



TVI.022/2026

March 16, 2026

- Subject: Notice of the Annual General Meeting of Shareholders No.33/2026
Attention: Shareholders of Thaivivat Insurance Public Company Limited
- Attachments: (1) Minutes of the Annual General Meeting of Shareholders No.32/2025 held on April 23, 2025
(2) Annual Report 2025 and The Report and financial statements 31 December 2025 in QR code format (For Agenda 2,3)
(3) Profile of Nominated Directors for another term. (For Agenda 5)
(4) Profile of Nominated Auditors for election (For Agenda 7)
(5) Definition of Independent Directors
(6) Profile of Independent Directors that the shareholders could consider to be a proxy
(7) Company Article of Association about General Meeting of Shareholders
(8) Procedures for Attending Annual General Meeting of Shareholders
(9) Explanations on the Method of Granting Proxy, Effecting Registrations, Producing Documentation before Attending the Meeting, Regulations Concerning Meetings of Shareholders, and Voting
(10) Map of the Annual General Meeting of Shareholders Venue
(11) Proxy form A and Proxy form B

The Board of Directors of Thaivivat Insurance Public Company Limited (the “Company”) has called for the Annual General Meeting of Shareholders No.33/2026 on April 29, 2026 at 9:00 a.m. at conference room the 1st floor Thaivivat Insurance Building, 71 Din Daeng Road, Phaya Thai, Bangkok 10400, to consider the following agendas: -

Agenda 1 To consider and approve the Minutes of the Annual General Meeting of Shareholders No.32/2025.

Rationale: The Company held the Annual General Meeting of Shareholders No.32/2025 held on April 23, 2025 and prepared the meeting minutes within 14 days from the date of shareholders general meeting that had been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws. It was also disclosed on the company’s website as attached details in **enclosure 1.**

Opinion of the Board: The Board considered that the Minutes of the Annual General Meeting of Shareholders No.32/2025 held on April 23, 2025 were correctly recorded, and the Board agreed to propose to the meeting to approve the minutes.

Vote required: Majority votes of shareholders presented at the meeting and were eligible to vote.

Agenda 2 To acknowledge the Board of Directors annual report of the company’s performance in 2025.

Rationale: The Company’s Performance for the year 2025 was in the Annual Report in QR Code format (**enclosure 2**) and can be summarized as follows:

(Unit : Million Baht)



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	Financial statements (Unit: Million Baht)		% Change
	2025	2024 (Restated)	
Insurance revenues	7,641.3	7,364.4	3.8%
Insurance service expenses	(6,701.0)	(6,061.4)	10.6%
Net income (expenses) from reinsurance contracts held	29.9	(125.2)	-123.9%
Insurance service results	970.2	1,177.8	-17.6%
Net investment income	211.0	173.6	21.5%
Net insurance finance expenses	(43.2)	(53.9)	-19.9%
Net investment income and insurance finance expenses	167.8	119.7	40.2%
Other operating expenses	(518.0)	(495.1)	4.6%
Other income	22.1	412.8	-94.6%
Profit before income tax	642.1	1,215.2	-47.2%
Income tax expenses	(128.9)	(240.2)	-46.3%
Profit for the year	513.2	975.0	-47.4%

Opinion of the Board: The Board considered and agreed to propose to The General Shareholder's Meeting for acknowledgement of the Company's results on performance in 2025.

Vote required: This agenda was the shareholders' acknowledgment; no voting.

Agenda 3 To consider and approve the company's 2025 Financial Statement.

Rationale: As the Public Act No.112 and Articles of Association No.37 stipulates the Board of Directors to provide the Auditor approved Balance Sheet and the Profits and Loss Statement ending December 31, 2025 which had been audited by auditor and expressed the unconditional opinion as it appears in the report and Financial Statement ending December 31, 2025 and propose to the annual general meeting of shareholders for approval. The said financial statements were sent to the shareholders together with the meeting notice as per **enclosure 2**.

Opinion of the Board: The meeting considered and agreed to propose to the General Shareholder's Meeting for approval the Balance Sheet and Profit and Loss Statement ending December 31, 2025, that has been approved by the Auditor.

Vote required: Majority votes of shareholders presented at the meeting and were eligible to vote.

Agenda 4 To consider and approve the allocation of Net Profit as Legal Reserve and dividend payment for the operating results of the year 2025.

Rationale: According to the Article of Association No.34, it requires the company to allocate a part of the annual net profit as a reserve not less than 5 percent of net profit, minus cumulative losses (if any) until the reserve is not less than 10 percent of the registered capital.

The Company has the policy to pay the annual dividend not less than 40% of net profit after tax.

In the year 2025, the Company recorded a net profit of Baht 513,208,537. Pursuant to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2025 held on February 6, 2025,



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the Company approved an increase of registered capital in the amount of Baht 75,750,000, resulting in a new registered capital of Baht 378,750,000. Furthermore, the Annual General Meeting of Shareholders No. 32/2025 held on April 23, 2025, approved the allocation of net profit as additional legal reserve in the amount of Baht 7,575,000, so that the Company's legal reserve now amounts to 10 percent of the registered capital. Therefore, there will be no proposal to allocate net profit as legal reserve at this meeting.

The Board of Directors deems it appropriate to propose to the Meeting of Shareholders to approve the dividend payment from the Company's operating results for the year 2025 at the rate of Baht 0.55 (fifty-five satang) per share, totaling Baht 208,312,500. Such dividend will be paid from the portion of net profit subject to corporate income tax at the rate of 20 percent, which allows individual shareholders to claim tax credits in accordance with Section 47 bis of the Revenue Code. The dividend payment at the above rate represents 40.6 percent of the net profit after corporate income tax, which is higher than the Company's dividend policy. The Company has set April 9, 2026 as the record date for closing the share register to determine the shareholders entitled to receive the dividend, and May 28, 2026 as the dividend payment date.

A comparison of dividend payments over the past three years is presented below.

Dividend Payment	AGM 33/2026	AGM 32/2025	AGM 31/2024
Net Profit (Baht)	513,208,537	655,054,827	291,081,824
Earnings Per Share (Baht)	(7,575,000)	2.16	0.96
Retained Earnings	1.36		
Number of Share (share)	378,750,000	303,000,000	303,000,000
Interim Dividend Payment	-	5.10	0.50
Dividend Payment Per Share (Baht)	0.55	-	0.27
Total Dividend Payment (Baht)	208,312,500	1,545,300,000	233,310,000
Dividend Payout Ratio	40.6%	235.90%	80.15%

Opinion of the Board: The Board of Directors proposes to the Meeting of Shareholders to consider the omission of allocation of net profit as legal reserve and to approve the dividend payment from the Company's operating results for the year 2025 at the rate of Baht 0.55 (fifty-five satang) per share, totaling Baht 208,312,500. The Company has set April 9, 2026 as the record date for closing the share register to determine the shareholders entitled to receive the dividend, and May 28, 2026 as the dividend payment date.

Vote required: Majority votes of shareholders presented at the meeting and were eligible to vote.

Agenda 5 To consider and appoint directors to replace those who are due to retire by rotation.

Rationale: As the Articles of Association No. 14 stipulate that every annual general meeting of shareholders, one-third of the total number of directors shall vacate their office. In 2025, three directors are due to retire by rotation at the Annual General Shareholders Meeting as follows.

1. Mrs. Supaporn Burapakusolsri Independent Director, Chairman of Audit Committee, Chairman of Investment Committee and Chairman of Nomination and Remuneration Committee
2. Mr. Jiraphant Asvatanakul Director, CEO & President, Investment Committee, Nomination and Remuneration Committee
3. Mr. Thawan Viranont Director

The Nomination and Remuneration Committee has considered the qualifications, experience, expertise, and performance of the directors and therefore proposed to the Board of Directors that the



three directors who are due to retire by rotation be nominated for re-election to serve another term. Among them, one director qualifies as an independent director. The Company has defined the qualifications of independent directors in line with the minimum requirements of the Securities and Exchange Commission. Such independent director is able to express opinions independently and in accordance with the relevant criteria, as detailed in Enclosure 5. The profiles of the nominated directors are provided in Enclosure 3.

In particular, the nomination of Mrs. Supaporn Burapakusolsri to continue serving as an independent director of the Company for another term, despite having already served for 9 years and 5 months, would, if elected, extend her tenure to a total of 12 years and 5 months. This nomination is based on her knowledge, capability, and experience in internal auditing, which significantly contributes to the Company's business development and achievement of its objectives. Moreover, she has consistently performed her duties as an independent director with impartiality and in compliance with the relevant regulations.

Opinion of the Board: The Board of Directors has reviewed the list of directors nominated through the screening process of the Nomination and Remuneration Committee and is of the opinion that all three nominated directors possess the necessary qualifications, knowledge, expertise, and experience relevant to the Company's business operations. The Board therefore recommends that the Meeting of Shareholders consider and approve the re-election of the three retiring directors to serve another term.

Vote required: Majority votes of shareholders presented at the meeting and were eligible to vote.

Agenda 6 To consider and approve Director's remuneration.

Rationale: In accordance with Section 90 of the Public Limited Companies Act B.E. 2535, it is stipulated that a company is prohibited from disbursing money or any other assets to directors, except as remuneration pursuant to the company's regulations.

The company has a policy to provide directors' remuneration at a level comparable to the industry standard, sufficient to retain directors with the desired qualifications. The Nomination and Remuneration Committee has considered and deemed it appropriate to propose to the Board of Directors' meeting to determine directors' remuneration as follows:

- 1) Directors' bonus totaling 5,000,000 Baht, divided into:
 - 1.1) Board of Directors' bonus: 4,000,000 Baht
 - 1.2) Audit Committee's bonus: 1,000,000 Baht
- 2) Monthly remuneration:
 - 2.1) Chairman/Vice Chairman of the Board: 20,000 Baht per month
 - 2.2) Board members: 15,000 Baht per month
- 3) Meeting allowances for the Board of Directors and sub-committees for directors attending the meetings, with details as follows:

Details of Compensation	2026	2025	2024
Bonus			
1) Director's Bonus (Baht /Board)	4,000,000	4,000,000	4,000,000
Number of Directors (Person)	9	9	10
2) The Audit Committee's Bonus (Baht /Board)	1,000,000	1,000,000	1,000,000
Number of Directors (Person)	3	3	4
3) The Nomination and Remuneration Committee	-	-	-
Number of Directors (Person)	3	3	3
4) The Investment Committee (Baht /Board)	-	-	-
Number of Directors (Person)	3	3	3



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Details of Compensation	2026	2025	2024
5) The Good Corporate Governance Committee	-	-	-
Number of Directors (Person)	3	3	3
Monthly remuneration:			
1) Chairman/Vice Chairman of the Board	20,000	20,000	-
2) Board members	15,000	15,000	-
1) The Board of Director			
- Chairman/Vice Chairman	30,000	30,000	30,000
- Director	20,000	20,000	20,000
2) The Audit Committee			
- Chairman	30,000	30,000	30,000
- Committee	20,000	20,000	20,000
3) The Nomination and Remuneration Committee			
- Chairman	20,000	20,000	20,000
- Committee	20,000	20,000	20,000
4) The Investment Committee			
- Chairman	20,000	20,000	20,000
- Committee	20,000	20,000	20,000
5) The Good Corporate Governance Committee			
- Chairman	20,000	20,000	20,000
- Committee	20,000	20,000	20,000

*No other compensation

Opinion of the Board: The Board has considered and agreed to propose the general shareholders meeting for approval.

Vote required: Not less than two-third (2/3) of shareholders presented at the meeting and were eligible to vote.

Agenda 8 To consider approval the external auditor appointment and setting audit fee.

Rationale: EY Office Company Limited has been appointed by the 32nd Annual General Meeting of Shareholders to be the Company's auditor for the year 2025, whose term has expired. Therefore, it is proposed that the shareholders' meeting consider the following.

