

(Translation)



**Minutes of the 2026 Annual General Meeting of the Shareholders of
Dhipaya Group Holdings Public Company Limited**

- Date and Venue** : The 2026 Annual General Meeting of the Shareholders of Dhipaya Group Holdings Public Company Limited (the “**Meeting**”) commenced on Thursday, 23 April 2026, at 1400 hrs. via an electronic platform (E-AGM). The Meeting was broadcast live from the meeting room on the 25th floor of the head office building of Dhipaya Insurance Public Company Limited, No. 1115, Rama 3 Road, Chong Nonsi, Yannawa, Bangkok 10120, via the IR Plus AGM Application, that complies with relevant standards and has been certified by the Electronic Transactions Development Agency (ETDA).
- Chairman of the Meeting** : Mr. Somchainuk Entrakul, Chairman of the Board of Directors
- Secretary of the Meeting** : Mrs. Nonglux Iamchote, Company Secretary
- Participants** : A total of 143 shareholders attended the Meeting, representing an aggregate of 320,506,520 shares, equivalent to 53.9308% of the total issued shares of the Company, thereby constituting a quorum in accordance with the law and the Company’s Articles of Association, comprising:
- 28 shareholders attending the Meeting in person, representing a total of 4,503,956 shares, equivalent to 0.7579%; and
 - 115 shareholders attending the Meeting by proxy, representing a total of 316,002,564 shares, equivalent to 53.1729%.

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Before the Meeting

Mrs. Nonglux Iamchote, the Company Secretary of Dhipaya Group Holdings Public Company Limited (the “**Company**” or “**TIPH**”), having been delegated by the Chairman of the Board of Directors to act as the master of ceremonies of the 2026 Annual General Meeting of Shareholders and as the Secretary of the Meeting (the “**Company Secretary**”), welcomed the shareholders attending the Meeting through the electronic platform of the IR Plus AGM system.

The Company Secretary further informed the Meeting that the Company had arranged for the recording of photographs, video footage, and images of the Meeting for the purposes of record keeping, meeting administration, and public relations dissemination through electronic media, which may include images of shareholders attending the Meeting. In this regard, shareholders may review the Company’s Personal Data Protection Policy to understand how the Company collects, uses, processes, and stores shareholders’ information on the Company’s website at www.dhipayagroup.co.th/th/corporate-governance/personal-data-protection-policies.

The 2026 Annual General Meeting of Shareholders was convened in accordance with the resolution of the Board of Directors Meeting No. 3/2026 held on 27 February 2026, which resolved to conduct the Meeting via electronic means (E-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and Chapter 5, Article 37 of the Company’s Articles of Association. The Company had notified shareholders of the Meeting schedule and agenda through the Company’s website and the news system of the Stock Exchange of Thailand since 27 February 2026.

In addition to facilitating shareholders’ participation, the electronic meeting (E-AGM) also reaffirmed the Company’s commitment to supporting the government’s policies on energy conservation and sustainable operations.

The Company utilized the electronic meeting system of IR Plus AGM, a standardized E-AGM service provider certified for electronic meeting control systems by the Electronic Transactions Development Agency (ETDA). Shareholders were able to review the requirements for registration to attend the electronic Annual General Meeting of Shareholders (E-AGM), proxy procedures, and the IR Plus AGM user manual, which had been delivered together with the Notice of the Meeting as Enclosure 6.

In this regard, the Company had also disseminated the Notice of the Meeting together with supporting documents, Proxy Forms A, B, and C, as well as the Form 56-1 One Report through the news system of the Stock Exchange of Thailand and on the Company’s website in both Thai and English from 23 March 2026 in the form of E-Documents, in order to facilitate shareholders’ convenient and timely access to information in advance, strengthen good corporate governance, and reduce environmental impacts as part of the Company’s sustainable business practices. In addition, the Company delivered printed copies of the Notice of the Meeting to shareholders on 1 April 2026 through Thailand Securities Depository Co., Ltd. as another channel to ensure equal access to the information relating to the Meeting for all shareholders.

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Furthermore, in accordance with the principles of good corporate governance, protection of shareholders' rights, and equitable treatment of all shareholders, the Company provided shareholders with the opportunity to propose meeting agenda items and nominate candidates for election as directors in advance for the 2026 Annual General Meeting of Shareholders during the period from 1 October 2025 to 31 December 2025 via email at companysecretary@dhipayagroup.co.th. Shareholders were also invited to submit questions in advance regarding the Meeting agenda during the period from 23 March 2026 to 22 April 2026 via email at IR@dhipayagroup.co.th, as announced on the Company's website and through the news system of the Stock Exchange of Thailand.

Following the dissemination of the Notice of the Meeting, the Company did not add any additional agenda items, and no shareholder proposed any agenda item or nominated any person for election as a director for consideration at this Meeting.

The directors, executives of the Company, and executives of subsidiaries within the Group attending the Meeting were as follows:

Members of the Board of Directors

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| 1. | Mr. Somchainuk Engtrakul | Director, Chairman of the Board of Directors, and Chairman of the Executive Committee, presiding as the Chairman of the Meeting |
| 2. | Mr. Prasit Damrongchai | Independent Director, Deputy Chairman of the Board of Directors, and Chairman of the Audit Committee |
| 3. | Mr. Sima Simananta | Independent Director, Chairman of the Nomination, Remuneration and Human Resource Management Committee, and Chairman of the Corporate Governance and Sustainability Committee |
| 4. | General Somchai Dhanarajata | Director and Deputy Chairman of the Executive Committee |
| 5. | Mrs. Pantip Sripimol | Independent Director, Chairman of the Risk Management Committee, and Member of the Audit Committee |
| 6. | Mr. Yuttana Yimgarund | Independent Director and Member of the Audit Committee |
| 7. | Captain Dr. Charkrit Soucksakit | Independent Director and Member of the Nomination, Remuneration and Human Resource Management Committee |
| 8. | General Tienchai Rubporn | Director and Member of the Executive Committee |

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| 9. | Mr. Polchak Nimwatana | Director and
Member of the Risk Management Committee |
| 10. | Mrs. Orakul Suebsiri | Director and
Member of the Executive Committee |
| 11. | Miss Panida Makaphol | Director and Member of the Corporate
Governance and Sustainability Committee |
| 12. | Somporn Suebthawilkul, Ph.D. | Director, Member of the Executive Committee,
Member of the Corporate Governance and
Sustainability Committee, Member of the Risk
Management Committee, and Chief Executive
Officer |

The Company's Board of Director consists of a total of 12 directors. Accordingly, the directors attending the 2026 Annual General Meeting of Shareholders represented 100% of the total number of directors of the Company.

Senior Members of the Management of the Company

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| 1. | Mr. Nasis Prasertsakun | Deputy Chief Executive Officer and
Member of the Risk Management
Committee |
| 2. | Mr. Wiboon Fuengparnitjaroen | Chief Financial Officer |
| 2. | Miss Nithivadee Suksomboonwattana | Chief of TIP Group Tech |
| 3. | Miss Duanghathai Rungrojwattana | Chief Human Resources and
Administration Officer |

Executives of the Subsidiaries

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| 1. | Mr. Tone Tansuittiwong | Managing Director, TIP IB Co., Ltd. |
| 2. | Mr. Vichai Likitchaiwan | Managing Director, TIP ISB Co., Ltd. |
| 3. | Mr. Kittinun Phupongphankul | Managing Director,
Insurverse Public Company Limited |
| 4. | Miss Dadchane Srianunruksa | Managing Director,
Amity Insurance Broker Co., Ltd. |
| 5. | Mr. Kollapat Rattanaporn | Managing Director,
DP Survey & Law Co., Ltd. |
| 6. | Mr. Arkhom Maidudchan | Managing Director,
TIP Training Co., Ltd. |
| 7. | Mrs. Nutsara Rittipornpasit | Chief Executive Officer,
Horixon T8 Co., Ltd. |

Company's Auditors: PricewaterhouseCoopers ABAS Ltd.

1. Miss Viphasiri Vimanrat
2. Miss Ponteera Charaskamjornkul

Legal Advisor: Legal State and Consultant Co., Ltd.

1. Mrs. Suchada Satayapat
2. Miss Suwisut Phutthasaeng

The legal experts acted as inspectors, observers, and preparers of the observation report to be disclosed on the Company's website following the conclusion of the Meeting. Such report covered key procedures, including document verification, registration, counting of shareholders and proxies for quorum determination purposes, as well as vote counting for summarizing the shareholders' resolutions, in order to ensure that the Meeting was conducted in accordance with the principles of good corporate governance, transparency, and applicable laws.

