

Invitation to the Annual General Meeting of Shareholders No. 16/2024

Muang Thai Insurance Public Company Limited

Wednesday, April 24th, 2024 at 10.00 Hrs.

At Muang Thai Life Assurance Auditorium
250 Ratchadapisek Road, Huai Khwang, Bangkok
in Hybrid meeting
under the Decree on Electronic Meetings B.E.2563

Please be informed that the Company will not give any souvenirs and snack boxes. This is to comply with the transparency policy and a guideline by the supervising agencies to reduce/stop giving the souvenirs during shareholder's meeting.

**Privacy Notice for the Shareholders
for Annual General Meeting (AGM) 2024**

Muang Thai Insurance Public Company Limited (the "Company") recognizes the importance of maintaining the confidentiality of personal data of shareholders and/or proxies. This privacy notice, pursuant to the Personal Data Protection Act B.E. 2562 (2019), shall be applied for the collection, use, disclosure, and processing of personal data to verify the identity of shareholders and/or proxies directly and/or indirectly. The detail is as follows:

1. Personal Data to be collected

The Company will obtain and collect personal data directly from shareholders and/or proxies and from Thailand Securities Depository Company Limited ("TSD"), who is the Company's share registrar. Personal data comprises as follows:

1.1 General personal data such as name, surname, identification card number, date of birth, gender, shareholder registration number, amount of shares, photo, video footage taken at the meeting as well as health information and travel history for the purpose of health care and epidemic prevention.

1.2 Contact information such as address, telephone number, and email.

1.3 For verification, the Company may require documents related to registration and/or proxy forms which the shareholders and/or proxies submitted to the Company that may contain sensitive data such as nationality, blood group, religion, which are unnecessary information for the shareholders' meeting. The Company would like to inform that the Company does not intend to collect such sensitive data, therefore the shareholders and/or proxies can cross out or make the information invisible to conceal the sensitive data before submitting to the Company. In the event that the shareholders and/or proxies have not concealed such sensitive data, the Company reserves its rights to conceal such sensitive data on the received documents without considering the Company has collected the sensitive data.

2. Purpose of Collection, Use and Disclosure of Personal Data

The Company shall collect, use, and discloses personal data of the shareholders and/or proxies for the following purposes:

2.1 For calling, arranging and conducting the Company's AGM Meeting pursuant to the Company's Articles of Association as well as applicable laws, notifications and regulations for meeting arrangement as stipulated by government agencies.

2.2 For delivery of the annual report and/or preparing the minutes of AGM for the shareholders.

2.3 For registration to attend the AGM, voting and counting of votes.

2.4 For screening attendees for the purpose of public health and prevention of infectious diseases in compliance with the measures and guidelines for meeting arrangement as prescribed by government agencies.

3. Persons to whom the Company may disclose personal data of the shareholders and/or proxies

The Company may disclose personal data of the shareholders and/or proxies to relevant persons or entities as follows:

3.1 Consultant or service provider whom the Company hires to conduct the AGM and process personal data of the shareholders and/or proxies.

3.2 Government agencies or regulators to perform duties in accordance with the law related to the Company such as Department of Business Development, Ministry of Commerce, Office of Insurance Commission, the Securities and Exchange Commission and the Stock Exchange of Thailand and other related agencies.

3.3 Government agencies involved in public health and prevention of infectious diseases, in case of health-related necessity such as Department of Disease Control, Ministry of Public Health or other related agencies.

3.4 The Company's website, to publicize photos and/or video taken/recorded from the AGM, including the minutes of meeting.

4. Rights of Data Subjects

The data subjects have the rights, pursuant to the Personal Data Protection Act B.E. 2562 (2019), which include the rights to withdraw consent, request an access to and obtain a copy of personal data or request the disclosure of the acquisition of the personal data without consent, request for transferring personal data to other person as prescribed by laws, object to the collection, use, or disclosure of personal data, request to have personal data erased or to become anonymous data which can not identify the data subject, restrain the use of personal data, request for making personal data to be accurate, up-to-date and not misleading, and file a complaint in the event that the data controller or the data processor does not comply with the Personal Data Protection laws.

5. Personal Data Retention Period

The Company shall retain personal data under item 1 within the period prescribed by applicable laws and/or as long as it deems necessary to achieve the purpose under item 2.

6. Contact Information

Name: Data Protection Officer (DPO)





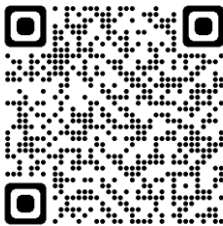

Address: Muang Thai Insurance Public Company Limited 252 Rachadaphisek Road, Huaykwang, Bangkok 10310

Telephone: 0 2665 4000, 0 2290 3333 during 8.30 AM – 5.00 PM

Email: dpo@muangthaiinsurance.com

For more details, please visit: <https://www.muangthaiinsurance.com/th/pagecontent/PDPA>

QR Code for the Annual General Meeting of Shareholders No. 16/2024

No	Document	QR Code
1	Invitation to the Annual General Meeting of Shareholders No. 16/2024	
2	56-1 One Report for 2023	
3	Financial statement for 2023	
4	Privacy Notice for the Shareholders' Meeting	
5	Registration Manual for Requesting to Attend the E-AGM	
6	Manual of the E-AGM Conference System	



CSO. 006/2024

25 March 2024

Subject: Invitation to the 16th Annual General Meeting of Shareholders for the year 2024

To: Shareholders of Muang Thai Insurance Public Company Limited

Attachments:

1. Copy of the minutes of the 15th Annual General Meeting of Shareholders for the year 2023
2. Annual Registration Statement/Annual Report (Form 56-1 One Report) for the year 2023 in QR Code format and Summary of Financial Statement as of 31 December 2023 (*Attachment for Agenda 2 and 3*)
3. Profile of the proposed directors to replace those who are due to retire by rotation (*Attachment for Agenda 5*)
4. Profile of the nominated auditors for the appointment of Company's auditors for the year 2024 (*Attachment for Agenda 7*)
5. Profile of the Independent Directors who are designated as proxy for shareholders and definition of Independent Director.
6. The Company's Article of Association concerning the Annual General Meeting of Shareholders.
7. Registration for the meeting and documents for attending the meeting
8. Guidelines for attending the E-AGM, methods of assigning proxy and voting and registration form for attending the E-AGM.
9. Map and Flowchart for attending the E-AGM.
10. Proxy form B.
11. Form for proposing questions in advance of the Annual General Meeting of Shareholders

The Board of Directors of Muang Thai Insurance Public Company Limited (“the Company”) had resolved to call for the 16th Annual General Meeting of Shareholders (“AGM”) for the year 2024 on Wednesday, 24 April 2024, at 10.00 Hrs., The meeting will be held in the form of hybrid meeting in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 and related laws and regulations for consideration of the following agendas:



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บริษัท เมืองไทยประกันภัย จำกัด (มหาชน)

สำนักงานใหญ่ • 252 ถนนรัชดาภิเษก แขวงห้วยขวาง เขตห้วยขวาง กรุงเทพฯ 10310 • ทะเบียนเลขที่: 0107551000151

Muang Thai Insurance Public Company Limited

Head Office • 252 Rachadaphisek Road, Huaykwang, Bangkok 10310 • Registration: 0107551000151

🌐 www.muangthaiinsurance.com ☎ 0 2665 4000, 0 2290 3333 📠 0 2665 4166, 0 2274 9511, 0 2276 2033



Agenda 1: To certify the minutes of the 15th Annual General Meeting of the Shareholders for the year 2023

Rationales & Objectives The 15th Annual General Meeting of Shareholder for the year 2023 was held on 27 April 2023. The minutes of the meeting was completed within 14 days from the date of the meeting and submitted to the Stock Exchange of Thailand (SET), the Office of Insurance Commission (OIC) and the Ministry of Commerce within the timeframe prescribed by laws. It was also disclosed in the Company's website: www.muangthaiinsurance.com, details of which are shown in Attachment 1.

The Board's Opinion It is deemed appropriate to propose the AGM to certify the minutes of the 15th Annual General Meeting of the Shareholders for the year 2023 held on 27 April 2023, which the Board of Directors had the opinion that the minutes was recorded completely and accurately as enclosed to this invitation per Attachment 1.

Required votes for resolution: Majority vote of shareholders who attend the meeting and cast vote.

Agenda 2: To acknowledge the performance of the Company for the year 2023

Rationales & Objectives The Company had prepared the performance report for the year 2023 per the details in Annual Registration Statement/Annual Report (Form 56-1 One Report) and summary of the financial statement per Attachment 2.

The Board's Opinion It is deemed appropriate to propose the AGM to acknowledge the performance of the Company for the year 2023.

Required votes for resolution: This agenda is for acknowledgement. Therefore, voting is not required.

Agenda 3: To consider and approve the statement of financial position and the statement of comprehensive income for the year ended 31 December 2023

Rationales & Objectives In compliance to Article 112 of the Public Companies Limited Act B.E. 2535 and the Company's Article of Association, Article 42, which require the Board of Directors to prepare the statement of financial position and the statement of comprehensive income for the fiscal year ended 31 December 2023 and present to the AGM for consideration and approval. Such information is shown on the Annual Registration Statement/Annual Report (Form 56-1 One Report) for the year 2023 and summary of financial statement which had been reviewed by the Audit Committee and audited by the certified public accountants, details of which are shown in Attachment 2.

The Board's Opinion It is deemed appropriate to propose to the AGM to consider and approve the statement of financial position and the statement of comprehensive income for the year ended 31 December 2023 which had been reviewed by the Audit Committee, audited by the Certified Public Accountant. The financial position and performance of the Company in 2023 can be summarized as follows:

	Unit: Baht	
	2023	2022
Total Assets	31,380,362,766	31,572,424,022
Total Liabilities	25,297,748,188	25,267,187,388
Underwriting Income, Investment Income and Other Incomes	12,598,117,002	11,324,089,635
Net Profit	655,456,246	810,220,037
Earnings per share	11.11	13.73

Required votes for resolution: Majority vote of Shareholders who attend the Meeting and cast vote.

Agenda 4: To consider and approve profit allocation and dividend payment from the 2023 performance

Rationales & Objectives In compliance with the Public Limited Company Act B.E. 2535, annual net profit of the Company retained as a capital reserve shall not be less than 5% of net profit in that year, deducted by the accumulated loss (if any). Such capital reserve shall not be less than 10% of registered capital. In 2023, the Company did not set any capital reserve since the reserve has been fully set according to the law. Moreover, the dividend payment policy of the Company specifies that the Board of Directors may consider paying the annual dividend with approval from the AGM. Besides, the Board of Directors may consider to pay the interim dividend occasionally and report to the AGM for acknowledgement as stipulated by law. However, the dividend payment must depend on the profit, investment plan, related laws and related important business considerations.

According to the performance and financial status, the Company has net profit for the year 2023 of THB 655.46 Million, so the AGM is proposed to approve paying dividend to the shareholders at the rate of THB 5.00 per share, totaling THB 295 Million. In order to comply with Public Limited Company Act B.E. 2535, such dividend payment shall be approved by the AGM. Comparison of dividend payment between this year and past year is as follows:

Unit: Baht

Dividend Payment	2023	2022
Net profit per year	655,456,246	810,220,037
Net profit per share	11.11	13.73
Number of shares (share)	59,000,000	59,000,000
Dividend payment per share	5.00	6.18
Total dividend payment	295,000,000	364,620,000
Rate of dividend payment per net profit per year (%)	45	45

The Board's Opinion It is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve dividend payment as follows:

- No capital reserve since the reserve has been fully set according to the law.
- Dividend payment from the operating performance in 2023, paid from Company's net profit of 2023 at THB 5.00 per share, totaling 59 million shares for total amount of THB 295 Million or 45% of the net profit in 2023 after corporate income tax at a rate of 20%. Ordinary shareholders are eligible for tax credit on dividend income under Section 47 Bis of the Revenue Code of Thailand. The record date is 12 March 2024. The dividend payment date is 14 May 2024. However, the rights to receive dividend is currently uncertain since it shall be approved by the AGM No.16/2024. The dividend payment is in line with the Company's dividend payment policy.

Required votes for resolution: Majority vote of shareholders who attend the meeting and cast vote.

Agenda 5: To consider and elect the directors to replace those who are due to retire by rotation

Rationales & Objectives In compliance to Section 71 of the Public Limited Company Act B.E. 2535 and the Company's Article of Association, Article 16, which require one-third (1/3) of the directors to retire by rotation at every Annual General Meeting of Shareholders. At the AGM No.16/2024, there are 7 directors who are due to retire by rotation as follows:

Name	Position
1. Mr. Photipong Lamsam	Chairman
2. Mr. Jingjai Hanchanlash	Vice Chairman
3. Ms. Sujitpan Lamsam	Vice Chairman and Member of the Corporate Governance and Sustainable Development Committee
4. Mr. Frank Johan Gerard Van Kampen	Director
5. Mr. Wasit Lamsam ⁽¹⁾	Director

- | | |
|-----------------------------|---|
| 6. Mr. Boonchai Chockwatana | Independent Director and Member of the
Nomination and Remuneration Committee |
| 7. Mr. Kumpol Sontanarat | Independent Director and Member of the
Corporate Governance and Sustainable
Development Committee |

⁽¹⁾ Appointed as Director on 27 February 2024, to replace Mr. Pravej Ongartsittigul who resigned

For the nomination of directors, the Company has given the opportunity to the shareholders during 1 to 30 December 2023 to nominate persons who are qualified and have no disqualification to be considered for election as the Company's directors in the AGM No.16/2024 through SET News Platform and the Company's website in accordance with the good corporate governance principles of listed companies. However, after the specified period for nomination has ended, none of the shareholders has nominated any persons to be considered for election as a director.