1. Appoint the auditor for 2026 by proposing to any of the following persons to be auditors, who sign for certification of financial statements (Details of the auditor's history as per Enclosure 4)

Name	CPA Registration No.	No. of year in audit service to the company
Ms. Somjai Khunapasut	4499	previously served as auditor from 2015 to 2020.
Ms. Narissara Chaisuwan	4812	5
Ms. Wanwilai Phetsang	5315	Nil
Ms. Sarunya Pradsri	6768	Nil

Remark: The auditors from EY Office Limited serve as the auditors of the Company, its parent company, and its subsidiaries.



2. Consider the audit fee with the following details:

Unit: Baht

	2026	2025	Change	%
1. Fee for the annual financial statements ending 31 December	1,760,000	1,950,000	-190,000	-9.74
2. Fee for review of interim financial statements (3 quarters)	900,000	960,000	-60,000	-6.25
3. Fee for review the Risk-Based Capital (RBC) report for (Quarter 2)	210,000	210,000	-	-
4. Fee for review the Risk-Based Capital (RBC) report for (Quarter 4)	350,000	420,000	-70,000	-16.67
Total	3,220,000	3,540,000	-320,000	-9.04

The Audit Committee has reviewed and compared the performance and audit fees, as well as the services provided by other audit firms, and is of the opinion that EY Office Limited possesses extensive experience in auditing several insurance companies and is widely recognized both domestically and internationally. This will ensure that the Company's audit standards are maintained at an international level.

Furthermore, EY Office Limited has no relationship and/or conflict of interest with the Company, its subsidiaries, management, major shareholders, or any persons related to such parties. The audit fee for the year 2026 amounts to Baht 3,220,000, which represents a reduction of Baht 320,000 from the previous year and is considered reasonable.

The Audit Committee therefore recommends proposing to the Meeting of Shareholders for approval of the appointment of EY Office Limited as the Company's auditor for the year 2026. **The Company did not obtain any non-audit services from EY, except for the audit and review of the capital adequacy report in accordance with the regulations prescribed by the Office of Insurance Commission (OIC).**

Opinion of the Board: Agreed to propose to the General Shareholders Meeting for appointing consideration auditors from EY Office Limited, anyone from the list proposed to be the company's auditor, approve the audit fee of 2026 Baht 3,220,000.- decrease from last year in the amount of 320,000.- Baht as the Audit Committee approval.

Vote required: Majority votes of shareholders presented at the meeting and were eligible to vote.

Agenda 9 other business (if any)

The registration book is scheduled to be closed to collect the names of shareholders who have the right to attend the Annual General Shareholder's Meeting No.33/2026 on April 9, 2026 until the meeting is completed.

In addition, the Company has enclosed the relevant documents for your information and consideration. The Annual Report 2025 and the Financial Statements for the year 2025 have been prepared in QR code format. Should any shareholder wish to receive the Annual Report and Financial Statements in printed form, please contact the Investor Relations Department at Tel. 02-695-0800 ext. 5938, Fax 02-695-0808, or Email: Nantawan_aru@thaivivat.co.th.

The Company cordially invites all shareholders to attend the Meeting on the date, time, and venue as specified above. If you are unable to attend in person, please appoint a proxy to attend the Meeting on your behalf by completing the Proxy Form enclosed herewith.



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As the Company has adopted the e-Proxy Voting service provided by Thailand Securities Depository Co., Ltd. (“TSD”), shareholders may exercise their rights by granting proxy through electronic means (e-Proxy Voting), without the need to submit the Proxy Form and identification documents to the Company. The details of the service are as follows:

Individual shareholders in Thailand who are members of the Investor Portal and have completed identity verification with NDID (National Digital ID) may use the service via the Investor Portal. (Further information: <https://www.set.or.th/th/tsd/services/investors/e-services/e-proxy-voting>). Access via Investor Portal (IVP): <https://ivp.tsd.co.th/>

Mutual funds managed by asset management companies and foreign juristic persons under custodians who have subscribed to the e-Proxy Voting service with TSD may access the system via e-Proxy Voting for Intermediaries.

Proxy forms in printed format may also be requested via Email: Nantawan_aru@thaivivat.co.th.

Yours faithfully,

(Mr. Jiraphant Asvatanakul)

Chief Executive Officer and President



- Translation -

Minutes of the Annual General Meeting of Shareholders 32/2025 of Thaivivat Insurance Public Company Limited

Date April 23, 2025 at 9.00 am

Venue Meeting Room SUN, Thaivivat Insurance Building, 71 Din Daeng Road, Samsen Nai subdistrict, Phaya-Thai District Bangkok, 10400.

Shareholders who attend the meeting.

1 attended shareholders, holding an aggregate number of 225,268 shares 25 proxies, holding an aggregate number of 375,699,777 shares which accounted for Total of 26 shareholders attending, 375,925,045 shares or 99.25% which constitutes a quorum pursuant to the company's Articles of Association (Article 29) that has at least 25 participants and number of shares is not less than one-third of total number of shares.

Directors and Management Committee Members who attended this meeting as follows

There were 10 Directors or 100% who attended the meeting.

The Company's 8 directors who attended the meeting at the meeting room as follows:

- | | |
|---|---|
| 1) Police General Chinnaphat Sarasin | Independent Director and Vice Chairman |
| 2) Mrs. Supaporn Burapakusolsri | Independent Director, the Audit Committee, the Investment Committee, Good Corporate Governance Committee, the Nomination and Remuneration Committee |
| 3) Mrs. Poonsub Sakunee | Independent Director, the Audit Committee |
| 4) Assoc. Prof Dr. Sombat Teeratrakulchai | Independent Director |
| 5) Mr. Jiraphant Asvatanakul | Director, CEO & President and the Investment Committee |
| 6) Mr. Thawan Viranont | Director and the Good Corporate Governance Committee |
| 7) Mrs. Sutepee Asvatanakul | Director, CFO and the Nomination and Remuneration Committee |
| 8) Mr. Kazushi Kawai | Director |

The Company's 2 directors who attended the meeting via electronic as follows:

- | | |
|--------------------------|---|
| 1) Dr. Phisit Setthawong | Independent Director, Chairman and Chairman of the Nomination and Remuneration Committee |
| 2) Mrs. Pranee Phasipol | Independent Director, Chairman of the Audit Committee, Chairman of the Investment Committee and Chairman of the Good Corporate Governance Committee |

There were 4 executives who attended the meeting.

Executive who attended the meeting at the meeting room as follows:

- | | |
|----------------------------------|-------------------|
| 1) Mrs. Sunee Theravithayangkura | Company Secretary |
|----------------------------------|-------------------|



2) Ms. Innapha Tantanavivat Vice President of Accounting, Investment and Product Division

Executives who attended the meeting via electronic as follows:

1) Ms. Janejira Asvatanakul Senior Executive Vice President

2) Mr. Thepphan Asvatanakul Senior Executive Vice President

Vote Counselor Ms. Watida Keawkraisorn from Buraphat Legal Attorney's Office

Meeting recorder Ms. Nantawan Arunpiriyakul Senior Manager and Investor Relations

The Meeting started at 9.00 a.m.

Police General Chinnaphat Sarasin, Vice Chairman, acted as the Chairperson declared the Meeting open and welcomed the shareholders who attended the Meeting for the year 2025 and appointed Miss Nantawan Arunpiriyakul acted as the Meeting moderator, inform the number of quorums, introduce the committee, executives and consultants attending the meeting.

The secretary of the meeting informed the meeting that there were 1 shareholders attending in person holding an aggregate number of 225,268 shares, and 25 proxies, holding an aggregate number of 375,699,777 shares which accounted for Total of 26 shareholders attending, 375,925,045 shares or 99.25% which constitutes a quorum pursuant to the company's Articles of Association.

Secretary of the meeting informs the meeting of the voting procedures for each agenda item by the Chairman asks for opinions from the meeting to consider and vote on each agenda. If any shareholder disapproves or abstains voting, please raise his/her hand. The officer receives voting cards and counts the votes by deducting disapprove and abstain votes from the total number of votes. The Chairman announces the result, if no shareholder raises his/her hand, it deems that all shareholders approve the proposed agenda.

For proxy has been determined to vote in advance, the company records vote as specified by the shareholder instruction.

The meeting acknowledges the voting procedures.

Agenda 1: To consider and approve the Minutes of the Extra Ordinary General Shareholders' Meeting No. 1/2025

The secretary of the meeting proposed the meeting to consider and approve the Minutes of the Extra Ordinary General Shareholders' Meeting No. 1/2025 was held on 6 February 2025, the details were sent to shareholders with the invitation letter and gives the opportunity to shareholders to ask questions.

There were no query; The secretary of the meeting informed the meeting that the vote required of this agenda is majority of shareholders presented at the meeting and are eligible to vote.

The secretary of the Meeting concludes the resolution.

RESOLUTION: The meeting unanimously certifies the minutes of the Minutes of the Extra Ordinary General Shareholders' Meeting No. 1/2025 held on February 6, 2025 with the following numbers of votes:



Approved ... 375,925,045 votes equal to 100% of all votes of shareholders who attend the meeting

Disapproved-.....votes

Abstained-.....votes

Agenda 2: To consider the Board of Directors annual report of the company's performance for 2024

The secretary of the meeting invited Mr. Jiraphant Asvatanakul, CEO and President to report to the meeting.

Mr. Jiraphant informed the meeting that the company's performance in the past year was detailed in the annual report sent to shareholders, which was attached to the invitation letter to the shareholders' meeting. Therefore, the company's performance in 2024 was summarized as follows:

In 2024, the company generated an insurance revenue of 7,078.4 million baht, an increase of 208.8 million baht, representing a 3.0% growth. This revenue included net premiums earned of 6,862.6 million baht, which saw an increase of 155.3 million baht. The growth mainly stemmed from miscellaneous insurance (137.2 million baht), fire insurance (16.3 million baht), and automotive insurance (3.4 million baht). During the year, the company developed new products and services, such as Cancer Microinsurance, CI Microinsurance, and Office Syndrome Care, to meet consumer demands and expand its customer base. Additionally, it introduced new sales channels, including True Money and Shopee, alongside continuous marketing activities.

The company incurred insurance expenses of 5,723.2 million baht, an increase of 3.8 million baht. This rise was primarily due to higher wages and gratuities, totaling 71.3 million baht, and other insurance-related expenses of 47.3 million baht, in line with the growth in net premiums written in 2024. However, compensation claims and claim handling expenses, net of reinsurance, decreased by 114.8 million baht (or 2.8%). This reduction was mainly attributed to the automotive insurance sector, as the flood situation in 2024 was less severe compared to the widespread damage caused by flooding in 2023. Reflecting this, the Loss Ratio improved to 58.5%, down from 64.5% in the previous year. Additionally, the company focused on incorporating innovations to enhance claim management efficiency, refine risk screening systems, and increase the effectiveness of risk distribution. Operating expenses amounted to 1,126.3 million baht, up by 208.7 million baht (22.7%), due to higher support service fees, advertising costs, and marketing promotion expenses.

The company achieved investment profits of 173.2 million baht, an increase of 57.5 million baht, owing to the recovering economic trend in 2024. This recovery was driven by the appreciation of fair value in investment units as the Thai economy started to slow, inflation eased, and the Bank of Thailand reduced interest rates. These factors contributed to higher prices for securities, particularly bonds, as well as investment units abroad.

As a result, the company recorded a net profit of 655.1 million baht in 2024, an increase of 364.0 million baht (125.0%) compared to 2023.



By the end of 2024, the company's total assets stood at 10,115.0 million baht, an increase of 339.7-million-baht (3.5%) year-on-year. Investment assets amounted to 6,780.5 million baht, an increase of 222.8 million baht. These assets included:

- Corporate bonds and government bonds: 4,102.0 million baht
- Equity: 651.5 million baht
- Investment units: 2,014.3 million baht
- Fixed deposits: 10.9 million baht
- Miscellaneous: 1.8 million baht

Premiums receivables were valued at 880.4 million baht, up by 20.6 million baht due to an increased customer base from insurance broker sales.