The Company Secretary also welcomed Miss Panporn Songwai, a member of the Shareholders' Rights Protection Volunteer Club of the Thai Investors Association, who attended the Meeting as an observer of the Company's Meeting.

The Company Secretary further informed the Meeting that the Company has a paid-up capital of THB 594,292,336.00, divided into 594,292,336 ordinary shares with a par value of THB 1 per share. As of the Record Date on 16 March 2026 for determining the shareholders entitled to attend the Meeting and receive dividends, the Company had a total of 10,289 shareholders entitled to attend the Meeting and receive dividends. For this Meeting, a total of 143 shareholders and proxies attended the Meeting via electronic means (E-AGM), representing 320,506,520 shares, equivalent to 53.9308% of the total issued shares of the Company, thereby constituting a quorum in accordance with the law and the Company's Articles of Association, comprising:

- 28 shareholders attending the Meeting in person, representing 4,503,956 shares, equivalent to 0.7579%; and
- 115 shareholders attending the Meeting by proxy, representing 316,002,564 shares, equivalent to 53.1729%.

Beginning of the Meeting:

Mr. Somchainuk Engtrakul, the Chairman of the Meeting (the "**Chairman**"), declared the 2026 Annual General Meeting of Shareholders open and assigned the Company Secretary to explain the agenda items for the Meeting and voting procedures for each agenda item to the shareholders prior to the commencement of the consideration of the agenda items of the 2026 Annual General Meeting of Shareholders.

The Company Secretary informed the Meeting that the agenda items for the 2026 Annual General Meeting of Shareholders were those specified in the Notice of the Meeting previously delivered to the shareholders, and the voting procedures were as follows:

1. Voting Procedures

Each shareholder shall have voting rights equal to the number of shares held or represented by proxy, whereby one share shall be entitled to one vote, in accordance with Article 40 of the Company's Articles of Association. Shareholders may cast their votes either in approval, disapproval, or abstention on each agenda item, and may vote in only one manner. Shareholders having a special interest in any agenda item shall not be entitled to vote on such agenda item.

The Company utilized the e-Proxy Voting service provided by Thailand Securities Depository Co., Ltd. (TSD). In the event that shareholders were unable to attend and vote in person, shareholders were able to exercise their rights by appointing a proxy through the electronic proxy voting channel (e-Proxy Voting) as an additional channel for shareholders' convenience.

For shareholders and proxies attending the Meeting via electronic means, voting on every agenda item was conducted through the IR Plus AGM system. Shareholders were required to confirm their voting intention by selecting either "Approve", "Disapprove", or "Abstain" by clicking the relevant button displayed on the screen and then clicking the "Confirm" button. Shareholders who did not cast their votes through the system would be deemed to have voted "Approve". The voting period for each agenda item was fixed at one minute, after which the voting would be closed automatically. However, proxies for whom the grantors had specified voting instructions in the proxy forms were not required to cast votes again through the IR Plus AGM system, as the Company had collected and recorded such votes in the system.

In this regard, after the commencement of the Meeting, shareholders or proxies were able to cast votes in advance for all agenda items through the IR Plus AGM system or cast votes separately during the consideration of each agenda item, whereby the system would compile the voting results upon the closing of each respective agenda item.

2. Vote Counting Procedures

The Company would combine the votes cast by shareholders attending the Meeting in person and proxies who had submitted votes in advance as the total votes for each agenda item, and would deduct votes cast as "Disapprove", "Abstain", and invalid ballots. The remaining votes would be deemed votes cast as "Approve" for such agenda item.

Under normal circumstances, resolutions shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes. In the event of a tie vote, the Chairman of the Meeting shall have an additional casting vote, in accordance with Sections 104 and 107(1) of the Public Limited Companies Act B.E. 2535 (1992) and Article 41.1 of the Company's Articles of Association.

3. Resolutions of the Shareholders' meeting

Agenda Item 1: To acknowledge the report of the Company's 2025 operating results was for acknowledgement only, and therefore no voting was required.

Agenda Items 2, 3, 4, and 6 were required to be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

Agenda Item 5: To consider and approve the directors' remuneration for the year 2026 was required to be approved by votes of not less than two-thirds (2/3) of the total votes of the shareholders attending the Meeting.

Agenda Item 7: To consider and approve the issuance and offering of debentures in an aggregate amount not exceeding THB 3,000 million was required to be approved by votes of not less than three-fourths (3/4) of the total votes of the shareholders attending the Meeting and entitled to vote.

4. Agenda Item 4: To consider the election of directors to replace those retiring by rotation, the nominated directors would be proposed for shareholders' voting on an individual basis, and the voting results would also be announced on an individual basis.

5. Prior to passing resolutions on each agenda item, the Company provided shareholders and proxies with the opportunity to raise questions or express opinions relevant to the agenda item under consideration through the IR Plus AGM system, as appropriate. Shareholders could select the question icon displayed under each agenda item and type their questions into the IR Plus AGM system, or ask questions via VDO CALL by selecting the headset icon displayed at the top of the screen, then typing a preliminary question and waiting to be contacted by the Company's staff.

The Company would compile all questions and respond to them after all agenda items had been completed. In the event that a large number of questions were submitted, in order to maintain the efficiency and timing of the Meeting, the Company would respond to questions relating to the relevant agenda items after the conclusion of the Meeting via the email addresses registered by the shareholders, and would further compile such questions and responses in the form of Q&A on the Company's website.

6. The Company Secretary would inform the Meeting of the voting results for each agenda item. The voting results would include votes cast by shareholders attending the Meeting in person and by proxy, whereby the number of shares of the shareholders attending the Meeting latest in each respective agenda item would be used as the basis for vote counting.

Thereafter, no shareholder raised any questions, objections, or expressed any disagreement with the voting and vote-counting procedures described above. The Chairman then proceeded with the Meeting in accordance with the agenda items set out in the Notice of the Meeting delivered to the shareholders, comprising a total of eight agenda items, as follows:

Agenda Item 1 To acknowledge the report of the 2025 operating results

The Chairman assigned Somporn Suebthawilkul, Ph.D., Chief Executive Officer, to report on this agenda item.

Somporn Suebthawilkul, Ph.D. reported to the Meeting that Section 113 of the Public Limited Companies Act B.E. 2535 (1992) requires the Board of Directors to deliver the annual report to shareholders together with the notice convening the Annual General Meeting of Shareholders.

In addition, Article 42.1 of the Company's Articles of Association provides that the business to be conducted at the Annual General Meeting shall include consideration of the report of the Board of Directors presented to the Meeting concerning the Company's operating results for the preceding year. The Company's operating results for the year 2025 were disclosed in the Annual Registration Statement/Annual Report 2025 (Form 56-1 One Report) in QR Code format, which had been delivered to shareholders together with the Notice of the Annual General Meeting of Shareholders, as detailed in Enclosure 1.

In this regard, the Board of Directors considered and resolved to propose to the Annual General Meeting of Shareholders that the Meeting acknowledge the Company's operating results for the year 2025 as follows:

Operating Results of the Company

During 2025, Dhipaya Group Holdings Public Company Limited (the "**Company**" or "**TIPH**") and its group companies continued to conduct their businesses with the objective of creating sustainable long-term growth for the Group under the "One Connected Group" concept. Under this approach, the Company serves as the central entity in setting strategic directions and supporting the business operations of companies within the Group in order to establish unified standards, reduce duplication, and enhance efficiency in all dimensions through collaboration among all group companies. Technology has been adopted as a key driving mechanism (Tech Backbone) to strengthen competitiveness and support sustainable growth. The Company also aims to establish a strong Insurance & Financial Ecosystem to support future changes and growth, while seeking new investment opportunities capable of continuously enhancing operating performance, in order to achieve the Company's goal of becoming a leading regional insurance and financial business group capable of delivering sustainable returns to shareholders and all stakeholders.

With respect to the management of each business group, in addition to Dhipaya Insurance Public Company Limited ("**TIP**") serving as the Group's core company, the Company determines strategic directions, manages, and supports each business group through its respective Flagship Company, comprising management teams with genuine expertise in each respective business. At present, the Company's businesses are divided into the following three business groups:

1) Insurance Business Group under TIP IB Co., Ltd. (“**TIP IB**”)

The Insurance Business focuses on investments in insurance businesses both domestically and internationally in order to enhance integrated insurance services and drive growth across all insurance sectors, including non-life insurance, life insurance, and digital insurance businesses, both domestically and internationally, particularly within the ASEAN region.