After considering the qualifications of 7 directors who are due to retire by rotation in the AGM No.16/2024, the Nomination and Remuneration Committee, excluding the directors with conflict of interest, had the opinion that the 7 directors are qualified according to Section 68 of the Public Limited Company Act and have no disqualification to be elected as the Company's directors according to the regulations of the Office of the Securities and Exchange Commission (SEC). Moreover, the Nomination and Remuneration Committee has proceeded with the nomination process based on the Board of Directors' skill matrix that the nominated individual has knowledge, ability and experiences which are beneficial to business operations and valuable to the Company. Also in the past, they had performed their duties as the Company's directors and member of sub-committees very well. Therefore, it is deemed appropriate to propose the AGM to consider and approve the re-election of 7 directors to be the Company's directors and members of sub-committees for another term. The profiles of the nominated directors are in [Attachment 3](#).

The Board's Opinion The Board of Directors, excluding directors with conflict of interest, had independently considered the proposal and agreed that all 7 directors had passed the scrupulous screening process of the Board of Directors in accordance with the rules and procedures to ensure that the nominated persons are qualified for the Company's business operation. They are fully qualified according to Section 68 of the Public Limited Companies Act and do not have prohibited characteristics to be appointed as company directors in accordance with the SEC regulations, as well as being knowledgeable, having ability and experience that is beneficial to the operation of the Company. Also, in recent years, they have performed their duties as a director of the Company and as a member of sub-committee excellently.

Therefore, the Board of Directors resolved to endorse the proposal of the Nomination and Remuneration Committee to propose to the AGM No.16/2024 to re-elect the 7 directors, namely Mr. Photipong Lamsam, Ms. Sujitpan Lamsam, Mr. Jingjai Hanchanlash, Mr. Frank Johan Gerard Van Kampen, Mr. Wasit Lamsam, Mr. Boonchai Chockwatana and Mr. Kumpol Sontanarat, who are due to retire by rotation to be the directors and members of sub-committees of the Company for another term. The profile of those directors proposed for the election and the definition of the independent director are shown in [Attachment 3](#) and [Attachment 5](#) respectively.

Required votes for resolution: Majority vote of shareholders who attend the meeting and cast vote.

Agenda 6: To consider increasing the number of directors and appointing a new director

Rationale & Objectives To support the business expansion, the Company needs to have a number of directors suitable for its governance and operation. Therefore, the Nomination and Remuneration Committee proposed the Board of Directors to approve the increase in the number of directors by nominating and appointing 1 new director. This will increase the number of directors from 17 to 18.

The Nomination and Remuneration Committee has proceeded the nomination process by taking into account knowledge, competence, experience and a good track record, leadership and having broad vision and sufficient time for devotion which is beneficial to the operation of the Company and in accordance with the relevant regulations with transparent processes to ensure the confidence of shareholders.

In this regard, the Nomination and Remuneration Committee has considered nominating a suitable person for the Board of Directors to consider for the AGM to approve appointing 1 new director, namely Mr. Surat Srisomboonkul, as a director, since he is fully qualified to serve as a director as stipulated in the relevant laws and in accordance with the definition of the directors set by the Board of Directors, including being a broad visionary, knowledgeable and experienced in management of any type of insurance – reinsurance, marketing and also expertise in accounting, finance and information technology who can help the Company make sustainable progress. He will be appointed as a director authorized to sign to bind the Company and a member of the sub-committees. Therefore, the Board of Directors has the composition of 6 executive directors, 7 independent directors, and 5 non-executive directors. The non-executive directors do not have the authority to sign to bind the Company, except they sign for the matter approved by the Board of Directors and jointly signed with other directors only.

In accordance with the relevant requirements or laws, it is deemed appropriate to propose to proceed with the registration of the amendment to the names and number of the

directors and authorities of the directors to sign to bind the Company to the relevant government offices. The names and the number of the directors who have the authority to sign to bind the Company are as follows. “The two directors jointly sign with the Company’s seal affixed except Mr. Chusak Direkwattanachai, Mr. Asoke Wongcha-um, Mr. Pilas Puntakosol, Mr. Boonchai Chokwattana, Mr. Thanavath Phonvichai, Mr. Kumpol Sontanarat and Mr. Pongtep Polanun who are not entitled to affix signature on behalf of the Company; and except Mr. Frank Johan Gerard Van Kempen and Mr. Han Mong Siew who are not entitled to jointly affix signature.” The profile of the director proposed for the election is shown in Attachment 3

The Board’s Opinion The Board of Directors has considered the proposal of the Nomination and Remuneration Committee. In determining the person who is qualified to be appointed as an authorized director shall be in accordance with the recruitment process set by the Board of Directors and the Board of Directors has carefully and thoroughly considered the qualifications of such persons nominated. The Board of Directors is of the opinion that the person nominated for appointment as a director is qualified, competent, skillful and expert without prohibited characteristics in accordance with the relevant requirements or laws, as well as having specific knowledge, skills and expertise that will be useful for the operation of the Company, having a code of business conduct, having a broad vision and being ready to carry out the assigned duties to the fullest extent of his ability and in accordance with the relevant regulations and laws, and not occupying a position as a director in a company that conducts the same business as the Company that may cause a conflict of interest.

The Board of Directors therefore had a resolution to endorse the proposal of the Nomination and Remuneration Committee to propose to the AGM to approve the increase in the number of directors from 17 to 18 directors by appointing Mr. Surat Srisomboonkul as a director with the authority to sign to bind the Company and be a member of the sub-committees. Therefore, the Board of Directors has the composition: 6 executive directors, 7 independent directors, and 5 non-executive directors. The non-executive directors shall only have the authority to sign to bind the Company in case where they sign for the matter approved by the Board of Directors and jointly signed with other directors only.

In accordance with the relevant requirements or laws, the Board of Directors had approved to proceed with the registration of the amendment to name and number of the directors and authorities of the directors to sign to bind the Company to the relevant government offices. The names and the number of the directors who have the authority to sign to bind the Company are as follows. “The two directors jointly sign with the Company’s seal affixed except Mr. Chusak Direkwattanachai, Mr. Asoke Wongcha-um, Mr. Pilas Puntakosol, Mr. Boonchai Chokwattana, Mr. Thanavath Phonvichai, Mr. Kumpol Sontanarat and Mr. Pongtep

Polanun who are not entitled to affix signature on behalf of the Company; and except Mr. Frank Johan Gerard Van Kempen and Mr. Han Mong Siew who are not entitled to jointly affix signature.” and assign related parties authorized by the authorized directors to proceed the registration of the new director and the amendment to name and number of the directors, and authorities of the directors with the relevant government offices and/or proceed other actions as appropriate and necessary in order to complete this registration and amendment process.

Required votes for resolution: Majority vote of shareholders who attend the meeting and cast vote.

Agenda 7: To consider the remuneration for the Directors for the year 2024

Rationales & Objectives The Nomination and Remuneration Committee has thoroughly considered the remuneration for the directors in accordance with the rules and remuneration procedures, by taking into account the appropriation and commensuration with assigned duties, responsibilities and risks involved, as well as to ensure that it is in line with and comparable to the remuneration rates in the same industry. It should be reviewed annually. Therefore, the Nomination and Remuneration Committee sees it appropriate to set the remuneration for the Board of Directors and the sub-committees, including the Corporate Governance and Sustainability Committee, which was established by the resolution of the Board of Directors' meeting on 27 February 2024. The current structure of the Company's Board of Directors consists of the following sub-committees: Audit Committee, Nomination and Remuneration Committee and Corporate Governance and Sustainable Development Committee. The details of the directors' remuneration for 2024 are as follows:

Details of the remuneration	2024 (proposed)	2023 (last year)
1. Retainer fees for board of directors and meeting allowance fees for the committees		
1.1 Retainer fees for Board of Directors (Baht/Person/Month)		
- Chairman	60,000	60,000
- Vice Chairman/Chief Executive Officer / President	50,000	50,000
- Director	40,000	40,000
1.2 Meeting allowance fees for the Committees (Baht/Person/Meeting)		
Audit Committee		
- Chairman	40,000	40,000
- Director	30,000	30,000
Nomination & Remuneration Committee		
- Chairman	40,000	40,000

- Director	30,000	30,000
Corporate Governance and Sustainable Development Committee		
- Chairman	40,000	
- Director	30,000	
Retainer fees for the Board of Directors and meeting allowance fees for the sub-committees are to be paid at the <u>same</u> rate as the year before. Meeting allowance fees for the Corporate Governance and Sustainable Development Committee must be approved by the Annual General Meeting of Shareholders No. 16/2024 first.		
2. Bonus for the Directors (Baht)	9,000,000 (Paid from performance in 2023)	12,000,000 (Paid from performance in 2022)
Bonus for the Directors is paid at a <u>decreased</u> rate compared to the year before in the amount of THB 3,000,000.		
3. Any other benefits	None	

The Board's Opinion The Board of Directors, through the proposal from the Nomination and Remuneration Committee, had considered and approved the proposed remuneration in accordance with the rules and remuneration procedures to be in line with the Company's Board of Directors structure and sub-committees structure and had the resolution to propose the remuneration for the year 2024 to the AGM for approval.

Required votes for resolution: Votes of not less than two third (2/3) of the total votes of the shareholders who attend the meeting and cast the vote.

Agenda 8: To consider and appoint the auditor and to determine the audit fees for the year 2024

Rationales & Objectives In compliance to the Public Company Limited Act B.E. 2535, Section 120, and the Company's Article of Association, Article 43, which requires the AGM to appoint the auditors and to determine the audit fees of the Company on an annual basis.

The Audit Committee's opinion The Audit Committee considered to propose the appointment of auditors and determine the audit fees for the year 2024, with the opinion that the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited are independent, qualified and able to perform their duties with responsibility with no relationship or interest with the Company, executives, major shareholders or any related persons of aforementioned persons. The auditor profiles are shown in Attachment 4. Therefore, the Board of Directors meeting was

proposed to appoint the auditors and determine the audit fees for the years 2024 in order to further propose to the AGM with following details:

<u>Auditors</u>	<u>C.P.A. Registration No.</u>	<u>No. of years of signing to certify Company's Financial Statement</u>
1. Mr. Chavala Tienpasertkij	4301 and/or	1
2. Ms. Nisakorn Songmanee	5035 and/or	1
3. Ms. Lasita Magut	9039 and/or	1

A total audit fee for the year 2024 is THB 2,800,000. One of the aforementioned auditors will audit and express opinion on the Company's financial statement, in the event these auditors are unable to perform their duties, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited is authorized to assign another of its auditors to perform the audit and express opinions on the company's financial statements in their place. Details of the audit fees are as follows:

	2024	2023	Change
Audit fees (THB)			
- To audit the annual financial statements	1,450,000	1,450,000	-
- To review the interim financial statements	900,000	900,000	-
Total audit fees	2,350,000	2,350,000	-
Non-audit fees (THB)			
- To review the Risk-Based Capital report for the six-month period to be submitted to the Office of Insurance Commission	150,000	150,000	-
- To audit the Risk-Based Capital report for the year for annual submission to the Office of Insurance Commission	300,000	300,000	-
Total non-audit fees	450,000	450,000	-
Total	2,800,000	2,800,000	

In addition, the non-audit fees for the year 2024 are set at THB 7,000,000 for the preparation of Thai Financial Reporting Standard No.17 (TFRS17) to be adopted for the first time in 2025. This includes review of actuarial models, review of internal control system including information technology system related to the preparation of TFRS 17. This combined with the audit fees for 2024 totaling the amount to THB 9,800,000.

The Board's Opinion It is deemed appropriate to propose to the AGM to appoint Mr. Chavala Tienpasertkij, C.P.A. Registration No. 4301 and/or Ms. Nisakorn Songmanee, C.P.A. Registration No. 5035 and/or Ms. Lasita Magut, C.P.A. Registration No. 9039 of Deloitte Touche Tohmatsu Jaiyos

Audit Company Limited as the Company's auditor for the year 2024 with total audit fees in the total amount of THB 9,800,000, which is higher than the fees in 2023 for THB 7,000,000. This is because the non-audit fees for the year 2024 which includes the fees for the preparation of Thai Financial Reporting Standard No.17 (TFRS17) to be adopted for the first time in 2025. This includes review of actuarial models, review of internal control system including information technology system related to the preparation of TFRS 17.

It is specified that one of the aforementioned auditors will audit and express opinion on the Company's financial statement. In the event those auditors are unable to perform their duties, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited is authorized to assign another of its auditors to perform the audit and express opinions on the Company's financial statements in their place.

Required votes for resolution: Majority vote of shareholders who attend the meeting and cast vote.

Agenda 9: To acknowledge the Company's policies and business plan in the future

Rationale & Objectives To allow the Shareholders to acknowledge the policies and the business plan of the Company in the future.

The Board's Opinion It is deemed appropriate to let the AGM to acknowledge the policies and the business plan of the Company in the future.

Required votes for resolution: This agenda is for acknowledgement. Therefore, voting is not required.

Agenda 10: Other Business (if any)

The Company would like to invite the shareholders to attend the Annual General Meeting of Shareholders No.16/2024 on 24 April 2024 at 10.00 Hrs. via hybrid meeting (Physical meeting and E-AGM) at Muang Thai Life Assurance Auditorium, 250 Ratchadapisek Road, Huai Khwang, Bangkok, in accordance with the relevant laws and regulations regarding both on-site meeting and E-AGM. We kindly ask you to review the guidelines and flow chart for attending the E-AGM. In addition, we kindly ask you to fill out the registration form for attending the meeting ("Registration form") and submit the form with the identity verification document per [Attachment 8](#) to the Company by Monday, 22 April 2024 in order for the Company to confirm your right to attend the meeting and send you the E-AGM username and password.

