancy, Chulalongkorn University

Trainings with Thai Institute of Directors (IOD)

- Director Certification Program (DCP), Class 237/2017
- Director Leadership Certification Program (DLCP), Class 3/2021
- Role of the Chairman Program (RCP), Class 53/2023
- Board Nomination and Compensation Program (BNCP), Class 17/2023
- ESG in the Boardroom: The Practical Guide for Board – Successful Formulation & Execution of Strategy (SFE), Class 43/2023
- Subsidiary Governance Program (SGP), Class 9/2024
- Advanced Audit Committee Program (AACCP), Class 58/2025
- Successful Formulation & Execution of Strategy (SFE), Class 43/2023

Trainings/Other Seminars

- Executive Coaching Certificate, Berkeley Executive Coaching Institute
- E: Engage, Empower and Execute Program, 2019, SEAC (Southeast Asia Center)
- Sustainable Business Strategy from Harvard Business School Online

| | | | |
|--|---|-------------|--|
| Position in the company | Independent Director / Audit Committee Member | | |
| Director Appointing Date | March 25, 2022 | | |
| Number of years as Director (as of the date of 2026 AGM) | 4 years | | |
| Position in Subsidiaries | None | | |
| Position in other listed companies 2020 – Present | Director | 1 company | TCM Corporation Public Company Limited |
| Position in other businesses Feb 2026 - Present | Honorary Chairperson | 4 companies | Kasikorn Research Center Co., Ltd. |

| | | |
|----------------|--|---|
| 2022 – Present | Chairperson of IOD Community of Practices – Sustainability Community | Thai Institute of Directors Association (IOD) |
| 2019 – Present | Director and Treasurer | 100 Tonsan Foundation |
| 2008 – Present | Chairman of CPMG Committee | Thailand Management Association (TMA) |

Other positions in other company doing business of a similar nature competing with the Company that may cause conflict of interest: -None-

Experiences

| | | |
|----------------------|--|--|
| 2024 – February 2026 | Independent Director / Audit Committee Member / Credit and Investment Committee Member / Risk Oversight Committee Member | Kasikornbank Public Company Limited |
| 2022 - 2024 | Nomination and Remuneration Committee Member | Humanica Plc. |
| 2021 – January 2026 | Chief Executive Officer | TCM Corporation Public Company Limited |
| 2021 – February 2026 | Director | Royal Thai Surface Co., Ltd. and its affiliated companies |
| 2021 – February 2026 | Director | TCMC HK (2017) Limited and its affiliated companies |
| 2021 – February 2026 | Director | Manor (2016) Holdings Limited and its affiliated companies |
| 2021 – 2024 | Audit Committee Member | Humanica Public Company Limited |
| 2020 – January 2026 | Executive Director | TCM Corporation Public Company Limited |
| 2020 – February 2026 | Director | TCM Living Co., Ltd. |
| 2020 – February 2026 | Director | TCH Suminoe Co., Ltd. |

Ms. Piyaporn Phanachet possesses all the qualifications required under the Public Limited Companies Act and is listed in Thai Whitelist as of March 27, 2026.

Meeting Attendance in 2025

| | | |
|--|-------|----------|
| 1. Board of Directors Meeting | 15/15 | meetings |
| 2. Meeting without the Management | 1/1 | meeting |
| 3. Audit Committee Meeting | 9/9 | meetings |
| 4. Annual General Meeting of Shareholders | 1/1 | meeting |
| 5. Extraordinary General Meeting of Shareholders | 1/1 | meeting |

1.2 Mr. Kanit Sarasin

Type of Director Director considered by the Nomination, Remuneration and Corporate Governance Committee and the Board of Directors

Age 62 years



Education

- Master of Business Administration (MBA), Boston University, United States
- Bachelor of Engineering (Mechanical Engineering), Chiang Mai University

Trainings with Thai Institute of Directors (IOD) None

Trainings/Other Seminars None

Position in the company Director

Director Appointing Date February 16, 2026

Number of years as Director 2 months
(as of the date of 2026 AGM)

Position in Subsidiaries None

Position in other listed companies None

Position in other businesses 6 companies

| | | |
|----------------|---------------------------------------|--|
| 2020 – Present | Managing Director | KSS 2020 Company Limited |
| 2019 – Present | Executive Director | M&A Security Guard Company Limited |
| 2017 – Present | Director | Sarasin Company Limited |
| 2005 – Present | Managing Director | Mission Success 2005 Company Limited |
| 2002 – Present | Director / Executive Committee Member | Police General Pow Sarasin Foundation |
| 1990 – Present | Managing Director | Construction Accessorise Company Limited |

Other positions in other company doing business of a similar nature competing with the Company that may cause conflict of interest: None

Experiences None

Mr. Kanit Sarasin possesses all qualifications required under the Public Limited Companies Act and does not exhibit any characteristics of untrustworthiness as defined under the Securities and Exchange Act (Notification Kor Jor. 3/2560).

Meeting Attendance in 2025 None¹

¹ Mr. Kanit Sarasin was appointed as director in replacement of Mrs. Since Thienprasiddhi, who resigned from her position, with effect from February 16, 2026 onwards. As a result, there is no record of his attendance at meetings held in 2025.

1.3 Mr. Pakhawat Kovithvathanaphong



Type of Director Director considered by the Nomination, Remuneration and Corporate Governance Committee and the Board of Directors

Age 77 years

Education

- Master's degree in Finance, Wharton School, University of Pennsylvania, United States
- Bachelor's degree in Economics (First-Class Honors), Thammasat University

Trainings with Thai Institute of Directors (IOD)

- Director Certification Program (DCP), Batch 58/2005
- Corporate Governance for Capital Market Intermediaries, Batch Exclusive 2014
- Hot Issue for Directors; Empowering Boards: Enhancing Governance, Standards, and Financial Insights, Class 4/2024

Trainings/Other Seminars

- Certificate of Leadership Program, Capital Market Academy, Batch 5
- Bachelor's degree, Thailand National Defense College ,Batch 344
- Certificate course of Corporate Governance for Director and Senior Executive of State Enterprises and Public Organization, King Prajadhipok's Institute, Batch 15
- Executive Program in "Energy Literacy for a Sustainable Future" TEA Class 12, Thailand Energy Academy
- Thai-Chinese Leadership Studies (TCL) Class 5, Huachiew Chalermprakiet University
- The Audit Committee Seminar, titled "Creative Accounting Frauds, Ecomic Updates and Trends on ESG and CO₂ Emission", EY Corporate Services Limited
- A Blue Ocean Strategy and Recovery, Tsinghua University
- S&P Global Ratings and TRIS Rating Thailand Credit Spotlight
- Overview of Fundraising with Digital Assets, Capital Market Academy
- An Overview of Changes of Law Regulatory Highlights and Technology Advancement, EY

Position in the company Director/ Investment Committee Chairman

Director Appointing Date March 1, 2017 to May 28, 2025 (8 years 3 months); and September 12, 2025 to the date of the 2026 AGM (7 months)

Number of years as Director 8 years 10 months (include the appointments of abovementioned)
(as of the date of 2026 AGM)

Position in Subsidiaries None

Position in other listed companies 2 companies

| | | |
|--------------------|---|-----------------------------------|
| Feb 2026 – Present | Independent Director / Audit Committee Member | Window Asia Plc. |
| 2018 – Present | Independent Director/ Chairman of the Audit Committee | P.C.S. Machine Group Holding Plc. |

Position in other businesses 4 companies

| | | |
|----------------|--|--|
| 2020 – Present | Director/ Nomination and Remuneration Committee Member | Tris Rating Co., Ltd. |
| 2014 – Present | Director | Sukhumvit 62 Medical Co., Ltd. |
| 2010 – Present | Advisor to the Board | Association of Thai Securities Companies |

2019 – Present Vice Chairman Thai Listed Companies Association

Other positions in other company doing business of a similar nature competing with the Company that may cause conflict of interest: None

Experiences

| | | |
|-----------------|--|---|
| 2019 – May 2025 | Chairman of the Investment Committee | Dusit Thani Public Company Limited |
| 2017 – May 2025 | Independent Director | Dusit Thani Public Company Limited |
| 2016 – 2025 | Chairman of the Board | Trinity Watthana Public Company Limited |
| 2017 – 2024 | Chairman of the Board | Smart ID Group Company Limited |
| 1999 – 2023 | Independent Director/ Chairman of the Audit Committee | Land and Houses Public Company Limited |

Mr. Pakhawat Kovithvathanaphong possesses all the qualifications required under the Public Limited Companies Act and is listed in Thai Whitelist as of March 27, 2026.

