



# Notice of the Annual General Meeting of Shareholders for the Year 2026

## TISCO Financial Group Public Company Limited



**Thursday, April 23, 2026, at 14:00 hrs.**



**Conference Room, 12<sup>th</sup> 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.

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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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For further information, please contact

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Ref. SorLorTor 006/2026

March 25, 2026

To : The Shareholders

Re : Notice of the Annual General Meeting of Shareholders for the year 2026

The Board of Directors of TISCO Financial Group Public Company Limited (the "Company") has determined the Annual General Meeting of Shareholders for the year 2026 to be convened on **Thursday, April 23, 2026, at 14:00 hours**, at the Conference Room, 12<sup>th</sup> Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand, in a hybrid meeting, to consider the following agenda.

**1. To acknowledge the Board of Directors' business activities conducted in 2025**

Objective and Rationale: The Board of Directors clearly summarized all details of business activities and provided reasonable explanations to support the results of business operations for the year 2025 in the Report from the Board of Directors, as described in the "Report from the Board of Directors" presented in Annex 1 of this meeting notice. This information is also included in the 2025 Annual Registration Statement and Annual Report (Form 56-1 One Report), which the company has already sent to shareholders. *(available for download in electronic format via the QR Code)*

Board of Directors' Opinion: The Board of Directors deemed it appropriate to propose that the shareholders acknowledge the Board of Directors' business activities conducted in 2025.

Required Votes for Resolution: This agenda item does not require voting, as it is intended to inform the meeting for acknowledgment.

**2. To approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2025 of the Company and its subsidiary companies**

Objective and Rationale: The Board of Directors shall arrange for the 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 of 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 a fair and comprehensive performance and financial position of TISCO Group.

[www.tisco.co.th](http://www.tisco.co.th)

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The auditor's report and the Consolidated Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2025, are provided in Attachment 9 of the 2025 Annual Registration Statement & Annual Report (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	290,702	32,682
Total liabilities	247,325	10,665
Total shareholders' equity	43,377	22,017
Net profit (Company portion only)	6,659	6,320
Earnings per share (Baht)	8.32	7.89

Board of Directors' Opinion: The Board of Directors recommends that the shareholders approve TISCO Financial Group Public Company Limited and its subsidiary companies' Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2025.

Required Votes for Resolution: The resolution for this agenda item requires a majority of 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 2025 operations and dividend payment**

Objective and Rationale: In 2025, the Company recorded a net profit of 6,659,275,089 baht on consolidated basis, decreased by 242,800,469 baht from the year 2024. Excluding minority interests, the net profit attributable to the Company's shareholders for the year 2025 was 6,658,897,509 baht.

The net profit on standalone basis for the year 2025 was 6,320,142,934 baht in accordance with the Section 115 of the Public Limited Companies Act B.E. 2535 (1992), the 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. As the statutory reserve of the Company already reached 10 percent of registered capital, it is therefore not required to appropriate the statutory reserve for the year 2025, 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 2025 based on standalone financial statement are shown as follows:

	<i>(Unit: Baht)</i>
Unappropriated Retained Earnings (December 31, 2024)	5,680,447,192
Dividend payment from profit arising from 2024 operations	(4,602,730,014)
Dividend payment from profit arising from the first six months of 2025 operations	(1,601,306,968)
Net Profit for year 2025	6,320,142,934
Adjust non-cash items	(25,746,101)
<b>Unappropriated Retained Earnings at year end 2025</b>	<b>5,770,807,043</b>

Total unappropriated retained earnings at year end 2025 is 5,770,807,043 baht with full appropriation of required statutory reserve. The Company 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) was strong with the BIS ratio of 19.0 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.

The Board of Directors therefore recommends the shareholders to consider and approve the total dividend payment from the net profit arising from the year 2025 operations and unappropriated retained earnings at 7.75 baht per share or approximately 6,205,075,995 baht for common shareholders and preferred shareholders. The Company already paid interim dividend at rate of 2.00 baht per share on September 25, 2025, amounting to 1,601,306,968 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 93.2 percent on consolidated basis, compared to dividend payout ratio of 89.9 percent for year 2024.

Board of Directors' Opinion: The Board of Directors recommends that the shareholders acknowledge the interim dividend payment and approve the appropriation of profit arising from the year 2025 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 2025 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 25, 2025, amounting to 1,601,306,968 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 6,205,075,995 baht, by setting the record date on April 30, 2026 to determine the list of shareholders entitled to receive dividend, and the dividend payment shall be made on May 19, 2026. The dividend payout ratio is in line with the Company's dividend payment policy. The Board of Directors also deemed that the proposed rate of dividend payment is appropriate and in line with the Company'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 650,000,000 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 a majority of votes of the shareholders who attend the meeting and cast their votes for approving the appropriation of profit arising from the year 2025 operations and dividend payment.

#### 4. To approve the appointment of the auditors and their remuneration for the year 2026

Objective and Rationale: Pursuant to Section 120 of 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 a proposal for the appointment of the Company's auditors for the year 2026. 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 2026, 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 exceed 11,700,000 baht, including not exceeding 820,000 baht for the Company and not exceeding 10,880,000 baht for eight subsidiaries. In addition, there is a special audit fee of 400,000 baht to perform additional special audit tasks for transitioning to the new accounting system. The total amount of audit fees and special audit fees for TISCO Group will not exceed 12,100,000 baht. Details are in Annex 3.

Board of Directors' opinion: The Board of Directors concurs with the proposal of the Audit Committee and recommends that the shareholders 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 2026, with remuneration of not exceeding 820,000 baht and a special audit fee of 400,000 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 a majority of votes of the shareholders who attend the meeting and cast their votes.

5. To approve the amendments to Clause 4 of the Company's Memorandum of Association regarding registered capital in alignment with the Company's paid-up capital

Objective and Rationale: Reference is made to the Extraordinary General Meeting of Shareholders No. 1/2008 held on September 2, 2008, at which a resolution was passed approving an increase in the Company's registered capital through the issuance of 555,548,180 preferred shares, which are convertible into ordinary shares in accordance with the Company's Articles of Association, Section 5 Shares of the Company.

Following such approval, the Company notified the Department of Business Development, Ministry of Commerce, of the conversion of preferred shares into ordinary shares, and registered the resulting amendment to the Company's Memorandum of Association, Clause 4 Registered Capital, with the Registrar of Public Companies. The most recent registration was made on May 8, 2013, pursuant to the resolution of the 2013 Annual General Meeting of Shareholders held on April 25, 2013.

Subsequent to such registration, certain shareholders exercised their rights to convert preferred shares into ordinary shares on five transactions, totaling 23,999 shares. However, the Company's Memorandum of Association, Clause 4 Registered Capital, has not yet been updated to reflect such conversions.

Board of Directors' Opinion: The Board of Directors recommends that the shareholders approve the amendment to Clause 4 of the Company's Memorandum of Association regarding registered capital in alignment with the Company's paid-up capital, so that it reflects the current Company's Registered Capital, to read as follows:

"Clause 4

Registered Capital	<u>8,007,032,950.00</u>	Baht	(Eight billion seven million and thirty-two thousand nine hundred fifty Baht)
Divided into	<u>800,703,295</u>	shares	(Eight hundred million, seven hundred and three thousand, two hundred and ninety-five shares)
Par value/share	<u>10.00</u>	Baht	(Ten Baht)
Divided into:			
Ordinary share	<u>800,693,436</u>	shares	(Eight hundred million, six hundred and ninety-three thousand, four hundred and thirty-six shares)
Preferred share	<u>9,859</u>	shares	(Nine thousand eight hundred and fifty-nine shares)"

To ensure the accurate completion of the registration of the amendment to the Memorandum of Association, the Board of Directors recommends that the shareholders empower the authorized directors, or any person designated by the authorized directors, to have the authority to file the application for registration of the amendment with the Department of Business Development, Ministry of Commerce. Additionally, the authorized person will carry out any necessary actions and/or comply with the registrar's instructions to ensure the completion of the registration.

Required Votes for Resolution: The resolution of this agenda item requires a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

## 6. To approve the number of directors

Objective and Rationale: Pursuant to Section 67 of the Public Limited Companies Act B.E. 2535 (1992) and Section 24 of the Company's Articles of Association, which state 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 at least one-half of the directors must be domiciled in Thailand. In addition, the number of directors who are Thai nationals shall comply with the relevant laws.

The Board of Directors, after considering the recommendation of the Nomination and Compensation Committee, concurs that the current board composition and the number of directors, totaling thirteen (13), remain appropriate and aligned with the Company's organizational structure, business scale, and the scope of duties and responsibilities of the Board of Directors.

Board of Directors' Opinion: The Board of Directors concurs with the proposal of the Nomination and Compensation Committee and recommends that the shareholders approve the number of directors at thirteen (13).

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

## 7. To approve the election of directors

Objective and Rationale: Pursuant to Section 70 of the Public Limited Companies Act B.E. 2535 (1992) and Section 25 of the Company's Articles of Association, the entire Board of Directors shall be elected at the Annual General Meeting of Shareholders of each calendar year. The shareholders shall elect directors in accordance with the cumulative voting procedure as set out in Annex 8 hereto.

In considering the Company's needs and acting in the best interests of the Company, good corporate governance, and applicable laws and regulations, the Nomination and Compensation Committee identifies qualified candidates who possess appropriate knowledge, capabilities, experience, and sufficient understanding of banking, finance, economics, information technology, laws, or other relevant fields consistent with the Company's business strategies, and proposes such candidates to the Board of Directors for further recommendation to the shareholders for consideration.

The Company recognizes the importance of equitable treatment of all shareholders, including minority shareholders, in the nomination of directors in accordance with the nomination procedures disclosed on the Company's website. In this regard, the Company provided minority shareholders with the opportunity to propose qualified candidates for directorship in advance of the Annual General Meeting of Shareholders for the year 2026, during the period from September 1 to November 30, 2025. No such proposals were submitted to the Company within the specified period.

