

Meeting Venue

The Extraordinary General Meeting of Shareholders No. 1/2023 of Wave Entertainment Public Company Limited (the “Company”) is the meeting conducted via electronic means (E-meeting) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws, which was live broadcasted at the meeting room of the Company situated at No. 2445/19 Tararom Business Tower, 14th Floor, New Petchaburi Road, Bang Kapi Sub-district, Huai Khwang District, Bangkok.

Date and Time

The meeting was held on 28 February 2023 at 14.00 hrs.

Members of the Board of Directors Present

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| 1. | Ms. Cathleen | Maleenont | Director, Chairman of the Board of Directors and Member of the Nomination and Remuneration Committee |
| 2. | Mr. James Andrew | Moore | Director, Chief Executive Officer and Member of the Nomination and Remuneration Committee and Member of Executive Committee |
| 3. | Mr. Viravit | Chartvivatpornchai | Director, Independent Director and Chairman of the Audit and the Risk Management Committee |
| 4. | Mr. Kijcharnpit | Sukangwanwit | Director, Member of the Nomination and Remuneration Committee and Member of Executive Committee |
| 5. | Mr. Thirapong | Khumruangrit | Director, Chairman of Executive Committee, Member of the Nomination and Remuneration Committee |
| 6. | Mr. Phisit | Chusiriwat | Director, Independent Director, Member of the Audit and the Risk Management Committee and Chairman of the Nomination and Remuneration Committee, |
| 8. | Mrs. Phatnaree | Thitiariyakul | Director, Independent Director and Member of the Audit and the Risk Management Committee |

Officers of the Company

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| 1. | Mr. Uthai | Ariyawimol | Acting Chief Finance Officer and the Company’s Secretary |
| 2. | Mrs. Suntaree | Arayasomboon | Accountant & Financial Director |
| 3. | Mr. Chokechai | Tutiyaorn | Legal Director |

Legal Advisors of Chandler MHM Limited

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|----|----------------|------------|
| 1. | Mr. Wongsakrit | Khajangson |
| 2. | Ms. Worapan | Wuttisarn |

Volunteer for Shareholders Rights Protection from Thai Investors Association

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| 1. | Ms. Chanathip Wittayakul |
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Commencement of the Meeting

Mr. Kanchana Suchato, the moderator, (the “**Moderator**”) welcomed the shareholders attending and informed the meeting that this meeting would be held via electronic means through the system of OJ International Co., Ltd which is a service provider of this E-EGM. Upon the commencement of the meeting, there were 53 shareholders attending the meeting in person and by proxy, equivalent to 3,358,843,350 shares, representing 38.89% of the total sold shares of 8,637,873,804 shares. Therefore, it is deemed that there were shareholders and proxies attending the meeting not less than 25 shareholders and not less than one-third (1/3) of total sold shares of the Company of 8,637,873,804 shares, and the quorum of the meeting was constituted in accordance with the Articles of Association of the Company.

In this respect, in order to enable the vote casting in all agendas of the Company being transparent and accurate, the Moderator has invited the shareholders or the proxies to be a vote inspector; however, as there was no shareholder and proxy volunteering, the Company’s officers were counting votes instead. Also, the legal advisors from Chandler MHM Limited attending the meeting acted as the inspector of vote casting and counting as well as supervising the meeting to be in accordance with the law and the Articles of Association of the Company.

The Moderator informed the procedure in respect of vote casting and counting in each agenda of this meeting to the shareholders. The summary of which are per below.

Vote Casting Procedure

1. As this meeting is a meeting via electronic means, there is no printed ballot for the attendees.
2. In casting vote in the meeting, each shareholder shall have the vote in the amount equal to share(s) held by such shareholder, whereby 1 share shall equal to 1 vote.
3. With respect to casting vote in each agenda, each shareholder or proxy shall cast any of vote as **approval**, **disapproval**, or **abstention**. In this respect, the vote casting is inseparable.
4. In casting vote via electronic means, each shareholder and proxy shall open the “E-Voting” window for casting vote in each agenda within a prescribed time (1 minute). When choosing the vote, the system shall show a pop-up again to request a confirmation on the voting. Please select ‘confirm’ to confirm the voting.
5. In order to count vote results for each agenda, the Company will count only the votes as **disapproval** and/or **abstentions** and/or **void ballots** (if any) and deduct from the total votes of shareholders and proxies attending the meeting whereby the remaining votes will be regarded as **approval**. In this regards, the Company has counted and recorded votes of the shareholders voting in advance in the proxy form.
6. For the attendees via mobile phone or tablet, please switch from Zoom application back to Chrome application for voting in “E-Voting” window.
7. When you have casted the vote, please return to “E-Meeting” window (Zoom application) for viewing and listening to the meeting.
8. The system will count votes from the votes from the attendees voting via “E-Voting” and shareholders voting in advance via the proxy form.