Meeting Attendance in 2025

| | | |
|--|-------|----------|
| 1. Board of Directors Meeting | 10/10 | meetings |
| 2. Annual General Meeting of Shareholders | 1/1 | meeting |
| 3. Extraordinary General Meeting of Shareholders | 1/1 | meeting |

1.4 Mr. Somprasong Boonyachai

Type of Director Independent Director
considered by the Nomination, Remuneration and
Corporate Governance Committee and the Board of
Directors

Age 71 years



Education

- Master's degree in Engineering (Industrial Engineering and Management – IE&M), Asian Institute of Technology (AIT)
- Bachelor's degree in Engineering (Industrial Engineering), King Mongkut's University of Technology Thonburi

Trainings with Thai Institute of Directors (IOD)

- Director Certification Program (DCP), Class 65/2005
- Directors Accreditation Program (DAP), Class 30/2004
- Role of the Chairman Program (RCP), Class 21/2009

Trainings/Other Seminars

- High Performance Board Program, 2015, IMD Business School, Switzerland
- The Executive Program in Energy Literacy (TEA), Class 4, Thailand Energy Academy
- The Program for Senior Executives on Justice Administration, Class 17, Judicial Training Institute, Court of Justice Thailand
- Corporate Restructuring, Mergers, and Acquisitions Program, Harvard Business School, USA
- Top Executive Program in Commerce and Trade (TEPCoT), Class 4, organized by the Thai Chamber of Commerce in collaboration with the Ministry of Commerce of Thailand
- Capital Market Academy Leadership Program (CMA), Class 6, Capital Market Academy
- Politics and Governance in Democratic Systems for Executives Program, Class 11, King Prajadhipok's Institute

Position in the company Independent Director / Investment Committee Member

Director Appointing Date July 1, 2017 to May 28, 2025 (7 years 11 months); and
September 12, 2025 to the date of 2026 AGM (7 months)

Number of years as Director 8 years 6 months (include the appointments of abovementioned)
(as of the date of 2026 AGM)

Position in Subsidiaries None

| Position in other listed companies | | 3 companies |
|---|--|------------------------------|
| 2022 – Present | Independent Director/ Member of Sustainability, Governance and Risk Management Committee | Gulf Energy Development Plc. |
| 2021 – Present | Chairman/ Independent Director/ Chairman of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee | Osotspa Plc. |
| 2017 – Present | Director/ Non-Executive Director/ Chairman of the Corporate Governance Committee | BEC World Plc. |

| | | |
|-------------------------------------|-------------------|--|
| Position in other businesses | 3 companies | |
| 2019 – Present | Honorary Director | King Mongkut’s University of Technology Thonburi |
| 2018 – Present | Honorary Director | Geo-Informatics and Space Technology Development Agency (Public Organization) |
| 2017 – Present | Director | National Strategy Committee for the Development and Capacity Building of Human Resources |

Other positions in other company doing business of a similar nature competing with the Company that may cause conflict of interest: None

Experiences

| | | |
|-----------------|--|---|
| 2021 – 2025 | Chairman of the Board / Independent Director | Thaicom Public Company Limited |
| 2021 – May 2025 | Nomination, Remuneration and Corporate Governance Committee Member | Dusit Thani Public Company Limited |
| 2019 – May 2025 | Investment Committee Member | Dusit Thani Public Company Limited |
| 2017 – May 2025 | Independent Director | Dusit Thani Public Company Limited |
| 2022 – 2023 | Chairman of the Board | Power Line Engineering Public Company Limited |
| 2021 – 2023 | Nomination and Compensation Committee Member | Thaicom Public Company Limited |
| 2021 – 2022 | Director | Innopower Company Limited |
| 2019 – 2021 | Sustainable Development Committee Member | Advanced Info Service Public Company Limited. |
| 2016 – 2021 | Vice Chairman of the Board / Independent Director | Osotspa Public Company Limited |
| 2008 – 2021 | Vice Chairman of the Board | Advanced Info Service Public Company Limited |
| 2007 – 2021 | Director | Intouch Holdings Public Company Limited |
| 2005 – 2021 | Director | Advanced Wireless Network Company Limited. |
| 2002 – 2023 | Independent Director/ Audit Committee Member | Power Line Engineering Public Company Limited |

Mr. Somprasong Boonyachai possesses all the qualifications required under the Public Limited Companies Act and is listed in Thai Whitelist as of March 27, 2026.

Meeting Attendance in 2025

| | | |
|--|-------|----------|
| 1. Board of Directors Meeting | 10/10 | meetings |
| 2. Annual General Meeting of Shareholders | 1/1 | meeting |
| 3. Extraordinary General Meeting of Shareholders | 1/1 | meeting |

2. Shareholdings in Dusit Thani Public Company Limited of nominated persons as of March 27, 2026 (Record Date).

| Nominated persons | No. of shareholding | | Total shares | % of issued shares |
|------------------------------------|--------------------------|--|--------------------|--------------------|
| | Hold by himself/ herself | Hold by related person (included holding by spouse and minor children) | | |
| 1. Ms. Piyaporn Phanachet | - | - | - | - |
| 2. Mr. Kanit Sarasin | - | 4,200,000* 1,000** | 4,200,000 1,000 | 0.49 0.00 |
| 3. Mr. Pakhawat Kovithvathanaphong | - | - | - | - |
| 4. Mr. Somprasong Boonyachai | - | - | - | - |

Remark * held by Sarasin Co., Ltd. of that Mr. Kanit Sarasin is a director.

**held by Mrs. Amara Sarasin, who is the spouse.

3. Relationship characteristics of nominated persons with qualification of independent directors.

| Relationship Characteristics | Name of nominated person qualified as independent directors | |
|--|--|---------------------------|
| | Ms. Piyaporn Phanachet | Mr. Somprasong Boonyachai |
| Holding DUSIT shares - Amount holding by himself/ herself - Amount holding by related person - % of issued shares having voting rights | None None None | None None None |
| Being close relatives to executive/ major shareholders/ controlling person or person to be nominated as executive/ controlling person of the Company and subsidiaries | None | None |
| Having relationship in any of these characteristics to DUSIT/ parent company/ subsidiary companies/ associated companies/ major shareholders or controlling person either at present or during the past 2 years - Being an executive director, staff, employee or advisor who receives salary - Being a professional service provider who receives service fees exceeding 2 million Baht per year or an auditor - Having business relationship (such as buy/ sell raw materials/ products/ services/ lending/ borrowing) specify transaction size | None None Having commercial transactions on an arm's length basis amounting to THB 4.50 million ² | None None None |

² The transaction size is less than 3 percent of the net tangible assets of Dusit Thani Public Company Limited, based on the consolidated financial statements

| Relationship Characteristics | Name of nominated person qualified as independent directors | |
|---|--|----------------------------------|
| | Ms. Piyaporn Phanachet | Mr. Somprasong Boonyachai |
| Being a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company | None | None |
| Undertaking any business in the same nature and in competition with the business of the Company or its subsidiary | None | None |
| Having characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business | None | None |

The supporting document of Agenda 5: To Consider and Approve the Election of the New Directors

Profiles of the persons nominated as the new directors

1. The profile of the nominated persons

1.1 Mrs. Pranee Phasipol

Proposed Type of Directorship Independent Director
considered by the Nomination, Remuneration and Corporate Governance Committee and the Board of Directors



Current Position None

Age 76 years

Education

- Master of Science in Accounting, Thammasat University
- Bachelor of Business Administration, Major: Accounting (Second-Class Honors), Thammasat University
- National Defence Course Certificate (Public–Private Sector Program), Academic Year 2003–2004
- Certificate in Public Law, Class 9, Thammasat University in collaboration with the Office of the Council of State
- Top Executive Program in Commerce and Trade (TEPCoT), Class 2, Commerce Academy
- Certificate of Civil Service Executive Development Program, Course 1, Class 30, Office of the Civil Service Commission
- Certificate in Change Management, Ripa International, United Kingdom
- Certified Public Accountant (CPA), Federation of Accounting Professions Under the Royal Patronage of His Majesty the King
- Forensic Accounting Certificate (FAC), Class 1/2020, Federation of Accounting Professions Under the Royal Patronage of His Majesty the King

Trainings with Thai Institute of Directors (IOD)

- Director Certification Program (DCP), Class 10/2001
- Director Certification Program Update (DCP), Class 3/2015
- Anti-Corruption for Executive Program
- Role of Compensation Committee, Class 20/2015
- Risk Management Program for Corporate Leaders, Class 1/2015
- Risk Management Plan, Class 11/2016
- Nomination and Role of the Governance Committee, Class 8/2016
- Board Matters and Trends, Class 2/2017
- Boardroom Success Through Financing & Investment (BFI), Class 4/2018
- Talent Management Course: Development and Succession Planning
- IT Governance and Cyber Resilience Program
- Chairman Forum 2019: “Successful Corporate Culture Change: From Policy to Practice”
- Advanced Audit Committee Program (AACP), Class 43/2022
- Role of Chairman Program (RCP), Class 49/2022
- Corporate Governance Program of Insurance Company (CIC), Class 2/2022
- Refreshment Training Program, Class 11/2023
- Successful Formulation and Execution of Strategy (SDF), Class 45/2024
- Emerging Audit Standards and Implications for the Audit Committee
- Hot Issues for Directors: Empowering Boards – Enhancing Governance, Standards, and Financial Insight

Trainings/Other Seminars

- Audit Quality Development Program, conducted by the Securities and Exchange Commission of Thailand
- Insight in SET: AC Forum – “Growth and Sustainability in the Capital Market”, organized by the Stock Exchange of Thailand
- TFRS 2024 Financial Reporting Standards and Key Accounting Issues for Listed Companies, organized by the Stock Exchange of Thailand

Position in the company None

Position in subsidiaries None

Position in other listed companies 2 companies

| | | |
|----------------|---|-------------------------|
| 2023 - Present | Independent Director / Corporate Governance Committee Member / Chairman of the Audit Committee / Chairman of the Investment Committee | Thaivivat Holdings Plc. |
| 2014 - Present | Independent Director / Chairman of the Audit Committee / Nomination and Remuneration Committee Member | SCI Electric Plc. |

Position in other businesses 2 companies

| | | |
|----------------|--|--|
| 2014 - Present | Expert Committee Member, Subcommittee on the Code of Ethics for Professional Accountants | Federation of Accounting Professions Under the Royal Patronage of His Majesty the King |
| Present | Sub-Committee Member, CPA Examination Management Sub-Committee | Federation of Accounting Professions Under the Royal Patronage of His Majesty the King |

Other positions in other companies doing business of a similar nature competing with the Company that may cause conflict of interest: None

Experiences

| | | |
|-----------------|--|--|
| 2022 – May 2025 | Chairman of the Audit Committee / Independent Director | Dusit Thani Public Company Limited |
| 2013 – May 2025 | Independent Director / Audit Committee Member | Dusit Thani Public Company Limited |
| 2015 – 2023 | Independent Director / Chairman of the Audit Committee / Chairman of the Investment Committee / Chairman of the Corporate Governance Committee | Thaivivat Insurance Public Company Limited. |
| 2001 – 2021 | Expert Committee Member in Finance and Accounting | Office of the Civil Service Commission of Thailand |
| 2017 – 2020 | Advisor to the Board | Federation of Accounting Professions Under the Royal Patronage of His Majesty the King |
| 2015 – 2019 | Remuneration Committee Member / Corporate Governance and Nomination Committee Member | Dusit Thani Public Company Limited |

Mrs. Pranee Phasipol possesses all the qualifications required under the Public Limited Companies Act and is listed in Thai Whitelist as of March 27, 2026.

