



- Translation -

No. SorLorTor 008/2022

April 25, 2022

Re : Resolutions of the Annual General Meeting of Shareholders for the year 2022

To : The President  
The Stock Exchange of Thailand

The Annual General Meeting of Shareholders for the year 2022 of TISCO Financial Group Public Company Limited (TISCO) was held on Monday, April 25, 2022, via electronic media, pursuant to the Emergency Decree on Electronic Media Conference B.E.2563 (2020) and other related laws and regulations. According to the attendance record, there were 837 shareholders holding 447,096,516 shares, or 55.8413 per cent of the total paid-up shares, present either in person or by proxy constituting a quorum as specified under TISCO's Articles of Association. The Meeting resolved the following matters:

1. **Certified** the Minutes of the Annual General Meeting of Shareholders for the year 2021, held on April 22, 2021, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
  - For: 447,307,298 votes, equal to 100.0000 per cent of all votes of shareholders in attendance and casting votes.
  - Against: 0 votes, equal to 0.0000 per cent of all votes of shareholders in attendance and casting votes.
  - Abstain: 153 votes.
  - No voided ballot.
2. **Ratified** the Board of Directors' business activities conducted in 2021, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
  - For: 446,960,698 votes, equal to 99.9867 per cent of all votes of shareholders in attendance and casting votes.
  - Against: 59,153 votes, equal to 0.0132 per cent of all votes of shareholders in attendance and casting votes.
  - Abstain: 358,200 votes.
  - No voided ballot.

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บริษัท ทีเอสซีไฟแนนเชียลกรุ๊ป จำกัด (มหาชน)  
48/49 อาคารทีเอสซีทาวเวอร์ ชั้น 21 ถนนสาทรเหนือ แขวงสีลม เขตบางรัก กรุงเทพฯ 10500  
โทรศัพท์ 02 633 6888 โทรสาร 02 633 6880 เลขทะเบียนบจ. 0107551000223

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3. Approved the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2021 of the Company and its subsidiary companies, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
- For: 447,311,548 votes, equal to 99.9855 per cent of all votes of shareholders in attendance and casting votes.
  - Against: 64,652 votes, equal to 0.0144 per cent of all votes of shareholders in attendance and casting votes.
  - Abstain: 2,001 votes.
  - No voided ballot.
4. Approved the appropriation of profit arising from the year 2021 operations and dividend payment as follows:
- No legal reserve appropriation because the Company's reserve has reached the amount required by laws;
  - The Appropriation of profit arising from the year 2021 operations and unappropriated retain earning as dividend payment for common shareholders and preferred shareholders at the rate of Baht 7.15 per share, by setting the record date on May 3, 2022 to determine the list of shareholders entitled to receive dividend. The dividend payment shall be paid on May 19, 2022;
  - No appropriation of the profit from the year 2021 operations, after dividend payment, as capital fund on consolidated basis, according to the consolidated supervision regulation.

This was approved by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:

- For: 447,374,569 votes, equal to 99.9991 per cent of all votes of shareholders in attendance and casting votes.
  - Against: 3,652 votes, equal to 0.0008 per cent of all votes of shareholders in attendance and casting votes.
  - Abstain: 0 votes.
  - No voided ballot.
5. Approved the appointment of Ms. Somjai Khunapasut, CPA License No. 4499 or Ms. Ratana Jala, CPA License No. 3734 or Ms. Wanwilai Phetsang, CPA License No. 5315, of EY Office Limited as the Company's auditors for the year 2022, with total remuneration of not exceeding Baht 770,000. All nominated auditors have been approved by the Bank of Thailand. Any one of these auditors is authorized to certify the auditor's report, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
- For: 444,804,968 votes, equal to 99.4301 per cent of all votes of shareholders in attendance and casting votes.