If a shareholder wishes to appoint another person or an independent director of the Company to attend the meeting and vote on behalf of him/her at this meeting, please refer to the guidelines for attending the AGM via electronic meeting and methods of assigning proxy with

details per Attachment 8, as well as fill out the details and sign the proxy form attached to the invitation or you can download the proxy form from the Company's website at www.muangthaiinsurance.com and send the form, any document required for granting a proxy and registration form to the Company by Monday, 22 April 2024. The Company will facilitate the shareholder by closing of the stamp duty to the proxy form for the proxy who is registered to attend the AGM.

Moreover, the Company has opened for the shareholders to submit questions related to the agenda or other important information to the Company using the form for proposing questions in advance of the date of the AGM per Attachment 11 and send to the Company by

- E-mail: cso@muangthaiinsurance.com or - by post

The shareholders may submit the questions to “The Company Secretary Office, Muang Thai Insurance Public Company Limited, No. 252, Ratchadaphisek Road, Huai Khwang, Bangkok, 10310” The shareholder must provide his/her full name, address, telephone number that can be contacted back. The Company Secretary Office will collect the questions and send them to the Chairman of the Board of Directors for consideration and the questions submitted in advance will be answered in the Annual General Meeting of Shareholders.

Yours Sincerely,



(Mrs. Nualphan Lamsam)

President and Chief Executive Officer



Minutes of the Annual General Meeting of the Shareholders No. 15/2023
of Muang Thai Insurance Public Company Limited (the "Company")
In the form of Hybrid Meeting (Physical and online)
Thursday, 27th April, 2023

at Muang Thai Life Assurance Auditorium, 250 Ratchadapisek Road, Huai Khwang, Bangkok

Date, time and venue

The Annual General Meeting of the Shareholders ("the meeting") was held on Thursday, 27th April, 2023 at 10.00 Hrs. in the form of hybrid meeting in accordance with the Decree on Electronic Meeting B.E.2563 at at Muang Thai Life Assurance Auditorium, 250 Ratchadapisek Road, Huai Khwang, Bangkok.

Before the meeting commenced

The Company showed the shareholders a demonstration video on an instruction for voting and method of sending inquiry via a chat box of the video conferencing system. For shareholders who wish to attend the meeting in person or by proxy, please wear masks at all times. If you have any symptoms of COVID-19 PUI (Patients under Investigation) or suspicion of being infected with a temperature of 37.5 degrees Celsius or higher, please undergo an ATK test before attending the shareholder's meeting. If you have any tendency to be infected, the Company reserves the right to prohibit you from entering the meeting room. Shareholders may appoint others or independent directors of the Company to attend the meeting on your behalf.

The meeting commenced

Mr. Photipong Lamsam, Chairman, presided over the Annual General Meeting of the Shareholders as the Chairman. ("The Chairman")

The Chairman welcomed the shareholder to the Annual General Meeting of the Shareholders No. 15/2023. Referring the resolution of the Board of Directors' meeting, it is deemed appropriate to arrange the Annual General Meeting of the Shareholders in the form of a hybrid meeting according to the Decree on Electronic Meeting B.E.2563, which the Company had informed shareholders of the meeting format through the system of the Stock Exchange of Thailand ("SET") on 27 February 2023.

The Chairman informed the Meeting that there were 11 shareholders attending via online meeting and in person in the meeting room, equivalent to 7,572,457 shares or 12.8347% of the total shares issued by the Company. There were 4 shareholders attending via online meeting, equivalent to 40,600 shares or 0.0688% of the total shares issued by the Company. There was 1 proxy attending via online meeting, equivalent to 590,000 shares or 1% of the total shares issued by the Company. There were 61 proxies attending, equivalent to 38,243,635 shares or 64.8197% of the total shares issued by the Company. In summary, there were 77 shareholders and proxies attending the meeting, equivalent to 46,446,692 shares or 78.7232% of the total shares issued by the Company considering a quorum according to the related laws and the Company's Article of Association

The Chairman therefore gave the opening speech for the Annual General Meeting of the Shareholders No. 15/2023 and asked Mrs. Nualphan Lamsam, President and Chief Executive Officer, to introduce the Company's directors, executives, Chief Financial Officer, auditors and voting observers attending this meeting as follows.



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Muang Thai Insurance Public Company Limited
Head Office • 252 Rachadaphisek Road, Huaykwang, Bangkok 10310 • Registration: 0107551000151
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The Directors who presented in the meeting room

- | | |
|--------------------------------|---|
| 1. Mr. Photipong Lamsam | Chairman |
| 2. Mrs. Nualphan Lamsam | President and Chief Executive Officer |
| 3. Mr. Sara Lamsam | Director |
| 4. Mrs. Puntrika Baingern | Director, Senior Executive Vice President and Chief Financial Officer |
| 5. Mr. Han Mong Siew | Director |
| 6. Mr. Chusak Direkwattanachai | Independent Director, Chairman of Audit Committee and Member of Nomination and Remuneration Committee |
| 7. Mr. Asoke Wongcha-um | Independent Director, Chairman of Nomination and Remuneration Committee and Member of Audit Committee |
| 8. Mr. Pravej Ongartsittigul | Independent Director |
| 9. Mr. Pongtep Polanun | Independent Director |

The Directors who attended the meeting via online meeting

- | | |
|-----------------------------|--|
| 1. Mr. Jingjai Hanchanlash | Vice Chairman |
| 2. Mr. Somkiat Sirichatchai | Director |
| 3. Mr. Thanavath Phonvichai | Director |
| 4. Mr. Kumpol Sontanarat | Independent Director |
| 5. Mr. Pilas Puntakosol | Independent Director and Member of Audit Committee |

Absent Directors

- | | |
|------------------------------|--|
| 1. Ms. Sujitpan Lamsam | Vice Chairman |
| 2. Mr. Boonchai Chokwattana | Independent Director and Member of Nomination and Remuneration Committee |
| 3. Mr. Frank J.G. Van Kempen | Director |

There were 14 directors from 17 directors attending in the meeting, equivalent to 82.35% of total number of directors. There were 9 directors attending the meeting at Muang Thai Life Assurance Auditorium and 5 directors attending the meeting via online meeting.

The Executives

- | | |
|-----------------------------|---|
| 1. Mr. Surat Srisomboonkul | Chief Operating Officer |
| 2. Mr. Wasit Lamsam | Chief Sales and Marketing Office |
| 3. Mr. Vichai Laotrakul | Head of Non-Motor Group |
| 4. Capt. Chayada Neeparin | Head of Human Resources and Administration Group |
| 5. Mr. Vitoon Chomchaypol | Head of Agent Sales Channel and Corporate Communication Group |
| 6. Ms. Wimol Limsuwansilp | Head of Corporate Development and Benefit Management Group |
| 7. Ms. Jirayu Varaporn | Head of Corporate Strategy Sub-Group |
| 8. Ms. Sunee Srisuktaveerat | Head of Accounting and Finance Sub-group |
| 9. Mr. Singhaphon Phonsing | Head of Regulatory Compliance and Legal Sub-Group |

The Company's Auditors

1. Ms. Narissara Chaisuwan Auditor from EY Office Limited
2. Ms. Ketwilai Pornwuttiphan Auditor from EY Office Limited

In addition, Ms. Jareerat Soisermsap, the independent lawyer attended the meeting as an observer for voting and vote counting processes.

Before proceeding to the agenda of the Meeting, the Chairman assigned Mr. Vitoon Chomchaypol, Head of Agent Sales Channel and Corporate Communication Group and Ms. Pisuttha Nunthavorawech, Senior Officer, Corporate Communication Group as the moderators to explain the methods of voting and vote counting and rights of the shareholder as follows.

1. At the meeting, the Company is using the electronic conference system of Quid Lab Co., Ltd., which is an independent agency that provides the system for shareholders meeting in the form of hybrid meeting. This system is certified the Electronic Transaction Development Agency or ETDA.

2. At the meeting in 2023, the meeting attendees can watch live broadcasts and cast the vote on each agenda. A video demonstration had been playing to show the attendees how to use the online system for voting and inquiry at the beginning of the meeting. If the attendees have technical difficulties in using the system, the attendees can contact Quidlab for assistance at the number: 02-013-4322, mobile: 080-008-7616 or Email: info@quidlab.com throughout the duration of the meeting.

3. The Company has given shareholders the opportunity to submit questions in advance regarding the agenda of the meeting to the Company Secretary Office. Before voting on each agenda, the Chairman, as sees appropriate, will ask the shareholders and proxies whether they have any questions and/or comment on issues related to that agenda.

For those who are presenting at Muang Thai Life Assurance Auditorium, they can inquire and/or express opinions. This will be facilitated by the Company's staff to present the microphone to them. The Company will consider the questions according to the agenda in each matter and/or issues related to that agenda as sees appropriate. The shareholders and proxies should give the full name to inform the meeting when asking questions or expressing opinions.

For those who are attending the online meeting, questions can be sent through the chat box. They can type question or comments during the agenda they wish to inquire or give opinion and they can start typing questions from now on. The Company will consider questions that related to that agenda by grouping similar questions as see appropriate.

4. Voting shall be counted 1 share as 1 vote. Therefore, each shareholder will have the number of votes according to the number of shareholding or as a proxy. They can vote approve, disapprove or abstain.

5. For shareholders who are attending the meeting at Muang Thai Life Assurance Auditorium, they can vote for each agenda on the ballot card by ticking the box "Approve/Disapprove/Abstain". They can choose only one box in each agenda that is open for voting. The Company will allocate sufficient time for shareholders and proxies to vote. The staff will collect the ballot card for each agenda to process the vote counting and recording with the barcode system.

If the shareholders or proxies do not check any box in the ballot card, it will be considered that they have voted "Approve" for that agenda.

For those who are attending online meeting, they can vote via e-Voting system by checking the “Approve/Disapprove/Abstain” box. They can choose only one box in each agenda that is open for voting. They will have 1 minute to vote in each agenda that is open for voting. If shareholders or proxies who do not respond to the system, it will be assumed that they have voted “Approve” for that agenda.

6. In counting votes, the Company will count the votes of shareholders attending the meeting at Muang Thai Life Assurance Auditorium and online meeting, including proxies. The votes of shareholders who disapprove, abstain from voting or invalid ballot card will be deducted from all votes, and the rest will be treated as approve votes.

7. In order to comply with the good governance principles by the SET, for Agenda 5 regarding consideration and election of the directors to replace those who are due to retire by rotation, the Chairman will ask shareholders and proxies to vote for the directors on an individual basis.

8. For proxies with the votes that have been indicated as approve, disapprove or abstain on the proxy form, the Company will count the votes from that proxy form. However, the proxies whose proxy forms do not show any vote, the proxies shall vote for each agenda as if they were shareholders attending the meeting in person.

9. In the event that it is considered as invalid ballot card, the vote will not be counted for the agenda. Invalid means there are more than one mark on the box on the ballot card, or it is a strikethrough in the ballot without signing on the strikethrough area, or the vote is split, except the custodian.

10. When voting via online meeting has been completed and staffs have collected all the ballot cards at the Muang Thai Life Assurance Auditorium. Number of shares of the most recent attendees in that agenda will be used for the voting result. The Company will display and notify the results of each agenda to the meeting. The voting results will be displayed on the screen with four decimal places. When the results for each agenda are announced, the voting process on that agenda will be considered final.

11. The resolution of the Annual General Meeting of the Shareholders shall consist of the following votes:

Agenda 2 and Agenda 9 are agendas for acknowledgement, no voting requires.

Agenda 1, Agenda 3, Agenda 4, Agenda 5 and Agenda 7 shall be approved with a majority of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 6 shall be approved with a vote of not less than two-thirds of the total votes of the shareholders attending the meeting.

Agenda 8 shall be approved with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting.

In order to comply with the good guidelines of the Annual General Meeting of the Shareholders of listed companies regarding vote counting for the hybrid meeting, the Company invited the auditors of the Company from EY Office Co., Ltd. and an independent lawyer to act as an observer in the vote counting as well as to supervise the meeting in a transparent manner according to the related laws and the Company’s Article of Association.

At the same time, the Company will proceed to the meeting according to the agenda that appears in the invitation letter which has been sent to all shareholders. If the shareholders wish to inquire and/or express opinions that are other than the agenda that is being considered, they shall bring it to ask or comment on other agendas at the end of the meeting. Inquiry and opinion should be concise and to the point and refrain from asking question or

expressing opinion that is duplicate. This is to allow other shareholders to exercise their rights as well. The shareholders will be asked to cooperate to make the meeting go smoothly and to manage the meeting in a timely manner.

If a large number of questions are submitted, the Company reserves the right to select the questions as appropriate. If there are any questions that cannot be answered during the meeting due to limited time, the Company will summarize the questions and answers submitted in advance and asked in the meeting room as a part of the minutes of the Annual General Meeting of the Shareholders which will be published on the SET and the Company's website within 14 days after the meeting.

After that, the Chairman asked the meeting to consider agendas as follows.

Agenda 1: To certify the minutes of the Annual General Meeting of the Shareholders No. 14/2022

The Chairman proposed the Meeting to consider and certify the minutes of the Annual General Meeting of the Shareholders No.14/2022 which had been sent to shareholders along with the meeting invitation prior to the meeting.

The Chairman asked the shareholders to express their opinions or inquiries.