1.2 Mrs. Sunit Visuthikosol

Proposed Type of Directorship Independent Director
considered by the Nomination, Remuneration and Corporate Governance
Committee and the Board of Directors



Current Position None

Age 62 years

Education

- Master of Business Administration (Finance), California State University, Los Angeles, United States
- Bachelor of Science in Statistics, Faculty of Commerce and Accountancy, Chulalongkorn University

Trainings with Thai Institute of Directors (IOD)

- Director Accreditation Program (DCP) Class 208/2023
- Director's Guide to Legal Obligations and Duties (DLD) 2024

Trainings/Other Seminars

- Seminars held by Association of Thai Securities Companies
 - Business Structure for IPO, 2024
 - ESG Disclosure in Form 69-1, 2022
 - Accounting Matters: M&A and Financial Instruments, 2021
 - Share-based Payments: Accounting and Case Study, 2021
 - Merger and Acquisition: Accounting, Legal and Tax, 2020

Position in the company None

Position in subsidiaries None

Position in other listed companies 1 company
2023 – Present Independent Director/ Member of the Audit Committee / Member of the Risk Management Committee Nakornthon Hospital PLC.

Position in other businesses None

Other positions in other companies doing business of a similar nature competing with the Company that may cause conflict of interest: None

Experiences

| | | |
|-------------|---|--|
| 2018 – 2022 | Senior Managing Director, Investment Banking Division | KTBST Securities Public Company Limited |
| 2016 – 2018 | Senior Managing Director, Investment Banking Division | RHB Securities (Thailand) Public Company Limited |
| 2009 – 2016 | Senior Vice President, Investment Banking Division | Siam Commercial Bank |
| 1995 – 2009 | Senior Vice President, Investment Banking Division | SCB Securities Company Limited |

Mrs. Sunit Visuthikosol possesses all the qualifications required under the Public Limited Companies Act and is listed in Thai Whitelist as of March 27, 2026.

1.3 Dr. Kritinee Permsup



Proposed Type of Directorship Independent Director
considered by the Nomination, Remuneration and Corporate Governance
Committee and the Board of Directors

Current Position None

Age 41 years

Education

- Doctor of Philosophy, Marketing, Kobe University, Japan
- Master of Art in Commerce, Commerce, Kobe University, Japan
- Bachelor of Economics, Kobe University, Japan

Trainings with Thai Institute of Directors (IOD) None

Trainings/Other Seminars None

Position in the company None

Position in subsidiaries None

Position in other listed companies None

Position in other businesses 1 company
2021 – Present Lecturer Pordectorjai Company Limited

Other positions in other companies doing business of a similar nature competing with the Company that may cause conflict of interest: None

Experiences

| | | |
|-------------|----------------------------|--|
| 2013 – 2021 | Full-Time Lecturer | Faculty of Commerce and Accountancy, Chulalongkorn University |
| 2020 – 2022 | Qualified Committee Member | Association of Thai Securities Companies Training Institute (ATI) |
| 2017 – 2018 | Executive Committee Member | Chulalongkorn University Printing House |

Dr. Kritinee Permsup possesses all qualifications required under the Public Limited Companies Act and does not exhibit any characteristics of untrustworthiness as defined under the Securities and Exchange Act (Notification Kor Jor. 3/2560).

1.4 Mr. Orapong Thien-Ngern



Proposed Type of Directorship Independent Director
considered by the Nomination, Remuneration and Corporate
Governance Committee and the Board of Directors

Current Position None

Age 64 years

Education

- Master of Business Administration, Lehigh University, U.S.A.
- Master of Science, Manufacturing Systems Engineering, Lehigh University, U.S.A.
- Bachelor of Science, Civil Engineering, King Mongkut's University of Technology Thonburi (KMUTT)

Trainings with Thai Institute of Directors (IOD)

- Independent Director Forum 2025: "Role of Independent Directors in Overseas Expansion and International Markets"

Trainings/Other Seminars

- AI and Implication to Education, King Mongkut's University of Technology Thonburi (KMUTT)
- AI Landscape & Latest Development, Microsoft, Redmond U.S.A.
- Cloud Computing, Microsoft, Redmond U.S.A.
- Singapore FinTech Festival, Monetary Authority of Singapore
- Training courses of TMBThanachart Bank Plc.:
 - Banking and Technology in Japan
 - IT Risk Management Training for ROC

Position in the company None

Position in subsidiaries None

Position in other listed companies 1 company
April 2025 - Present Independent Director / Chairman of the IT Oversight Committee / Member of the Audit Committee
TMBThanachart Bank Public Company Limited.

Position in other businesses None

Other positions in other companies doing business of a similar nature competing with the Company that may cause conflict of interest: None

Experiences

| | | |
|-------------|--|----------------------------|
| 2025 | Chief of Technology and Operations | Siam Commercial Bank Plc. |
| 2023 - 2024 | President and Chief of Technology and Operations | Siam Commercial Bank Plc. |
| 2023 | Chairman | Digital Ventures Co., Ltd. |
| 2020 – 2023 | Chief Executive Officer | Digital Ventures Co., Ltd. |

Mr. Orapong Thien-Ngern possesses all the qualifications required under the Public Limited Companies Act and is listed in Thai Whitelist as of March 27, 2026.

2. Shareholdings in Dusit Thani Public Company Limited of nominated persons as of March 27, 2026 (Record Date).

| Nominated persons | No. of shareholding | | Total shares | % of issued shares |
|----------------------------|-------------------------|--|--------------|--------------------|
| | Hold by himself/herself | Hold by related person (included holding by spouse and minor children) | | |
| 1. Mrs. Pranee Phasipol | - | - | - | - |
| 2. Mrs. Sunit Visuthikosol | - | - | - | - |
| 3. Dr. Kritinee Permsup | - | - | - | - |
| 4. Mr. Orapong Thien-Ngern | - | - | - | - |

3. Relationship characteristics of nominated persons with qualification of independent directors.

| Relationship Characteristics | Name of nominated person qualified as independent directors | | | |
|--|---|-------------------------|----------------------|-------------------------|
| | Mrs. Pranee Phasipol | Mrs. Sunit Visuthikosol | Dr. Kritinee Permsup | Mr. Orapong Thien-Ngern |
| Holding DUSIT shares - Amount holding by himself/ herself - Amount holding by related person - % of issued shares having voting rights | None None None | None None None | None None None | None None None |
| Being close relatives to executive/ major shareholders/ controlling person or person to be nominated as executive/ controlling person of the Company and subsidiaries | None | None | None | None |
| Having relationship in any of these characteristics to DUSIT/ parent company/ subsidiary companies/ associated companies/ major shareholders or controlling person either at present or during the past 2 years - Being an executive director, staff, employee or advisor who receives salary - Being a professional service provider who receives service fees exceeding 2 million Baht per year or an auditor - Having business relationship (such as buy/ sell raw materials/ products/ services/ lending/ borrowing) specify transaction size | None None None | None None None | None None None | None None None |
| Being a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company | None | None | None | None |
| Undertaking any business in the same nature and in competition with the business of the Company or its subsidiary | None | None | None | None |
| Having characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business | None | None | None | None |

Definition of Independent Director of Dusit Thani Public Company Limited

- (1) Shall not hold more than 1% of total number of voting shares of the Company, its parent company, subsidiary, associate, major shareholder or controlling persons, including shares held by related persons of such independent director;
- (2) Shall not be an executive director, employee, staff member, or advisor who receives the salary from the Company, or personal advisor of a controlling person of the Company, subsidiary, affiliate or related company unless the foregoing status has ended not less than 2 years;
- (3) Shall neither have nor have ever had a business relationship, such as customer, trading partner, trading creditor, loan creditors and loan debtor and a direct or indirect financial and managerial interest with the Company, subsidiary, affiliate or related company, in a manner that may interfere with his/her independent judgment, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment as an independent director;
The term 'business relationship' in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property, the transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the applicant or his counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the Company or Baht 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for the value of connected transactions under the Notification of Capital Market Supervisory Board concerning Rules on Connected Transactions. The consideration of such indebtedness shall include indebtedness incurred during the course of 1 year prior to the date on which the business relationship with the person commences;
- (4) Shall not be a person related by blood or others in a manner that may interfere with his/her independent judgment with executives or major shareholders of the Company, subsidiary, affiliate or related company, and neither being nor having been appointed as representative to protect benefit of the Company's executives or major shareholders;
- (5) Shall not be nor have ever been an auditor of the Company, subsidiary, affiliate or other juristic persons who may have conflicts of interest, major shareholders, directors, executives or partner of an audit firm which employs auditors of the Company, subsidiary, affiliate or juristic persons who may have conflicts of interest, unless the foregoing relationship ended not less than 2 years prior to the date of appointment as an independent director;
- (6) Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding Baht 2 million per year from the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of appointment as an independent director;
- (7) Shall not be a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company;
- (8) Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary;
- (9) Shall not have characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business.

