



Invitation to attend  
The 2026 Annual General Meeting of Shareholders  
Betagro Public Company Limited

Tuesday, April 21, 2026 at 13.30 hrs.  
By electronic means (E-AGM)

\*\*\*Please note that the E-AGM will be conducted online only and there will be no physical meeting arrangements for this E-AGM. Please carefully study and follow the guidelines for attending the E-AGM attached to the Notice\*\*\*



March 24, 2026

Subject: Invitation to attend the 2026 Annual General Meeting of Shareholders

To: **All Shareholders**

**Betagro Public Company Limited**

- Attachments:
1. Form 56-1 One Report 2025 in QR Code
  2. Profiles of directors retiring by rotation and nominated for re-election as directors
  3. Profiles of the Company's auditors for 2026
  4. Proxy Form A, Form B, and Form C
  5. Independent Director's Profile as Proxies from Shareholders
  6. Definition of Independent Director
  7. Guideline for Attending the 2026 Annual General Meeting of Shareholders via Electronic means (E-AGM)
  8. Electronic Meeting System User Manual for Annual General Meeting of Shareholders
  9. The Company's articles of association regarding to Annual General Meeting of Shareholders
  10. Privacy Notice

The Board of Directors of Betagro Public Company Limited ("the Company") has resolved that the 2026 Annual General Meeting of Shareholders will be held on **Tuesday, April 21, 2026 at 13.30 hrs. by the electronic means (E-AGM) only** (there will be no on-site registration on Tuesday, April 21, 2026), in order to consider the following agenda item.

As shareholders were invited to propose their agenda for this Annual General Meeting in advance during November 1 - December 31, 2025. The information was announced via the Company's website. However, there was no agenda proposed by shareholders.

**Agenda 1 The matters to be informed by the Chairman of the Board of Directors**

Facts and reasons: The matters informed to the meeting by Chairman about its business.

Board's opinion: View as proper to shareholders should be acknowledged the matter informed to the meeting by Chairman.

Note: This matter is for acknowledgement. The voting is not required.

**Agenda 2 To acknowledge the operating results of the Company for the year 2025**

Facts and reasons: The Company summarized the operational results and significant changing during 2025, as stated in the F56-1 One Report of 2025 which distributed to all shareholders together with the invitation letter to attend this meeting. (Attachment 1)

Board's opinion: It is agreed to report the operating results of the Company for the year 2025 to the shareholders' meeting for acknowledgement.

Note: This matter is for acknowledgement. The voting is not required.

**Agenda 3 To consider and approve the audited financial statements of the Company for the fiscal year ended December 31, 2025**

Facts and reasons: Pursuant to Section 112 of the Public Limited Company Act B.E. 2535 (the "PLC Act") and Article 46 of the Company's Article of Association, the Company must prepare balance sheets and income statements at the end of each fiscal year, which have been audited by the certified public accountant prior to submitting for Shareholders' approval.

Board's opinion: It is agreed to propose to the shareholders' meeting to approve the audited financial statements for the fiscal year ended December 31, 2025 which have been audited and certified by the auditor of KPMG Phoomchai Audit Ltd., and approved by the Audit Committee. These financial statements disclosed the Company's financial position and performance during 2025 which can be summarized as follows:

**The financial position and statement of income (partly) Unit: Million Baht**

Description	2024		2025	
	Consolidated Financial Statements	Separate Financial Statements	Consolidated Financial Statements	Separate Financial Statements
Total Assets	68,114	54,988	66,920	48,445
Total Liabilities	40,826	26,396	33,806	19,073
Revenues from sales	114,232	63,948	122,370	60,966
Total Revenues	114,943	65,235	122,950	62,133
Net Profit for the year	2,500	2,005	6,801	2,076
Earnings per share (Baht/Share)	1.27	1.04	3.46	1.07

Details are stated in the Company's F56-1 One Report of 2025 which has been delivered to the shareholders together with the invitation letter. (Attachment 1)

Note: Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their vote.

**Agenda 4 To consider and approve the allocation of net profit for legal reserve and the dividend payment for the year 2025**

Facts and reasons:

According to Section 115 of the PLC Act and Article 52 of the Company's Articles of Association, the annual dividend payment shall be approved by the general meeting of shareholders. The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profits to do so and after the dividends have been paid, the Board of Directors shall report to the next general meeting of the shareholders. Furthermore, according to Section 116 of the PLC Act and Article 53 of the Company's Articles of Association, the Company must appropriate to a reserve fund, from the annual net profits, at least five (5) percent of the annual net profits, less the carried-forward

accumulated losses (if any) until the reserve fund reaches an amount of not less than ten (10) percent of the registered capital.