There was no comment or question from the shareholders. The Chairman therefore assigned Ms. Saruda Chayakantaneera, Head of the Company Secretary Office to announce the voting results. For the resolution, it is required to receive a majority of votes from the total number of votes of shareholders attending the meeting and have the right to vote.

Resolution: The meeting passed a resolution by the unanimous votes cast by the shareholders attending the meeting to certify the minutes of the Annual General Meeting of the Shareholders No. 14/2022 held on Tuesday, 26 April 2022 with following result:

Approved	46,936,692	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	-
Abstained	-	votes,	equivalent to	-
Invalid	-	votes,	equivalent to	-

Agenda 2: To acknowledge the Company's Performance for the year 2022

The Chairman asked Mrs. Nualphan Lamsam, President and Chief Executive Officer to report the Company's Performance for the year 2022 and summary of financial information to the meeting.

Mrs. Nualphan Lamsam, President and Chief Executive Officer reported the Company's performance for the year ended 31 December 2022 which had been reviewed by the Certified Public Accountant as follows.

	Million THB
Gross Written Premium	17,183.68
Net Written Premium	9,023.63
Earned Written Premium	8,572.58
Income and Commission	2,321.26
Investment Income and Other Incomes	430.25

Total Income	11,324.09
Net Claim	4,576.04
Income and Commission	2,729.73
Underwriting Expenses and Operating Expenses	3,003.10
Total Expense	10,308.86
Profit after Income Tax	810.22

When comparing the Company's Performance of the year 2022 and 2021, Gross Written Premium increased 10.5% from 2021. Earned written premium increased 15.2% in the same direction as the growth of net premium. The Company had net claim of THB 4,576.04 million or 53.4 % of Earned written premium similar to loss ratio of the year 2021. Other underwriting and operating expenses increased THB 91.8 million or 3.2% due to expenses about marketing and sales promotion for retaining the customer base and expanding the customer base under the intense competition in the market.

The Company's profit after tax as appeared on the statement of comprehensive income 2022 was THB 810.22 million which increased THB 42.8 million or 5.6% from the year 2021. Investment income and profit increased THB 192.3 million or 31.1% due to unrealized loss.

This agenda was for acknowledgement. Therefore, voting was not required.

The Chairman invited shareholders to express their opinions or inquiries.

There were shareholders who had expressed their opinions and/or suggestion and/or additional inquiries regarding this agenda. The Chairman therefore requested that the executives and/or the director clarify and respond to questions on this agenda, which can be summarized as follows.

Mr. Saran Youngnoi, Shareholder, who had submitted the questions in advance inquired that in the fourth quarter of 2022, there was significantly abnormal loss from investment, if there was any investment items caused such loss.

Mrs. Nualphan Lamsam, President and Chief Executive Officer, explained that it was due to the adjustment of investment portfolio by cutting some losses from partially loss stocks that were affected by the COVID-19. These losses incurred relatively high costs. This was to comply with the new accounting standard IFRS9, which will be implemented in 2025 for all insurance companies.

Mr. Saran Youngnoi, Shareholder, who had submitted the questions in advance inquired that in the fourth quarter of 2022, the underwriting profit was significantly higher than usual, if there was any factor or special item.

Mrs. Puntrika Baingern, Director, Senior Executive Vice President and Chief Financial Officer explained that the reason for the increased underwriting profit was due to the Company having a better loss ratio than the requirement. When the insurance coverage ended, the Company received a return reinsurance commission.

Mr. Chayawat Karawattana, Shareholder, who submitted the question via the online meeting inquired that currently, people have been traveling like normal, resulting in an increase in the number of accidents. Also, the reinsurance companies have been increasing the premium and stricter reinsurance standards, or it was called hard market. How much these two factors will affect the combined ratio, and what strategies will the Company have to implement?

Mrs. Nualphan Lamsam, President and Chief Executive Officer, provided information that motor loss ratio in 2023 improved due to the increasing use of cars. However, the Company had improved its business management by setting appropriate prices, selecting and improving the quality of existing and new portfolio, as well as continuously improving its operational processes to increase efficiency and cost control. Therefore, the underwriting profit would remain at a satisfactory level. As for non-motor insurance, the insurance market was currently in a hard market due to the impact of natural disasters worldwide. The Company had focused on risk management by purchasing additional XOL and improving its underwriting guideline to support the increased risk.

Mr. Chayawat Karawattana, Shareholder, who submitted the question via the online meeting inquired that the current status of motor insurance competition compared to the high competition period during COVID-19 in terms of insurance premium.

Mrs. Nualphan Lamsam, President and Chief Executive Officer, explained that the Company had set motor insurance premiums at a standard level comparable with other companies, allowing the Company to compete with leading companies in the market. The Company emphasized and prioritized speedy service, new technologies and business ethics which had been communicated to all relevant employees. Each type of premium can compete in the market, including EV (electric vehicle), which the Company had launched. However, the number of insured EVs was still small since statistical data for claim cannot be accurately calculated.

Mr. Thanut Techalert, Shareholder, who submitted the question via the online meeting inquired about the increased interest rates worldwide and how they would affect the investment assets of the Company, resulting in what percentage increase in returns.

Mrs. Nualphan Lamsam, President and Chief Executive Officer, explained that this year the Company focused on investing in fixed income due to the volatility of equity. The OIC has allowed insurance companies to invest in equities up to 30%, but the change in investment had made the Company invest cautiously in Property Fund and REIT, and gradually reduce investment portfolios to increase fixed income proportion. Currently, fixed income was in a period of high inflation and high interest rates, and the Company chose to invest in the item with A or higher credit rating, both domestically and internationally.

Resolution: The meeting acknowledged the Company's performance for the year 2022.

Agenda 3: To consider and approve the statement of financial position and the statement of comprehensive income for the year ended 31 December 2022

The Chairman asked Mrs. Nualphan Lamsam, President and Chief Executive Officer to present details of the statement of financial position and the statement of comprehensive income for the year ended 31 December 2022 to the meeting as follows.

Mrs. Nualphan Lamsam presented to the Meeting that in order to comply with Section 112 of the Public Companies Limited Act B.E.2535 and Article 42 of the Company's Articles of Association requiring the Board of Directors to prepare the statement of financial position and the statement of comprehensive income prepared for the accounting year and propose to the Annual General Meeting of Shareholders to consider and approve the statement of financial position and statement of comprehensive income for the year ended 31 December 2022, which had been audited and certified by the auditors of the Company. Besides, the Audit Committee and the Board

of Directors had considered that the information was correct, complete and sufficient according to the accounting standards as shown in the Annual Report 2022 (56-1 One Report) and a summary of the financial information delivered to the shareholders together with the meeting invitation.

The Chairman asked shareholders to express their opinions or inquiries.

There was no comment or question from the shareholders. The Chairman therefore assigned Head of the Company Secretary Office to announce the voting results. For the resolution, it is required to receive a majority of votes from the total number of votes of shareholders attending the meeting and have the right to vote.

Resolution: The meeting passed a resolution by the unanimous votes cast by the shareholders attending the meeting to approve the statement of financial position and the statement of comprehensive income for the year ended 31 December 2022 with following voting result:

Approved	47,778,081	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	-
Abstained	-	votes,	equivalent to	-
Invalid	-	votes,	equivalent to	-

Agenda 4: To consider and approve profit allocation and dividend payment from the performance of 2022

The Chairman asked Mrs. Nualphan Lamsam, President and Chief Executive Officer to present details of profit allocation and dividend payment from the performance of 2022 to the meeting as follows.

Mrs. Nualphan Lamsam reported that according to the resolution of the Board of Directors' meeting No.1/2023 held on 27 February 2023 to approve the annual dividend payment from the net profit of the Company as of 31 December 2022 in the amount of THB 810.22 Million or at a rate of 6.18 Baht per share, for a total amount of THB 364.62 Million or 45% of the net profit in 2022 after corporate income tax at a rate of 20%. Ordinary shareholders are eligible for tax credit on dividend income under Section 47 Bis of the Revenue Code of Thailand. The record date is 13 March 2023. The dividend payment date is 15 May 2023.

Then, she asked Mrs. Puntrika Baingern, Director, Senior Executive Vice President and Chief Financial Officer to present the details of profit allocation and dividend payment.

Mrs. Puntrika Baingern explained that the Company had the reserve in an amount of THB 59 million which was fully set according to the law. According to the performance and financial statement, the Company had a net profit for the year 2022 in the amount of THB 810,220,037 (Eight Hundred Ten Million Two Hundred Thirty-Seven Thousand and Three Hundred Baht).

	Amount (THB)
In appropriate retained earnings as at 1 January 2022	4,533,420,225
<u>Plus</u> Net profit(loss) of the year 2022	810,220,037
<u>Plus</u> by profit estimated by actuary	21,302,832
Inappropriate retained earnings as at 31 December 2022	5,364,943,094
<u>Deducted</u> by retained earnings to be paid as dividend in 2022	(306,800,000)
<u>Deducted</u> by dividend payment proposed this time	<u>(364,620,000)</u>
Remaining of inappropriate retained earnings	<u>4,693,523,094</u>

The Chairman asked shareholders to express their opinions or inquiries.

There were shareholders who had expressed their opinions and/or suggestion and/or additional inquiries regarding this agenda. The Chairman therefore requested that the executives and/or the director clarify and respond to questions on this agenda, which can be summarized as follows.

Mr. Thanut Techalert, Shareholder, who expressed the opinion via the online meeting to complimented the Company's management for their excellent risk management, as the Company was one of the few insurance companies in Thailand that had not been impacted by COVID-19 insurance claims. This had resulted in good business performance and increased dividend payouts. In addition, the Company had also grown well and increased its market share.

There was no comment or question from the shareholders. The Chairman therefore assigned Head of the Company Secretary Office to announce the voting results. For the resolution, it is required to receive a majority of votes from the total number of votes of shareholders attending the meeting and have the right to vote.

Resolution: The meeting passed a resolution by the unanimous votes cast by the shareholders attending the meeting to approve profit allocation and dividend payment from the performance of 2022 with following voting result:

Approved	47,778,081	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	-
Abstained	-	votes,	equivalent to	-
Invalid	-	votes,	equivalent to	-

Agenda 5: To consider and approve election of the Directors to replace those who retire by rotation

The Chairman asked Mr. Asoke Wongcha-um, Chairman of the Nomination and Remuneration Committee, to advise the meeting to elect the directors to replace those who were due to retire by rotation in detail.

Mr. Asoke Wongcha-um, Chairman of the Nomination and Remuneration Committee advised the meeting that according to the Good Governance and to allow the shareholders to cast the vote freely. He then asked the directors who retired by rotation, namely Mr. Sara Lamsam, Mr. Chusak Direkwattanachai, Mr. Han Mong Siew and Mr. Thanavath Phonvichai to leave the meeting room and logout from the system before the election began.

In compliance with Section 71 of the Public Limited Company Act B.E.2535 and Article 16 of the Company's Article of Association which require one-third (1/3) of the directors to retire by rotation at every annual general meeting of shareholders. There were 4 directors who retired by rotation at the AGM No.15/2023 as follows.

Name	Position
1. Mr. Sara Lamsam	Director
2. Mr. Chusak Direkwattanachai	Independent Director, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee
3. Mr. Han Mong Siew	Director
4. Mr. Thanavath Phonvichai	Director

The Company allowed the shareholders to nominate the qualified person(s) with no disqualification to be elected as the directors via the Company's website and the SET website. This was in accordance with the good corporate governance principles of listed companies. However, when the specified period, during 1-30 December

2022, for nomination has expired, the shareholders had not nominated any persons to be considered and elected as directors.

The Nomination and Remuneration Committee's opinion, excluding opinion of the directors with interest after considering the qualifications of 4 directors who retired by rotation in the of the Annual General Meeting of the Shareholders No.15/2023, they had the opinion that 4 directors were qualified according to Section 68 of the Public Limited Company Act and had no disqualification to be elected as the Company's directors according to the regulations of the Office of the Securities and Exchange Commission ("SEC") Moreover, they had knowledge, ability and experiences which were beneficial to business operations and valuable to the Company. Also in the past, they had performed their duties as the Company's directors and member of sub-committees very well.

Therefore, it was deemed appropriate to propose to the meeting to elect those 4 directors namely, Mr. Sara Lamsam, Mr. Chusak Direkwattanachai, Mr. Han Mong Siew and Mr. Thanavath Phonvichai to be the directors of the Company and members of sub-committees for another term. The profile of those directors proposed for the election and the definition of the independent director are shown in Attachment 3 and 5 of the invitation letter respectively.

The Chairman invited shareholders to express their opinions or inquiries.

There were shareholders who had expressed their opinions and/or suggestion and/or additional inquiries regarding this agenda. The Chairman therefore requested that the executives and/or the director clarify and respond to questions on this agenda, which can be summarized as follows.

Mr. Chusak Kusirirat, Shareholder, who had submitted the questions in advance inquired whether the Company had conducted a review of the backgrounds of the directors and executives regarding any past illegal activities or misconduct.

Mrs. Puntrika Baingern, Director, Senior Executive Vice President and Chief Financial Officer, explained that the Company has a process to regularly check the criminal records of the directors and employees with the National Police Office.

There was no comment or question from the shareholders. The Chairman therefore assigned Head of the Company Secretary Office to announce the voting results. For the resolution, it is required to receive a majority of votes from the total number of votes of shareholders attending the meeting and have the right to vote.