By the end of 2024, the company's liabilities and equity totaled 10,115.0 million baht, an increase of 339.7 million baht (3.5%) compared to 2023. This included unearned premium reserves amounting to 3,907.2 million baht, an increase of 192.5 million baht due to higher premiums, particularly in automotive insurance and miscellaneous insurance. Claim reserves and outstanding claims payable amounted to 2,775.6 million baht, up by 119.3 million baht, aligning with growth in premiums and claims throughout the year, primarily from automotive and miscellaneous insurance segments.

As the company's core business revolves around non-life insurance, with stakeholders across various dimensions, especially policyholders and beneficiaries, it maintained a Capital Adequacy Requirement Ratio (CAR Ratio) of no less than 140%. This ratio adheres to regulations set by the Office of Insurance Commission (OIC), ensuring business stability and efficiency.

On anti-corruption efforts, the company is approaching the renewal of its membership in the Thai private sector's Collective Action Coalition Against Corruption for the third time, scheduled for September 2025.

The secretary of the Meeting informed the meeting to acknowledge operation result in 2024, this agenda was for acknowledgement, therefore no voting was required, and gave the opportunity to shareholders to ask questions.

There was no query. The secretary of the Meeting concludes the resolution.

RESOLUTION: The meeting acknowledged the report.

Agenda 3: To consider and approve the company's 2024 Financial Statement for the period ending December 31, 2024.

The secretary of the meeting proposed the meeting that the financial statements for the year 2024 were disclosed in the Annual Report submitted to all shareholders together with the invitation letter has been audited by the auditor and reviewed by the Audit Committee and approved by the Board of Directors. The secretary proposed the meeting to consider and approve Company's Financial Statement for the period ending December 31, 2024 and gave the opportunity to shareholders to ask questions.



There was no query; The secretary of the meeting informed the meeting that the vote required of this agenda was majority of shareholders presented at the meeting and were eligible to vote.

RESOLUTION: The meeting unanimously approved the company's Financial Statement for the year 2024 as following numbers of votes:

Approved ... 375,925,045 votes equal to 100% of all votes of shareholders who attend the meeting

Disapprove-.....votes

Abstain-..... votes

Agenda 4: To consider and approve (a) Acknowledgement of Interim Dividend Payment, (b) Approval of the Allocation of Net Profit as Legal Reserve, (c) Approval for the suspension of dividend payment for the operating results of the year 2024.

The secretary of the meeting proposed the meeting that according to the Article of Association No.34, it requires the company to allocate a part of the annual net profit as a reserve not less than 5 percent of net profit, minus cumulative losses (if any) until the reserve is not less than 10 percent of the registered capital. The company has already allocated the legal reserve amounting to 30.3 million baht. However, during the Extraordinary General Meeting of Shareholders No. 1/2568 on February 6, 2025, a resolution was passed to increase the registered capital by 75,750,000 baht, resulting in a change in the company's registered capital to 378,750,000 Baht. Therefore, it is proposed to allocate an additional 7,575,000 Baht from the net profit as a legal reserve to ensure that the company has a complete legal reserve of 10 percent of the registered capital.

The Company has the policy to pay the annual dividend not less than 40% of net profit after tax.

In the year 2024, the company achieved a net profit of 655,054,827 Baht and retained earnings of 554,823,033 Baht, as detailed in the company's annual financial statements ending on December 31, 2024. The net profit per share amounted to 2.16 Baht.

The Board of Directors has resolved to approve the payment of interim dividends on three occasions total 5.10 BTH per share, as detailed below.

BOD's Meeting	Payment Date	Amount Baht/share	Total
No. 5/2024	August 28, 2024	2	606,000,000
No. 6/2024	November 7, 2024	2	606,000,000
No. 2/2025	January 27, 2025	1.10	333,300,000

The total interim dividends paid amount to 1,545,300,000 Baht, derived from the operating results of the year 2024 and the unallocated retained earnings according to the separate financial statements. A comparative summary of dividend payments over the past three years is as follows:

The Board of Directors has resolved to approve the payment of dividends on 3 years, as detailed below.



Dividend Payment	AGM 32/2025	AGM 31/2024	AGM 30/2023
Net Profit (Baht)	655,054,827	291,081,824	216,243,364
Earnings Per Share (Baht)	2.16	0.96	0.71
Number of Share (share)	303,000,000	303,000,000	303,000,000
Dividend Payment Per Share (Baht)	-	0.27	0.29
Interim Dividend Payment	5.10	0.50	-
Total Dividend Payment (Baht)	1,545,300,000	233,310,000	87,870,000
Dividend Payout Ratio	235.90%	80.15%	40.63%

The secretary of the meeting proposed the meeting to consider and approve

(a) Acknowledge the interim dividend payments from the operating results of the year 2024 and the unallocated retained earnings according to the separate financial statements, as resolved in three Board meetings, amounting to 5.10 Baht per share, totaling 1,545,300,000 Baht.

(b) Approve the allocation of net profit as a legal reserve amounting to 7,575,000 Baht.

(c) Approve the suspension of dividend payments from the operating results of the year 2024, and gave the opportunity to shareholders to ask questions.

There was no query; The secretary of the meeting informed the meeting that the vote required of this agenda was majority of shareholders presented at the meeting and were eligible to vote.

The secretary of the Meeting concluded the resolution.

RESOLUTION: The meeting unanimously approved

(a) Acknowledge the interim dividend payments from the operating results of the year 2024 and the unallocated retained earnings according to the separate financial statements, as resolved in three Board meetings, amounting to 5.10 Baht per share, totaling 1,545,300,000 Baht.

(b) Approve the allocation of net profit as a legal reserve amounting to 7,575,000 Baht.

(c) Approve the suspension of dividend payments from the operating results of the year 2024, as following numbers of votes:

Approved ... 375,925,045 votes equal to 100% of all votes of shareholders who attend the meeting

Disapprove-.....votes

Abstain-..... votes

Agenda 5: To consider and approve the election of the Directors replacing the Directors whose term expired

The secretary of the meeting informed the meeting that in every Annual General Meeting, one-third of the total number of the Directors shall vacate their office. In 2024, three directors are due to retire by rotation at the Annual General Shareholders Meeting as follows.



1. Dr. Phisit Setthawong Independent Director, Chairman and Chairman of the Nomination and Remuneration Committee
2. Mrs. Sutepee Asvatanakul Director, CFO and the Nomination and Remuneration Committee
3. Mr. Kazushi KAWAI Director

Due to the expressed intention of Dr. Phisit Setthawong and Mrs. Sutepee Asvatanakul not to extend their terms as directors, the Nomination and Remuneration Committee proposes to the Board of Director's meeting that it is appropriate to nominate Mr. Kazushi KAWAI to resume his position as a director for another term. Additionally, the committee proposes the nomination of Mr. Chalerm Yiengsubhanond as an independent director and Ms. Janejira Asvatanakul as a director to replace those directors who do not wish to extend their terms. The Nomination and Remuneration Committee has reviewed the nomination criteria, considering qualifications and found that Mr. Kazushi KAWAI, whose term is due to expire this year, along with Mr. Chalerm Yiengsubhanond and Ms. Janejira Asvatanakul, possess the necessary qualifications as per the Public Limited Companies Act B.E. 2535 and the Non-Life Insurance Act. They also have the knowledge, capability, and experience relevant to the company's business operations. Therefore, the Board of Directors proposes to the Board meeting that it is appropriate to reconsider the nomination of one director whose term has expired to resume his position for another term and to elect Mr. Chalerm Yiengsubhanond as an independent director and Ms. Janejira Asvatanakul as a company director.

Mr. Chalerm Yiengsubhanond meets the qualifications for an independent director, as defined by the company to be equal to the minimum requirements set by the Securities and Exchange Commission. He is an independent director who can provide opinions freely and in accordance with relevant criteria, as detailed in Enclosure 6. The biographies of the directors nominated this time are provided in Enclosure 3.

The secretary of the Meeting proposed the meeting to consider and elect Mr. Kazushi KAWAI to resume his position as a director for another term and to appoint Mr. Chalerm Yiengsubhanond as an independent director and Ms. Janejira Asvatanakul as a company director to replace those directors whose terms have expired. and gave the opportunity to shareholders to ask questions.

There was no query before voting, the secretary of the meeting informed the meeting that the vote required of this agenda was majority of shareholders presented at the meeting and were eligible to vote and the meeting resolution was voted individually for this agenda.

The secretary of the Meeting concluded the resolution.

RESOLUTION: The meeting unanimously approved to elect Mr. Kazushi KAWAI to resume his position as a director for another term and to appoint Mr. Chalerm Yiengsubhanond as an independent director and Ms. Janejira Asvatanakul as a company director to replace those directors whose terms have expired.as the following numbers of votes:



Mr. Kazushi KAWAI

Approved ... 375,925,045 votes equal to 100% of all votes of shareholders who attend the meeting

Disapprove-.....votes

Abstain-..... votes

Mr. Chalerm Yiengsubhanond

Approved ... 375,925,045 votes equal to 100% of all votes of shareholders who attend the meeting

Disapprove-.....votes

Abstain-..... votes

Ms. Janejira Asvatanakul

Approved ... 375,925,045 votes equal to 100% of all votes of shareholders who attended the meeting

Disapprove-.....votes

Abstain-.....votes

Agenda 6: To consider and appoint the new director.

The secretary of the meeting informed the meeting that the company has been informed by Mrs. Pranee Phasipol and Associate Professor Dr. Sombat Thiratrakoolchai of their intention to resign from their positions as directors, effective April 23, 2025. To fill the vacant director's positions and to ensure the Board of Directors consists of members with diverse expertise, thereby enhancing the efficiency and effectiveness of the Board's functions, the Nomination and Remuneration Committee recommends the nomination of Mr. Thepphan Asvatanakul to the position of director. Mr. Thepphan Asvatanakul meets all the qualifications as per the Public Limited Companies Act B.E. 2535 and the Non-Life Insurance Act, and possesses the knowledge, capability, and experience relevant to the company's business operations. It is proposed that the shareholders' meeting consider the nomination of Mr. Thepphan Asvatanakul to be elected as a director of the company, replacing Mrs. Pranee Phasipol, with a term equal to the remaining term of Mrs. Pranee Phasipol. The biography of Mr. Thepphan Asvatanakul is provided in Enclosure 4.

Following the changes in directors as resolved by this shareholders' meeting, the company will have a total of 9 board members, comprising 4 independent directors, 3 executive directors, and 2 directors.

The secretary of the Meeting proposed the meeting to consider and elect Mr. Thepphan Asvatanakul to be the director of the Company, and gave the opportunity to shareholders to ask questions.

There was no query; The secretary of the meeting informed the meeting that the vote required of this agenda was majority of shareholders presented at the meeting and were eligible to vote.

The secretary of the Meeting concluded the resolution.



RESOLUTION: The meeting unanimously approved to elect Mr. Thepphan Asvatanakul to be a director of the Company as the following numbers of votes:

Approved ... 375,925,045 votes equal to 100% of all votes of shareholders who attended the meeting

Disapprove-.....votes

Abstain-.....votes

Agenda 7: To consider and approve Director's remuneration for the year 2025

The secretary of the meeting reported at the meeting that the Company has a policy to compensate directors at the closely level of industry and sufficiently to retain directors of required qualifications. The Nomination and Remuneration Committee considered and deemed to set up the director's remuneration as follows:

1) Directors' bonus does not exceed 5,000,000 baht, divided into:

1.1) Directors' bonus: 4,000,000 Baht

1.2) Audit Committee's bonus: 1,000,000 THB.

