



THE BROOKER GROUP PUBLIC COMPANY LIMITED

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Minutes of the 2026 Annual General Meeting of Shareholders The Brooker Group Public Company Limited

Time and Place : The Meeting was held on 28 April 2026 at 10.00 a.m. at Brooker Office by electronic meeting (E-AGM) only.

Preliminary Proceeding : Dr. Narongchai Akrasanee, the Chairman of the Board of Directors, acted as the Chairman of the Meeting.

Directors Present : 10 Directors from 10 Directors were present at the Meeting as follows

1. Dr. Narongchai Akrasanee Chairman of the Board of Directors
2. Mr. Chan Bulakul Vice Chairman
Chairman of the Executive Committee
Chairman of the Investment Committee
Authorized Director
Member of the Risk Management Committee
3. Mr. Varut Bulakul Chief Executive Officer
Member of the Executive Committee
Member of the Compensation Committee
Member of the Nominating Committee
Member of the Investment Committee
Member of the Risk Management Committee
4. Mr. Surong Bulakul Chairman of the Audit Committee
Member of the Compensation Committee
Chairman of the Corporate Governance and Sustainable Development Committee
5. Mr. Sompong Phaoenchoke Member of Audit Committee
(via E-AGM system) Member of the Compensation Committee
Member of the Corporate Governance and Sustainable Development Committee
6. Ms. Punnee Worawuthichongsathit Member of the Audit Committee
Chairwoman of the Nominating Committee
Chairwoman of the Compensation Committee
Member of the Corporate Governance and Sustainable Development Committee
7. Mr. Anake Kamolnate Member of the Executive Committee
Authorized Director
Member of the Risk Management Committee
Member of the Investment Committee

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| 8. Mr. Kirin Narula
(via E-AGM system) | Chairman of the Risk Management Committee
Authorized Director
Member of the Nominating Committee
Member of the Executive Committee
Member of the Investment Committee |
| 9. Mr. Phongchai Sethiwan | Authorized Director
Member of the Nominating Committee
Member of the Risk Management Committee |
| 10. Mr. Varit Bulakul | Member of the Executive Committee
Member of the Investment Committee |

The proportion of all directors attending the meeting is 100%

Management Present :

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| 1. Mr. Chan Bulakul | Chairman of the Executive Committee |
| 2. Mr. Varut Bulakul | Chief Executive Officer |
| 3. Mr. Anake Kamolnate | President Operation |
| 4. Mr. Varit Bulakul | President Investment Banking and Digital Assets |
| 5. Ms. Supanee Phongsuparbchon | Finance & Accounting Manager |

Auditors Present :

- | | |
|---|---------------------|
| 1. Mr. Chayus Boonsupa | A.M.T. & Associates |
| 2. Mr. Siramate Akkharachotkullanun
(via E-AGM system) | A.M.T. & Associates |

There were 28 shareholders presented, either personally or by proxy, holding together a total of 7,118,375,793 shares equal to 0.14% of the total number of shareholders and equal to 65.91% of the total number of subscribed shares of the Company, thereby constituting a quorum.

Prior to the opening of the Meeting, the Chairman informed all present of the procedures for voting on each agenda as follows:

The Company would like to inform you that the meeting via E-AGM system is a system of Quidlab Company Limited, which is a system that complies with the announcement of the Ministry of Digital Economy and Society regarding the security standards of electronic meetings. 2020, including meeting control system certification from Electronic Transactions Development Agency (ETDA). Moreover, the company also recorded the meeting in video media.

The next step is to ensure that the meeting is in accordance with the principles of good corporate governance in regard to voting in the meeting. The Company would like to clarify the voting procedures and vote counting as follows:

Voting method

1. To vote at the meeting every shareholder will have votes equal to the number of shares they hold, which shall be counted as 1 share per 1 vote.
2. Voting on each agenda will be done openly. Shareholders or proxies are required to vote only in one way or another, i.e., agree, disagree or abstain. However, voting cannot be divided into parts.

The shareholders or proxies can vote in each agenda by clicking on the voting menu to vote for approval, disapproval or abstention in the system at any time without closing the agenda. After closing the agenda if the shareholders or proxies do not press any votes the system will assume that the shareholder or proxies voted in favor of that agenda and will not be able to change the vote. In addition, for proxies that the proxy grantor has specified the voting for each agenda in the proxy form, the Company will record the votes according to the wishes of the grantors and the Company will inform the voting results in each agenda immediately.