The Company has the policy to pay put dividend to the shareholders at the rate of not less than 30 percent of net profit of separate financial statements after deduction of corporate income tax and various reserved as required by laws and the Company each year, together with considering the consolidated financial statements of the Company. Such dividend payment must not exceed the retained earnings that appear in the Company's separate financial statements. In case that the separate financial statements of the Company have accumulated losses, the Company will omit to pay the dividend.

**Board's opinion:** It is agreed to propose to the shareholders' meeting to consider and approve the allocation of the net profit of separate financial statements of the year 2025 for legal reserve of 95,000,000 baht and the dividend payment for the year 2025 at the rate of 1.50 baht per share, totaling of 2,860,900,000 baht, subject to the number of shares repurchased up to March 11, 2026 (XD). Following the aforementioned share repurchase date, the Company repurchased a total of 28,746,300 shares and pay a total dividend of 2,859,080,550 baht, from the net profit of separate financial statements of the year 2025 and retained earnings which is subject to corporate income tax at the rate of 20 percent which paid from net profit under Non- BOI at the rate of 1.24 baht per share and paid from net profit under BOI privilege at the rate of 0.26 baht per share.

This dividend payment is in accordance with the Company's dividend policy. The record date for determining name of shareholders who are entitled to receive the dividend is on Wednesday, March 11, 2026 and the Company will make the payment of dividend on Wednesday, May 20, 2026. Please note that the right to receive the dividend is uncertain until getting the approval of the 2026 Annual General Meeting of Shareholders.

On December 31, 2025, the Company recorded a net profit in the separate financial statements of 2,076 million baht, and the Company's dividends in the previous year is shown below.

**Comparative information on dividend payments in the past year**

Dividend Details		2024	2025
Net profit of separate financial statements	(Million baht)	2,004.6	2,075.8
Net profit after legal reserve	(Million baht)	1,900.6	1,980.8
Number of shares as at 31 December	(Million shares)	1,934.8	1,934.8
<u>Less</u> Treasury stocks	(Million shares)	-	28.7
<b>Number of shares for dividend payment</b>	<b>(Million shares)</b>	<b>1,934.8</b>	<b>1,906.1</b>
Earnings per share	(Baht per share)	1.04	1.07
Dividend per share	(Baht per share)		
● Interim dividend payment		-	-
● Dividend payment for the year		0.50	1.50
<b>Total dividend payment</b>	<b>(Million baht)</b>	<b>967.4</b>	<b>2,859.1</b>
Dividend payout ratio	(Percent)	50.90	144.4

*Remarks: The share repurchased were not entitled to dividend payment.*

**Note:** Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their votes.

**Agenda 5 To consider and approve the election of directors replacing those who retired by rotation**

Facts and reasons:

According to Section 71 of the PLC Act and Article 20 of the Company’s Articles of Association, at each annual general meeting of shareholders, one-third (1/3) of the total number of the directors at that time, or of the number is not a multiple of three, then the number nearest to one-third (1/3), must retire from office. A retiring director is eligible for re-election.

There are 4 directors who have to be retired by rotation in the 2026 Annual General Meeting of Shareholders are as follows:

- |                                   |   |
|-----------------------------------|---|
| 1) Mr. Tanawong Areeratchakul     | Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Risk Management Committee |
| 2) Mr. Vasit Taepaisitphongse     | Director and Member of the Corporate Governance and Sustainable Development Committee                                   |
| 3) Dr. Premratn Taephaisitphongse | Director  |
| 4) Miss Piyaporn Taepaisitphongse | Director  |

During the period of November 1 – December 31, 2025, the Company provided an opportunity for shareholders to propose agenda and nominate of qualified persons to be elected as directors. However, no shareholders nominated any candidates for election as directors of the Company.

The Nomination and Remuneration Committee has considered the qualifications of all directors and found that they are qualified and meet the relevant criteria, and are suitable for the Company’s business. Besides, Mr. Tanawong Areeratchakul, an independent director, are considered by the Board of Directors that he is the person who can provide independent opinion according to the related regulations. It is therefore deemed appropriate to propose the Board of Directors to propose the Shareholders’ Meeting to consider the election of 4 directors who retired by rotation, namely 1) Mr. Tanawong Areeratchakul 2) Mr. Vasit Taepaisitphongse 3) Dr. Premratn Taephaisitphongse and 4) Miss Piyaporn Taepaisitphongse to be re-elected to continue their term.

Board’s opinion: It is agreed to propose to the shareholders’ meeting to consider and approve the election of these 4 directors who retired by rotation, namely 1) Mr. Tanawong Areeratchakul 2) Mr. Vasit Taepaisitphongse 3) Dr. Premratn Taephaisitphongse and 4) Miss Piyaporn Taepaisitphongse should be re-elected to continue their term

The directors who retired in this term did not attend and vote on this agenda in the Board of Directors meeting.

The biography of the retiring directors and the nominated person for election as new director are distributed to all shareholders together with the invitation letter to attend this meeting. (Attachment 2)

Note: Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their votes by considering appointing individually.