2) Monthly remuneration:

2.1) Chairman/Vice Chairman: 20,000 THB.

2.2) Directors: 15,000 THB.

3) Meeting allowances for the Board of Directors and sub-committees (only for directors attending the meetings), with details as follows

Details of Compensation	2025	2024	2023
1. Bonus			
1) Director's Bonus (Baht /Board)	4,000,000	4,000,000	4,000,000
Number of Directors (Person)	9	10	9
2) The Audit Committee's Bonus (Baht /Board)	1,000,000	1,000,000	1,000,000
Number of Directors (Person)	3	3	3
3) The Nomination and Remuneration Committee	-	-	-
Number of Directors (Person)	3	3	3
4) The Investment Committee (Baht /Board)	-	-	-
Number of Directors (Person)	3	3	3
5) The Good Corporate Governance Committee	-	-	-
Number of Directors (Person)	3	3	3
2. Monthly remuneration			
1) Chairman/Vice Chairman of the Board	20,000	-	-
2) Board members	15,000	-	-
3. Meeting for attendant (Baht / Meeting / Person)			
1) The Board of Director			
- Chairman/Vice Chairman	30,000	30,000	30,000
- Director	20,000	20,000	20,000
2) The Audit Committee			



- Chairman	30,000	30,000	20,000
- Committee	20,000	20,000	20,000
3) The Nomination and Remuneration Committee			
- Chairman	20,000	20,000	20,000
- Committee	20,000	20,000	20,000
4) The Investment Committee			
- Chairman	20,000	20,000	20,000
- Committee	20,000	20,000	20,000
5) The Good Corporate Governance Committee			
- Chairman	20,000	20,000	20,000
- Committee	20,000	20,000	20,000

***No other compensation**

The secretary of the meeting proposed the meeting to consider and approve the Directors remuneration for the year 2025, and gave the opportunity to shareholders to ask questions.

There was no query; The secretary of the meeting informed the meeting that the vote required of this agenda was no less than two-thirds (2/3) of the total number of votes of the shareholders and proxy holder who attended the meeting and were eligible to vote.

The secretary of the Meeting concluded the resolution.

RESOLUTION: The meeting unanimously approved the directors remuneration 2025 as follow :

- 1) Directors' bonus totaling 5,000,000 Baht, divided into:
 - 1.1) Board of Directors' bonus: 4,000,000 Baht
 - 1.2) Audit Committee's bonus: 1,000,000 Baht
- 2) Monthly remuneration:
 - 2.1) Chairman/Vice Chairman of the Board: 20,000 Baht per month
 - 2.2) Board members: 15,000 Baht per month
- 3) Meeting allowances for the Board of Directors and sub-committees for directors attending the meetings, as the following numbers of votes:

Approved ... 375,925,045 votes equal to 100% of all votes of shareholders who attended the meeting

Disapprove-.....votes

Abstain-..... votes

Agenda 8: To consider approve and appoint the external auditor and set auditing fee.

The secretary of the meeting informed the meeting that EY Office Company Limited has been appointed by the 31st Annual General Meeting of Shareholders to be the Company's



auditor for the year 2024, whose term has expired. Therefore, it is proposed that the shareholders' meeting consider the following.

1. Appoint the auditor for 2025 by proposing to any of the following persons to be auditors, who sign for certification of financial statements (Details of the auditor's history as per attachment 5)

Name	CPA Registration No.	No. of year in audit service to the company
Ms. Narissara Chaisuwan	4812	3
Ms. Ratchada Yongsawaswanich	4951	Nil
Ms. Wanwilai Phetsang	5315	Nil
Ms. Sarunya Pradsri	6768	Nil

Remark: Auditors from EY Office Limited are the company auditors and its subsidiaries

2 Auditor fees for the year 2025

	2025	2024	Change	%
1. Fee for the annual financial statements ending 31 December	1,950,000	1,240,000	710,000	57%
2. Fee for review of interim financial statements (3 quarters)	960,000	870,000	90,000	10%
3. Fee for review the Risk-Based Capital (RBC) report for (Quarter 2)	210,000	180,000	30,000	17%
4. Fee for review the Risk-Based Capital (RBC) report for (Quarter 4)	420,000	350,000	70,000	20%
Total	3,540,000	2,640,000	900,000	34%

The Audit Committee considered performance of the auditors in 2024 and agreed that the EY Office auditors had effective result to give useful suggestions to the company and had an extensive experience in auditing many insurance companies and has large international networks that make company adopt international audit standard. Furthermore, such 4 proposed auditors as well as EY Office Limited have no relationship or entry into any transactions which may create the conflict of interest to the company. In 2025, the audit fee is 3,540,000 which represents an increase of 900,000 Baht from the previous year and is considered a reasonable price due to changes in accounting standards. It is deemed appropriate to propose this matter to the shareholders' meeting for approval. Additionally, the company does not utilize any other (non-audit) services from EY Office Limited.

The secretary of the meeting proposed the meeting to consider and approve the auditor appointing and auditing fee and gave the opportunity to shareholders to ask questions.



There was no query; The secretary of the meeting informed the meeting that the vote required of this agenda was majority of shareholders presented at the meeting and were eligible to vote.

The secretary of the Meeting concluded the resolution.

RESOLUTION: The Meeting approved with unanimous votes that Ms. Narissara Chaisuwan and/or Ms. Ratchada Yongsawadvanich and/or Ms. Wanwilai Phetsang and/or Ms. Sarunya Pradsri of The EY Office Limited be appointed as the Company’s auditor for the year 2025, with the audit fee Baht 3,540,000 as the following numbers of votes:

Approved ... 375,925,045 votes equal to 100.00% of all votes of shareholders who attended the meeting
 Disapprove-..... votes
 Abstain-..... votes

Agenda 9: Other business (if any)

The secretary of the Meeting asked whether there were any other matters for consideration and provided opportunities for shareholders to ask questions.

There was no query; then the secretary of the Meeting invited the Chairman of the meeting to close the Meeting.

The Chairman of the Meeting informed the meeting that the 32nd of shareholders meeting had been held correctly and all agendas had been completed. There was neither further question nor other matter raised for consideration, The Chairman of the Meeting then declared the meeting closed and thanked all shareholders to attend the meeting.

The meeting adjourned at 9.31 a.m.

Police General *Chinnaphat Sarasin*
 (Chinnaphat Sarasin)
 Chairman of the Meeting



Annual Report 2025

Thaivivat Insurance Public Company Limited



Annual Report 2025



Financial Report 2025

**Biographies of the proposed Director
(Supporting document for consideration of agenda 5)**

- | | |
|--|--|
| 1. Mrs. Supaporn Burapakusolsri | Independent Director, Chairman of Audit Committee,
Chairman of Investment Committee and Chairman of
Nomination and Remuneration Committee |
| 2. Mr. Jiraphant Asvatanakul | Director, CEO & President , Investment Committee,
Nomination and Remuneration Committee |
| 3. Mr. Thawan Viranont | Director |

The Board of Directors proposes to the Shareholders' Meeting to consider the reappointment of the three directors who are due to retire by rotation, to serve another term. The brief profiles of the directors are as follows:

**Biographies of the proposed Director
(Supporting document for consideration of agenda 5)**



Mrs. Supaporn Burapakusolsri

Address 31 Soi Muban Seri Villa Yaek 4, Nong Bon, Prawet District, Bangkok 10250
Date of Birth February 28, 1953
Age 73 years
Nationality Thai
Present Position Independent Director, Chairman of Audit Committee, Chairman of Investment Committee and Chairman of Nomination and Remuneration Committee

Education background / Training course

- BA. Accounting (Honors), Thammasat University
- MA. Accounting, Thammasat University
- Certified Public Accountant (CPA), Thailand Registration No. 2800
- Public Economy Management for Senior Executive, Class 7, King Prajadhipok's Institute
- Director Certification Program (DCP) DCP172/2013, IOD
- Director Accreditation Program (DAP) DAP87/2011, IOD
- Role of the Compensation Committee Program (RCC) 13/2011, IOD
- Royal Thai Air Force Air War College (RTAF.AWC.) Class 35, Royal Thai Air Force
- Chief Financial Officer Certification Program Class 4, Federation of Accounting Professions
- Thailand Insurance Leadership Program Class 2 - OIC Advance Insurance Institute
- Strategic Airport Development Program, Germany
- Airport Management Commercial Program, Singapore
- Advance Audit Committee (AACP23/2016), IOD

Work Experience

2008 – 2013	Senior Executive Vice President, Planning and Finance Chief Financial Officer (CFO) Airport of Thailand Public Company Limited
2008 – 2012	Director Suvarnabhumi Airport Hotel Company Limited
2015 – 2015	Independent Director, Chairman of Audit Committee, Chewathai Company Limited
2015 – Present	Independent Director, Chairman of Audit Committee, Member of Nomination and Remuneration Committee, Member of Corporate Governance Committee, Chairman of the Risk Management Committee - Chewathai Public Company Limited
2022- April 23, 2025	Independent Director, the Audit Committee, the Investment Committee and the Good Corporate Governance Committee Thaivivat Holdings Public Company Limited

2020 - April 23, 2025 The Good Corporate Governance Committee - Thaivivat Insurance
Public Company Limited

Director position of Thaivivat Insurance Public Co., Ltd.

Director Position Independent Director (appointment, November 14, 2016 – Present)
Chairman of The Audit Committee (appointment, April 23, 2025 – Present)
Chairman of Investment Committee (appointment, April 23, 2025 – Present)
Chariman of Nomination and Remuneration Committee (appointment, April
23, 2025 - Present)

Executive position None

Number of year being as director 9 Years 5 Months If re-elected for another term will be 12 Years 5 Months

Share holding in the company None

Legal matters in dispute No contentious case in past 5 years

Other current position

Listed Company

Independent Director, Chairman of Audit Committee, Member of Nomination and Remuneration
Committee, Member of Corporate Governance Committee, Chairman of Risk Management
Committee - Chewathai Public Company Limited

Other Company None

- Being the directors / executives in other businesses which may generate conflict of interest
with the Company **No**

- Being the close relative to the executive or the major shareholders of the Company or the
Subsidiary Company **No**

Meeting attendance / Number of Meeting

Meeting attendance for Company Director (appointment, November 14, 2016)

	Presented	Held
2025	9	9
2024	8	8
2023	8	8

Meeting attendance for Audit committee (appointment, June 2,2020)

	Presented	Held
2025	7	7
2024	7	7
2023	5	5

Meeting attendance for Nomination and Remuneration Committee (appointment, February 27,2024)

	Presented	Held
2025	3	3
2024	1	1

Meeting attendance for Investment committee (appointment, February 25,2021)

	Presented	Held
2025	4	4
2024	4	4
2023	4	4

**Biographies of the proposed Director
(Supporting document for consideration of agenda 5)**



Mr. Jiraphant Asvatanakul

Address	94/1 Sukhumvit 53 Road Khlong Tan Nuea, Vadhana, Bangkok 10110
Date of Birth	August 9, 1959
Age	66 years
Nationality	Thai
Present Position	Director, President & CEO, The Investment Committee, The Nomination and Remuneration Committee

Education background / Training course

- B.A. Economics, Thammasat University
- Master in Professional Accounting, University of Texas at Austin, U.S.A.
- Diploma, National Defence College, The National Defence Course Class 56
- Thailand Insurance Leadership Program Class 1 - OIC Advance Insurance Institute
- Top Executive Program in Commerce and Trade, Class 8, Commerce Academy, UTCC
- Top Executives Program Class 22, Capital Market Academy
- Strategy and Innovation for Business in Asia (SIBA) Class 2, College of Management Mahidol University
- Diploma, National Defence College, The Joint State - Private Sector Course Class 26
- Super Advanced Leadership Program (Super Vocational Certificate), Class 1, OIC
- Top Executive Program in Commerce and Trade (TEPCoT), Class 8, Commerce Academy
- The Health Ambassador Training Program, Class 1
- Strategy and Innovation for Business in Asia Class 2
- Director Accreditation Program (DAP), Thai Institute of Directors (IOD)