The company will allocate approximately 1 minute for voting in each agenda item.

The company has provided an opportunity for shareholders to propose agenda items for the AGM in advance and to submit questions in advance before the meeting via the company's email and website. One shareholder from the Thai Investors Association submitted advance questions to the company, which will be addressed further under Agenda Item 3.

The Chairman declared the Meeting to be duly convened according to the agenda as follows:

Agenda 1: To consider and adopt the Minutes of the 2025 Annual General Meeting of Shareholders held on 29th April 2025.

The Chairman presented the Minutes of the 2025 Annual General Meeting of Shareholders held on 29th April 2025.

Resolution:

The Meeting duly considered and resolved to approve the said Minutes as proposed by the Chairman. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 7,118,375,793 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Agenda 2: To acknowledge the Board of Directors' annual report on the Company's operating results for the year 2025.

The Chairman proposed to the Meeting to acknowledge the Company's operating result for the year 2025 as shown in the 2025 Form 56-1 One Report.

Furthermore, the Chairman reported additionally that:

Regarding anti-corruption operations, the company has maintained a continuous intention and commitment to combat corruption in all forms, resulting in its certification as a member of the Private Sector Collective Action Coalition Against Corruption since 2016. The certification was renewed for the 3rd time in 2026, with the certification valid for 3 years, expiring on March 31, 2029.

In addition, during the past year, the company has reviewed and revised its anti-corruption policy to ensure it is appropriate and consistent with changes in relevant regulations.

Resolution:

No vote is required since this agenda item is for the shareholders' acknowledgement only.

Agenda 3 : To consider and approve the Company's financial statement and the auditor's report, ended 31 December 2025.

The Chairman proposed to the Meeting to consider and approve the Company's financial statement and the auditor's report, ended 31 December 2025 which have been audited by the auditor, reviewed by the Audit Committee and approved by the Board of Directors, as shown in the Consolidated Financial Statements Section of the 2025 Form 56-1 One Report.

Khun Supanee Phongsuparbchon summarized the operating results of the Company and its subsidiaries for the year 2025 as follows:

For 2025, the Company had total revenue from its consolidated financial statement in the amount of Baht 258 million, which decreased from last year revenue by Baht 119 million.

Due to the decrease in service income, income from sales of digital assets and income from digital assets inventory

Total expenses was Baht 750 million, which increased from last year expenses by Baht 591 million. This was due to increase in reduced value of inventory, loss on foreign exchange rate and unrealized loss from measurement of other current financial assets. Increase in share of loss from investments in associate by Baht 51 million and impairment loss determined in accordance with TFRS 9 by Baht 339 million.

Net loss was Baht 853 million. Most was a profit attributable to equity holders of the parent with basic earnings (loss) per share of Baht (0.079).

The Company's consolidated financial position in 2025 with total assets of Baht 3,266 million. Total liabilities were Baht 711 million, all of them were current liabilities.

Net book value as total shareholders' equity was Baht 2,555 million. Total equity of the parent was Baht 2,494 million.

A shareholder from the Thai Investors Association, represented by Ms. Chanathip Wittayakul, Rights Advocate and proxy holder, asked the following:

1. As shown in the 2025 income statement, the group's revenue from digital asset sales declined significantly from THB 116.61 million in the prior year to only THB 9.32 million, a drop of over 92%. Combined with the company's policy stated in Note 31.2 of the financial statements regarding the reduction of investment in coins that have no synergy with the core business, the shareholder wished to know: how does the company plan to deploy the proceeds from gradually divesting these assets — specifically, what type of advisory business or projects would be pursued to generate recurring income and reduce long-term net profit volatility?

Mr. Varut, CEO, responded that the company plans to reduce its digital asset holdings by Q2 of 2026, as the grace period expires on June 30, 2026. The proceeds from the sales will be reinvested into new businesses to generate recurring income, with a focus on expanding VCC's product offerings in Singapore, where the company holds a License Manager Ternary license. The company will prioritize revenue from advisory fees and carried interest from asset management, with the goal of building a more stable income base.