Subsequent to the shareholders' approval of the number of directors under Agenda Item 6 at thirteen (13), the Board of Directors, after considering the Nomination and Compensation Committee's recommendation on the qualifications of the candidates in accordance with TISCO's Guidelines for Board Composition and Selection Criteria, proposes that the shareholders elect the existing twelve (12) directors, namely Mr. Pliu Mangkornkanok, Mr. Dung Ba Le,

Ms. PENCHUN Jarikasem, Mr. Kanich Punyashtithi, Mrs. Pongpen Ruengvirayudh, Mr. Tevin Vongvanich, Assoc. Prof. Dr. Sillapaporn Srijunpetch, Assoc. Prof. Dr. Vara Varavithya, Mr. Chi-Hao Sun (Howard Sun), Mr. Makoto Honda, Mr. Sakchai Peechapat, and Mr. Metha Pingsuthiwong, to continue their terms of office, and to elect one (1) new director, namely Ms. Sukhumarn Phanachet. All nominated candidates are knowledgeable, competent, experienced, and capable of providing independent and beneficial advice to support the Company's business operations. The appointment of all nominated candidates have been approved by the Bank of Thailand. The profiles of the candidates and the definition of Independent Director are set out in Annex 4.

Board of Directors' Opinion: The Board of Directors concurs with the proposal of the Nomination and Compensation Committee and recommends that the shareholders approve the election of the nominated candidates, whom have been approved by the Bank of Thailand, as shown in the list below.

1.	Mr. Pliu Mangkornkanok	Non-Executive Director
2.	Mr. Dung Ba Le	Non-Executive Director
3.	Ms. PENCHUN Jarikasem	Independent Director
4.	Mr. Kanich Punyashtithi	Independent Director
5.	Mrs. Pongpen Ruengvirayudh	Independent Director
6.	Mr. Tevin Vongvanich	Independent Director
7.	Assoc. Prof. Dr. Sillapaporn Srijunpetch	Independent Director
8.	Assoc. Prof. Dr. Vara Varavithya	Independent Director
9.	Ms. Sukhumarn Phanachet ( <i>New</i> )	Independent Director
10.	Mr. Chi-Hao Sun (Howard Sun)	Non-Executive Director
11.	Mr. Makoto Honda	Non-Executive Director
12.	Mr. Sakchai Peechapat	Executive Director
13.	Mr. Metha Pingsuthiwong	Executive Director

The Board of Directors is of the opinion that the proposed director candidates possess the requisite qualifications and suitability for the Company's business and do not have any prohibited characteristics under applicable laws and regulations. In addition, the existing directors have performed their duties with responsibility, due care, and integrity, in compliance with applicable laws, regulatory requirements, the Company's Articles of Association, and the resolutions of the Board of Directors and the Annual General Meeting of Shareholders.

Furthermore, Ms. PENCHUN Jarikasem, Mr. Kanich Punyashtithi, Mrs. Pongpen Ruengvirayudh, Mr. Tevin Vongvanich, Assoc. Prof. Dr. Sillapaporn Srijunpetch, Assoc. Prof. Dr. Vara Varavithya, and Ms. Sukhumarn Phanachet also qualify as Independent Directors under the Company's criteria and are able to express independent opinions in compliance with the relevant requirements.

Required Votes for Resolution: The resolution for this agenda item requires that cumulative voting be applied according to the Company's Articles of Association.

## 8. To approve the remuneration of directors for the year 2026

Objective and Rationale: The Nomination and Compensation Committee made an annual review of 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 2026 has been considered by the Nomination and Compensation Committee and proposed to the Board of Directors, as detailed in Annex 5.

Board of Directors' Opinion: The Board of Directors concurs with the proposal of the Nomination and Compensation Committee and recommends that the shareholders approve the rates of remuneration for directors and sub-committee members for the year 2026, in the form of monthly fee and meeting, to remain at the same rate as approved by the 2025 Annual General Meeting of Shareholders due to the aforementioned rate is appropriate and comparable to peer-listed companies in the Stock Exchange of Thailand and commercial banks. In addition, the proposed remuneration is in line with the Company's remuneration policy, criteria, and structure, complies with good corporate governance principles, and is appropriate to the scope of duties and responsibilities of the Directors. Also, the non-monetary benefits offered to directors include an executive vehicle for the Chairman of the Board and group life and accident insurance or health insurance or travel insurance or medical benefits, as appropriate, including the Directors & Officers Liability Insurance, to be valid until amended.

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

## 9. 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 12, 2026, to determine the list of shareholders who have the right to attend the Annual General Meeting of Shareholders for the year 2026.

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 16, 2026, at 08:30 hours until the end of the Meeting on April 23, 2026.

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 12.

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](http://www.tisco.co.th). Alternatively, you may request the original proxy forms from Corporate Secretariat Office at Tel. +66 2633 6855 or email to [tisco\\_cs@tisco.co.th](mailto:tisco_cs@tisco.co.th) or Contact Center at Tel. +66 2633 6000. Details are provided in Annex 7.

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](mailto: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, by April 21, 2026.

All shareholders can view the 2025 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](http://www.tisco.co.th) from March 25, 2026. Any shareholder who requires the publication form of our reports, please fill in the details by scanning QR Code, as shown in Annex 7 and provide the contact information.

Yours sincerely,

TISCO Financial Group Public Company Limited



(Mr. Nipon Wongchotiwat)

Company Secretary

By order of the Board of Directors

Corporate Secretariat Office

Email: [tisco\\_cs@tisco.co.th](mailto:tisco_cs@tisco.co.th)

Tel: +66 2633 6855

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](http://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 2025

**Report from the Board of Directors**

In 2025, Thailand's economy faced significant pressure from a combination of structural weaknesses and external challenges. The year began with sluggish purchasing power, weak consumer confidence, and elevated household debt levels. Although exports showed some early resilience, the imposition of US reciprocal tariffs, raising import duties on Thai goods to 19%, together with a slowdown in tourism, dampened recovery prospects. Political instability further heightened uncertainty and eroded investor confidence. Severe flooding in the South and escalating tensions with Cambodia added further strain on infrastructure and economic activity. Despite subdued domestic consumption, the automotive sector showed tentative signs of stabilization, with domestic car sales rebounding modestly by 8.5% from their lowest level.

In response, the Bank of Thailand reduced the policy rate four times, from 2.25% to 1.25%, in an effort to support growth and liquidity. The "You Fight, We Help" assistance program played an important role in easing the burden of vulnerable borrowers and providing targeted financial relief. Toward the end of the year, the government introduced additional stimulus measures, including the "Half-Half Plus" initiative aimed at stimulating domestic spending and supporting business activity. Supported by stronger consumption and investment in the final quarter, GDP growth reached 2.4%.

Against this challenging backdrop, TISCO reported a 3.5% year-on-year decline in net profit to 6,659 million baht, primarily reflecting higher provisioning expenses amid cautious economic conditions and the normalization of credit costs. Nonetheless, profit before provisions improved by 6.7%, driven by disciplined cost management and steady core business performance. The loan portfolio expanded by 1.5%, supported by a recovery in hire purchase lending alongside improvements in the automotive market and higher penetration rates. Net interest income was affected by policy rate reductions and interest waivers granted under borrower assistance programs.

High-yield businesses, particularly auto-title loans, experienced a temporary slowdown in line with prudent risk management amid economic uncertainty. The Company remained committed to supporting vulnerable borrower groups through responsible lending practices and timely, targeted debt restructuring solutions in alignment with regulatory guidance. As a result, asset quality remained sound, and the loan loss coverage ratio was strengthened to 172%, reinforcing financial resilience and preparedness for potential volatility.

Fee-based businesses recorded improvement, particularly in bancassurance income generated through hire purchase operations. At the same time, the Company continued to strengthen its position as a holistic financial advisory provider by emphasizing its "Megatrend Retirement Planning" framework, aligned with Thailand's transition to an aging society and the need for structured long-term financial preparation. The "TISCO My Goal" program was introduced alongside advisory services from certified financial planners to support clients in achieving long-term objectives of wealth creation and wealth protection in a systematic manner.

TISCO Asset Management delivered solid performance, with assets under management increasing over 10%, driven by growth in provident fund membership and additional contributions. This expansion reflects sustained client confidence and consistent investment performance. The Company maintained its number one ranking in provident fund management in Thailand and was honored with the “Decade of Excellence – Provident Fund Management Thailand 2025” award from Global Banking & Finance Review for the eighth consecutive year, underscoring its continued leadership in the industry.

The Thai capital market experienced a downturn in 2025 amid weaker sentiment and reduced trading volumes. To navigate this environment, TISCO Securities enhanced its international stock trading platform, enabling clients to access offshore investment opportunities amid a softer domestic market. The research team expanded coverage to include foreign equities, providing broader insights to support portfolio diversification. These efforts were recognized with the SET Award 2025 for “Outstanding Securities Company in the Digital Wealth Service” category.

Despite lower earnings, TISCO maintained strong financial fundamentals, achieving a Return on Equity (ROE) of 15.4% while TISCO Bank preserved a solid capital position with a BIS ratio of 20.5%. The Company received the “Outstanding Company Performance 2025” award from the Stock Exchange of Thailand for the tenth consecutive year. In parallel, Mr. Sakchai Peechapat was recognized with the “Best CEO Award 2025” for the second consecutive year, reflecting leadership excellence.

The Company continued to embed ESG principles into its core operations. Green finance initiatives expanded through a higher proportion of EV-related lending and continued support for alternative energy projects. Lending practices consistently adhered to responsible lending principles, with appropriate assistance provided during periods of hardship to promote long-term financial sustainability. Governance standards remained anchored in transparency, accountability, and integrity. These efforts resulted in a SET ESG Rating of AAA for the third consecutive year and recognition through the “Commended Sustainability Awards 2025” at the SET Awards.

Innovation remains central to long-term competitiveness. Artificial intelligence was identified as a strategic pillar, and an AI Center of Excellence was established in partnership with a leading global technology company to build sustainable digital capabilities and strengthen workforce competencies. AI applications have been progressively integrated across the organization to enhance productivity, improve analytical capabilities, and support the development of new business opportunities in an increasingly digital financial landscape.