Work Experience

- 1986- Present President and CEO, Investment Committee, Thaivivat Insurance PCL.
- 1993- 2020 Director , Thai Reinsurance PCL.
- 2001 – 2009 Secretary, Thai General Insurance Association
- 2017- 2019 President, Thai General Insurance Association
- 2014 – 2016 Director, Thaire Life Assurance PCL., Life reinsurance
- 2015- 2017 Director and Treasurer, Thai Chamber of Commerce
- 2009 – 2019 Director, T.I.I. Co., Ltd. (Thailand Insurance Institute)

2017 -2019 Director and Secretary General, Thai Chamber of Commerce
 2017 – 2022 Director, General Insurance Fund
 2012 -2021 Director, Nomination and Remuneration Committee, Thai Reinsurance PCL.
 2001- Present Vice Chairman ,Chairman of Investment Committee,
 Road Accident Victims Protection Co., Ltd.
 2013 – Present Director, Thai Insurance Business Council
 2015- Present Director and Treasurer, Thai - Chinese Business Council
 2016 – Present Chairman of Thai - Iran Business Council
 2016 – Present Independent Director, Audit Committee and Nomination and
 Remuneration Committee, Vichitbhan Palm oil PCL.
 2019- Present Director and Advisor of Accounting and Investment Committee, Thai
 General
 2019 – Present Vice Chairman, The Thai Chamber of Commerce
 2019 – Present Advisory - Board of Trade of Thailand
 2020 - Present Chairman, Nomination and Remuneration Committee, Thai Reinsurance PCL.
 2021- Present President & CEO, the Investment Committee, Thaivivat Holdings PCL.

Director position of Thaivivat Insurance Public Co., Ltd.

Director Position Director (appointment, May 12, 1986 – Present)
 The Investment committee (appointment, May 12,2016 – Present)

Executive position President & CEO

Number of year being as director 40 years

Share holding in the company None / holding share in Thaivat Holdings Public company
 Limited 151,471,619 shares
 (person 1,091,114 shares /spouse 4,725,385 shares/A juristic
 person under the controlling power 145,655,120 shares) ,
 50.53 % of total shares with voting rights

Legal matters in dispute No contentious case in past 5 years

Other current position

Listed Company President & CEO, the Investment Committee, Thaivivat Holdings PCL.
 Chairman ,Member of nomination and the Remuneration Committee,
 Thai Reinsurance PCL.
 Independent Director , Member of the Audit Committee, Member of
 the Nomination and Remuneration Committee , Vichitbhan Palmoil PCL.
 Independent Director, Nomination, Remuneration, Corporate Governance,
 and Sustainable Development Committee, SCG JWD Logistics PCL.

Other Company Vice Chairman, Chairman of Investment Committee, Road Accident Victims
 Protection Co., Ltd.
 Director, Mafam Company Limited
 Director, J&A Jewelry Company Limited

Director, Thaivivat Asset Company Limited
 Director, Green Deejing Company Limited
Other Organization Vice Chairman, Thai Chamber of Commerce
 Director, Advisory Director of Account, Finance and Investment Committee - TGIA
 Director, The Federation of Thai Insurance Organizations
 Chairman of Thai - Iran Business Council
 Director and Treasurer, Thai - Chinese Business Council
 Advisory - Board of Trade of Thailand

Being the directors / executives in other businesses which may generate conflict of interest with the Company

Chairman ,Member of nomination and Remuneration Committee, Thai Reinsurance PCL.
 Vice Chairman ,Chairman of Investment Committee,Road Accident Victims Protection Co., Ltd.

Being the close relative to the executive or the major shareholders of the Company or the Subsidiary Company

Mrs. Sutepee Asvatanakul's spouse (Managing Director)
 Father of Ms.Janejira and Mr.Thepphan Asvatanakul
 Brother in Law of Mrs. Sunee Theravithayangkura (Director and Company Secretary)
 Director, CEO & President, Investment Committee, Thaivivat Holdings PCL.
 Director and Shareholder, Mafam Company Limited

Meeting attendance / Number of Meeting

Meeting attendance for Company Director (Appointment, May 12, 1986)

	Presented	Held
2025	9	9
2024	8	8
2023	8	8

Meeting attendance for Investment Committee (Appointment May 12, 2016)

	Presented	Held
2025	4	4
2024	4	4
2023	4	4

Meeting attendance for Nomination and Remuneration Committee (Appointment April 23, 2025)

	Presented	Held
2025	1	3

**Biographies of the proposed Director
(Supporting document for consideration of agenda 5)**



Mr. Thawan Viranont

Address 123 Ramkhamhang 30/1 Hau-mak Bangkokpi Bangkok 10240
Date of Birth March 13,1948
Age 78
Nationality Thai
Present Position Director, Advisor of CEO

Education background / Training course

B.A. Law, Thammasart University
 Director Accreditation Program (DAP), Thai Institute of Directors (IOD)

Work Experience

Senior Executive Vice President, Legal Department, Thaivivat Insurance PCL.
 2020 – April 23, 2025 The Corporate Governance committee, Thaivivat Insurance PCL.
 2022 – April 23, 2025 Director, The Corporate Governance committee Thaivivat Holdings PCL.

Director position of Thaivivat Insurance Public Co., Ltd.

Director Position Director (appointment – renewal, April 29,1987 – Present)

Executive position Advisor of CEO

Other current position None

Number of year being as director 39 years

Share holding in the company None

Legal matters in dispute No contentious case in past 5 years

Being the directors / executives in other businesses which may generate conflict of interest with the Company **No**

Being the close relative to the executive or the major shareholders of the Company or the Subsidiary Company **No**

Meeting attendance / Number of Meeting

Meeting attendance for Company Director (appointment April 29,1987 - Present)

	Presented	Held
2025	7	9
2024	8	8
2023	8	8

**Biographies of the proposed Auditor
(Supporting document for consideration of agenda 7)**

Approved the appointment of auditors of EY Office Limited as the Company's auditor for 2026 with the names and CPA license numbers as follow:

- | | |
|----------------------------|--|
| 1. Ms. Somjai Khunapasut | Certified Public Accountant (Thailand) No. 4499 or |
| 2. Ms. Narissara Chaisuwan | Certified Public Accountant (Thailand) No. 4812 or |
| 3. Ms. Wanwilai Phetsang | Certified Public Accountant (Thailand) No. 5315 or |
| 4. Ms. Saranya Pludsri | Certified Public Accountant (Thailand) No. 6768 |

Any of the above auditors can conduct the audit and express an opinion on the financial statements of the Company.

Biographies of the proposed Auditor

(Supporting document for consideration of agenda 7)



Name : Ms. Somjai Khunapasut
 Certified Auditor No. 4499

Age : 55 years

Education : Master's Degree in Accounting,
 Thammasat University
 Bachelor's Degree in Accounting,
 Chulalongkorn University

Position in the Audit Firm : Partner

Auditing Experiences:

- Thaivivat Insurance Public Company Limited
- Thanachart Insurance Public Company Limited
- The Navakij Insurance Public Company Limited
- FWD Life Insurance Public Company Limited
- Krungthai-AXA Life Insurance Public Company Limited
- Dhipaya Life Assurance Public Company Limited
- Thanachart Capital
- Bangkok Commercial Asset Management
- United Overseas Bank (Thai) Public Company Limited
- TISCO Financial Group / TISCO Bank
- Krung Thai Bank

Relationship or interest or transaction with the Company that may create a conflict of interest with the Company, the subsidiary companies, executives, major shareholders or any persons related thereto: **None**

Biographies of the proposed Auditor
(Supporting document for consideration of agenda 7)

Name : Ms. Narissara Chaisuwan
Certified Auditor No. 4812

Age : 54 years

Education : Master of Science (Accounting)
Chulalongkorn University

Position in the Audit Firm : Partner



Auditing Experiences:

- Thaivivat Holdings Public Company Limited
- Thaivivat Insurance Public Company Limited
- BKI Holdings Public Company Limited
- Bangkok Insurance Public Company Limited
- The Navakij Insurance Public Company Limited
- Krungthai Panich Insurance Public Company Limited
- Road Accident Victims Protection Company Limited
- ERGO Insurance (Thailand) Public Company Limited
- Rabbit Life Insurance Public Company Limited
- T Life Assurance Public Company Limited

Relationship or interest or transaction with the Company that may create a conflict of interest with the Company, the subsidiary companies, executives, major shareholders or any persons related thereto: **None**

Biographies of the proposed Auditor
(Supporting document for consideration of agenda 7)

Name : Ms. Wanwilai Phetsang
Certified Auditor No. 5315

Age : 54 years

Education : Master Degree in Business Administration,
Thammasat University

Position in the Audit Firm : Partner



Auditing Experiences:

- Roojai Insurance Public Company Limited
- Thanachart Capital Public Company Limited
- Krung Thai Bank Plc.
- Mizuho Bank, Ltd. Bangkok Branch
- JMT Network Services Plc.
- Impact Growth Real Estate Investment Trust

Relationship or interest or transaction with the Company that may create a conflict of interest with the Company, the subsidiary companies, executives, major shareholders or any persons related thereto: **None**

Biographies of the proposed Auditor
(Supporting document for consideration of agenda 7)

Name : Ms. Saranya Pludsri
Certified Public Accountant (Thailand) No. 6768

Age : 53 years

Education : Master Degree in Business Administration,
Thammasat University



Position in the Audit Firm: Partner

Auditing Experience : - United Overseas Bank (Thai) Public Company Limited
- Bank Of China (Thai) Public Company Limited
- Mizuho Bank, Ltd. Bangkok Branch
- Tisco Bank Public Company Limited
- JMT Network Services Plc.
- Knight Club Capital Asset Management Public Company Limited
- Tisco Securities Company Limited
- Advance Finance Public Company Limited
- S 11 Group Public Company Limited
- Ratchthani Leasing Public Company Limited
- Heng Leasing Company Limited

Relationship or interest or transaction with the Company that may create a conflict of interest with the Company, the subsidiary companies, executives, major shareholders or any persons related thereto: **None**

Definition of Independent Director

Thaivivat Insurance Public Company Limited has specify the qualification of "Independent Director" **same as** the minimum requirement rules as per the Notification of Capital Market Supervisory Board Tor Jor. 4/2009 which are as under:

1. Holding share not more than 1 percent of total voting rights of the company, its parent company, subsidiary, associated company, major shareholder or controlling person of the company, which shall be inclusive of the shares held by any related persons.
2. Never or used to be an executive director, an employee, a staff member, a salary-based consultant, or a controlling person of the company, its parent company, subsidiary, associated company, subsidiary company in the same level, major shareholder or controlling person of the company, unless the foregoing status has ended for more than 2 years. This is not applied to the independent director who used to be a government officer or consultant of the government organization which hold the company's shares as majority or a controlling person of the company.
3. Do not have any blood relation or any register by laws in term of father, mother, spouse, sibling and children, including the spouse of a child of the executive management, major shareholder, controlling person or the person who might be appointed to be management or the controlling person of the company or its subsidiary
4. Never or used to have business relationship with the company, its parent company, subsidiary, associated company, major shareholders or the controlling person of the company which may disrupt his or her independent discretion and never or used to be a substantial shareholder or a controlling person of any person who has business relationship with the company, its parent company, subsidiary, associated company, major shareholder or controlling person of the company, unless the foregoing relationship has ended for more than 2 years.
The aforementioned of the business relationship includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing asset as collateral, including any other similar actions, which result in the company or counterparty being liable to indebtedness payable to the other party in amount of 3 percent or more of the net tangible assets of the company or 20 million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transaction under the Notification of the Capital Market Supervisory Board concerning regulations in respect of an entering into connected transaction *mutatis*. The combination of such indebtedness shall include indebtedness taking place during the course of 1 year prior to the date on which such a business relationship with the person commences.
5. Never or used to be an auditor of the company, its parent company, subsidiary, associated company, major shareholder or controlling person and not being a substantial shareholder, controlling person or partner of an audit office which employ auditor of the company, its parent company, subsidiary, associated company, major shareholder or the controlling person of the company are belong to, unless the foregoing relationship has ended for more than 2 years.
6. Never or used to be any professional adviser, including a legal advisory and financial advisory who receives an annual service fee exceeding 2 million baht from the company, its parent company, subsidiary, associated company, major shareholder or controlling person of the company, and also not being a substantial shareholder, controlling person or partner of such professional adviser, unless the forgoing relationship has ended for more than 2 years.
7. Do not be the director who has been appointed as a representative of the company, major shareholder or the shareholder related to the company's major shareholder.
8. Do not undertaking any business the nature of which is the same as that of the company and its subsidiaries and which, in any material respect, is competitive with business of the company and its subsidiaries or not being a substantial partner in the partnership or a director who is participate in the management, an employee, a staff member, a salary-based consultant or holding shares more than 1 percent of total voting rights of a company undertaking any business the nature of which is the same as that of the company and its subsidiaries and which, in any material respect, is competitive with business of the company and its subsidiaries.
9. Do not have any characteristics that cannot make the independent opinion regarding the company's operation.