2. A review of the 2025 income statement revealed that service revenue — the company's core business — declined from THB 67.08 million in 2024 to THB 34.70 million in 2025, a drop of nearly 48%. The shareholder asked whether this decline was attributable to external factors such as heightened industry competition, or internal factors such as changes in senior management and key sales personnel, and what plans or strategies the company has to secure new projects and return the advisory business to its former growth and strength.

Mr. Varut responded that during the past year, the key advisory executive, Mr. Chan, retired from his position as CEO of the company. Going forward, the company will continue its advisory business as before but will seek to supplement it with additional revenue streams. The company is currently building global partnerships within the digital asset sector, targeting clients beyond Thailand. These global partners will add value to the advisory services offered. The company will focus on integrating digital assets into business models for clients seeking access to its global partner network. Further details on these partnerships will be officially disclosed once negotiations are finalized.

Resolution:

The Meeting duly considered and resolved to approve the audited financial statements for the year ended 31 December 2025 as proposed by the Chairman. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 7,118,375,793 votes equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Agenda 4 : To consider and approve the allocation of the loss for the year 2025 of the Company to retained earnings (loss) and no dividend payment for the second half of fiscal year 2025.

The Chairman proposed to the Meeting to consider and approve the allocation of the loss for the year 2025 of the Company to retained earnings (loss) and no dividend payment for the second half of fiscal year 2025 (July–December 2025), as detailed below:

1. To approve the allocation of the loss from operations in 2025 to be included in the Company's retained earnings.
2. No dividend payment for the second half of fiscal year 2025 (July–December 2025), as the Company recorded a net loss of 428,104,053.99 Baht for the year 2025.

The Shareholders should be informed of the interim dividend payment in the form of cash for the first 6 months of 2025 at the rate of Baht 0.01 per share from the Company's retained earnings which was paid on 12 September 2025.

The total dividend received by shareholders for the year 2025 amounts to 0.01 Baht per share (interim dividend only).

Resolution:

The Meeting duly considered and resolved to approve allocation of the loss from operations in 2025 to be included in the Company's retained earnings and approve no dividend payment for the second half of fiscal year 2025 as proposed by the Chairman.

There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 7,118,375,793 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Agenda 5: To consider and approve the utilization of the share premium to offset the deficit in the Company's separate financial statements

The Chairman proposed to the Meeting to consider and approve the utilization of the share premium in the amount of Baht 1,344,904,738.72 to offset the deficit in the Company's separate financial statements for the fiscal year ended December 31, 2025 in the amount of Baht 89,147,120.58. Following this utilization, the Company's separate financial statements will reflect no deficit, with the remaining share premium in the amount of Baht 1,255,757,618.14. This utilization of the share premium is an accounting treatment and will not affect the total shareholders' equity.

The details of the shareholders' equity are as follows:

Shareholders' Equity Components (Unit: Baht)	Before transferring premium on share capital	After transferring premium on share capital
Registered Capital	1,657,854,486.88	1,657,854,486.88
Issued and Fully Paid-up Capital	1,350,102,558.88	1,350,102,558.88
Premium on share capital	1,344,904,738.72	1,255,757,618.14
Legal Reserve	111,952,161.69	111,952,161.69
Retained Earnings (Accumulated Deficit) - Unappropriated	(89,147,120.58)	-
Total Shareholders' Equity	2,717,812,338.71	2,717,812,338.71

Resolution:

The Meeting duly considered and resolved to approve the utilization of the share premium in the amount of Baht 1,344,904,738.72 to offset the deficit in the Company's separate financial statements for the fiscal year ended December 31, 2025 in the amount of Baht 89,147,120.58. Following this utilization, the Company's separate financial statements will reflect no deficit, with the remaining share premium in the amount of Baht 1,255,757,618.14 as proposed by the Chairman.

There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 7,118,375,793 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Agenda 6: To consider and appoint the Company's auditor and approve the audit fee for the 2026 fiscal year.