Looking ahead to 2026, the Board anticipates continued economic headwinds driven by subdued domestic consumption, ongoing impacts from US tariffs, and political uncertainty. In response, the Company will pursue a disciplined and selective growth strategy, focusing on lower risk lending segments, maintaining strong capital buffers, and preserving balance sheet resilience while remaining attentive to strategic opportunities that support long-term value creation.

The Board of Directors expresses its sincere appreciation to shareholders, customers, business partners, management, and employees for their continued trust and dedication. Guided by prudent governance and a long-term strategic perspective, the Board remains confident in TISCO's ability to navigate economic volatility and deliver sustainable value to all stakeholders.

*The Board of Directors*

Remark

You can view the Annual Registration Statement and Annual Report (Form 56-1 One Report) for the year 2025 and the Sustainability Report for the year 2025 in an electronic format by scanning the QR code below.

2025 Annual Registration Statement and Annual Report  
(Form 56-1 One Report)



2025 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, 2025 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 2025, 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 of 31 December 2025, 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 2025, the Group had total loans to customers of Baht 237,810 million (accounting for 82% of total assets) and allowance for expected credit loss of Baht 9,244 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 2025, the Group recognised interest income on loans to customers amounting to Baht 17,513 million (accounting for 89% 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the consolidated financial statements. I am responsible for the direction, supervision and review of the audit work performed for the purposes 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: 26 February 2026

## TISCO Financial Group Public Company Limited and its subsidiaries

## Statement of financial position

As at 31 December 2025

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2025	2024	2025	2024
<b>Assets</b>					
Cash		826,387	909,670	70	70
Interbank and money market items - net	3.3, 3.10	40,360,380	39,774,474	72,996	39,567
Financial assets measured at fair value through profit or loss	3.4	3,175,652	2,559,440	1,219,656	779,698
Derivatives assets	3.5	91,174	55,782	-	-
Investments - net	3.6, 3.10	7,310,300	4,495,376	215,442	188,183
Investments in subsidiaries and joint venture - net	3.7	876,006	913,823	20,669,402	20,069,381
Loans to customers and accrued interest receivables	3.8, 3.10				
Loans to customers		248,235,658	244,307,746	5,020,000	5,960,000
Accrued interest receivables and undue interest income		2,030,979	1,884,552	-	-
Total loans to customers and accrued interest receivables		250,266,637	246,192,298	5,020,000	5,960,000
Less: Deferred revenue		(12,456,169)	(12,107,738)	-	-
Less: Allowance for expected credit loss	3.9	(9,243,698)	(8,486,346)	(6,526)	(7,748)
Total loans to customers and accrued interest receivables - net		228,566,770	225,598,214	5,013,474	5,952,252
Properties foreclosed - net	3.11	1,274,438	16,992	-	-
Investment properties	3.12	22,654	22,924	979,626	979,626
Premises and equipment - net	3.13	3,017,365	3,144,255	768,243	775,528
Right-of-use assets - net	3.14	957,955	1,068,179	9,474	11,867
Intangible assets - net	3.15	44,184	62,191	25,578	35,471
Deferred tax assets	3.31	734,177	852,050	-	93,997
Securities and derivatives business receivables - net		758,984	448,153	-	-
Dividend receivables from subsidiaries	3.33	-	-	3,384,462	3,768,183
Other assets	3.16	2,685,727	1,955,418	323,374	252,287
<b>Total assets</b>		<b>290,702,153</b>	<b>281,876,941</b>	<b>32,681,797</b>	<b>32,946,110</b>

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 2025

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2025	2024	2025	2024
<b>Liabilities and equity</b>					
<b>Liabilities</b>					
Deposits	3.17	211,323,308	206,536,868	-	-
Interbank and money market items	3.18	12,111,065	10,664,818	1,590,000	4,240,000
Liabilities payable on demand		222,901	239,179	-	-
Debts issued and borrowings	3.19	10,538,768	8,076,122	7,620,000	5,300,000
Lease liabilities	3.20	903,274	1,012,244	9,777	12,018
Provisions	3.21	2,644,890	2,360,670	374,336	337,478
Deferred tax liabilities	3.31	23,783	-	23,783	-
Securities and derivatives business payables - net		525,360	233,356	-	-
Accrued interest payable		1,339,544	1,744,326	5,629	13,623
Income tax payable		515,171	584,541	2,998	1,559
Other liabilities	3.22	7,177,193	7,379,891	1,038,638	1,143,637
<b>Total liabilities</b>		<b>247,325,257</b>	<b>238,832,015</b>	<b>10,665,161</b>	<b>11,048,315</b>

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

## TISCO Financial Group Public Company Limited and its subsidiaries

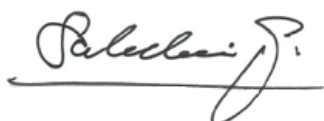
## Statement of financial position (continued)

As at 31 December 2025

(Unit: Thousand Baht)

	Note	Consolidated		Separate	
		financial statements		financial statements	
		2025	2024	2025	2024
<b>Equity</b>					
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	2,056,340	2,025,171	406,751	378,270
Retained earnings					
Appropriated - statutory reserve		801,000	801,000	801,000	801,000
Unappropriated		31,491,686	31,190,811	5,770,807	5,680,447
		<u>43,373,989</u>	<u>43,041,945</u>	<u>22,016,636</u>	<u>21,897,795</u>
Equity attributable to equity holders of the Company					
Non-controlling interest of the subsidiaries		2,907	2,981	-	-
		<u>43,376,896</u>	<u>43,044,926</u>	<u>22,016,636</u>	<u>21,897,795</u>
<b>Total equity</b>					
<b>Total liabilities and equity</b>		<u>290,702,153</u>	<u>281,876,941</u>	<u>32,681,797</u>	<u>32,946,110</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 2025

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

	Note	Consolidated		Separate	
		financial statements		financial statements	
		2025	2024	2025	2024
<b>Profit or loss:</b>					
Interest income	3.25	18,310,605	19,013,590	138,264	185,205
Interest expenses	3.26	(4,808,268)	(5,443,734)	(163,311)	(206,909)
<b>Net interest income</b>		<b>13,502,337</b>	<b>13,569,856</b>	<b>(25,047)</b>	<b>(21,704)</b>
Fee and service income		5,480,254	5,408,741	-	-
Fee and service expenses		(480,489)	(437,288)	(17,515)	(15,970)
<b>Net fee and service income</b>	3.27	<b>4,999,765</b>	<b>4,971,453</b>	<b>(17,515)</b>	<b>(15,970)</b>
Net gain on financial instruments measured at fair value through profit or loss	3.28	543,623	314,346	465,902	125,572
Net gain on investments	3.29	8,497	2,922	-	-
Share of profit from investments accounted for under equity method	3.7.2	37,026	33,830	-	-
Dividend income	3.7	113,966	99,849	5,425,160	5,612,827
Penalty fee income from loans		147,884	138,806	-	-
Intercompany supporting fee income	3.33	-	-	2,444,697	2,448,047
Other operating income		302,373	95,361	86,043	85,689
<b>Total operating income</b>		<b>19,655,471</b>	<b>19,226,423</b>	<b>8,379,240</b>	<b>8,234,461</b>
<b>Operating expenses</b>					
Employee expenses		6,092,263	6,209,683	884,674	869,460
Directors' remuneration		29,132	28,664	29,132	28,664
Premises and equipment expenses		1,545,880	1,623,109	841,764	848,730
Taxes and duties		393,107	398,216	2,455	2,444
Other operating expenses		953,225	995,870	63,340	60,804
<b>Total operating expenses</b>		<b>9,013,607</b>	<b>9,255,542</b>	<b>1,821,365</b>	<b>1,810,102</b>
Expected credit loss (reversal)	3.30	2,340,084	1,375,507	9,412	(59,442)
<b>Profit from operations before income tax expenses</b>		<b>8,301,780</b>	<b>8,595,374</b>	<b>6,548,463</b>	<b>6,483,801</b>
Income tax expenses	3.31	1,642,504	1,693,676	228,320	177,262
<b>Profit for the year</b>		<b>6,659,276</b>	<b>6,901,698</b>	<b>6,320,143</b>	<b>6,306,539</b>

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 2025

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

	Note	Consolidated		Separate	
		financial statements	financial statements	financial statements	financial statements
		2025	2024	2025	2024
<b>Other comprehensive income:</b>					
<i>Other comprehensive income to be reclassified</i>					
<i>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	44,058	17,801	37,877	6,087
Share of other comprehensive income of joint venture -					
Cash flow hedges of joint venture (loss)	3.7.2	2,435	(2,280)	-	-
Income tax effects	3.31	(8,812)	(3,560)	(7,575)	(1,218)
Other comprehensive income to be reclassified					
to profit or loss in subsequent periods - net of income tax		37,681	11,961	30,302	4,869
<i>Other comprehensive income not to be reclassified</i>					
<i>to profit or loss in subsequent periods</i>					
Changes in surplus on revaluation of assets	3.24	-	(146)	-	(31,903)
Actuarial loss	3.21	(203,005)	(143,523)	(35,027)	(24,209)
Income tax effects	3.31	40,879	28,720	7,005	11,222
Other comprehensive income not to be reclassified					
to profit or loss in subsequent periods - net of income tax (loss)		(162,126)	(114,949)	(28,022)	(44,890)
<b>Other comprehensive income for the year (loss)</b>					
		(124,445)	(102,988)	2,280	(40,021)
<b>Total other comprehensive income for the year</b>					
		6,534,831	6,798,710	6,322,423	6,266,518
<b>Profits attributable to</b>					
Equity holders of the Company					
	3.32	6,658,898	6,901,275	6,320,143	6,306,539
Non-controlling interests of the subsidiaries					
		378	423		
		6,659,276	6,901,698		
<b>Total comprehensive income attributable to</b>					
Equity holders of the Company					
		6,534,453	6,798,287	6,322,423	6,266,518
Non-controlling interests of the subsidiaries					
		378	423		
		6,534,831	6,798,710		
<b>Earnings per share of equity holders of the Company</b>					
Basic earnings per share (Baht per share)					
	3.32	8.32	8.62	7.89	7.88

