

**Minutes of the 2020 Annual General Meeting of Shareholders
of
Humanica Public Company Limited**

Date, Time and Venue

Humanica Public Company Limited (the “Company”) held the 2020 Annual General Meeting of Shareholders on 27 April 2020 at 1.00 p.m. at the Company’s meeting room located at 2 Soi Rongmuang 5, Rongmuang Road, Rongmuang, Pathumwan, Bangkok 10330.

Preliminary Procedures

Miss Thanunya Piphitwanichakorn acted as the moderator of the 2020 Annual General Meeting of Shareholders (the “Meeting”) of the Company, and Mr. Anotai Adulbhan, the Chairman of the Board of Directors, acted as the Chairman of the Meeting (the “Chairman”). The moderator introduced the attending directors, executives, auditors and legal advisors in the following order:

Attending Directors

- | | | | |
|----|--------------|-------------|---|
| 1. | Mr. Anotai | Adulbhan | Chairman of the Board of Directors |
| 2. | Mr. Soontorn | Dentham | Vice Chairman of the Board of Directors and Chief Executive Officer |
| 3. | Mr. Anuphan | Kitnitchiva | Director and Independent Director |
| 4. | Mr. Pana | Janviroj | Director and Independent Director |
| 5. | Mr. Patara | Yongvanich | Chairman of the Audit Committee and Independent Director |
| 6. | Mr. Patai | Padungtin | Audit Committee Member and Independent Director |

Absent Director

- | | | | |
|----|----------------|----------|---|
| 1. | Mr. Thanachart | Numnonda | Audit Committee Member and Independent Director |
|----|----------------|----------|---|

Attending Executives

- | | | | |
|----|------------------|---------------|--|
| 1. | Mrs. Sasithorn | Hirunsak | Chief Operating Officer – Financial and Accounting Solutions |
| 2. | Miss Chuenchom | Techarungkiat | Chief Operating Officer – Human Resources Solutions |
| 3. | Mr. Sayan | Wairangkoon | Chief Accounting and Finance Officer and Company Secretary |
| 4. | Miss Hataichanok | Suwanjang | Chief Technology Officer |
| 5. | Mr. Somsak | Tantitanawat | Managing Director of Tiger Soft (1998) Co., Ltd. |

Auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

1. Miss Wimolporn Boonyusthian
2. Mr. Pichawat Likitganjanakul

Legal Advisor from Pisut and Partners Co., Ltd.

1. Miss Suthida Chaisuwan

At the preliminary procedures of the Meeting, there were 1,024 shareholders and proxies attending the Meeting. The total number of shares represented were 509,250,114 shares, which was equivalent to 74.8897 percent of the total number of shares sold. Thus, the quorum was attained pursuant to Article 37 of the Company's Articles of Association. The shareholder registration and counting of votes were undertaken by OJ International Co., Ltd.

Afterwards, the moderator informed the Meeting that in accordance with the good corporate governance regarding the counting of votes, the Company informed the guideline for voting and counting of votes with the details as follows:

1. Every shareholder and proxy shall be entitled for one vote for one share.
2. Every shareholder and proxy shall not divide the number of shares to split the votes, except for a custodian of foreign investors holding Proxy Form C. For proxies holding Proxy Form B., voting must be done in accordance with the choices pre-determined by the grantor.
3. Choice of voting at the Meeting are approve, disapproves or abstains.
4. Before casting votes on each agenda, shareholders would be allowed to make inquiries which would be related to such agenda. Shareholders having queries shall raise their hands and state the name-surname to the Meeting.
5. The votes shall be counted by using a barcode system and the result of voting shall be announced by the end of each agenda. In case of equal votes, the Chairman of the Meeting shall have an additional vote as a casting vote.
6. Ballots shall be considered void if multiple choices were chosen or if there was an amendment without a signature affixed therewith or if the ballots do not have any signature affixed thereon.
7. For agenda 1, 4 - 6 and agenda 9 shall be approved by a majority votes of shareholders, attending the meeting and casting their votes. Agenda 2 and 3 were for acknowledgement, and therefore no votes shall be casted. Agenda 7 shall be approved by the votes of not less than two-third (2/3) of the total votes of the shareholders attending the meeting and Agenda 8 shall be approved by the votes of no less than three-fourth (3/4) of the

shareholders attending the meeting and being entitled to vote without an objection of 10 percent of all votes of the shareholders attending the meeting and being entitled to vote.