2) Insurance Support Business Group under TIP ISB Co., Ltd. (“**TIP ISB**”)

The Insurance Support Business focuses on investments in businesses that are important to the insurance business ecosystem (Insurance Ecosystem) in order to support the Company’s insurance operations and enhance the long-term competitiveness of the Group.

3) Other Business Group under TIP Exponential Co., Ltd. (“**TIPX^x**”)

The Other Business Group focuses on investments in businesses with high growth potential in line with future global changes and emerging New Mega Trends, capable of generating attractive returns and business synergies for the Group, while also expanding the Company’s revenue and profit growth base into other sectors, such as technology businesses, financial businesses, wealth management businesses, and healthcare service businesses.

The shareholding structure within TIPH Group is similarly divided into three business groups, namely the insurance business group, the insurance support business group, and the other business group. Such structure clearly reflects TIPH’s position as an Insurance and Financial Group, with Dhipaya Insurance Public Company Limited (“**TIP**”), in which TIPH holds 99.05% of the shares, serving as the Group’s core company.

The shareholding structure of TIPH in each business group through the respective Flagship Companies is as follows:

1) **Insurance Business Group** is operated under TIP IB Co., Ltd. (“**TIP IB**”), consisting of:

- Insurverse Public Company Limited (“**insurverse**”)
- Dhipaya Life Assurance Public Company Limited (“**TIP Life**”)

2) **Insurance Support Business Group** is operated under TIP ISB Co., Ltd. (“**TIP ISB**”), consisting of:

- DP Survey & Law Co., Ltd. (“**DP Survey**”)
- Amity Insurance Broker Co., Ltd. (“**Amity**”)
- T I P Training Co., Ltd. (“**T I P Training**”)
- HoriXon T8 Co., Ltd. (“**HoriXon T8**”)

3) **Other Business Group** is operated under TIP Exponential Co., Ltd. (“**TIPX^x**”), consisting of:

- Mee Tee Mee Ngern Co., Ltd.
- Ngern Dee Dee Co., Ltd., a joint venture company between Mee Tee Mee Ngern Co., Ltd. and Government Savings Bank

With respect to the Company's significant investment developments in 2025, the Company made an additional investment in Dhipaya Life Assurance Public Company Limited ("TIP Life") in the proportion of 3.75% through TIP IB Co., Ltd. ("TIP IB"), resulting in the Company holding an aggregate shareholding of 21.34%. Following the transaction, TIP Life has become an associate company of the Company. Consequently, the Company has been able to recognize its share of profits from the investment in TIP Life in the Company's consolidated financial statements from the third quarter of 2025 onwards.

The operating results of the companies under TIPH Group for the year 2025 were as follows:

Dhipaya Insurance Public Company Limited or TIP, as the Group's core company, recorded total gross written premiums of THB 32,258.54 million in 2025, representing a decrease of THB 568.80 million or 1.73% compared to the previous year. Such decrease was attributable to the impacts of both structural market factors and foreign exchange volatility, resulting in a 2.47% decrease in gross written premiums for non-motor insurance business, while motor insurance premiums increased by 0.91%. The breakdown of TIP's gross written premiums by product category was as follows:

- Miscellaneous insurance premiums amounted to THB 21,491.22 million, representing 66.61% of total gross written premiums;
- Motor insurance premiums amounted to THB 7,253.96 million, representing 22.49% of total gross written premiums;
- Fire insurance premiums amounted to THB 2,869.55 million, representing 8.90% of total gross written premiums; and
- Marine and transportation insurance premiums amounted to THB 643.81 million, representing 2.00% of total gross written premiums.

In 2025, TIP continued to maintain its position as the market leader in the non-motor insurance sector, with total gross written premiums of THB 25,004.58 million and a market share of 18.86%. Despite various crises and major natural disasters during the year, including the earthquake incident and flooding in Southern Thailand, TIP was able to maintain its profitability, reflecting the effectiveness of its risk management strategy and prudent corporate management. TIP recorded a net profit of THB 914.50 million, representing a decrease of 37.33%, primarily attributable to the decline in insurance operating results arising from the earthquake incident, which was considered a one-time event and is not expected to recur, as well as the flooding incident in Hat Yai, Southern Thailand. In this regard, TIP had implemented enterprise risk management measures by purchasing additional Excess of Loss (XOL) reinsurance coverage for catastrophic losses in the amount of THB 407.06 million, resulting in the Company recognizing a net retention loss of only THB 245.00 million. As of the end of 2025, TIP's total shareholders' equity amounted to THB 9,421.08 million, representing an increase of 14.00%.

The financial strength and management efficiency of TIP, as the Group's core company, were also reflected in its receipt of the "A-" (Excellent) financial strength rating with a "Stable" outlook from AM Best, a U.S.-based rating agency specializing in the

insurance industry, for the seventh consecutive year, representing the highest rating in the Thai non-life insurance industry. In addition, TIP maintained its corporate credit rating at “AAA” with a “Stable” outlook from TRIS Rating for the fourth consecutive year, which remains the highest rating among Thai non-life insurance companies. Such ratings serve as evidence of the stability and reliability of the Company’s insurance business and its readiness to stand alongside customers, shareholders, and all stakeholders under all circumstances.

Insurance Business Group: The operating results of the Insurance Business Group under TIP IB Co., Ltd. (“**TIP IB**”) were as follows:

1) Insurverse Public Company Limited (“insurverse”) in which the Company holds an 80.00% shareholding through TIP IB, operates Thailand’s first fully digital insurance business.

In 2025, insurverse continued to drive growth by expanding both its motor and non-motor insurance portfolios in order to diversify risks, while maintaining prudent underwriting policies and setting premium rates in line with risk levels. Combined with the significant growth in its customer base during the year, insurverse reported significantly improved operating results in 2025, as follows:

- Gross written premiums amounted to THB 272.23 million, representing an increase of THB 166.06 million or 156.42%.
- Net loss decreased to THB 49.79 million, representing a significant reduction of THB 30.49 million or 37.98%. Most of the losses were incurred during the first half of 2025, while during the second half of 2025 insurverse began reaching its business breakeven point.

2) Dhipaya Life Assurance Public Company Limited (“TIP Life”), in which the Company holds an aggregate shareholding of 21.34% through Dhipaya Insurance Public Company Limited (“**TIP**”) and TIP IB Co., Ltd. (“**TIP IB**”), reported the following operating results in 2025:

- Gross written premiums amounted to THB 8,024.00 million, representing a decrease of THB 569.00 million or 6.62%.
- Through effective underwriting risk management, TIP Life continued to generate underwriting profit of THB 161.10 million, representing an increase of THB 77.85 million or 93.51%. Meanwhile, TIP Life recorded investment income after expenses of THB 497.32 million, representing a decrease of THB 70.23 million or 12.37%.
- Net profit amounted to THB 658.42 million, representing an increase of THB 7.61 million or 1.17%.

As a result of TIPH’s additional investment in TIP Life through TIP IB, TIPH recognized its share of profit from the investment in TIP Life as an associate company in the Company’s consolidated financial statements for the third and fourth quarters of 2025 in the aggregate amount of THB 102.52 million.

Insurance Support Business: The operating results of the Insurance Support Business Group under TIP ISB Co., Ltd. (“**TIP ISB**”) were as follows:

1) DP Survey & Law Co., Ltd. (“DP Survey”), in which the Company holds a 75.00% shareholding through TIP ISB, engages in the business of providing comprehensive accident survey and loss assessment services for the non-life insurance industry. In 2025, DP Survey reported the following operating results:

- Total revenue amounted to THB 618.61 million, representing an increase of THB 104.24 million or 20.27%.
- Net profit amounted to THB 68.01 million, representing an increase of THB 17.98 million or 35.94%.

2) Amity Insurance Broker Co., Ltd. (“Amity”), in which the Company holds a 75.00% shareholding through TIP ISB, engages in the business of providing comprehensive non-life insurance brokerage services. In 2025, Amity reported the following operating results:

- Total revenue amounted to THB 376.57 million, representing an increase of THB 47.97 million or 14.60%.
- Net profit amounted to THB 16.03 million, representing an increase of THB 1.75 million or 12.29%.

3) T I P Training Co., Ltd. (“T I P Training”), in which the Company holds an aggregate shareholding of 69.90% through TIP, TIP Life, DP Survey, and Amity, engages in the business of providing comprehensive training, personnel development, and consultancy services for the insurance and financial industries. In 2025, T I P Training reported the following operating results:

- Total revenue amounted to THB 53.01 million, representing an increase of THB 13.48 million or 34.10%.
- Net profit amounted to THB 16.79 million, representing an increase of THB 5.13 million or 44.00%.

