



- Translation -

SorLorTor 002/2024

February 27, 2024

**Subject : Dividend Payment and the Schedule of the Annual General Meeting of Shareholders for the year 2024**

**To : The President  
The Stock Exchange of Thailand**

TISCO Financial Group Public Company Limited (“Company”) would like to inform that the Board of Directors Meeting No.1/2024, convened on February 27, 2024, has resolved on the following significant matters, which can be summarized as follows:

1. To concur the appropriation of profit from 2023 operations and dividend payment to the Annual General Meeting of Shareholders approving the dividend payment for common shareholders and preferred shareholders at the rate of Baht 7.75 per share of which the Company already paid interim dividend at the 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 to common shareholders and preferred shareholders, amounting to 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.
2. Determined the convening of the Annual General Meeting of Shareholders for the year 2024 on Thursday, April 18, 2024 at 14:00 hours at the Conference Room, 12<sup>th</sup> Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok in the form of Hybrid Meeting, by setting the record date on March 12, 2024 to determine the list of shareholders who have the right to attend the Annual General Meeting of Shareholders and consider the following agenda items:
  - (1) To ratify the Board of Directors' business activities conducted in 2023  
Board of Directors' opinion: The Board recommends the shareholders to ratify the Board of Directors' business activities conducted in 2023.
  - (2) To approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2023 of the Company and its subsidiary companies.

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

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

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Board of Directors' opinion: The Board recommends the shareholders to approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2023, of the Company and its subsidiary companies.

- (3) To acknowledge the interim dividend payment and approve the appropriation of profit arising from the year 2023 operations and dividend payment

Board of Directors' opinion: The Board recommends the shareholders to acknowledge the interim dividend payment and approve 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. In addition, 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 Baht 2,079,095,339 as regulatory capital fund on consolidated basis, according to the consolidated supervision regulation.

- (4) To approve the appointment of the auditors and their remuneration for the year 2024

Board of Directors' opinion: The Board concurs with the proposal of the Audit Committee and recommends the shareholders to approve the appointment of the following auditors of EY Office Limited, with total remuneration of not exceeding Baht 780,000, as the Company's auditor for the year 2024, subject to the approval from the Bank of Thailand. Any one of these auditors is authorized to certify the auditor's report.

- Ms. Saranya Pludsri CPA License No. 6768 or
- Ms. Wanwilai Phetsang CPA License No. 5315 or
- Ms. Bongkot Kriangphanamorn CPA License No. 6777



- (5) To approve the number of directors and the election of directors

Board of Directors' opinion: The Board concurs with the proposal of the Nomination and Compensation Committee and recommends the shareholders to approve the number of directors at 13 (thirteen) and the election of the proposed director candidates.

The names of proposed director candidates are under consideration by the Bank of Thailand and shall be informed later after receiving approval from the Bank of Thailand.

- (6) To approve the remuneration of directors

Board of Directors' opinion: The Board concurs with the proposal of the Nomination and Compensation Committee and recommends the shareholders to approve the rates of remuneration for Directors and sub-committee members for the year 2024, shall remain 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 NCC and Chairperson of the GSC which was appropriate with the scope of duties and responsibilities, as follows.

1. The monthly compensation for the Board of Directors remains at Baht 260,000 for Chairman of the Board and Baht 60,000 for Directors.
2. The meeting fee rate for the Board of Directors will be increased to Baht 75,000 for Chairman of the Board and the Lead Independent Director and remains at Baht 55,000 for Directors.
3. The meeting fee rate for sub-committees remains at Baht 75,000 per meeting for the Chairperson of the Executive Board, the Chairperson of the Audit Committee, and the Chairperson of the Risk Management Committee and will be increased to Baht 75,000 per meeting for the Chairperson of the Nomination and Remuneration Committee and the Chairperson of the Governance and Sustainability Committee. The other members of sub-committees shall receive a meeting fee of Baht 55,000 per meeting.
4. Retaining 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.

- (7) Other businesses (if any)



The Company provided minority shareholders with the right to propose additional meeting agenda items and qualified candidate for director position of the 2024 Annual General Meeting of Shareholders in advance in the period from September 1 to November 30, 2023, with detailed publicized and distributed via the Company's website and the SET's news. After the mentioned period, there was one candidate nominated by shareholder for director position and there was no matter proposed by shareholders to be included as agenda for the Annual General Meeting of Shareholders for the year 2024.

The Company will disclose the details of the Annual General Meeting of Shareholders for the year 2024 and its agenda prior to the Meeting at the Company's website: [www.tisco.co.th](http://www.tisco.co.th). For inquiries, please contact Corporate Secretariat Office at Tel. +66 2633 6805, +66 2633 6874 or email address: [tisco\\_cs@tisco.co.th](mailto:tisco_cs@tisco.co.th).

Your acknowledgement of these matters would be appreciated.

Sincerely yours,

- Sakchai Peechapat -

(Mr. Sakchai Peechapat)

Director and Group Chief Executive

Corporate Secretariat Office

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