Thereafter, the Chairman announced the opening of the 2020 Annual General Meeting of Shareholders and proceeded the Meeting in line with the agendas specified in the invitation letter in the following order:

Agenda 1 To acknowledge and certify the Minutes of the 2019 Annual General Meeting of Shareholders held on April 29, 2019.

The Chairman informed the Meeting that the 2019 Annual General Meeting of Shareholders held on April 29, 2019 and the Company has prepared the Minutes of the 2019 Annual General Meeting of Shareholders and sent a copy of the said Minutes to shareholders together with the invitation letter. The Board of Directors considered that the Minutes of the 2019 Annual General Meeting of Shareholders have been correctly and completely recorded. Therefore, it appropriate to propose to the Meeting for certification such Minutes.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda but there were no shareholders or proxy who has made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to vote on this agenda. A resolution on this agenda shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Meeting's Resolution: The Meeting unanimously resolved to acknowledge the Minutes of the 2019 Annual General Meeting of Shareholders held on April 29, 2019, with the details as follows:

Approval	510,024,514	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0%
Abstained	-	votes		
Void Ballots	-	votes		

*The abstained votes and void ballots were not calculated for vote count.

Remark:

For this agenda, there were additional 2 shareholders attended the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 1,026 persons, representing 510,024,514 shares.

Agenda 2 To acknowledge the Annual Report and the Company's operation and its subsidiaries results for the year 2019

The Chairman invited Mr. Soontorn Dentham, Chief Executive Officer, to report the Company's operation results for the year 2019 to the Meeting as follows:

The Company's overall earnings before interest and taxes (EBIT) in 2019 increased from Baht 139.49 million to Baht 162.28 million which was an increase of 16.3% from the previous year, deriving from 26.0% growth of the Company's HR solutions business which increased from Baht 109.18 million to Baht 137.61 million.

Mr. Soontorn Dentham further explained about the performance of the year 2019 in the part of Financial and Accounting Solutions with profits in the amount of Baht 13.85 million which was decreased from the year 2018 of Baht 31.58. million or at the rate of 56.1%.

Thailand remained the key business location of the Company. HR solutions which were the main business of the Company continued to grow and constituted 84.8% of the Company's total revenues while financial solutions have grown although they were still a small part of the Company's businesses constituting only 8.5%.

In addition, Mr. Soontorn informed the Meeting that the Company's liabilities which was arisen from the result of this year 2019 is due to the joint venture with Tigersoft. Tigersoft's operations are operating in the hardware business rather than software business. The business operations in this section cost more cost more than the software business. However, in the event of the pandemic occurring in Thailand (COVID-19), the Company considered that although the said situation affecting some businesses but the Company believed that it would have a positive effect on the hardware business of Tigersoft because the business sector will use Facial Recognition technology instead of Finger Scan to reduce the contact with various things. The Company has prepared software development and adopted with the hardware of Tigersoft to support the business expansion in this section.

The moderator gave the opportunity to the Meeting to make inquiries or express their opinion to this agenda but there were no shareholders or proxy who has made inquiries to this agenda. The moderator, therefore, informed the Meeting that this agenda was for acknowledgement, and therefore no votes shall be casted.

Agenda 3 To acknowledge the resignation of director and the re-appointment of the director

The Chairman proposed the Meeting to consider and acknowledge the appointment of Mr. Tana Janviroj to be a director and an independent director replacing Mr. Thanwa Laohasiriwong who resigned from his office, with effective from 25 February 2020 onwards.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda but there were no shareholders or proxy who has made inquiries to this agenda. The moderator, therefore, informed the Meeting that this agenda was for acknowledgement, and therefore no votes shall be casted.

Agenda 4 To consider and approve the financial statements and consolidated financial statements of the Company and its subsidiaries ended 31 December 2019 which have already been audited by the Company's auditors

The Chairman invited Mr. Soontorn Dentham, the Chief Executive Officer, to inform the Meeting regarding the Company's Financial Statement for the year ended December 31, 2019 has been reviewed by the Audit Committee and audited by the certified auditors as details set out in Enclosure 3 for consideration and approval.