4) HoriXon T8 Co., Ltd. (“HoriXon T8”), in which the Company holds a 51.00% shareholding through TIP ISB, engages in the business of providing technology services and digital solutions to enhance the Insurance Ecosystem for the insurance industry through AI-Powered Digital Transformation, including product development, project services, technology personnel services, and IT management and maintenance services.

In 2025, which was the first year of its business operations, HoriXon T8 recorded total revenue of THB 58.59 million and was able to generate a net profit in its first year of operation, with net profit amounting to THB 0.86 million.

Other Business Group: The group, operated under TIP Exponential Co., Ltd. (“TIPX^x”), includes Mee Tee Mee Ngern Co., Ltd. (“**Mee Tee Mee Ngern**”), a joint venture among three companies, in which the Company holds a 31.00% shareholding through TIPX^x, while Government Savings Bank holds 49%, and Bangchak Corporation Public Company Limited holds 20%.

Mee Tee Mee Ngern engages in the business of providing loans, mortgage, and land sale with right of redemption services in order to enhance access to formal sources of funding for individuals and SMEs nationwide. In 2025, Mee Tee Mee Ngern reported the following operating results:

- Total revenue amounted to THB 607.24 million, representing an increase of THB 142.96 million or 30.79%.
- Net profit amounted to THB 177.03 million, representing an increase of THB 47.45 million or 36.62%.

The significantly improved operating results of the Group’s associate companies and subsidiaries, as described above, reflect the success of the Company’s investments following its restructuring into a holding company structure, as well as the growth potential and profitability of the Group’s subsidiaries and associates. As a result, in 2025 the Company was able to generate additional net profit from investments in other companies, apart from the net profit contributed by TIP, as the Group’s core company, in the amount of THB 89.08 million, representing an increase of THB 53.00 million or 146.94% compared to the previous year. Accordingly, in 2025, the Company recorded net profit of THB 1,003.58 million and total shareholders’ equity of THB 9,371.03 million, representing an increase of 16.51%.

Financial Strength

In 2025, the Company maintained its corporate credit rating of “AA” with a “Stable” outlook from TRIS Rating, one of Thailand’s leading credit rating agencies. This continued to represent the highest corporate credit rating among holding companies in Thailand for the fourth consecutive year, reflecting the strong financial position of the Company and its group companies.

Corporate Governance and Sustainability

The Company’s commitment to conducting business in accordance with the principles of good corporate governance and sustainability resulted in the following achievements in 2025:

- The Company received an “Excellent” (5-star) Corporate Governance Rating from Thai Institute of Directors Association (“IOD”) for the third consecutive year.
- The Company was selected as a “SET ESG Ratings” company at the “AA” level in the Financials Industry Group by Stock Exchange of Thailand.
- The Company was elevated to the status of “CAC Change Agent” under the Thai Private Sector Collective Action Against Corruption (“CAC”), reflecting the Company’s

commitment to conducting business ethically, transparently, and sustainably, as well as promoting clean supply chain practices among its business partners.

- The Company received a full score of 100 points in the 2025 AGM Checklist assessment for the eighteenth consecutive year under the AGM quality assessment project for listed companies conducted by the Stock Exchange of Thailand.

Moving forward, the Company together with all companies within the Group will continue to pursue strong and sustainable growth, while seeking new investment opportunities alongside driving social missions, good corporate governance, and comprehensive stakeholder consideration. The Company remains committed to achieving economic growth in parallel with social and environmental development, while continuing to deliver sustainable returns to shareholders.

The Chairman invited shareholders to raise questions and express additional opinions on this agenda item through the IR Plus AGM system.

Shareholders had submitted questions in advance and raised additional questions through the IR Plus AGM system, to which the Company responded. The key points may be summarized as follows:

1. Miss Panpaporn Songwai, a member of the Shareholders' Right Protection Volunteer Club of Thai Investors Association, inquired further regarding the earthquake incident in Myanmar in 2025 which resulted in the collapse of the State Audit Office ("SAO") building, for which TIPH was one of the insurers. She asked whether the compensation process had been completed and whether the incident had affected TIPH in any way.

Somporn Suebthawilkul, Ph.D., responded that the insurance coverage for the SAO building was co-underwritten by four insurance companies, with Dhipaya Insurance Public Company Limited ("TIP") acting as the lead underwriter with a participation share of 40%, while the remaining shares were co-underwritten by Bangkok Insurance Public Company Limited at 25%, Indara Insurance Public Company Limited at 25%, and Viriyah Insurance Public Company Limited at 10%.

The incident has not affected TIPH's operations in any way, as TIP had obtained reinsurance coverage for catastrophic losses under an Excess of Loss (XOL) arrangement. Even though TIP may be required to indemnify the SAO in accordance with the policy terms, TIP would receive recoveries from the reinsurers. The Company has estimated total claims reserves at approximately THB 3,800 million, of which approximately THB 1,000 million relates to the estimated loss arising from the collapse of the SAO building.

Nevertheless, the policy contains an exclusion relating to losses arising from faulty design, including the use of substandard construction materials. At present, the Company has coordinated with the State Audit Office to provide supporting documents and claim details to the co-insurers for consideration in accordance with the terms and conditions of the insurance policy.

Notwithstanding the faulty design exclusion, the policy coverage also extends to consequential loss arising from such defects. This means that if the collapse was caused by faulty design or substandard construction materials, only the damage to the SAO building itself would be excluded from coverage, whereas damage caused to other properties as a consequence of the building collapse would remain covered under the policy. The preliminary estimate of the insurance claims is approximately THB 1,000 million, which includes consequential loss. Accordingly, the incident did not have any impact on the operating results of TIPH.

2. Mr. Chayawat Karawawattana, a shareholder attending the Meeting in person, inquired whether the reinsurance market in 2026 was expected to remain in a hard market condition, particularly for property and motor insurance, and how the Company manages reinsurance costs in order to prevent insurance expenses from becoming excessively high.

Somporn Suebthawilkul, Ph.D., responded that the companies within the TIPH Group, including Dhipaya Insurance Public Company Limited (“TIP”) as the Group’s core company, had completed negotiations and entered into reinsurance agreements for the year 2026 with all reinsurers since late 2025. Accordingly, the current war situation does not affect the Company’s reinsurance arrangements or reinsurance costs for the year 2026. However, if the situation continues into the negotiation period for the 2027 reinsurance contracts, the Company may be impacted to a certain extent. The Company will continue to closely monitor developments in order to manage the situation for the greatest benefit of the Company.

In addition, TIP has an effective risk management system, including appropriate grouping and classification of risks according to risk levels, resulting in a favorable loss ratio. Combined with effective analysis of future risk trends, this has enabled the Company to continue receiving favorable terms and conditions that maintain its competitive advantage even during hard market conditions.

With respect to the Retention Policy, the Company has established appropriate retention levels for each class of risk in order to manage costs efficiently.

Furthermore, the long-standing cooperation and strong relationships with international reinsurance partners enable the Company to receive continued support in underwriting capacity, as well as the exchange of knowledge and expertise in various areas. As a result, the Company continues to maintain its leadership position and competitive strength within the domestic insurance industry.

As no shareholder raised any questions or expressed any additional opinions, and since this agenda item was for acknowledgement only, no voting was required. The Chairman then assigned the Company Secretary to summarize the resolution of this agenda item.

The Company Secretary informed the Meeting that, since this agenda item was for acknowledgement only, no voting was required, and therefore summarized the resolution as follows:

Resolution: The Meeting acknowledged the report of the 2025 operating results.

Agenda Item 2 To consider and approve the financial statements for the year ended 31 December 2025

The Chairman assigned Somporn Suebthawilkul, Ph.D., Chief Executive Officer, to present this agenda item to the Meeting.

Somporn Suebthawilkul, Ph.D., informed the Meeting that Section 112 of the Public Limited Companies Act B.E. 2535 (1992) and Article 50 of the Company's Articles of Association require the Board of Directors to prepare the balance sheet and profit and loss statement as of the end of the Company's accounting period (which ends on 31 December of each year) and submit them to the Annual General Meeting of Shareholders for consideration and approval. The Board of Directors must also arrange for the financial statements to be audited by the auditors before submission to the shareholders' meeting.

In addition, Article 42.2 of the Company's Articles of Association provides that the business to be conducted at the Annual General Meeting of Shareholders shall include consideration and approval of the balance sheet, profit and loss statement, and auditors' report.