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 2025

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2025	2024	2025	2024
<b>Cash flows from operating activities</b>				
Profit from operations before income tax	8,301,780	8,595,374	6,548,463	6,483,801
Adjustments to reconcile profit from operations before income tax to net cash provided by (paid from) operating activities				
Depreciation and amortisation	599,571	605,442	77,030	84,323
Expected credit loss (reversal)	4,178,467	3,380,454	9,412	(59,442)
Other provisions (reversal)	(42,453)	1,755	-	-
Share of profit from investments accounted for under equity method	(37,026)	(33,830)	-	-
Reversal of allowance for impairment of properties foreclosed	-	(36)	-	-
Gain on disposal of investments in securities	(17,445)	(632)	(9,612)	-
Unrealised (gain) loss on foreign exchange transactions and trading derivatives	216,104	(52,620)	46,036	433
Gain on financial instruments measured at fair value through profit or loss	(619,957)	(365,845)	(502,444)	(126,216)
Gain on disposal of properties foreclosed	(14,794)	(16,750)	-	-
Gain on changes in fair value of investment properties	-	(146)	-	(4,708)
(Gain) loss on disposal/write-off of equipment, vehicles and intangible assets	(2,635)	259	(4,170)	(136)
Employee benefit expenses	284,005	284,059	32,826	29,865
(Increase) decrease in accrued income	(61,188)	(8,377)	1,122	18,988
Decrease in accrued expenses	(124,916)	(326,274)	(89,832)	(133,091)
Net interest income	(13,502,337)	(13,569,856)	25,047	21,704
Dividend income	(113,966)	(99,849)	(5,425,160)	(5,612,827)
Cash received on interest income	18,015,602	18,954,070	138,260	185,225
Cash paid on interest expenses	(4,196,209)	(4,085,158)	(170,884)	(233,110)
Cash received on dividend income	113,966	99,849	5,808,881	6,089,407
Cash received on income tax	3,119	2,472	-	-
Cash paid on income tax	(1,547,942)	(1,827,165)	(109,217)	(114,274)
Profit from operating activities before changes in operating assets and liabilities	11,431,746	11,537,196	6,375,758	6,629,942
Operating assets (increase) decrease				
Interbank and money market items	(597,518)	8,707,827	(33,441)	524,862
Loans to customers	(7,178,934)	(2,276,005)	940,000	(1,000,000)
Securities and derivatives business receivables	(310,831)	48,632	-	-
Receivables from clearing house	(7,978)	412,047	-	-
Properties foreclosed	(1,257,446)	8,867	-	-
Other assets	(580,282)	104,588	(64,428)	(603)

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 2025

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2025	2024	2025	2024
Operating liabilities increase (decrease)				
Deposits	4,786,440	(2,107,804)	-	-
Interbank and money market items	1,446,247	2,158,481	(2,650,000)	4,240,000
Liabilities payable on demand	(16,278)	1,745	-	-
Securities and derivatives business payables	292,004	(679,848)	-	-
Short-term debts issued and borrowings	2,202,646	(4,010,000)	2,320,000	(4,110,000)
Payables to clearing house	17,501	213,005	-	-
Provision for employee benefits	(134,353)	(92,689)	(30,995)	(22,194)
Other liabilities	(967,832)	(826,462)	(15,157)	(6,947)
<b>Net cash flows from operating activities</b>	<b>9,125,132</b>	<b>13,199,580</b>	<b>6,841,737</b>	<b>6,255,060</b>
<b>Cash flows from investing activities</b>				
Cash paid for purchase of investments in securities	(13,584,665)	(13,709,855)	-	-
Cash received from disposal of investments in securities	10,802,880	12,492,792	18,273	-
Cash paid for purchase of building improvements, equipment and vehicles	(101,919)	(207,260)	(50,088)	(42,315)
Cash paid for purchase of intangible assets	(9,082)	(10,615)	(7,371)	(7,871)
Cash received from disposal of building improvements, equipment and vehicles	4,917	733	4,170	136
Cash paid for acquisition of investments in subsidiaries	-	-	(600,021)	(68)
<b>Net cash flows used in investing activities</b>	<b>(2,887,869)</b>	<b>(1,434,205)</b>	<b>(635,037)</b>	<b>(50,118)</b>
<b>Cash flows from financing activities</b>				
Cash received from issuance of long-term debentures	2,200,000	-	-	-
Cash paid for redemption of long-term debentures	(1,940,000)	(5,200,000)	-	-
Cash paid on lease liabilities	(376,509)	(370,893)	(2,663)	(1,869)
Dividend paid	(6,204,037)	(6,203,073)	(6,204,037)	(6,203,073)
<b>Net cash flows used in financing activities</b>	<b>(6,320,546)</b>	<b>(11,773,966)</b>	<b>(6,206,700)</b>	<b>(6,204,942)</b>
<b>Net decrease in cash</b>	<b>(83,283)</b>	<b>(8,591)</b>	<b>-</b>	<b>-</b>
Cash at beginning of the year	909,670	918,261	70	70
<b>Cash at end of the year</b>	<b>826,387</b>	<b>909,670</b>	<b>70</b>	<b>70</b>
	-	-	-	-
<b>Supplemental cash flows information</b>				
Non-cash transactions				
Right-of-use assets	243,941	339,472	-	12,943
Transfer-in of properties foreclosed in settlement of loans to customers	2,151,760	1,086,454	-	-

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 2025

(Unit: Thousand Baht)

Consolidated financial statements																		
Equity attributable to equity holders of the Company																		
Other components of equity																		
	Issued and paid-up		Share premium or other comprehensive	Surplus on changes in value of investments measured at fair value through		Surplus on revaluation of assets		Share of other comprehensive income of joint venture (loss)		Adjustment from business combination of entities under common control		Retained earnings		Total equity attributable to equity holders of the Company		Equity attributable to non-controlling interests of the subsidiaries		Total
	Preference shares	Ordinary shares		ordinary shares	income	of assets	joint venture (loss)	restructuring plan	Total	Appropriated	Unappropriated	the Company	the subsidiaries					
<b>Balance as at 1 January 2024</b>	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)					
<b>Balance as at 31 December 2024</b>	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					
<b>Balance as at 1 January 2025</b>	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					
Dividend paid (Note 4)	-	-	-	-	-	-	-	-	-	(6,204,037)	(6,204,037)	-	(6,204,037)					
Profit for the year	-	-	-	-	-	-	-	-	-	6,658,898	6,658,898	378	6,659,276					
Other comprehensive income for the year (loss)	-	-	-	35,246	-	2,435	-	37,681	-	(162,126)	(124,445)	-	(124,445)					
Total comprehensive income for the year	-	-	-	35,246	-	2,435	-	37,681	-	6,496,772	6,534,453	378	6,534,831					
Transfer surplus on revaluation of assets to retained earnings	-	-	-	-	(6,512)	-	-	(6,512)	-	8,140	1,628	-	1,628					
Decrease in non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(452)	(452)					
<b>Balance as at 31 December 2025</b>	99	8,006,456	1,018,408	65,086	1,311,990	(2)	679,266	2,056,340	801,000	31,491,686	43,373,989	2,907	43,376,896					

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 2025

(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 fair value through other comprehensive income	Surplus on revaluation of assets	Total	Retained earnings		
	Preference shares	Ordinary shares	Preference shares	Ordinary shares				Appropriated	Unappropriated	Total
<b>Balance as at 1 January 2024</b>	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
<b>Balance as at 31 December 2024</b>	<b>99</b>	<b>8,006,456</b>	<b>87</b>	<b>7,031,436</b>	<b>21,735</b>	<b>356,535</b>	<b>378,270</b>	<b>801,000</b>	<b>5,680,447</b>	<b>21,897,795</b>
<b>Balance as at 1 January 2025</b>	99	8,006,456	87	7,031,436	21,735	356,535	378,270	801,000	5,680,447	21,897,795
Dividend paid (Note 4)	-	-	-	-	-	-	-	-	(6,204,037)	(6,204,037)
Profit for the year	-	-	-	-	-	-	-	-	6,320,143	6,320,143
Other comprehensive income for the year (loss)	-	-	-	-	30,302	-	30,302	-	(28,022)	2,280
Total comprehensive income for the year	-	-	-	-	30,302	-	30,302	-	6,292,121	6,322,423
Transfer surplus on revaluation of assets to retained earnings	-	-	-	-	-	(1,821)	(1,821)	-	2,276	455
<b>Balance as at 31 December 2025</b>	<b>99</b>	<b>8,006,456</b>	<b>87</b>	<b>7,031,436</b>	<b>52,037</b>	<b>354,714</b>	<b>406,751</b>	<b>801,000</b>	<b>5,770,807</b>	<b>22,016,636</b>

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 2026

Pursuant to the Public Limited Companies Act B.E. 2535 (1992) 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 2026. 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 2026, 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	3 Years
2. Ms. Bongkot Kriangphanamorn	6777	None <i>(Having never signed on the auditor's reports)</i>
3. Ms. Ployjuta Suncanthamal	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 : 53 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     Audit Partner, EY Office Limited  
                           1996-Present     EY Office Limited  
 Number of working years with TISCO Group : 3 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 : 49 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 : 42 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 2026 at total audit fees for the Company and subsidiaries in TISCO Group of not exceeding 11,700,000 baht including not exceeding 820,000 baht for the Company and not be exceeding 10,880,000 baht for eight subsidiaries. In addition, there is a special audit fee amounting to 400,000 baht to perform additional special audit tasks for transitioning to the new accounting system. For the total amount of audit fee and special-audit fee for TISCO Group will not be exceeding 12,100,000 baht as the following details.