Mr. Soontorn informed the Meeting that the overall, the auditors were of the opinion that the Company's financial statements presented fairly in all material respects. In their auditing, the auditors received good cooperation from and did not have any conflict with executives of the Company. Nevertheless, the auditors expressed certain observations and recommendations on the valuation of goodwill and purchase price allocation: PPA of TigerSoft which should have to be completed by the 3rd quarter of 2020 because it would be due on 1 July 2020, which is the period of 1 year since the acquisition of TigerSoft. The Audit Committee proposed the Company to prepare the conducting of a high-value valuation of goodwill of TigerSoft for preventing an error that might happen in 2020.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda. There were proxys who had made inquiries and the answers of such inquiries were made as the following summary.

- 1 Miss Siriporn Kattaphong, the proxy of the Thai Investors Association inquired the Company as follows: According to the Company's financial statements, it can be seen that there were more trade receivables which are overdue more than 12 months and had set more reserves, so could the Company clarify whether or not the Company has received any outstanding trade receivables?

Answer: The Company's accounting department informed that the Company had set up the 2019 reserves due to the increase of trade receivables, which the Company still adheres to the accounting policy under the same accounting principles as provision of trade accounts receivable over the said 12 months period for the outstanding amount in year 2018, the Company has received partial payment.

- 2 Miss Siriporn Kattaphong, the proxy of the Thai Investors Association inquired the Company as follows: Referring to the Company's financial statements for the long-term investments and the allowance for impairment, which does not differ from the other financial statements, what is the principle of the accounting in this section?

Answer: The Company's accounting department informed that the allowance for impairment of the Company has come from the long-term investment in the Thai Land Development Company, which has been set aside before the Company was listed and offered the shares in the Stock Exchange of Thailand (IPO) which currently has not yet operated the land development business. However, since such land is considered as a property of the Company and the said land is a valuable land that can be developed, therefore the Company still has set aside an allowance for that part.

- 3 Miss Siriporn Kattaphong, the proxy of the Thai Investors Association inquired the Company as follows: Referring to the Company's financial statements for the year 2019, even though the Company would have more revenue but it can be seen that the expenses increased from 2018 as well, what was such expenses?

Answer: Mr. Soontorn answered to this question that the increased cost comes from the joint venture with Tigersoft, which comes from the consolidation of Tigersoft's financial statements including sales expenses.

There were no additional inquire, therefore, the moderator proposed to the Meeting to consider and approve the financial statements and consolidated financial statements of the Company and its subsidiaries ended 31 December 2019 which have already been audited by the Company's auditors. A resolution on this agenda shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Meeting's Resolution: The Meeting unanimously resolved to approve the financial statements and consolidated financial statements of the Company and its subsidiaries ended 31 December 2019 has been reviewed by the Audit Committee and audited by the certified auditors with the details as follows:

Approval	510,024,635	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0%
Abstained	-	votes		
Void Ballots	-	votes		

*The abstained votes and void ballots were not calculated for vote count.

Remark:

For this agenda, there were additional 2 shareholders attended the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 1,028 persons, representing 510,024,635 shares.

Agenda 5: To consider and approve the allocation of profits for the year 2019 as the legal reserve and dividend payment

The Chairman invited Mr. Soontorn Dentham, the Chief Executive Officer, to inform the Meeting regarding the allocation of profits for the year 2019 as the legal reserve and dividend payment for the consideration and approval of the Meeting.

Mr. Soontorn informed the Meeting that the Company has its dividend payment policy at the rate of not less than fifty (50) percent of the adjusted net profits based on the Company's consolidated financial statement after deducted by the legal reserves. The dividend payment is subjected to the investment plan, conditions and limitations as stipulated in the loan agreement and other relevant agreement (if any) as well as operational result and other relevant matters as the Board of Directors may consider and amend such dividend payment policy from time to time to be appropriate for the necessity and growth for the Company's investment in the future as well as necessity of capital investment and cash flow, in which the payment of dividend will no excess accrued profit and shall be in accordance with the law. Nevertheless, the Board of Directors may consider annual dividends, subject to the approval of the Shareholders' Meeting unless the interim dividends which the Board of Directors may pay interim dividends to shareholders from time to time, upon viewing that the Company has adequate profit to do so and inform the next Shareholders' Meeting for the acknowledgement.

According to Section 115 and Section 116 of the Public Company Act and Clause 47 – 50 of the Company's Articles of Association required the Company to pay dividends from its profit only and not to pay dividends other than out of profits. In the case where the Company still has an accumulated loss, no dividend shall be paid. Dividends shall be distributed according to the number of shares, with each share receiving an equal amount and payment of dividends shall be approved by the meeting of shareholders. The Company is required to set aside at least five (5) percent of its net annual profit as a legal reserve until it reaches ten (10) percent of the Company's registered Capital.