Resolution: The meeting passed a resolution by a majority of votes cast by the shareholders attending the meeting to approve electing 4 directors, namely Mr. Sara Lamsam, Mr. Chusak Direkwattanachai, Mr. Han Mong Siew and Mr. Thanavath Phonvichai to be the Company's director and member of sub-committees for another term with the following vote results:

1. Mr. Sara Lamsam		Director		
Approved	46,810,755	votes,	equivalent to	97.9754 %
Disapproved	-	votes,	equivalent to	-
Abstained	967,326	votes,	equivalent to	2.0246 %
Invalid	-	votes,	equivalent to	-

from the total number of votes of shareholders attending the meeting and have the right to vote.

2. Mr. Chusak Direkwattanachai Independent Director, Chairman of the Audit Committee and Member of the Nomination and Remuneration Committee

Approved	47,777,885	votes,	equivalent to	99.9996 %
Disapproved	196	votes,	equivalent to	0.0004 %
Abstained	-	votes,	equivalent to	-
Invalid	-	votes,	equivalent to	-

from the total number of votes of shareholders attending the meeting and have the right to vote.

3. Mr. Han Mong Siew Director

Approved	47,774,781	votes,	equivalent to	99.9931 %
Disapproved	-	votes,	equivalent to	-
Abstained	3,300	votes,	equivalent to	0.0069 %
Invalid	-	votes,	equivalent to	-

from the total number of votes of shareholders attending the meeting and have the right to vote.

4. Mr. Thanavath Phonvichai Director

Approved	47,774,781	votes,	equivalent to	99.9931 %
Disapproved	3,300	votes,	equivalent to	0.0069 %
Abstained	-	votes,	equivalent to	-
Invalid	-	votes,	equivalent to	-

from the total number of votes of shareholders attending the meeting and have the right to vote.

Agenda 6: To consider the remuneration for the Directors for the year 2023

The Chairman asked Mr. Asoke Wongcha-um, Chairman of the Nomination and Remuneration Committee to propose the Meeting to consider the remuneration for the Directors the year 2023 as follows.

Mr. Asoke Wongcha-um, Chairman of the Nomination and Remuneration Committee advised the Meeting that in order to promote the performance of the directors in creating added value for the Company. The Nomination and Remuneration Committee and the Board of Directors had thoroughly considered the remuneration for the directors by taking into account the responsibilities and duties of the directors. The remuneration of the directors can be compared to other listed companies in the same industry with the similar size of business. Therefore, the remuneration of directors was sufficient to motivate the competent directors who can perform the duties according to the business direction the Company to achieve the goals with transparent process to build confidence in the shareholders. The remuneration was comparable to the average remuneration of the listed companies according to the survey about remuneration of the directors of the listed companies by Thai Institute of Directors Association. Thus, the Meeting was proposed to consider increasing remuneration for the Board of Directors and sub-committees and approving bonus for the directors with following details.

Details of the remuneration	2023 (proposed)	2022 (last year)
1. Retainer fees for board of directors and meeting allowance fees for the committees		
1.1 Retainer fees for Board of Directors (Baht/Person/Month)		
-Chairman	60,000	60,000
-Vice Chairman/Chief Executive Officer / President	50,000	50,000

-Director	40,000	40,000
1.2 Meeting allowance fees for the Committees (Baht/Person/Meeting)		
Audit Committee		
-Chairman	40,000	40,000
-Director	30,000	30,000
Nomination & Remuneration Committee		
-Chairman	40,000	40,000
-Director	30,000	30,000
Retainer fees for the Board of Directors and meeting allowance fees for the Committees to be paid at the <u>same</u> rate as the year before.		
2. Bonus for the Directors (Baht)	12,000,000 (Paid from performance in 2022)	11,000,000 (Paid from performance in 2021)
Bonus for the Directors paid at the <u>increased</u> rate as the year before in the amount of THB 1,000,000.		

- Other benefits -None-

The Chairman invited shareholders to express their opinions or inquiries.

There was no comment or question from the shareholders. The Chairman therefore assigned Head of the Company Secretary Office to announce the voting results. For the resolution, it is required to receive not less than two-thirds of the total number of votes of shareholders attending the meeting and have the right to vote.

Resolution: The meeting passed a resolution by the unanimous votes cast by the shareholders attending the meeting to approve the remuneration for the Directors the year 2023 as proposed with following voting result:

Approved	47,778,081	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	-
Abstained	-	votes,	equivalent to	-
Invalid	-	votes,	equivalent to	-

Agenda 7: To consider and appoint the auditor and to determine the audit fees for the year 2023

The Chairman assigned Mr. Chusak Direkwattanachai, Chairman of the Audit Committee to propose the Meeting details of auditor appointment and audit fees for the year 2023 as follows.

Mr. Chusak Direkwattanachai, Chairman of the Audit Committee explained that in compliance with Section 120 of the Public Limited Company Act B.E.2535 and Article 43 of the Company's Article of Association which specifies that the annual shareholder meeting shall consider and appoint the auditor and determine the annual audit fees of the Company.

The Board of Directors through the proposal of Audit Committee to approve appointing Mr. Nantawat Sumraunhant, CPA Registration No. 7731, and/or Ms. Nisakorn Songmanee, CPA Registration No. 5035 and/or Ms. Lasita Magut, CPA Registration No. 9039 and/or Mr. Chavala Tienpasertkij, CPA Registration No. 4301 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited to be the Company's auditors for the year 2023 with annual auditing fees for 2023 in a total amount of THB 2,800,000, same rate as fees for 2022.

One of the aforementioned auditors will audit and express opinion on the Company's financial statements, in the event where those auditors are unable to perform their duties, Deloitte Touche Tohmatsu Jaiyos Audit

Company Limited is authorized to assign another of its auditors to perform the audit and express opinions on the company's financial statements in their place, with the details of audit fees for consideration as follows.

	2023 (Deloitte Touche Tohmatsu Jaiyos Audit Company Limited)	2022 (EY Office Company Limited)	Change
Audit fees (THB)			
- To audit the annual financial statements	1,450,000	1,470,000	(20,000)
- To review the interim financial statements	900,000	750,000	150,000
Total audit fees	2,350,000	2,220,000	130,000
Non audit fees (THB)			
- To review the Risk-Based Capital report for the six-month period to be submitted to the Office of Insurance Commission	150,000	200,000	(50,000)
- To audit the Risk-Based Capital report for the year for annual submission to the Office of Insurance Commission	300,000	380,000	(80,000)
Total non-audit fees	450,000	580,000	(130,000)
Total	2,800,000	2,800,000	-

The meeting had considered and appointed Mr. Nantawat Sumraunhant, C.P.A. Registration No. 7731 and/or Ms. Nisakorn Songmanee, C.P.A. Registration No. 5035 and/or Ms. Lasita Magut, C.P.A. Registration No. 9039 and/or Mr. Chavala Tienpasertkij, C.P.A. Registration No. 4301 of Deloitte Touche Tohmatsu Jaiyos Audit Company Limited as the Company's auditor for the year 2023 with annual audit fees for 2023 in the total amount of THB 2,800,000, same rate as the fees for 2022.

One of the aforementioned auditors will audit and express opinion on the Company's financial statements, in the event where those auditors are unable to perform their duties, Deloitte Touche Tohmatsu Jaiyos Audit Company Limited is authorized to assign another of its auditors to perform the audit and express opinions on the company's financial statements in their place.

The Chairman asked shareholders to express their opinions or inquiries.

There were shareholders who had expressed their opinions and/or suggestion and/or additional inquiries regarding this agenda. The Chairman therefore requested that the executives and/or the director clarify and respond to questions on this agenda, which can be summarized as follows.

Mr. Chusak Kusirirat, Shareholder, who had submitted the questions in advance inquired whether the auditors had reviewed expenses that may violate the law, such as paying excess commissions to an insurance broker.

Mrs. Puntrika Baingern, Director, Senior Executive Vice President and Chief Financial Officer, explained that the auditor had reviewed the financial statements of the Company according to the accounting standards and criteria of the SEC and SET, to ensure that the Company complies with relevant laws and regulations. In addition, the Company has an internal control system related to compliance with various laws and regulations. In case of errors or non-compliance, the auditor and/or internal auditor and/or the regulatory and supervisory authorities have clear operating procedures and inform the Audit Committee of any findings.

There was no comment or question from the shareholders. The Chairman therefore assigned Head of the Company Secretary Office to announce the voting results. For the resolution, it is required to receive a majority of votes from the total number of votes of shareholders attending the meeting and have the right to vote.

Resolution: The meeting passed a resolution by the unanimous votes cast by the shareholders attending the meeting to appoint the auditor and to determine the audit fees for the year 2023 as proposed with following voting result:

Approved	47,778,081	votes,	equivalent to	100 %
Disapproved	-	votes,	equivalent to	-
Abstained	-	votes,	equivalent to	-
Invalid	-	votes,	equivalent to	-

Agenda 8: Amendment of the Articles of Association

The Chairman asked Mr. Singhaphon Phonsing, Head of Regulatory Compliance and Legal Sub-Group to propose the Meeting to consider amending the Articles of Association as follows.

Mr. Singhaphon Phonsing reported to comply with the criteria regarding electronic meetings under the Public Limited Company Act (No. 4) published in the Gazette on 23 May 2022 and effective on 24 May 2022 (amended), and the Decree on Electronic Meetings B.E. 2563 (“Electronic Meetings Act”) in the Government Gazette on 19 April 2020, therefore the Articles of Association was proposed to be amended as follows.

The Public Limited Company Act (No. 4) was published in the Gazette and effective on 24 May 2022, and the Decree on Electronic Meetings B.E. 2563 in the Government Gazette on 19 April 2020 support the meetings via electronic means and specific up-to-date and efficient methods for scheduling meetings, reducing unnecessary expenses, and providing convenience to shareholders.

The Board of Directors Meeting (No. 24 and 25)

Current	Recommend to amend
<p>Article 24: To convene a meeting of the Board of Directors, the Chairman of the Board of Directors or the person assigned by the Chairman shall send a written notice calling for such meeting to the Directors not less than seven (7) days prior to the date of the meeting. Where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and the date of the meeting may be scheduled sooner.</p>	<p>Article 24: To convene a meeting of the Board of Directors, the Chairman of the Board of Directors or the person assigned by the Chairman shall send a written notice calling for such meeting to the Directors not less than seven (7) days prior to the date of the meeting. Where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and the date of the meeting may be scheduled sooner.</p> <p><u>If the meeting is held via electronic means, the meeting invitation and supplementary documents may be delivered by electronic mail. The person responsible for arranging the meeting shall keep the copy of meeting invitation and supplementary documents in electronic format.</u></p>

<p>Article 25: At a meeting of the Board of Directors, there must be Directors present at least one-half of the total number of Directors to form a quorum. If the Chairman of the Board of Directors is not present at the meeting or unable to perform his duty, and if a Vice-Chairman exists, the Vice-Chairman present at the meeting shall be the Chairman of the meeting. If there is no Vice-Chairman or if there is a Vice-Chairman, but he is unable to perform his duty, the Directors present at the meeting shall elect one of the Directors to be the presiding Chairman.</p> <p>Decisions of the Board of Directors' meeting shall be made by majority votes.</p> <p>Each Director shall have one (1) vote, except for a Director who has an interest in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman of the meeting shall cast another casting vote.</p>	<p>Article 25: At a meeting of the Board of Directors, <u>whether it is held at designated meeting venue or via electronic means</u>, there must be Directors present at least one-half of the total number of Directors to form a quorum. If the Chairman of the Board of Directors is not present at the meeting or unable to perform his duty, and if a Vice-Chairman exists, the Vice-Chairman present at the meeting shall be the Chairman of the meeting. If there is no Vice-Chairman or if there is a Vice-Chairman, but he is unable to perform his duty, the Directors present at the meeting shall elect one of the Directors to be the presiding Chairman.</p> <p><u>At a meeting of the Board of Directors, the Chairman of the meeting may require the directors to attend the meeting and conduct related matters via the electronic means.</u></p> <p><u>Such meeting shall be conducted in accordance with the laws or regulations in force at that time and shall be deemed to have the same effect as the Board of Directors meeting held at designated meeting venue as provided for in the law and this article of association.</u></p> <p>Decisions of the Board of Directors' meeting shall be made by majority votes.</p> <p>Each Director shall have one (1) vote, except for a Director who has an interest in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman of the meeting shall cast another casting vote.</p>
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The Annual General Meeting of shareholders (No. 32, 33, 34 and 36)

Current	Recommend to amend
<p>Article 32: An Annual Ordinary Meeting of Shareholders shall be convened within four (4) months from the last day of the fiscal year of the Company. The other meetings of shareholders shall be called Extraordinary General Meeting.</p> <p>As it is deemed necessary or appropriate, the Board of Directors may summon an Extraordinary General Meeting of Shareholders. Or, shareholders holding shares in aggregate of not less than ten (10) percent of the total number of sold shares may at any time submit their names and request the Board of Directors in writing to call for an Extraordinary General Meeting of Shareholders, provided that, the reasons for the request</p>	<p>Article 32: An Annual Ordinary Meeting of Shareholders shall be convened within four (4) months from the last day of the fiscal year of the Company. The other meetings of shareholders shall be called Extraordinary General Meeting.</p> <p>As it is deemed necessary or appropriate, the Board of Directors may summon an Extraordinary General Meeting of Shareholders. Or, shareholders holding shares in aggregate of not less than ten (10) percent of the total number of sold shares may at any time submit their names and request the Board of Directors in writing to call for an Extraordinary General Meeting of Shareholders, provided that, the reasons for the request to call such meeting shall be clearly stated in the said written request. In such event, the Board of Directors shall proceed to</p>