The supporting document of Agenda 6: To Determine and Approve the Directors' Remuneration for the Year 2026

Information of the Board of Directors' remuneration for the year 2026

Meeting allowance and monthly remuneration of the Board of Directors, Subcommittees, and others for the year 2026 is at the aggregate amount of not exceeding THB 9,000,000 (Nine Million Baht Only), which is the same amount of that in 2025 because it is appropriate to their duties and responsibilities, the Company's operating performance and business size, and comparable to peers. The remuneration will be effective from the date the shareholders' approval at the Annual General Meeting of Shareholders No. 33/2026.

In this regard, the Board of Directors shall be authorized to allocate the meeting allowance and monthly remuneration of each type of directors as deemed appropriate but shall not exceed THB 9,000,000.

Table of remuneration of the Board of Directors, Sub-Committees and others for the year 2026 compared to those of 2025 and 2024

Unit: THB

| Type of Remuneration | 2026 (Proposing year) | | 2025 | | 2024 | |
|--|-----------------------|------------------|------------------|------------------|------------------|------------------|
| | Actual amount | Proposed amount | Actual amount | Approved amount | Actual amount | Approved amount |
| Meeting allowance and monthly remuneration | N/A | 9,000,000 | 6,193,332 | 9,000,000 | 7,265,000 | 9,000,000 |
| Annual remuneration ^{/1} | N/A | N/A | - | - | - | - |
| Total | N/A | 9,000,000 | 6,193,332 | 9,000,000 | 7,265,000 | 9,000,000 |

Remark: ^{/1} It is considered from the Company's operating performance in the previous year.

Table of remuneration of the Board of Directors and the Subcommittees

Unit: THB

| Type of Board and Committee | Position | Monthly Remuneration (Per month: person) | | Meeting Allowance (Per meeting: person) | |
|---|--------------|---|--------|---|--------|
| | | 2026 (Proposing Year, same rate as last year) | 2025 | 2026 (Proposing Year, same rate as last year) | 2025 |
| Board of Directors | Chairman | 40,000 | 40,000 | 25,000 | 25,000 |
| | Board Member | 20,000 | 20,000 | 15,000 | 15,000 |
| Audit Committee | Chairman | 20,000 | 20,000 | 20,000 | 20,000 |
| | Member | 15,000 | 15,000 | 15,000 | 15,000 |
| Nomination, Remuneration and Corporate Governance Committee | Chairman | None | None | 20,000 | 20,000 |
| | Member | None | None | 15,000 | 15,000 |
| Investment Committee | Chairman | None | None | 20,000 | 20,000 |
| | Member | None | None | 15,000 | 15,000 |

Other Remuneration

None, the same as last year

Industrial information supporting consideration

The latest 2024 Directors' Remuneration Report surveyed by the Thai Institute of Directors Association, providing listed companies statistical information of director's remuneration, is used as basis to determine the directors' remuneration of the Company for the year 2026 as follows:

Directors' remuneration of listed company with revenues between THB 10,001-50,000 million

Board of Directors

Unit: THB

| Chairman of the Board of Directors | Median | Minimum | Maximum | Dusit Thani Public Company Limited |
|------------------------------------|--------|---------|---------|------------------------------------|
| Monthly remuneration | 50,000 | 20,000 | 260,000 | 40,000 |
| Meeting allowance per meeting | 33,000 | 10,000 | 600,000 | 25,000 |

Unit: THB

| Director | Median | Minimum | Maximum | Dusit Thani Public Company Limited |
|-------------------------------|--------|---------|---------|------------------------------------|
| Monthly remuneration | 33,333 | 12,500 | 120,000 | 20,000 |
| Meeting allowance per meeting | 25,000 | 5,000 | 300,000 | 15,000 |

Subcommittees

A) Audit Committee

Unit: THB

| Chairman of the Audit Committee | Median | Minimum | Maximum | Dusit Thani Public Company Limited |
|---------------------------------|--------|---------|---------|------------------------------------|
| Monthly remuneration | 40,000 | 4,167 | 180,000 | 20,000 |
| Meeting allowance per meeting | 33,600 | 10,000 | 125,000 | 20,000 |

Unit: THB

| Audit Committee Member | Median | Minimum | Maximum | Dusit Thani Public Company Limited |
|-------------------------------|--------|---------|---------|------------------------------------|
| Monthly remuneration | 30,000 | 2,083 | 120,000 | 15,000 |
| Meeting allowance per meeting | 20,000 | 5,000 | 125,000 | 15,000 |

B) The Nomination and Compensation Committee's meeting allowance

Unit: THB

| Person / Meeting | Median | Minimum | Maximum | Dusit Thani Public Company Limited |
|---|--------|---------|---------|------------------------------------|
| Chairman of the Nomination and Compensation Committee | 25,000 | 20,000 | 50,000 | 20,000 |
| Nomination and Compensation Committee Member | 20,000 | 10,000 | 50,000 | 15,000 |

Remark: Since the survey of the meeting allowance of the Nomination, Remuneration and Corporate Governance Committee is not available, the comparison is then made with that of the Nomination and Compensation Committee.

The supporting document of the Agenda 7: To Consider and Approve the Appointment of Auditor and the Fixing of Audit Fee for the Year 2026

Profiles of the proposed Auditors for the year 2026

1. Mr. Bunyarit Thanormcharoen
 Certified Public Accountant No. 7900
 CPA Registration Date July 1, 2005
 Company KPMG Phoomchai Audit Ltd.
 Position Audit Partner
 Education Master's degree in Accounting, Chulalongkorn University
 BBA - major in Accounting, Assumption University
 Experience 34 years
 Year of auditing the Company 2 years (FY 2024-2025)
 Relationship and/or interest and/or transaction with the Company that may create a conflict of interest with the Company, its subsidiaries, executives, major shareholders of any persons related thereto: -None-

2. Ms. Chanarat Chanwa
 Certified Public Accountant No. 9052
 CPA Registration Date July 1, 2007
 Company KPMG Phoomchai Audit Ltd.
 Position Audit Partner
 Education Bachelor of Accounting, Thammasat University
 Experience 23 years
 Year of auditing the Company None
 Relationship and/or interest and/or transaction with the Company that may create a conflict of interest with the Company, its subsidiaries, executives, major shareholders of any persons related thereto: -None-

3. Ms. Vilaivan Pholprasert
 Certified Public Accountant No. 8420
 CPA Registration Date October 1, 2006
 Company KPMG Phoomchai Audit Ltd.
 Position Audit Partner
 Education Bachelor's degree in Accounting, Kasetsart University
 Experience 25 years
 Year of auditing the Company None
 Relationship and/or interest and/or transaction with the Company that may create a conflict of interest with the Company, its subsidiaries, executives, major shareholders of any persons related thereto: -None-

The supporting document of the Agenda 9: To Consider and Approve the Amendment to the Details of the Company's Debenture Issuance and Offering

Details of the Company's Debentures Issuance and Offering

| Description | Current | New |
|--------------------|---|--|
| Type of Debentures | Any and all types of debentures, including without limitation, name registered debentures, bearer debentures, secured or unsecured debentures, with or without debentureholders' representative, and subordinated or unsubordinated debentures, depending on market conditions or any other factor at the time of each issuance | -same- |
| Total Amount | <p>The total principal amount of debentures (at par value) of each offering, when calculated with the aggregate amount of all outstanding debentures (at par value) issued by the Company at any time, totaling not exceed Baht 5 Billion (or equivalent in any other currency). The principal amount of the debentures redeemed and/or purchased and/or repaid by the Company shall be counted towards the remaining principal amount of debentures that can be issued by the Company (Revolving Principal Basis).</p> <p>In the event that the Company issues debentures to refinance existing debentures (issuance of new debentures to use such fund to repay and/or replace existing debentures), the principal amount of existing debentures to be redeemed <u>on the issue and offering date of</u> the new debentures issued to refinance such existing debentures shall not be counted as part of the existing debentures which have not been redeemed in the calculation of the remaining principal amount of the debentures that can be issued by the Company.</p> | <p>The total principal amount of debentures (at par value) of each offering, when calculated with the aggregate amount of all outstanding debentures (at par value) issued by the Company at any time, totaling not exceed Baht 7 Billion (or equivalent in any other currency). The principal amount of the debentures redeemed and/or purchased and/or repaid by the Company shall be counted towards the remaining principal amount of debentures that can be issued by the Company (Revolving Principal Basis).</p> <p>In the event that the Company issues debentures to refinance existing debentures (issuance of new debentures to use such fund to repay and/or replace existing debentures), the principal amount of existing debentures to be redeemed <u>on or after the issue and offering date of</u> the new debentures issued to refinance such existing debentures shall not be counted as part of the existing debentures which have not been redeemed in the calculation of the remaining principal amount of the debentures that can be issued by the Company.</p> |
| Denomination | In Baht or any other currency or equivalent in any other currency subject to the exchange rate at the each period of debentures issuance and offering. | -same- |
| Interest Rate | Depending on market conditions at the time of each issuance and offering. | -same- |
| Debenture maturity | Depends on the type of debentures and market condition at the time of issuance | -same- |