With regard to the dividend payment for the year 2019, the Company paid an interim dividend in cash on September 11, 2019 calculated at the rate of Baht 0.06 per share. In this regard, the Board of Directors has recommended to propose to the shareholders of the Company to consider and approve to pay the additional dividend from the result of the operation and the net profit from July 1, 2019 – December 31, 2019 calculated at Baht 0.06 per share in the amount of Baht 40,800,000 or in the total amount of Baht 81,600,000 annually, calculated at Baht 0.12 per share annually, or 68.46 percent of the profit of the year, as specified on the consolidated financial statement of the Company according to the dividend payment of the Company.

Comparison of the dividend payment with the preceding year is as follows:

	2018	2019
Separate net profit (Baht)	104,132,468	119,197,798
Profit per share**	0.15	0.18

	2018	2019
- Interim dividends	0.04	0.06
- Annual dividends	0.06	0.06*
Total dividends (Baht)	68,000,000	81,600,000
Proportion of dividend payment (including interim dividends)	65.30%	68.46%

* If it is approved by the shareholders at the 2020 Annual General Meeting of Shareholders.

**Profit per basic share calculated by dividing annual profits (Excluding other comprehensive income) with the weighted average number of issued ordinary share during the year.

The Board of Directors determined the Record Date as on Friday, May 8, 2020 which the shareholders whose names appear on the name list of shareholders shall be entitled to the dividend and the dividend payment shall be made on Tuesday, May 26, 2020.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda. There was proxy who had made inquiries and the answers of such inquiries were made as the following summary.

- 1 Miss Siriporn Kattaphong, the proxy of the Thai Investors Association inquired the Company as follows: How much does the paid dividends for the whole year?

Answer: Mr. Soontorn answered to this question that the Company paid interim dividends to the shareholders at the rate of Baht 0.06 per share and it has already been paid to shareholders. As for the annual dividends, the Company has paid dividends to shareholders at the rate of Baht 0.06 per share, totaling dividends paid to shareholders for the whole year of Baht 0.12 per share.

There were no additional inquire, therefore, the moderator proposed to the Meeting to consider and approve the allocation of profits for the year 2019 as the legal reserve and dividend payment. A resolution on this agenda shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Meeting's Resolution: The Meeting unanimously resolved to approve the allocation of profits for the year 2019 as the legal reserve and dividend payment as follows:

- (1) The Company has allocated the net profits to be the legal reserve in the amount of Baht 5,959,889, equivalent to not less than five (5) percent of its net annual profit prescribed by law and according to

the Company's Article of Association. The Company has legal reserves totaling Baht 22,710,419 or equivalent to 6.7% of the registered capital.

- (2) Dividend payment from the result of the operation and the net profit from July 1, 2019 – December 31, 2019 calculated at Baht 0.06 per shares of the adjusted net profits based on the Company's separated financial statement after tax. The dividend payment shall be paid on Tuesday, May 26, 2020 and the list of shareholders who are entitled to receive the dividend is determined on Friday, May 8, 2020 (Record Date);

With the following votes.

Approval	510,024,735	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0%
Abstained	-	votes		
Void Ballots	-	votes		

*The abstained votes and void ballots were not calculated for vote count.

Remark:

For this agenda, there were additional 1 shareholder attended the Meeting. Therefore, the total number of shareholders proxies attending the Meeting was 1,029 persons, representing 510,024,735 shares.

Agenda 6: To consider and approve the election of directors in replacement of the directors who are retiring by rotation

The moderator informed the Meeting that the Company had made available opportunity for the shareholders to nominate the person with suitable qualifications to be considered and elected as the director in advance since January 30, 2020 by publicizing for the shareholders' acknowledgement through the Company's website. Upon the lapse of such period, it appeared that no shareholder has nominated any person to be considered and elected as the director.