Criteria on Vote Counting and Informing Vote

The Company will inform the vote counting to the meeting before commencing each agenda and the officer will count votes in each agenda. The Company will inform the result of voting in each agenda before commencing subsequent agenda. In this regard, the number of shareholders attending in each agenda may vary as some shareholders may additionally attend or leave the meeting. The Company also arranges external legal advisors to inspect and supervise vote counting of the meeting to be transparent and in accordance with the law and the Articles of Association of the Company.

Procedure for Question

The attendee may ask questions related to the considering agendas as follows:

In case the shareholders wish to ask questions by typing, the shareholders may do as follows:

1. Please open the 'Chat' menu in Zoom application and type.
2. Press 'Enter' for sending the message to the system.

In case the shareholders wish to ask questions by speaking, the shareholders may do as follows:

1. Please open the 'Participant' menu in Zoom application and press 'Raise Hand'.
2. When the Moderator call your name, the officer will open your microphone for raising questions. You will need to unmute and open the microphone in your device. In case you cannot speak though the microphone (within 1 minute), please type your questions through 'Chat' window instead so that the Moderator will read your questions to the meeting on your behalf.

In asking questions by way of typing or speaking, please state your full name and specify that you are the shareholders or the proxy before asking questions for the purpose of recording the minutes completely and accurately. The Company will give the opportunity to raise question in each agenda. In case there is no question from the attendee within 2 minutes, the Company will continue the meeting. If there is any additional question, please type the question through the 'Chat' window whereby the officer will read all of your questions later.

Compliance with Personal Data Protection Act B.E. 2562 (2019) (PDPA)

The Company will collect and use personal data that has been notified by shareholders, proxies and attendees and/or received from Thailand Securities Depository Co., Ltd. ("TSD"), namely name, surname, address, telephone number, ID card number or passport number and stock information, etc., to be used for the purpose of the convocation of the Extraordinary General Meeting of Shareholders No. 1/2023 as well as the convocation of the extraordinary general meeting of shareholders as required by relevant laws. Such information will be kept in confidence under legal requirements for as long as it is required, and/or for references for the purpose of organizing such meetings.

The vote counting for each agenda shall be as follows:

1. Agenda 1 must be approved by majority votes of all votes of shareholders and proxies attending the meeting and casting their votes, including approval and disapproval votes as the base of the vote counting. However, abstention votes shall not be counted as the base of the vote counting; and
2. Agenda 2 must be approved by the votes of more than three-fourths (3/4) of the total votes of shareholders and proxies attending the meeting and having the right to vote, where approval, disapproval and abstention votes shall be counted as the base of the vote counting.

In this regard, the Moderator has informed the meeting that the Company will publish the minutes of the shareholders' meeting with the results of voting in each agenda via the Company's website within 14 days from the meeting date.

After that, Mr. James Andrew Moore presented the Company's business overview and strategy. This year, the Company is focusing on recovering the business by developing two new businesses: Wave BCG and Wave Wellbeing, while also adjusting its strategy to expand its existing business, Wall Street English. The details are as follows:

1. Wave BCG will be a new S-Curve business for the Company, providing full-service carbon credit solutions. Thailand has committed to being carbon neutral by 2050 and achieving net-zero carbon emissions by 2065, and reducing 40% of its carbon emissions by 2030. Thai organizations are under pressure from various sources, including Carbon Border Adjustment Mechanism (CBAM), Carbon Tax, access to Green Financing (Green Loans, Sustainability-Liked Bonds and Sustainability-Linked Loans), and removal from vendor lists of abroad organizations. Wave BCG aims to support Thai organizations in achieving the goal of carbon neutrality and net-zero carbon emissions, and to increase competitiveness globally. The business includes consultation services for carbon credit buyers and sellers, consultation for developing climate projects, assistance in registering carbon credits, internal evaluation services for reducing greenhouse gas, and carbon credit trading. Wave BCG will also procure carbon credits for organizations in Thailand and Southeast Asia for their internal offsets, and develop innovation such as climate technology (climate tech) and sustainability technology.
2. Wave Wellbeing is a business in the health and wellness industry, currently operating a medical cannabis business and owning farms for quality control. Wave Wellbeing plans to expand its business into wellness centers with health products, in partnership with industry leading business partners.
3. Wall Street English School is the world-leading English institution, operating worldwide for over 50 years, and in Thailand since 2003 (more than 20 years). Over 100,000 students have graduated from Wall Street courses in Thailand, where it has a 35% market share in the premium customer sector, and the most sales in Asia, with its closest competitors selling 20% and 30% less, respectively. Wall Street currently has 13 branches across Thailand and plans to expand its branches in Thailand and Southeast Asia through franchising.