| Description | Current | New |
|--------------------|--|--------|
| | and offering debentures in each time or in case of perpetual debentures, the maturity will be as per the Company to set out details. | |
| Early Redemption | The Company may or may not have the right to redeem, and the debentureholders may or may not have the right to require the Company to redeem debentures prior to their respective maturity date, depending on their respective terms and conditions. | -same- |
| Offering | Debentures may be issued and offered in one or several tranches, domestically and/or internationally, by way of public offering and/or a private placement, and may be offered to high-net worth investors and/or institutional investors and/or any persons(s) and investor(s) in accordance with the relevant regulations of the Capital Market Supervisory Board and/or the Office of the Securities and Exchange Commission, as well as other relevant regulations which are in force at the time of issuance of debentures. | -same- |
| Authorized Persons | The Board of Directors and/or any Executive Director and/or Group CEO (collectively, the "Authorized Persons") and/or the authorized directors of the Company and/or any person(s) appointed by any of the Authorized Persons and/or the authorized directors of the Company shall be authorized to determine any terms and conditions and other details necessary for, and pertinent to, the issuance and offering for sale of the debentures, such as the determination of the name, offering amount of each issuance, type, security (if any), offering price per unit, tenure, maturity date, right of early redemption, interest rate, principal repayment and interest payment method, allocation method, details of offering etc., to arrange for the registration of such debentures with the Thai Bond Market Association or any other secondary market, and to appoint any financial advisor, underwriter, arranger, credit rating agency, asset appraiser, legal advisor, registrar, paying agent, debentureholders' representative, or other advisors or persons who are relevant to the issuance and offering of debentures, and to enter into, agree | -same- |

| Description | Current | New |
|-------------|--|-----|
| | <p>upon, amend, certify and sign any documents and agreements relevant to the debentures, and to contact, provide, disclose, sign, certify, agree to and submit information, applications or documents to the Office of the Securities and Exchange Commission, the Thai Bond Market Association, the Bank of Thailand or other authorities and persons relevant to the debentures, as well as to take any other action necessary for, and pertinent to, the issuance and offering of debentures, including to appoint any person as their attorney, representative or agent to perform any action aforementioned.</p> | |

The Company's Articles of Association relating to the Shareholders' Meeting

CHAPTER 4 BOARD OF DIRECTORS

Clause 12.

The Company shall have a board of directors consisting of at least six (6) directors and not exceeding nineteen (19) directors and not less than half of them shall reside within the Kingdom.

Clause 13.

The directors shall be elected by voting of the meeting of shareholders. The directors shall be elected in accordance with the following rules and procedures:

- (1) Each shareholder shall have one (1) vote per one (1) share;
- (2) When electing the directors, the shareholders may exercise all the votes he/she has to elect one or several persons as a director or directors up to the number of the directors to be elected by such meeting, as the shareholders may deem appropriate. In the voting process, either for one or several persons, each candidate whom elected by the shareholders shall receive all the votes such shareholders have as stipulated in 13. (1) and such shareholders shall not allot his/her votes to any person in any number;
- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest until up to the number of directors to be elected by such meeting. Where there is an equality of votes cast for candidates in descending order causing the number of directors exceeding the number of directors to be appointed or elected by such meeting, the chairman shall have an additional right as a casting vote.
- (4) A director shall have qualifications and shall not have prohibited characteristics as specified in the law on public limited companies, as well as shall not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as specify in the notification of the Securities and Exchange Commission.

CHAPTER 5 MEETING OF SHAREHOLDERS

Clause 28.

The board of directors shall arrange for a meeting of shareholders, which is an Annual General Meeting of shareholders, to be held within four (4) months after the end of the Company's accounting year.

Any other shareholders' meeting other than the one specified in the first paragraph shall be called an "Extraordinary General Meeting". The board of directors may call an Extraordinary General Meeting whenever it is appropriate.

A meeting of shareholders may be conducted via electronic means in accordance with the methods prescribed by the law governing electronic meetings.

One or more shareholders holding shares in aggregate of no less than ten (10) percent of the total shares issued may request in writing to the board of directors to call an extraordinary general meeting of shareholders at any time, but they shall clearly specify the agenda items or reasons for such a request in the notice. In such a 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 the period specified in the fourth paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as stipulated in this Article may hold the meeting themselves within forty-five (45) days from the lapse of the period specified in the fourth paragraph. In this case, it shall be deemed that such shareholder meeting is the 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.

In the case that the quorum of the meeting convened as requested by the shareholders according to the fifth paragraph cannot be formed as prescribed in Clause 30, the shareholders according to the fifth paragraph shall be jointly responsible for any expenses incurred from the convening of such meeting.

Clause 29.

In calling a meeting of shareholders, the board of directors shall prepare a written notice indicating the venue, date, time, agenda, and matters to be proposed to the meeting, together with sufficient detail and in accordance with the ruling published and stipulated by the Capital Market Supervisory Board, clearly indicating whether it is the matter proposed for acknowledgement, approval, or consideration, including the opinions of the board of directors on the said matters, and shall be delivered to the shareholders and the Registrar for their information not less than seven (7) days prior to the date of the meeting, and shall be published in a newspaper or advertised via electronic means in accordance with the criteria prescribed by law for three (3) consecutive days, which must not be less than three (3) days prior to the date of the meeting.

The venue of the meeting may be in the locality where the Company's head office is located, in a nearby province, or in any other place as the board of directors may determine. In the event that the meeting of shareholders is conducted via electronic means, the Company's head office shall be deemed the venue of the meeting, and the electronic meeting shall have the same legal effect as a physical meeting in accordance with the methods prescribed by law and in these Articles of Association.

The chairman of the board shall preside over the meeting of shareholders. In the case where the chairman of the board is not present at a meeting or is unable to perform his/her duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or there is a vice-chairman, but such vice-chairman is unable to perform his/her duty, the shareholders attending the meeting shall elect one shareholder who attends the meeting to preside over the meeting.

Clause 30.

In a meeting of shareholders, whether they are participating physically or electronically, there shall be shareholders and proxies (if any) attending the meeting, amounting to not less than twenty-five (25) persons or not less than one-half of the total number of shareholders, whichever is lesser, and in either case, such shareholders shall hold shares amounting to not less than one-third of the total shares issued to constitute a quorum, unless otherwise specified by law, and the shareholders may appoint proxies by electronic means in accordance with the criteria prescribed by law.

At any meeting of shareholders, in the case where one (1) hour has reached and passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate to form a quorum as stipulated in the first paragraph, if such meeting of shareholders was called upon the shareholder's request, such meeting shall be cancelled, if it was not called upon the request of the shareholders, the meeting shall be called once again, and the notice to call such meeting shall be delivered to the shareholders not less than seven (7) days prior to the date of the meeting. The notice of the meeting may be sent to the shareholders via

electronic methods, provided that such shareholders have declared their intention or given their consent. In the subsequent meeting, a quorum is not required.

Clause 31.

When casting the vote, one (1) share shall have one (1) vote.

A resolution of the meeting of shareholders shall be made by the following votes:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote;
- (2) In the following cases, a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) The sale or transfer of the whole or important parts of the business of the Company to other persons;
 - (b) The purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (c) The making, amending or terminating of contracts with respect to the granting of a hire of the whole or an important part of the Company's business. The entrustment of the management of the business of the Company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.
 - (d) Amending the Memorandum of Association or Articles of Association.
 - (e) Increase or reduction of the Company's capital or issuance of debentures.
 - (f) Amalgamation or dissolution of the Company.

Clause 32.

The Annual General Meeting of Shareholders shall be held to consider the following agenda:

- (1) To consider the director's report in which shows performance of the Company during the previous year;
- (2) To consider and approve the balance sheet and profit and loss account of the previous accounting year;
- (3) To allocate the profit and reserve fund;
- (4) To appoint director(s) to replace the director who vacates his/her office due to the expiration of the term of office and fix remuneration;
- (5) To appoint an auditor;
- (6) Other matters (if any).

Documents Required to Attend the Meeting, Appointment of Proxy, Submission of Meeting Attendance Request Form (E-Request) and Voting, Counting, and Announcement of the Vote for Meeting via Electronic Media (E-Meeting)

Shareholders or proxies wishing to attend the Annual General Meeting of Shareholders No. 33/2026 of Dusit Thani Public Company Limited via electronic media (E-Meeting) must submit the meeting attendance request form (E-Request) in advance by following all the procedures specified in Attachment No. 11 and No. 12. In case the submitted documents are incomplete, incorrect or in compliance with the requirements stated herein, the Company reserves the right to reject the registration.

1. Documents Required Prior to Attending the Meeting

For Natural Person

1. Self-attending via electronic media (E-Meeting)

Valid evidence issued by governmental authorities, e.g., a copy of identification card, a copy of governmental identification card, a copy of driver license or a copy of passport (for the foreign shareholders) with certified true copy by the Shareholder. In case of a change of name and last name, the supporting documents are required.

2. Proxy

- 2.1 Completed Proxy Form attached with this Notice to Shareholders (select either the Proxy Form A or Form B), signed by the Shareholder and the Proxy.
- 2.2 Certified true copy of valid evidence issued by Governmental Authorities of the Shareholder as specified in Item 1.
- 2.3 Certified true copy of valid evidence issued by Governmental Authorities of the Proxy as specified in Item 1.

For Juristic Person

1. Attendance by the authorized person of a juristic person shareholder via electronic media (E-Meeting)

- 1.1 Certified true copy of valid evidence of the authorized person of a juristic person issued by governmental authorities similar to those of natural person specified in Item 1.
- 1.2 Certified true copy of the shareholder's Certification of Company certified by the authorized person(s) (director) with a statement affirming that such authorized person attending the meeting has the authority to act on behalf of the juristic person shareholder.

2. Proxy

- 2.1 One of the Proxy Forms as attached to the Notice to Shareholders (select either the Proxy Form A or Form B), completely filled up and signed by the authorized director(s) of the Shareholder and the Proxy.
- 2.2 Copy of Shareholder's Certification of Company certified by the authorized person(s) (director) with a statement affirming that such authorized person(s) signing the Proxy Form has the authority to act on behalf of the Shareholder.
- 2.3 Certified true copy of valid evidence of the authorized person(s) (director) signing the Proxy Form, issued by governmental authorities.
- 2.4 Certified true copy of valid evidence of the Proxy issued by governmental authorities similar to those of natural person specified in Item 1.

