



Notice of the Annual General Meeting of Shareholders for the Year 2025

TISCO Financial Group Public Company Limited



Friday, April 18, 2025, at 14:00 hrs.



Conference Room, 12th Floor, TISCO Tower, North Sathorn Road



Hybrid Meeting

Registration at the meeting venue at 10:00 hrs. and
access to the e-AGM system will commence at 12:00 hrs.

The shareholders who intend to attend the meeting in person or via electronic means,
please study the meeting attendance procedures and the proxy as per Annex 8.

***In order to comply with the guidance of regulators,
No Souvenirs, Food, and Beverages provided.***

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Ref. SorLorTor 004/2025

March 20, 2025

To : The Shareholders

Re : Notice of the Annual General Meeting of Shareholders for the year 2025

There shall be the Annual General Meeting of Shareholders for the year 2025 to be convened on **Friday, April 18, 2025, at 14:00 hours** at the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand, in a form of hybrid meeting, to consider the following agenda.

1. To acknowledge the Board of Directors' business activities conducted in 2024

Purpose and Rationale: The Board of Directors clearly summarized all details of business activities, providing reasonable explanations to support the results of the business operations for the year 2024 as described in the "Report from the Board of Directors" provided in Annex 1, which is presented in the 2024 Form 56-1 One Report. (available for download *in electronic format via the QR Code*)

Board of Directors' Opinion: The Board of Directors deemed it appropriate to propose the Board of Directors' business activities conducted in 2024 to the meeting of shareholders for acknowledgement.

Required Votes for Resolution: This agenda item does not require voting as it is to inform the Meeting for acknowledgement.

2. To approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2024 of the Company and its subsidiary companies

Purpose and Rationale: The Board of Directors shall arrange for preparation of the Financial Statements as of the end of the accounting period of the Company and its subsidiary companies and shall submit the same to the shareholders at the Annual General Meeting to approve the Financial Statements.

Reference is made to the auditor's report, TISCO Financial Group Public Company Limited and its subsidiary companies' Statement of Financial Position and Statement of Comprehensive Income are presented fairly, in all material respects, in compliance with generally accepted accounting principles. The Audit Committee agreed with the auditors that the Statement of Financial Position and Statement of Comprehensive Income presented fair and comprehensive performance and financial position of TISCO Group.

The auditor's report and the Consolidated Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2024, are provided in the 2024 Form 56-1 One Report and in Annex 2 of this Notice of the Meeting as summarized below:

(Unit: Million Baht)

Description	Consolidated	Company Only
Total assets	281,877	32,946
Total liabilities	238,832	11,048
Total shareholders' equity	43,045	21,898
Net profit (Company portion only)	6,901	6,307
Earnings per share (Baht)	8.62	7.88

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Board of Directors' Opinion: The Board of Directors recommends the shareholders to approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2024 of the Company and its subsidiary companies.

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of the shareholders who attend the meeting and cast their votes.

3. To acknowledge the interim dividend payment and approve the appropriation of profit arising from the year 2024 operations and dividend payment

Objective and Reason: In 2024, TISCO Group recorded a net profit of 6,901,697,978 baht on consolidated basis, decreased by 399,903,780 baht from year 2023. Excluding minority interests, the net profit attributable to the Company's shareholders for year 2024 was 6,901,275,046 baht.

In accordance with the Section 115 of the Public Limited Companies Act B.E. 2535 (1992), rules and regulations of the Bank of Thailand as well as a Section 40 of the Company's Articles of Association, the dividend payment shall be made from net profit on cash-basis and paid equally according to the numbers of shares. In addition, the Section 116 of the Public Limited Companies Act B.E. 2535 (1992), and Section 41 of the Company's Articles of Association, the Company shall allocate part of the annual net profit as reserve fund in an amount not less than 5 percent of the annual net profit less the sum accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital. The net profit on standalone basis for the year 2024 was 6,306,538,604 baht. As the statutory reserve of the company already reached 10% of registered capital, it is therefore not required to appropriate the statutory reserve for year 2024, according to the law.

In addition, according to the Company's dividend payment policy stated that the Company shall pay dividends at the rate of approximately 50 percent or more of net profit of each year, after appropriation of statutory reserve, subject to the Company's financial performance, long-term capital adequacy, capital expenditure requirements, business strategies.

The Company's full year profit and unappropriated retained earnings for the year ended 2024 based on standalone financial statement are shown as follows;

	<i>(Unit: Baht)</i>
Unappropriated Retained Earnings (December 31, 2023)	5,594,025,468
Dividend payment from profit arising from 2023 operations	(4,602,230,212)
Dividend payment from profit arising from the first six months of 2024 operations	(1,600,842,866)
Net Profit for year 2024	6,306,538,604
Adjust non-cash items	(17,043,803)
Unappropriated Retained Earnings at year end 2024	5,680,447,192

Total unappropriated retained earnings at year end 2024 is 5,680,447,192 baht with full appropriation of required statutory reserve. TISCO considered paying dividend at the appropriate rate based on operating performance and complied with related rules and regulations while maintaining sufficient capital adequacy ratio (BIS Ratio) for business expansion.

The Board of Directors therefore recommends the shareholders to consider and approve the total dividend payment from the net profit arising from the year 2024 operations and unappropriated retained earnings at 7.75 baht per share or approximately 6,204,611,893 baht for common shareholders and preferred shareholders. The Company already paid interim dividend at rate of 2.00 baht per share on September 27, 2024, amounting to 1,600,842,866 baht. Therefore, the remaining dividend will be proposed for appropriation at 5.75 baht per share or approximately 4,603,769,027 baht. The total dividend is equivalent to the dividend payout ratio of 89.9 percent on consolidated basis, compared to dividend payout ratio of 85.0 percent for year 2023.

The capital level of TISCO group at year ended 2024 was strong with the BIS ratio of 18.6 percent and Tier I ratio of 17.0 percent, compared to the regulatory requirement of 11 percent and 8.5 percent, respectively, which was considered sufficient to support growth and withstand any uncertainties and volatilities in the foreseeable future.

Board of Directors' Opinion: The Board of Directors recommends the shareholders to acknowledge the interim dividend payment and approve the appropriation of profit arising from the year 2024 operations and dividend payment as follows:

- No legal reserve appropriation because the Company's reserve has reached the amount required by laws.
- Appropriation of profit arising from the year 2024 operations and unappropriated retained earnings as dividend payment for common shareholders and preferred shareholders at 7.75 baht per share of which the Company already paid interim dividend at rate of 2.00 baht per share on September 27, 2024, amounting to 1,600,842,866 baht, and will propose the remaining dividend at the rate of 5.75 baht per share of approximately 4,603,769,027 baht, making the total dividend of 6,204,611,893 baht, by setting the record date on April 28, 2025 to determine the list of shareholders entitled to receive dividend, and the dividend payment shall be made on May 16, 2025. The dividend payout ratio is in line with TISCO's dividend payment policy. The Board of Directors also deemed that the proposed rate of dividend payment is appropriate and in line with TISCO's dividend payment policy. The dividends paid from net profit are subject to a 20 percent corporate income tax, which an individual shareholder may apply for tax credit on dividend at the rate of 2/8 of the dividend amount received.
- Appropriation of unappropriated retained earnings amounting to 900,000,000 baht as regulatory capital fund on consolidated basis, according to the consolidated supervision regulation.

Required Votes for Resolution: The resolution of this agenda item does not require voting for acknowledging the interim dividend payment, and requires the majority voting of the shareholders who attend the meeting and cast their votes for approving the appropriation of profit arising from the year 2024 operations and dividend payment.

4. To approve the appointment of the auditors and their remuneration for the year 2025

Objective and Reason: Pursuant to the Public Limited Companies Act B.E. 2535 and Section 42 of the Company's Articles of Association which state that the annual general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year. The Audit Committee, in accordance with the Company's External Auditor Selection Guidelines, had considered proposal for the appointment of the Company's auditors for the year 2025. It is recommended to the Board of Directors to propose the Annual General Meeting of Shareholders appointing Ms. Saranya Pludsri, or Ms. Bongkot Kriangphanamorn, or Ms. Ployjuta Sucanthamal of EY Office Limited as the Company's auditors for the year 2025, subject to the approval from the Bank of Thailand, considering that they are qualified under the regulations of the Bank of Thailand and the Office of the Securities and

Exchange Commission, and have shown satisfactory performance. Total audit fees for the Company and subsidiaries in TISCO Group will not be exceeding 11,360,000 baht including not exceeding 800,000 baht for the Company and not be exceeding 10,560,000 baht for eight subsidiaries. Details are in Annex 3.

Board of Directors' opinion: The Board of Directors concurs with the proposal of the Audit Committee and recommends the shareholders to approve the appointment of Ms. Saranya Pludsri, CPA License No. 6768, or Ms. Bongkot Kriangphanamorn, CPA License No. 6777, or Ms. Ployjuta Sucanthamal, CPA License No. 10678 of EY Office Limited as the Company's auditors for the year 2025 with remuneration of not exceeding 800,000 baht. All nominated auditors must be approved by the Bank of Thailand. Any one of these auditors is authorized to certify the auditor's report.

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of the shareholders who attend the meeting and cast their votes.

5. To approve the number of directors and the election of directors

Objective and Reason: According to Section 24 of the Company's Articles of Association prescribed that the shareholders shall, from time to time, by resolution of a general meeting, determine the number of directors which shall be not less than five and not less than one half of the directors must domicile in Thailand. In addition, the number of directors who are persons of Thai nationality shall be in compliance with related laws.

In addition, Section 25 of the Company's Articles of Association required that the whole board of directors shall be simultaneously elected at the general meeting of shareholders of each calendar year. The general meeting of shareholders shall elect directors in accordance with the cumulative voting procedure as shown herewith in Annex 8.

Upon contemplating the Company's need and for the best interest of the Company, good corporate governance, laws and related regulations, the Nomination and Compensation Committee shall identify qualified candidates who have knowledge, capabilities, experiences, and sufficient understanding of banking, finance, economics, information technology, laws or any other fields which are deemed appropriate and are lined with the Company's business strategies, including the composition of the number of directors of the Company, as well as efficiency and performance as a director of the Company in the past to the Board of Directors, for further recommends to the shareholders for consideration.

The Company provides an opportunity for all shareholders, including minority shareholders, in nominating board members under the nomination procedure as disclosed on the Company's website. In this regard, the Company has allowed time frame from September 1 to November 30, 2024 for minority shareholders proposing qualified candidate for director position in advance of the Annual General Meeting of Shareholders for the year 2025. After the mentioned period, there was one candidate nominated by shareholder for director position.

The Board of Directors, after considering the Nomination and Compensation Committee's recommendation on the qualifications of the candidates in accordance with the TISCO's Guidelines for Board Composition and Selection Criteria, propose the shareholders to approve the number of directors at 13 (thirteen), as well as deemed appropriate to propose to elect the existing 12 (twelve) directors, namely Mr. Pliu Mangkomkanok, Mr. Dung Ba Le, Assoc. Prof. Dr. Angkarat Priebjrivat, Mr. Chi-Hao Sun (Howard Sun), Mr. Makoto Honda, Ms. Penchun Jarikasem, Mr. Kanich Punyashtithi, Ms. Pongpen Ruengvirayudh, Assoc. Prof. Dr. Sillapaporn Srijunpetch, Assoc. Prof. Dr. Vara Varavithya, Mr. Sakchai Peechapat, and Mr. Metha Pingsuthiwong to continue their office for another term, and

one new director namely Mr. Tevin Vongvanich. They are knowledgeable, competent, and experienced in a significant work which can provide independent and useful suggestion to the Company's business operations. All nominated candidates have been approved by the Bank of Thailand. Candidates' profiles and definition of Independent Director are as presented in Annex 4.

Board of Directors' Opinion: The Board of Directors concurs with the proposal of the Nomination and Compensation Committee and recommends the shareholders to approve the number of directors at 13 (thirteen) and approve the election of the mentioned director candidates. The Board of Directors was of the view that the mentioned director candidates have complete qualifications and suitability for the Company's business, without prohibited characteristics for appointment as directors in accordance with applicable laws. In addition, the current directors have performed their duties with full responsibility, due care, and integrity in compliance with the regulatory requirements, objectives, the Company's Articles of Association, resolutions of the Board of Directors, as well as the resolutions of the Annual General Meeting of Shareholders. Furthermore, Ms. Penchun Jarikasem, Mr. Kanich Punyashtiti, Ms. Pongpen Ruengvirayudh, Mr. Tevin Vongvanich, Assoc. Prof. Dr. Sillapaporn Srijunpetch, and Assoc. Prof. Dr. Vara Varavithya are also qualified as Independent Directors per the criteria as specified by the related laws and the Company and are able to express his/her independent opinions and in compliance with relevant criteria. All nominated candidates have been approved by the Bank of Thailand as shown in below list.

1.	Mr. Pliu Mangkornkanok	Non-Executive Director
2.	Mr. Dung Ba Le	Non-Executive Director
3.	Assoc. Prof. Dr. Angkarat Priebjivat	Non-Executive Director
4.	Mr. Chi-Hao Sun (Howard Sun)	Non-Executive Director
5.	Mr. Makoto Honda	Non-Executive Director
6.	Ms. Penchun Jarikasem	Independent Director
7.	Mr. Kanich Punyashtiti	Independent Director
8.	Ms. Pongpen Ruengvirayudh	Independent Director
9.	Mr. Tevin Vongvanich	Independent Director
10.	Assoc. Prof. Dr. Sillapaporn Srijunpetch	Independent Director
11.	Assoc. Prof. Dr. Vara Varavithya	Independent Director
12.	Mr. Sakchai Peechapat	Executive Director
13.	Mr. Metha Pingsuthiwong	Executive Director

Required Votes for Resolution: The resolution for this agenda item required the majority votes of the shareholders who attend the meeting and cast their votes for the number of directors. For the approval of the election of director, the cumulative voting will be applied according to the Company's Articles of Association.

6. To approve the remuneration of directors

Objective and Reason: The Nomination and Compensation Committee made an annual review on the remuneration of directors to ensure that the remuneration is commensurate with their duties and responsibilities as well as consistent with the remuneration of directors in the commercial banks of the same level and size. The directors' remuneration for the year 2025 has been considered by the Nomination and Compensation Committee and proposed to the Board of Directors, as per details in Annex 5.

Board of Directors' Opinion: The Board of Directors concurs with the proposal of the Nomination and Compensation Committee and recommends the shareholders to approve the rates of remuneration for Directors and sub-committee members for the year 2025, in the form of monthly fee and meeting fee, to remain at the same rate as the 2024 Annual General Meeting of Shareholders' approval due to the aforementioned rate is nevertheless comparable to the peer-listed companies in the Stock Exchange of Thailand and commercial banks. Also, the non-monetary benefits offered to directors include an executive vehicle for the Chairman of the Board, group life and accident insurance or health insurance or travel insurance or medical benefits as appropriate, and Directors & Officers Liability Insurance, to be valid until amended.

Required Votes for Resolution: The resolution of this agenda item requires the vote of not less than two-thirds of the total number of votes of shareholders who attend the meeting.

7. Other businesses (if any)

You are cordially invited to attend the meeting in the form of hybrid meeting (at Head office and via electronic media), at the above-mentioned date, hour, and venue. The Company has set the record date on March 11, 2025, to determine the list of shareholders who have the right to attend the Annual General Meeting of Shareholders for the year 2025.

For the shareholders or proxies who wish to attend the meeting via electronic media (e-AGM), please study the guidelines and Identification Documents Required for the Meeting Attendance as per Annex 8 and the method of use for the meeting system via electronic as attached in Annex 9. The Company will send a username, password, and weblink to the shareholders according to the email address that you have registered. After the Company has checked the names and the accuracy of various documents of shareholders or proxies. The registration system will be available from April 8, 2025, at 8:30 hours until the end of the Meeting on April 18, 2025.

For the shareholders who wish to attend the meeting in person, in order to facilitate the shareholders' travel to the venue of the Meeting, the Company has prepared a map of the venue and methods of transportation in Annex 14.

For shareholders who wish to appoint another individual as a proxy to attend the meeting on their behalf, please study the guidelines and documents or evidence for attending the shareholder meeting and grant a proxy as per Annex 8. Additionally, we would like to request that shareholders or proxies to bring a letter invitation or proxy form along with evidence required to show the right to attend the meeting. This letter and evidence must be presented to the registration officer on the day of the meeting.

The Company also uploaded proxy forms (Forms A, B, and C) through the Company's website. They are available for printing at www.tisco.co.th. Alternatively, you may request the original proxy form via email to tisco_cs@tisco.co.th or use only one of the forms in Annex 12.

In addition, the shareholders can consider appointing a proxy to the Company's independent directors to attend the meeting and cast votes on the shareholder's behalf in this meeting, the shareholder can inform your intention to vote on every agenda in Proxy Form B so that the Company's independent directors can clearly vote according to your wishes. Profiles of independent directors to be appointed appear in Annex 6. In doing so, please complete and submit the attached proxy form together with identification documents by post to the Corporate Secretariat Office, TISCO Financial Group Public Company Limited, 7th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500 or email at tisco_cs@tisco.co.th. If you have any questions concerning the agenda of this meeting, please submit them in advance to the Company via the channels specified by the Company (advance question form as attached in Annex 11), by April 11, 2025.

All shareholders can view the 2024 Form 56-1 One Report, Sustainability Report and related document by scanning QR Code, as shown in the invitation letter or the Company's website at www.tisco.co.th from March 20, 2025. Any shareholder who requires the publication form of our reports, please fill in the details in the "Requisition Form for supporting documents of the 2025 Annual General Meeting of Shareholders" Form attached in Annex 12 and provide the contact information.

Yours sincerely,

TISCO Financial Group Public Company Limited



(Mr. Pairat Srivilairit)

Corporate Secretary

By order of the Board of Directors

Corporate Secretariat Office

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With concern about the personal data protection of the shareholders, TISCO Financial Group Public Company Limited has produced the Privacy Notice in relation to the collection, use, and disclosure of the shareholder's personal data in accordance with the Personal Data Protection Act B.E. 2562 (2019) and other related laws and regulations on the website at www.tisco.co.th. In case you grant proxy to another person for attending this meeting on your behalf, please notify that person of the mentioned Privacy Notice.

For consideration of Agenda 1: To acknowledge the Board of Directors' business activities conducted in 2024

Report from the Board of Directors

The year 2024 was marked by uncertainty, volatility, and significant shifts in both global and domestic markets. Geopolitical tensions and trade war concerns, exacerbated by the U.S. presidential election, created challenges worldwide. The U.S. Federal Reserve responded with four interest rate cuts, successfully steering inflation toward its target. In Thailand, economic recovery remained uneven. Tourism was a key driver, with over 35 million arrivals boosting the service sector. Exports improved due to stronger demand from trading partners, but other sectors struggled. Public spending was delayed, private investment slowed, and household debt weighed on consumer purchasing power. The automotive market faced a sharp downturn, with domestic car sales falling 26% - the biggest decline in a decade. This contraction, coupled with a drop in used car prices, led to losses in repossession values.

To stimulate the economy, the government introduced the Digital Wallet scheme, offering a 10,000 baht cash handout to vulnerable citizens, and later launched the "You Fight, We Help" project to tackle household debt. Inflation was kept under control, and the Bank of Thailand reduced the policy rate once to ease financial burdens. Despite these measures, Thailand's GDP grew at a modest 2.5%.

Amid these economic headwinds, the banking sector faced weak corporate loan demand, cautious retail lending, and rising credit risks. TISCO was no exception, recording a 5.5% decline in net profit to 6,901 million baht, primarily due to increased credit loss provisions. After two years of low provisioning, we proactively raised provisions to mitigate risks from business expansion and economic volatility. Loan growth remained flat, contracting by 1.1%, mainly due to the sharp decline in the auto market. This impacted auto-related businesses such as hire purchase and SME logistics lending, while bancassurance fees also slowed. However, our large corporate segment played a key stabilizing role, focusing on sectors where TISCO has strong expertise, particularly power and real estate.

Meanwhile, Somwang microfinance business continued to expand, though at a more measured pace. Given the economic slowdown and deteriorating credit quality, we prioritized risk management over rapid growth, strengthening debt collection, restructuring, and proactive loan monitoring. As a result, non-performing loans (NPLs) increased slightly but remained within a manageable range.

The fee-based business also faced challenges due to headwinds in the auto industry. The bancassurance segment was impacted by a sharp decline in car sales, though efforts were made to expand the product portfolio and broaden new offerings for customers. In addition, the wealth and capital market businesses encountered difficulties amid unfavorable capital market conditions, but successfully expanded the client base and strengthened brand recognition as a trusted financial institution committed to wealth management and financial independence.

TISCO Bank reinforced its position as a "Holistic Financial Advisory" provider, catering to mass affluent clients seeking lifelong financial planning. We expanded our Advisory Branch model and increased the number of certified

relationship managers to offer tailored financial guidance. Meanwhile, TISCO Insurance Solutions emphasized health protection, particularly for critical illness (CI) coverage. By partnering with leading hospitals, we helped clients enhance their financial preparedness for unexpected medical expenses, aligning with our broader mission of wealth protection.

With capital markets remained volatile in 2024, TISCO Securities faced lower brokerage fee income but gained market share through high-quality research and digital engagement. Our online investment platforms provided real-time market insights, attracting new investors. We also acted as a lead underwriter for IPOs, including NEO Corporate Public Company Limited (NEO), reinforcing our leadership in investment banking. As a result, TISCO Securities received the “Outstanding Securities Company Award 2024” at the SET Awards 2024.

TISCO Asset Management delivered steady growth, particularly in provident funds, aligning with our goal of promoting financial security for retirement. Despite challenging market conditions, assets under management (AUM) grew by 3.7%, reflecting strong client trust. This success earned us the “Decade of Excellence – Provident Fund Management Thailand 2024” award from Global Banking & Finance Review for the seventh consecutive year.