The Nomination and Remuneration Committee, excluding the interested members, had considered the recruitment and selection of the personnel, who are deserved to be nominated as the Board of Directors for year 2020, by taking into account the best interest of the Company's operation and according to Section 71

of the Public Company Act and the Company's Article of Association Clause 18 required that at every Annual General Meeting of Shareholders, one-third (1/3) of all directors are due to retire by rotation, if the number of directors cannot be divided exactly into three parts, directors in a number closes to one-third (1/3) shall retire. The directors vacating from office in the first and subsequent years, the director who has left office longer shall vacate. A director who vacates office under this section may be re-elected. In this 2020 Annual General Meeting of Shareholders, the directors who are retiring by rotation shall be the following 3 directors:

- | | | | |
|-----|-------------|-------------|---|
| (1) | Mr. Anotai | Adulbhan | Chairman of the Board |
| (2) | Mr. Anuphan | Kitnitchiva | Independent Director |
| (3) | Mr. Patai | Padungtin | Independent Director and
Member of Audit Committee |

Such 3 directors are versatile, full of experiences and expertise which will support the Company's business operation. In addition, such three directors are qualified and not possess any prohibited characteristics under the Public Company Act B.E. 2535 and the Securities and Stock Exchanges B.E. 2535 (including those amendments) as well as relevant notifications. It is deemed appropriate to re-elect 3 directors who shall be retired by rotation to resume their position for another term. In this regard, Mr. Anuphan Kitnitchiva and Mr. Patai Padungtin, these two persons have full and complete qualifications to be the independent directors in accordance with the terms and conditions of the qualification of the Company's independent directors and the relevant regulations which the independent director is able to independently opine his/her opinion. The details of list of directors and biographies of the directors who are retiring by rotation and nominated for re-appointment as appear in **Enclosure 4**.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda but there were no shareholders or proxy who has made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to consider and approve the election of directors in replacement of the directors who are retiring by rotation. A resolution on this agenda shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Meeting's Resolution: The Meeting unanimously resolved to approve the re-election of 3 directors who shall be retired by rotation to resume their position for another term as follows:

- | | | | |
|-----|------------|-------------|------------------------------|
| (1) | Mr. Anotai | Adulbhan | Chairman of the Board |
| | Approval | 492,279,335 | votes equivalent to 96.5207% |

Disapproval	17,745,400	votes	equivalent to	3.4793%
Abstained	-	votes		
Void Ballots	-	votes		

*The abstained votes and void ballots were not calculated for vote count.

(2)	Mr. Anuphan Kitnitchiva	Independent Director			
	Approval	510,024,735	votes	equivalent to	100.0000%
	Disapproval	0	votes	equivalent to	0%
	Abstained	-	votes		
	Void Ballots	-	votes		

*The abstained votes and void ballots were not calculated for vote count.

(3)	Mr. Patai Padungtin	Independent Director and Member of Audit Committee			
	Approval	510,024,735	votes	equivalent to	100.0000%
	Disapproval	0	votes	equivalent to	0%
	Abstained	-	votes		
	Void Ballots	-	votes		

*The abstained votes and void ballots were not calculated for vote count.

Agenda 7: To consider and approve the directors' remuneration for the year 2020

The Chairman invited Mr. Soontorn Dentham, Chief Executive Officer, to present details to the Meeting.

Mr. Soontorn informed the Meeting that the Nomination and Remuneration Committee considered the determination of remuneration of the directors and the sub-committee for the year 2020 by comparing with the information of remunerative payment of the other listed companies within the same type of business

including the appropriation of the business expansion, the Company's performance as well as the duties and responsibilities of the directors and sub-committees.

The Board of Directors considered by the consideration of the Nomination and Remuneration Committee in connection with the appropriateness of directors and sub-committees' remunerations, it is deemed appropriate to propose to the 2020 Annual General Meeting of Shareholders consider and approve the directors and sub-committees' remuneration for the year 2020.

A. Remuneration of the Board of Directors and Sub-Committee

Position	2020 (Proposal) Meeting Allowance (Baht/Person/Each)	2019 Meeting Allowance (Baht/Person/Each)
Chairman of the Board	35,000	35,000
Director	25,000	25,000
Chairman of Audit Committee	30,000	30,000
Audit Committee	25,000	25,000
Chairman of Nomination and Remuneration Committee	5,000	5,000
Nomination and Remuneration Committee	5,000	5,000

B. Performance Bonus for 2020

- No performance bonus for 2019 shall be paid to the Company's Board of Directors

C. Other Benefits

- None -

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda but there were no shareholders or proxy who has made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to consider and approve the directors' remuneration for the year 2020. A resolution on this agenda shall be approved by the votes of not less than two-third (2/3) of the total votes of the shareholders attending the meeting.