3. For Foreign Investor Appointing Custodian in Thailand

- 3.1 All evidence is similar to those of the Juristic Person as specified in Items 1 or 2.
- 3.2 In case the Foreign Investor authorizes the Custodian to sign the Proxy Form on its behalf, the following documents are required:
 - 1) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on its behalf.
 - 2) Letter certifying that the Custodian is permitted to engage in the custodian business.

In case the original documents are not in English, the English translation shall be required and certified true and correct translation by the Shareholder (in case of natural person) or the authorized representative (s) of the Shareholder (in case of juristic person).

2. Proxy

The Company has provided 1 type of the Proxy Form; Form B of each shareholder in accordance with Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No. 5) B.E. 2550 as follows:

- Form A: General Proxy Form (Simple Form)
- Form B: Specific Proxy Form
- Form C: Proxy Form for the Foreign Investor appointing the Custodian in Thailand.

Shareholders can download Form A or Form B or Form C (Form C is only for foreign investors who authorize the custodian in Thailand to keep and safeguard their shares) from www.dusit-international.com

Shareholder who is not able to attend the Meeting may appoint a person as your Proxy as follows:

- (1) Complete **only one** of above Proxy Forms as follows:
 - 1.1 General Shareholder shall select only one of either Form A or Form B.
 - 1.2 Shareholders listed in the share register book as Foreign Investor appointing the Custodian in Thailand shall select Proxy Form C.
- (2) Authorize a person or an Independent Director to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy.
 - 2.1 Appointment of a proxy to attend the E-Meeting on behalf of the shareholder
The shareholder or proxy shall proceed with item 1-2 and submit the Meeting Attendance Request Form (E-Request) in advance to receive the username and password for the meeting registration according to the Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) shown in Attachment No. 12.
 - 2.2 Appointment of an independent director as a proxy to attend the E-Meeting on behalf of the shareholder
The shareholder shall proceed with item 1 - 2 and **submit the original proxy form and supporting documents to the Company. No additional submission of the Meeting Attendance Request Form (E-Request) is required.**
- (3) Please affix the THB 20 stamp duty with specifying the date of Proxy Form across such stamp duty. In the case where an independent director is appointed as a proxy and the

- shareholders are unable to arrange the stamp duty, the Company will provide the stamp duty to be affixed to the proxy form to facilitate the shareholders
- (4) Submit and return the completed Proxy Form to the Company Secretary Office at Dusit Thani Public Company Limited, 319 Chamchuri Square Building, 29th Floor, Phayathai Road, Pathumwan Sub-district, Pathumwan District, Bangkok 10330 by Friday, April 24, 2026, at 17.00 hrs. or half an hour before beginning of the Meeting for verification of documents.

In addition, the shareholders can also appoint the independent directors of the Company via e-Proxy Voting provided by Thailand Securities Depository Co., Ltd., which is accessible via Investor Portal System (IVP) at <https://ivp.tsd.co.th/signin>. The shareholders are requested to fill in the shareholders' information via the e-Proxy Voting rather than submitting a physical proxy form and relevant documents to the Company. Please review the details and instructions for using the e-Proxy Voting as set out in Attachment No. 19.

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

3. Submission of the Meeting Attendance Request Form (E-Request)

Shareholders or proxies who wish to attend the E-Meeting, please submit the Meeting Attendance Request Form (E-Request) in advance to receive username and password for the meeting registration. The Meeting Attendance Request Form and all required documents can be submitted via E-Request system in advance from Monday, April 20, 2026, at 08.30 hrs. until the meeting is adjourned. After the Company has verified and approved the submitted E-Request, the shareholder will receive an approval notification email providing the username and password and a link for meeting registration on the shareholders' meeting date. **The E-Meeting system will be accessible for meeting registration on Monday, April 27, 2026, from 12.00 hrs. onwards.**

Shareholders or proxies can access the E-Request at:
<https://fort.inventech.co.th/DUSIT764928R/#/homepage>



or scan QR Code

For more information, please see Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting) provided herewith as Attachment No. 12.

4. Voting, Counting and Announcement of the Vote

Voting Regulation

General Agenda:

- (1) The shareholders' meeting will be conducted via electronic media (E-Meeting). Voting in each agenda item shall be made via the Inventech Connect system, where one share shall equal to one vote. A shareholder or a proxy shall cast all the votes to only one of approval, disapproval, or abstention. The votes on each agenda item cannot be divided (except voting of the Custodian).
- (2) In Case of Proxy
 - 2.1 The Proxy shall solely vote in accordance with the authorization by the Shareholder as specified in the Proxy Form. Any vote not in accordance with the Proxy Form is invalid and shall not be counted as the vote of the Shareholder.
 - 2.2 In case the shareholder specifies the determination in the Proxy Form, the votes will be recorded when the Company received the Proxy Form and required documents. The proxy will not be required to vote during the meeting.
 - 2.3 In case (i) the Shareholder does not specify the authorization or the authorization is unclear, (ii) the Meeting considers any agenda other than which specified in the Proxy Form, or (iii) there is any change of fact, the Proxy shall be authorized to consider and vote such matter as it may deem appropriate.

Election of Director's Agenda:

In accordance with Article 13 of the Company's Articles of Association, the directors shall be elected in accordance with the following rules and procedures:

- (1) Each shareholder shall have one vote per one share;
- (2) When electing the directors, the shareholders may exercise all the votes he/she has to elect one or several persons as a director or directors up to the number of the directors to be elected by such meeting, as the shareholders may deem appropriate. In the voting process, either for one or several persons, each candidate whom elected by the shareholders shall receive all the votes such shareholders have as stipulated in (1) and such shareholders shall not allot his/her votes to any person in any number;
- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest until up to the number of directors to be elected by such meeting. Where there is an equality of votes cast for candidates in descending order causing the number of directors exceeding the number of directors to be appointed or elected by such meeting, the chairman shall have an additional right as a casting vote;
- (4) A director shall have qualifications and shall not have prohibited characteristics as specified in the law on public limited companies, as well as shall not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as specified in the notification of the Securities and Exchange Commission.

Voting Procedures

The Chairman or designated person shall inform the Meeting details of voting procedures as follows:

- (1) The Chairman of the Meeting shall request the shareholders to consider and vote in each agenda item by asking the shareholders or proxies to vote via Inventech Connect system and providing two (2) minutes for voting in each agenda item. For the director election agenda item, two (2) minutes for voting of each director individually will be provided.

- (2) For the voting of each agenda item, please click on the “Vote” button and then the system will show three options: 1. Approve, 2. Disapprove, and 3. Abstain. A shareholder or proxy is required to choose only one option (except for the case of Custodian whereby the allotment of votes is allowed as specified in the Proxy Form). If a shareholder or proxy would like to cancel the last vote, please press the button “Cancel latest vote” *.

Remark: * The votes may be changed until the voting in such agenda item is closed.

Resolutions of the Meeting

- General case: majority vote of the shareholders who attend the meeting and cast their vote.
- Other cases which the laws or the Company’s Articles of Association provided otherwise: the vote shall be in accordance with the laws or the Company’s Articles of Association. The Chairman shall inform the Meeting before voting such Agenda.
 - (1) In case a tie of votes, the Chairman of the Meeting shall have a casting vote.
 - (2) Any Shareholder or the Proxy having any special interest in a matter shall not be permitted to vote on such matter and may be invited by the Chairman of the Meeting to temporarily leave from the Meeting, except for voting on election of the Directors.

Counting and Announcement of the Voting Result


The Chairman of the Meeting or the person assigned by the Chairman of the Meeting shall explain to the Meeting about the vote counting procedures prior to the commencement of the agenda item. When the Chairman announced the voting closed, the system will count the votes of shareholders in each agenda item. The voting results of all agenda items shall be announced to the Meeting before the meeting is adjourned.

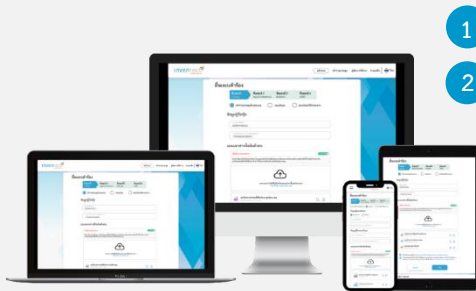
The Company holds the Annual General Meeting of Shareholders No. 33/2026 via electronic media (E-Meeting) only, whereby the votes are cast via Inventech Connect system instead of the physical ballots. Hence, there will not be cases regarded as invalid ballots.

Procedures for Submitting Meeting Attendance Request Form (E-Request) and Using Electronic Meeting Systems (E-Meeting)

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://fort.inventech.co.th/DUSIT764928R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



**** Merge user accounts, please using the same email and phone number ****

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 steps
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from **April 20, 2026 at 8.30 hrs. and shall be closed on April 27, 2026 until the end of the meeting.**


3. The electronic conference system will be available on **April 27, 2026 at 12.00 hrs. (2 hours before the opening of the meeting).** Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.


Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, the Shareholders can send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by April 24, 2026 at 17.00 hrs.

Company Name: Dusit Thani Public Company Limited
Department: Company Secretary Office
Address: 319 Chamchuri Square Building, 29th Floor, Phayathai Road, Pathumwan Sub-district, Pathumwan District, Bangkok 10330

If you have any problems with the software, please contact Inventech Call Center

 02-931-9138

 @inventechconnect

 The system available during April 20 - 27, 2026 at 08.30 – 17.30 hrs.