Despite market challenges, TISCO maintained one of the highest Returns on Equity (ROE) in the industry at 16.1%. Our BIS ratio stood at 20.5%, reflecting a strong capital position thanks to a prudent strategy that balanced business risks and returns as our top priority. These achievements were recognized by the Stock Exchange of Thailand, which awarded us “Best Company Performance 2024” for the second consecutive year. Additionally, our CEO, Mr. Sakchai Peechapat, received the “Best CEO Award 2024”, highlighting his leadership in driving sustainable growth. Moreover, TISCO received the “Best Public Company – Financial Industry 2024” award from Money & Banking Magazine for the fourth consecutive year.

TISCO is committed to sustainable finance, actively supporting green initiatives such as Hybrid Electric Vehicles (HEVs), Battery Electric Vehicles (BEVs), and alternative energy projects. By promoting responsible lending, we ensure fair, transparent financial solutions while helping borrowers manage debt responsibly. We also participated in the “You Fight, We Help” debt relief project, collaborating with the Ministry of Finance and the Bank of Thailand to support financially distressed borrowers through debt restructuring programs. Recognizing our leadership in sustainability, TISCO was named an “ESG100 Company” by the Thaipat Institute for the tenth consecutive year.

In terms of commitment to financial innovation, in 2024, TISCO partnered with renowned technology providers to integrate Artificial Intelligence (AI) into financial services. This collaboration aims to enhance risk assessment, personalize customer recommendations, and boost operational efficiency. As part of this shift, we introduced the “New Way of Work” initiative, fostering cross-functional teamwork and driving technological innovation.

Looking ahead, economic recovery remains uncertain, with domestic growth dependent on government stimulus, household debt resolution, and global stability. The banking sector faces continued challenges, including muted loan growth, declining interest rates, and heightened credit risks. TISCO will maintain a cautious and selective growth strategy, focusing on expanding high-quality lending in key sectors while maintaining strong risk management. Simultaneously, TISCO will enhance digital financial solutions to meet evolving customer needs and deepen wealth

management services to support financial security for all client segments. By upholding prudent financial policies, operational efficiency, and a long-term sustainability focus, TISCO remains committed to delivering strong, stable returns for all stakeholders.

The Board expresses its sincere gratitude to our shareholders, clients, and business partners for their trust and support. We also extend our appreciation to our dedicated management team and employees, whose unwavering commitment drives TISCO's continued success. With a clear strategy and a firm commitment to excellence, we are confident in navigating future challenges and achieving long-term sustainable growth.

The Board of Directors

Remark

You can view the Annual Registration Statement and Annual Report (Form 56-1 One Report) for the year 2024 and the Sustainability Report in an electronic format by scanning the QR code below.

Annual Registration Statement and Annual Report
(Form 56-1 One Report)



Sustainability Report



For consideration of Agenda 2: To approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2024 of the Company and its subsidiary companies

Independent Auditor's Report

To the Shareholders of TISCO Financial Group Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of TISCO Financial Group Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2024, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information, and have also audited the separate financial statements of TISCO Financial Group Public Company Limited for the same period (collectively "the financial statements").

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of TISCO Financial Group Public Company Limited and its subsidiaries and of TISCO Financial Group Public Company Limited as at 31 December 2024, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards and the Bank of Thailand's regulations.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond to each matter are described below.

Allowance for expected credit loss on loans to customers

As discussed in Note 3.8 to the financial statements, as at 31 December 2024, the Group had total loans to customers of Baht 234,085 million (accounting for 83% of total assets) and allowance for expected credit loss of Baht 8,486 million, which are material to the financial statements. The method used for calculation of allowance for expected credit loss requires complex calculation modelling, involving the use of significant management judgement and estimates in the model

development, the identification of criteria for a significant increase in credit risk since initial recognition, the probability of default, the loss given default, the exposure at default, the calculation of allowance for expected credit loss, the selection of future economic variables to be incorporated into the model and the management overlay adjustment to the allowance for expected credit loss due to limitations of the model. Because of the materiality and the extent of judgement and estimates as mentioned above, I addressed the adequacy of the allowance for expected credit loss of loans to customers as a key audit matter.

I gained an understanding of, assessed and tested, on a sampling basis, the effectiveness of internal controls relevant to the processes of loan origination, loan collection, and the calculation of allowance for expected credit loss on loans to customers, including evaluating and assessing the governance process over the model development by examining the model development documentation. I assessed the methods and assumptions applied in the calculation of the Group's allowance for expected credit loss. I tested, on a sampling basis, the accuracy and completeness of the data used in model development, and the rules and criteria applied by the Group in the assessment of significant increase in credit risk. I assessed the probability of default, the loss given default, and the exposure at default. Furthermore, I assessed the assumptions of macroeconomic factors and the weighted probabilities of different scenarios, as well as the methods for incorporating the management overlay to address the model limitations. In addition, I compared the Group's accounting policies with financial reporting standards and the regulations of the Bank of Thailand, and evaluated the adequacy of the disclosures.

Moreover, I examined the allowance for expected credit loss by testing, on a sampling basis, the classification of loans to customers based on changes in credit risk since initial recognition, and recalculating, on a sampling basis, the allowance for expected credit loss as at the end of the accounting period, including testing the completeness of data used in the calculation of allowance for expected credit loss.

Recognition of interest income on loans to customers

For the year 2024, the Group recognised interest income on loans to customers amounting to Baht 17,899 million (accounting for 93% of total income), which is considered main income of the Group. The Group recognises interest income using the effective interest rate method, which involves use of management judgement and estimates in the estimation of future cash inflows throughout the expected life of financial instruments, taking into account any discounts or premiums on acquisition, fees and costs that are an integral part of the effective interest rate. In addition, interest income is generated from various types of loans provided to a large number of customers with a high volume of transactions, and each type of loan is subject to different recognition conditions. I therefore focused my audit on whether interest income on loans to customers is recognised according to relevant financial reporting standards.

I gained an understanding of, assessed and tested, on a sampling basis, the effectiveness of internal controls relating to the processes of loan origination, interest income recognition and loan collection, by inquiring of management to gain an understanding, assessing the methods applied by the management in estimating future cash inflows and the expected life of financial instruments in the determination of effective interest rate, as well as testing, on a sampling basis, the accuracy of data and calculation. In addition, I applied a sampling method in selecting loan agreements to test whether the recording of loans as well as the income recognition complies with the conditions stipulated in the contracts and is adjusted in line with the effective interest rate according to the income recognition policy, and in accordance with Thai Financial Reporting Standards and the regulations of the Bank of Thailand. I also performed analytical procedures on interest income and tested, on a sampling basis, significant adjustments made through journal vouchers.

Other Information

Management is responsible for the other information. The other information comprises the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.



Saranya Pludsri

Certified Public Accountant (Thailand) No. 6768

EY Office Limited

Bangkok: 25 February 2025

TISCO Financial Group Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2024

		(Unit: Thousand Baht)			
		Consolidated		Separate	
		financial statements		financial statements	
	Note	2024	2023	2024	2023
Assets					
Cash		909,670	918,261	70	70
Interbank and money market items - net	3.3, 3.10	39,774,474	48,489,698	39,567	564,182
Financial assets measured at fair value through profit or loss	3.4	2,559,440	2,081,768	779,698	547,174
Derivatives assets	3.5	55,782	-	-	-
Investments - net	3.6, 3.10	4,495,376	3,313,593	188,183	220,282
Investments in subsidiaries and joint venture - net	3.7	913,823	891,492	20,069,381	20,069,314
Loans to customers and accrued interest receivables	3.8, 3.10				
Loans to customers		244,307,746	247,384,985	5,960,000	4,960,000
Accrued interest receivables and undue interest income		1,884,552	1,928,548	-	-
Total loans to customers and accrued interest receivables		246,192,298	249,313,533	5,960,000	4,960,000
Less: Deferred revenue		(12,107,738)	(12,569,801)	-	-
Less: Allowance for expected credit loss	3.9	(8,486,346)	(9,915,969)	(7,748)	(6,448)
Total loans to customers and accrued interest receivables - net		225,598,214	226,827,763	5,952,252	4,953,552
Properties foreclosed - net	3.11	16,992	25,823	-	-
Investment properties	3.12	22,924	23,576	979,626	933,908
Premises and equipment - net	3.13	3,144,255	3,178,878	775,528	871,700
Right-of-use assets - net	3.14	1,068,179	1,069,591	11,867	608
Intangible assets - net	3.15	62,191	79,113	35,471	44,666
Deferred tax assets	3.31	852,050	868,619	93,997	144,954
Securities and derivatives business receivables - net		448,153	496,785	-	-
Dividend receivables from subsidiaries	3.33	-	-	3,768,183	4,244,763
Other assets	3.16	1,955,418	2,459,293	252,287	278,750
Total assets		281,876,941	290,724,253	32,946,110	32,873,923

The accompanying notes are an integral part of the financial statements.

TISCO Financial Group Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2024

	Note	Consolidated		(Unit: Thousand Baht)	
		financial statements		Separate	
		2024	2023	2024	2023
Liabilities and equity					
Liabilities					
Deposits	3.17	206,536,868	208,644,672	-	-
Interbank and money market items	3.18	10,664,818	8,506,337	4,240,000	-
Liabilities payable on demand		239,179	237,434	-	-
Derivatives liabilities	3.5	-	28,690	-	-
Debts issued and borrowings	3.19	8,076,122	17,286,122	5,300,000	9,410,000
Lease liabilities	3.20	1,012,244	1,009,370	12,018	614
Provisions	3.21	2,360,670	1,987,155	337,478	305,596
Securities and derivatives business payables - net		233,356	913,204	-	-
Accrued interest payable		1,744,326	1,405,306	13,623	40,154
Income tax payable		584,541	764,094	1,559	-
Other liabilities	3.22	7,379,891	7,493,887	1,143,637	1,283,672
Total liabilities		238,832,015	248,276,271	11,048,315	11,040,036

The accompanying notes are an integral part of the financial statements.

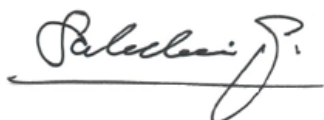
TISCO Financial Group Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2024

	Note	Consolidated		(Unit: Thousand Baht)	
		financial statements		Separate	
		2024	2023	2024	2023
Equity					
Share capital					
Registered					
33,858 preference shares of Baht 10 each		339	339	339	339
800,669,437 ordinary shares of Baht 10 each		8,006,694	8,006,694	8,006,694	8,006,694
		<u>8,007,033</u>	<u>8,007,033</u>	<u>8,007,033</u>	<u>8,007,033</u>
Issued and paid-up					
9,859 preference shares of Baht 10 each		99	99	99	99
800,645,624 ordinary shares of Baht 10 each		8,006,456	8,006,456	8,006,456	8,006,456
		<u>8,006,555</u>	<u>8,006,555</u>	<u>8,006,555</u>	<u>8,006,555</u>
Share premium					
Share premium on preference shares		-	-	87	87
Share premium on ordinary shares		1,018,408	1,018,408	7,031,436	7,031,436
		<u>1,018,408</u>	<u>1,018,408</u>	<u>7,031,523</u>	<u>7,031,523</u>
Other components of equity	3.24	2,025,171	2,020,769	378,270	400,783
Retained earnings					
Appropriated - statutory reserve		801,000	801,000	801,000	801,000
Unappropriated		31,190,811	30,598,138	5,680,447	5,594,026
		<u>43,041,945</u>	<u>42,444,870</u>	<u>21,897,795</u>	<u>21,833,887</u>
Equity attributable to equity holders of the Company					
Non-controlling interest of the subsidiaries		2,981	3,112	-	-
		<u>43,044,926</u>	<u>42,447,982</u>	<u>21,897,795</u>	<u>21,833,887</u>
Total equity		<u>43,044,926</u>	<u>42,447,982</u>	<u>21,897,795</u>	<u>21,833,887</u>
Total liabilities and equity		<u>281,876,941</u>	<u>290,724,253</u>	<u>32,946,110</u>	<u>32,873,923</u>
		-	-	-	-

The accompanying notes are an integral part of the financial statements.



(Mr. Sakchai Peechapat)

Group Chief Executive




(Mr. Metha Pingsuthiwong)

Chief Operating Officer

TISCO Financial Group Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2024

(Unit: Thousand Baht, except earnings per share expressed in Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2024	2023	2024	2023
Profit or loss:					
Interest income	3.25	19,013,590	17,781,166	185,205	134,104
Interest expenses	3.26	(5,443,734)	(4,208,394)	(206,909)	(160,087)
Net interest income		13,569,856	13,572,772	(21,704)	(25,983)
Fee and service income		5,408,741	5,310,857	-	-
Fee and service expenses		(437,288)	(443,370)	(15,970)	(19,317)
Net fee and service income	3.27	4,971,453	4,867,487	(15,970)	(19,317)
Net gain (loss) on financial instruments measured at fair value through profit or loss	3.28	314,346	(29,164)	125,572	(40,759)
Net gain on investments	3.29	2,922	5,357	-	-
Share of profit from investments accounted for under equity method	3.7.2	33,830	28,894	-	-
Dividend income	3.7	99,849	89,875	5,612,827	6,163,009
Penalty fee income from loans		138,806	135,414	-	-
Intercompany supporting fee income	3.33	-	-	2,448,047	2,361,821
Other operating income		95,361	119,288	85,689	104,764
Total operating income		19,226,423	18,789,923	8,234,461	8,543,535
Operating expenses					
Employee expenses		6,209,683	6,383,588	869,460	820,517
Directors' remuneration		28,664	24,934	28,664	24,934
Premises and equipment expenses		1,623,109	1,598,411	848,730	819,473
Taxes and duties		398,216	352,529	2,444	4,516
Other operating expenses		995,870	980,982	60,804	53,472
Total operating expenses		9,255,542	9,340,444	1,810,102	1,722,912
Expected credit loss (reversal)	3.30	1,375,507	359,482	(59,442)	4,136
Profit from operations before income tax expenses		8,595,374	9,089,997	6,483,801	6,816,487
Income tax expenses	3.31	1,693,676	1,788,395	177,262	132,343
Profit for the year		6,901,698	7,301,602	6,306,539	6,684,144

The accompanying notes are an integral part of the financial statements.

TISCO Financial Group Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the year ended 31 December 2024

(Unit: Thousand Baht, except earnings per share expressed in Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2024	2023	2024	2023
Other comprehensive income:					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods</i>					
Gain on valuation of investments in debt instruments measured at fair value through other comprehensive income	3.24	17,801	18,160	6,087	18,011
Share of other comprehensive income of joint venture - Cash flow hedges of joint venture (loss)	3.7.2	(2,280)	(990)	-	-
Income tax effects	3.31	(3,560)	(3,632)	(1,218)	(3,602)
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax		11,961	13,538	4,869	14,409
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Changes in surplus on revaluation of assets	3.24	(146)	224,732	(31,903)	100,346
Actuarial loss	3.21	(143,523)	(39,172)	(24,209)	(1,389)
Income tax effects	3.31	28,720	(37,349)	11,222	(19,791)
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax (loss)		(114,949)	148,211	(44,890)	79,166
Other comprehensive income for the year (loss)		(102,988)	161,749	(40,021)	93,575
Total other comprehensive income for the year		6,798,710	7,463,351	6,266,518	6,777,719
Profits attributable to					
Equity holders of the Company	3.32	6,901,275	7,301,113	6,306,539	6,684,144
Non-controlling interests of the subsidiaries		423	489		
		<u>6,901,698</u>	<u>7,301,602</u>		
Total comprehensive income attributable to					
Equity holders of the Company		6,798,287	7,462,862	6,266,518	6,777,719
Non-controlling interests of the subsidiaries		423	489		
		<u>6,798,710</u>	<u>7,463,351</u>		
Earnings per share of equity holders of the Company					
Basic earnings per share (Baht per share)	3.32	<u>8.62</u>	<u>9.12</u>	<u>7.88</u>	<u>8.35</u>

The accompanying notes are an integral part of the financial statements.

TISCO Financial Group Public Company Limited and its subsidiaries

Statement of cash flows

For the year ended 31 December 2024

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Cash flows from operating activities				
Profit from operations before income tax	8,595,374	9,089,997	6,483,801	6,816,487
Adjustments to reconcile profit from operations before income tax to net cash provided by (paid from) operating activities				
Depreciation and amortisation	605,442	568,445	84,323	89,377
Expected credit loss (reversal)	3,380,454	2,074,351	(59,442)	4,136
Other provisions	1,755	40,698	-	-
Share of profit from investments accounted for under equity method	(33,830)	(28,894)	-	-
Reversal of allowance for impairment of properties foreclosed	(36)	(108)	-	-
(Gain) loss on disposal of investments in securities	(632)	11,077	-	12,216
Unrealised (gain) loss on foreign exchange transactions and trading derivatives	(52,620)	219,485	433	7,514
(Gain) loss on financial instruments measured at fair value through profit or loss	(365,845)	(33,373)	(126,216)	21,171
Gain on disposal of properties foreclosed	(16,750)	(24,248)	-	-
(Gain) loss on changes in fair value of investment properties	(146)	836	(4,708)	(24,717)
(Gain) loss on disposal/write-off of equipment, vehicles and intangible assets	259	(2,625)	(136)	(2,494)
Employee benefit expenses	284,059	239,841	29,865	23,286
(Increase) decrease in accrued income	(8,377)	22,569	18,988	(40,928)
Increase (decrease) in accrued expenses	(326,274)	351,599	(133,091)	(155,167)
Net interest income	(13,569,856)	(13,572,772)	21,704	25,983
Dividend income	(99,849)	(89,875)	(5,612,827)	(6,163,009)
Cash received on interest income	18,954,070	17,374,616	185,225	131,106
Cash paid on interest expenses	(4,085,158)	(2,369,951)	(233,110)	(134,452)
Cash received on dividend income	99,849	89,875	6,089,407	7,205,245
Cash received on income tax	2,472	-	-	-
Cash paid on income tax	(1,827,165)	(1,950,711)	(114,274)	(73,912)
Profit from operating activities before changes in operating assets and liabilities	11,537,196	12,010,832	6,629,942	7,741,842
Operating assets (increase) decrease				
Interbank and money market items	8,707,827	(8,198,910)	524,862	(537,198)
Loans to customers	(2,276,005)	(19,807,171)	(1,000,000)	(670,000)
Securities and derivatives business receivables	48,632	114,599	-	-
Receivables from clearing house	412,047	228,611	-	-
Properties foreclosed	8,867	(19,165)	-	-
Other assets	104,588	255,417	-603	12,484

The accompanying notes are an integral part of the financial statements.

TISCO Financial Group Public Company Limited and its subsidiaries

Statement of cash flows (continued)

For the year ended 31 December 2024

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2024	2023	2024	2023
Operating liabilities increase (decrease)				
Deposits	(2,107,804)	20,378,863	-	-
Interbank and money market items	2,158,481	2,310,878	4,240,000	(550,000)
Liabilities payable on demand	1,745	(19,274)	-	-
Securities and derivatives business payables	(679,848)	(333,355)	-	-
Short-term debts issued and borrowings	(4,010,000)	1,529,203	(4,110,000)	1,530,000
Payables to clearing house	213,005	(16)	-	-
Provision for long-term employee benefits	(92,689)	(60,042)	(22,194)	(7,014)
Other liabilities	(826,462)	(725,010)	(6,947)	(79)
Net cash flows from operating activities	13,199,580	7,665,460	6,255,060	7,520,035
Cash flows from investing activities				
Cash paid for purchase of investments in securities	(13,709,855)	(11,116,711)	-	-
Cash received from disposal of investments in securities	12,492,792	11,920,377	-	366,919
Cash paid for purchase of building improvements, equipment and vehicles	(207,260)	(390,520)	(42,315)	(79,656)
Cash paid for purchase of intangible assets	(10,615)	(13,689)	(7,871)	(3,618)
Cash received from disposal of building improvements, equipment and vehicles	733	4,455	136	2,950
Cash paid for acquisition of investments in subsidiaries	-	-	(68)	(70)
Net cash flows from (used in) investing activities	(1,434,205)	403,912	(50,118)	286,525
Cash flows from financing activities				
Cash paid for redemption of long-term debentures	(5,200,000)	-	-	-
Cash paid on lease liabilities	(370,893)	(349,910)	(1,869)	(293)
Dividend paid	(6,203,073)	(7,806,267)	(6,203,073)	(7,806,267)
Net cash flows used in financing activities	(11,773,966)	(8,156,177)	(6,204,942)	(7,806,560)
Net decrease in cash	(8,591)	(86,805)	-	-
Cash at beginning of the year	918,261	1,005,066	70	70
Cash at end of the year	909,670	918,261	70	70
	-	-	-	-
Supplemental cash flows information				
Non-cash transactions				
Right-of-use assets	339,472	629,482	12,943	566
Transfer-in of properties foreclosed in settlement of loans to customers	1,086,454	1,155,254	-	-

The accompanying notes are an integral part of the financial statements.