The Independent directors whom are dominated to be a proxy from the shareholders



Mrs. Poonsub Sakunee

Address 386 Thepkunakorn Road, Na Mueang Subdistrict, Mueang District, Chachoengsao Province 24000

Date of Birth February 16, 1954

Age 72 years

Nationality Thai

Present Position Independent Director, The Audit Committee, The Nomination and Remuneration Committee and Chairman of Good Corporate Governance Committee

Education background / Training course

B.A., Accounting, Thammasat University

B.A. Law, Thammasat University

The Civil Service Executive Development Program, Visionary and Moral Leadership Class 45, Civil Service Development Institute (OBEC)

Public Economic Management Course, Class 6, King Prajadhipok's Institute

Advance Certificate Course in Public Administration and Law for Executives Class 9, King Prajadhipok's Institute

Senior Executive Development Program (SEDP), Civil Service Development Institute (OBEC)

High Administrative Justice Administrators (CDC), College of Administrative Justice Office of the Administrative Court Organize training courses

Work Experience

2011 -2012 Deputy Director-General (Primary Executive), Department of Energy Business Ministry of Energy

2012 – 2014 Ministry Inspector (Top Executives) Office of the Permanent Secretary Ministry of Energy

2014- 2020 Ethics Committee, Federation of Accounting Professions under the Royal Patronage of His Majesty the King

2014-2019 Qualified Director Institute of Energy Fund Management (Public Organization)

2018-Present - Civil Service Commissioner with qualifications in administration and management Department of Energy Business, Ministry of Energy

2020-2024 - Public Sector Audit and Evaluation Committee (PAEC), Ministry of Energy

Director position of Thaivivat Insurance Public Co., Ltd.

Director Position Independent Director (appointment, April 28, 2022 – Present)

The Audit Committee (appointment, April 28, 2022- Present)

The Nomination and Remuneration Committee (appointment, April 23, 2025- Present)

Chairman of Good Corporate Governance Committee (appointment, April 23, 2025- Present)

Executive position None

Number of years being as director 4 Years

Shareholding in the company None

Legal matters in dispute No contentious case in past 5 years

Other current position

Civil Service Commissioner with qualifications in administration and management, Department of Energy Business, Ministry of Energy

- Being the directors / executives in other businesses which may generate conflict of interest with the Company **No**

- Being the close relative to the executive or the major shareholders of the Company or the Subsidiary Company **No**

Meeting attendance / Number of Meeting

Meeting attendance for Company Director (appointment April 28, 2022)

	Presented	Held
2025	9	9
2024	8	8
2023	8	8

Meeting attendance for The Audit Committee (appointment April 28, 2022)

	Presented	Held
2025	7	7
2024	7	7
2023	5	5

Meeting attendance for The Good Corporate Governance Committee (*appointment April 23, 2025)

	Presented	Held
2025	1*	2

Meeting attendance for The Nomination and Remuneration Committee (*appointment April 23, 2025)

	Presented	Held
2025	1*	3

Being Stakeholders in the proposed agenda for the meeting on 33/2026

This Independent director who are dominated to be a proxy from the shareholders have no interest than other directors in the proposed agenda of the meeting in any way except Agenda 6 To consider and determine the Pensions of director committee.

The Independent directors whom are dominated to be a proxy from the shareholders



Mr. Chalerm Yiengsubhanond

Address 35 Soi Chan 43, Alley 45, Bang Khlo Subdistrict, Bang Kho Laem District, Bangkok 10120, Thailand.

Date of Birth October 15, 1958

Age 67 years

Nationality Thai

Present Position Independent Director, The Audit Committee, The Good Corporate Governance Committee, The Investment Committee

Education background / Training course

1981 - Bachelor of Engineering, Chulalongkorn University

1983 - Master of Engineering, Asian Institute of Technology

1992 - Certificate in “Development of the Effective Executive” Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University

1996 - Pacific Rim Bankers Program, Pacific Coast Banking School and the University of Washington

Work Experience

1983-1988: System Engineer, IBM Thailand Co., Ltd.

1989-1992: General Manager, Computer Division, Siam Yamaha Co., Ltd.
 Managing Director, Computer and Consultant Services Co., Ltd.
 General Manager, Administration and Personnel Development Division, Siam Yamaha Co., Ltd.
 Vice President, Information Technology, KPN Group

1992-1993: General Manager, Customer Services, Sony Thai Co., Ltd.

1993-1995: Director of Information Technology, Siam City Bank Public Co., Ltd.

1995-1998: Assistant Managing Director, Siam City Bank Public Co., Ltd.

1998-2004: Assistant Managing Director, Thai Vivat Insurance Public Co., Ltd.

2004-2006: Chief Operating Officer, Loxbit Public Co., Ltd.

Jan 2019 - Mar 2023: Executive Director, Thai Chamber of Commerce and Board of Trade of Thailand

Apr 2023 - Mar 2025: Advisor, Thai Chamber of Commerce and Board of Trade of Thailand

Director position of Thaivivat Insurance Public Co., Ltd.

Director Position Independent Director (appointment, April 23, 2025 – Present)
 The Audit Committee (appointment, April 23, 2025- Present)
 The Good Corporate Governance Committee (appointment, April 23, 2025- Present)
 The Investment Committee (appointment, April 23, 2025- Present)

Executive position None

Number of years being as director 1 Years

Shareholding in the company None/ Holding 1,320,000 shares of Thaivivat Holdings PCL, representing 0.44%

Legal matters in dispute No contentious case in past 5 years

Other current position

Civil Service Commissioner with qualifications in administration and management, Department of Energy Business, Ministry of Energy

- Being the directors / executives in other businesses which may generate conflict of interest with the Company **No**

- Being the close relative to the executive or the major shareholders of the Company or the Subsidiary Company **No**

Meeting attendance / Number of Meeting

Meeting attendance for Company Director (*appointment April 23, 2025)

	Presented	Held
2025	4*	9

Meeting attendance for The Audit Committee (*appointment April 23, 2025)

	Presented	Held
2025	5*	7

Meeting attendance for The Good Corporate Governance Committee (*appointment April 23, 2025)

	Presented	Held
2025	1*	2

Meeting attendance for The Investment Committee (*appointment April 23, 2025)

	Presented	Held
2025	3*	4

Being Stakeholders in the proposed agenda for the meeting on 33/2026

This Independent director who are dominated to be a proxy from the shareholders have no interest than other directors in the proposed agenda of the meeting in any way except Agenda 6 To consider and determine the Pensions of director committee.

Chapter 5 General Meeting of Shareholders

Article 27. The Board must arrange the shareholder's annual general meeting within 4 months after the company's accounting period.

Any other shareholder's meeting shall be referenced to as the Extraordinary Shareholder Meeting. The Board can arrange the Extraordinary Shareholder Meeting whenever they see fit or one or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold an extraordinary meeting of shareholders at any time but they shall clearly specify reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five days from the date of receipt of the notice.

In the case of the Board of Directors does not hold such meeting within a specified period, the shareholders who have submitted the request or other shareholders holding the aggregate Existing Provision Proposed Amendment number of shares as prescribed in this Article may hold the meeting by themselves within forty-five days from the lapse of the specified period. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.

In the event that shareholders call an extraordinary general meeting of shareholders by themselves as described in the third paragraph, procedures for sending meeting invitations and disclosure of meeting invitation must be in accordance with any applicable laws, rules, procedures or regulations.

In the case that the quorum of the meeting convened as requested by the shareholders cannot be formed as required by this Articles of Association, the shareholders who requested the meeting shall be jointly responsible for any expenses incurring from the convening of such meeting.

In this regard, the meeting of shareholders can be conducted by means via electronic media, provided that such meeting shall be convened in accordance with the method prescribed under applicable law and regulations at the time, or the relevant law and regulations applied mutatis mutandis. Such meeting of shareholders conducted by means via electronic media bear the same effects as any meeting which the shareholders attend the meeting at the same venue in accordance with the methods at the same venue in accordance with the methods prescribed under the law and these Articles of Association. In the case of a meeting via electronic means, the Company's head office shall be deemed the venue of such meeting.

Article 28. For the shareholder meeting calls, the managing director must send them the invitation letter that specifies the meeting's place, date, time, agenda and proposal, as well as

any other concerning information. This information has to be clearly specified in the invitation letter, whether they are matter for approval or consideration, for the board's fairness on such matter. The letter must be delivered to the shareholder for at least 7 days prior to the meeting.

Also, the meeting call must be advertised in the newspaper, for at least 3 consecutive days and at least 3 days prior to the meeting. If Shareholder's meeting is conducted by means via electronic media a notice of the meeting and supporting documents can be sent by e-mail, provided that such notice and supporting documents shall be sent within the period and the notice of the meeting shall be published in the newspaper for the period prescribed in this paragraph.

Article 29. During the shareholder meeting, regardless of whether the meeting is conducted in physical or by means via electronic media, there must be at least 25 shareholders, or the shareholder's authorized person (if any), attend such meeting; or at least half of the shareholders must attend the meeting and the accumulated amount of shares of attendees must be more than one third of the total sold share; only then such meeting can have the quorum.

In any meeting, after one hour of the appointment passed and there were not enough attendees so the meeting could not require a quorum as specified. If such meeting was called by the shareholders, the meeting would be canceled. However, if such meeting wasn't called by the shareholders and the invitation letter had been sent to the shareholders at least 7 days before the meeting, the quorum was not required in the latter meeting.

The proxy under the first paragraph may be proceeded by electronic means which must use a safe and reliable means to ensure that the proxy is made by the shareholder and in accordance with the criteria prescribed by the public company limited registrar.

Article 30. In the shareholders' meeting, regardless of whether the meeting is conducted in physical or by means via electronic media, the chairperson of the board of managing director will be the chairperson of the meeting. In the event that the board's chairperson is absent or unable to attend the meeting, any of the vice chairperson can be the meeting's chairperson. In the event that there is no vice chairperson, or there is any chairperson but he is unable to attend the meeting, the attended shareholders can choose one of the shareholders to act as the meeting chairperson.

To cast their vote, all shareholders have votes that equal to the amount of the shares they have; simply put: one share equal one vote.

The voting shall be done openly, unless there are more than 5 shareholders make a request that the voting to be done anonymously. The method to cast the vote shall be decided by the meeting's chairperson.