The Board of Directors considered and resolved to propose to the Annual General Meeting of Shareholders for consideration and approval the financial statements for the year ended 31 December 2025, which had been reviewed by the Audit Committee and the Board of Directors and audited by PricewaterhouseCoopers ABAS Ltd., the Company's auditors. Details thereof appear in the 56-1 One Report, which had been published and delivered to shareholders in advance together with the Notice of the Meeting. The key summaries of the Company's financial statements for the year 2025 are as follows:

1) **Consolidated financial statements** for the year 2025 summarized as follows:

Insurance revenue	THB	33,262.65	million
Investment income	THB	811.35	million
Net profit	THB	1,025.05	million
Earning per share	THB	1.69	
Assets	THB	39,076.65	million
Liabilities	THB	29,507.81	million
Owner's equity	THB	9,371.03	million
Non-controlling interests	THB	197.81	million

2) **Separate financial statements** of Dhipaya Group Holdings Public Company Limited summarized as follows:

Investment income	THB	992.49	million
Net profit	THB	897.80	million
Earning per share	THB	1.51	
Assets	THB	10,653.24	million
Liabilities	THB	1,438.64	million
Owner's equity	THB	9,214.60	million

The Chairman invited shareholders to raise questions and express additional opinions on this agenda item through the IR Plus AGM system.

Shareholders had submitted questions in advance, to which the Company responded. The key points may be summarized as follows:

1. Miss Panpaporn Songwai, a member of the Shareholders' Right Protection Volunteer Club of Thai Investors Association, inquired about the impact of the flooding in Southern Thailand at the end of 2025 on TIPH, and asked how TIPH had implemented preventive measures and mitigation approaches despite such events being beyond the Company's control.

Somporn Suebthawilkul, Ph.D., responded that Dhipaya Insurance Public Company Limited ("TIP") had arranged Excess of Loss (XOL) reinsurance coverage for catastrophic events. In connection with the flooding incident, the Company's net retention loss amounted to only THB 125 million, comprising THB 120 million for the non-motor segment and THB 5 million for the motor segment, all of which had been fully recorded. Any losses exceeding such amount would be recoverable from the reinsurers. The Company had also obtained excess of loss (XOL) protection with coverage of up to THB 4,500 million in order to maintain risk management at an appropriate level.

Although the total estimated loss arising from the incident was approximately THB 2,000 million, the incident did not have any impact on the financial position or operating results of TIP and TIPH.

As no shareholder raised any questions or expressed any additional opinions, the Chairman requested the shareholders to cast their votes to approve, disapprove, or abstain on this agenda item.

After the votes had been counted, the Chairman assigned the Company Secretary to summarize the resolution of this agenda item.

Resolution: After due consideration, the Meeting resolved to approve the financial statements for the year ended 31 December 2025 by a majority vote of the shareholders attending the Meeting and casting their votes, as follows:

Resolution	No. of votes (1 share = 1 vote)	Percentage (%)
1. Approved	320,460,792	99.9750
2. Disapproved	0	0.0000
3. Abstained	80,000	0.0250
4. Invalid ballots	0	0.0000
Total	320,540,792	100.0000

Note: For this agenda item, a total of 148 shareholders attended the Meeting, representing 320,540,792 shares.

Agenda Item 3 To consider and approve the appropriation of profit and payment of dividends

The Chairman assigned Somporn Suebthawilkul, Ph.D., Chief Executive Officer, to present this agenda item to the Meeting.

Somporn Suebthawilkul, Ph.D., informed the Meeting that Section 116 of the Public Limited Companies Act B.E. 2535 (1992) and Article 53 of the Company's Articles of Association require the Company to appropriate a portion of its annual net profit as a legal reserve of not less than 5% of the annual net profit, less accumulated losses brought forward (if any), until such reserve reaches not less than 10% of the registered capital.

In addition, Section 115 of the Public Limited Companies Act B.E. 2535 (1992) and Article 52 of the Company's Articles of Association provide that dividends shall not be paid from any funds other than profits. In the event that the Company still has accumulated losses, no dividends shall be distributed. Dividends shall be distributed equally on a per-share basis. The Board of Directors may from time to time pay interim dividends to shareholders whenever it considers that the Company has sufficient profits to do so, and shall report such interim dividend payment to the shareholders at the next shareholders' meeting.

Furthermore, Article 42.3 of the Company's Articles of Association provides that the business to be conducted at the Annual General Meeting shall include consideration and approval of the allocation of profits for dividend payment and reserve allocation.

The Board of Directors considered and resolved to propose to the Annual General Meeting of Shareholders for consideration and approval of the allocation of profits and dividend payment as follows:

1. To approve the payment of dividends from the net profit for the year 2025 under the separate financial statements at the rate of THB 1.50 per share, to be paid in cash, totaling THB 891,438,504, representing 99.29% of the net profit for the year 2025.

2. To acknowledge the interim dividend payment pursuant to the resolution of the Board of Directors Meeting No. 8/2025 held on 26 August 2025, which approved the payment of an interim dividend at the rate of THB 0.50 per share, totaling THB 297,146,168, which was paid on 24 September 2025.

Accordingly, the remaining dividend to be paid is at the rate of THB 1.00 per share, totaling THB 594,292,336, to be paid from profits subject to corporate income tax at the rate of 20%. The dividend payment for the year 2025 is in accordance with the Company's dividend payment policy.

The Company will pay the remaining dividend for the year 2025 to shareholders entitled to receive dividends whose names appear on the Record Date for determining shareholders entitled to receive dividends on 16 March 2026, and the dividend payment date is scheduled for 20 May 2026, subject to approval by the 2026 Annual General Meeting of Shareholders.

In this regard, the Company has fully allocated the legal reserve as required by law. Therefore, no additional allocation of the net profit for the year 2025 as legal reserve is required.

The Chairman invited shareholders to raise questions and express additional opinions on this agenda item through the IR Plus AGM system.

No shareholder had submitted questions in advance, raised additional questions through the IR Plus AGM system, or expressed additional opinions.

As no shareholder raised any questions or expressed any additional opinions, the Chairman requested the shareholders to cast their votes to approve, disapprove, or abstain on this agenda item.

After the votes had been counted, the Chairman assigned the Company Secretary to summarize the resolution of this agenda item.

Resolution: After due consideration, the Meeting resolved to approve the appropriation of profit and payment of dividends, and to acknowledge the interim dividend payment for the year 2025, by a majority vote of the shareholders attending the Meeting and casting their votes, as follows:

Resolution	No. of votes (1 share = 1 vote)	Percentage (%)
1. Approved	320,460,792	99.9750
2. Disapproved	80,000	0.0250
3. Abstained	0	0.0000
4. Invalid ballots	0	0.0000
Total	320,540,792	100.0000

Note: For this agenda item, a total of 148 shareholders attended the Meeting, representing 320,540,792 shares.

Agenda Item 4 To consider and elect directors to replace those who were due to retire by rotation

The Chairman assigned Mr. Sima Simananta, Independent Director, Chairman of the Nomination, Remuneration and Human Resource Management Committee, and Chairman of the Corporate Governance and Sustainability Committee, to present this agenda item to the Meeting.

Mr. Sima Simananta informed the Meeting that Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 22 of the Company's Articles of Association provide that, at every Annual General Meeting of Shareholders, one-third of the directors shall retire by rotation. If the number of directors cannot be divided exactly into three parts, the number nearest to one-third shall retire. During the first and second years following the registration of the Company, the directors to retire shall be selected by drawing lots. In subsequent years, the directors who have held office for the longest period shall retire. Directors retiring by rotation may be re-elected.

Furthermore, Article 42.4 of the Company's Articles of Association provides that the business to be conducted at the Annual General Meeting shall include the election of directors to replace those who were due to retire by rotation.

At the 2026 Annual General Meeting of Shareholders, the directors retiring by rotation pursuant to the Public Limited Companies Act B.E. 2535 (1992) and the Company's Articles of Association are as follows:

1) Captain Dr. Charkrit Soucksakit, holding the positions of Independent Director and member of the Nomination, Remuneration and Human Resource Management Committee;

2) Mrs. Orakul Suebsiri, holding the positions of Director and member of the Executive Committee, who is a director representative from PTT Public Company Limited;

3) Miss Panida Makaphol, holding the positions of Director and member of the Corporate Governance and Sustainability Committee, who is a director representative from PTT Public Company Limited; and

4) One vacant position designated for a director representative from Government Savings Bank. The former director, Mr. Vitai Ratanakorn, resigned from his position as a director of the Company on 26 July 2025 in order to assume the position of Governor of the Bank of Thailand. Subsequently, on 20 February 2026, Government Savings Bank submitted a nomination letter proposing Mr. Songpol Chevapanyaroj for appointment as director in replacement of Mr. Vitai Ratanakorn, whose term of office would expire at the 2026 Annual General Meeting of Shareholders.