TISCO Financial Group Public Company Limited and its subsidiaries
Statement of changes in equity
For the year ended 31 December 2024

(Unit: Thousand Baht)

Consolidated financial statements															
Equity attributable to equity holders of the Company															
Other components of equity															
Issued and paid-up		Share premium on ordinary shares	Surplus on changes in value of investments measured at fair value through		Surplus on revaluation of assets	Adjustment from business combination of entities under common control		Share of other comprehensive income of joint venture (loss)	Restructuring plan under holding	Total	Retained earnings		Total equity attributable to equity holders of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total
			other comprehensive income	income		under holding	Appropriated				Unappropriated				
Preference shares	Ordinary shares														
Balance as at 1 January 2023	99	8,006,456	1,018,408	1,071	1,149,837	833	679,266	1,831,007	801,000	31,130,416	42,787,386	3,237	42,790,623		
Dividend paid (Note 4)	-	-	-	-	-	-	-	-	-	(7,806,267)	(7,806,267)	-	(7,806,267)		
Profit for the year	-	-	-	-	-	-	-	-	-	7,301,113	7,301,113	489	7,301,602		
Other comprehensive income for the year (loss)	-	-	-	14,528	179,785	(990)	-	193,323	-	(31,574)	161,749	-	161,749		
Total comprehensive income for the year (loss)	-	-	-	14,528	179,785	(990)	-	193,323	-	7,269,539	7,462,862	489	7,463,351		
Transfer surplus on revaluation of assets															
to retained earnings	-	-	-	-	(3,561)	-	-	(3,561)	-	4,450	889	-	889		
Decrease in non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(614)	(614)		
Balance as at 31 December 2023	99	8,006,456	1,018,408	15,599	1,326,061	(157)	679,266	2,020,769	801,000	30,598,138	42,444,870	3,112	42,447,982		
Balance as at 1 January 2024	99	8,006,456	1,018,408	15,599	1,326,061	(157)	679,266	2,020,769	801,000	30,598,138	42,444,870	3,112	42,447,982		
Dividend paid (Note 4)	-	-	-	-	-	-	-	-	-	(6,203,073)	(6,203,073)	-	(6,203,073)		
Profit for the year	-	-	-	-	-	-	-	-	-	6,901,275	6,901,275	423	6,901,698		
Other comprehensive income for the year (loss)	-	-	-	14,241	(117)	(2,280)	-	11,844	-	(114,832)	(102,988)	-	(102,988)		
Total comprehensive income for the year (loss)	-	-	-	14,241	(117)	(2,280)	-	11,844	-	6,786,443	6,798,287	423	6,798,710		
Transfer surplus on revaluation of assets															
to retained earnings	-	-	-	-	(7,442)	-	-	(7,442)	-	9,303	1,861	-	1,861		
Decrease in non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(554)	(554)		
Balance as at 31 December 2024	99	8,006,456	1,018,408	29,840	1,318,502	(2,437)	679,266	2,025,171	801,000	31,190,811	43,041,945	2,981	43,044,926		

The accompanying notes are an integral part of the financial statements.

TISCO Financial Group Public Company Limited and its subsidiaries

Statement of changes in equity (continued)

For the year ended 31 December 2024

(Unit: Thousand Baht)

	Separate financial statements									
	Other components of equity									
	Issued and paid-up		Share premium		Surplus on changes in value of investments measured at		Surplus on revaluation of		Retained earnings	
	Preference shares	Ordinary shares	Preference shares	Ordinary shares	fair value through other comprehensive income	assets	Total	Appropriated	Unappropriated	Total
Balance as at 1 January 2023	99	8,006,456	87	7,031,436	2,457	304,313	306,770	801,000	6,716,419	22,862,267
Dividend paid (Note 4)	-	-	-	-	-	-	-	-	(7,806,267)	(7,806,267)
Profit for the year	-	-	-	-	-	-	-	-	6,684,144	6,684,144
Other comprehensive income for the year (loss)	-	-	-	-	14,409	80,276	94,685	-	(1,110)	93,575
Total comprehensive income for the year	-	-	-	-	14,409	80,276	94,685	-	6,683,034	6,777,719
Transfer surplus on revaluation of assets to retained earnings	-	-	-	-	-	(672)	(672)	-	840	168
Balance as at 31 December 2023	99	8,006,456	87	7,031,436	16,866	383,917	400,783	801,000	5,594,026	21,833,887
Balance as at 1 January 2024	99	8,006,456	87	7,031,436	16,866	383,917	400,783	801,000	5,594,026	21,833,887
Dividend paid (Note 4)	-	-	-	-	-	-	-	-	(6,203,073)	(6,203,073)
Profit for the year	-	-	-	-	-	-	-	-	6,306,539	6,306,539
Other comprehensive income for the year (loss)	-	-	-	-	4,869	(25,523)	(20,654)	-	(19,367)	(40,021)
Total comprehensive income for the year (loss)	-	-	-	-	4,869	(25,523)	(20,654)	-	6,287,172	6,266,518
Transfer surplus on revaluation of assets to retained earnings	-	-	-	-	-	(1,859)	(1,859)	-	2,322	463
Balance as at 31 December 2024	99	8,006,456	87	7,031,436	21,735	356,535	378,270	801,000	5,680,447	21,897,795

The accompanying notes are an integral part of the financial statements.

For consideration of Agenda 4: To approve the appointment of the auditors and their remuneration for the year 2025

Pursuant to the Public Limited Companies Act B.E. 2535 and Section 42 of the Company's Articles of Association which state that the annual general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year. The Audit Committee, in accordance with the External Auditor Selection Guideline, had considered proposal for the appointment of the auditors for the year 2025. The Board of Directors concurred with the proposal of the Audit Committee and considered it appropriate for the meeting of shareholders to consider as follows.

To appoint the auditor

To consider appointing auditors of EY Office Limited for the year 2025, based on the quality of work, the firm's credentials, proficiency, and audit delivery timeframe. All nominated auditors must be approved by the Bank of Thailand. Any one of these auditors is authorized to certify the auditor's report. The proposed auditors and their profiles are presented herewith.

Name of auditors	CPA License Number	No. of working years with the Company
1. Ms. Saranya Pludsri	6768	2 Years
2. Ms. Bongkot Kriangphanamorn	6777	None <i>(Having never signed on the auditor's reports)</i>
3. Ms. Ployjuta Sucanthamal	10678	None <i>(Having never signed on the auditor's reports)</i>

Moreover, EY Office Limited is the auditor of eight subsidiary companies of the Company, namely:

1. TISCO Bank Plc.
2. TISCO Securities Co., Ltd.
3. TISCO Asset Management Co., Ltd.
4. Hi-Way Co., Ltd.
5. TISCO Information Technology Co., Ltd.
6. TISCO Insurance Solution Co., Ltd.
7. TISCO Learning Center Co., Ltd.
8. All-Ways Co., Ltd.

The auditors proposed as auditor of the Company and its subsidiary companies are under the same audit firm having no relationship or any interest with the Company or its subsidiary companies, managements, major shareholders, or related persons, in a way that may impact their performing task independently.

Auditors' Profile No. 1

Name : Ms. Saranya Pludsri
 Age : 52 years
 Education : - Master's Degree in Business Administration, Thammasat University
 - Bachelor's Degree in Accounting, Thammasat University
 CPA License Number : 6768
 Year of Registration : 2008
 Current Position : Audit Partner, EY Office Limited
 Other Position : None
 Work Experiences : 2017-Present Partner, EY Office Limited
 1996-Present EY Office Limited
 Number of working years with TISCO Group : 2 Years
 Direct or indirect benefit or interest in the Company, its subsidiaries, managements, the Company's major shareholders or related persons : None

Auditors' Profile No. 2

Name : Ms. Bongkot Kriangphanamorn
 Age : 48 years
 Education : - Master's Degree in Accounting, Thammasat University
 - Bachelor's Degree in Accounting, Chulalongkorn University
 CPA License Number : 6777
 Year of Registration : 2008
 Current Position : Audit Partner, EY Office Limited
 Other Position : None
 Work Experiences : 2017-Present Audit Partner, EY Office Limited
 1999-Present EY Office Limited
 Number of working years with TISCO Group : None (*Having never signed on the auditor's reports*)
 Direct or indirect benefit or interest in the Company, its subsidiaries, managements, the Company's major shareholders or related persons : None

Auditors' Profile No. 3

Name : Ms. Ployjuta Sucanthamal
 Age : 41 years
 Education : - Master's Degree in Accountancy, Kasetsart University
 - Bachelor's Degree in Accountancy, Kasetsart University
 CPA License Number : 10678
 Year of Registration : 2018
 Current Position : Audit Partner, EY Office Limited
 Other Position : None
 Work Experiences : 2023-Present Audit Partner, EY Office Limited
 2005-Present EY Office Limited
 Number of working years with TISCO Group : None (*Having never signed on the auditor's reports*)
 Direct or indirect benefit or interest in the Company, its subsidiaries, managements, the Company's major shareholders or related persons : None

To approve the audit fees

To consider approving the audit fees for the year 2025 at total audit fees for the Company and subsidiaries in TISCO Group of not exceeding 11,360,000 baht including not exceeding 800,000 baht for the Company and not be exceeding 10,560,000 baht for eight subsidiaries as the following details.

(Unit: Baht)			
<u>Audit Fee</u>	Y2025	Y2024	Changes (%)
TISCO Financial Group Plc.	800,000	780,000	2.6
TISCO Bank Plc.	6,110,000	5,910,000	3.4
TISCO Securities Co., Ltd.	1,300,000	1,300,000	-
TISCO Asset Management Co., Ltd.	650,000	630,000	3.2
Hi-Way Co., Ltd.	1,710,000	1,650,000	3.6
TISCO Information Technology Co., Ltd.	200,000	190,000	5.3
TISCO Insurance Solution Co., Ltd.	330,000	310,000	6.5
TISCO Learning Center Co., Ltd.	120,000	120,000	-
All-Ways Co., Ltd.	140,000	140,000	-
Total	11,360,000	11,030,000	3.0
<u>Non-Audit Fee</u>	-	-	n.a.

The professional audit fee quoted for the year 2025 for all companies in TISCO group totals 11,360,000 baht, increased by 3.0% or 330,000 baht from the previous year from an increase of audit fee of all company except TISCO Securities, TISCO Learning Center, and All-Ways. For TISCO Financial Group, the audit fee increases by 2.6% according to the normal rate of increase and inflation. The audit fee of TISCO Bank increases by 3.4% due to audit workload following new regulatory requirements and accounting practices that increase complexity to the audit tasks. The audit fee of Hi-Way increases by 3.6% from increasing retail business volumes due to expanding Somwang branches channel. For TISCO Asset Management, the audit fee increases by 3.2% resulted from more audit work required from the growth in assets under management. For other companies, the increase in audit fees are based on normal rate of increase and inflation. In addition, there is no proposed non-financial audit services for this year.

For consideration of Agenda 5: To approve the number of directors and the election of directors

Candidate's Profile No. 1



Name - Surname	: Mr. Pliu Mangkornkanok
Proposed Director Status	: Non-Executive Director
Current Position	: Non-Executive Director Chairman of the Board of Directors
Number of years holding directorship up to the present term	: 16 years 4 months (First appointment in September 2008, Latest appointment in April 2024)
Age	: 77
Nationality	: Thai
Education	: - Master of Business Administration (Finance), University of California at Los Angeles, USA - Master of Science (Industrial Engineering), Stanford University, USA - Bachelor of Engineering (Industrial Engineering), Chulalongkorn University
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Directors Leadership Certification Program, Class 0/2021 - Strategic Board Master Class - Audit Committee Program - Role of Chairman Program - Director Certification Program <u>Training courses by the National Defense College of Thailand (NDC)</u> - National Defense Course, Class 10 (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)
TISCO Shareholding	: 2,221,010 shares, equal to 0.28 percent of total shares with voting right
Position in TISCO Group	: - Chairman of the Board / Non-Executive Director, TISCO Financial Group Plc. - Chairman of the Board / Non-Executive Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company (1 company)	: - Vice Chairman / Member of Human Resources Committee / Independent Director / Chairman of the Audit Committee, Star Petroleum Refining Plc.

Position in Other Non-listed Company <i>(3 companies)</i>	:	- Director, Amata Spring Development Co., Ltd.			
		- Director, Chuchawal-Royal Haskoning Co., Ltd.			
		- Advisor, Design 103 International Ltd.			
Position in Other Organization <i>(2 organizations)</i>	:	- Vice Chairman, TISCO Foundation			
		- Advisor, Sem Pringpuangkeo Foundation			
Experience in the past 5 years	:	- Independent Director, TISCO Financial Group Plc.			
		- Independent Director, TISCO Bank Plc.			
		- Director, Design 103 International Ltd.			
Meeting Attendance in 2024	:	- Ordinary Shareholders' Meeting	1	out of	1 meeting
		- Board of Directors	8	out of	8 meetings

Remark: Information as of January 31, 2025.

Candidate's Profile No. 2



Name - Surname	: Mr. Dung Ba Le
Proposed Director Status	: Non-Executive Director
Current Position	: Non-Executive Director Vice Chairman of the Board of Directors Member of the Nomination and Compensation Committee
Number of years holding directorship up to the present term	: 3 years 1 month (First appointment in December 2021, Latest appointment in April 2024)
Age	: 59
Nationality	: American
Education	: - Master of Science (Foreign Service), Georgetown University, USA - Master of Science (Electrical Engineering), State University of New York, USA - Bachelor of Science (BS) Electrical Engineering, Virginia Polytechnic Institute & State University, USA
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Director Certification Program (DCP), Class 361/2024 - Director Accreditation Program (DAP), Class 211/2023 (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)
TISCO Shareholding	: - None.
Position in TISCO Group	: - Non-Executive Director / Vice Chairman of the Board of Directors / Member of the Nomination and Compensation Committee, TISCO Financial Group Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company	: - None.
Position in Other Non-listed Company	: - None.
Position in Other Organization	: - None.
Experience in the past 5 years	: - Advisor to the Chairman of the Board and Deputy Chief Executive Officer & Chief Risk Officer, Vietnam Technological and Commercial Joint-stock Bank
Meeting Attendance in 2024	: - Ordinary Shareholders' Meeting 1 out of 1 meeting - Board of Directors 8 out of 8 meetings - Nomination and Compensation Committee 11 out of 11 meetings

Remark: Information as of January 31, 2025.

Candidate's Profile No. 3



Name - Surname	: Assoc. Prof. Dr. Angkarat Priebjrivat
Proposed Director Status	: Non-Executive Director
Current Position	: Non-Executive Director Chairperson of the Risk Oversight Committee Chairperson of the Governance and Sustainability Committee
Number of years holding directorship up to the present term	: 16 years 4 months (First appointment in September 2008, Latest appointment in April 2024)
Age	: 70
Nationality	: Thai
Education	: - Doctor of Philosophy (Accounting), New York University, USA - Master of Science (Accounting), Thammasat University - Bachelor of Business Administration (Accounting), Thammasat University
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Role of Chairman Program - Audit Committee Program - Director Certification Program - Director Accreditation Program - Anti-corruption for Executive Program <u>Training courses by the National Defense College of Thailand (NDC)</u> - National Defense Course, Class 10 <i>(Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)</i>
TISCO Shareholding	: - None.
Position in TISCO Group	: - Chairperson of the Risk Oversight Committee / Chairperson of the Governance and Sustainability Committee / Non-Executive Director, TISCO Financial Group Plc. - Chairperson of the Risk Oversight Committee / Non-Executive Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company	: - None.
Position in Other Non-listed Company	: - None.

Position in Other Organization (2 organizations)	:	<ul style="list-style-type: none">- Government Accounting Standards Committee, Comptroller General's Department, Ministry of Finance- Advisor to Listed Company Regulatory Department, Stock Exchange of Thailand				
Experience in the past 5 years	:	<ul style="list-style-type: none">- Chairperson of the Risk Management Committee / Independent Director / Chairperson of the Audit Committee, COL Plc.- Independent Director / Member of the Audit Committee / Member of the Risk Management Committee, TOT Corporation Plc.- Advisor to the Fundraising and the Listing and Disclosure Department, Securities and Exchange Commission- Independent Director, Bio Science Animal Health Co., Ltd.- Independent Director / Member of Audit Committee / Chairperson of the Audit Committee, TISCO Financial Group Plc.- Independent Director / Member of Audit Committee / Chairperson of the Audit Committee, TISCO Bank Plc.- Member of the Audit Committee, Thai Public Broadcasting Service (Thai PBS)- Director / Member of the Audit Committee, TSFC Securities Plc.- Chairman of the Subcommittee on Finance and Accounting of the Energy Conservation Fund, Ministry of Energy- Independent Director / Member of the Audit Committee / Member of the Corporate Governance Committee, PTT Exploration and Production Plc.				
Meeting Attendance in 2024	:	<ul style="list-style-type: none">- Ordinary Shareholders' Meeting- Board of Directors- Risk Oversight Committee- Joint Meeting of Risk Oversight Committee and Audit Committee- Governance and Sustainability Committee	1	out of	1	meeting
			8	out of	8	meetings
			8	out of	8	meetings
			1	out of	1	meeting
			7	out of	7	meetings

Remark: Information as of January 31, 2025.

Candidate's Profile No. 4



Name - Surname	: Mr. Chi-Hao Sun (Howard Sun)				
Proposed Director Status	: Non-Executive Director				
Current Position	: Executive Director				
	Member of the Executive Board				
Number of years holding directorship up to the present term	: 13 years 7 months				
	(First appointment in June 2011, Latest appointment in April 2024)				
Age	: 48				
Nationality	: Taiwanese				
Education	: - Master of Science (Finance), Bentley University, USA				
	- Master of Business Administration, Boston University, USA				
	- Bachelor of Arts (Economics), Taipei University, Taiwan				
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u>				
	- Director Accreditation Program, Class 225/2024				
	(Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)				
TISCO Shareholding	: - None.				
Position in TISCO Group	: - Member of the Executive Board / Executive Director, TISCO Financial Group Plc.				
	- Member of the Executive Board / Executive Director, TISCO Bank Plc.				
Positions in Rival Companies/ Connected Business that May Cause Conflicts of Interest	: - None.				
Position in Other Company with Conflict of Interest	: - None.				
Position in Other Listed Company	: - None.				
Position in Other Non-listed Company (1 company)	: - Senior Vice President, CDIB & Partners Investment Holding Corporation				
Position in Other Organization	: - None.				
Experience in the past 5 years	: - None.				
TISCO Shareholding	: - None.				
Meeting attendance in 2024	: - Ordinary Shareholders' Meeting	1	out of	1	meeting
	- Board of Directors	8	out of	8	meetings
	- Executive Board	12	out of	12	meetings

Remark: Information as of January 31, 2025.

Candidate's Profile No. 5



Name	: Mr. Makoto Honda
Proposed Director Status	: Non-Executive Director
Current Position	: Executive Director Member of the Executive Board
Number of years holding directorship up to the present term	: 0 year 9 months (First appointment in April 2024)
Age	: 60
Nationality	: Japanese
Education	: - Bachelor of Business Administration, Meiji University, Japan
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Director Accreditation Program, Class 225/2024 (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)
TISCO Shareholding	: - None.
Position in TISCO Group	: - Member of the Executive Board / Executive Director, TISCO Financial Group Plc. - Member of the Executive Board / Executive Director, TISCO Bank Plc. - Director of TISCO Tokyo Leasing Co., Ltd.
Positions in Rival Companies/ Connected Business that May Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company (1 company)	: - Chief Officer, ASEAN Region, Tokyo Century Corporation
Position in Other Non-listed Company (2 companies)	: - Management, PT Tokyo Century Research Indonesia - Director, HTC Leasing Co., Ltd.
Position in Other Organization	: - None.
Experience in the past 5 years	: - Director, TC Car Solutions (Thailand) Co., Ltd. - President Commissioner, PT Tokyo Century Indonesia - Employee (International Business), Tokyo Century Corporation - Managing Director, Mizuho Bank, Ltd.
Meeting attendance in 2024	: - Ordinary Shareholders' Meeting 1 out of 1 meeting - Board of Directors 7 out of 7 meetings - Executive Board 9 out of 9 meetings

Remark: Information as of January 31, 2025.

Candidate's Profile No. 6



Name - Surname	:	Ms. Petchun Jarikasem
Proposed Director Status	:	Independent Director
Current Position	:	Independent Director Chairperson of the Audit Committee Member of the Nomination and Compensation Committee
Number of years holding directorship up to the present term	:	2 years 8 months (First appointment in April 2022, Latest appointment in April 2024)
Age	:	70
Nationality	:	Thai
Education	:	- Master of Business Administration, Thammasat University - Bachelor of Arts, Chulalongkorn University
Director Training	:	<u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Board Nomination and Compensation Program - The Board's Role in Mergers and Acquisitions - Advanced Audit Committee Program (Class 47/2023 & Class 7/2012) - IT Governance and Cyber Resilience Program - Risk Management Program for Corporate Leaders - Board Matters and Trends - Ethical Leadership Program - Role of Chairman Program - Director Certificated Program - Director Accreditation Program <u>Training courses by the Capital Market Academy (CMA)</u> - Capital Market Academy Leadership, Class 4 (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)
TISCO Shareholding	:	- None.
Position in TISCO Group	:	- Chairperson of the Audit Committee / Member of the Nomination and Compensation Committee / Independent Director, TISCO Financial Group Plc. - Chairperson of the Audit Committee / Independent Director, TISCO Bank Plc.
Position in Other Company with Conflict of Interest	:	- None.
Position in Other Listed Company (1 company)	:	- Independent Director / Chairperson of the Audit Committee, Osotspa Plc.

- Position in Other Non-listed Company (1 company)** : - Independent Director / Chairperson of the Audit Committee, Ritta Holdings Co., Ltd.
- Position in Other Organization** : - None.
- Experience in the past 5 years** : - Subcommittee on Finance and Accounting and the working group established to resolve accounting issues, The Energy Conservation Fund
- Independent Director / Chairperson of the Audit Committee / Member of Audit Committee / Chairperson of the Risk Management Committee, PTT Exploration and Production Plc.
- Advisory Committee for Fund Raising and Listed Company Oversight / Subcommittee on Consideration of Debt Securities, Derivatives and Structured Products, The Securities and Exchange Commission (SEC)
- Member of the Audit Committee, TISCO Financial Group Plc.
- Member of the Audit Committee, TISCO Bank Plc.
- Meeting Attendance in 2024** :
- | | | | | |
|---|----|--------|----|----------|
| - Ordinary Shareholders' Meeting | 1 | out of | 1 | meeting |
| - Board of Directors | 8 | out of | 8 | meetings |
| - Audit Committee | 15 | out of | 15 | meetings |
| - Joint Meeting of Risk Oversight Committee and Audit Committee | 1 | out of | 1 | meeting |
| - Nomination and Compensation Committee | 11 | out of | 11 | meetings |

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Remark: Information as of January 31, 2025.