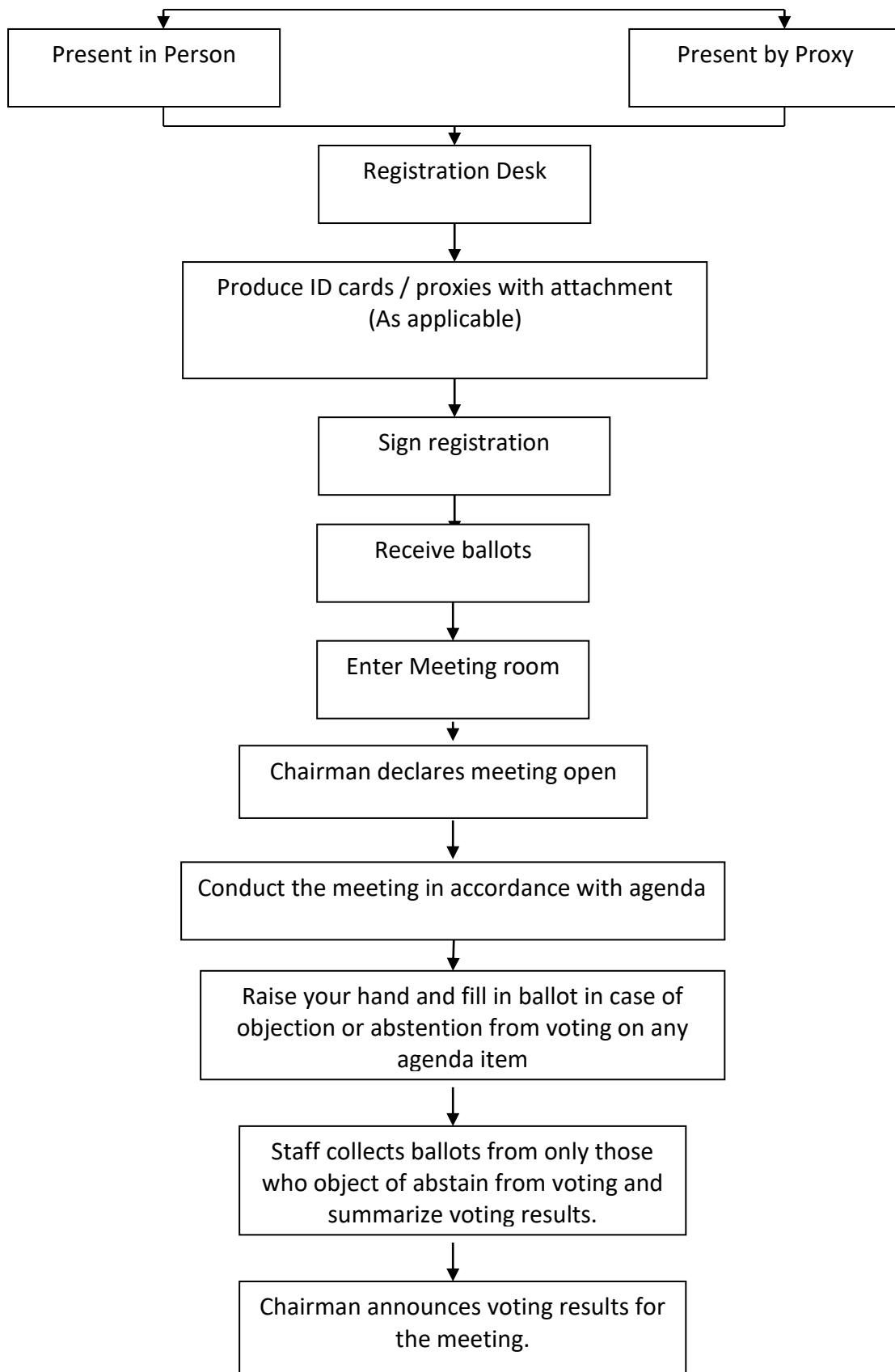
Article 31. A resolution of the meeting of shareholders shall be made by the following votes:

- (1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a vesting vote;
- (2) in the following cases, a vote of note less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) the sale or transfer of the whole or essential part of the business of the company to other persons;
 - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the company;
 - (c) an executing, amending or terminating of contracts with respect to the granting of a hire of the whole or essential part of the business of the company, the entrustment of the management of the business of the company to any other person or the amalgamation of the business with other persons with the purpose of profit and loss sharing;

Article 32. The annual ordinary general meeting of shareholders shall consider the following matters:

- (1) consideration of the report of the Board of Directors concerning the company's operating performance during the preceding year;
- (2) consideration and approval of the balance sheet;
- (3) consideration of the profit allocation;
- (4) election of the directors in place of those directors retiring by rotation;
- (5) appointment of an auditors and determination of remuneration;
- (6) other matters.

Procedures for Attending Annual Meeting of Shareholders



Documents and evidence required for registration of the shareholders meeting attendance:

Proxy and Voting Procedures in the Shareholders Meeting
and Shareholders Meeting Attendance Procedure

1. Proxy Procedure

The company has sent a proxy form as prescribed by the Department of Business Development, Ministry of Commerce, to any shareholder who is unable to attend the ordinary meeting of shareholders no. 33/2026 in person may appoint a proxy in accordance with the follows manners:

- 1) The shareholder may appoint any person according to its intention or appoint any independent directors of the company as a proxy by specifying name and details of the person to whom the shareholder wishes to grant a proxy. The shareholder can appoint only one proxy holder to attend the meeting;
- 2) A 20 Baht duty stamp shall be affixed, crossed out and dated the date of execution of such proxy for validly and legally binding effect;
- 3) submit a proxy form to the company's office within the 28 of April 2026 or at least thirty minutes before the commencement of the meeting so as to allow the company officers to verify such documents before the meeting starts. In any case, regardless of the number of the company's shares held by any shareholder, the shareholder shall not execute a proxy more than one copy or grant a proxy to several proxy holders.

2. Registration prior to the meeting

The company will start the registration of attendance no less than 1 hour prior to the commencement of the meeting or from 08.00 hours, at head office of THAIVIVAT INSURANCE PUBLIC COMPANY LIMITED, located at 71, Dindaeng Road, Samsennai Sub-district, Phayathai District, Bangkok as shown in the map of the meeting venue enclosed.

3. Presentation of documents prior to the meeting

The meeting attendees shall present the following documents (as the case may be) prior to the meeting:

3.1 In case of individual

3.1.1 If the shareholder attends the meeting in person, the shareholder shall present a valid documents issued by governmental agencies, such as identification card, civil servant identification card, driving license or passport, and if there is any change of name-surname , document relating thereto shall be presented.

3.1.2 If the proxy holder attends the meeting, the following documents shall be presented:

- (1) any of proxy forms as enclosed with the notice of meeting signed by the proxy grantor and proxy holder;
- (2) copies of official documents of the shareholders issued by governmental agencies as specified in clause 3.1.1 with "certified true copy" by such shareholders;
- (3) official documents of the proxy holders issued by the governmental agencies as specified in clause 3.1.1

3.2 In case of Juristic person

3.2.1 If the shareholders representative (director) attends the meeting in person,

- (1) official documents of the shareholders representative issued by governmental agencies as specified in clause 3.1.1 for individual;
- (2) copies of company registration certificate of the shareholders and certified true copies by the juristic person representative (director) and specified a statement indicating that such juristic person representative attending the meeting has been authorized to act on behalf on such shareholders in the capacity of juristic person;

3.2.2 If a proxy attends the meeting,

- (1) any proxy forms as enclosed with the notice of meeting signed by juristic person representative (director) acting as proxy grantor and proxy holder;
- (2) copies of company registration certificate of the shareholders and certified true copies by the juristic person representative (director) and specified a statement indicating that such juristic person representative who signed the proxy has been authorized to act on behalf of such shareholders in the capacity of juristic person;
- (3) certified true copies of official documents of the juristic person representative (director) acting as a proxy grantor as specified in clause 3.1.1;
- (4) official documents of the proxy holder issued by governmental agencies as specified in clause 3.1.1 for individual;

3.3 In case of the shareholder is a non-Thai nationality or a juristic person registered under foreign laws

The same set of documents as specified in previous section shall be prepared and presented. Any original documents which are not made in English shall be translated into English and certified correct translation by the shareholder or the juristic person representative as additional attachment.

4. Voting

4.1 Voting Rules

(1) Each shareholder is entitled to votes equal to the number of shares held. One share is equal to one vote. A vote shall be made as “approve”, “disapprove” or “abstain”. Partial vote is prohibited.

(2) In case of casting a vote by proxy, a proxy holder shall cast a vote in accordance with the intention of the shareholder as specified in the proxy only. If the proxy grantor has not specified its intention regarding a vote in the proxy, or it is specified unclearly, the proxy holder is entitled to determine and cast a vote on behalf of the proxy grantor.

(3) A resolution of the meeting shall comprise the following votes:

- a) In normal case, a majority of vote shall be a resolution of the meeting.
- b) In other cases where laws or Articles of Association of the company specify otherwise, it shall proceed with such provision. The chairman or any person designated by chairman shall inform shareholders in the meeting before casting a vote for each agenda.

(4) In case of equality of vote, the chairman of the meeting shall have a casting vote.

(5) Any shareholder who has special interest in any matter shall have no right to vote on

such matter and the chairman of the meeting may request such shareholder to leave the meeting temporary.

(6) A secret vote shall be made if requested by at least 5 shareholders and the meeting has granted a resolution to do so. In this regard, the chairman of the meeting shall determine a procedure for secret vote and inform the meetings thereof before casting a secret vote.

4.2 Voting procedure for each agenda

The chairman or any person designated by chairman shall propose the shareholders to cast a vote for each agenda by show of hands, by asking the meeting that whether shareholder disapproves or abstains in accordance with the following voting procedures:

(1) In case where shareholder attends the meeting in person

If any shareholder disapproves or abstains from voting, such shareholder shall show his hands and mark "disapprove" or "abstain" in voting confirmation ballots as distributed to shareholders at meeting attendance registration process and sign his name, and the company officers shall collect such voting confirmation ballots for further counting purpose.

For any shareholder who does not show his hands in the meeting, it shall be deemed that such shareholder votes "approve" as proposed by the board of director.

(2) In case where a proxy holder attends the meeting

A) A vote for each agenda marked by the shareholder in the proxy form which has been submitted by the proxy holder to the company officer at meeting attendance registration process shall be counted in considering of meeting resolution. A proxy hold is not required to cast a vote in voting ballot.

B) If the shareholder does not specify his intention to vote in the proxy form or his intention is specified unclearly, the proxy holder is entitled to determine and cast a vote on his behalf by following the manners as specified in clause 4.2 (1).

4.3 Vote count and announcement of vote result

At each agenda of the meeting, a vote shall be counted by deducting a vote for disapproval and abstain from voting from total shares of shareholders/proxy holders attending the meeting and having a right to vote, and a vote result for each agenda shall be announced to the meeting regarding the number of votes for approval, disapproval or abstain from voting.



แบบ ก.

Form A

หนังสือมอบฉันทะ

PROXY

อากรแสตมป์

Duty Stamp

20บาท/Baht

เขียนที่.....

Written at

วันที่เดือนพ.ศ.

Date Month Year

ข้าพเจ้า สัญชาติ

I/We Nationality

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Reside at Road Sub district

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

District Province Postal Code

เป็นผู้ถือหุ้นของบริษัท ประกันภัยไทยวิวัฒน์ จำกัด (มหาชน) จำนวนหุ้น หุ้น

Am / are a shareholder of Thaivivat Insurance Public Company Limited, Holding altogether shares

ขอมอบฉันทะให้

Hereby appoint

 (1) ชื่อ อายุปี อยู่บ้านเลขที่

Name age years Resides at Road

ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์.....