Meeting's Resolution: The Meeting unanimously resolved to approve the directors' remuneration and meeting allowance for the year 2020 with the details as follows:

Approval	510,024,735	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0%
Abstained	-	votes		
Void Ballots	-	votes		

*The abstained votes and void ballots were not calculated for vote count.

Agenda 8: To consider and approve the change of purpose of the use of the proceeds from the Initial Public Offering (IPO) as disclose in the prospectus

The Chairman invited Mr. Soontorn Dentham, Chief Executive Officer, to present details regarding the change of purpose of the use of the proceeds from the Initial Public Offering (IPO) as disclose in the prospectus to the Meeting

Mr. Soontorn informed the Meeting that the Company had proceeded with the initial public offering of its newly issued ordinary shares from November 30 – December 1 and December 4, 2017 in the amount of 180,000,000 shares at the price of Baht 4.00, totaling Baht 720,000,000 and started trading on the Stock Exchange of Thailand on 8 December 2017 with the purpose of the proceeds utilization as per the Company's registration statement. In this regard, the Company has considered the appropriateness and the current business operation that the Company has a great working capital allocation and no longer requires reserve allocation to be used as its working capital. The excess allocation of working capital shall impact on a decrease in shareholders' return. The Company therefore considered and viewed that it should allocate such working capital by way of averaging. The Company desires to move the amount of Baht 300,000,000 from a group of the working capital for business operation into a group of the investment in other companies which has a positive effect on the Company's business. It is therefore considered proposing the Meeting to acknowledge the immaterial change of the utilization of the proceeds from the initial public offering (IPO) by way of averaging the proceeds among the particulars as disclosed in the registration statement. The immaterial change of the utilization of the proceeds from the initial public offering (IPO) by way of

averaging does not require an approval of the shareholders meeting since the Company's Board of Directors has authorized to consider such change in accordance with the Notification No. SorChor. 63/2561. However, the change of the proceeds utilization is deemed the change which affects the Company's investment. To maintain the good corporate governance of the Company, it is therefore considered proposing the shareholders to consider approving such change as if it is a material change of information.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda but there were no shareholders or proxy who has made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to consider and approve the change of purpose of the use of the proceeds from the Initial Public Offering (IPO) as disclose in the prospectus. A resolution on this agenda shall be approved by the votes of no less than three-fourth (3/4) of the shareholders attending the meeting and being entitled to vote without an objection of 10 percent of all votes of the shareholders attending the meeting and being entitled to vote.

Meeting's Resolution: The Meeting unanimously resolved to approve the change of purpose of the use of the proceeds from the Initial Public Offering (IPO) as disclose in the prospectus with the details as follows:

Approval	510,024,635	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0%
Abstained	-	votes		
Void Ballots	-	votes		

*The abstained votes and void ballots were not calculated for vote count.

Agenda 9 **To consider and approve the appointment of auditor and the determination of auditor's fee for the year 2020**

The Chairman invited Mr. Soontorn Dentham, to present details to the Meeting

Mr. Soontorn informed the Meeting that the Audit Committee has considered the expertise, the professional standard, and the appropriateness of the auditor's fee and proposed the Board of Directors' Meeting to appoint the auditor from Deloitte Touche Tohmatsu Jaiyos Company Limited ("Deloitte") as the Company's

auditor for the year 2020 as Deloitte is a leading international auditing firm with strong assuring experience and expertise, a good understanding of the Company's business, a proven record of efficient and standardized work processes, and audit fee appropriate for the amount of work and comparable to the rates applied to other companies in the same level. Furthermore, Deloitte performed to a high standard in their work over the past year.

The Board of Directors has considered approving, as proposed by the Audit Committee, that it is appropriate to propose the 2020 Annual General Meeting of Shareholders to consider approving the appointment of the auditors from Deloitte to be the auditor of the Company and its 3 subsidiaries for the year 2020 and determining the auditor's fee for the year 2020 with details as follows:

1. Appointment of the following auditors from Deloitte to be the Company's auditor for the year 2020

Name of Auditor	Certified Public Accountant No.	Year(s) of the appointment as the Company's auditor
1. Ms. Wimolporn Boonyusthian	4067	Giving opinion and signing on the Company's financial statements year 2019 at the period of 1 year.
2. Mr. Choopong Surachutikarn	4325	Never giving opinion and signing on the Company's 2019 financial statements year
3. Ms. Juntira Juntrachaichoate	6326	Never giving opinion and signing on the Company's 2019 financial statements year

to singly act as the auditor and give opinion on the Company's financial statements and its subsidiaries. In the absence of the above-named auditors, Deloitte is authorized to identify one other Certified Public Accountant within Deloitte to act as the auditor and give opinion on the financial statements of the Company and its subsidiaries in place of such auditor.