Following the presentation, Ms. Cathleen Maleenont, Chairman of the Board of Directors acting as the Chairman of the meeting, (the “Chairman”) officially declared the commencement of the Extraordinary General Meeting of the Shareholders No. 1/2023 therefore proposed to the meeting to consider the agendas as follows:

Agenda 1 **To consider and certify the minutes of the Extraordinary General Meeting of Shareholders (No. 1/2022) held on 13 September 2022**

The Chairman assigned the Moderator to moderate this agenda.

The Moderator proposed to the meeting the minutes of the Extraordinary General Meeting of Shareholders (No. 1/2022) held on 13 September 2022, totaling 19 pages, as detailed in the documents circulated to all shareholders together with the invitation letter to the meeting.

The Moderator provided an opportunity for shareholders to raise any query and suggestion. It was appeared that there was no shareholder enquiring any query. The Moderator then proposed the meeting to consider and certify the minutes of the Extraordinary General Meeting of Shareholders (No. 1/2022) held on 13 September 2022.

Remark: In this agenda, there is one shareholder holding 1,000,000 shares additionally attending the meeting by himself.

Resolution

The meeting resolved to certify the minutes of the Extraordinary General Meeting of Shareholders (No. 1/2022) held on 13 September 2022 as detailed in the document circulated to all shareholders with the invitation letter to the meeting with the majority votes of the votes of shareholders and proxies attending the meeting and casting their votes as follows:

Approved	3,359,842,350	votes	equivalent to	99.99 %
Disapproved	1,000	votes	equivalent to	0.01%
Abstained	0	vote	equivalent to	-
Invalid Ballot	0	vote	equivalent to	-
Total	3,359,843,350	votes	equivalent to	100%

Agenda 2**To consider and approve the issuance and offering of debentures in the total amount not exceeding Baht 1,000,000,000.**

The Chairman assigned the Moderator to moderate this agenda.

The Moderator informed the meeting that the Company has a tendency to continuously expand its current business and new businesses, including future investment plans. Therefore, it is necessary to seek additional funding. As such, the Company then proposed to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the issuance and offering of debentures in the total amount of not exceeding Baht 1,000,000,000 to be used as working capital of the Company and its subsidiaries and capital for investment expansion for the Company. The key details are summarized as follows:

Objective	For funding operation and/or expanding existing and/or new businesses and/or using as working capital of the Company and its subsidiaries or other purposes as the Board of Directors deems appropriate.
Type of Debentures	Any and all types or categories of debentures, name-registered debentures or bearer debentures, secured and/or unsecured debentures, subordinated and/or unsubordinated debentures and/or with or without credit rating and/or with or without Bond Holder Representative and/or amortizing or bullet payment. This clause is subject to market conditions as of the issuance and offering the debentures at each time which will be permitted by the relevant regulatory authorities.
Currency	Thai Baht and/or foreign currency using exchange rates at the time of each issuance and offering of the debentures.
Value of Debentures	The total value of debentures which has not yet been redeemed will not exceed Baht 1,000,000,000 or its equivalent amount in any currency at any time. The Company can issue and offer additional debentures and/or issue and offer the redeemed debentures, subject to the aforementioned credit limit at any given time.
Tenor	To be specified in each period depending on market conditions at the time of issuing and offering debentures
Interest Rate	Depending on market conditions at the time of each issuance and offering of the debentures, the interest rate is deemed to be in compliance with the notification of Securities Exchange Committee and/or Securities &