- Against: 2,549,052 votes, equal to 0.5698 per cent of all votes of shareholders in attendance and casting votes.
  - Abstain: 24,201 votes.
  - No voided ballot.
6. Approved the issuance and offering of debenture for revolving outstanding balance up to Baht 15,000 Million, with maturity up to 10 years from issuance date and the delegation of authority to the Group Chief Executive to determine price, terms and conditions, as well as the timing for the issuance and offering of the debenture, by the votes of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote, with the following voting results:
- For: 447,375,668 votes, equal to 99.9994 per cent of all votes of shareholders in attendance and have the right to vote.
  - Against: 1 vote, equal to 0.0000 per cent of all votes of shareholders in attendance and have the right to vote.
  - Abstain: 2,652 votes, equal to 0.0005 per cent of all votes of shareholders in attendance and have the right to vote.
  - No voided ballot.
7. Approved the number of directors and the election of directors as follows:
- the number of directors at 13, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
    - For: 447,039,224 votes, equal to 99.9285 per cent of all votes of shareholders in attendance and casting votes.
    - Against: 319,553 votes, equal to 0.0714 per cent of all votes of shareholders in attendance and casting votes.
    - Abstain: 19,544 votes.
    - No voided ballot.
  - the election of the following director candidates as the Company's directors, by the cumulative voting, with the following voting results:

	<u>Name</u>	<u>For (votes)</u>
1.	Mr. Pliu Mangkornkanok	376,113,938
2.	Mr. Dung Ba Le	508,518,351
3.	Assoc. Prof. Dr. Angkarat Priebjivat	344,463,113
4.	Mr. Sathit Aungmanee	364,923,689
5.	Dr. Kulpatra Sirodom	340,518,290
6.	Mr. Kanich Punyashtithi	374,415,390
7.	Mrs. Pongpen Ruengvirayudh	372,727,189

	<u>Name</u>	<u>For (votes)</u>
8.	Ms. Penchun Jarikasem	372,802,489
9.	Prof. Dr. Thanaruk Theeramunkong	374,618,923
10.	Mr. Chi-Hao Sun (Howard Sun)	522,169,586
11.	Mr. Satoshi Yoshitake	370,971,413
12.	Mr. Sakchai Peechapat	371,085,057
13.	Mr. Metha Pingsuthiwong	370,984,957

8. Approved the rates of remuneration for Directors and Sub-committee members for the year 2022 in the form of monthly fee and meeting fee remaining at the same rate as the 2021 Annual General Meeting of Shareholders' approval details as follows.

■ Monetary Remuneration

(Unit: Baht)

	April 2021 - Present		Proposed to AGM 2022		% Change
	Monthly Fee	Meeting Fee	Monthly Fee	Meeting Fee	
<b>Board of Directors</b>					
Chairman	240,000	60,000	240,000	60,000	-
Member	50,000	50,000	50,000	50,000	-
<b>Executive Board</b>					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
<b>Risk Oversight Committee</b>					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
<b>Audit Committee</b>					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
<b>Nomination and Compensation Committee</b>					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
<b>Corporate Governance Committee</b>					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-





■ Non-monetary Remuneration

1. An executive car for the Chairman of the Board,
2. Group life and accident insurance, or health insurance, or travel insurance, as appropriate,
3. Directors & Officers Liability Insurance (D&O).

This was approved by not less than two-thirds of the shareholders who were in attendance at the Meeting, with the following voting results:

- For: 445,138,484 votes, equal to 99.9957 per cent of all votes of shareholders in attendance.
- Against: 2,283 votes, equal to 0.0005 per cent of all votes of shareholders in attendance.
- Abstain: 16,544 votes, equal to 0.0037 per cent of all votes of shareholders in attendance.
- No voided ballot.

9. Approved to maintain the use of cumulative voting for the election of directors as existing.

This was approved by the majority votes of the shareholders who attend the meeting and cast their votes, with the following voting results:

- For: 438,957,060 votes, equal to 98.1190 per cent of all votes of shareholders in attendance and casting votes.
- Against: 8,414,960 votes, equal to 1.8809 per cent of all votes of shareholders in attendance and casting votes.
- Abstain: 6,301 votes.
- No voided ballot.

Your acknowledgement of these matters would be appreciated.

Yours sincerely,

TISCO Financial Group Public Company Limited

- Sakchai Peechapat -

(Mr. Sakchai Peechapat)

Director and Group Chief Executive

Corporate Secretariat Office

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