The Nomination, Remuneration and Human Resource Management Committee, excluding the nominated directors, considered the nominations in accordance with the nomination criteria by selecting qualified persons from individuals possessing diverse knowledge, capabilities, and expertise, together with leadership, vision, integrity, and ethics, as well as experience aligned with the Company's business strategies, and who are capable of expressing independent opinions. The qualifications of each nominee were carefully, thoroughly, and prudently reviewed on an individual basis.

For the independent director position, the Committee selected a person possessing qualifications in accordance with the relevant laws and requirements relating to independent directors, details of which are set out in Enclosure 3.

The Board of Directors, having considered the recommendation of the Nomination, Remuneration and Human Resource Management Committee, resolved to propose to the Annual General Meeting of Shareholders for consideration and election of four directors as follows:

1. To re-elect one independent director retiring by rotation to serve another term as independent director, namely Captain Dr. Charkrit Soucksakit.

2. To re-elect two directors retiring by rotation to serve another term as directors, namely:

2.1 Mrs. Orakul Suebsiri, director representative from PTT Public Company Limited; and

2.2 Miss Panida Makaphol, director representative from PTT Public Company Limited.

3. To elect one director in replacement of the director retiring by rotation, namely Mr. Songpol Chevapanyaroj, director representative from Government Savings Bank, to replace Mr. Vitai Ratanakorn.

All four nominees possess qualifications in accordance with the Public Limited Companies Act B.E. 2535 (1992) and do not possess any prohibited characteristics under the Securities and Exchange Act and the regulations of the Securities and Exchange Commission.

Mr. Sima Simananta then assigned the Company Secretary to explain the criteria and details relating to this agenda item for further consideration by the shareholders' meeting.

The Company Secretary further informed the Meeting that the Company had attached profiles of the nominated directors to the Notice of the Meeting previously delivered to shareholders, as set out in Enclosure 2, for shareholders' convenience in considering the qualifications of each nominee.

In accordance with the principles of good corporate governance, the Company had also provided shareholders with an opportunity to nominate qualified persons for consideration as directors of the Company, as well as to propose agenda items for the Annual General Meeting of Shareholders in advance through the Company's website and the electronic news system of the Stock Exchange of Thailand during the period from 1 October 2025 to 31 December 2025. No shareholder proposed any additional nominees or agenda items for consideration.

The Company Secretary then requested the shareholders to vote for the election of directors on an individual basis through the IR Plus AGM system after presenting the names and profiles of the four nominees in the following order:

1. To re-elect one independent director retiring by rotation to serve another term as independent director, namely Captain Dr. Charkrit Soucksakit, whose qualifications as an independent director are set out in Enclosure 3.

2. To re-elect two directors retiring by rotation to serve another term as directors, namely:

2.1 Mrs. Orakul Suebsiri, director representative from PTT Public Company Limited; and

2.2 Miss Panida Makaphol, director representative from PTT Public Company Limited.

3. To elect one director in replacement of the director retiring by rotation, namely Mr. Songpol Chevapanyaroj, director representative from Government Savings Bank, to replace Mr. Vitai Ratanakorn.

The Chairman invited shareholders to raise questions and express additional opinions on this agenda item through the IR Plus AGM system.

No shareholder had submitted questions in advance, raised additional questions through the IR Plus AGM system, or expressed additional opinions.

As no shareholder raised any questions or expressed any additional opinions, the Chairman requested the shareholders to cast their votes to approve, disapprove, or abstain on this agenda item.

After the votes had been counted, the Chairman assigned the Company Secretary to summarize the resolution of this agenda item.

Resolution: After due consideration, the Meeting resolved to approve the election of directors in replacement of those retiring by rotation by a majority vote of the shareholders attending the Meeting and casting their votes, as follows:

1. To approve the re-election of one independent director retiring by rotation to serve another term as independent director, namely Captain Dr. Charkrit Soucksakit.

Resolution	No. of votes (1 share = 1 vote)	Percentage (%)
1. Approved	320,280,892	99.7056
2. Disapproved	865,800	0.2695
3. Abstained	80,000	0.0249
4. Invalid ballots	0	0.0000
Total	321,226,692	100.0000

Note: For this agenda item, in respect of this director, an additional 2 shareholders attended the Meeting, resulting in a total of 150 shareholders attending the Meeting, representing 321,226,692 shares.

2. To approve the re-election of two directors retiring by rotation to serve another term as directors, namely:

2.1 Mrs. Orakul Suebsiri

Resolution	No. of votes (1 share = 1 vote)	Percentage (%)
1. Approved	321,121,692	99.9673
2. Disapproved	105,000	0.0327
3. Abstained	0	0.0000
4. Invalid ballots	0	0.0000
Total	321,226,692	100.0000

Note: For this agenda item, a total of 150 shareholders attended the Meeting, representing 321,226,692 shares.

2.2 Miss Panida Makaphol

Resolution	No. of votes (1 share = 1 vote)	Percentage (%)
1. Approved	321,148,892	99.9758
2. Disapproved	77,800	0.0242
3. Abstained	0	0.0000
4. Invalid ballots	0	0.0000
Total	321,226,692	100.0000

Note: For this agenda item, a total of 150 shareholders attended the Meeting, representing 321,226,692 shares.

3. To approve the election of one new director, namely Mr. Songpol Chevapanyaroj, in replacement of the director retiring by rotation.

Resolution	No. of votes (1 share = 1 vote)	Percentage (%)
1. Approved	320,361,792	99.7308
2. Disapproved	864,900	0.2692
3. Abstained	0	0.0000
4. Invalid ballots	0	0.0000
Total	321,226,692	100.0000

Note: For this agenda item, a total of 150 shareholders attended the Meeting, representing 321,226,692 shares.

Agenda Item 5 To consider and approve the directors' remuneration for 2026

The Chairman assigned Mr. Sima Simananta, Chairman of the Nomination, Remuneration and Human Resource Management Committee and Chairman of the Corporate Governance and Sustainability Committee, to present this agenda item to the Meeting.

Mr. Sima Simananta informed the Meeting that Section 90 of the Public Limited Companies Act B.E. 2535 (1992) provides that a company shall not pay money or other assets to directors except as remuneration pursuant to the Company's Articles of Association. In addition, Article 36 of the Company's Articles of Association provides that directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits in accordance with the Articles of Association or as determined by the Annual General Meeting of Shareholders. The shareholders' meeting may determine such remuneration as a fixed amount or prescribe criteria therefor, and may determine such remuneration from time to time or prescribe it to remain effective until amended. Directors are also entitled to receive allowances and welfare benefits in accordance with the Company's regulations.

Furthermore, Article 42.5 of the Company's Articles of Association provides that the business to be conducted at the Annual General Meeting shall include consideration of the directors' remuneration.

The Nomination, Remuneration and Human Resource Management Committee considered the remuneration of the Board of Directors and the sub-committees by reference to the practices of listed companies in the same industry, as well as leading companies both domestically and internationally, together with consideration of the principles of good corporate governance, operating results, business size, scope of duties and responsibilities of the Board of Directors and sub-committees, and comparison with directors' remuneration rates within the same industry. The Committee therefore deemed it appropriate to maintain the directors' remuneration for the year 2026 at the same rate as the previous year.

The Board of Directors, having considered the recommendation of the Nomination, Remuneration and Human Resource Management Committee, resolved to propose to the Annual General Meeting of Shareholders for consideration and approval the directors' remuneration for the year 2026 as follows:

1. Directors' Remuneration

Directors' Remuneration	2026 (THB/person/month)	2025 (THB/person/month)	Change from 2025 (THB)
1. Meeting Allowance			
Board of Directors			
Chairman	88,000	88,000	-
Deputy Chairman	42,000	42,000	-
Member	34,000	34,000	-
Executive Committee			
Chairman	61,000	61,000	-
Deputy Chairman	37,000	37,000	-
Member	31,000	31,000	-
Subcommittees appointed by the Board of Directors			
Chairman	34,000	34,000	-
Member	24,000	24,000	-
2. Other Benefits			
	None	None	-

The Company's subcommittees comprise four committees, namely:

- (1) the Audit Committee;
- (2) the Nomination, Remuneration and Human Resource Management Committee;
- (3) the Corporate Governance and Sustainability Committee; and
- (4) the Risk Management Committee.

