



No. SorLorTor 009/2024

April 18, 2024

Re : Resolutions of the Annual General Meeting of Shareholders for the year 2024
To : The President
The Stock Exchange of Thailand

The Annual General Meeting of Shareholders for the year 2024 of TISCO Financial Group Public Company Limited (TISCO) was held on Thursday, April 18, 2024, at 14:00 hours in the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand, in a form of hybrid meeting. According to the attendance record, there were 801 shareholders holding 378,227,141 shares, or 47.2396 per cent of the total paid-up shares, present either in person or by proxy constituting a quorum as specified under TISCO's Articles of Association. The Meeting resolved the following matters:

1. **Ratified** the Board of Directors' business activities conducted in 2023, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
 - For: 377,778,447 votes, equal to 99.9616 per cent of all votes of shareholders in attendance and casting votes.
 - Against: 145,000 votes, equal to 0.0383 per cent of all votes of shareholders in attendance and casting votes.
 - Abstain: 351,650 votes.
 - No voided ballot.
2. **Approved** the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2023 of the Company and its subsidiary companies, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
 - For: 378,199,991 votes, equal to 99.9549 per cent of all votes of shareholders in attendance and casting votes.
 - Against: 170,500 votes, equal to 0.0450 per cent of all votes of shareholders in attendance and casting votes.
 - Abstain: 600 votes.
 - Voided ballot: 441 votes.

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

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3. **Acknowledged** the interim dividend payment and **approved** the appropriation of profit arising from the year 2023 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 2023 operations and unappropriated retained earnings as dividend payment for common shareholders and preferred shareholders at Baht 7.75 per share of which the Company already paid interim dividend at rate of Baht 2.00 per share on September 22, 2023, amounting to Baht 1,601,294,180, and will propose the remaining dividend at the rate of Baht 5.75 per share of approximately Baht 4,603,769,027, making the total dividend of Baht 6,205,063,207, by setting the record date on April 25, 2024 to determine the list of shareholders entitled to receive dividend, and the dividend payment shall be made on May 15, 2024;
- Appropriation of unappropriated retained earnings amounting to Baht 2,079,095,339 as regulatory capital fund on consolidated basis, according to the consolidated supervision regulation.

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

- For: 378,214,832 votes, equal to 99.9616 per cent of all votes of shareholders in attendance and casting votes.
- Against 145,000 votes, equal to 0.0383 per cent of all votes of shareholders in attendance and casting votes.
- Abstain: 13,100 votes.
- No voided ballot.

4. **Approved** electing Ms. Saranya Pludsri, CPA License No. 6768 or Ms. Wanwilai Phetsang, CPA License No. 5315 or Ms. Bongkot Kriangphanamorn, CPA License No. 6777, of EY Office Limited as the Company's auditors for the year 2024, with total remuneration of not exceeding Baht 780,000. All nominated auditors have been approved by the Bank of Thailand. Any one of these auditors is authorized to certify the auditor's report. This was approved by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:

- For: 376,053,891 votes, equal to 99.3916 per cent of all votes of shareholders in attendance and casting votes.
- Against: 2,301,800 votes, equal to 0.6083 per cent of all votes of shareholders in attendance and casting votes.
- Abstain: 16,300 votes.
- Voided ballot: 441 votes.

5. **Approved** the number of directors and the election of directors as follows:

- the number of directors at 13, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
 - For: 377,960,356 votes, equal to 99.8958 per cent of all votes of shareholders in attendance and casting votes.
 - Against: 394,135 votes, equal to 0.1041 per cent of all votes of shareholders in attendance and casting votes.
 - Abstain: 17,500 votes.
 - Voided ballot: 441 votes.
- the election of the following director candidates as the Company's directors, by the cumulative voting, with the following voting results:

	<u>Name</u>	<u>For (votes)</u>
1.	Mr. Pliu Mangkornkanok	350,828,574
2.	Mr. Dung Ba Le	352,471,837
3.	Assoc. Prof. Dr. Angkarat Priebjivat	321,186,740
4.	Mr. Sathit Aungmanee	311,253,490
5.	Ms. Penchun Jarikasem	332,681,256
6.	Ms. Pongpen Ruengvirayudh	330,594,578
7.	Assoc. Prof. Dr. Sillapaporn Srijunpetch	334,805,357
8.	Mr. Kanich Punyashtithi	324,353,412
9.	Assoc. Prof. Dr. Vara Varavithya	335,059,792
10.	Mr. Chi-Hao Sun (Howard Sun)	362,541,990
11.	Mr. Makoto Honda	330,047,890
12.	Mr. Sakchai Peechapat	364,692,490
13.	Mr. Metha Pingsuthiwong	330,372,790

6. **Approved** the rates of remuneration for Directors and sub-committee members for the year 2024 at the same rate as that of 2023, except increasing meeting fee rate for the Chairman of the Board, Lead Independent Director, Chairman of the Nomination and Compensation Committee and Chairperson of the Governance and Sustainability Committee as the following details.





■ Monetary Remuneration

(Unit: Baht)

	April 2023 - Present		Proposed to AGM 2024		% Change
	Monthly Fee	Meeting Fee	Monthly Fee	Meeting Fee	
Board of Directors					
Chairman	260,000	70,000	260,000	75,000	Meeting fee increased by 7%
Lead Independent Director	n/a	n/a	60,000	75,000	New position
Member	60,000	55,000	60,000	55,000	-
Executive Board					
Chairperson	None	75,000	None	75,000	-
Member	None	55,000	None	55,000	-
Risk Oversight Committee					
Chairperson	None	75,000	None	75,000	-
Member	None	55,000	None	55,000	-
Audit Committee					
Chairperson	None	75,000	None	75,000	-
Member	None	55,000	None	55,000	-
Nomination and Compensation Committee					
Chairperson	None	65,000	None	75,000	Meeting fee increased by 15%
Member	None	55,000	None	55,000	-
Governance and Sustainability Committee					
Chairperson	None	65,000	None	75,000	Meeting fee increased by 15%
Member	None	55,000	None	55,000	-

■ Non-monetary Remuneration

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

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

- For: 378,158,691 votes, equal to 99.9436 per cent of all votes of shareholders in attendance.
- Against: 194,700 votes, equal to 0.0514 per cent of all votes of shareholders in attendance.
- Abstain: 18,000 votes, equal to 0.0047 per cent of all votes of shareholders in attendance.
- Voided ballot: 441 votes, equal to 0.0001 per cent of all votes of shareholders in attendance.



Your acknowledgement of these matters would be appreciated.

Yours sincerely,

TISCO Financial Group Public Company Limited

- Sakchai Peechapat -

(Mr. Sakchai Peechapat)

Director and Group Chief Executive

Corporate Secretariat Office

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A handwritten signature in blue ink, appearing to be "Sakchai", located in the bottom right corner of the page.