Candidate's Profile No. 7



Name - Surname	: Mr. Kanich Punyashthiti
Proposed Director Status	: Independent Director
Current Position	: Independent Director Chairperson of the Nomination and Compensation Committee Member of the Governance and Sustainability Committee
Number of years holding directorship up to the present term	: 3 years 9 months (First appointment in April 2021, Latest appointment in April 2024)
Age	: 56
Nationality	: Thai
Education	: - Master of Laws (cum laude), The Catholic University Leuven, Belgium - Master of Laws, The University of Michigan, USA - Master of Laws, Harvard University, USA - Bachelor of Laws, Chulalongkorn University
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Role of the Chairman Program - Director Certification Program - Director Accreditation Program - Board Nomination and Compensation Program - Corporate Governance for Executives, Class 24/2024 <u>Training courses by the Thailand Institute of Justice</u> - High Level Justice Process Administrators Certificate Class 17 <u>Training courses by the National Defense College of Thailand</u> - National Defense Course (NDC), Class 64 (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)
TISCO Shareholding	: - None.
Position in TISCO Group	: - Chairman of the Nomination and Compensation Committee / Member of the Governance and Sustainability Committee / Independent Director, TISCO Financial Group Plc. - Independent Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.

Position in Other Listed Company (1 company)	: - Independent Director / Member of the Audit Committee / Member of the Nomination and Compensation Committee, Thai President Foods Plc.			
Position in Other Non-listed Company (6 companies)	: - Independent Director / Member of the Audit Committee /Chairman of Corporate Governance Committee, Muang Thai Life Assurance Plc. - Director, B.Grimm S.Napa Solar Power Co., Ltd. - Director, SNC (2015) Co., Ltd. - Legal Advisor, Siam Piwat Co., Ltd. - Legal Advisor, S. Napa (Thailand) Co., Ltd. - Director / Legal Advisor, Global Utilities Service Co., Ltd.			
Position in Other Organization (7 organizations)	: - Committee Member, Consideration and Reformation Committee of Partnership and Companies Law - Director, Chitralada Technology Institute - Director, The National Identity Foundation - Director, Prince Mahidol Foundation - Director, H.R.H. Princess Maha Chakri Sirindhorn Foundation for Chitralada School - Vice Chairman, Rajpracha Samasai School Foundation - Director, H.R.H. Princess Maha Chakri Sirindhorn Foundation for the Faculty of Arts, Chulalongkorn University			
Experience in the past 5 years	: - Member of the Nomination and Compensation Committee, TISCO Financial Group Plc. - Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee, Thitikorn Plc. - Assistant Professor / Vice Dean, Chulalongkorn University - Director, Law Reform Commission of Thailand Committee - Director, Pangjee Design Co., Ltd.			
Meeting Attendance in 2024	: - Ordinary Shareholders' Meeting	1	out of	1 meeting
	- Board of Directors	8	out of	8 meetings
	- Nomination and Compensation Committee	11	out of	11 meetings
	- Governance and Sustainability Committee	7	out of	7 meetings

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Remark: Information as of January 31, 2025.

Candidate's Profile No. 8



Name - Surname	: Ms. Pongpen Ruengvirayudh
Proposed Director Status	: Independent Director
Current Position	: Lead Independent Director Member of the Audit Committee Member of the Governance and Sustainability Committee
Number of years holding directorship up to the present term	: 2 years 8 months (First appointment in April 2022, Latest appointment in April 2024)
Age	: 70
Nationality	: Thai
Education	: - Master of Business Administration, Thammasat University - Master of Business Administration (Finance), Katholieke University, Belgium - Bachelor of Business Administration, Thammasat University
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Risk Management Program for Corporate Leaders - Director Certification Program (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)
TISCO Shareholding	: - None.
Position in TISCO Group	: - Lead Independent Director / Member of the Audit Committee / Member of the Governance and Sustainability Committee / Independent Director, TISCO Financial Group Plc. - Member of the Audit Committee / Independent Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company (1 company)	: - Independent Director / Member of the Audit Committee, SCG Packaging Plc.
Position in Other Non-listed Company	: - None.
Position in Other Organization (3 organizations)	: - Chairperson of the Supervisory Board of ABF Thailand Bond Index Fund (ABFTH), The Bank of Thailand - Chairperson of the Investment Seeking Benefits from Money and Assets Supervision Subcommittee, Equitable Education Fund - Qualified member, Dhurakij Pundit University Council

- Experience in the past 5 years** :
- Honorary Director of the Corporate Bond Stabilization Fund (BSF) Committee, The Bank of Thailand
 - Member of the Investment Management Subcommittee, Social Security Fund
 - Member of the Risk Management Subcommittee / Director, Government Pension Fund
 - Chairperson of the Board, Sukhumvit Asset Management Co., Ltd.
 - Chairperson of the Monetary Policy Subcommittee, Thai Health Promotion Foundation
 - Associate Judge, Central Intellectual Property and International Trade Court
- Meeting Attendance in 2024** :
- Ordinary Shareholders' Meeting 1 out of 1 meeting
 - Board of Directors 8 out of 8 meetings
 - Audit Committee 15 out of 15 meetings
 - Joint Meeting of Risk Oversight Committee and Audit Committee 1 out of 1 meeting
 - Governance and Sustainability Committee 7 out of 7 meetings

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Remark: Information as of January 31, 2025.

Candidate's Profile No. 9 (*new*)

Name	: Mr. Tevin Vongvanich
Proposed Director Status	: Independent Director
Current Position	: - None.
Number of years holding directorship up to the present term	: - No directorship in TISCO Financial Group Plc.
Age	: 66
Nationality	: Thai
Education	: - Ph.D. (Honorary) in Engineering, Faculty of Engineering, Chulalongkorn University - Ph.D. (Honorary) in Civil Engineering, Faculty of Industry and Technology, Raja Mangala University of Technology Isan - Master of Science (Petroleum Engineering), University of Houston, USA - Master of Science (Chemical Engineering), Rice University, USA - Bachelor of Engineering (Chemical Engineering) (First-Class Honors), Chulalongkorn University
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Director Certification Program (DCP), Class 21/2002 - Financial Statements for Directors (FSD), Class 6/2009 - Role of the Compensation Committee (RCC), Class 13/2011 - Anti-corruption for Executive Program (ACEP), Class 15/2015 - Ethical Leadership Program (ELP) Class 7/2017 <u>Training courses by the Capital Market Academy</u> - Capital Market Academy Leadership Programs, Class 6 <u>Training courses by the National Defense College of Thailand</u> - Diploma, National Defense College, the Joint State-Private Sector Course, Class 22
TISCO Shareholding	: - None.
Position in TISCO Group	: - No directorship in TISCO Financial Group Plc. and TISCO Bank Plc.
Positions in Rival Companies/	: - None.
Connected Business that May Cause Conflicts of Interest	
Position in Other Company with Conflict of Interest	: - None.

Position in Other Listed Company (3 companies)	: - Vice Chairman of the Board of Directors, Berli Jucker Plc. - Chairman of the Nomination and Compensation committee / Member of the Sustainability and Risk Management Committee / Independent Director and Member of Audit Committee, Indorama Ventures Plc. - Independent Director / Member of the Corporate Governance and Sustainability Development Committee / Chairman of the Risk Management Committee, Amata Corporation Plc.
Position in Other Non-listed Company (4 companies)	: - Director, Twin & A Co., Ltd. - Chairman of the Board, InnoSpace (Thailand) Co., Ltd. - Chairman, Nice Group Holding Corp Co., Ltd. - Director, Khaoyai Casa Resort Co., Ltd.
Position in Other Organization (5 organizations)	: - Fellow Member, Thai Institute of Directors (IOD) - Board of Trustees, Thailand Management Association (TMA) - Council Member and Chairman of the Sub Committee for Competitive Advantage, The National Economic and Social Development Council - Council Member, Chulalongkorn University Council - Council Member, King Mongkut's University of Technology Thonburi
Experience in the past 5 years	: - Chairman of the Center for Competitiveness Development, Thailand Management Association (TMA) - Qualified Director / Chairman of the Subcommittee on National Competitiveness Development (NCCPD), Office of the National Economic and Social Development Council (NESDC) - Director, Bio-Circular-Green Economy: BCG Model - Board member and chairman of the subcommittee for the preparation of the state enterprise development plan, State Enterprise Policy Office (SEPO) - Chairman of the Subcommittee on Capital Market Competitiveness Development, Office of the Securities and Exchange Commission - Chairman of the Executive Board of the National Competitiveness Enhancement Fund Management and Administration Unit (NCPAM), Office of National Higher Education Science Research and Innovation Policy Council (NXPO) - Qualified Director, Public Organization Development and Promotion Committee (PODC) - University Council President, Vidyasirimedhi Institute of Science and Technology (VISTEC)
Meeting attendance in 2024	: - No directorship in TISCO Financial Group Plc.

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Remark: Information as of January 31, 2025.

Candidate's Profile No. 10



Name - Surname	: Assoc. Prof. Dr. Sillapaporn Srijunpetch
Proposed Director Status	: Independent Director
Current Position	: Independent Director Member of the Audit Committee
Number of years holding directorship up to the present term	: 2 years 6 months (First appointment in July 2022, Latest appointment in April 2024)
Age	: 62
Nationality	: Thai
Education	: - Doctor of Philosophy (Accounting), Manchester Business School, University of Manchester, UK - Master of Business Administration, The George Washington University, U.S.A. - Master of Accounting, Thammasat University - Bachelor of Accounting (Honors), Thammasat University
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Director Accreditation Program (DAP) (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)
TISCO Shareholding	: - None.
Position in TISCO Group	: - Member of the Audit Committee / Independent Director, TISCO Financial Group Plc. - Member of the Audit Committee / Independent Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company	: - None.
Position in other non-listed company (1 company)	: - Director, T T T Holding Co., Ltd.

- Position in Other Organization** : - Chairman of the Accounting Education and Technology Committee,
(3 organizations) Federation of Accounting Professions under The Royal Patronage of His Majesty the King
- Member of the Audit Committee / Independent Director, The Thailand Automotive Institute
- Member of the Audit Committee / Independent Director, Institute for Small and Medium Enterprises Development
- Experience in the past 5 years** : - Independent Director, Member of the Audit Committee and Member of the Corporate Governance Committee, Principal Capital Plc.
- Faculty Member of Department of Accounting, Faculty of Commerce and Accountancy, Thammasat University
- Meeting Attendance in 2024** : - Ordinary Shareholders' Meeting 1 out of 1 meeting
- Board of Directors 8 out of 8 meetings
- Audit Committee 15 out of 15 meetings
- Joint Meeting of Risk Oversight Committee 1 out of 1 meeting and Audit Committee

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Remark: Information as of January 31, 2025.

Candidate's Profile No.11



Name - Surname	: Assoc. Prof. Dr. Vara Varavithya
Proposed Director Status	: Independent Director
Current Position	: Independent Director Member of the Risk Oversight Committee
Number of years holding directorship up to the present term	: 2 years 1 months (First appointment in December 2022, Latest appointment in April 2024)
Age	: 56
Nationality	: Thai
Education	: - Doctor of Philosophy (Computer Engineering), Iowa State University, USA - Master of Computer Engineering, Iowa State University, USA - Bachelor of Engineering (Electrical Engineering) (Honors), King Mongkut's University of Technology North Bangkok
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Role of the Chairman Program - Director Certification Program, Class 349/2023 (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)
TISCO Shareholding	: - None.
Position in TISCO Group	: - Member of the Risk Oversight Committee / Independent Director, TISCO Financial Group Plc. - Member of the Risk Oversight Committee / Independent Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company	: - None.
Position in other non-listed company	: - None.
Position in Other Organization	: - Dean, Faculty of Digital Technology, Chitralada Technology Institute (1 organization)
Experience in the past 5 years	: - Faculty Member of the Department of Digital Technology, Chitralada Technology Institute - Faculty Member of the Department of Electrical Engineering, King Mongkut's University of Technology North Bangkok

Meeting Attendance in 2024	:	- Ordinary Shareholders' Meeting	1	out of	1	meeting
		- Board of Directors	8	out of	8	meetings
		- Risk Oversight Committee	8	out of	8	meetings
		- Joint Meeting of Risk Oversight Committee	1	out of	1	meeting
		and Audit Committee				

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Remark: Information as of January 31, 2025.

Candidate's Profile No.12



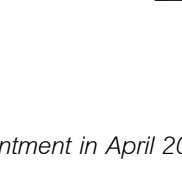
Name - Surname	: Mr. Sakchai Peechapat
Proposed Director Status	: Executive Director
Current Position	: Executive Director Chairperson of the Executive Board Member of the Risk Oversight Committee Group Chief Executive
Number of years holding directorship up to the present term	: 5 years 9 months (First appointment in April 2019, Latest appointment in April 2024)
Age	: 58
Nationality	: Thai
Education	: - Master of Business Administration (International Business), University of Hawaii at Manoa, USA - Bachelor of Engineering (Civil Engineering) (Honors), Kasetsart University
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Board Nomination and Compensation Program - Director Certification Program - Director Accreditation Program <u>Training courses by the Capital Market Academy (CMA)</u> - Capital Market Academy Leadership, Class 27 <u>Training courses by the National Defense College of Thailand</u> - National Defense Course (NDC), Class 66 (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)
TISCO Shareholding	: 66,177 shares, equal to 0.01 percent of total shares with voting right
Position in TISCO Group	: - Chairperson of the Executive Board / Member of the Risk Oversight Committee / Executive Director / Group Chief Executive, TISCO Financial Group Plc. - Chairperson of the Executive Board / Member of the Risk Oversight Committee / Executive Director, TISCO Bank Plc.
Positions in Rival Companies/ Connected Business that May Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company (1 company)	: - Independent Director / Member of Audit Committee / Chairman of Nomination and Compensation Committee, T.Man Pharmaceutical Plc.

[illegible]

Remark: Information as of January 31, 2025.

Candidate's Profile No. 13



Name - Surname	:	Mr. Metha Pingsuthiwong	
Proposed Director Status	:	Executive Director	
Current Position	:	Executive Director	
		Member of the Executive Board Chief Operating Officer	
Number of years holding directorship up to the present term	:	3 years 9 months (First appointment in April 2022, Latest appointment in April 2024)	
Age	:	58	
Nationality	:	Thai	
Education	:	- Master of Business Administration (Finance), University of Wisconsin-Milwaukee, USA - Bachelor of Engineering (Electrical Engineering), Chulalongkorn University	
Director Training	:	<u>Training Courses/Seminars organized by Thai Institute of Directors (IOD)</u> - Director Certification Program (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)	
TISCO Shareholding	:	195,800 shares, equal to 0.02 percent of total shares with voting right	
Position in TISCO Group	:	- Member of the Executive Board / Executive Director / Chief Operating Officer, TISCO Financial Group Plc. - Member of the Executive Board / Member of the Risk Oversight Committee / Executive Director / President, TISCO Bank Plc.	
Positions in Rival Companies/ Connected Business that May Cause Conflicts of Interest	:	- None.	
Position in Other Company with Conflict of Interest	:	- None.	
Position in Other Listed Company	:	- None.	
Position in Other Non-listed Company (1 company)	:	- Director, Dole Thailand Co., Ltd.	
Position in Other Organization	:	- None.	

Experience in the past 5 years	:	-	First Executive Vice President, TISCO Financial Group Plc.				
		-	First Executive Vice President - Wealth Management & Banking Services, TISCO Bank Plc.				
		-	Chairman of the Board / Member of the Audit Committee / Director, TISCO Securities Co., Ltd.				
		-	Chairman of the Board / Member of the Audit Committee / Director, TISCO Asset Management Co., Ltd.				
Meeting Attendance in 2024	:	-	Ordinary Shareholders' Meeting	1	out of	1	meeting
		-	Board of Directors	8	out of	8	meetings
		-	Executive Board	12	out of	12	meetings

Remark: Information as of January 31, 2025.

Definition of Independent Director

A person to be nominated or appointed as an independent director must comply with the announcement of the Bank of Thailand, the Capital Market Supervisory Board, the Securities and Exchange Commission, the Stock Exchange of Thailand, including qualifications according to the requirements as defined in the policy and guidelines of TISCO's Corporate Governance, all of which are summarized below.

1. holding shares not exceeding 0.50* per cent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director.
2. neither being nor having been a non-independent Director of TISCO, its subsidiary and affiliate, same-level subsidiary, or juristic person who may have conflict of interest, or has left from such status but for less than two years.
3. neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary, affiliate, or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years.
4. not being a person related by blood or registration under laws, (such as father, mother, spouse, sibling, and child, including spouse of the children) of executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary.
5. not having a business relationship as specified by the Capital Market Supervisory Board with the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgment, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two (2) years.
6. neither being nor having been an auditor of the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years.
7. neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years.
8. not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder.
9. not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary companies or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary companies.
10. not having any characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business affairs.
11. not being an independent director for more than nine consecutive years in TISCO or its subsidiaries

* Remark: *This requirement is stricter than the regulation of the Capital Market Supervisory Board, which stipulates a maximum of one percent.*

For consideration of Agenda 5: To approve the number of directors and the election of directors

Candidate's Profile No. 1



Name - Surname	: Mr. Pliu Mangkornkanok
Proposed Director Status	: Non-Executive Director
Current Position	: Non-Executive Director Chairman of the Board of Directors
Number of years holding directorship up to the present term	: 16 years 4 months (First appointment in September 2008, Latest appointment in April 2024)
Age	: 77
Nationality	: Thai
Education	: - Master of Business Administration (Finance), University of California at Los Angeles, USA - Master of Science (Industrial Engineering), Stanford University, USA - Bachelor of Engineering (Industrial Engineering), Chulalongkorn University
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Directors Leadership Certification Program, Class 0/2021 - Strategic Board Master Class - Audit Committee Program - Role of Chairman Program - Director Certification Program <u>Training courses by the National Defense College of Thailand (NDC)</u> - National Defense Course, Class 10 <i>(Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)</i>
TISCO Shareholding	: 2,221,010 shares, equal to 0.28 percent of total shares with voting right
Position in TISCO Group	: - Chairman of the Board / Non-Executive Director, TISCO Financial Group Plc. - Chairman of the Board / Non-Executive Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company (1 company)	: - Vice Chairman / Member of Human Resources Committee / Independent Director / Chairman of the Audit Committee, Star Petroleum Refining Plc.

Position in Other Non-listed Company <i>(3 companies)</i>	:	- Director, Amata Spring Development Co., Ltd.			
		- Director, Chuchawal-Royal Haskoning Co., Ltd.			
		- Advisor, Design 103 International Ltd.			
Position in Other Organization <i>(2 organizations)</i>	:	- Vice Chairman, TISCO Foundation			
		- Advisor, Sem Pringpuangkeo Foundation			
Experience in the past 5 years	:	- Independent Director, TISCO Financial Group Plc.			
		- Independent Director, TISCO Bank Plc.			
		- Director, Design 103 International Ltd.			
Meeting Attendance in 2024	:	- Ordinary Shareholders' Meeting	1	out of	1 meeting
		- Board of Directors	8	out of	8 meetings

Remark: Information as of January 31, 2025.

Candidate's Profile No. 2



Name - Surname	: Mr. Dung Ba Le
Proposed Director Status	: Non-Executive Director
Current Position	: Non-Executive Director Vice Chairman of the Board of Directors Member of the Nomination and Compensation Committee
Number of years holding directorship up to the present term	: 3 years 1 month (First appointment in December 2021, Latest appointment in April 2024)
Age	: 59
Nationality	: American
Education	: - Master of Science (Foreign Service), Georgetown University, USA - Master of Science (Electrical Engineering), State University of New York, USA - Bachelor of Science (BS) Electrical Engineering, Virginia Polytechnic Institute & State University, USA
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Director Certification Program (DCP), Class 361/2024 - Director Accreditation Program (DAP), Class 211/2023 (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)
TISCO Shareholding	: - None.
Position in TISCO Group	: - Non-Executive Director / Vice Chairman of the Board of Directors / Member of the Nomination and Compensation Committee, TISCO Financial Group Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company	: - None.
Position in Other Non-listed Company	: - None.
Position in Other Organization	: - None.
Experience in the past 5 years	: - Advisor to the Chairman of the Board and Deputy Chief Executive Officer & Chief Risk Officer, Vietnam Technological and Commercial Joint-stock Bank
Meeting Attendance in 2024	: - Ordinary Shareholders' Meeting 1 out of 1 meeting - Board of Directors 8 out of 8 meetings - Nomination and Compensation Committee 11 out of 11 meetings

Remark: Information as of January 31, 2025.

Candidate's Profile No. 3



Name - Surname	: Assoc. Prof. Dr. Angkarat Priebjrivat
Proposed Director Status	: Non-Executive Director
Current Position	: Non-Executive Director Chairperson of the Risk Oversight Committee Chairperson of the Governance and Sustainability Committee
Number of years holding directorship up to the present term	: 16 years 4 months (First appointment in September 2008, Latest appointment in April 2024)
Age	: 70
Nationality	: Thai
Education	: - Doctor of Philosophy (Accounting), New York University, USA - Master of Science (Accounting), Thammasat University - Bachelor of Business Administration (Accounting), Thammasat University
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Role of Chairman Program - Audit Committee Program - Director Certification Program - Director Accreditation Program - Anti-corruption for Executive Program <u>Training courses by the National Defense College of Thailand (NDC)</u> - National Defense Course, Class 10 <i>(Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)</i>
TISCO Shareholding	: - None.
Position in TISCO Group	: - Chairperson of the Risk Oversight Committee / Chairperson of the Governance and Sustainability Committee / Non-Executive Director, TISCO Financial Group Plc. - Chairperson of the Risk Oversight Committee / Non-Executive Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company	: - None.
Position in Other Non-listed Company	: - None.

Position in Other Organization <i>(2 organizations)</i>	:	- Government Accounting Standards Committee, Comptroller General's Department, Ministry of Finance
		- Advisor to Listed Company Regulatory Department, Stock Exchange of Thailand
Experience in the past 5 years	:	- Chairperson of the Risk Management Committee / Independent Director / Chairperson of the Audit Committee, COL Plc.
		- Independent Director / Member of the Audit Committee / Member of the Risk Management Committee, TOT Corporation Plc.
		- Advisor to the Fundraising and the Listing and Disclosure Department, Securities and Exchange Commission
		- Independent Director, Bio Science Animal Health Co., Ltd.
		- Independent Director / Member of Audit Committee / Chairperson of the Audit Committee, TISCO Financial Group Plc.
		- Independent Director / Member of Audit Committee / Chairperson of the Audit Committee, TISCO Bank Plc.
		- Member of the Audit Committee, Thai Public Broadcasting Service (Thai PBS)
		- Director / Member of the Audit Committee, TSFC Securities Plc.
		- Chairman of the Subcommittee on Finance and Accounting of the Energy Conservation Fund, Ministry of Energy
		- Independent Director / Member of the Audit Committee / Member of the Corporate Governance Committee, PTT Exploration and Production Plc.
Meeting Attendance in 2024	:	- Ordinary Shareholders' Meeting 1 out of 1 meeting
		- Board of Directors 8 out of 8 meetings
		- Risk Oversight Committee 8 out of 8 meetings
		- Joint Meeting of Risk Oversight Committee 1 out of 1 meeting and Audit Committee
		- Governance and Sustainability Committee 7 out of 7 meetings

Remark: Information as of January 31, 2025.