**Agenda 6 To consider and approve the remuneration of directors for the year 2026**

Facts and reasons:

According to Section 90 of the PLC Act, it is required that the remuneration of the directors shall be in accordance with the Company’s Articles of Association and the resolution of shareholders’ meeting by the

vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting. According to Article 33 of the Company's Articles of Association, the directors shall be entitled to receive remuneration from the Company in the form of monthly compensation, meeting allowance, gratuity, bonus or benefit of any other nature in accordance with a resolution of the shareholders' meeting by a vote of not less than two-thirds (2/3) of the number of votes of shareholders attending the meeting. The remuneration may be designed in fixed amounts or as a specific guideline, for any specific time of payment, or for continuous application until any future amendment by a resolution of the shareholders' meeting. The Nomination and Remuneration Committee has considered the remuneration of the Board of Directors and the Sub-Committees for the year 2026, by comparing with other listed companies in the same industry and having similar size. It is therefore deemed appropriate to propose the Board of Directors to propose the Shareholders' Meeting to consider the determination of the remuneration of the Board of Directors and the Sub-Committees for the year 2026 onwards with the details as follows:

1. Monthly compensation and meeting allowance (same as 2025)  
(Board member who are executive in sub-committees will receive monthly compensation but will not receive meeting allowance.)
2. Bonus (same as 2025)  
0.5 percent of dividend payment, and authorize the Nomination and Remuneration Committee to consider the conditions and details of bonus payment
3. Other benefits: Directors' & Officers' Liability Insurance (D&O) in the amount of 50 million baht (same as 2025)

Board's opinion: It is agreed to propose to the shareholders' meeting to consider and approve the remuneration of directors for the year 2026 by paying in the form of monthly compensation, meeting allowances and bonus 0.5 percent of dividend payment in the amount of not exceeding 25 million baht, which is equivalent to the remuneration of directors for the year 2025 as proposed by the Nomination and Remuneration Committee.

Note: The resolution of the agenda must be approved by not less than two-thirds of the shareholders who attend the meeting and exercise their voted.

## **Agenda 7 To consider and approve the appointment of the Company's auditor and the auditor's remuneration for the year 2026**

### Facts and reasons:

According to Section 120 of the PLC Act, the annual general meeting of shareholders shall appoint an auditor and determine the audit fee of the company every year, and, in appointing the auditor, the former auditor may be re-appointed.

The Audit Committee has considered the selection of auditors for the year 2026, by considering qualifications, skills, performance, independence, and the remuneration of the auditors. The Audit Committee's opinion is the auditors from KPMG Phoomchai Audit Ltd. as they not only have performed the duties expertly but also has good reputation and performance standard, experiences and expertise in auditing, effective audit procedures and tools as well as good business understanding. When compared to the scope of services offered, workload and audit fee rate of other listed companies in the same level of business, such company apparently offered appropriate audit fees and the utmost benefits to the Company.

The Audit Committee has considered proposing to the Board of Directors to propose to the shareholders' meeting to appoint the auditor from KPMG Phoomchai Audit Co., Ltd. to be auditor for 2026.

Board's opinion: The Board of Directors agrees with the Audit Committee to select KPMG Phoomchai Audit Ltd. to be the audit firm of the Company and recommends the shareholders' meeting to consider and approve the appointment of the auditors and audit fees as follows:

1. The appointment of the auditors from KPMG Phoomchai Audit Ltd. for the Company:

<u>Names</u>	<u>CPA License No.</u>	<u>Year of Auditing for the Company</u>	
1) Ms. Pornthip Rimdusit	5565	1	or
2) Ms. Dussanee Yimsuwan	10235	0	or
3) Mr. Piyanat Singkhorn	11641	0	

The auditors have qualifications that comply with the guidelines of the Securities and Exchange Commission.

The proposed audit firm and auditors have no relationship or conflict of interest with the Company/ subsidiaries/managerial staff/ major shareholders, or person related persons of the said parties.

The profiles of the Company's auditors for 2026 are distributed to all shareholders together with the invitation letter to attend this meeting. (Attachment 3)

2. To approve the annual audit fees for the year 2026 and the quarterly review fees for the Company's financial statements and consolidated financial statements totaling 3,960,000 baht (increase 40,000 baht from 2025) as follows:

Unit: Baht

<b>Audit fees</b>	<b>2025</b>	<b>2026 (Current Proposal)</b>
1. Annual audit fee for the Company's financial statements and consolidated financial statements	2,570,000	2,610,000
2. Annual audit fee for consolidated financial statements, and quarterly review fee for the financial statements of the Company and consolidated financial statements	1,350,000	1,350,000
<b>Total audit fees of the Company</b>	<b>3,920,000</b>	<b>3,960,000</b>