Sub district District Province Postal Code

 (2) ชื่อ นางพูนทรัพย์ สุกณี กรรมการอิสระ อายุ 72 ปี อยู่บ้านเลขที่ 386 ถนนเทพคุณากร

Name Mrs. Poonsub Sakunee Independent Director Age 72 years Resides at 386 Thepkunakorn Road

ตำบล/แขวง หน้าเมือง อำเภอ/เขต เมือง จังหวัด ฉะเชิงเทรา รหัสไปรษณีย์ 24000

Sub district Na Mueang District Mueang Province Chachoengsao Postal Code 24000

 (3) ชื่อ นายเฉลิม เยี่ยงสุภานนท์ กรรมการอิสระ อายุ 67 ปี อยู่บ้านเลขที่ 35 ซอยจันทน์ 43 แยก 45

Name Mr. Chalerm Yiengsubhanond Independent Director Age 67 years Resides at 35 Soi Chan 43, Alley 45

ตำบล/แขวง บางโคล่ อำเภอ/เขต บางคอแหลม จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10120

Sub district Bang Khlo District Bang Kho Laem Province Bangkok Postal Code 10120

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569

Each one of the above as my / our proxy to attend and vote on my /our behalf at the Annual General Meeting of Shareholders Year 2026

ในวันที่ 29 เมษายน 2569 เวลา 09.00 น. ณ ห้องประชุมชั้น 1 อาคารประกันภัยไทยวิวัฒน์ เลขที่ 71 ถนนดินแดง แขวงสามเสนใน

on April 29 ,2026 at 9.00 a.m., at conference room the 1st floor Thaivivat Insurance Building, 71 Din Daeng Road, Samsen Nai,

เขตพญาไท กรุงเทพมหานคร 10400 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Phaya Thai, Bangkok 10400 or at any adjournment thereof to any other date, time and venue.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ**Note**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
1. The Shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
2. ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ถือ โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ถือไว้ได้
2. The Shareholder must grant all of the shares to the proxy. The Shareholder may not grant a portion of the Shares to the proxy.

แบบ ข.

Form B

แบบหนังสือมอบฉันทะ

PROXY

อากรแสตมป์

Duty Stamp

20 บาท/Baht

เขียนที่.....

Written at

วันที่เดือนพ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ

I/We Nationality

บ้านเลขที่ ถนน ตำบล/แขวง เขต.....

Reside at Road Sub district District

จังหวัด รหัสไปรษณีย์

Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ประกันภัยไทยวิวัฒน์ จำกัด (มหาชน) จำนวนหุ้น หุ้น

Am / are a shareholder of Thaivivat Insurance Public Company Limited, Holding altogether shares

(3) ขอมอบฉันทะให้

Hereby appoint

(1) ชื่อ อายุ ปี อยู่บ้านเลขที่ ถนน.....

Name age years Resides at Road

ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์.....

Sub district District Province Postal Code

(2) ชื่อ นางพูนทรัพย์ สุกุณี กรรมการอิสระ อายุ 72 ปี อยู่บ้านเลขที่ 386 ถนนเทพคุณากร

Name Mrs. Poonsub Sakunee Independent Director Age 72 years Resides at 386 Thepkunakorn Road

ตำบล//แขวง หน้าเมือง อำเภอ/เขต เมือง จังหวัด ฉะเชิงเทรา รหัสไปรษณีย์ 24000

Sub district Na Mueang District Mueang Province Chachoengsao Postal Code 24000

(3) ชื่อ นายเฉลิม เยื้องศุกพานนท์ กรรมการอิสระ อายุ 67 ปี อยู่บ้านเลขที่ 35 ซอยจันทน์ 43 แยก 45

Name Mr. Chalerm Yiengsubhanond Independent Director Age 67 years Resides at 35 Soi Chan 43, Alley 45

ตำบล//แขวง บางโคล่ อำเภอ/เขต บางคอแหลม จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10120

Sub district Bang Khlo District Bang Kho Laem Province Bangkok Postal Code 10120

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569

Each one of the above as my / our proxy to attend and vote on my /our behalf at the Annual General Meeting of Shareholders Year 2026

ในวันที่ 29 เมษายน 2569 เวลา 09.00 น. ณ ห้องประชุมชั้น 1 อาคารประกันภัยไทยวิวัฒน์ เลขที่ 71 ถนนดินแดง แขวงสามเสนใน

on April 29 ,2026 at 9.00 a.m., at conference room the 1st floor Thaivivat Insurance Building, 71 Din Daeng Road, Samsen Nai,

เขตพญาไท กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Phaya Thai, Bangkok 10400 or at any adjournment thereof to any other date, time and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 32/2568

Agenda 1 To consider and approve the Minutes of the Annual General Meeting of Shareholders No.32/2025.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 2 พิจารณารับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2568

Agenda 2 To consider the Board of Directors annual report of the company's performance for 2025.

เนื่องจากเป็นวาระเพื่อทราบ จึงไม่มีการลงคะแนนเสียง

This agenda was the shareholders' acknowledgment; no voting.

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2568

Agenda 3 To consider and approve the company's 2025 Financial Statement

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 4 พิจารณานุมัติการจัดสรรเงินกำไรสุทธิเป็นทุนสำรองตามกฎหมายและการจ่ายเงินปันผล

Agenda 4 To consider and approve the allocation of the net profit as a legal reserve and dividend payment.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda 5 To consider and appoint directors to replace those who are due to retire by rotation.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The proxy shall vote as per my / our intention as follows:

การแต่งตั้งกรรมการเป็นรายบุคคล

Appoint individually

1. นางสุภาภรณ์ บุรพุกศลศรี

Mrs. Supaporn Burapakusolsri

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

2. นายจิรพันธ์ อัสวะธนกุล

Mr. Jiraphant Asvatanakul

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

3. นายถวัลย์ วิจารณ์นท์

Mr. Thawan Viranont

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2569

Agenda 6 To consider and approve Director's remuneration.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี

Agenda 7 To consider approve and appoint the external auditor and set auditing fee.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 To consider other matters (If any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The votes of the proxy in any agenda is not specified in the proxy form, the vote is not correct and not the vote from myself / Ourselves in the position of shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case, I/We have not specified my/our voting intention in any agenda of not clearly specified of in case the meeting considers or passes resolutions in any matter other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

- หมายเหตุ** 1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

Note

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

2. ผู้ถือหุ้นจะต้องมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ(2) ได้

A shareholder must grant all of the shares specified in Clause (2). The shareholder may not grant a portion of the shares less than those specified in Clause (2) to the proxy.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมไว้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแนบ

In case of the considered agenda is more than the agenda specified in this form, the shareholder can be specified in the attached allonge of the proxy form.

แบบ ค.

Form C

หนังสือมอบฉันทะ

Proxy

อากรแสตมป์

Duty / Stamp

20 บาท / Baht

เขียนที่

Written at

วันที่ เดือน พ.ศ.
Date Month Year

(1) ข้าพเจ้า

I/We,

สำนักงานตั้งอยู่เลขที่ ถนน ตำบล/แขวง

The office resides at Road Sub district

อำเภอ/เขต จังหวัด รหัสไปรษณีย์

District Province Postal Code

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น ให้กับ

Am/are in the business of a custodian for

(2) ซึ่งเป็นผู้ถือหุ้นของ บริษัท ประกันภัยไทยวิวัฒน์ จำกัด (มหาชน) โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม หุ้น
is a shareholder of Thaivivat Insurance Public Company Limited, holding altogether..... Shares

(3) ขอมอบฉันทะให้

Hereby appoint

(1) ชื่อ อายุ ปี อยู่บ้านเลขที่ ถนน

Name age years Resides at Road

ตำบล/แขวง อำเภอ/เขต จังหวัด รหัสไปรษณีย์

Sub district District Province Postal Code

(2) ชื่อ นางพูนทรัพย์ สุกุณี กรรมการอิสระ อายุ 72 ปี อยู่บ้านเลขที่ 386 ถนนเทพคุณากร

Name Mrs. Poonsub Sakunee Independent Director Age 72 years Resides at 386 Thepkunakorn Road

ตำบล/แขวง หน้าเมือง อำเภอ/เขต เมือง จังหวัด ฉะเชิงเทรา รหัสไปรษณีย์ 24000

Sub district Na Mueang District Mueang Province Chachoengsao Postal Code 24000

(3) ชื่อ นายเฉลิม เขียงสุกพานนท์ กรรมการอิสระ อายุ 67 ปี อยู่บ้านเลขที่ 35 ซอยจันทน์ 43 แยก 45

Name Mr. Chalerm Yiengsubhanond Independent Director Age 67 years Resides at 35 Soi Chan 43, Alley 45

ตำบล/แขวง บางโคล่ อำเภอ/เขต บางคอแหลม จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10120

Sub district Bang Khlo District Bang Kho Laem Province Bangkok Postal Code 10120

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2569

Each one of the above as my / our proxy to attend and vote on my /our behalf at the Annual General Meeting of Shareholders Year 2026

ในวันที่ 29 เมษายน 2569 เวลา 09.00 น. ณ ห้องประชุมชั้น 1 อาคารประกันภัยไทยวิวัฒน์ เลขที่ 71 ถนนดินแดง แขวงสามเสนใน

on April 29 ,2026 at 9.00 a.m., at conference room the 1st floor Thaivivat Insurance Building, 71 Din Daeng Road, Samsen Nai,

เขตพญาไท กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Phaya Thai, Bangkok 10400 or at any adjournment thereof to any other date, time and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

- วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 32/2568
- Agenda 1 To consider and approve the Minutes of the Annual General Meeting of Shareholders No.32/2025.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 2 พิจารณารับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัทฯ ในรอบปี 2568
- Agenda 2 To consider the Board of Directors annual report of the company's performance for 2025.
เนื่องจากเป็นวาระเพื่อทราบ จึงไม่มีการลงคะแนนเสียง
This agenda was the shareholders' acknowledgment; no voting.
- วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2568
- Agenda 3 To consider and approve the company's 2025 Financial Statement
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 4 พิจารณานุมัติการจัดสรรเงินกำไรสุทธิเป็นทุนสำรองตามกฎหมายและการจ่ายเงินปันผล
- Agenda 4 To consider and approve the allocation of the net profit as a legal reserve and dividend payment.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ
- Agenda 5 To consider and appoint directors to replace those who are due to retire by rotation.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote as per my / our intention as follows:
- การแต่งตั้งกรรมการเป็นรายบุคคล
Appoint individually
1. นางสุภาภรณ์ บุรพกุลศรี
Mrs. Supaporn Burapakusolsri
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. นายจิรพันธ์ อัสวาทนกุล

Mr. Jiraphant Asvatanakul

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. นายถวัลย์ วิจารณ์

Mr. Thawan Viranont

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการประจำปี 2569

Agenda 6 To consider and approve Director's remuneration.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี

Agenda 7 To consider approve and appoint the external auditor and set auditing fee.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf, as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 To consider other matters (If any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The votes of the proxy in any agenda is not specified in the proxy form, the vote is not correct and not the vote from myself / Ourselves in the position of shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case, I/We have not specified my/our voting intention in any agenda of not clearly specified of in case the meeting considers or passes resolutions in any matter other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried by the proxy in the said meeting shall be deemed as having been carried out by myself/ourselves

ลงชื่อ/Signedผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signedผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

Note

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่มีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
The proxy form C. is valid only in case of the register shareholder is the foreigner and appointed the custodian in Thailand as A depository.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะคือ
The documents attach along with the proxy form as follows :
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
(1) The power attorney from the shareholders to the custodian granted for the action and sign on behalf of the shareholders.
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
(3) The confirmation of the signed person in the proxy form is authorized to do the custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งทั้งชุด หรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda subject to appoint the directors, the shareholder may vote for the whole group or individual director.
5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมไว้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. ตามแนบ
In case of the considered agenda is more than the agenda specified in this form, the shareholder can be specified in the attached allonge of the proxy form C.