Candidate's Profile No. 4



Name - Surname	: Mr. Chi-Hao Sun (Howard Sun)				
Proposed Director Status	: Non-Executive Director				
Current Position	: Executive Director				
	Member of the Executive Board				
Number of years holding directorship up to the present term	: 13 years 7 months				
	(First appointment in June 2011, Latest appointment in April 2024)				
Age	: 48				
Nationality	: Taiwanese				
Education	: - Master of Science (Finance), Bentley University, USA				
	- Master of Business Administration, Boston University, USA				
	- Bachelor of Arts (Economics), Taipei University, Taiwan				
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u>				
	- Director Accreditation Program, Class 225/2024				
	(Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)				
TISCO Shareholding	: - None.				
Position in TISCO Group	: - Member of the Executive Board / Executive Director, TISCO Financial Group Plc.				
	- Member of the Executive Board / Executive Director, TISCO Bank Plc.				
Positions in Rival Companies/ Connected Business that May Cause Conflicts of Interest	: - None.				
Position in Other Company with Conflict of Interest	: - None.				
Position in Other Listed Company	: - None.				
Position in Other Non-listed Company (1 company)	: - Senior Vice President, CDIB & Partners Investment Holding Corporation				
Position in Other Organization	: - None.				
Experience in the past 5 years	: - None.				
TISCO Shareholding	: - None.				
Meeting attendance in 2024	: - Ordinary Shareholders' Meeting	1	out of	1	meeting
	- Board of Directors	8	out of	8	meetings
	- Executive Board	12	out of	12	meetings

Remark: Information as of January 31, 2025.

Candidate's Profile No. 5



Name	: Mr. Makoto Honda
Proposed Director Status	: Non-Executive Director
Current Position	: Executive Director Member of the Executive Board
Number of years holding directorship up to the present term	: 0 year 9 months (First appointment in April 2024)
Age	: 60
Nationality	: Japanese
Education	: - Bachelor of Business Administration, Meiji University, Japan
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Director Accreditation Program, Class 225/2024 (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)
TISCO Shareholding	: - None.
Position in TISCO Group	: - Member of the Executive Board / Executive Director, TISCO Financial Group Plc. - Member of the Executive Board / Executive Director, TISCO Bank Plc. - Director of TISCO Tokyo Leasing Co., Ltd.
Positions in Rival Companies/ Connected Business that May Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company (1 company)	: - Chief Officer, ASEAN Region, Tokyo Century Corporation
Position in Other Non-listed Company (2 companies)	: - Management, PT Tokyo Century Research Indonesia - Director, HTC Leasing Co., Ltd.
Position in Other Organization	: - None.
Experience in the past 5 years	: - Director, TC Car Solutions (Thailand) Co., Ltd. - President Commissioner, PT Tokyo Century Indonesia - Employee (International Business), Tokyo Century Corporation - Managing Director, Mizuho Bank, Ltd.
Meeting attendance in 2024	: - Ordinary Shareholders' Meeting 1 out of 1 meeting - Board of Directors 7 out of 7 meetings - Executive Board 9 out of 9 meetings

Remark: Information as of January 31, 2025.

Candidate's Profile No. 6



Name - Surname	: Ms. Petchun Jarikasem
Proposed Director Status	: Independent Director
Current Position	: Independent Director Chairperson of the Audit Committee Member of the Nomination and Compensation Committee
Number of years holding directorship up to the present term	: 2 years 8 months (First appointment in April 2022, Latest appointment in April 2024)
Age	: 70
Nationality	: Thai
Education	: - Master of Business Administration, Thammasat University - Bachelor of Arts, Chulalongkorn University
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Board Nomination and Compensation Program - The Board's Role in Mergers and Acquisitions - Advanced Audit Committee Program (Class 47/2023 & Class 7/2012) - IT Governance and Cyber Resilience Program - Risk Management Program for Corporate Leaders - Board Matters and Trends - Ethical Leadership Program - Role of Chairman Program - Director Certificated Program - Director Accreditation Program <u>Training courses by the Capital Market Academy (CMA)</u> - Capital Market Academy Leadership, Class 4 (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)
TISCO Shareholding	: - None.
Position in TISCO Group	: - Chairperson of the Audit Committee / Member of the Nomination and Compensation Committee / Independent Director, TISCO Financial Group Plc. - Chairperson of the Audit Committee / Independent Director, TISCO Bank Plc.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company (1 company)	: - Independent Director / Chairperson of the Audit Committee, Osotspa Plc.

- Position in Other Non-listed Company (1 company)** : - Independent Director / Chairperson of the Audit Committee, Ritta Holdings Co., Ltd.
- Position in Other Organization** : - None.
- Experience in the past 5 years** : - Subcommittee on Finance and Accounting and the working group established to resolve accounting issues, The Energy Conservation Fund
- Independent Director / Chairperson of the Audit Committee / Member of Audit Committee / Chairperson of the Risk Management Committee, PTT Exploration and Production Plc.
- Advisory Committee for Fund Raising and Listed Company Oversight / Subcommittee on Consideration of Debt Securities, Derivatives and Structured Products, The Securities and Exchange Commission (SEC)
- Member of the Audit Committee, TISCO Financial Group Plc.
- Member of the Audit Committee, TISCO Bank Plc.
- Meeting Attendance in 2024** :
- | | | | | |
|---|----|--------|----|----------|
| - Ordinary Shareholders' Meeting | 1 | out of | 1 | meeting |
| - Board of Directors | 8 | out of | 8 | meetings |
| - Audit Committee | 15 | out of | 15 | meetings |
| - Joint Meeting of Risk Oversight Committee and Audit Committee | 1 | out of | 1 | meeting |
| - Nomination and Compensation Committee | 11 | out of | 11 | meetings |

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Remark: Information as of January 31, 2025.

Candidate's Profile No. 7



Name - Surname	: Mr. Kanich Punyashthiti
Proposed Director Status	: Independent Director
Current Position	: Independent Director Chairperson of the Nomination and Compensation Committee Member of the Governance and Sustainability Committee
Number of years holding directorship up to the present term	: 3 years 9 months (First appointment in April 2021, Latest appointment in April 2024)
Age	: 56
Nationality	: Thai
Education	: - Master of Laws (cum laude), The Catholic University Leuven, Belgium - Master of Laws, The University of Michigan, USA - Master of Laws, Harvard University, USA - Bachelor of Laws, Chulalongkorn University
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Role of the Chairman Program - Director Certification Program - Director Accreditation Program - Board Nomination and Compensation Program - Corporate Governance for Executives, Class 24/2024 <u>Training courses by the Thailand Institute of Justice</u> - High Level Justice Process Administrators Certificate Class 17 <u>Training courses by the National Defense College of Thailand</u> - National Defense Course (NDC), Class 64 (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)
TISCO Shareholding	: - None.
Position in TISCO Group	: - Chairman of the Nomination and Compensation Committee / Member of the Governance and Sustainability Committee / Independent Director, TISCO Financial Group Plc. - Independent Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.

Position in Other Listed Company (1 company)	:	- Independent Director / Member of the Audit Committee / Member of the Nomination and Compensation Committee, Thai President Foods Plc.
Position in Other Non-listed Company (6 companies)	:	<ul style="list-style-type: none"> - Independent Director / Member of the Audit Committee /Chairman of Corporate Governance Committee, Muang Thai Life Assurance Plc. - Director, B.Grimm S.Napa Solar Power Co., Ltd. - Director, SNC (2015) Co., Ltd. - Legal Advisor, Siam Piwat Co., Ltd. - Legal Advisor, S. Napa (Thailand) Co., Ltd. - Director / Legal Advisor, Global Utilities Service Co., Ltd.
Position in Other Organization (7 organizations)	:	<ul style="list-style-type: none"> - Committee Member, Consideration and Reformation Committee of Partnership and Companies Law - Director, Chitralada Technology Institute - Director, The National Identity Foundation - Director, Prince Mahidol Foundation - Director, H.R.H. Princess Maha Chakri Sirindhorn Foundation for Chitralada School - Vice Chairman, Rajpracha Samasai School Foundation - Director, H.R.H. Princess Maha Chakri Sirindhorn Foundation for the Faculty of Arts, Chulalongkorn University
Experience in the past 5 years	:	<ul style="list-style-type: none"> - Member of the Nomination and Compensation Committee, TISCO Financial Group Plc. - Independent Director / Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee, Thitikorn Plc. - Assistant Professor / Vice Dean, Chulalongkorn University - Director, Law Reform Commission of Thailand Committee - Director, Pangjee Design Co., Ltd.
Meeting Attendance in 2024	:	<ul style="list-style-type: none"> - Ordinary Shareholders' Meeting 1 out of 1 meeting - Board of Directors 8 out of 8 meetings - Nomination and Compensation Committee 11 out of 11 meetings - Governance and Sustainability Committee 7 out of 7 meetings

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Remark: Information as of January 31, 2025.

Candidate's Profile No. 8



Name - Surname	: Ms. Pongpen Ruengvirayudh
Proposed Director Status	: Independent Director
Current Position	: Lead Independent Director Member of the Audit Committee Member of the Governance and Sustainability Committee
Number of years holding directorship up to the present term	: 2 years 8 months (First appointment in April 2022, Latest appointment in April 2024)
Age	: 70
Nationality	: Thai
Education	: - Master of Business Administration, Thammasat University - Master of Business Administration (Finance), Katholieke University, Belgium - Bachelor of Business Administration, Thammasat University
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Risk Management Program for Corporate Leaders - Director Certification Program (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)
TISCO Shareholding	: - None.
Position in TISCO Group	: - Lead Independent Director / Member of the Audit Committee / Member of the Governance and Sustainability Committee / Independent Director, TISCO Financial Group Plc. - Member of the Audit Committee / Independent Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company (1 company)	: - Independent Director / Member of the Audit Committee, SCG Packaging Plc.
Position in Other Non-listed Company	: - None.
Position in Other Organization (3 organizations)	: - Chairperson of the Supervisory Board of ABF Thailand Bond Index Fund (ABFTH), The Bank of Thailand - Chairperson of the Investment Seeking Benefits from Money and Assets Supervision Subcommittee, Equitable Education Fund - Qualified member, Dhurakij Pundit University Council

- Experience in the past 5 years** :
- Honorary Director of the Corporate Bond Stabilization Fund (BSF) Committee, The Bank of Thailand
 - Member of the Investment Management Subcommittee, Social Security Fund
 - Member of the Risk Management Subcommittee / Director, Government Pension Fund
 - Chairperson of the Board, Sukhumvit Asset Management Co., Ltd.
 - Chairperson of the Monetary Policy Subcommittee, Thai Health Promotion Foundation
 - Associate Judge, Central Intellectual Property and International Trade Court
- Meeting Attendance in 2024** :
- | | | | | |
|---|----|--------|----|----------|
| - Ordinary Shareholders' Meeting | 1 | out of | 1 | meeting |
| - Board of Directors | 8 | out of | 8 | meetings |
| - Audit Committee | 15 | out of | 15 | meetings |
| - Joint Meeting of Risk Oversight Committee and Audit Committee | 1 | out of | 1 | meeting |
| - Governance and Sustainability Committee | 7 | out of | 7 | meetings |

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Remark: Information as of January 31, 2025.

Candidate's Profile No. 9 (*new*)

Name	: Mr. Tevin Vongvanich
Proposed Director Status	: Independent Director
Current Position	: - None.
Number of years holding directorship up to the present term	: - No directorship in TISCO Financial Group Plc.
Age	: 66
Nationality	: Thai
Education	: - Ph.D. (Honorary) in Engineering, Faculty of Engineering, Chulalongkorn University - Ph.D. (Honorary) in Civil Engineering, Faculty of Industry and Technology, Raja Mangala University of Technology Isan - Master of Science (Petroleum Engineering), University of Houston, USA - Master of Science (Chemical Engineering), Rice University, USA - Bachelor of Engineering (Chemical Engineering) (First-Class Honors), Chulalongkorn University
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Director Certification Program (DCP), Class 21/2002 - Financial Statements for Directors (FSD), Class 6/2009 - Role of the Compensation Committee (RCC), Class 13/2011 - Anti-corruption for Executive Program (ACEP), Class 15/2015 - Ethical Leadership Program (ELP) Class 7/2017 <u>Training courses by the Capital Market Academy</u> - Capital Market Academy Leadership Programs, Class 6 <u>Training courses by the National Defense College of Thailand</u> - Diploma, National Defense College, the Joint State-Private Sector Course, Class 22
TISCO Shareholding	: - None.
Position in TISCO Group	: - No directorship in TISCO Financial Group Plc. and TISCO Bank Plc.
Positions in Rival Companies/	: - None.
Connected Business that May Cause Conflicts of Interest	
Position in Other Company with Conflict of Interest	: - None.

Position in Other Listed Company (3 companies)	: - Vice Chairman of the Board of Directors, Berli Jucker Plc. - Chairman of the Nomination and Compensation committee / Member of the Sustainability and Risk Management Committee / Independent Director and Member of Audit Committee, Indorama Ventures Plc. - Independent Director / Member of the Corporate Governance and Sustainability Development Committee / Chairman of the Risk Management Committee, Amata Corporation Plc.
Position in Other Non-listed Company (4 companies)	: - Director, Twin & A Co., Ltd. - Chairman of the Board, InnoSpace (Thailand) Co., Ltd. - Chairman, Nice Group Holding Corp Co., Ltd. - Director, Khaoyai Casa Resort Co., Ltd.
Position in Other Organization (5 organizations)	: - Fellow Member, Thai Institute of Directors (IOD) - Board of Trustees, Thailand Management Association (TMA) - Council Member and Chairman of the Sub Committee for Competitive Advantage, The National Economic and Social Development Council - Council Member, Chulalongkorn University Council - Council Member, King Mongkut's University of Technology Thonburi
Experience in the past 5 years	: - Chairman of the Center for Competitiveness Development, Thailand Management Association (TMA) - Qualified Director / Chairman of the Subcommittee on National Competitiveness Development (NCCPD), Office of the National Economic and Social Development Council (NESDC) - Director, Bio-Circular-Green Economy: BCG Model - Board member and chairman of the subcommittee for the preparation of the state enterprise development plan, State Enterprise Policy Office (SEPO) - Chairman of the Subcommittee on Capital Market Competitiveness Development, Office of the Securities and Exchange Commission - Chairman of the Executive Board of the National Competitiveness Enhancement Fund Management and Administration Unit (NCPAM), Office of National Higher Education Science Research and Innovation Policy Council (NXPO) - Qualified Director, Public Organization Development and Promotion Committee (PODC) - University Council President, Vidyasirimedhi Institute of Science and Technology (VISTEC)
Meeting attendance in 2024	: - No directorship in TISCO Financial Group Plc.

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Remark: Information as of January 31, 2025.

Candidate's Profile No. 10



Name - Surname	: Assoc. Prof. Dr. Sillapaporn Srijunpetch
Proposed Director Status	: Independent Director
Current Position	: Independent Director Member of the Audit Committee
Number of years holding directorship up to the present term	: 2 years 6 months (First appointment in July 2022, Latest appointment in April 2024)
Age	: 62
Nationality	: Thai
Education	: - Doctor of Philosophy (Accounting), Manchester Business School, University of Manchester, UK - Master of Business Administration, The George Washington University, U.S.A. - Master of Accounting, Thammasat University - Bachelor of Accounting (Honors), Thammasat University
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Director Accreditation Program (DAP) (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)
TISCO Shareholding	: - None.
Position in TISCO Group	: - Member of the Audit Committee / Independent Director, TISCO Financial Group Plc. - Member of the Audit Committee / Independent Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company	: - None.
Position in other non-listed company (1 company)	: - Director, T T T Holding Co., Ltd.

- Position in Other Organization** : - Chairman of the Accounting Education and Technology Committee,
(3 organizations) Federation of Accounting Professions under The Royal Patronage of His Majesty the King
- Member of the Audit Committee / Independent Director, The Thailand Automotive Institute
- Member of the Audit Committee / Independent Director, Institute for Small and Medium Enterprises Development
- Experience in the past 5 years** : - Independent Director, Member of the Audit Committee and Member of the Corporate Governance Committee, Principal Capital Plc.
- Faculty Member of Department of Accounting, Faculty of Commerce and Accountancy, Thammasat University
- Meeting Attendance in 2024** : - Ordinary Shareholders' Meeting 1 out of 1 meeting
- Board of Directors 8 out of 8 meetings
- Audit Committee 15 out of 15 meetings
- Joint Meeting of Risk Oversight Committee 1 out of 1 meeting and Audit Committee

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Remark: Information as of January 31, 2025.

Candidate's Profile No.11



Name - Surname	: Assoc. Prof. Dr. Vara Varavithya
Proposed Director Status	: Independent Director
Current Position	: Independent Director Member of the Risk Oversight Committee
Number of years holding directorship up to the present term	: 2 years 1 months (First appointment in December 2022, Latest appointment in April 2024)
Age	: 56
Nationality	: Thai
Education	: - Doctor of Philosophy (Computer Engineering), Iowa State University, USA - Master of Computer Engineering, Iowa State University, USA - Bachelor of Engineering (Electrical Engineering) (Honors), King Mongkut's University of Technology North Bangkok
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Role of the Chairman Program - Director Certification Program, Class 349/2023 (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)
TISCO Shareholding	: - None.
Position in TISCO Group	: - Member of the Risk Oversight Committee / Independent Director, TISCO Financial Group Plc. - Member of the Risk Oversight Committee / Independent Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company	: - None.
Position in other non-listed company	: - None.
Position in Other Organization	: - Dean, Faculty of Digital Technology, Chitralada Technology Institute (1 organization)
Experience in the past 5 years	: - Faculty Member of the Department of Digital Technology, Chitralada Technology Institute - Faculty Member of the Department of Electrical Engineering, King Mongkut's University of Technology North Bangkok

Meeting Attendance in 2024	:	- Ordinary Shareholders' Meeting	1	out of	1	meeting
		- Board of Directors	8	out of	8	meetings
		- Risk Oversight Committee	8	out of	8	meetings
		- Joint Meeting of Risk Oversight Committee	1	out of	1	meeting
		and Audit Committee				

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Remark: Information as of January 31, 2025.

Candidate's Profile No.12



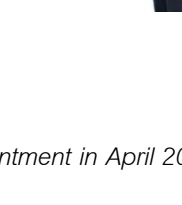
Name - Surname	: Mr. Sakchai Peechapat
Proposed Director Status	: Executive Director
Current Position	: Executive Director Chairperson of the Executive Board Member of the Risk Oversight Committee Group Chief Executive
Number of years holding directorship up to the present term	: 5 years 9 months (First appointment in April 2019, Latest appointment in April 2024)
Age	: 58
Nationality	: Thai
Education	: - Master of Business Administration (International Business), University of Hawaii at Manoa, USA - Bachelor of Engineering (Civil Engineering) (Honors), Kasetsart University
Director Training	: <u>Accredited and extension courses by the Thai Institute of Directors (IOD)</u> - Board Nomination and Compensation Program - Director Certification Program - Director Accreditation Program <u>Training courses by the Capital Market Academy (CMA)</u> - Capital Market Academy Leadership, Class 27 <u>Training courses by the National Defense College of Thailand</u> - National Defense Course (NDC), Class 66 <i>(Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)</i>
TISCO Shareholding	: 66,177 shares, equal to 0.01 percent of total shares with voting right
Position in TISCO Group	: - Chairperson of the Executive Board / Member of the Risk Oversight Committee / Executive Director / Group Chief Executive, TISCO Financial Group Plc. - Chairperson of the Executive Board / Member of the Risk Oversight Committee / Executive Director, TISCO Bank Plc.
Positions in Rival Companies/ Connected Business that May Cause Conflicts of Interest	: - None.
Position in Other Company with Conflict of Interest	: - None.
Position in Other Listed Company (1 company)	: - Independent Director / Member of Audit Committee / Chairman of Nomination and Compensation Committee, T.Man Pharmaceutical Plc.

Position in Other Non-listed Company	:	- None.			
Position in Other Organization (2 organizations)	:	- Director, TISCO Foundation			
		- Distinguished Committee Member of the Department of Finance, Thammasat University			
Experience in the past 5 years	:	- Independent Director, AXA Insurance Plc.			
		- Chief Operating Officer / Senior Executive Vice President / Member of the Executive Board, TISCO Financial Group Plc.			
		- Member of the Executive Board / President, TISCO Bank Plc.			
Meeting attendance in 2024	:	- Ordinary Shareholders' Meeting	1	out of	1 meeting
		- Board of Directors	8	out of	8 meetings
		- Executive Board	12	out of	12 meetings
		- Risk Oversight Committee	8	out of	8 meetings
		- Joint Meeting of Risk Oversight Committee and Audit Committee	1	out of	1 meeting

Remark: Information as of January 31, 2025.