<i>(Unit: Baht)</i>			
<u>Audit Fee</u>	Y2026	Y2025	Changes (%)
TISCO Financial Group Plc.	820,000	800,000	2.5
TISCO Bank Plc.	6,300,000	6,110,000	3.1
TISCO Securities Co., Ltd.	1,310,000	1,300,000	0.8
TISCO Asset Management Co., Ltd.	670,000	650,000	3.1
Hi-Way Co., Ltd.	1,780,000	1,710,000	4.1
TISCO Information Technology Co., Ltd.	210,000	200,000	5.0
TISCO Insurance Solution Co., Ltd.	340,000	330,000	3.0
TISCO Learning Center Co., Ltd.	125,000	120,000	4.2
All-Ways Co., Ltd.	145,000	140,000	3.6
<b>Total</b>	<b>11,700,000</b>	<b>11,360,000</b>	<b>3.0</b>
<b>Special-Audit Fee</b>	<b>400,000</b>	<b>-</b>	<b>n.a.</b>
<b>Total Audit Fee</b>	<b>12,100,000</b>	<b>11,360,000</b>	<b>6.5</b>

The professional audit fee quoted for the year 2026 for all companies in TISCO group totals 11,700,000 baht, increased by 3.0% or 340,000 baht from the previous year from an increase of audit fee of all companies in TISCO group. For TISCO Financial Group, the audit fee increases by 2.5% according to the normal rate of increase and inflation. The audit fee of TISCO Bank increases by 3.1% due to audit workload following the ongoing expansion of loan portfolios together with more review of internal control related to IT system. The increase also reflects the normal rate of increase and inflation. The audit fee of Hi-Way increases by 4.1% from the expansion of new retail business loans and related bancassurance business. For TISCO Asset Management, the audit fee increases by 3.1%, resulting 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, as TISCO is implementing a new accounting system, EY has proposed a one-time special audit fee of 400,000 Baht to perform additional special audit tasks for transitioning to the new accounting system.

For consideration of Agenda 7: To approve 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	:	17 years 4 months <i>(First appointment in September 2008, Latest appointment in April 2025)</i>
Age	:	78
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>Training Accredited and extension courses/seminars by the Thai Institute of Directors (IOD)</u> - Strategic Board Master Class - Audit Committee Program - Role of Chairman Program - Director Certification Program - Directors Leadership Certification Program, (DCP 0/2021) - Chairman Forum 2025: Building Future-Ready Organizations Through Chairman <u>Training courses/seminars by the Capital Market Academy (CMA)</u> - Capital Market Academy Leadership Program, Class 10 <u>Training courses/seminars by the Thailand Energy Academy (TEA)</u> - Executive Program in Energy Literacy for a Sustainable Future, Class 5 <u>Training courses/seminars 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

<b>Position in TISCO Group</b>	:	- Chairman of the Board of Directors/ Non-Executive Director, TISCO Financial Group Plc. - Chairman of the Board of Directors / Non-Executive Director, TISCO Bank Plc.
<b>Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest</b>	:	- None -
<b>Position in Other Company with Conflict of Interest</b>	:	- None -
<b>Position in Other Listed Company</b>	:	- None -
<b>Position in Other Non-listed Company (3 companies)</b>	:	- Director, Amata Spring Development Co., Ltd. - Chairman of the Board, Chuchawal-Royal Haskoning Co., Ltd. - Advisor, Design 103 International Ltd.
<b>Position in Other Organization (2 organizations)</b>	:	- Vice Chairman, TISCO Foundation - Advisor, Sem Pringpuangkeo Foundation
<b>Experience in the past 5 years</b>	:	- Independent Director, TISCO Financial Group Plc. - Independent Director, TISCO Bank Plc. - Vice Chairman / Member of Human Resources Committee / Independent Director / Member of the Audit Committee, Star Petroleum Refining Plc. - Director, Chuchawal-Royal Haskoning Co., Ltd.
<b>Meeting Attendance in 2025</b>	:	- Ordinary Shareholders' Meeting      1 out of 1 meeting - Board of Directors                      8 out of 8 meetings

Remark: Information as of January 31, 2026

## 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	: 4 years 1 month (First appointment in December 2021, Latest appointment in April 2025)
Age	: 60
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>Training Accredited and extension courses/seminars by the Thai Institute of Directors (IOD)</u> - Director Accreditation Program (DAP 211/2023) - Director Certification Program (DCP 361/2024) - Director's Briefing 1/2025: Top 10 Sustainability Trends to Watch in 2025 (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. - Non-Executive Director / Vice Chairman of the Board of Directors, 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** : - None -

**Experience in the past 5 years** : - Advisor to the Chairman of the Board, Vietnam Technological and Commercial Joint-stock Bank

**Meeting Attendance in 2025** :

- Ordinary Shareholders' Meeting 1 out of 1 meeting
- Board of Directors 8 out of 8 meetings
- Nomination and Compensation Committee 9 out of 9 meetings

Remark: Information as of January 31, 2026

## Candidate's Profile No. 3



Name - Surname	: Ms. PENCHUN 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	: 3 years 9 months <i>(First appointment in April 2022, Latest appointment in April 2025)</i>
Age	: 71
Nationality	: Thai
Education	: - Master of Business Administration, Thammasat University - Bachelor of Arts, Chulalongkorn University
Director Training	: <u>Training Accredited and extension courses/seminars 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/seminars by the Capital Market Academy (CMA)</u> - Capital Market Academy Leadership Program, Class 4 <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 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** : - Independent Director / Chairperson of the Audit Committee, Osotspa Plc.  
(1 company)
- Position in Other Non-listed Company** : - Independent Director / Chairperson of the Audit Committee, Ritta Holdings Co., Ltd.  
(1 company)
- Position in Other Organization** : - Member of the Board of Governors / Chairperson of the Audit Committee / Chairperson of the Securities Investor Protection Fund Committee (SIPF), The Stock Exchange of Thailand.  
(1 organization)
- Experience in the past 5 years** : - Subcommittee on Finance and Accounting, 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.  
- Member of the Audit Committee, TISCO Financial Group Plc.  
- Member of the Audit Committee, TISCO Bank Plc.
- Meeting Attendance in 2025** : - Ordinary Shareholders' Meeting 1 out of 1 meeting  
- Board of Directors 8 out of 8 meetings  
- Audit Committee 13 out of 13 meetings  
- Joint Meeting of Risk Oversight Committee and Audit Committee 1 out of 1 meeting  
- Nomination and Compensation Committee 9 out of 9 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, 2026

## Candidate's Profile No. 4



- Name - Surname : Mr. Kanich Punyashtithi
- 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 : 4 years 9 months  
*(First appointment in April 2021, Latest appointment in April 2025)*
- Age : 57
- 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 : Training Accredited and extension courses/seminars by the Thai Institute of Directors (IOD)  
 - Role of the Chairman Program  
 - Director Certification Program  
 - Director Accreditation Program  
 - Board Nomination and Compensation Program  
 - ESG Legal Risk Prevention and Due Diligence  
 - ESG in the Boardroom: A Practical Guide for Board (ESG)  
 - Corporate Governance for Executives, Class 24/2024  
 - Director Forum 2025: Future-Ready Boards: Board Nomination and Compensation Strategies  
Training courses/seminars by the Thailand Institute of Justice  
 - High Level Justice Process Administrators Certificate, Class 17  
Training courses/seminars by the National Defense College of Thailand (NDC)  
 - National Defense Course, 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 / Chairperson 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, Thai President Foods Plc. - Member of the Nomination and Compensation Committee, TISCO Financial Group Plc. - Independent Director / Chairman of Nomination and Remuneration Committee / Member of the Audit Committee, Thitikorn Plc. - Director, Law Reform Commission of Thailand Committee - Director, Pangjee Design Co., Ltd.
Meeting Attendance in 2025	: - Ordinary Shareholders' Meeting                      1 out of 1 meeting - Board of Directors    8 out of 8 meetings - Nomination and Compensation Committee              9 out of 9 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, 2026

## Candidate's Profile No. 5



Name - Surname	:	Mrs. Pongpen Ruengvirayudh
Proposed Director Status	:	Independent Director
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	:	3 years 9 months <i>(First appointment in April 2022, Latest appointment in April 2025)</i>
Age	:	71
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>Training Accredited and extension courses/seminars by the Thai Institute of Directors (IOD)</u> - Risk Management Program for Corporate Leaders - Director Certification Program <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	:	- Lead Independent Director / Member of the Audit Committee / Member of the Governance and Sustainability Committee, 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)	:	- Independent Director, Yip In Tsoi & Co., Ltd.

- Position in Other Organization** : - Associate Judge, Central Intellectual Property and International Trade Court  
(4 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** : - Independent Director / Member of the Audit Committee, SCG Packaging Plc.
- Honorary Director of the Corporate Bond Stabilization Fund (BSF) Committee, The Bank of Thailand
  - Member of the Investment Management Subcommittee, Social Security Fund
  - Chairperson of the Monetary Policy Subcommittee, Thai Health Promotion Foundation
- Meeting Attendance in 2025** :
- Ordinary Shareholders' Meeting 1 out of 1 meeting
  - Board of Directors 8 out of 8 meetings
  - Audit Committee 13 out of 13 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, 2026

## Candidate's Profile No. 6



Name	:	Mr. Tevin Vongvanich
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	:	9 months (First appointment in April 2025)
Age	:	68
Nationality	:	Thai
Education	:	<ul style="list-style-type: none"> <li>- Ph.D. (Honorary) in Engineering, Faculty of Engineering, Chulalongkorn University</li> <li>- Ph.D. (Honorary) in Civil Engineering, Faculty of Industry and Technology, Raja Mangala University of Technology Isan</li> <li>- Master of Science (Petroleum Engineering), University of Houston, USA</li> <li>- Master of Science (Chemical Engineering), Rice University, USA</li> <li>- Bachelor of Engineering (Chemical Engineering), Chulalongkorn University</li> </ul>
Director Training	:	<p><u>Training Accredited and extension courses/seminars by the Thai Institute of Directors (IOD)</u></p> <ul style="list-style-type: none"> <li>- Director Certification Program (DCP 21/2002)</li> <li>- Financial Statements for Directors (FSD 6/2009)</li> <li>- Role of the Compensation Committee (RCC 13/2011)</li> <li>- Anti-corruption for Executive Program (ACEP 15/2015)</li> <li>- Ethical Leadership Program (ELP 7/2017)</li> <li>- ID Forum 2025: Role of Independent Directors in Overseas Expansion and International Markets</li> </ul> <p><u>Training courses/seminars by the Capital Market Academy (CMA)</u></p> <ul style="list-style-type: none"> <li>- Capital Market Academy Leadership Programs, Class 6</li> </ul> <p><u>Training courses/seminars by the Thailand Energy Academy (TEA)</u></p> <ul style="list-style-type: none"> <li>- The Executive Program in Energy Literacy for a Sustainable Future, Class 3</li> </ul> <p><u>Training courses/seminars by the National Defense College of Thailand (NDC)</u></p> <ul style="list-style-type: none"> <li>- Diploma, National Defense College, the Joint State-Private Sector Course, Class 22</li> </ul> <p><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></p>
TISCO Shareholding	:	- None -