Such meeting allowances shall remain effective until further changes are made.

2. Directors' Bonuses

The Nomination, Remuneration and Human Resource Management Committee considered that the Company is currently in a period of expanding its investments in various businesses and therefore deemed it appropriate to refrain from paying directors' bonuses. The Board of Directors subsequently considered and resolved to approve the proposal as recommended by the Nomination, Remuneration and Human Resource Management Committee.

The Chairman invited shareholders to raise questions and express additional opinions on this agenda item through the IR Plus AGM system.

No shareholder had submitted questions in advance, raised additional questions through the IR Plus AGM system, or expressed additional opinions.

As no shareholder raised any questions or expressed any additional opinions, the Chairman requested the shareholders to cast their votes to approve, disapprove, or abstain on this agenda item.

After the votes had been counted, the Chairman assigned the Company Secretary to summarize the resolution of this agenda item.

Resolution: After due consideration, the Meeting resolved to approve the directors' remuneration for the year 2026 by votes of not less than two-thirds (2/3) of the total votes of the shareholders attending the Meeting, as follows:

Resolution	No. of votes (1 share = 1 vote)	Percentage (%)
1. Approved	321,225,792	99.9997
2. Disapproved	900	0.0003
3. Abstained	0	0.0000
4. Invalid ballots	0	0.0000
Total	321,226,692	100.0000

Note: For this agenda item, a total of 150 shareholders attended the Meeting, representing 321,226,692 shares.

Agenda Item 6 To consider and appoint the auditors and fix the audit fee for 2026

The Chairman assigned Mr. Prasit Damrongchai, Chairman of the Audit Committee, to present this agenda item to the Meeting.

Mr. Prasit Damrongchai informed the Meeting that Section 120 of the Public Limited Companies Act B.E. 2535 (1992) requires the Annual General Meeting of Shareholders to appoint the auditors and determine the audit fees of the Company annually. In this regard, the same auditors may be reappointed. In addition, Section 121 provides that the auditors must not be directors, employees, staff members, or hold any position in the Company.

Furthermore, Article 42.6 of the Company's Articles of Association provides that the business to be conducted at the Annual General Meeting shall include consideration of the appointment of the auditors and determination of the audit fees.

In addition, pursuant to the notification of the Capital Market Supervisory Board, listed companies are required to arrange for auditor rotation. An auditor who has performed duties in reviewing or auditing and expressing opinions on the Company's financial statements for seven accounting years, whether consecutively or not, may be reappointed as the Company's auditor only after the lapse of at least five consecutive accounting years.

The Board of Directors, having considered the recommendation of the Audit Committee, resolved to propose to the Annual General Meeting of Shareholders for consideration and approval the appointment of the auditors for the year 2026 from PricewaterhouseCoopers ABAS Ltd. ("PwC") as follows:

Names of Responsible Auditors	Certified Public Account No.	Years of Auditing Service	
1. Miss Viphasiri Vimanrat	9141	2	or
2. Miss Sakuna Yamsakul	4906	Nil	or
3. Mr. Paiboon Tunkoon	4298	4	

Any one of the auditors shall be authorized to audit and sign the audit report. The audit fee for the year 2026 is fixed at THB 2,630,000, which is equal to the audit fee for the year 2025.

In this regard, six key subsidiaries within the Group, namely:

- 1) Dhipaya Insurance Public Company Limited
- 2) TIP ISB Co., Ltd.
- 3) TIP IB Co., Ltd.
- 4) TIP Exponential Co., Ltd.
- 5) Insurverse Public Company Limited
- 6) Horixon T8 Co., Ltd.

engage PricewaterhouseCoopers ABAS Ltd. ("PwC") as their audit firm for the year 2026. However, certain subsidiaries and associate companies within the Group with relatively

smaller-scale operations engage auditors from other audit firms, as appropriate to the size of their businesses. The Board of Directors will supervise and ensure that the consolidated financial statements can be prepared within the prescribed timeframe.

The Audit Committee selected PricewaterhouseCoopers ABAS Ltd. (“PwC”) as the Company’s auditors for the year 2026 because PwC is a leading international audit firm with extensive experience and expertise in auditing services and has auditors approved by the Securities and Exchange Commission, possessing all required qualifications and suitability. The auditors from PwC proposed for appointment have no relationship with or interest in the Company and its subsidiaries, management, major shareholders, or related persons of such parties in any manner that may impair their independence in performing their duties and expressing professional opinions on the Company’s financial statements.

The Chairman invited shareholders to raise questions and express additional opinions on this agenda item through the IR Plus AGM system.

No shareholder had submitted questions in advance, raised additional questions through the IR Plus AGM system, or expressed additional opinions.

As no shareholder raised any questions or expressed any additional opinions, the Chairman requested the shareholders to cast their votes to approve, disapprove, or abstain on this agenda item.

After the votes had been counted, the Chairman assigned the Company Secretary to summarize the resolution of this agenda item.

Resolution: After due consideration, the Meeting resolved by a unanimous vote to approve the appointment of the auditors and the fixing of the auditors’ remuneration for the year 2026, with the voting results as follows:

Resolution	No. of votes (1 share = 1 vote)	Percentage (%)
1. Approved	321,226,692	100.0000
2. Disapproved	0	0.0000
3. Abstained	0	0.0000
4. Invalid ballots	0	0.0000
Total	321,226,692	100.0000

Note: For this agenda item, a total of 150 shareholders attended the Meeting, representing 321,226,692 shares.

Agenda Item 7 To consider and approve the issuance and offering of debentures in an aggregate amount not exceeding THB 3,000 million

The Chairman assigned Somporn Suebthawilkul, Ph.D., Chief Executive Officer, to present this agenda item to the Meeting.

Somporn Suebthawilkul, Ph.D., informed the Meeting that, pursuant to the resolution of the 2022 Annual General Meeting of Shareholders approving the issuance and offering of

debentures in an amount not exceeding THB 2,000 million, the Company subsequently issued and offered debentures in the amount of THB 1,000 million in 2023, which will mature on 16 August 2026. The Company therefore plans to issue new debentures to replace the existing debentures upon maturity by utilizing the remaining approved amount.

Based on the foregoing reasons, as well as to support the Company's business operations in accordance with its business plans and potential future investments, the Company has reviewed the debenture issuance limit and proposes to increase the limit by an additional THB 1,000 million, from the existing limit of not exceeding THB 2,000 million to a total limit of not exceeding THB 3,000 million. This is intended to align with the Company's liquidity management policy and to prepare for future business expansion plans.

The Board of Directors considered and approved the proposal and deemed it appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval an increase in the debenture issuance and offering limit by THB 1,000 million, from the existing limit of not exceeding THB 2,000 million to a total limit of not exceeding THB 3,000 million. The Board of Directors also assigned Mr. Nasis Prasertsakun, Deputy Chief Executive Officer, to present further details to the Meeting.

Mr. Nasis Prasertsakun then presented the details to the Meeting as follows:

Topic	Description
1. Purpose of Use of Proceeds	To procure funding for investments, repayment of loans, repayment of debentures, and/or general working capital purposes.
2. Type of Debentures	All types of debentures, including but not limited to registered or bearer debentures, secured or unsecured debentures, subordinated or unsubordinated debentures, with or without guarantees, and with or without debenture holders' representatives, depending on market conditions at the time of each issuance and offering, and subject to approval by the relevant regulatory authorities.
3. Currency	Thai Baht and/or foreign currencies, based on the applicable exchange rate at the time of each issuance and offering of debentures.
4. Offering Amount	Not exceeding THB 3,000 million or its equivalent in other currencies. The debentures may be issued and offered in a single issuance or multiple issuances, at one time or from time to time. The Company may additionally issue and offer debentures and/or issue and offer new debentures to replace redeemed debentures within such revolving limit. The total outstanding principal amount of debentures issued by the Company at any time must not exceed THB 3,000 million or its equivalent in other currencies.