	Exchange Commission and/or other related notification or regulatory which is effective on the date of the issuance and offering of the debentures each time.
Offering	<p>(1) Debentures can be offered in one or several occasions, and/or as projects and/or as revolving. In case that the Company offers debentures in revolving nature, the Company is allowed to redeem or receive principle repayment in compliance with the terms and credit as indicated.</p> <p>(2) Debentures can be offered by way of public offering and/or offering via Private Placement and/or offering to domestic and/or foreign Financial Institution and/or high net worth investors all at once or on several occasions in compliance with the notifications of Securities Exchange Committee and/or Capital market committee or other notification, ministerial regulations, rules and other related regulations which is effective on the date of issuance and offering of the debentures.</p> <p>(3) In case that the Company has redeemed or repaid the debentures issued under value of this approved credit limit, the Company is allowed to issue additional debentures to the amount of the redemption or repay whereby the debentures issued to replace the existing debentures will have term and condition as to be indicated.</p>
Early Redemption	Debentures holders and/or the Company may or may not have the right to redeem debentures prior to maturity or the Company may or may not indicate to have the right to redeem in 'Special Event Redemption' depending on the terms and conditions of each debentures issuance.
Authorization	In this regard, the Board of Directors and/or the Chief Executive Officer and/or the Executive Committee have the authority to determine other terms and conditions related to the issuance and offering of debentures, such as determining the name, the nature of the offering of debentures, number of debentures to be issued and offered for sale each time, type of debentures, collateral, offering price per unit, tenor, redemption period, early redemption, interest rate, method of payment of principal and interest, allocation method and details of the offering, etc., including the registration of such debentures with the Thai Bond Market Association or any secondary market, as well as having the authority to apply for permission from relevant authorities, appointment of advisors or persons involved in the issuance and offering of debentures, appointment of a financial advisor, debenture underwriter, credit rating agency, property appraiser, legal advisor, debenture registrar, payment agent, bondholder representative, or another consultant or any other person related to the issuance and offering of debentures including negotiating, agreeing, and signing related contract and documents and having the authority to take any action as necessary and related to the issuance and offering of these debentures.
Other condition	Depending on the market conditions at the time of issuing and offering debentures each time and other related factors.

In this regard, the Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the issuance and offering of debentures in the total amount of not exceeding Baht 1,000,000,000 to be used as working capital of the Company and its subsidiaries and capital for investment expansion as well as authorizing the Board of Directors and/or the Chief Executive Officer and/or the Executive Committee to have the authority to determine other terms and conditions related to the issuance and offering of debentures, such as determining the name, the nature of the offering of debentures, number of debentures to be issued and offered for sale each time, type of

debentures, collateral, offering price per unit, tenor, redemption period, early redemption, interest rate, method of payment of principal and interest, allocation method and details of the offering, etc., including the registration of such debentures with the Thai Bond Market Association or any secondary market, as well as having the authority to apply for permission from relevant authorities, appointment of advisors or persons involved in the issuance and offering of debentures, appointment of a financial advisor, debenture underwriter, credit rating agency, property appraiser, legal advisor, debenture registrar, payment agent, bondholder representative, or another consultant or any other person related to the issuance and offering of debentures including negotiating, agreeing, and signing related contract and documents and to have the authority to take any action as necessary and related to the issuance and offering of these debentures.

The Moderator provided an opportunity for shareholders to raise any query and suggestion. It is appeared that there was no shareholder enquiring any query. The Moderator then proposed the meeting to consider and approve the issuance and offering of debentures in the total amount not exceeding Baht 1,000,000,000 and the authorizations as proposed.

Resolution The meeting resolved to approve the issuance and offering of debentures in the total amount not exceeding Baht 1,000,000,000 and the relevant authorizations as proposed in all respect with the votes of more than three-fourths (3/4) of the total votes of shareholders and proxies attending the meeting and having the right to vote as follows:

Approved	3,359,842,350	votes	equivalent to	99.99%
Disapproved	0	vote	equivalent to	-
Abstained	1,000	votes	equivalent to	0.01%
Invalid Ballot	0	vote	equivalent to	-
Total	3,359,843,350	votes	equivalent to	100%

Agenda 3 **Other business (if any)**

None

As there was no shareholder additionally enquiring any inquiry or provide any suggestion, the Chairman thanked all shareholders and proxies for sacrificing their time to attend the meeting and adjourned the Extraordinary General Meeting of the Shareholders No. 1/2023.

The meeting was adjourned at 14.47 hrs.

Signed - *Ms. Cathleen Maleenont* - Chairman of the meeting
(Ms. Cathleen Maleenont)

Signed - *Mr. Uthai Ariyawimol* - Company's Secretary
(Mr. Uthai Ariyawimol)