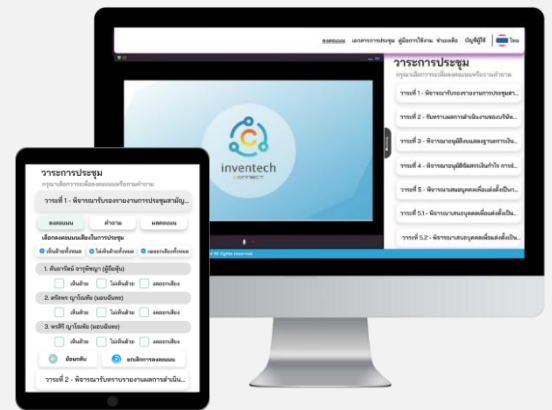
(Specifically excludes holidays and public holidays)



Report a problem
@inventechconnect

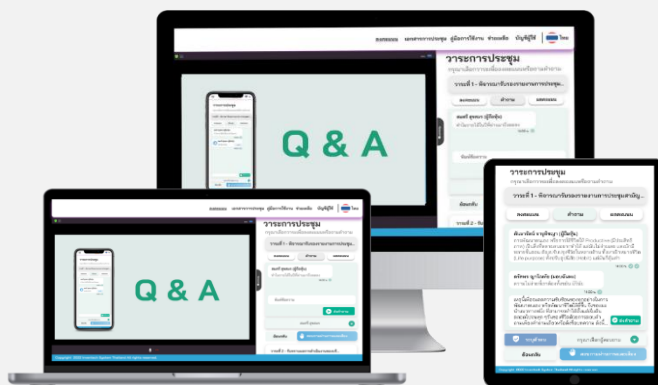
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Accept” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
 - Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
 - 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then you can open the microphone and camera

How to use Inventech Connect



User Manual and Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must have internet speed at 2.5 Mbps (Internet Speed that recommend).
 - High Quality Video: Must have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not support internet explorer.**

Profiles of Independent Directors proposed for Appointment as Proxy by the Shareholders

- 1. Prof. Emeritus Dr. Khunying Suchada Kiranandana**
**Independent Director/ Vice Chairperson/ Chairperson of the Audit Committee/
Member of the Nomination, Remuneration and Corporate Governance Committee**
Age : 80 Years
Address : 8 Soi Prasat Suk, Yen Akat Road, Chong Nonsi, Yannawa, Bangkok
10120
Special interest in the agenda : None
 - 2. Mr. Teerapol Chotichanapibal**
**Independent Director/ Member of the Audit Committee/ Member of the Nomination,
Remuneration and Corporate Governance Committee**
Age : 69 Years
Address : 749/1 Soi Phaholyothin 54/4, Section Khankhai 1, Saimai Sub-district,
Saimai District, Bangkok 10220
Special interest in the agenda : None
 - 3. Ms. Piyaporn Phanachet**
Independent Director/ Member of the Audit Committee
Age : 59 Years
Address : 61/80 Soi Taweemit 10, Rama IV Road, Hauykwang Sub-district,
Hauykwang District, Bangkok 10310
Special interest in the agenda : Agenda 4 To consider and approve the election of directors
to replace those retiring by rotation, due to being a person nominated for the re-election.
- Remark : Profiles of the 3 above-mentioned Independent Directors appear in the 2025 Annual Report (Form 56-1 One Report) in Attachment 1 regarding information of the Board of Directors, Executives, Authorized Persons, and Company Secretary.

QR Code downloading procedures for the 2025 Annual Report (Form 56-1 One Report)

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The Annual Report can be downloaded from the QR Code by the following steps below.

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 the Annual Report.

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

1. Open applications such as QR CODE READER, Facebook or Line.
How to scan the QR Code with Facebook application
 - Open Facebook application and click on "Search" → Press "QR Code" → Scan the QR Code

How to scan the QR Code with Line application
 - Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code
2. Scan the QR Code to access the Annual Report (Form 56-1 One Report).

**Privacy Notice for the 2026 Shareholders' Meeting
Dusit Thani Public Company Limited**

Dusit Thani Public Company Limited (the “Company”) realizes the importance of Personal Data of shareholders and/or proxy holders. This privacy notice, pursuant to the Personal Data Protection Act B.E. 2562 (2019), shall be applied for the collection, use, disclosure, and processing of Personal Data to verify the identity of shareholders and/or proxy holders directly and/or indirectly. Shareholders are kindly requested to study the practices and rights for a clearer understanding. Thus, in case that any shareholders appoint a proxy to attend the meeting on his/her behalf, the proxy holder shall also be informed of these practices.

1. Personal Data to be collected

It is necessary for the Company to collect Personal Data directly from shareholders and/or proxy holders. Personal Data consists of the following:

1.1 Personal Data of shareholders and/or proxy holders i.e., name, family name, identification number, date of birth, gender, shareholder’s registration number, number of shares, photograph, and video recording in the event.

1.2 Contact information i.e., address, telephone number, email, etc.

In the event of giving authorization, it is necessary for the Company to request for a copy of identification card/passport of authorized persons and/or proxy holders which may contain religion, nationality or blood type information. The Company does not wish to collect such sensitive information. The information’s owner can redact it prior to the document submission to securities registrar or Thailand Securities Depository Office and/or other relevant parties.

2. Personal Data collection

A direct collection of Personal Data from the owners will be proceeded as deemed necessary to be in line with clear purposes as mentioned. The Company may collect Personal Data from any other sources, i.e., securities registrar or Thailand Securities Depository Co., Ltd. but only in necessity by means prescribed by law.

3. Purposes of collection, use and disclosure of Personal Data

The Company collects, uses, and discloses Personal Data for the following purposes:

3.1 to call for, hold and organize the shareholders' meeting which includes your identity authentication, document transmission, performing any action in order to comply with the resolution of the shareholders' meeting, company management, organizing activities, and sending any newsletter or offers for the benefit of the shareholders.

3.2 to prepare the minutes of the shareholders' meeting and for your meeting attendance, to protect the security, and to exercise any relevant action as deemed necessary for legitimate interests of the Company and individuals within the limit which you might reasonably have been expected.

Therefore, the Company will collect, use, and disclose your Personal Data and the referred person without your consent as authorized by the Personal Data Protection Act, B.E. 2562 (2019): for legitimate interests of the Company or any other persons or juristic persons or for compliance with law to which the Company is subjected.

4. Your rights as the owner of Personal Data

As the owner of Personal Data, you have the rights as stipulated in the Personal Data Protection Act, B.E. 2562 (2019), which include the right to withdraw the consent, the right to access and obtain a copy of your Personal Data, the right to correct, delete or destroy your Personal Data, the right to request suspension of the processing of your Personal Data, the right to transfer your Personal Data according to the measures stipulated by law, the right of complaint and the right to dissent to the processing or disclosing of your Personal Data.

5. Disclosure of personal data to other persons or agencies

The Company may be required to disclose Personal Data to other persons or juristic persons or regulatory authorities, who work in cooperation with the Company for the compliance of the purposes as mentioned in this notice.

6. Personal Data Retention Period

The Company will retain your Personal Data under item 1 within the period specified by relevant law and/or as deemed necessary to achieve the purpose under item 3. The Company will later delete and destroy such data. Unless it is necessary to further retain such data as required by relevant law or for the protection of benefits of the Company.

7. Contact Information

For more details of Personal Data Protection, please contact:

Dusit Thani Public Company Limited
Company Secretary Office
319 Chamchuri Square Building, 29th Floor, Phayathai Road,
Pathumwan Sub-district, Pathumwan District, Bangkok 10330
Tel: 0-2200-9999 ext. 3638, 3062-3, 3067

2025 Annual Report (Form 56-1 One Report) Requisition Form

If you wish to receive a printed copy of Dusit Thani Public Company Limited’s 2025 Annual Report (Form 56-1 One Report), please fill in details as follows:

I,

Address,.....

.....

.....

.....

.....

I wish to receive a printed copy of the Company’s 2025 Annual Report (Form 56-1 One Report).

Remarks: Please submit the completed form to the Company through the following channels:

- 1) Mail: placing in the business reply envelope enclosed with the Notice and sending it to Dusit Thani Public Company Limited, Company Secretary Office, 319 Chamchuri Square Building, 29th Floor, Phayathai Road, Pathumwan Sub-district, Pathumwan District, Bangkok 10330
- 2) E-mail: comsec@dusit.com

For further information, please contact the Company Secretary Office, Tel: 0-2200-9999 ext. 3638, 3062-3, 3067



Dusit Thani Public Company Limited

PROXY FORM A

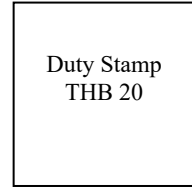
AND

PROXY FORM B

(Please choose only one type of Proxy Form)

-Unofficial Translation-

Remark: For the shareholders who are foreign investors and appoint a custodian in Thailand to keep and safeguard their shares, and such custodian may need Proxy Form C, please download it from www.dusit-international.com



Proxy Form A
(General and Simple Form)

Written at
Date Month Year.....

1. I/We.....Nationality.....
.....Residing at
2. Being a shareholder of **Dusit Thani Public Company Limited** holding a total number of.....shares and having rights to vote equivalent tovotes as follows:
Ordinary share for..... shares and having rights equivalent tovotes
Preferred share for..... shares and having rights equivalent tovotes
3. Hereby authorize: (Please choose only one)

If choosing No. 1, please mark in front of the number, and provide details of the proxy (proxies)

1. Nameage.....
Residing at.....;or,
Nameage.....
Residing at.....;or,
Nameage.....
Residing at.....;or,
Anyone of these persons

If choosing No. 2, please mark in front of the number, and choose one of the Independent Directors.

2. The Independent directors of the Company as follows
 Professor Emeritus Dr. Khunying Suchada Kiranandana **or**
 Mr. Teerapol Chotichanapibal **or**
 Miss Piyaporn Phanachet

(Information of the above Independent Directors is in Attachment No. 13)

Anyone of the above to be my/our Proxy to attend and vote in the Annual General Meeting of Shareholders No. 33/2026 which will be held on Monday, April 27, 2026 at 14.00 hrs. via electronic media (E-Meeting) only or on any changes in date, time and at other venue.