The Chairman proposed to the Meeting to consider reappointment of Mrs. Natsarak Sarochanunjeen CPA No.4563 or Ms. Daranee Somkamnerd CPA No. 5007 or Ms. Jarunee Nuammae CPA No. 5596 from A.M.T. & Associates or Mr. Siramate Akkharachotkullanun, CPA No 11821 or Ms. Nattaya Tungpradit CPA No. 11591 of A.M.T. & Associates, that has no relationships and/or any interests with the Company and its subsidiaries, the management team, major shareholders or any connected with such persons, as the auditor of the Company and its subsidiaries for the year 2026 with the audit fee of not more than Baht 2,475,000.00.

Resolution:

The Meeting duly considered and resolved to reappoint the auditor for the Company and its subsidiaries for the year 2026 and to fix the audit fee as proposed by the Chairman. There was no shareholder without the voting right on this agenda item. There was no voided voting ballot. The Meeting resolution was as follows: -

- 7,118,375,793 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Agenda 7: To consider and elect Directors to replace those who are due to retire by rotation.

The Chairman advised the Meeting that, as stipulated in the Company's Article of Association within the 2026 Annual General Meeting of Shareholders, there are four directors due to retire by rotation, namely:

- Dr Narongchai Akrasanee
- Mr. Chan Bulakul
- Mr. Sompong Bulakul
- Mr. Phongchai Sethiwan

The Nominating Committee, after careful consideration, agreed and proposed to the Board of Directors of the Company to reappoint the four directors due to retire by rotation to serve as a director of the Company.

The Chairman proposed that all four directors to leave the meeting room before the Meeting voted.

Mr. Varut Bulakul, Chief Executive Officer, presided over the meeting in this agenda item on behalf of the Chairman.

The Chairman proposed the Meeting to consider reappointing Dr Narongchai Akrasanee as the Company's director for another term.

Resolution:

The Meeting duly considered and resolved to reappoint Dr Narongchai Akrasanee as the Company's director for another term as proposed. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 7,118,375,243 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 550 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

The Chairman proposed to the Meeting to consider reappointing Mr. Chan Bulakul as the Company's director for another term.

Resolution:

The Meeting duly considered and resolved to reappoint Mr. Chan Bulakul as the Company's director for another term as proposed. There was no shareholder without the voting right on this agenda item. There was no voided voting ballot. The Meeting resolution was as follows:

- 7,118,375,793 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

The Chairman proposed to the Meeting to consider reappointing Mr. Sompong Phaoenchoke as the Company's director for another term.

Resolution:

The Meeting duly considered and resolved to reappoint Mr. Sompong Phaoenchoke as the Company's director for another term as proposed. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 7,118,375,243 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 550 vote equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

The Chairman proposed to the Meeting to consider reappointing Mr. Kirin Narula as the Company's director for another term.

Resolution:

The Meeting duly considered and resolved to reappoint Mr. Kirin Narula as the Company's director for another term as proposed. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 7,118,375,793 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Agenda 8: To consider and fix the remuneration for the Company's Board of Directors for the period from January 1 – December 31, 2026

The Chairman requested the Meeting to consider and approve the proposed remuneration for the Company's Board of Directors for the period from 1 January - 31 December 2026 which has been carefully reviewed by the Compensation Committee for the amount not exceeding Baht 5,300,000.00.

Resolution:

The Meeting duly considered and resolved to approve to fix the remuneration for the Company's Board of Directors for the period from 1 January – 31 December 2026 for the amount not exceeding Baht 5,300,000.00 as proposed by the Chairman. There was no shareholder without the voting right on this agenda. There was no voided voting ballot. The Meeting resolution was as follows:

- 7,118,375,793 votes, equivalent to 100.00% of the total shares of the shareholders attending and have the right to vote, agreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, disagreed.
- 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, abstained.
- Voided ballot 0 ballot, 0 vote, equivalent to 0.00% of the total shares of the shareholders attending and have the right to vote, voided.

Agenda 9: To consider on other business (if any).

The Chairman informed that this agenda was set for shareholders to ask questions or to allow the Board of Directors to clarify any questions or concerns of the shareholders. The Chairman gave an opportunity to the Meeting to inquire and give additional comments.

The Chairman invited the shareholders to ask questions and give any suggestions.

The chairman asked about questions from shareholders and no shareholder asked. The Chairman thanked the shareholders for sacrificing their time to attend the Meeting and declared the Meeting adjourned.

The Meeting adjourned at 10.50 a.m.



Signature _____ Chairman of the Meeting
(Dr. Narongchai Akrasanee)