Position in TISCO Group	: - Independent Director / Member of the Risk Oversight Committee, TISCO Financial Group Plc. - Independent Director / Member of the Risk Oversight Committee, 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 (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 (5 companies)	: - Chairman, Amata U Co., Ltd. - Director, Twin & A Co., Ltd. - Chairman, Nice Group Holding Corp Co., Ltd. - Director, Khaoyai Casa Resort Co., Ltd. - Director, Khaoyai Casa (2024) Co., Ltd
Position in Other Organization (4 Organizations)	: - Fellow Member, Thai Institute of Directors (IOD) - Board of Trustees, Thailand Management Association (TMA) - Council Member, Chulalongkorn University Council - Council Member, King Mongkut's University of Technology Thonburi

- Experience in the past 5 years** :
- Chairman of the Board and Director, InnoSpace (Thailand) Co., Ltd.
  - 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)
- Meeting attendance in 2025** :
- Ordinary Shareholders' Meeting - First appointment in 2025 AGM
  - Board of Directors - 7 out of 7 meetings
  - Risk Oversight Committee - 6 out of 6 meetings
  - Joint Meeting of Risk Oversight Committee and Audit Committee - 1 out of 1 meeting

**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, 2026

## Candidate's Profile No. 7



Name - Surname	: Assoc. Prof. Dr. Sillapaporn Srijunpetch
Proposed Director Status	: Independent Director
Current Position	: Independent Director Member of the Audit Committee Member of the Nomination and Compensation Committee
Number of years holding directorship up to the present term	: 3 years 6 months <i>(First appointment in July 2022, Latest appointment in April 2025)</i>
Age	: 63
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>Training Accredited and extension courses/seminars by the Thai Institute of Directors (IOD)</u> - Director Accreditation Program (DAP) <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	: - Member of the Nomination and Compensation Committee / 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, Pataya Food Industry Co., Ltd.

- Position in Other Organization** : - Chair of the Accounting Education and Technology Committee, Federation  
(2 organizations) of Accounting Professions under The Royal Patronage of His Majesty the King
- Member of the Audit Committee, Institute for Small and Medium Enterprises Development
- Experience in the past 5 years** : - Director, T T T Holding Co., Ltd.
- Member of the Audit Committee, The Thailand Automotive Institute
- 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 2025** :
- Ordinary Shareholders' Meeting 1 out of 1 meeting
  - Board of Directors 8 out of 8 meetings
  - Audit Committee 13 out of 13 meetings
  - Joint Meeting of Risk Oversight Committee and Audit Committee 1 out of 1 meeting
  - Nomination and Compensation Committee 6 out of 6 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, 2026

## Candidate's Profile No. 8



Name - Surname	: Assoc. Prof. Dr. Vara Varavithya
Proposed Director Status	: Independent Director
Current Position	: Independent Director Member of the Risk Oversight Committee Member of the Governance and Sustainability Committee
Number of years holding directorship up to the present term	: 3 years 1 month <i>(First appointment in December 2022, Latest appointment in April 2025)</i>
Age	: 58
Nationality	: Thai
Education	: - Doctor of Philosophy (Computer Engineering), Iowa State University, USA - Master of Computer Engineering, Iowa State University, USA - Bachelor of Engineering (First-Class Honors), King Mongkut's University of Technology North Bangkok
Director Training	: <u>Training Accredited and extension courses/seminars by the Thai Institute of Directors (IOD)</u> - Role of the Chairman Program - Director Certification Program (DCP 349/2023) <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	: - Member of the Governance and Sustainability Committee / 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 <i>(1 organization)</i>

- Experience in the past 5 years** : - Associate Professor, Faculty of Digital Technology,  
Chitralada Technology Institute
- Associate Professor, Faculty Members of Computer Engineering,  
King Mongkut's University of Technology North Bangkok
- Meeting Attendance in 2025** : - 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 5 out of 5 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, 2026

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

Name - Surname	:	Ms. Sukhumarn Phanachet
Proposed Director Status	:	Independent Director
Current Position	:	<i>No directorship in TISCO Financial Group Plc.</i>
Number of years holding directorship up to the present term	:	<i>No directorship in TISCO Financial Group Plc.</i>
Age	:	60
Nationality	:	Thai
Education	:	- Master of Business Administration (International Finance), University of British Columbia, Canada - Bachelor of Accounting (First-Class Honors), Chulalongkorn University
Director Training	:	- Certified Financial Analyst, CFA Institute, U.S.A. - Fletcher Executive Education Program on Climate Change, Tuft University, USA - Prosci Change Management Certificate Program - Specialized Courses on Risk Management (2013) and Payment System Policy and Oversight, Federal Reserve Bank of New York, USA - ICMA Sustainable Bond Certificate Program (2023) and Operations Certificate Program <u>Training Accredited and extension courses/seminars by the Thai Institute of Directors (IOD)</u> - Director Certification Program <u>Training courses/seminars by the Capital Market Academy (CMA)</u> - Capital Market Academy Executives Program
TISCO Shareholding	:	- None -
Position in TISCO Group	:	<i>No directorship in TISCO Financial Group Plc. and TISCO Bank Plc.</i>
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 ( <i>1 company</i> )	:	- Deputy Treasurer, Treasury Department, Asian Development Bank Manila, Philippines
Position in Other Organization	:	- None -

Experience in the past 5 years : - Assistant Treasurer, Treasury Services Division,  
Asian Development Bank Manila, Philippines

Meeting Attendance in 2025 : *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, 2026

## Candidate's Profile No. 10



Name - Surname	:	Mr. Chi-Hao Sun (Howard Sun)
Proposed Director Status	:	Non-Executive Director
Position	:	Executive Director Member of the Executive Board
Number of years holding directorship up to the present term	:	14 years 7 months (First appointment in June 2011, Latest appointment in April 2025)
Age	:	49
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>Training Accredited and extension courses/seminars by the Thai Institute of Directors (IOD)</u> - Director Accreditation Program (DAP 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 -
Meeting attendance in 2025	:	- 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, 2026

## Candidate's Profile No. 11



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	:	1 year 9 months <i>(First appointment in April 2024, Latest appointment in April 2025)</i>
Age	:	62
Nationality	:	Japanese
Education	:	- Bachelor of Business Administration, Meiji University
Director Training	:	<u>Training Accredited and extension courses/seminars by the Thai Institute of Directors (IOD)</u> - Director Accreditation Program (DAP 225/2024) <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	:	- Member of the Executive Board / Executive Director, TISCO Financial Group Plc. - Member of the Executive Board / Executive Director, TISCO Bank Plc. - Director, TISCO Tokyo Leasing Co., Ltd. - Director, HTC 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 <i>(1 company)</i>	:	- Chief Officer, ASEAN Region, Tokyo Century Corporation
Position in Other Non-listed Company <i>(1 company)</i>	:	- President Director, PT Century Tokyo Leasing Indonesia
Position in Other Organization	:	- None -
Experience in the past 5 years	:	- Director, TC Car Solutions (Thailand) Co., Ltd. - President Commissioner, PT Tokyo Century Indonesia
Meeting attendance in 2025	:	- 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, 2026

## 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	: 6 years 9 months <i>(First appointment in April 2019, Latest appointment in April 2025)</i>
Age	: 59
Nationality	: Thai
Education	: - Master of Business Administration (International Business), University of Hawaii at Manoa, USA - Bachelor of Engineering (Civil Engineering), Kasetsart University
Director Training	: <u>Training Accredited and extension courses/seminars by the Thai Institute of Directors (IOD)</u> - Board Nomination and Compensation Program - Director Certification Program - Director Accreditation Program - Director Forum 2025: Future-Ready Boards: Board Nomination and Compensation Strategies <u>Training courses/seminars by the Capital Market Academy (CMA)</u> - Capital Market Academy Leadership Program, Class 27 <u>Training courses/seminars by the Office of Insurance Commission (OIC)</u> - Advanced Insurance Science Program <u>Training courses/seminars by the National Defense College of Thailand (NDC)</u> - National Defense Course, 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 / President, TISCO Financial Group Plc. - President, TISCO Bank Plc.	
Meeting attendance in 2025	: - 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, 2026

## 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	: 4 years 9 months <i>(First appointment in April 2022, Latest appointment in April 2025)</i>
Age	: 59
Nationality	: Thai
Education	: - Master of Business Administration (Finance), University of Wisconsin-Milwaukee, USA - Bachelor of Engineering (Electrical Engineering), Chulalongkorn University
Director Training	: <u>Training Accredited and extension courses/seminars by the Thai Institute of Directors (IOD)</u> - Director Certification Program <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	: 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 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 2025** : - 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, 2026

### Definition of Independent Director

A person to be nominated or appointed as an independent director must comply with the regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission, the Stock Exchange of Thailand, the Bank 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 TISCO, its parent company, subsidiary and affiliate, and related companies of which TISCO's major shareholders or TISCO's controlling person, including the shares held by persons related to such independent director.
2. Not being or having been an executive director, employee, staff, advisor who receives earn a regularly salary, or authorized controlling person of the company TISCO, its parent company, subsidiary, affiliate, same level subsidiary related companies, or juristic person of which TISCO's major shareholder or TISCO' s controlling person who may have conflicts of interest unless the foregoing status has ended not less during the period of two preceding years before the appointment. than two years prior to the day the appointment request is submitted.
3. Not being a person related by blood or legal registration such as parents, spouse, sibling, and children, including spouse of children, of any other directors, executives, major shareholders, authorized controlling persons, or any person to be nominated as a director, executive, or authorized controlling persons of TISCO or its subsidiary.
4. Not having a business relationship with TISCO, its parent company, subsidiary, affiliate or related companies, major shareholders, controlling person in a way that could obstruct his/her independent discretion; including must never have been or be a significant shareholder or controlling person of parties with business relationship with TISCO, its parent company, subsidiary, affiliate or related companies, major shareholders, or controlling person except where such association has ended at least two years before his/her appointment.
5. Not being nor having been an auditor of TISCO, its parent company, subsidiary, affiliate or related companies, major shareholders, controlling person must not be a significant shareholder, controlling person, or partner of an audit office in which an auditor of TISCO, its parent company, subsidiaries, affiliate or related companies, major shareholders, or controlling person serves, except where such association has ended at least two years before his/her appointment.
6. Nor being nor having been any professional service provider, including legal or financial advisor with a fee of more than two million Baht a year paid by TISCO, its parent company, subsidiary, affiliate or related companies, major shareholders, controlling person or partner of the professional service provider in question, except where such association has ended at least two years before his/her appointment.
7. Not being a director who has been appointed as a representative of TISCO's director, a major shareholder, or a shareholders connected to TISCO's major shareholder.
8. Not undertaking any business in the same nature and in competition to the business of TISCO or its subsidiary, 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 per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition with the business of TISCO or its subsidiary.
9. Not having any characteristics which make him/her incapable of expressing independent opinions with regarding TISCO's business affairs.
10. 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 8: 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.

