



No. SorLorTor 009/2023

April 17, 2023

Re : Resolutions of the Annual General Meeting of Shareholders for the year 2023

To : The President  
The Stock Exchange of Thailand

The Annual General Meeting of Shareholders for the year 2023 of TISCO Financial Group Public Company Limited (TISCO) was held on Monday, April 17, 2023, 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 860 shareholders holding 396,268,342 shares, or 49.4929 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 2022, by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
  - For: 405,767,352 votes, equal to 100.0000 per cent of all votes of shareholders in attendance and casting votes.
  - Against: 0 vote, equal to 0.0000 per cent of all votes of shareholders in attendance and casting votes.
  - Abstain: 356,002 votes.
  - No voided ballot.
2. **Approved** the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2022 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: 406,128,754 votes, equal to 100.0000 per cent of all votes of shareholders in attendance and casting votes.
  - Against: 0 vote, equal to 0.0000 per cent of all votes of shareholders in attendance and casting votes.
  - Abstain: 500 votes.
  - No voided ballot.
3. **Approved** the appropriation of profit arising from the year 2022 operations and dividend payment as follows:
  - No legal reserve appropriation because the Company's reserve has reached the amount required by laws;

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

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

TISCO Financial Group Public Company Limited  
21<sup>st</sup> Fl., TISCO Tower, 48/49 North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand  
T. +66 (0) 2633 6888 F. +66 (0) 2633 6880 Registration No. 0107551000223

NP

- Appropriation of profit arising from the year 2022 operations and unappropriated retained earnings as dividend payment for common shareholders and preferred shareholders at the rate of Baht 7.75 per share, by setting the record date on April 24, 2023 to determine the list of shareholders entitled to receive dividend. The dividend payment shall be paid on May 10, 2023;
- Appropriation of appropriated retained earnings from the consolidated financial statements amounting Baht 1,019,395,739 as regulatory capital fund.

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

- For: 406,126,354 votes, equal to 100.0000 per cent of all votes of shareholders in attendance and casting votes.
  - Against 0 vote, equal to 0.0000 per cent of all votes of shareholders in attendance and casting votes.
  - Abstain: 2,900 votes.
  - No voided ballot.
4. Approved electing Ms. Saranya Pludsri, CPA License No. 6768 or Ms. Ratana Jala, CPA License No. 3734 or Ms. Wanwilai Phetsang, CPA License No. 5315, of EY Office Limited as the Company's auditors for the year 2023, with total remuneration of not exceeding Baht 770,000. All nominated auditors have been approved by the Bank of Thailand. Any one of these auditors is authorized to certify the auditor's report. This was approved by the majority of the shareholders who were in attendance and voting at the Meeting, with the following voting results:
- For: 404,365,183 votes, equal to 99.5645 per cent of all votes of shareholders in attendance and casting votes.
  - Against: 1,768,500 votes, equal to 0.4354 per cent of all votes of shareholders in attendance and casting votes.
  - Abstain: 6,600 votes.
  - No voided ballot.

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: 405,548,738 votes, equal to 99.8639 per cent of all votes of shareholders in attendance and casting votes.
  - Against: 552,635 votes, equal to 0.1360 per cent of all votes of shareholders in attendance and casting votes.
  - Abstain: 46,110 votes.
  - No voided ballot.
- the election of the following director candidates as the Company's directors, by the cumulative voting, with the following voting results:

	<u>Name</u>	<u>For (votes)</u>
1.	Mr. Pliu Mangkornkanok	420,921,370
2.	Mr. Dung Ba Le	409,186,080
3.	Assoc. Prof. Dr. Angkarat Priebjivat	382,367,550
4.	Mr. Sathit Aungmanee	369,995,250
5.	Mr. Kanich Punyashthiti	389,962,572
6.	Mrs. Pongpen Ruengvirayudh	357,988,222
7.	Ms. Penchun Jarikasem	388,288,840
8.	Assoc. Prof. Dr. Sillapaporn Srijunpetch	390,953,722
9.	Assoc. Prof. Dr. Vara Varavithya	390,953,722
10.	Mr. Chi-Hao Sun (Howard Sun)	418,321,851
11.	Mr. Satoshi Yoshitake	385,842,351
12.	Mr. Sakchai Peechapat	437,119,211
13.	Mr. Metha Pingsuthiwong	402,850,451

6. Approved increasing the rates of remuneration for Directors and Sub-committee members for the year 2023 in the form of monetary and non-monetary remunerations as the following details.

■ Monetary Remuneration

(Unit: Baht)

	April 2018 - Present		Proposed to AGM 2023			
	Monthly Fee	Meeting Fee	Monthly Fee	% Change	Meeting Fee	% Change
<b>Board of Directors</b>						
Chairman	240,000	60,000	260,000	8	70,000	17
Member	50,000	50,000	60,000	20	55,000	10
<b>Executive Board</b>						
Chairman	None	60,000	None	None	75,000	25
Member	None	50,000	None	None	55,000	10
<b>Risk Oversight Committee</b>						
Chairperson	None	60,000	None	None	75,000	25
Member	None	50,000	None	None	55,000	10
<b>Audit Committee</b>						
Chairperson	None	60,000	None	None	75,000	25
Member	None	50,000	None	None	55,000	10
<b>Nomination and Compensation Committee</b>						
Chairman	None	60,000	None	None	65,000	8
Member	None	50,000	None	None	55,000	10
<b>Corporate Governance Committee</b>						
Chairperson	None	60,000	None	None	65,000	8
Member	None	50,000	None	None	55,000	10

■ Non-monetary Remuneration

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

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

- For: 403,009,454 votes, equal to 99.2285 per cent of all votes of shareholders in attendance.
- Against: 130,940 votes, equal to 0.0322 per cent of all votes of shareholders in attendance.
- Abstain: 3,002,389 votes, equal to 0.7392 per cent of all votes of shareholders in attendance.
- No voided ballot.



7. Approved the amendment of the Company's Articles of Association.

This was approved by the votes of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote, with the following voting results:

- For: 405,933,083 votes, equal to 99.9483 per cent of all votes of shareholders in attendance and have the right to votes.
- Against: 161,600 votes, equal to 0.0397 per cent of all votes of shareholders in attendance and have the right to votes.
- Abstain: 48,100 votes, equal to 0.0118 per cent of all votes of shareholders in attendance and have the right to votes.
- No voided ballot.

Your acknowledgement of these matters would be appreciated.

Yours sincerely,

TISCO Financial Group Public Company Limited

- Sakchai Peechapat -

(Mr. Sakchai Peechapat)

Director and Group Chief Executive

Corporate Secretariat Office

Tel. +66 2633 6805 and +66 2633 6874