<p>to call such meeting shall be clearly stated in the said written request. In such event, the Board of Directors shall proceed to call a shareholders' meeting to be held within forty-five (45) days from the date of the receipt of such request from the shareholders.</p> <p>In the case that the Board of Directors does not hold the Meeting within the period specified in the second paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may hold the meeting by themselves within forty-five (45) days from the lapse of the period referred in the second paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors whereby the Company is responsible for the expenses incurred from the convening of such meeting and for reasonable facilitation.</p> <p>In the case that the quorum of the meeting convened as requested by the shareholders according to the third paragraph is not met, as stipulated in Articles 34, the shareholders under the third paragraph shall be jointly responsible for paying any expenses incurred from convening of such meeting for the Company.</p>	<p>call a shareholders' meeting to be held within forty-five (45) days from the date of the receipt of such request from the shareholders.</p> <p>In the case that the Board of Directors does not hold the Meeting within the period specified in the second paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may hold the meeting by themselves within forty-five (45) days from the lapse of the period referred in the second paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors whereby the Company is responsible for the expenses incurred from the convening of such meeting and for reasonable facilitation.</p> <p>In the case that the quorum of the meeting convened as requested by the shareholders according to the third paragraph is not met, as stipulated in Articles 34, the shareholders under the third paragraph shall be jointly responsible for paying any expenses incurred from convening of such meeting for the Company.</p> <p><u>The shareholders' meeting can be held via electronic means. The meeting must be conducted in accordance with the methods specified in the laws or regulations in force at that time or the relevant laws or regulations shall apply as see appropriate. Such shareholders' meeting held via electronic means shall have the same effect as the shareholders' meeting held at designated meeting venue as provided for in the law and this article of association.</u></p>
<p>Article 33: To convene a shareholders' meeting, the Board of Directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting, with the appropriate details, indicating clearly whether it is a matter proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinion of the Board of Directors on the said matters.</p> <p>The said notice shall be distributed to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in a daily Thai language newspaper printed and distributed in the locality of the head office of the Company for three (3) consecutive days and not less than three (3) days prior to</p>	<p>Article 33: To convene a shareholders' meeting, the Board of Directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting, with the appropriate details, indicating clearly whether it is a matter proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinion of the Board of Directors on the said matters.</p> <p>The said notice shall be distributed to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in a daily newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting. <u>If the shareholders' meeting is held via electronic means, the delivery of the notice of the meeting and supplementary documents shall be made by</u></p>

<p>the date of the meeting.</p> <p>When the Board of Directors deems it appropriate, a shareholders' meeting may be convened at the other locality other than where the head office of the Company is situated or a neighboring province.</p>	<p><u>electronic mail. Such documents shall be delivered within the stipulated timeline and published in the newspaper within the period specified in this paragraph. According to the applicable laws and regulations, copy of the notice of the meeting and supplementary documents shall be kept as evidence and may be stored in electronic format.</u></p> <p>When the Board of Directors deems it appropriate, a shareholders' meeting may be convened at the other locality other than where the head office of the Company is situated or a neighboring province.</p>
<p>Article 34: At a shareholders' meeting, there shall be not less than twenty-five (25) shareholders attending the meeting, either in persons or by proxies and such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company, to form a quorum.</p> <p>The shareholders may appoint another person as their proxy to attend the meeting and vote on their behalf. The appointment of proxy shall be made in writing in accordance with the form so prescribed by the Registrar. The proxy shall deliver the instrument appointing proxy to the Chairman of the Board of Directors or a person entrusted by the Chairman at the meeting prior to the time that proxy attending the meeting.</p>	<p>Article 34: At a shareholders' meeting, <u>whether it is held at designated meeting venue or via electronic means</u>, there shall be not less than twenty-five (25) shareholders attending the meeting, either in persons or by proxies and such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company, to form a quorum.</p> <p>The shareholders may appoint another person as their proxy to attend the meeting and vote on their behalf. The appointment of proxy shall be made in writing in accordance with the form so prescribed by the Registrar. The proxy shall deliver the instrument appointing proxy to the Chairman of the Board of Directors or a person entrusted by the Chairman at the meeting prior to the time that proxy attending the meeting.</p> <p><u>In the case of attending and voting via the electronic meeting, shareholder and proxy must comply with the rules and conditions prescribed by the Company and in accordance with the relevant announcements, regulations and laws, including any amendments made to them.</u></p>
<p>Article 36: The Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting. If the Chairman of the Board is not present at a meeting or unable to perform his duty, and if a Vice-Chairman exists, the Vice-Chairman present at the meeting shall be the Chairman of the meeting. If there is no Vice-Chairman or there is a Vice-Chairman, but he is unable to perform his duty, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.</p>	<p>Article 36: At a shareholders' meeting, <u>whether it is held at designated meeting venue or via electronic means</u>, the Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting. If the Chairman of the Board is not present at a meeting or unable to perform his duty, and if a Vice-Chairman exists, the Vice-Chairman present at the meeting shall be the Chairman of the meeting. If there is no Vice-Chairman or there is a Vice-Chairman, but he is unable to perform his duty, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.</p>

Such amendment had no effect on the material content of the Company's Article of Association.

It was deemed appropriate to propose the shareholders to consider and approve the amendment of the Article of Association specifically in the categories of the Board of Directors' meeting (Article 24 and 25) and the Annual General Meeting of shareholders (Article 32, 33, 34, and 36). Furthermore, the shareholders are proposed to approve the appointment of authorized persons of the Company to register, amend, and/or modify the Company's Article of Association in accordance with the instructions of the registrar, without affecting the material content of the additional amendments, and with other regulators and/or proceed any related matters as necessary in order to complete the registration of the Company's Article of Association.

The Chairman asked shareholders to express their opinions or inquiries.

There was no comment or question from the shareholders. The Chairman therefore assigned Head of the Company Secretary Office to announce the voting result. For the resolution, it is required to receive not less than three-fourths of the total number of votes of shareholders attending the meeting and have the right to vote.

Resolution: The meeting passed a resolution by the unanimous votes cast by the shareholders attending the meeting to amend the Articles of Association as proposed with following voting result:

Approved	47,778,081 votes,	equivalent to	100 %
Disapproved	- votes,	equivalent to	-
Abstained	- votes,	equivalent to	-
Invalid	- votes,	equivalent to	-

Agenda 9: To acknowledge the policies and the business plans of the Company

The Chairman asked Mrs. Nualphan Lamsam, President and Chief Executive Officer to advise the policies and the business plans of the Company to the meeting.

Mrs. Nualphan Lamsam advised the meeting about the policies and the business plans for the future as follows.

Product Development

- Aim to develop and design new products to meet the economic conditions and needs of customers that are adapted to the social flow and to suit the needs of customers at different generations and sales channels of. In particular, creating differences in service excellence in order to maintain and expand the customer base and increase new customers, including building better relationships with various business partners to build and expand customer base to meet the needs, and suitable for changing economic conditions in the digital age.
- Focus on developing a variety of products focusing on products for the elderly and the lifestyle of customers such as accident and health insurance and motor insurance designed specifically for the needs of customers.
- Product is managed according to the product price adjustment policy to reflect the actual cost of each product and each sales channel.

Excellent Customer Service

- Aim to provide customers with an excellent service experience and consistently prioritizes good customer experience across all channels to help and support customers to discover, use, customize or solve problems of products or services and enable the working teams in the company to create good customer service by improving end-to-end service and engaging with customers. Develop customer experience from every touch point to build long-lasting relationships with customers.

- Aim to continuously invest in new innovations and technologies to raise the standard of services of the Company to meet the needs of customer, enhance satisfaction and work efficiency.

Sales Channel Management

- Aim to expand sales channels to target retail customers through large organizations in traditional channels such as financial institutions, brokers, agents or new channels such as digital or eco-system partnership.
- A strong business partners has been established. It is a new target group from creating awareness in Muang Thai Insurance Brand through promoting the image of the Company through the CEO who has credibility in the campaign “Believe Dang” which has been widely accepted. This helps the business expansion, especially in major cities provinces and secondary cities in order to meet the goals.

Workflow Development

- Strive to continuously improve internal management and work processes to increase work efficiency and deliver excellent service to customers.
- Create a competitive advantage in the era of digital disruption. In the past year, the Company had worked with business partners to study and develop the use of artificial intelligence in the process of motor underwriting and claims to improve time efficiency. Prompt service delivery to customers and reduce operational costs. In addition, the Company has developed an information technology system to work in a connected whole system from the underwriting process to the claims service. This will reduce the redundant workflow and enable control quality and measure performance to meet the specified standards. As well as, create a monitoring system and report preparation, which is the key development and continuous improvement of the work process to make the Company ready to support growing and expanding the business strongly and becoming a leading insurance company in the digital technology era.

Human Resources Development

- Focus on training and educating employees at all levels, including insurance knowledge, management knowledge, and technology knowledge for better customer service. The training is conducted through E-learning and various projects from within and outside the organization on an annual basis.
- Manage and develop of career growth opportunities for employees and create a succession plan to develop employees to be ready to support the growth of the Company.
- Focus on strengthening the organizational culture, promoting the values of the service organization - “Customer Driven as top-of-mind” and continue to campaign it as a guideline and cultivating this value for employees at all levels to create the best of the best service.

Information Technology Development

- Regularly develop services and information systems to be up-to-date. In the past year, the Company has researched opportunities to use new digital innovations to develop its processes such as AI, online marketing, cloud technology, enterprise planning systems, workflow automation, mobile and web applications. The developed systems have been used to optimize business operations and reduce costs incurred.
- Develop technology systems to analyze data such as e-commerce, e-policy, e-claim and e-service to improve the efficiency of sales and service processes for customers, agents and business partners so that the Company can compete in the market and continue to provide excellent services to customers.

Brand Image and Public Relations

- Focus on public relations to reinforce the confidence and credibility of "Muang Thai Insurance Public Company Limited" through the Company operation with the 90-year history, maintaining the principle of CEO marketing

with various social roles. This is done through all-round public relations, particularly online media through social media that presents various content formats to create awareness and brand recognition, including high-value traditional media such as newspapers, TV, and overseas media that expand to regions with branches, major agents, and brokers. Communication work aims to promote sales and develop the Company's business, while also reaching out to younger generations through modern media to expand the customer base among working-age people as the main target group in the future.

Corporate Social Responsibility Activities

- Commit to giving back to society through various activities to show social responsibility. It also reinforces the business position of being a helper and healing people in times of disaster by coordinating with all sectors, including employees as “MTI New Volunteer” and driving activities with customers, partners, business partners, as well as the general public as “New Volunteer”.
- Set up a guideline to provide disaster prevention education to customers and partners to help prevent damage from disasters such as floods.
- Continue to focus on activities to enhance opportunities for young people through football activities to improve the quality of life of people with disabilities and underprivileged people.
- Support Madame Pang Foundation as a means to expand social activities to be more diverse and able to provide assistance to Thai people in many areas throughout the country.

Mrs. Nualphan Lamsam, President and Chief Executive Officer, invited the shareholders to watch the video presentation called "9 Decades of Smiles" of Muang Thai Insurance (approximately 5 minutes long). She then asked Mr. Vitoon Chomchaypol, Head of Agent Sales Channel and Corporate Communication Group, to present the Company's achievements and important awards. Additionally, she requested Mr. Wasit Lamsam, Chief Sales and Marketing Officer, to present the Company's overseas business strategy to the meeting.

Mr. Vitoon Chomchaypol informed the meeting that over the past 90 years, there had been many delightful occasions under the slogan "Face Crisis with Smile". The Company has received significant awards such as the sustainable insurance company award from the Office of the Insurance Commission, the sustainable model organization award from the Thai Stock Market for supporting people with disabilities, the 3rd certification from the Thai Private Sector Collective Action Coalition Against Corruption, and two major awards from BrandAge magazine's top brand survey. These awards included the Top Best in Business Performance award, ranking 7th out of 23 business categories, and the Top Best in General Insurance Industry award, ranking 2nd.

Mr. Wasit Lamsam presented the overseas business strategies to the meeting.

Overseas business strategy in 2023

- Separate the license into non-life insurance and life insurance licenses under the laws of Lao PDR to be in line with the plan.

According to the amended insurance law in 2019 of the Laos PDR, it requires the insurance companies to separate the business between life insurance and non-life insurance business within 2023. The Company had considered guidelines and procedures for separating license according to such law. There are some implementations in various aspects, including setting 10-year business plan (2021-2030) for both the existing company to operate life insurance business and the new company to be a non-life insurance company, as well as the shareholding structure of both companies to maintain the existing shareholding structure to ensure the sustainable growth of the business and create a competitive advantage, as well as various important business plans to present to the government agencies of the Laos PDR and is consistent with such policies.

In 2022, the Lao Insurance Association and the Department of State-Owned Enterprise Reform and Insurance held a joint meeting and presented their opinion to the Minister of Finance and the Government of the Lao PDR to postpone the separation of business from January 2023 to January 2025 for a period of 2 years due to the recent COVID-19 situation and the unavailability of many companies.

Therefore, the Company has delayed the license separation and plans to start the process of reviewing and preparing again by the beginning of 2024. The Company has been well prepared for the separation. Only the detailed consideration and update of the information need to be revisited. The relevant teams have prepared complete documents and are ready for the separation. In January 2025, only documents are submitted to the government agencies involved in the process of requesting the separation.

- Seek opportunities to invest in non-life insurance companies in target countries in post-Covid19, such as Vietnam and/or Cambodia, using strengths in product expertise, comprehensive sales channels, and effective management.