Candidate's Profile No. 13



Name - Surname	:	Mr. Metha Pingsuthiwong	
Proposed Director Status	:	Executive Director	
Current Position	:	Executive Director	
		Member of the Executive Board Chief Operating Officer	
Number of years holding directorship up to the present term	:	3 years 9 months (First appointment in April 2022, Latest appointment in April 2024)	
Age	:	58	
Nationality	:	Thai	
Education	:	- Master of Business Administration (Finance), University of Wisconsin-Milwaukee, USA - Bachelor of Engineering (Electrical Engineering), Chulalongkorn University	
Director Training	:	<u>Training Courses/Seminars organized by Thai Institute of Directors (IOD)</u> - Director Certification Program (Further details on training courses and seminars, please refer to Form 56-1 One Report under Section 8: Report on Important Operational Results of Corporate Governance and Attachment 1: Profiles of Directors.)	
TISCO Shareholding	:	195,800 shares, equal to 0.02 percent of total shares with voting right	
Position in TISCO Group	:	- Member of the Executive Board / Executive Director / Chief Operating Officer, TISCO Financial Group Plc. - Member of the Executive Board / Member of the Risk Oversight Committee / Executive Director / President, TISCO Bank Plc.	
Positions in Rival Companies/ Connected Business that May Cause Conflicts of Interest	:	- None.	
Position in Other Company with Conflict of Interest	:	- None.	
Position in Other Listed Company	:	- None.	
Position in Other Non-listed Company (1 company)	:	- Director, Dole Thailand Co., Ltd.	
Position in Other Organization	:	- None.	

Experience in the past 5 years	:	- First Executive Vice President, TISCO Financial Group Plc.			
		- First Executive Vice President - Wealth Management & Banking Services, TISCO Bank Plc.			
		- Chairman of the Board / Member of the Audit Committee / Director, TISCO Securities Co., Ltd.			
		- Chairman of the Board / Member of the Audit Committee / Director, TISCO Asset Management Co., Ltd.			
Meeting Attendance in 2024	:	- Ordinary Shareholders' Meeting	1	out of	1 meeting
		- Board of Directors	8	out of	8 meetings
		- Executive Board	12	out of	12 meetings

Remark: Information as of January 31, 2025.

Definition of Independent Director

A person to be nominated or appointed as an independent director must comply with the announcement of the Bank of Thailand, the Capital Market Supervisory Board, the Securities and Exchange Commission, the Stock Exchange of Thailand, including qualifications according to the requirements as defined in the policy and guidelines of TISCO's Corporate Governance, all of which are summarized below.

1. holding shares not exceeding 0.50* per cent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director.
2. neither being nor having been a non-independent Director of TISCO, its subsidiary and affiliate, same-level subsidiary, or juristic person who may have conflict of interest, or has left from such status but for less than two years.
3. neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary, affiliate, or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years.
4. not being a person related by blood or registration under laws, (such as father, mother, spouse, sibling, and child, including spouse of the children) of executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary.
5. not having a business relationship as specified by the Capital Market Supervisory Board with the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgment, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two (2) years.
6. neither being nor having been an auditor of the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years.
7. neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years.
8. not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder.
9. not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary companies or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary companies.
10. not having any characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business affairs.
11. not being an independent director for more than nine consecutive years in TISCO or its subsidiaries

* Remark: *This requirement is stricter than the regulation of the Capital Market Supervisory Board, which stipulates a maximum of one percent.*

For consideration of Agenda 6: To approve the remuneration of directors

To consider the remuneration of directors, the Nomination and Compensation Committee made an annual review on the directors' remuneration to ensure that the remuneration is commensurate with their duties and responsibilities as well as consistent with the remuneration of directors in the commercial banking at the same level and size with regard to work experience and commitment, as well as the benefits each director brings.

Apart from the remuneration payable to directors of TISCO Financial Group Public Company Limited, TISCO Group only pays remuneration to subsidiary companies' directors who is not employee or any full-time position in TISCO Financial Group of companies, in the same form and amount of the Company's director, to be valid until amended. No meeting fee shall be paid to member of the Board and Sub-committee who is employee or holds any full-time position in TISCO Group of companies.

The Board concurs with the proposal of the Nomination and Compensation Committee and recommends the shareholders to approve the remuneration for Directors and Sub-committees' members for the year 2025 in the form of monthly fee and meeting fee, to remain at the same rate as the 2024 Annual General Meeting of Shareholders' approval due to the aforementioned rate is nevertheless comparable the peer-listed companies in the Stock Exchange of Thailand and commercial banks, Also, the non-monetary benefits offered to directors include an executive vehicle for the Chairman of the Board, group life and accident insurance or health insurance or travel insurance or medical benefits as appropriate, and Directors & Officers Liability Insurance, to be valid until amended.

Summary of the monetary benefits and the non-monetary benefits are as follows.

■ Monetary Remuneration

(Unit: Baht)

	April 2024 - Present		Proposed to AGM 2025		Changed (percentage)
	Monthly Fee	Meeting Fee	Monthly Fee	Meeting Fee	
Board of Directors					
Chairman	260,000	75,000	260,000	75,000	-
Lead Independent Director	60,000	75,000	60,000	75,000	-
Member	60,000	55,000	60,000	55,000	-
Executive Board					
Chairperson	None	75,000	None	75,000	-
Member	None	55,000	None	55,000	-
Risk Oversight Committee					
Chairperson	None	75,000	None	75,000	-
Member	None	55,000	None	55,000	-

(Unit: Baht)

	April 2024 - Present		Proposed to AGM 2025		Changed (percentage)
	Monthly Fee	Meeting Fee	Monthly Fee	Meeting Fee	
Audit Committee					
Chairperson	None	75,000	None	75,000	-
Member	None	55,000	None	55,000	-
Nomination and Compensation Committee					
Chairperson	None	75,000	None	75,000	-
Member	None	55,000	None	55,000	-
Governance and Sustainability Committee					
Chairperson	None	75,000	None	75,000	-
Member	None	55,000	None	55,000	-

■ 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, or medical benefits as appropriate.
3. Directors & Officers Liability Insurance (D&O).

The scope of authority, duties, and responsibilities of the Board of Directors, Chairman of the Board, Vice Chairman of the Board, all Board Committees, as well as individual remuneration are shown in Annual Registration Statement and Annual Report 2024 (Form 56-1 One Report) or the Company's website at www.tisco.co.th.

Profile of Independent Directors to be appointed as a Proxy No. 1

Name - Surname : Ms. Penchun Jarikasem

Type of Director / Current Position : Independent Director, Chairperson of Audit Committee and Member of the Nomination and Compensation Committee

Age : 70

Address : 48/49 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500

Positions in Rival Companies/ Connected Business that may Cause Conflicts of Interest : - None.

TISCO Shareholding : - None.

Special Interest in any agenda : - Agenda 5: To approve the number of directors and the election of directors
- Agenda 6: To approve the remuneration of directors

Profiles of independent directors to be appointed as a Proxy No. 2

Name - Surname : Mr. Kanich Punyashthiti

Type of Director / Current Position : Independent Director, Chairperson of the Nomination and Compensation Committee, and Member of the Governance and Sustainability Committee

Age : 56

Address : 48/49 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500

Positions in Rival Companies/ Connected Business that may Cause Conflicts of Interest : - None.

TISCO Shareholding : - None.

Special Interest in any agenda : - Agenda 5: To approve the number of directors and the election of directors
- Agenda 6: To approve the remuneration of directors

Profile of Independent Directors to be appointed as a Proxy No. 3

Name - Surname : Ms. Pongpen Ruengvirayudh

Type of Director / Current Position : Lead Independent Director, Independent Director, Member of the Audit Committee and Member of the Governance and Sustainability Committee

Age : 70

Address : 48/49 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500

Positions in Rival Companies/ Connected Business that may Cause Conflicts of Interest : - None.

TISCO Shareholding : - None.

Special Interest in any agenda : - Agenda 5: To approve the number of directors and the election of directors
- Agenda 6: To approve the remuneration of directors

Profiles of independent directors to be appointed as a Proxy No. 4

Name - Surname : Assoc. Prof. Dr. Sillapaporn Srijunpetch

Type of Director / Current Position : Independent Director and Member of the Audit Committee

Age : 62

Address : 48/49 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500

Positions in Rival Companies/ Connected Business that may Cause Conflicts of Interest : - None.

TISCO Shareholding : - None.

Special Interest in any agenda : - Agenda 5: To approve the number of directors and the election of directors
- Agenda 6: To approve the remuneration of directors

Profiles of independent directors to be appointed as a Proxy No. 5

Name - Surname : Assoc. Prof. Dr. Vara Varavithya

Type of Director / Current Position : Independent Director and Member of the Risk Oversight Committee

Age : 56

Address : 48/49 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500

Positions in Rival Companies/ Connected Business that may Cause Conflicts of Interest : - None.

TISCO Shareholding : - None.

Special Interest in any agenda : - Agenda 5: To approve the number of directors and the election of directors
- Agenda 6: To approve the remuneration of directors

Remarks:

1. Shareholders should study details of meeting agenda before making the decision to assign a proxy.
2. If you grant proxy status to any of the foregoing directors of the Company to attend the meeting and vote on your behalf, please refer to the Procedures for Meeting Attendance via Electronic Media, per Annex 9 by submitting the request form via electronic media or sending a well-completed proxy form together with identity verification documents to the Company in advance of the scheduled meeting date. The Company and directors who are proxy holders affirm that they will perform in accordance with the action assigned by the shareholders who have granted them a proxy.
3. Detailed profiles of the above five directors are shown in the Annual Registration Statement and Annual Report 2024 (Form 56-1 One Report) and can be found on the Company's website, www.tisco.co.th

Proxy Form A

(Baht 20 of duty stamp must be affixed)

Written at _____
 Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
 Residing at _____ Road _____ Sub-district _____
 District _____ Province _____ Postal Code _____

(2) Being a shareholder of TISCO Financial Group Public Company Limited
 holding a total number of _____ shares,
 having the voting right equals to _____ votes as follows:
 Common share _____ shares, equal to voting right of _____ Votes
 Preferred share _____ shares, equal to voting right of _____ votes

(3) hereby appoint _____ Age _____ years
 Residing at _____ Road _____ Sub-district _____
 District _____ Province _____ Postal Code _____ ; or
 (2) _____ Age _____ years
 Residing at _____ Road _____ Sub-district _____
 District _____ Province _____ Postal Code _____ ; or
 (3) _____ Age _____ years
 Residing at _____ Road _____ Sub-district _____
 District _____ Province _____ Postal Code _____

anyone of the above as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2025 on Friday, April 18, 2025 at 14:00 hours at the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand, and via electronic media (in a form of Hybrid Meeting), or any adjournment thereof to any other date, hour, and venue.

Any business carried on by the proxy holder in the said meeting, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed _____ Proxy Grantor Signed _____ Proxy Holder
 (_____) (_____)

Signed _____ Proxy Holder Signed _____ Proxy Holder
 (_____) (_____)

****IMPORTANT****

Please attach the copy of ID card duly certified by shareholder and proxy.

**Remarks:**

1. A proxy grantor must appoint and authorize only one proxy holder to attend and vote at the meeting. The total number of shares held by such proxy grantor may not be split for more than one proxy in order to separate votes.
2. *An individual shareholder who wishes to appoint the Company's independent directors*, please submit the original copy of the completed proxy form together with all required documents, of shareholders, as described in the Guidelines and Identification Document Required for Meeting Attendance, per Annex 8.
3. *An individual shareholder who wishes to appoint the individual or juristic person*, please submit the original copy of the completed proxy form together with all required documents, of shareholders and proxy holder, as described in the Guidelines and Identification Document Required for Meeting Attendance, per Annex 8.
4. A shareholder may appoint Independent Directors to be the proxy as follow; (details of directors as shown in Annex 6)
 - 1) Ms. Penchun Jarikasem
 - 2) Mr. Kanich Punyashthiti
 - 3) Ms. Pongpen Ruengvirayudh
 - 4) Assoc. Prof. Dr. Sillapaporn Srijunpetch
 - 5) Assoc. Prof. Dr. Vara Varavithya

Proxy Form B

Written at

(Baht 20 of duty stamp must be affixed)

Date

Month

Year

(1) I/We _____ Nationality _____
Residing at _____

(2) Being a shareholder of **TISCO Financial Group Public Company Limited**
holding a total number of _____ shares,
having the voting right equals to _____ votes as follows:
Common share _____ shares, equal to voting right of _____ votes
Preferred share _____ shares, equal to voting right of _____ votes

(3) hereby appoint

☐ (1) _____ Age _____ years
Address _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____ ; or

☐ (2) Mr. Pliu Mangkornkanok Age 77 years
Address 48/49 TISCO Tower Road North Sathorn Sub-district Silom
District Bangrak Province Bangkok Postal Code 10500 ; or

☐ (3) Assoc. Prof. Dr. Angkarat Priebjivat Age 70 years
Address 48/49 TISCO Tower Road North Sathorn Sub-district Silom
District Bangrak Province Bangkok Postal Code 10500 ; or

☐ (4) Ms. Penchun Jarikasem Age 70 years
Address 48/49 TISCO Tower Road North Sathorn Sub-district Silom
District Bangrak Province Bangkok Postal Code 10500 ; or

☐ (5) Mr. Kanich Punyashtiti Age 56 years
Address 48/49 TISCO Tower Road North Sathorn Sub-district Silom
District Bangrak Province Bangkok Postal Code 10500 ; or

☐ (6) Ms. Pongpen Ruengvirayudh Age 70 years
Address 48/49 TISCO Tower Road North Sathorn Sub-district Silom
District Bangrak Province Bangkok Postal Code 10500 ; or

☐ (7) Assoc. Prof. Dr. Sillapaporn Srijunpetch Age 62 years
Address 48/49 TISCO Tower Road North Sathorn Sub-district Silom
District Bangrak Province Bangkok Postal Code 10500 ; or

☐ (8) Assoc. Prof. Dr. Vara Varavithya Age 56 years
Address 48/49 TISCO Tower Road North Sathorn Sub-district Silom
District Bangrak Province Bangkok Postal Code 10500 ; or

<input type="checkbox"/> (9)	Mr. Sakchai Peechapat				Age	58	years
Address	48/49 TISCO Tower	Road	North Sathorn	Sub-district	Silom		
District	Bangrak	Province	Bangkok	Postal Code	10500		

anyone of the above as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2025 on Friday, April 18, 2025 at 14:00 hours at the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand, and via electronic media (in a form of Hybrid Meeting), or any adjournment thereof to any other date, hour, and venue.

(4) I/We hereby authorize the proxy holder to vote on my/our behalf at the meeting as follows:

Agenda 1 To acknowledge the Board of Directors' business activities conducted in 2024

- This agenda is for acknowledgement. No resolution is required. -

Agenda 2 To approve the Statement of Financial Position and Statement of Comprehensive Income

for the year ended December 31, 2024 of the Company and its subsidiary companies

☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:

☐ For ☐ Against ☐ Abstain

Agenda 3 To acknowledge the interim dividend payment and approve the appropriation of profit arising from the year 2024 operations and dividend payment

☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:

☐ For ☐ Against ☐ Abstain

Agenda 4 To approve the appointment of the auditors and their remuneration for the year 2025

☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:

☐ For ☐ Against ☐ Abstain

Agenda 5 To approve the number of directors and the appointment of directors

☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:

5.1 To approve the number of directors at 13 (thirteen)

☐ For ☐ Against ☐ Abstain

5.2 To approve the election of directors (Please refer to the Company's Articles of Association as detailed in Annex 10)

Total number of shares held: _____ shares,

equal to voting rights for director election of: _____ votes

☐ Electing all directors by equally splitting votes for each directors

☐ Electing certain director(s) by splitting votes as follows:

1. Mr. Pliu Mangkornkanok	<input type="checkbox"/>	For	_____	votes
2. Mr. Dung Ba Le	<input type="checkbox"/>	For	_____	votes
3. Assoc. Prof. Dr. Angkarat Priebjrivat	<input type="checkbox"/>	For	_____	votes
4. Mr. Chi-Hao Sun	<input type="checkbox"/>	For	_____	votes
5. Mr. Makoto Honda	<input type="checkbox"/>	For	_____	votes
6. Ms. Penchun Jarikasem	<input type="checkbox"/>	For	_____	votes
7. Mr. Kanich Punyashthiti	<input type="checkbox"/>	For	_____	votes
8. Ms. Pongpen Ruengvirayudh	<input type="checkbox"/>	For	_____	votes
9. Mr. Tevin Vongvanich	<input type="checkbox"/>	For	_____	votes
10. Assoc. Prof. Dr. Sillapaporn Srijunpetch	<input type="checkbox"/>	For	_____	votes
11. Assoc. Prof. Dr. Vara Varavithya	<input type="checkbox"/>	For	_____	votes
12. Mr. Sakchai Peechapat	<input type="checkbox"/>	For	_____	votes
13. Mr. Metha Pingsuthiwong	<input type="checkbox"/>	For	_____	votes
Total			_____	votes

Agenda 6 To approve the remuneration of directors

☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:

☐ For ☐ Against ☐ Abstain

(5) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendas specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed _____	Proxy Grantor	Signed _____	Proxy Holder
(_____)		(_____)	

Signed _____	Proxy Holder	Signed _____	Proxy Holder
(_____)		(_____)	

Annex to Proxy Form B

Appointment if proxy by a shareholder of TISCO Financial Group Public Company Limited in connection with the Annual General Meeting of Shareholders for the year 2025 to be convened on Friday, April 18, 2025 at 14.00 hours in the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand, and via electronic media (in a form of Hybrid Meeting), or any adjournment thereof to any other date, hour, and venue.

Agenda No. _____ Re: _____

☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:

☐ For ☐ Against ☐ Abstain

Agenda No. _____ Re: _____

☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:

☐ For ☐ Against ☐ Abstain

Agenda No. _____ Re: _____

☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:

☐ For ☐ Against ☐ Abstain

Agenda No. _____ Re: _____

☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:

☐ For ☐ Against ☐ Abstain

Agenda No. _____ Re: The election of directors (continued)

Name _____

☐ For _____ votes

Name _____

☐ For _____ votes

Name _____

☐ For _____ votes

Name _____

☐ For _____ votes

Name _____

☐ For _____ votes

Proxy Form C

(For foreign shareholders who have custodian in Thailand only)

Written at

(Baht 20 of duty stamp must be affixed)

Date

Month

Year

(1) I/We

Residing at _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____

as being the custodian of _____

who is a shareholder of **TISCO Financial Group Public Company Limited**, holding a total amount of _____ shares

and having the voting right equivalent to _____ votes, the details of which are as follows:

Common share _____ shares, having the voting right equivalent to _____ votes

Preferred share _____ shares, having the voting right equivalent to _____ votes

(2) hereby authorize

(1) _____ Age _____ years

Residing at _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____ ; or

(2) _____ Age _____ years

Residing at _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____ ; or

(3) _____ Age _____ years

Residing at _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____

(3) I/We authorize the proxy holder to attend the meeting and vote as follows:

☐ Grant proxy the total amount of shares held and entitled to vote.☐ Grant proxy the partial share held as follows:☐ Common share _____ shares, entitled to voting right of _____ votes☐ Preferred share _____ shares, entitled to voting right of _____ votes

Total voting rights _____ votes

anyone of the above as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2025 on Friday, April 18, 2025 at 14:00 hours at the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand, and via electronic media (hybrid meeting), or any adjournment thereof to any other date, hour, and venue.

(4) I/We hereby authorize the proxy holder to vote on my/our behalf at the meeting as follows:

Agenda 1 To acknowledge the Board of Directors' business activities conducted in 2024*- This agenda is for acknowledgement. No resolution is required. -*

**Agenda 2 To approve the Statement of Financial Position and Statement of Comprehensive Income
for the year ended December 31, 2024 of the Company and its subsidiary companies**

- ☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- ☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:
- ☐ For _____ votes ☐ Against _____ votes ☐ Abstain _____ votes

**Agenda 3 To acknowledge the interim dividend payment and approve the appropriation of profit arising from the year 2024
operations and dividend payment**

- ☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- ☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:
- ☐ For _____ votes ☐ Against _____ votes ☐ Abstain _____ votes

Agenda 4 To approve the appointment of the auditors and their remuneration for the year 2025

- ☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- ☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:
- ☐ For _____ votes ☐ Against _____ votes ☐ Abstain _____ votes

Agenda 5 To approve the number of directors and the appointment of directors

- ☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- ☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:

5.1 To approve the number of directors at 13 (thirteen)

☐ For _____ votes ☐ Against _____ votes ☐ Abstain _____ votes

5.2 To approve the election of directors *(Please refer to the Company's Articles of Association as detailed in Annex 10)*

Total number of shares held: _____ shares,

equal to voting rights for director election of: _____ votes

☐ Electing all directors by equally splitting votes for each director

☐ Electing certain director(s) by splitting votes as follows:

1. Mr. Pliu Mangkornkanok	<input type="checkbox"/> For	_____ votes
2. Mr. Dung Ba Le	<input type="checkbox"/> For	_____ votes
3. Assoc. Prof. Dr. Angkarat Priebjriat	<input type="checkbox"/> For	_____ votes
4. Mr. Chi-Hao Sun	<input type="checkbox"/> For	_____ votes
5. Mr. Makoto Honda	<input type="checkbox"/> For	_____ votes
6. Ms. Penchun Jarikasem	<input type="checkbox"/> For	_____ votes
7. Mr. Kanich Punyashthiti	<input type="checkbox"/> For	_____ votes
8. Ms. Pongpen Ruengvirayudh	<input type="checkbox"/> For	_____ votes
9. Mr. Tevin Vongvanich	<input type="checkbox"/> For	_____ votes
10. Assoc. Prof. Dr. Sillapaporn Srijunpetch	<input type="checkbox"/> For	_____ votes
11. Assoc. Prof. Dr. Vara Varavithya	<input type="checkbox"/> For	_____ votes
12. Mr. Sakchai Peechatat	<input type="checkbox"/> For	_____ votes
13. Mr. Metha Pingsuthiwong	<input type="checkbox"/> For	_____ votes

Total _____ votes

Agenda 6 To approve the remuneration of directors

☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:

☐ For _____ votes ☐ Against _____ votes ☐ Abstain _____ votes

- (5) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.
- (6) In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendas specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed _____	Proxy Grantor	Signed _____	Proxy Holder
(_____)		(_____)	
Signed _____	Proxy Holder	Signed _____	Proxy Holder
(_____)		(_____)	

Remarks:

1. The Proxy Form C shall only use for shareholders whose names appearing in the foreign investor registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.
2. Evidences to be enclosed with the proxy form are:
 - (1) Power of attorney from the shareholder authorized a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter confirming that the person executing the Proxy Form has obtained a custodian license.
3. A proxy grantor must appoint and authorize only one proxy holder to attend and vote at the meeting. The total number of shares held by such proxy grantor may not be split for more than one proxy in order to separate votes.
4. In agenda regarding the appointment of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
5. In case there is any further agenda apart from specified above brought into consideration in the meeting, the proxy grantor may use the Annex attached to Proxy Form C.
6. A shareholder may appoint Independent Directors to be the proxy as follow; *(details of directors as shown in Annex 6)*
 1. Ms. Penchun Jarikasem
 2. Mr. Kanich Punyashthiti
 3. Ms. Pongpen Ruengvirayudh
 4. Assoc. Prof. Dr. Sillapaporn Srijunpetch
 5. Assoc. Prof. Dr. Vara Varavithya

Please return your completed proxy well form together with all required documents to the Corporate Secretariat Office by 17:00 hours of Friday, April 11, 2025, to allow sufficient time for the Company's document verification process.