Based on the benchmarking results, the Nomination and Compensation Committee recommended maintaining the director remuneration for 2026 at the existing rate. This approach reflects prudent cost management and remains consistent with the Company's remuneration policy, criteria, and structure. It is also aligned with good corporate governance principles and is appropriate given the scope of duties and responsibilities of the directors.

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 of Directors concurs with the proposal of the Nomination and Compensation Committee and recommends that the shareholders approve the remuneration for Directors and Sub-committees' members for the year 2026 to remain at the same rate as the 2025 Annual General Meeting of Shareholders' approval in the form of monthly fee and meeting fee, 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 2025 - Present		Proposed to AGM 2026		Changed (percentage)
	Monthly Fee	Meeting Fee	Monthly Fee	Meeting Fee	
<b>Board of Directors</b>					
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	-
<b>Executive Board</b>					
Chairperson	None	75,000	None	75,000	-
Member	None	55,000	None	55,000	-

(Unit: Baht)

	April 2025 - Present		Proposed to AGM 2026		Changed (percentage)
	Monthly Fee	Meeting Fee	Monthly Fee	Meeting Fee	
<b>Risk Oversight Committee</b>					
Chairperson	None	75,000	None	75,000	-
Member	None	55,000	None	55,000	-
<b>Audit Committee</b>					
Chairperson	None	75,000	None	75,000	-
Member	None	55,000	None	55,000	-
<b>Nomination and Compensation Committee</b>					
Chairperson	None	75,000	None	75,000	-
Member	None	55,000	None	55,000	-
<b>Governance and Sustainability Committee</b>					
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 of Directors.
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 of Directors, Vice Chairman of the Board of Directors, all Board Committees, as well as individual remuneration are shown in Annual Registration Statement and Annual Report 2025 (Form 56-1 One Report) or the Company's website at [www.tisco.co.th](http://www.tisco.co.th).

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

Name - Surname : Ms. Pechun Jarikasem  
 Type of Director / Current Position : Independent Director, Chairperson of Audit Committee and Member of the Nomination and Compensation Committee  
 Age : 71  
 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 6: To approve the number of directors.  
 - Agenda 7: To approve the election of directors.  
 - Agenda 8: 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 : 57  
 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 6: To approve the number of directors.  
 - Agenda 7: To approve the election of directors.  
 - Agenda 8: To approve the remuneration of directors.

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

Name - Surname : Mrs. 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 : 71  
 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 6: To approve the number of directors.  
 - Agenda 7: To approve the election of directors.  
 - Agenda 8: To approve the remuneration of directors.

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

Name - Surname : Mr. Tevin Vongvanich  
 Type of Director / Current Position : Independent Director and Member of the Risk Oversight Committee  
 Age : 68  
 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 6: To approve the number of directors.  
 - Agenda 7: To approve the election of directors.  
 - Agenda 8: To approve the remuneration of directors.

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

Name - Surname : Assoc. Prof. Dr. Sillapaporn Srijunpetch  
 Type of Director / Current Position : Independent Director, Member of the Audit Committee  
 and Member of the Nomination and Compensation Committee  
 Age : 63  
 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 6: To approve the number of directors.  
 - Agenda 7: To approve the election of directors.  
 - Agenda 8: To approve the remuneration of directors.

Profiles of independent directors to be appointed as a Proxy No. 6

Name - Surname : Assoc. Prof. Dr. Vara Varavithya  
 Type of Director / Current Position : Independent Director, Member of the Risk Oversight Committee  
 and Member of the Governance and Sustainability Committee  
 Age : 58  
 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 6: To approve the number of directors.  
 - Agenda 7: To approve the election of directors.  
 - Agenda 8: To approve the remuneration of directors.

Remarks:




- Shareholders should study details of meeting agenda before making the decision to assign a proxy.
- 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.
- Detailed profiles of the above six directors are shown in the Annual Registration Statement and Annual Report 2025 (Form 56-1 One Report) and can be found on the Company's website, [www.tisco.co.th](http://www.tisco.co.th)

## Channels for Requesting Proxy Forms A, B, and C

(Shareholders may request hard-copy proxy forms since March 25, 2026.

via email at [tisco\\_cs@tisco.co.th](mailto:tisco_cs@tisco.co.th) or download them from the Company's website at [www.tisco.co.th](http://www.tisco.co.th).)

The Department of Business Development, Ministry of Commerce, has prescribed proxy forms for shareholder meetings. Shareholders may choose to use one of the three proxy form types as follows:

Types of Proxy Forms	Scan QR Code
(1) <b>Form A</b> – A simple and uncomplicated general proxy form <i>(Applicable to all shareholders.)</i>	
(2) <b>Form B</b> – A proxy form that specifies detailed and fixed items to be granted <i>(This is the form recommended by the Ministry of Commerce.)</i>	
(3) <b>Form C</b> – A proxy form used exclusively for shareholders who are foreign investors and appoint a custodian in Thailand as their share depository and caretaker.	

For the 2026 Annual General Meeting of Shareholders, if you are unable to attend the meeting in person, you may appoint one of the independent directors designated by the Company to attend the meeting on your behalf. The Company has prepared the proxy forms, which are accessible via the QR code provided above. Shareholders who wish to appoint another person as their proxy are requested to use either Proxy Form A or Proxy Form B only.

If a shareholder wishes to appoint one of the Company's independent directors as a proxy, please submit the completed proxy form together with the required supporting documents in advance to **Corporate Secretariat Office, TISCO Financial Group Public Company Limited 7<sup>th</sup> Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500** or via email at [tisco\\_cs@tisco.co.th](mailto:tisco_cs@tisco.co.th), For any inquiries, please contact the Corporate Secretariat Office Tel. 02 633 6855 or Contact Center Tel. 02 633 6000, press 2, then press 0.

The Company reserves the right to consider only those proxy forms received at the above-mentioned address no later than 5.00 p.m. on Tuesday, April 21, 2026.

To provide additional options and convenience for shareholders,  
you may also scan the QR Code to request the documents instead of sending an email.



**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 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 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 (2) and 2.2 (2) 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 2026, from 10:00 hours onward, at 1st Floor, TISCO Tower, North Sathorn, per the attached map (Annex 12). 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 Priebjrivat    | 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, Chairperson of the Nomination and Compensation Committee, and Member of the Governance and Sustainability Committee |
| 5. | Mrs. Pongpen Ruengvirayudh               | Lead Independent Director, Member of the Audit Committee, and Member of the Governance and Sustainability Committee                       |
| 6. | Mr. Tevin Vongvanich                     | Independent Director, and Member of the Risk Oversight Committee  |
| 7. | Assoc. Prof. Dr. Sillapaporn Srijunpetch | Independent Director, Member of the Audit Committee, and Member of the Nomination and Compensation Committee                              |
| 8. | Assoc. Prof. Dr. Vara Varavithya         | Independent Director, Member of the Risk Oversight Committee, and Member of the Governance and Sustainability Committee                   |
| 9. | 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 two 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](http://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.

Shareholders can request Proxy Form A, Form B, and Form C via email at [tisco\\_cs@tisco.co.th](mailto:tisco_cs@tisco.co.th) or downloaded from the Company’s website, [www.tisco.co.th](http://www.tisco.co.th), or you can request the hard copy via the specified channel as per Annex 7.

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, such revocation may be made by submitting a written notice to the Chairman of the Board together with proof of identity. The documents may be sent by registered post to the Corporate Secretariat Office, TISCO Financial Group Public Company Limited, 7th Floor, 48/49 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, or via email at [tisco\\_cs@tisco.co.th](mailto:tisco_cs@tisco.co.th), no fewer than one business day prior to the commencement of the meeting.

## 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 16, 2026, 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 (Identity Verification Documents for Meeting Attendance section) 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 16, 2026, 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 21, 2026, 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 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 25 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
<b>Total</b>	<b>800</b>	<b>800</b>	<b>600</b>	<b>800</b>	<b>3,000</b>

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 by April 21, 2026 by using the question form and submitting it through the following channels:

- By email at [tisco\\_cs@tisco.co.th](mailto: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

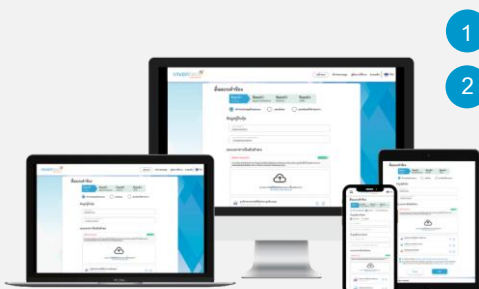
➤ In case shareholders and proxies to attend the meeting via electronic media as follows:

### 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://sent.inventech.co.th/TISCO651184R/#/homepage> or scan QR Code  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 16, 2026, at 8:30 a.m. until the end of the meeting.

3. The electronic conference system will be available on April 23, 2026, 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 21, 2026 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



02-460-9221



@inventechconnect



The system available during April 16-23, 2026, at 08:30 a.m. - 05:30 p.m.