Furthermore, Deloitte and the auditors named above have no relationship with, or any interest in, the Company, its subsidiaries, management, major shareholders or their respective related persons in the manner which may have affected their independent performance of auditing duties.

The auditor of the Company and the auditor of its subsidiaries are of the same auditing firm except overseas subsidiaries which have external auditors from other audit firms due to the suitability of size and business operations. However, the Board of Directors will ensure that the consolidated financial statements will be completed on a timely basis.

2. Determination of auditor's fee for the year 2020 as per details as follows:

	2020 (Proposal) (Baht)	2019 (Baht)
Audit Fee	1,975,000	1,870,000
Audit Fee for 3 Subsidiaries	*895,000	885,000
Non-Audit Fee	555,000	325,000
Total	3,420,000	3,080,000

* No audit fee for one of the Company's subsidiaries in 2019 as the Company has co-investment in 2019.

The moderator gave the opportunity to the Meeting to make inquiries or provide suggestion to this agenda but there were no shareholders or proxy who has made inquiries to this agenda. Therefore, the moderator proposed to the Meeting to consider and approve the appointment of auditor of the Company and its subsidiaries and the determination of auditor's fee for the year 2020. A resolution on this agenda shall be approved by a majority votes of shareholders, attending the meeting and casting their votes.

Meeting's Resolution: The Meeting unanimously resolved to approve the appointment of the auditor from Deloitte Touche Tohmatsu Jaiyos Compay Limited ("Deloitte") as the auditor of the Company and its subsidiaries for the year 2020 and determining the auditor's fee for the year 2020 with details as follows:

- (1) Ms. Wimolporn Boonyusthian Certified Public Accountant No. 4067 or
- (2) Mr. Choopong Surachutikarn Certified Public Accountant No. 4325 or
- (3) Ms. Juntira Juntrachaichoate Certified Public Accountant No. 6326

to singly act as the auditor and give opinion on the Company's financial statements. In the absence of the above-named auditors, Deloitte is authorized to identify one other Certified Public Accountant within Deloitte to act as the auditor and give opinion on the financial statements of the Company and its subsidiaries in place of such auditor. In this regard, the Meeting resolved to approve the determination of auditor's fee for the year 2020 in the amount of not exceed Baht 3,420,000.

With the following votes as follows:

Approval	510,024,735	votes	equivalent to	100.0000%
Disapproval	0	votes	equivalent to	0%
Abstained	-	votes		
Void Ballots	-	votes		

*The abstained votes and void ballots were not calculated for vote count.

Agenda 10 Other matters (if any)

The Chairman gave the opportunity to the shareholder or proxy to make inquiries or provide suggestion to the Board of Directors or the Company's executive.

- 1 Miss Saruta Chanthaduang, the proxy of Mr. Sathaporn Kothiranurak, inquired the Company as follows: In this pandemic crisis (COVID-19), is the Company affected?


Answer: The Company has been affected by this crisis. The Company's revenue in the 1st quarter may not grow as intended or anticipated. In the 2nd quarter, the Company may be affected more due to this crisis affecting the reduction of the number of employees of the client companies, which may affect the company's performance somehow.


There were no further inquiries, the moderator, therefore, informed the Meeting that the Company, through the Stock Exchange of Thailand/Company's website, had previously invited shareholders to propose other agendas but no shareholder did so. As such, there was no other agenda to consider at this Meeting.

Nevertheless, the Chairman informed the Meeting that the minutes of this Meeting would be posted on the Company's website for shareholders to review. Any shareholder who wishes to propose any adjustment to the minutes may contact the Company.

The Chairman then thanked all shareholders and declared the meeting adjourned at 2.30 p.m.


HUMANICA
บริษัท ฮิวแมนิกา จำกัด (มหาชน)
Humanica Public Company Limited


Mr. Anotai Adulbhan
Chairman of the Meeting


Miss Suthida Chaisuwan
Minute Taker