Annex to Proxy Form C

(For foreign shareholders who have custodian in Thailand only)

Appointment if proxy by a shareholder of TISCO Financial Group Public Company Limited in connection with the Annual General Meeting of Shareholders for the year 2025 to be convened on Friday, April 18, 2025 at 14:00 hours at the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand, and via electronic media (in a form of Hybrid Meeting), or any adjournment thereof to any other date, hour, and venue.

Agenda No. _____ Re: _____

☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:

☐ For _____ votes ☐ Against _____ votes ☐ Abstain _____ votes

Agenda No. _____ Re: _____

☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:

☐ For _____ votes ☐ Against _____ votes ☐ Abstain _____ votes

Agenda No. _____ Re: _____

☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:

☐ For _____ votes ☐ Against _____ votes ☐ Abstain _____ votes

Agenda No. _____ Re: _____

☐ (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate

☐ (b) Proxy holder shall vote in accordance with my/our intention as follows:

☐ For _____ votes ☐ Against _____ votes ☐ Abstain _____ votes

Agenda No. _____ Re: The election of directors (continued)

Name _____
☐ For _____ votes

Name _____
☐ For _____ votes

Name _____
☐ For _____ votes

Name _____
☐ For _____ votes

Name _____
☐ For _____ votes

Guidelines for Registration, Proxies, Documents or Evidence Required for Meeting Attendance,
Voting Process, and Vote Counting

Identity Verification Documents for Meeting Attendance

1. For Individual Shareholders

- 1.1 In case of attendance in person: A copy of document issued by a government agency, bearing the shareholder's photograph, which has not yet expired, such as identification card or driving license or passport, certified true and correct by the shareholder.
- 1.2 In case of appointed a proxy:
 - (1) The Proxy Form B, as per Annex 7 of the Notice of the Meeting, completely filled in and signed by the proxy grantor and the Proxy.
 - (2) A copy of identification document of the shareholder issued by a government agency, as specified in item 1.1 and certified true and correct by the proxy grantor.
 - (3) A copy of identification document of the proxy issued by a government agency, as specified in item 1.1 certified true and correct by the proxy.

2. For Juristic Shareholders

- 2.1 In case of attendance in person by the authorized representative:
 - (1) A copy of identification document of the director authorized to represent the company issued by a government agency containing details as specified in item 1.1, certified true and correct by the director.
 - (2) A copy of the juristic person certificate, issued by the Department of Business Development, Ministry of Commerce, of a shareholder, not longer than 6 months from the issue date of the certificate, certified true and correct by the director authorized to represent the company, affixed with the company seal (if any).
- 2.2 In case of appointed a proxy:
 - (1) The Proxy Form B, as per Annex 7 of the Notice of the Meeting, filled in and signed and sealed (if any) by the director authorized to represent the company and signed by the proxy.
 - (2) A copy of the juristic person certificate, issued by the Department of Business Development, Ministry of Commerce, of a shareholder, not longer than 6 months from the issue date of the certificate, certified true and correct by the director authorized to represent the company, affixed with the company seal (if any).
 - (3) A copy of identification document of the director authorized to represent the company issued by a government agency containing details as specified in item 1.1, certified true and correct by the directors.
 - (4) A copy of identification document of the proxy issued by a government agency containing details as specified in item 1.1, certified true and correct by the proxy.

3. For Non-Thai Shareholders or Juristic Persons Incorporated under Foreign Law

- (1) Shareholder or proxy, being a natural person, attending the meeting must a copy of identification card or passport for foreign national, certified true and correct by the shareholder or proxy.
- (2) Shareholder or proxy of the juristic person shall use a copy of the juristic person certificate, issued by a government agency in a country where the juristic person is located. There shall be a list of the directors authorized to represent the juristic person, together with binding conditions and location of Head Office, and a copy of identification card or passport, certified true and correct by the director authorized to represent the company.

- (3) The Proxy Form, Form C, attached to the Notice of the Meeting, filled in and signed by the proxy grantor and the proxy.
- (4) English translation is required to be attached for any original document which is not made in English and such translation must be certified true and correct by the shareholder.

4. For Foreign Shareholders Appointing a Custodian in Thailand

- (1) All documents similar to those specified in item 3.(2) – 3.(3) above.
- (2) Power of Attorney granted by the shareholder authorizing the custodian to sign the Proxy Form on his/her behalf.
- (3) Letter certifying that the custodian, who signs the Proxy Form, is permitted to engage in the custodian business.

5. In Case Shareholders Deceased

In this case, the administrator of the deceased's estate attending the meeting in person or appointing a proxy to attend the meeting on his/her behalf must use a copy of the court order appointing him/her as administrator of the deceased's estate, signed by the authorized person.

6. In Case Shareholders are Minor

Their parents or legal guardians attending the meeting in person or appointing a proxy to attend the meeting on their behalf must use a copy of identification card or house particular, or birth certificate of their minors.

7. In Case Shareholders are Incompetent Persons or Quasi-incompetent Persons

The guardian or curator attending the meeting in person or appointing a proxy to attend the meeting on his/her behalf must use a copy of the court order appointing him/her as a guardian or curator, signed by the authorized person.

The Company will refuse the registration and not allow the shareholder and/or the proxy to attend the meeting of shareholders in any of the following cases:

- 1. the issuing date of the photocopied Affidavit or Certificate of Incorporation of the shareholder (as referred to under clause 2.1 (b) and 2.2 (b) above) is later than one year prior to the date of this meeting of shareholders; or
- 2. the proxy form is not signed by the proxy grantor and/or the proxy; or
- 3. there is any change in material information contained in the proxy form without the proxy grantor's signature certifying on every change; or
- 4. the identification documents of the proxy grantor and/or the proxy required for the registration are lacking or incomplete.

The photocopy of your identification document you provided may contain Sensitive Personal Data, such as race, religion, blood type. The Company has no intention or policy to collect, use and/or disclose your Sensitive Personal Data contained in such photocopy. You are advised to redact such data before submitting to the Company. Otherwise, the Company reserves the right to redact it. In case the Company is unable to redact due to technical issues, the Company shall collect such photocopy as being part of your identification document only.

The Company reserves the right to request additional registration documents for verification.

Meeting Attendance

Channel 1 Instruction for attending the Annual General Meeting of Shareholders in the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand (Physical Meeting)

The Company will accept registration for attending the Annual General Meeting of Shareholders for the year 2025, from 10:00 hours onward, at 1st Floor, TISCO Tower, North Sathorn, per the attached map (Annex 14). The Company has

used the barcode system in the registration. For quicker registration, shareholders and/or proxies are requested to bring the Notice of the Meeting with barcode that has been sent to shareholders by post, for presenting to the registration officers on the meeting date at floor 1st Floor.

1. Self-Attending

- 1.1 Contact the registration desk and submit the Notice of Meeting with barcode, together with identification documents required for meeting attendance.
- 1.2 Receive voting ballots for each agenda item.

2. For Proxies

2.1 Appointment of Proxy

The Company has provided Proxy Forms A, B, C for shareholders, as specified by the Department of Business Development, Ministry of Commerce. It shows clearly each item in order that the shareholders who are unable to attend the Meeting by themselves can consider appointing other persons, or any of the Company's directors in the proposed list. The shareholder may appoint the following directors as proxy:

- | | |
|---|---|
| 1. Mr. Pliu Mangkornkanok | Chairman of the Board and Non-Executive Director |
| 2. Assoc. Prof. Dr. Angkarat Priebjivat | Non-Executive Director, Chairperson of the Risk Oversight Committee, and Chairperson of the Governance and Sustainability Committee |
| 3. Ms. Penchun Jarikasem | Independent Director, Chairperson of the Audit Committee, and Member of the Nomination and Compensation Committee |
| 4. Mr. Kanich Punyashthiti | Independent Director, Member of the Governance and Sustainability Committee, and Chairperson of the Nomination and Compensation Committee |
| 5. Mrs. Pongpen Ruengvirayudh | Lead Independent Director, Member of the Audit Committee, and Member of the Governance and Sustainability Committee |
| 6. Assoc. Prof. Dr. Sillapaporn Srijunpetch | Independent Director and Member of the Audit Committee |
| 7. Assoc. Prof. Dr. Vara Varavithya | Independent Director and Member of the Risk Oversight Committee |
| 8. Mr. Sakchai Peechapat | Executive Director, Chairperson of the Executive Board, Member of the Risk Oversight Committee, and Group Chief Executive |

(Profiles of independent directors to be appointed as a proxy are in the Annex 6)

In this circumstance, the completed Proxy Form and Registration and Voting Form shall be returned to the Company at least one business day in advance of the meeting date in order that the Forms are submitted to the directors who are appointed as a proxy for further action.

Shareholders may appoint more than one Proxy to ensure flexibility in cases where any of the Proxies are unable to attend the Meeting, another Proxy can attend the Meeting on his/her behalf. However, only one Proxy is eligible to attend the Meeting and cast vote. Splitting votes is not allowed, except for the case of foreign shareholder with custodian in Thailand. Voting by such shareholder may be split by specifying the number of "For" votes, "Against" votes or "Abstain" votes, with the sum of the votes not exceeding the total votes held, exercised or granted.

To cast vote in each agenda item, the shareholders or Proxies can only cast vote as “For” votes, “Against” votes or “Abstain” votes. Each Proxy Form can be used in the following cases:

- Proxy Form A is a simple and general form (for all shareholders), which can be downloaded from the Company’s website, www.tisco.co.th
- Proxy Form B clearly indicates items for voting by a proxy.
- Proxy Form C is used exclusively for foreign shareholders appointing the custodian in Thailand.

Such Proxy Forms can be downloaded from the Company’s website, www.tisco.co.th, or you can request the hard copy via the specified channel as per Annex 12.

2.2 Contact the documents checkpoint and submit the documents as follows.

- Notice of the Meeting with barcode and the proxy form, with only one of the above proxy forms, filled in correctly and completely signed by the proxy grantor and the proxy. The Company will be responsible for Baht 20 stamp duty.
- Identification documents required for meeting attendance, as the case may be.

2.3 Contact registration desk, submit document as in 2.2, which has been verified.

2.4 Receive voting ballots for each agenda item.

2.5 For shareholders wishing to cancel the proxy appointment, please do so within April 11, 2025 at 17:00 hours, by submitting a notification letter together with identity verification documents to the Chairman of the Board via tisco_cs@tisco.co.th or registered post to Corporate Secretariat Office, TISCO Financial Group Plc., 7th Floor, 48/49 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500.

Channel 2 Instruction for attending the Annual General Meeting of Shareholders via Electronic Media (e-AGM)

1. Self-Attending via Electronic Media (e-AGM)

Please refer to Procedures for Meeting Attendance via Electronic Media, per Annex 9 by submitting a request form via electronic media from April 8, 2025, at 8:30 hours until the end of the meeting.

2. For Proxies to appoint other persons to attend via Electronic Media

- 2.1 The shareholders who are unable to attend the Meeting by themselves via Electronic Media can consider appointing other persons, or any of the Company’s directors in the proposed list as specified in item 1.1-1.2 certified true and correct by the proxy.
- 2.2 In case of appointing the Company’s directors as proxy, please refer to Procedures for Meeting Attendance via Electronic Media, per Annex 9 by submitting a request form via electronic media or sending a well-completed proxy form together with identity verification documents using the enclosed return envelope to the Company in advance of the schedule meeting date. This is to ensure orderly preparation for the meeting.
- 2.3 In case of appointing persons other than the Company’s directors as proxy, please refer to the Procedures for Meeting Attendance via electronic Media, per Annex 9. The registration system will be available from April 8, 2025, at 8.30 hours until the end of the meeting.
- 2.4 The Company will examine documents to confirm the right to attend the meeting. After passing the authentication process, the company will deliver a username and password with a Weblink to log in to the Annual General Meeting of Shareholders via Electronic Media. In this regard, the shareholders are kindly requested to refrain from disclosing your username and password to others. In case your username and password are lost or have not been received by April 16, 2025, please contact the Company immediately.
- 2.5 The registration system to attend the meeting 2 hours in advance before the opening of the meeting, the meeting will be start at 14.00 hours.
- 2.6 The Company will be responsible for Baht 20 stamp duty.

Voting Process and Vote Counting Procedures

Voting Process

1. The Chairman of the Meeting shall propose the shareholders to cast their votes for each agenda item.
2. The shareholder and/or the proxy wishing to cast their votes as “*Against*” votes or “*Abstain*” votes are required to mark in a box as “*Against*” votes or “*Abstain*” votes on the ballots, and the ballots will be collected for counting with a barcode system.
3. The shareholder and/or the proxy, who will cast vote as “*For*” votes or do not indicate any mark on the ballots, will be assumed to have approved the agenda item as proposed by the Chairman. They do not have to submit the ballots to the officers. All ballots will be collected after the Meeting.
4. Shareholders and/or the proxy, who “*For*” votes, cancel the most recent vote or do not cast vote, will be assumed to have approved the agenda item as proposed by the Chairman.
5. After announcement of the voting results, the voting of such agenda item shall be deemed completed.
6. For e-AGM, shareholders wishing to cast their votes as “*For*”, “*Against*” or “*Abstain*” can cast votes via electronic media or do not indicate any vote, will be assumed to have approved the agenda item as proposed, per details as in Annex 9.
7. In case of technical issues before or during the meeting, please contact Inventech Systems (Thailand) Co., Ltd., per details as in confirmation email.

Voting Counting Procedures

1. One share shall be counted one vote and the majority of votes shall be deemed a resolution, except as stated otherwise by law. In case a tie of votes, the Chairman shall have a deciding vote.
2. In counting the voting results for each agenda item, the Company will deduct the total votes of shareholders or proxies attending the meeting via electronic media as “*For*” by deducting “*Against*” and “*Abstain*” of votes from the total votes of shareholder entitled to vote attending the meeting and proxies.
3. The announcement of total votes counted, there will be announcement of votes counted as “*For*”, “*Against*”, and “*Abstain*”, invalid ballots and not entitled to vote. The total shares, under shareholders, present at the meeting both physically and via electronic media, will be counted. In case the shareholders leave the meeting while the meeting is in progress, the votes of such shareholders will be deducted from the system.
4. One share shall be counted one vote and the majority of votes shall be deemed a resolution for agenda of the number of directors. Voting on only one aspect with all voting rights shall not apply to voting for the appointment of directors in agenda of approving the number of directors and the appointment of directors. The shareholder and/or the proxy may vote to elect all directors by equally splitting votes for each director or specifying the number of votes for certain directors. The Company has implemented cumulative voting for director appointment, as details are stated in Section 23 of the Company’s Articles of Association, to allow minority shareholders to exercise their rights in the nomination of directors. The cumulative voting procedures are as follows;
 - (1) Each shareholder shall have a number of votes equal to the number of shares multiplied by the number of the directors to be elected.
 - (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director of directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number.
 - (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest and shall be elected as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining elections shall be made by drawing lots.

Example: A listed company has 1,000 paid-up shares holding by the following shareholders;

Mr. A holds 600 shares,
 Ms. B holds 200 shares, and
 Other 8 shareholders hold 200 shares

At the shareholders' ordinary general meeting, the Company wishes to elect 3 directors. There are 3 existing directors due for retirement, namely Mr. Kanok, Mr. Hiran, and Mr. Annop. Mr. A, a major shareholder, proposes that the existing 3 directors are re-elected for another term. Meanwhile, Ms. B proposes a new director, Mr. Pitsanu, for election.

Voting example:

Mr. A has the right for 1,800 votes (600 shares x 3 directors)
 Ms. B has the right for 600 votes (200 shares x 3 directors)
 Other 8 shareholders have the right for 600 votes (200 shares x 3 directors)


Shareholders	Voting Results				Total Votes
	Mr. Kanok	Mr. Hiran	Mr. Annop	Mr. Pitsanu	
Mr. A	600	600	600	-	1,800
Ms. B	-	-	-	600	600
Other shareholders	200	200	-	200	600
Total	800	800	600	800	3,000

As a result, Mr. Kanok, Mr. Hiran and Mr. Pitsanu will be elected as directors.

As the above example, the cumulative voting for director election would allow minority shareholders to propose their candidates and elect them as representatives in the board of directors.

Contact for suggestions or questions related to the Annual General Meeting of Shareholders

In order for the meeting to begin as quickly as feasible and in compliance with the agenda prescribed by law. Your submitted questions will be taken into consideration at the meeting. You may submit recommendation or questions in advance of the meeting date on April 11, 2025 by using the question form as per Annex 11 and submitting it through the following channels:


- By email at tisco_cs@tisco.co.th, or
- By post to Corporate Secretariat Office, TISCO Financial Group Public Company Limited, 7th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, or
- You may scan this QR Code  to submit an inquiry instead of submitting paper form.

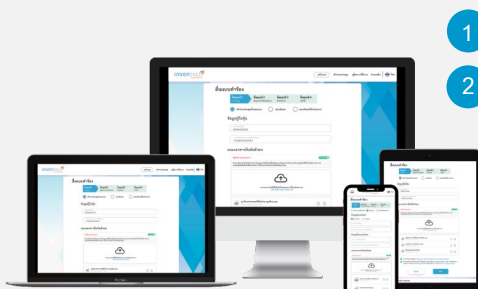
During the meeting, shareholders who attend the meeting via Electronic Media can submit the recommendation or questions concerning the agenda of this meeting through the meeting system, per details as in Annex 9.

Guidelines for attending of Electronic Meeting by Inventech Connect

➤ In case shareholders and proxies to attend the meeting via electronic media as follows:

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by electronic media via Web Browser at <https://inv.inventech.co.th/TISCO521445R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 steps
 - Step 1 Fill in the information shown on the registration page
 - Step 2 Fill in the information for verification
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, the system will display shareholder's information again for verification
- 3 Please wait for an email information detail of meeting and Password

**** Merge user accounts, please using the same email and phone number ****

2. For Shareholders who would like to attend the Meeting via electronic media either by yourself or proxies who are not the Company's independent directors, please note that the registration system will be available from April 8, 2025 at 8:30 a.m. until the end of the meeting on April 18, 2025.

3. The electronic conference system will be available on 18 April 2025 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders wishing to appoint the Company's Independent Directors as proxy, please submit a request from together with the identification documents via electronic media, or send a well-completed proxy from together with the identification documents to the Company in advance of the scheduled meeting date. The proxy form and required documents shall be delivered to the Company within April 11, 2025 at 5.00 p.m.

Corporate Secretariat Office

TISCO Financial Group Public Company Limited, 7th Floor,

48/49 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500

If you have any problems with the software, please contact Inventech Call Center



02-931-9130



@inventechconnect



Report a problem

@inventechconnect

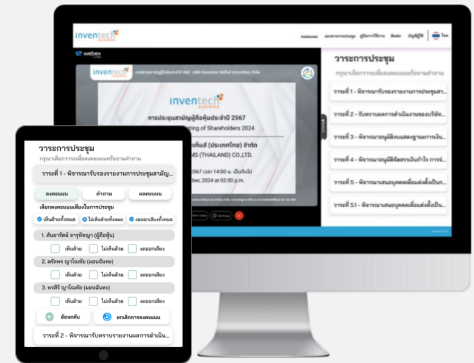
The system available during April 8-18, 2025 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)



Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Enter the email and password that you received from your email or request OTP
- 2 Click on "Register" button and you will counted as a quorum.
- 3 Click on "Join Attendance", Then click on "Accept" button
- 4 Select which agenda that you want to vote
- 5 Click on "Vote" button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the latest vote, please press the button "Cancel latest vote" (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Voting can be changed until the closing of voting session.

Step to ask questions via Inventech Connect



- Select which agenda
 - Click on "Question" button
- 1 Ask a question
 - Type the question then click "Send"
 - 2 Ask the question via video
 - Click on "Conference" button
 - Click on "OK" for confirm your queue
 - Please wait for your queue to ask questions before opening your microphone and camera.

How to use Inventech Connect



User Manual and Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements

- High-Definition Video: Must have internet speed at 2.5 Mbps (Speed internet that recommend).
- High Quality Video: Must be have internet speed at 1.0 Mbps.
- Standard Quality Video: Must be have internet speed at 0.5 Mbps.

2. Equipment requirements.

- Smartphone/Tablet that use IOS or android OS.
- PC/Laptop that use Windows or Mac OS.

3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge ** The system does not support internet explorer.