The Company has a policy and goal to expand its business abroad. The Company has been continually studying and expanding its business abroad. As it will be a market opportunities and new customer base in foreign countries with a large market scale and there are still many groups of people that do not have access to insurance. As can be seen from many countries, the penetration ratio is low, especially in CLMV countries, which is a good business opportunity for the Company in the future.

The Company aims to find business partners in target countries to build good relationships and to study the feasibility of business cooperation in order to build strong joint ventures based on the Company's expertise in the insurance business together with its customer base and market expertise of its partners in that country. In order to build mutual business advantage, the Company intends to expand its business in various countries in the ASEAN region in order to establish itself as a leading company in the region.

This agenda was for acknowledgement. Therefore, voting was not required.

The Chairman asked shareholders to express their opinions or inquiries.

There were shareholders who had expressed their opinions and/or suggestion and/or additional inquiries regarding this agenda. The Chairman therefore requested that the executives and/or the director clarify and respond to questions on this agenda, which can be summarized as follows.

Mr. Parinya Thearawon, Shareholder, who submitted the question via the online meeting inquired about the insurance policy for EV, as the cost of the batteries was considered high.

Mr. Wasit Lamsam, Chief Sales and Marketing Officer, explained that as the President and Chief Executive Officer mentioned earlier, the Company's policy regarding EV insurance was being prepared. This included studying insurance data from other countries and preparing for services such as service centers and repair shops, as they would require different techniques than internal combustion engine cars. Additionally, the Company was currently seeking partnerships with EV dealers for certain brands. The Company also received information from the Office of Insurance Commission that they will issue new insurance policy for EV.

Mr. Vorapat Chinpongpaiboon, Shareholder, suggested that the Company should improve the mobile application to be more convenient, faster, and easier to access, and should improve sales channels to be made more convenient by using QR code system.

Mrs. Nualphan Lamsam, President and Chief Executive Officer, expressed her gratitude and stated that she will consider these suggestions for future improvements.

Mr. Tunladhon Eakluksananon, Head of Business Development and Strategy Office, added that team had been collecting customer journey data, whether for insurance sales or online services, with a focus on making transactions more convenient and faster. For existing customers, the Company will use the data from the existing database to reduce the time for customers to fill-in their information and increase numbers of online sales channels. Additionally, the Company has also incorporated artificial intelligence or AI to assist with underwriting system.

As there was no shareholder expressed their opinions, suggestions, or additional inquiries regarding this agenda, the Chairman therefore asked the meeting to acknowledge the policies and the business plans of the Company.

Agenda 10: Other Business

- Nil -

The Chairman informed the meeting that all agendas had been considered. Before adjourning the meeting, Mr. Singhaphon Phonsing, Head of Regulatory Compliance and Legal Sub-Group reported on the progress of the Thai Private Sector Collective Action Against Corruption (CAC) and the sustainable business practices in accordance with ESG.

Mr. Singhaphon Phonsing presented as follows:

1. Thai Private Sector Collective Action Against Corruption (CAC)

What had been conducted in 2022

The Company had announced about the third certification that the Company received for anti-corruption policy and practices according to the criteria set by the CAC Board (2nd renewal) on 30 September 2021. This certification has a period of 3 years from 2021 to 2024. The Company continues to strive to implement the anti-corruption policy to prepare for the 3rd renewal in 2024.

- Provided training on anti-corruption policy and business ethics to new employees. The newsletters were prepared for use in disseminating and communicating to employees continuously. The E-learning system had been prepared.
- Increased communication channels for anti-corruption policy, such as external service providers, partners and business partners
- The Anti-Corruption Policy is an integral part of the Company's principles of good governance and includes an annual review of the policy and related practices to prevent corruption within the Company.

Plan for 2023

- Since obtaining CAC certification to date, the Company has recognized and valued all employees by continuously providing anti-corruption policy and business ethics training to them.
- Establish anti-corruption policy as part of employee performance evaluation, use of third-party services, and contracting with brokers and agents, including enhancing communication channels. Anti-corruption policy and No Gift Policy to external service providers, partners, and business partners through social media those are up-to-date and easy to understand.
- Review policies and related practices annually to ensure they are up-to-date and in line with current anti-corruption measures to prevent such actions from occurring both inside and outside the organization.
- Develop an E-Learning system for training and creating newsletters on the anti-corruption policy, and communicate through online platforms to keep up with the changing times. This is to raise employee

awareness about the importance of countering corruption and aligning with the standards set by CAC. The Company will also conduct online testing to make it convenient and accessible for its employees during the New Normal era.

- Participate in seminars with government agencies to receive training on preventing corruption, bridging the public and private sectors.
- Prepare for the fourth membership certification (third renewal) in 2024.
- Invite its business partners to join CAC together for transparent business practices

2. Sustainable business practices in accordance with ESG.

The Company has the ESG policy that takes into account the interests of all stakeholders, adheres to good corporate governance principles, business ethics, and complies with laws and regulations. The Company also seeks to create opportunities for understanding the needs and expectations of all types of stakeholders, in order to create a balance between the Company and stakeholders, and to promote economic, social, and environmental sustainability. In 2022, the Company emphasized the importance of driving sustainable business, including environmental, social, and governance (ESG) dimensions, and established an ESG Committee to manage sustainability in all dimensions. This policy has been approved by the Company's Board of Directors and was announced on 2 August 2023.

For 2023, the Company has set plans and KPIs for employees and executives to implement the ESG policy and principles, and closely monitor the progress of these projects.

The Chairman asked shareholders to express their opinions or inquiries.

There were shareholders who had expressed their opinions and/or suggestion and/or additional inquiries regarding this agenda. The Chairman therefore requested that the executives and/or the director clarify and respond to questions on this agenda, which can be summarized as follows.

Ms. Nuengruethai Chaisawekul, Shareholder, who submitted the question via the online meeting inquired if the Company generated income from travel insurance and what proportion of the income it represented.

Mr. Wasit Lamsam, Chief Sales and Marketing Officer, explained that the Company had a small share in the overall travel insurance market. The market size was around 2.2 billion Baht in the past year, and the Company expected to have around 200 million Baht or approximately 1% of the market this year. In terms of the Company's income, this represented around 7-8% of the market share.

Mr. Chayawat Karawawan, Shareholder, who submitted the question via the online meeting inquired about when the new accounting standards will be implemented what significant changes will be made.

Mrs. Puntrika Baingern, Director, Senior Executive Vice President and Chief Financial Officer, explained that there will be two types of accounting standards related to the insurance business: IFRS9 and IFRS17. These will be implemented simultaneously in 2025. IFRS9 concerns all investments, while IFRS17 is the standard to be used for life insurance and non-life insurance contracts. The Company had assessed relevant information since 2019 and made improvements to the accounting standard system by using ORACLE's ERP system in 2021 to support the transition to the new financial reporting standard of IFRS17. The SEC had mandated that all insurance companies prepare reports according to the new standard for fiscal year 2023, before announcing its implementation in 2025. In the fourth quarter of the past year, the Company established the working team and hired consultants related to the accounting systems for both types. As for software systems and hiring actuaries for accounting, expecting that the operations will be completed by the end of this year to support operations in the following year, it should be no issues about that.

Mr. Chusak Kusirirat, who had submitted the questions in advance inquired whether the Company had a policy or paid excessive commissions to insurance agents, as one insurance agent had disclosed to the public and the SET about other incomes which was not the commission.

Mrs. Puntrika Baingern, Director, Senior Executive Vice President and Chief Financial Officer, explained that the Company paid commissions to the brokers according to the announcement of the OIC for their role in pointing out or suggesting channels for insurance policyholders (customers) to enter into the contract with the Company. In addition, there may be other expenses paid according to the agreed contract, such as 1) Service charges, including vehicle inspection fees, printing and delivery of policies, 2) Advertising and public relations expenses, and 3) Sales promotion expenses, etc.

Mr. Prinya Tiyanawor, Shareholder, who submitted the question via the online meeting inquired if the Company had plans to establish a holding company.

Mrs. Nualphan Lamsam, President and Chief Executive Officer, explained that in the near future, the Company did not have plans to establish a holding company.

The Chairman informed the meeting that the agendas had been considered and approved as specified in the invitation letter. There was no comment and/or question from the shareholders. The Chairman therefore thanked all shareholders for taking the time to attend the meeting and expressed useful opinions and closed the meeting.

The meeting adjourned at 11:57 Hrs.

Signed.....*Mr. Photipong Lamsam*.....Chairman of the Meeting
(Mr. Photipong Lamsam)

Signed.....*Mrs. Puntrika Baingern*.....Acting Company Secretary/
(Mrs. Puntrika Baingern) Minutes taker

Note: The meeting was recorded by the video camera in the form of video in accordance with the regulation, laws, and policy of the Company concerning personal data and privacy for the purpose of shareholder meetings.

Financial information of the Muang Thai Insurance Public Company Limited.

Unit : Baht	2023	2022	2021
Gross Premium Written	17,757.57	17,183.68	15,556.20
Direct Premium Written	17,722.97	17,148.61	15,516.00
Net Premium Written	10,911.46	9,023.63	7,924.25
Earned Premium	10,029.22	8,572.58	7,438.37
Underwriting Profit	351.83	687.31	376.77
Investment Income and Gains on Investment	484.99	327.92	594.97
Profit before Income Tax	836.82	1,015.23	971.74
Net Profit	655.46	810.22	767.45
Unearned Premium Reserve	8,952.91	8,592.29	8,213.69
Equity	6,082.61	6,305.24	6,004.97
Total Liabilities	25,297.75	25,267.19	24,005.95
Total Assets	31,380.36	31,572.42	30,011.02
Per Share			
Book Value	103.10	106.87	101.78
Earning Per Share	11.11	13.73	13.01
Dividend Per Share*	5.00	6.18	5.20
Payout Ratio (%)	0.45	0.45	0.40
Highest Share Price	126.50	146.00	118.50
Lowest Share Price	108.00	91.00	82.00
Share Price at Year-End	113.00	123.50	110.50
Price Per Earning Ratio (Times)	10.17	8.99	8.50
Financial Ratio			
Capital Adequacy Ratio**	2.84	2.96	2.87
Net Profit Margin on Net Premium Written	0.06	0.09	0.10
Return on Total Assets(average)	0.02	0.03	0.03
Return on Equity(average)	0.11	0.13	0.13
Debt to Equity Ratio (Times)	4.16	4.01	4.00

*Remark: *To be approved by the 2024 Annual General Meeting of the Shareholders.*

*** Capital Adequacy Ratio under Risk-Based Capital as at 30 September 2023*

Profile of directors nominated to replace the directors who are due to retire by rotation

Mr. Photipong Lamsam

Current Position: Chairman
Appointed: 18 June 2008; term of office as director for 15 years 10 months
Date of Birth: 8 July 1934 **Age:** 89 **Nationality:** Thai
Address: 12/2 Soi Promsri, Klong Tan Nuea, Watthana, Bangkok
No. of securities held His 1,338,001 shares equivalent to 2.268
 (As of 28 Dec 2023) Spouse 441,375 shares equivalent to 0.748
Education: MBA, Temple University, U.S.A.
Training on Director Certification Program: -
Type of Director Proposed: Chairman



Recruitment Criteria: The Board of Directors had considered through the Nomination and Remuneration Committee's recommendation that this director is competent, has experiences related directly to the Company's business, able to give opinions independently in accordance with relevant regulations and always collaborate in the Company development. Therefore, it is deemed appropriate to propose to the Annual General Shareholders' Meeting to consider re-elect this director to be the Company's director for another term. The term of office as the director combining with the term of office after re-election will be 18 years 10 months.

Directorship in other Companies

Positions in listed companies			No. of non-listed companies he/she serves as a director	Position in other businesses which may create conflict of interest with the Company
Total	Position	Company		
2	Honorary Chairman	Sermsuk Plc.	4	-
	Chairman	Phatra Leasing Plc.		

Meeting attendance in 2023: Board of Directors 5 times / 5 times

The Board of Directors has thoroughly and carefully considered and scrutinized the profile of nominated director. Besides, no candidate was nominated by the shareholders to be elected as a director last year.

Profile of directors nominated to replace the directors who are due to retire by rotation

Mr. Jingjai Hanchanlash

Current Position: Vice Chairman
Appointed: 30 July 2014; term of office as director for 9 years 9 months
Date of Birth: 25 July 1942 Age: 81 Nationality: Thai
Address: 19/41 Sala Daeng Police Station Alley, Lumpini, Pathumwan, Bangkok
No. of securities held His 22,000 shares equivalent to 0.0373
 (As of 28 Dec 2023) Spouse 160,038 shares equivalent to 0.2713
Education: Ph.D. in Public Law, CAEN University, France
 Certificate of Mid-Career Management Training, University of Western Ontario, Canada
 Certificate of Project Analysis, University of Connecticut, USA



Training on Director Certification Program:

Director Accreditation Program (DAP) Class 1/2003
 Audit Committee Program (ACP) Class 19/2007

Type of Director Proposed: Vice Chairman

Recruitment Criteria: The Board of Directors had considered through the Nomination and Remuneration Committee's recommendation that this director is competent, has experiences related directly to the Company's business, able to give opinions independently in accordance with relevant regulations and always collaborate in the Company development. Therefore, it is deemed appropriate to propose to the Annual General Shareholders' Meeting to consider re-elect this director to be the Company's director for another term. The term of office as the director combining with the term of office after re-election will be 12 years 9 months.

Directorship in other Companies

Positions in listed companies			No. of non-listed companies he/she serves as a director	Position in other businesses which may create conflict of interest with the Company
Total	Position	Company		
4	Advisor to the Board of Executive Director	Loxley Plc.	11	-
	Director and Executive Director	KASIKORNBANK Plc.		
	Independent Director	Laguna Resorts & Hotels Plc.		
	Independent Director	Thai Wah Food Products Plc.		