The Company paid Non-Audit fee to KPMG Phoomchai Audit Ltd. as follows:

<b>Non-Audit fees</b>	<b>2025</b>	<b>2026 (Current Proposal)</b>
Tax consulting fees, Compensation for checking the compliance with investment promotion certificate conditions, and other services	6.62 MB	Actual charge 5,000,000 – 8,000,000 baht

3. To acknowledge the annual audit fees for the 2026 financial statements of the Company's subsidiaries, the fees of which are borne by each subsidiary as follows:

Audit fees	2025	2026
1. Annual audit fees of the Company's subsidiaries in Thailand		
- Number of subsidiaries	24 companies	24 companies
• KPMG Phoomchai Audit Ltd.	24 companies	24 companies
- Amount of fee	12.86 million baht	13.19 million baht
2. Annual audit fees of the subsidiaries outside Thailand		
• KPMG Thailand	6 companies	6 companies
- Amount of fee	2.67 million baht	2.66 million baht
• Other audit firms	13 companies	13 companies
- Amount of fee	6.69 million baht	6.83 million baht

(The audit fees of subsidiaries for the year 2026 are subject to change pursuant to the actual number of subsidiaries and/or actual workload during the year.)

For 24 subsidiaries out of a total of 43 companies, the Company has used auditors from the same auditor office, KPMG Phoomchai Audit Company Limited except some subsidiaries outside Thailand, KPMG Cambodia Ltd., KPMG R.G. Manabat & Co. (KPMG Philippines), RSM Vietnam, The Right Partner Consulting Group Company Limited (KPMG Myanmar), KPMG Lao Co., Ltd., Glory Shine CPA&CO, T&C Partners Chartered Accountants and Forvis Mazars are the auditor of those companies, which are not affiliated with the same audit firm as the Company's auditor. However, the Board of Directors will ensure that the financial statements can be submitted by deadline.

Note: Resolution in this agenda must be approved by a majority vote of the shareholders who attend the meeting and exercised their votes.

#### **Agenda 8 To consider other matters (if any)**

The Company schedules the record date for the right of shareholders to attend the 2026 Annual General Meeting of Shareholders on Wednesday, March 11, 2026.

In addition, the Company has published the invitation to the shareholders' meeting together with the supporting documents on the Company's website at [www.betagro.com](http://www.betagro.com). Shareholders are cordially invited to attend the 2026 Annual General Meeting of Shareholders on Tuesday, April 21, 2026 at 13.30 hrs. The electronic meeting will be conducted in accordance with the Emergency Decree on Electronic Meetings B.E.2563 (2020) and all applicable laws. The meeting will be conducted in accordance with Chapter 6, Shareholders' Meetings, of the Company's Articles of Association, as set forth in **Attachment 9**.

It is recommended that shareholders and/or proxies study the registration guidelines and prepare identity verification documents, as well as study the method of voting and the procedure for attending the meeting, in accordance with the details that appear in the Guideline for Attending the 2026 Annual General Meeting of Shareholders via Electronic Means (E-AGM) and the Electronic Meeting System User Manual for the 2026 Annual General Meeting of Shareholders in **Attachment 7** and **Attachment 8** respectively.

Shareholders will be able to register for participation starting from Friday, April 3, 2026, at 9.00 hrs., and registration will close on Tuesday, April 21, 2026, at 15.30 hrs. This can be done via scanning the QR Code or through the IR Plus AGM application. Shareholders or their proxies who register to attend the meeting will receive a Pincode for login to participate in the meeting on the meeting day, starting from 11.30 hrs. on Tuesday, April 21, 2026.

In addition, shareholders can appoint an independent director as proxy in order to attend the meeting and vote on their behalf, as detailed in the Profiles of the Independent Directors for the appointment of Proxy by Shareholders in **Attachment 5**. Shareholders can submit a signed proxy form and supporting documents for appointing a proxy in accordance with the information contained in the guideline for attending the 2026 Annual General Meeting via Electronic Means (E-AGM), as detailed in **Attachment 7**, to the Company Secretary Office, Betagro Public Company Limited, Betagro Tower (North Park), No. 323, Vibhavadi Rangsit Road, Thung Song Hong Subdistrict, Laksi District, Bangkok 10210, or email: CSO@betagro.com, by Monday, April 20, 2026.

In addition, the Company encourages the shareholders to submit questions that are relevant to the agenda of the 2026 Annual General Meeting of Shareholders in advance before the meeting date. In this regard, please send the questions together with the contact details, i.e. name, address, telephone number, and email address (if any), to the Company Secretary Office via email at CSO@betagro.com or via registered mail to the Company Secretary Office at the Company's address as detailed above.

Please attend the meeting on the date and time specified above.

Yours sincerely,



Mr. Vasit Taepaisitphongse  
Chief Executive Officer and President

Company Secretary Office  
Tel : (662) 146-1700