Any acts performed by said Proxy Holder at the aforementioned meeting shall be deemed as my/our act.

Signed Proxy Grantor
()

Signed Proxy Holder
()

Signed Proxy Holder
()

Signed Proxy Holder
()

Remark: The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of the shares to many proxies for splitting votes.

Proxy Form B

(Form with fixed and specific details authorizing proxy)

Duty Stamp
THB 20

Written at
Date Month Year.....

1. I/We.....Nationality.....
Residing at
2. Being a shareholder of **Dusit Thani Public Company Limited** holding a total number ofshares and having rights to vote equivalent tovotes as follows:
Ordinary share for..... shares and having rights equivalent to votes
Preferred share for..... shares and having rights equivalent to votes
3. Hereby authorize: (Please choose only one)

If choosing No. 1, please mark in front of the number, and provide details of the proxy (proxies)

1. Nameage.....
Residing at.....;or,
Nameage.....
Residing at.....;or,
Nameage.....
Residing at.....;or,
Anyone of these persons

If choosing No. 2, please mark in front of the number, and choose one of the Independent Directors.

2. The Independent directors of the Company as follows
 Professor Emeritus Dr. Khunying Suchada Kiranandana **or**
 Mr. Teerapol Chotichanapibal **or**
 Miss Piyaporn Phanachet

(Information of the above Independent Directors is in Attachment No. 13)

Anyone of the above to be my/our Proxy to attend and vote in the Annual General Meeting of Shareholders No. 33/2026 which will be held on Monday, April 27, 2026 at 14.00 hrs. via electronic media (E-Meeting) only or on any changes in date, time and at other venue.

4. I/We hereby authorize the proxy to votes on my/our behalf at this Meeting, as follows;
 - Agenda 1 To Acknowledge the Board of Directors' Report of the 2025 Performance**
This agenda is for acknowledgement and does not require the voting.
 - Agenda 2 To Consider and Approve the Audited Financial Statements for the Year Ended December 31, 2025 and the Auditor's Report**
- (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- (b) The proxy shall vote in accordance with my/our wish as follows;
- Approve Disapprove Abstain

Agenda 3 To Consider and Approve the Omission of Dividend Payment for the 2025 Performance

- (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- (b) The proxy shall vote in accordance with my/our wish as follows;
- Approve Disapprove Abstain

Agenda 4 To Consider and Approve the Election of Directors to Replace Those Retiring by Rotation

- (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- (b) The proxy shall vote in accordance with my/our wish as follows;

The appointment of the whole set of Directors.

- Approve Disapprove Abstain

The appointment of individual Director(s) as follows;

1. Ms. Piyaporn Phanachet

- Approve Disapprove Abstain

2. Mr. Kanit Sarasin

- Approve Disapprove Abstain

3. Mr. Pakhawat Kovithvathanaphong

- Approve Disapprove Abstain

4. Mr. Somprasong Boonyachai

- Approve Disapprove Abstain

Agenda 5 To Consider and Approve the Election of the New Directors

- (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- (b) The proxy shall vote in accordance with my/our wish as follows;

The appointment of the whole set of proposed candidates as Directors.

- Approve Disapprove Abstain

The appointment of individual proposed candidate (s) as Director(s) as follows;

1. Mrs. Pranee Phasipol

- Approve Disapprove Abstain

2. Mrs. Sunit Visuthikosol

- Approve Disapprove Abstain

3. Dr. Kritinee Permsup

- Approve Disapprove Abstain

4. Mr. Orapong Thien-Ngern

- Approve Disapprove Abstain

Agenda 6 To Determine and Approve the Directors' Remuneration for the Year 2026

- (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- (b) The proxy shall vote in accordance with my/our wish as follows;
- Approve Disapprove Abstain

Agenda 7 To Consider and Approve the Appointment of Auditor and the Fixing of Audit Fee for the Year 2026

- (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- (b) The proxy shall vote in accordance with my/our wish as follows;
- Approve Disapprove Abstain

Agenda 8 To Consider and Approve the Amendment to the Dividend Payment Policy

- (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- (b) The proxy shall vote in accordance with my/our wish as follows;
- Approve Disapprove Abstain

Agenda 9 To Consider and Approve the Amendment to the Details of the Company's Debenture Issuance and Offering

- (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- (b) The proxy shall vote in accordance with my/our wish as follows;
- Approve Disapprove Abstain

Agenda 10 To Consider and Approve the Amendment to Article 12 of the Company's Articles of Association

- (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- (b) The proxy shall vote in accordance with my/our wish as follows;
- Approve Disapprove Abstain

Agenda 11 Other matters (if any)

- (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- (b) The proxy shall vote in accordance with my/our wish as follows;
- Approve Disapprove Abstain

5. If the proxy holder does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.
6. In case I/we have not declared a voting intention in any agenda or have not clearly specified or in case the meeting considers or passes resolution in agenda other than those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to reasonably consider and vote as to his/her consideration.

I/We shall be fully liable for any action taken by proxy holder at the meeting, unless the proxy holder abstain vote according to me/us specified in the proxy.

Signed _____ Proxy Grantor
()

Signed _____ Proxy Holder
()

Signed _____ Proxy Holder
()

Signed _____ Proxy Holder
()

Remarks:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of the shares to many proxies for splitting votes.
2. In respect of the agenda regarding the appointment of the directors, the appointment can be made for all directors or for individual director.
3. In excess of the agendas stipulated above, additional agendas can be specified in the Attachment to Proxy Form B, as enclosed.

Attachment to Proxy Form B

The proxy as Shareholder of **Dusit Thani Public Company Limited**

In the Annual General Meeting of Shareholders No. 33/2026 which will be held on Monday, April 27, 2026 at 14.00 hrs. via electronic media (E-Meeting) only or on any changes in date, time and at other venue.

- Agenda.....Subject.....
- (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- (b) The proxy shall vote in accordance with my/our wish as follows;
- Approve Disapprove Abstain
- Agenda.....Subject.....
- (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- (b) The proxy shall vote in accordance with my/our wish as follows;
- Approve Disapprove Abstain
- Agenda.....Subject.....
- (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- (b) The proxy shall vote in accordance with my/our wish as follows;
- Approve Disapprove Abstain
- Agenda.....Subject.....
- (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- (b) The proxy shall vote in accordance with my/our wish as follows;
- Approve Disapprove Abstain
- Agenda.....Subject.....
- (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- (b) The proxy shall vote in accordance with my/our wish as follows;
- Approve Disapprove Abstain

Guidelines for e-Proxy Voting-TSD Investor Portal

For a shareholder who wishes to grant a proxy by TSD e-Proxy Voting, TSD Investor Portal membership is required. (Choose NDID (National Digital ID) or ThaiID for identification.)

The system will be available from the day after the meeting notice is distributed until 17.00 hrs. of the day before the meeting.

Shareholders using e-Proxy may cast their vote electronically by following the steps below:

- Log into TSD Investor Portal, or visit <https://ivp.tsd.co.th/signin>

or scan this QR Code



- Choose “Other transactions” menu
- Choose “Granting Proxy/Casting Vote” and select Proceed - Edit - Cancel.
- Accept the terms of service
- Verify your identification information to enable the proxy and vote casting function, using the Laser Code on the back of your ID card to verify information with the Department of Provincial Administration.
- Click “OTP Request” to receive a one-time password (OTP) for confirming the transaction
- Click on securities item for which you wish to grant proxy/cast vote
- The system will show you shareholders’ rights and the list of proxy holders
- Click on the name of a director you wish to grant proxy to
- Vote and click “Next” to vote for each agenda item
- Once you have casted vote for all agenda items, the system will show a preview of the proxy form B for your review, which can be downloaded after clicking “Close”
- The stamp duty will be paid by the Company on behalf of shareholders who use the e-Proxy Voting service
- You can check the status of the process at “Transaction Status” menu

Shareholders who are not registered TSD Investor Portal members may follow the steps below.

TSD Investor Portal registration

Link: <https://www.set.or.th/th/tsd/services/investors/e-services/investor-portal>

Registration Requirements:

- Be an individual shareholder
- Have a mobile phone number (registered in Thailand) to receive OTP via SMS
- Have an email address to receive the registration result and update on shareholder benefits

Registration Steps:

1. Register at <https://www.set.or.th/th/tsd/services/investors/e-services/investor-portal>

or scan this QR Code



2. Choose using ID card for identification
3. Input your ID number (13 digits) and click “Next” to continue
4. Accept TSD Investor Portal’s terms of service
 - Check the box that indicates acceptance of the terms of service
 - Click “Next” to continue
5. Review identification documents for Thai citizen and use device that supports photo capture
 - Input the Laser Code on the back of your ID card, title, full name, and date of birth
 - Click “Identify with the Department of Provincial Administration”
6. Choose identification method
 - A photo of you with your ID card, with confirmation through ThaID, or;
 - A photo of your ID card, with confirmation through NDID (for mobile banking users only)
 - Click “Take Picture” and “Confirm”
 - Click “NEXT” to continue
7. Open the ThaID application or a banking application of the bank you are using, then follow the identification process described in the application
8. Return to the TSD Investor Portal registration screen and input the following:
 - Username (email)
 - Password
 - Mobile phone number
 - Click “OTP Request”
 - Input the OTP you receive
 - Click “NEXT”
9. The system has now recorded your registration information
10. Click “Finish”
11. Registration confirmation will be sent to you by SMS/email (per your selection) by the next business day
12. Once receiving the confirmation of the registration being successful from TSD, you may log into the system using the username (your email) and password set in step 8