**(Only working days, excluding holidays and public holidays)**

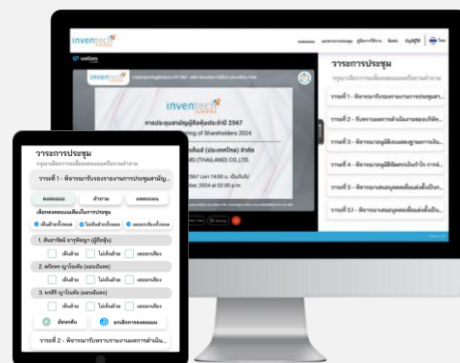


Report a problem

@inventechconnect

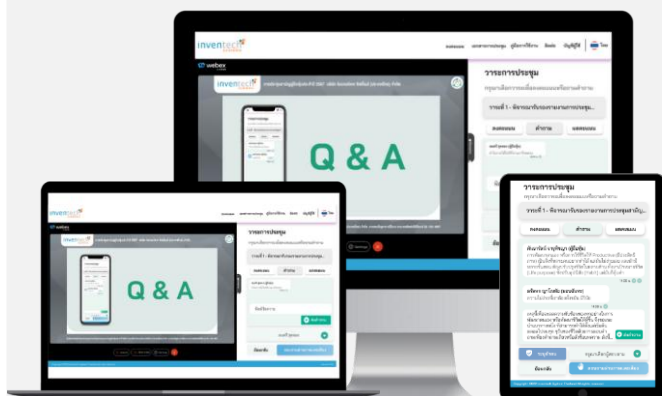
## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 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

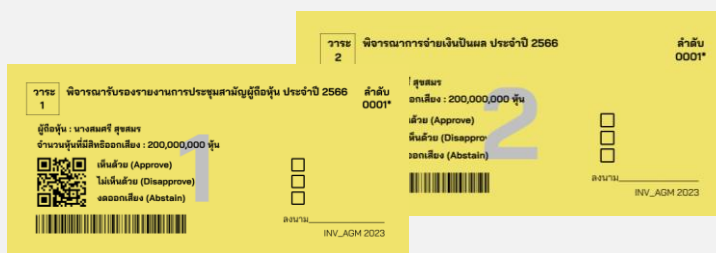
- 1 Bring the identification documents for verification
- 2 Wait for verification and registration
- 3 Received a ballot

#### 2. In case of proxies

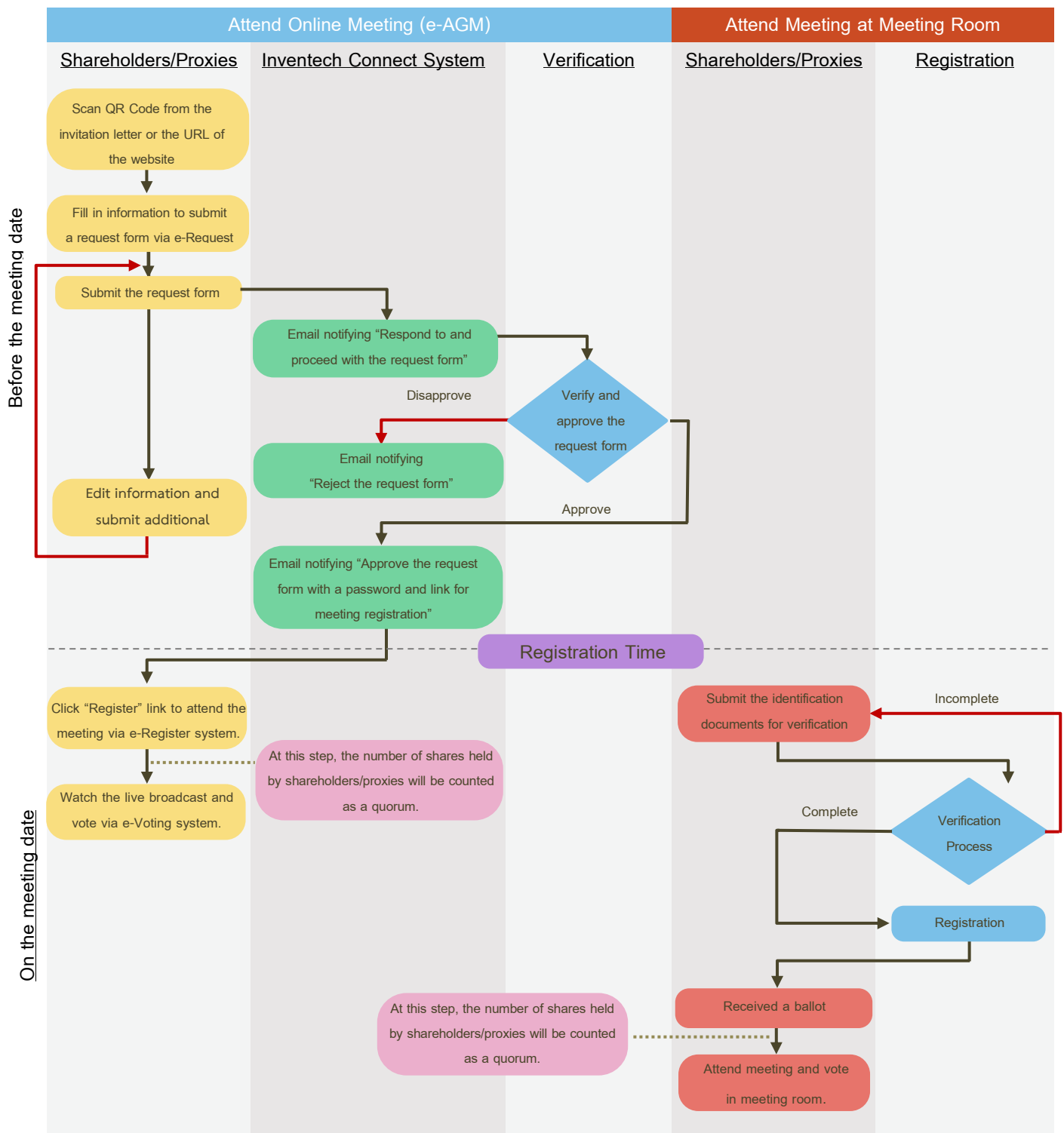
- 1 Bring the identification documents for verification
- 2 Wait for verification
- 3 Submit the verified documents for registration
- 4 Wait for register
- 5 Received a ballot

#### 3. Join meeting in meeting room

#### 4. Cast your vote by using ballot



### 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 airtailed 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 removes 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.

*The full version of the Company's Articles of Association is available on the Company's website at [www.tisco.co.th](http://www.tisco.co.th).*

**QR Code Downloading Procedures for the 2026 Notice of Annual General Meeting of Shareholders and  
Annual Registration Statement and Annual Report 2025 (Form 56-1 One Report)**

TISCO Financial Group Public Company Limited would like to send the shareholders notice and documents regarding the 2026 Notice of Annual General Meeting of Shareholders and Annual Registration Statement and Annual Report 2025 (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 2026



Annual Registration Statement and Annual Report  
(Form 56-1 One Report) for the year 2025

**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

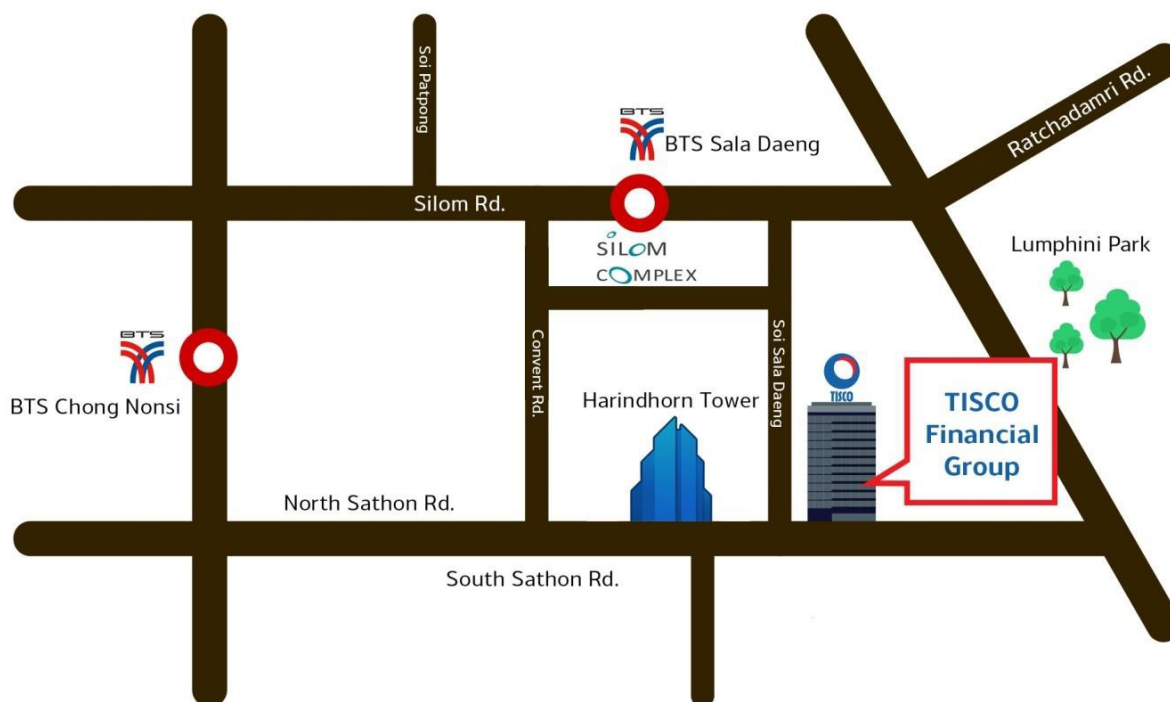
Open Facebook application → Click on "Search" tab at the top of the page → Choose QR Code sign → Scan the QR Code

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

Map of Venue of the Annual General Meeting of Shareholders for the year 2026

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 6855 in order to provide proper facilitation.





**TISCO Financial Group Public Company Limited**

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