➤ In case shareholders and proxies to attend the meeting via meeting room as follows:

Step for requesting via register

1. In case of in person attendance

- 1 Bring the identification documents for verification
- 2 Wait for verification and registration
- 3 Received a ballot

2. In case of proxies

- 1 Bring the identification documents for verification
- 2 Wait for verification
- 3 Submit the verified documents for registration
- 4 Wait for register
- 5 Received a ballot

3. Join meeting in meeting room

4. Cast your vote by using ballot

วาระ 2 พิจารณาการจ่ายเงินปันผล ประจำปี 2566 จำนวน 0001*

ผู้ถือหุ้น : นายสมศักดิ์ สุขสม
จำนวนหุ้นที่มีสิทธิออกเสียง : 200,000,000 หุ้น

ฉันด้วย (Approve) ☐
 ไม่ฉันด้วย (Disapprove) ☐
 ออกละเลย (Abstain) ☐

ลงนาม _____ INV_AGM 2023

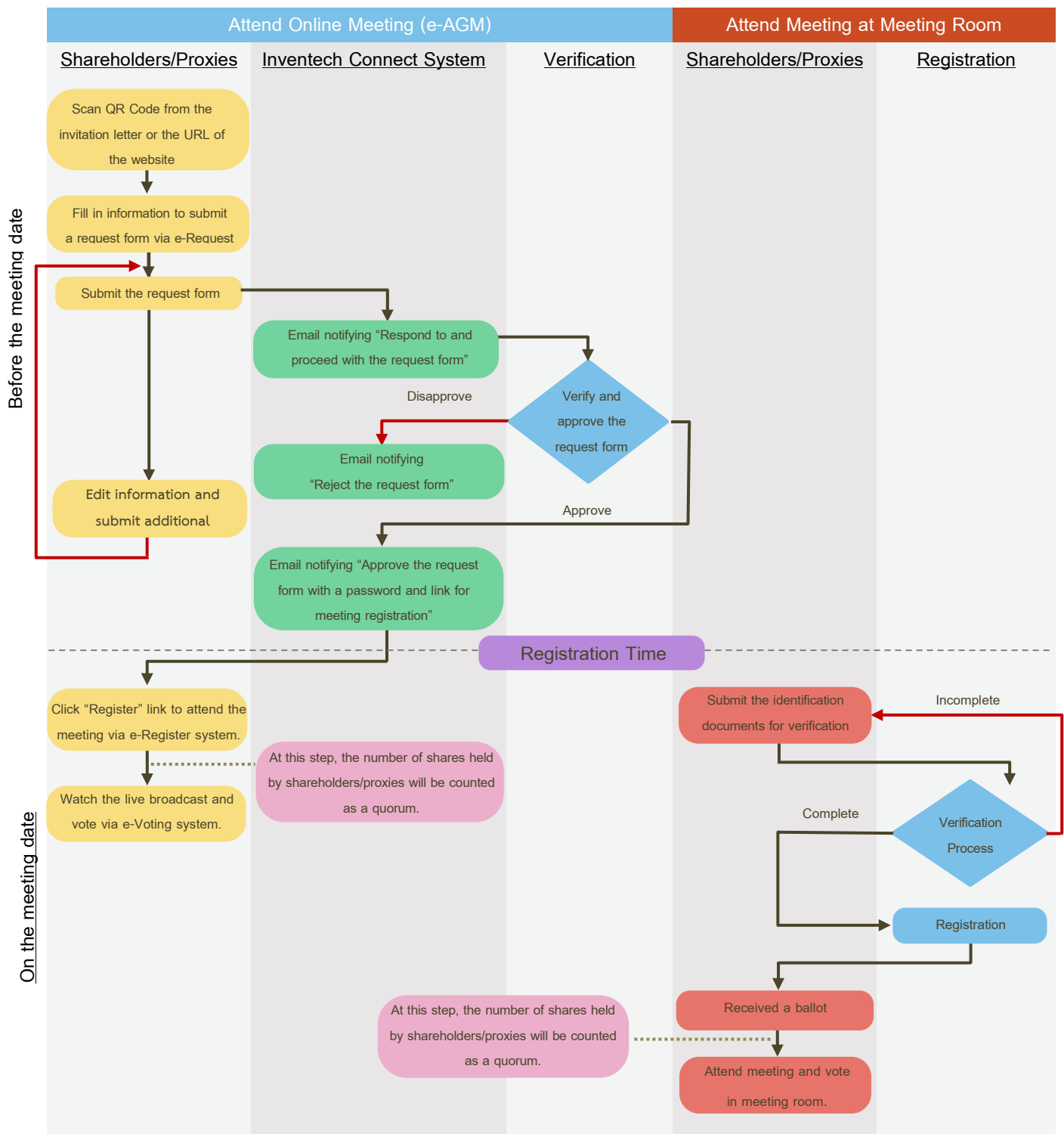
วาระ 1 พิจารณารายงานผลการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 จำนวน 0001*

ผู้ถือหุ้น : นายสมศักดิ์ สุขสม
จำนวนหุ้นที่มีสิทธิออกเสียง : 200,000,000 หุ้น

ฉันด้วย (Approve) ☐
 ไม่ฉันด้วย (Disapprove) ☐
 ออกละเลย (Abstain) ☐

ลงนาม _____ INV_AGM 2023

Flowchart for Meeting Attendance via Electronic Media and Physical Meeting



System Usage Conditions via Electronic Meetings (e-Meeting)

In case of merging account/change account

In case of submitting multiple requests by using the same email address and phone number, the system will merge accounts or in case of more than 1 account, you can click on "Change account" button to switch between accounts, while the previous used accounts will still be counted as the base votes in the meeting.

In case of leaving the meeting

Attendees can click "Register for leaving the meeting". As such, the number of your shares will be deducted from the base votes in all remaining agenda items.

Articles of Association of the Company specifically relating to the Shareholders' Meeting

CHAPTER III General Meeting of Shareholders

Section 15 Ordinary General Meeting

The Board of Directors shall hold the annual Ordinary general meeting of shareholders within four months from the date ending the accounting period of the Company.

Section 16 Extra-Ordinary General Meeting

All other meetings of shareholders in addition to the Ordinary general meeting specified in Section 15 hereof shall be called Extra-Ordinary meeting.

An extra-ordinary meeting may be summoned by the Board of Directors at such date, time and place as they may determine, subject, however, to the requirement that due notice thereof be given as provided in Section 17 hereof.

Any shareholders holding an aggregate number of shares not less than ten percent of the total number of shares sold, may request in writing to the Board of Directors to convene an extra-ordinary meeting of shareholders. The requisition must specify the subject and reasons for which the meeting is required to be summoned. Pursuant to such requisition, the Board of Directors must summon such meeting within forty-five days after the requisition is received.

Section 17 Shareholders Meeting Convening

In addition to convening shareholder meetings in accordance with applicable laws, the Board of Directors may convene such meetings via electronic means, which shall have the legal force likewise, a meeting held as prescribed by the law.

Section 18 Notice of the Meetings

Notice of every meeting of shareholders shall be sent to all shareholders whose names and addresses appeared in the register of shareholders and to the registrar, not less than seven days before the date set for the meeting. In case of a shareholder residing in Thailand, such notice shall be delivered personally to the shareholder or his representative or sent by registered mail; and in case of a shareholder residing abroad, such notice shall be sent by telex, cable, facsimile or any other sophisticated telecommunication or electronic means and confirmed by a registered letter airmailed on the same day.

The Board of Directors shall also cause notice of the meeting to be published in a local newspaper or advertised through electronic means for a period of not less than three consecutive days and at least three days prior to the date of the meeting.

The Board of Directors shall determine the place for each meeting of shareholders.

All notices for general meetings of shareholders must contain the place, date, time and agenda of the meeting, and the matters proposed to be considered at any such meeting with appropriate details. The notice must be clearly specified in respect of each matter whether it is to be proposed to inform the meeting, to obtain the approval or to be considered, as the case may be, including the opinion of the Board of Directors on the said matters.

Section 19 Agenda of Meeting

The Chairman of the shareholders' meeting has the duty to conduct the meeting in compliance with the articles of association of the company relating to meetings and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.

If the consideration of the matters referred to in the first paragraph is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

If the meeting has not concluded the consideration of the matters according to the sequence of the agenda as referred to in the first paragraph or the matters raised by shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven days prior to the date of the meeting, deliver to the shareholders notice calling the meeting which indicates the place, date, time and the agenda of the meeting. The notice calling the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.

Section 20 Quorum

In order for a quorum of the meetings of shareholders to be constituted, at least twenty-five shareholders and proxies (if any) or at least one half of the total number of shareholders, whichever is lower, holding an aggregate of at least one third of the total shares sold must be present at the meeting.

If after one hour from the meeting time has lapsed and the quorum is not present, the meeting shall be dismissed if it is called upon a request of the shareholders, otherwise it shall be postponed and held again within 30 days of the first meeting date upon a seven days' advance notice. In the substituting meeting, a quorum is not needed.

Section 21 Conduct of Meetings

The chairman of the Board of Directors shall preside over the general meeting of shareholders or he may assign a director to preside as chairman of the general meeting of shareholders. In the event the Chairman is absent or present but unable to perform his/her duty; the shareholders present shall elect one of them to act as the chairman of the meeting.

The chairman of the meeting of shareholders has duties to conduct the meeting to be in accordance with the Articles of Association and in order of the agenda as arranged in the notice of the meeting, unless the meeting resolves to change order of the agenda with votes not less than two-third of the number of shareholders present.

Upon completion of consideration the subject containing in the agenda, shareholders holding an aggregate number of shares not less than one-third of the total number of sold shares may request the meeting to consider other matters in addition to those specified in the notice of meeting.

Section 22 Voting

Every shareholder presenting in person or being represented by proxy shall be entitled to one vote for each share held by him, irrespective of the method of voting adopted at any general meeting. The resolution of the general meeting shall be supported by votes as follows:

- (1) In a normal case, by the majority of votes of the shareholders present and voting. In the event of an equality of votes, the chairman of the meeting shall give the casting vote.
- (2) In the following cases, by votes not less than three-fourth of the total votes of the shareholders present and qualified to vote;
 - (a) a sale or transfer of business of the Company, in whole or in essential part, to other person;
 - (b) a purchase or acceptance of transfer of business of other company or private company to be the Company's own;
 - (c) entering into, amending, or terminating a lease of business of the Company in whole or in essential part; entrusting other person with the management of the Company; or amalgamating business with other persons with the objective to share profit and loss.

Section 23 Proxies

A shareholder may attend and participate at a general meeting either in person or by proxy. Every instrument appointing a proxy shall be in accordance with the form specified by the Registrar or carried out via electronic means with the secure procedure and it is reliable that the proxy is made by shareholders.

The proxy shall be transmitted either to the Chairman or the person designated by the Chairman at the place of the meeting before the proxy holder enters into the meeting.

CHAPTER IV Directors

Section 24 Number of Directors

The shareholders shall, from time to time, by resolution of a general meeting, determine the number of directors which shall not be less than five.

The meeting of shareholders shall elect the directors in the number as determined in the foregoing paragraph, provided that not less than one half of the directors must domicile in Thailand. In addition, the number of directors who are persons of Thai nationality shall be in compliance with related laws.

Section 25 Election of Directors

The general meeting of shareholders shall elect directors in accordance with rules and procedures as follows:

- (1) Each shareholder shall have a number of votes equal to the number of shares multiplied by the number of the directors to be elected.
- (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number.
- (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be elected as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining elections shall be made by drawing lots.

Section 26 Term of Office and Retirement of Directors

At the shareholders' Ordinary general meeting of each calendar year, the whole board of directors shall be simultaneously elected. However, the former board of directors shall remain in office to conduct the business of the company for the time being, as necessary, until the new board of directors takes office.

A director who vacates office under this section may be re-elected.

Section 27 Removing from Directors before Expiration of Office

In addition to vacating office on expiration of term of office, directors shall vacate office upon:

- (1) Death;
- (2) Resignation;
- (3) Dispossession of qualification or possession of disqualification pursuant to the laws
- (4) The meeting of shareholders resolving to remove with the votes of not less than three-fourth of number of shareholders present and eligible to vote, and representing an aggregate number of shares not less than one half number of shares held by shareholders present and eligible to vote;
- (5) The court issuing an order to remove.

Section 28 Removal and Filling of Vacancies

A director can be elected or removed only by the shareholders at a general meeting, provided, however, that any vacancy occurring in the Board of the Directors otherwise than by rotation or retirement, as provided in Section 24 hereof, may be filled up by the remaining Directors, unless, the term of the original director is less than two months. For the purpose thereof, the resolution of the Board of Directors shall be passed by vote of not less than three-fourth of number of remaining Directors, but any person so appointed shall hold office only for the remainder of the term of the director to whom he has succeeded. If a general meeting of the shareholders remove a director, and elect another in his stead, the person so elected shall hold office only for the remainder of the term of the director so removed.

Section 29 Resignation of Directors

Any director who wishes to resign from office shall tender a letter of resignation to the Company, and resignation shall take effect the date on which the letter of resignation reaches the Company.

The director who resigned from office under paragraph one may notify the Registrar of his resignation.

CHAPTER VI Account, Finance and Audit

Section 40 Dividend

No dividend shall be paid out of any money other than profits. In the event that the Company still has an accumulative loss or is unable to maintain capital adequacy as required by law after dividend payment, no dividend shall be paid.

Dividend shall be paid equally according to the numbers of shares, unless otherwise specified for the preferred shares in this Article. Payment of dividend shall be subject to shareholders' approval.

The Board of Directors may from time to time pay interim dividend when they see that the Company has sufficient profit to do so and, after the interim dividend has been paid, they shall report to the next meeting of shareholders.

Payment of dividend shall be made within one month from the date of the general meeting of shareholders or of the Board of Directors pass the resolution as the case may be. However, a notice thereof shall be sent to the shareholders and also published in a local newspaper or advertised through electronic means for a period of not less than three consecutive days.

In the event the Company still cannot sell its shares up to the number registered or the Company has registered an increase of capital, the Company may pay dividend in full or in part by issuing new Ordinary shares to the shareholders, with approval of the general meeting of shareholders.

Subject to payment of the dividend as set forth in the above paragraphs, the Board of Directors shall determine the excess amount of the Company's profit after the appropriation to be appropriated to the unappropriated retained earnings. The Board of Directors shall report the appropriation to the next meeting of shareholders.

Section 41 Reserve Fund

The Company shall allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital.

Section 42 Auditors

The Ordinary general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year. The auditor must not be a director, staff, employee, or person holding any position in the Company.

In case that it is a requirement from the authority governing the Company's business operations (if any) to grant approval for the auditor appointed by the general meeting of shareholders and in case that the Company's auditor is not granted an approval from such governing authority, the Board of Directors shall;

- (1) summon an extra-Ordinary meeting to consider appointing new auditor or;
- (2) propose and recommend the auditor for the Bank of Thailand's approval, after which an extra-Ordinary meeting is summoned to appoint such auditor.

If vacancy of the auditor occurs before the expiration of his/her term, the Board of Directors should proceed with (1) or (2) stated above by mutatis mutandis.

The auditor has the duty to attend the meeting of shareholders every time the Balance Sheet, Profit and Loss Account, and problems pertaining to accounting of the Company are to be considered.

The auditor shall have powers to examine accounts, documents and other documentary evidences related to income and expenditure as well as assets and liabilities of the Company during working hours of the Company. In this connection, the auditor is empowered to interrogate the directors, staff, employee, persons holding any position in the Company, and agents of the Company, including the power to instruct said persons to give facts or furnish documents pertaining to the operations of the Company.



Question Form for 2025 Annual General Meeting of Shareholders

TISCO Financial Group Public Company Limited

on Friday, April 18, 2025, at 14:00 hours.

Attention Corporate Secretariat Office
TISCO Financial Group Public Company Limited

I/We, (Name-Surname/Company Name/Fund Name)

Please indicate with ✓ in the blank ()

☐ being a shareholder of the TISCO Financial Group Public Company Limited

☐ being a proxy of who is a shareholder of
the TISCO Financial Group Public Company Limited

wish to submit question(s) relating to the agenda item(s) for the 2025 Annual General Meeting of Shareholders as follows:

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Remarks: Please submit the completed within April 11, 2025 via;

- By email: tisco_cs@tisco.co.th or
- By post: Corporate Secretariat Office, TISCO Financial Group Public Company Limited, 7th Floor,
TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500,

In order to add option and facilitate to the Shareholders. Shareholders may scan this QR Code to submit an inquiry instead of submitting paper form.



Should you have any query or suggestion, please contact.

Corporate Secretariat Office, TISCO Financial Group Public Company Limited

Tel +66 2633 6874, +66 2633 6814, +66 2633 6811, +66 2633 6815, +66 2633 6805

Requisition Form for supporting documents of the 2025 Annual General Meeting of Shareholders

Shareholder(s) may choose to request the supporting documents by one of the following methods:

1. Scan this QR Code



and fill out the details

2. Email to tisco_cs@tisco.co.th

3. Please mark ✓ in ☐ and fill out the following details and return this form to TISCO via mail by business reply service as appeared on the back of this form

- ☐ 2025 Notice of the Annual General Meeting of Shareholders
☐ Proxy Form
☐ Annual Registration Statement and Annual Report 2024 (Form 56-1 One Report)

Address for receiving of the printed documents:

Name-Surname			Tel	
Address no	Road		Sub-District	
District	Province		Postal Code	

Should you have any query or suggestion, please contact:

Corporate Secretariat Office, TISCO Financial Group Public Company Limited

Tel +66 2633 6874, +66 2633 6814, +66 2633 6811, +66 2633 6815, +66 2633 6805

Should you wish to receive the above-mentioned documents before the date of the Shareholders' Meeting (April 18, 2025), please submit the completed requisition form to Corporate Secretariat Office within April 4, 2025.

Remark: TISCO has announced a Privacy Notice, notifying shareholders of details about the collection, use, and disclosure of your personal data. Please see further details at www.tisco.co.th

QR Code Downloading Procedures for the 2025 Notice of Annual General Meeting of Shareholders and
Annual Registration Statement and Annual Report 2024 (Form 56-1 One Report)

TISCO Financial Group Public Company Limited would like to send the shareholders notice and documents regarding the 2025 Notice of Annual General Meeting of Shareholders and Annual Registration Statement and Annual Report 2024 (Form 56-1 One Report) in the form of e-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Annex 1) by the following steps below.



Notice of the Annual General Meeting of Shareholders
for the year 2025



Annual Registration Statement and Annual Report
(Form 56-1 One Report) for the year 2024

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR Code Reader or LINE.

For Android System

1. Open applications such as QR Code Reader, Facebook, or LINE.

How to scan the QR Code with LINE application

Open LINE application ➡ Click on "Add Friend" ➡ Choose "QR Code" ➡ Scan the QR Code

How to scan the QR Code with Facebook application

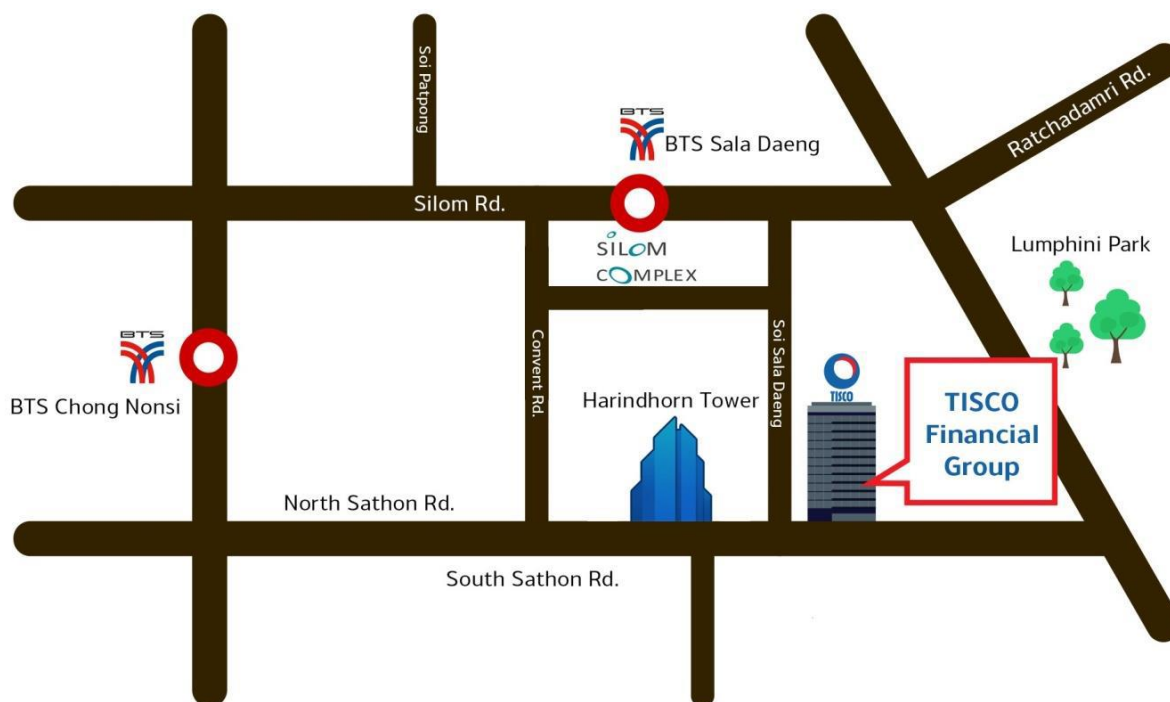
Open Facebook application ➡ Click on "Search" tab at the top of the page ➡ Choose QR Code sign ➡ Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.

Map of Venue of the Annual General Meeting of Shareholders for the year 2025

at Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok

(The registration for attending the Meeting will be held at 1st Floor, TISCO Tower from 10.00 hours onward)



Remark: To facilitate shareholders and proxies in travelling to the Meeting venue,

- For those travelling by private cars, the Company has reserved car parking space on the B1 to B4 Floor of TISCO Tower.
- For those travelling by bus, the bus routes passing TISCO Tower are 17, 22, 62, 67, 149, 167 and 205. Please get off the bus at Soi Convent. Then, walk along North Sathorn Road for about 300 meters.
- For those travelling by BTS Skytrain station (Dark Green line), please get off at Saladaeng Station and use Exit No.4. Then, walk into Soi Saladaeng for about 750 meters.
- For those travelling by MRT subway station (Blue line), please get off at Silom Station and use Exit No.2, then, walk into Soi Saladaeng for about 750 meters. or get off at Lumphini Station and use Exit No. 2, then, walk up on North Sathorn Road for about 800 meters.
- For those needing special assistance, such as wheelchair, please inform us in advance at +66 2633 6874 or +66 2633 6805, in order to provide proper facilitation.

Note

[illegible]

Note

[illegible]



TISCO Financial Group Public Company Limited

48/49 TISCO Tower, North Sathorn Road, Silom, Bangkok, 10500 Thailand

Tel. 0 2633 6000 www.tisco.co.th