Topic	Description
5. Interest Rate	Subject to market conditions at the time of issuance and offering and other relevant factors.
6. Term	Short-term debentures with a term not exceeding 270 days and long-term debentures with a term not exceeding 10 years.
7. Offering	<p>(1) The debentures may be offered in a single issuance or multiple issuances, and/or as a program, and/or on a revolving basis, subject to the conditions and limits under this resolution.</p> <p>(2) The debentures may be offered to the public and/or through private placement, domestically and/or internationally, either simultaneously or at different times, in accordance with the notifications of the Securities and Exchange Commission, the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and other applicable laws, regulations, and ministerial regulations in force at the time of each issuance and offering.</p> <p>(3) In the event that debentures issued within the approved limit are redeemed or repaid for any reason, resulting in a reduction of the outstanding principal amount of the Company's debentures, the redeemed or repaid amount may be reused for further issuance and offering of debentures (Revolving Principal), provided that the total offering amount of newly issued debentures, together with the outstanding debentures that have not yet been redeemed or repurchased, shall not exceed THB 3,000 million or its equivalent in other currencies.</p>
8. Early Redemption	Debenture holders may or may not have the right to require the Company to redeem the debentures prior to maturity, and the Company may or may not have the right to redeem the debentures prior to maturity, subject to the terms and conditions of each issuance and offering and in compliance with applicable laws, rules, and regulations.
9. Other Conditions	Other restrictions and conditions relating to the debentures, such as the category or type of debentures for each issuance, par value, offering price per unit, interest rate, discount rate, appointment of debenture holders' representatives, method of issuance and offering, allocation method, offering details, early redemption, and listing on any secondary market (if any), shall be determined by the Board of Directors and/or persons authorized by the Board of Directors.

In this regard, in order to provide flexibility in connection with the issuance and offering of the Company's debentures, it is proposed that the shareholders' meeting approve the authorization of the Board of Directors and/or persons authorized by the Board of Directors to have the following powers:

1. To determine the details and other conditions relating to the issuance and offering of the debentures, including but not limited to the name, amount of debentures to be issued in each issuance, type of debentures, collateral, offering price per unit, interest rate, discount rate, method of repayment of principal and interest, term, offering method, redemption period, early redemption, allocation method, and offering details.

2. To appoint financial advisors and/or debenture underwriters and/or debenture holders' representatives and/or credit rating agencies and/or debenture registrars and/or any other persons where required under the relevant regulations or as otherwise deemed appropriate.

3. To enter into, negotiate, amend, agree upon, and execute agreements appointing debenture underwriters, debenture registrars and paying agents, debenture holders' representatives, and/or other related agreements or documents, and to undertake any actions necessary and related to the issuance and offering of the debentures, including listing the debentures with the Thai Bond Market Association or any other secondary market, as well as obtaining approvals, making disclosures, contacting relevant authorities, providing information, submitting reports, documents, and evidence, and carrying out any other actions as required by law.

The Chairman invited shareholders to raise questions and express additional opinions on this agenda item through the IR Plus AGM system.

No shareholder had submitted questions in advance, raised additional questions through the IR Plus AGM system, or expressed additional opinions.

As no shareholder raised any questions or expressed any additional opinions, the Chairman requested the shareholders to cast their votes to approve, disapprove, or abstain on this agenda item.

After the votes had been counted, the Chairman assigned the Company Secretary to summarize the resolution of this agenda item.

Resolution: After due consideration, the Meeting resolved by a unanimous vote to approve the issuance and offering of debentures in a total amount not exceeding THB 3,000 million and to authorize the Board of Directors and/or persons authorized by the Board of Directors to have the following powers:

1. To determine the details and other conditions relating to the issuance and offering of the debentures, including but not limited to the name, amount of debentures to be issued in each issuance, type of debentures, collateral, offering price per unit, interest rate, discount rate, method of repayment of principal and interest, term, offering method, redemption period, early redemption, allocation method, and offering details.

2. To appoint financial advisors and/or debenture underwriters and/or debenture holders' representatives and/or credit rating agencies and/or debenture registrars and/or any other persons where required under the relevant regulations or as otherwise deemed appropriate.

3. To enter into, negotiate, amend, agree upon, and execute agreements appointing debenture underwriters, debenture registrars and paying agents, debenture holders' representatives, and/or other related agreements or documents, and to undertake any actions necessary and related to the issuance and offering of the debentures, including listing the debentures with the Thai Bond Market Association or any other secondary market, as well as obtaining approvals, making disclosures, contacting relevant authorities, providing information, submitting reports, documents, and evidence, and carrying out any other actions as required by law, with the voting results as follows:

Resolution	No. of votes (1 share = 1 vote)	Percentage (%)
1. Approved	321,221,492	100.0000
2. Disapproved	0	0.0000
3. Abstained	0	0.0000
4. Invalid ballots	0	0.0000
Total	321,221,492	100.0000

Note: For this agenda item, a total of 149 shareholders attended the Meeting, representing 321,221,492 shares.

Agenda Item 8 Other Matters (if any)

The Chairman informed the Meeting that, in accordance with the principles of good corporate governance, the Company would not consider any matter not specified in the Notice of the Meeting.

The Chairman invited shareholders to raise questions and express additional opinions on this agenda item through the IR Plus AGM system.

Shareholders had submitted questions in advance and expressed additional opinions, to which the Company responded. The key points may be summarized as follows:

1. Miss Panpaporn Songwai, a member of the Shareholders' Right Protection Volunteer Club of Thai Investors Association and Mr. Panachai Korsawatworakul, a shareholder attending the Meeting in person, raised related questions regarding whether and how the unrest in the Middle East would impact TIPH.

Somporn Suebthawilkul, Ph.D., responded that, in light of the unrest in the Middle East, the Company had established a working team and closely monitored developments of the situation, as such events could have macroeconomic impacts on the global economy, energy prices, inflation, and overall financial market volatility.

TIPH focuses on building an ecosystem within the insurance industry, with its revenue structure derived primarily from two key sources: underwriting profits and investment profits. However, the situation has not had any material impact on the operations or financial position of TIPH Group for the following key reasons:

1) TIPH and its subsidiaries do not have direct investments in conflict areas

- At present, TIPH and its group companies do not have investments or business operations directly located in countries or areas affected by the unrest in the Middle East. Therefore, there has been no direct impact on the Group's financial position or operating results.

Nevertheless, marine and transportation insurance business may be affected to some extent. In this regard, the Company will arrange for adequate and appropriate reinsurance coverage prior to underwriting such risks for the Company's customers.

2) Strength of the Insurance Business

- In this regard, there may be indirect impacts on premium income from customers, particularly customers in the petroleum energy sector, aviation business, and import-export businesses by air and sea transportation, arising from higher energy or raw material costs together with foreign exchange volatility, which may affect insured values. Higher costs may also slow down customers' business activities, resulting in lower premiums from business interruption insurance.

- With respect to underwriting, war risk is a standard exclusion under all insurance policies. If customers wish to obtain coverage for war risk, the Company will consider underwriting such coverage only where appropriate reinsurance support is available.

- The Company continues to closely monitor, assess, and control the situation through risk management frameworks, including reinsurance management, as well as maintaining appropriate CAR Ratio and Liquidity Ratio levels.

If the situation continues for a prolonged period, it may affect the Company's investments. However, the Company and all group companies are fully aware of such risks and have considered alternative investment instruments and comprehensively assessed the associated risks.

2. Mr. Chayawat Karawawattana, a shareholder attending the Meeting in person, asked whether, as a holding company, the Company had plans to acquire or jointly invest in additional businesses in neighboring countries in 2026 in order to diversify risks arising from a potential slowdown in the domestic economy, and further inquired about the status of the Company's investment plans relating to Cambodia.

Somporn Suebthawilkul, Ph.D., responded that TIPH continues to review and explore investment opportunities in insurance businesses and insurance-related support businesses within the ASEAN region, focusing on businesses with strong potential and high growth prospects. This was one of the reasons for seeking shareholders' approval for the credit facility in the amount of THB 3,000 million. In this regard, the Company will continue to


assess investment risks and returns by taking into consideration economic conditions, market volatility, uncertainty, and the current global situation.

With respect to the previous investment plan relating to the insurance business in Cambodia, the management and the Board of Directors of the Company had carefully considered the matter and resolved to discontinue such project.


Nevertheless, the Company continues to pursue investment opportunities through mergers and acquisitions (M&A) or the establishment of new companies, focusing on businesses relating to AI and Digital Transformation in order to enhance efficiency and generate strong investment returns.

As no shareholder raised any further questions, the Chairman thanked all shareholders for taking the time to attend the Meeting and declared the Meeting closed.

The Meeting adjourned at 1610 hrs.

Signed: 

(Mr. Somchainuk Engtrakul)
Chairman of the Board of Directors /
Chairman of the Meeting

Signed: 

(Mrs. Nonglux Iamchote)
Company Secretary / Secretary of the Meeting