Meeting attendance in 2023: Board of Directors

5 times / 5 times

The Board of Directors has thoroughly and carefully considered and scrutinized the profile of nominated director. Besides, no candidate was nominated by the shareholders to be elected as a director last year.

Profile of directors nominated to replace the directors who are due to retire by rotation

Ms. Sujitpan Lamsam

Current Position: Vice Chairman, Chairman of Investment Committee, Member of Executive Committee, Member of Risk Management Committee and Member of Corporate Governance and Sustainable Development Committee

Appointed: 18 June 2008; term of office as director for 15 years 10 months

Date of Birth: 20 January 1959 Age: 64 Nationality: Thai

Address: 23 Soi Sukhumvit 49, Klong Tan Nuea, Watthana, Bangkok

No. of securities held Her 600,000 shares equivalent to 1.0169

(As of 28 Dec 2023) Spouse - shares equivalent to -

Education: M.S. (Management), Massachusetts Institute of Technology, USA
M.A. (Honors) (Economics), Cambridge University, UK
B.Econ. (Honors) (Economics), Cambridge University, UK

Training on Director Certification Program:

Director Accreditation Program (DAP) Class 21/2004

Type of Director Proposed: Vice Chairman

Recruitment Criteria: The Board of Directors had considered through the Nomination and Remuneration Committee's recommendation that this director is competent, has experiences related directly to the Company's business, able to give opinions independently in accordance with relevant regulations and always collaborate in the Company development. Therefore, it is deemed appropriate to propose to the Annual General Shareholders' Meeting to consider re-elect this director to be the Company's director for another term. The term of office as the director combining with the term of office after re-election will be 18 years 10 months.



Directorship in other Companies

Positions in listed companies			No. of non-listed companies he/she serves as a director	Position in other businesses which may create conflict of interest with the Company
Total	Position	Company		
1	Vice President	KASIKORNBANK Plc.	5	-
	Director	KASIKORNBANK Plc.		

Meeting attendance in 2023:

Board of Directors	5 times / 5 times
Investment Committee	4 times / 4 times
Executive Committee	10 times / 12 times
Risk Management Committee	4 times / 4 times

The Board of Directors has thoroughly and carefully considered and scrutinized the profile of nominated director. Besides, no candidate was nominated by the shareholders to be elected as a director last year.

Profile of directors nominated to replace the directors who are due to retire by rotation

Mr. Frank Johan Gerard van Kampen

Current Position: Director
Appointed: 27 April 2016; term of office as director for 8 years
Date of Birth: 23 February 1967 Age: 56 Nationality: Dutch
Address: 27th Floor, Cambridge House, Taikoo Place,
 979 King's Road Quarry Bay, Hong Kong
No. of securities held His - shares equivalent to -
 (As of 28 Dec 2023) Spouse - shares equivalent to -
Education: Master of Actuarial Science University of Amsterdam, Netherlands
 Master of Marketing Tilburg University, Netherlands
 Fellow of Dutch Actuarial Association, Dutch Actuarial Association
 Fellow of Actuarial Society of Hong Kong, Actuarial Society of Hong Kong



Training on Director Certification Program: -

Type of Director Proposed: Director

Recruitment Criteria: The Board of Directors had considered through the Nomination and Remuneration Committee's recommendation that this director is competent, has experiences related directly to the Company's business, able to give opinions independently in accordance with relevant regulations and always collaborate in the Company development. Therefore, it is deemed appropriate to propose to the Annual General Shareholders' Meeting to consider re-elect this director to be the Company's director for another term. The term of office as the director combining with the term of office after re-election will be 11 years.

Directorship in other Companies

Positions in listed companies			No. of non-listed companies he/she serves as a director	Position in other businesses which may create conflict of interest with the Company
Total	Position	Company		
-			-	-

Meeting attendance in 2023: Board of Directors

4 times / 5 times

The Board of Directors has thoroughly and carefully considered and scrutinized the profile of nominated director. Besides, no candidate was nominated by the shareholders to be elected as a director last year.

Profile of directors nominated to replace the directors who are due to retire by rotation

Mr. Wasit Lamsam

Current Position: Director
Appointed: 27 February 2024; term of office as director for 2 months
Date of Birth: 23 January 1967 Age: 53 Nationality: Thai
Address: 276/6 Soi Tiwanon 24, Tiwanon Road, Muang Nonthaburi, Nonthaburi
No. of securities held His - shares equivalent to -
 (As of 28 Dec 2023) Spouse - shares equivalent to -
Education: Master of Engineering, Chulalongkorn University
 MBA, Lehigh University, USA
Training on Director Certification Program:



Director Accreditation Program (DAP) Class 58/2006

Audit Committee Program (ACP) Class 15/2006

Type of Director Proposed: Director

Recruitment Criteria: The Board of Directors had considered through the Nomination and Remuneration Committee's recommendation that this director is competent, has experiences related directly to the Company's business, able to give opinions independently in accordance with relevant regulations and always collaborate in the Company development. Therefore, it is deemed appropriate to propose to the Annual General Shareholders' Meeting to consider re-elect this director to be the Company's director for another term. The term of office as the director combining with the term of office after re-election will be 3 years 2 months.

Directorship in other Companies

Positions in listed companies			No. of non-listed companies he/she serves as a director	Position in other businesses which may create conflict of interest with the Company
Total	Position	Company		
-			-	-

Meeting attendance in 2023: Board of Directors - times / - times

Remark: Appointed as Director on 27 February 2024

The Board of Directors has thoroughly and carefully considered and scrutinized the profile of nominated director. Besides, no candidate was nominated by the shareholders to be elected as a director last year.

Profile of directors nominated to replace the directors who are due to retire by rotation

Mr. Boonchai Chokwatana

Current Position: Independent Director and Member of the Nomination and Remuneration Committee

Appointed: 27 February 2019; term of office as director for 4 years 8 months

Date of Birth: 1 August 1947 **Age:** 76 **Nationality:** Thai

Address: 2/1 Soi Saimitr, Bangchak, Prakanong, Bangkok

No. of securities held His - shares equivalent to -

(As of 28 Dec 2023) Spouse - shares equivalent to -

Education: Honorary Doctorate Degree of Arts,
Rajamangala Institute of Technology Phra Nakhon
Honorary Doctorate Degree in Logistics Management,
Suan Sunandha Rajabhat University
Honorary Doctorate Degree in Business administration, Maharakham University
Honorary Doctorate Degree in Communication, Naresuan University
Bachelor of Arts in Political Science, Ramkhamhaeng University



Training on Director Certification Program:

Director Accreditation Program (DAP) Class 3/2003

Director Certification Program (DCP) Class 68/2005

Type of Director Proposed: Director

Recruitment Criteria: The Board of Directors had considered through the Nomination and Remuneration Committee's recommendation that this director is competent, has experiences related directly to the Company's business, able to give opinions independently in accordance with relevant regulations and always collaborate in the Company development. Therefore, it is deemed appropriate to propose to the Annual General Shareholders' Meeting to consider re-elect this director to be the Company's director for another term. The term of office as the director combining with the term of office after re-election will be 7 years 8 months.

Directorship in other Companies

Positions in listed companies			No. of non-listed companies he/she serves as a director	Position in other businesses which may create conflict of interest with the Company
Total	Position	Company		
5	Chairman	Far East Fame Line DDB PCL	19	-
	Chairman	Saha Pathanapibul PCL		
	Director	Thai President Foods PCL		
	Director	Saha Pathana Inter-Holding PCL		
	Director	Sun Vending Technology PCL		

Meeting attendance in 2023: Board of Directors 5 times / 5 times
Nomination and Remuneration Committee 3 times / 3 times

The Board of Directors has thoroughly and carefully considered and scrutinized the profile of nominated director. Besides, no candidate was nominated by the shareholders to be elected as a director last year.

Profile of directors nominated to replace the directors who are due to retire by rotation

Mr. Kumpol Sontanarat

Current Position: Independent Director and Member of Corporate Governance and Sustainable Development Committee

Appointed: 28 April 2021; term of office as director for 3 years

Date of Birth: 5 November 1960 **Age:** 60 **Nationality:** Thai

Address: 78/54 Baan Klang Krung, Charoen Raj Road, Bang Khlo, Bang Kho Laem, Bangkok

No. of securities held His - shares equivalent to -
(As of 28 Dec 2023) Spouse - shares equivalent to -

Education: Honorary degree, Technology Management, Thammasat University
Master Degree of Master Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University
Master Degree of Applied Statistics – Computer Science, National Institute of Development Administration (NIDA)
Bachelor Degree of Business Administration, Ramkhamhaeng University
Bachelor Degree of Computer Engineering, King Mongkut's Institute of Technology Ladkrabang



Training on Director Certification Program:

Director Certification Program (DCP)	Class 201/2015
Risk Management Program for Corporate Leaders (RCL)	Class 26/2022

Type of Director Proposed: Independent Director

Recruitment Criteria: The Board of Directors had considered through the Nomination and Remuneration Committee's recommendation that this director is competent, has experiences related directly to the Company's business, able to give opinions independently in accordance with relevant regulations and always collaborate in the Company development. Therefore, it is deemed appropriate to propose to the Annual General Shareholders' Meeting to consider re-elect this director to be the Company's director for another term. The term of office as the director combining with the term of office after re-election will be 6 years.

Directorship in other Companies

Positions in listed companies			No. of non-listed companies he/she serves as a director	Position in other businesses which may create conflict of interest with the Company
Total	Position	Company		
-	-	-	-	-

Meeting attendance in 2023: Board of Directors 5 times / 5 times

The Board of Directors has thoroughly and carefully considered and scrutinized the profile of nominated director. Besides, no candidate was nominated by the shareholders to be elected as a director last year.

Profile of a new director

Mr. Surat Srisomboonkul

Current Position: Senior Executive Vice President, Chief Operating Officer (COO)

Date of Birth: 15 July 1964 Age: 59 Nationality: Thai

Address: 59/188 Borommaratchachonnani 101 Alley, Sala Thammasop
Sub-district, Thawi Watthana District, Bangkok

No. of securities held: His - shares equivalent to -

(As of 28 Dec 2023) Her - shares equivalent to -

Education: Master of Science in Information Technology, Assumption University
Bachelor's Degree in Business Administration, Major in Accounting,
Assumption University



Training on Director Certification Program:

Director Certification Program (DCP) Class 155/2011

Type of Director Proposed: Director

Recruitment Criteria: The Board of Directors had considered through the Nomination and Remuneration Committee's recommendation that this director is knowledgeable and competent, has experiences in management of any type of insurance and reinsurance, marketing and also expertise in accounting, finance and information technology, including being a broad visionary. He therefore can help the Company make sustainable progress in accordance with relevant regulations and always collaborate in the Company development. Therefore, it is deemed appropriate to propose to the Annual General Shareholders' Meeting to consider elect this person to be the Company's director.

Directorship in other Companies

Positions in listed companies			No. of non-listed companies he/she serves as a director	Position in other businesses which may create conflict of interest with the Company
Total	Position	Company		
-	-	-	1	-

Work experiences (in the past 5 years)

<u>Year</u>	<u>Position</u>	<u>Company/Juridical entity</u>
2015-2019	President	Thai Insurance Plc.
2014-2015	Executive Vice President	Thai Insurance Plc.

The person nominated this time has undergone a thorough screening process or cautious consideration by the Board of Directors, and in the past year, there have been no shareholders proposing persons for being elected as the director.

Profiles of nominated auditors

These auditors are independent persons and have no conflict of interests with the Company

1. Mr. Chavala Tienpasertkij

Education:

- Master of Accountancy, Chulalongkorn University
- Master of Management, Mahidol University
- Bachelor of Accountancy (Second-class honors), Bangkok University
- Certified Public Accountant (Thailand) Registration No. 4301
- Auditor approved by the office of SEC

Work experience: Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

- 2019 to Present Audit Leader
- 2007 to Present Audit Partner
- 2004 to 2007 Audit Director
- 1997 to 2004 Audit Manager
- 1990 to 1997 Audit Assistant
- 1998 to 2000 Audit Assistant, Deloitte & Touche LLP -Portland office, USA

Professional experience:

- Auditor approved by the office of SEC
- Member of the Federation of Accounting Professions, Thailand
- Auditing the companies, the registered companies with US Securities and Exchange Commission as Audit Assistant of Deloitte & Touche LLP -Portland office, USA
- Auditor who is responsible for auditing domestic and foreign companies (Multinational Companies), as well as the companies listed on The Stock Exchange of Thailand which included various business industries
- Leading on in-house audit learning activities for employees of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
- Project Manager to study and design account procedures in order to comply with International Financial Reporting Standards: Financial Instruments for commercial banks
- Accounting Advisory Taskforce to state own enterprises under the Privatization Program in order to privatize the state own enterprises to be listed on The Stock Exchange of Thailand
- Working Group on special consultant of special manager under project of Financial Sector Restructuring Authority
- Project Manager to advise internal audit department of a commercial bank to design the audit procedures for the audit of internal control of treasure department and the internal control for derivatives
- Project Manager to provide accounting advise for the adjustment of the financial statements in order to comply with Thai Accounting Standards (TAS) and International Financial Reporting Standards (IFRS)
- Advisor of Development of material for the CPE self-study curricular – Accounting for Financial Derivatives supported by World Bank
- Author of a text book for CPA training program of the Federation of Accounting Professions, Thailand
- Guest speaker of the Federal Accounting Professions
- Guest speaker & Lecturer of public and private universities
- Guest speaker of government agents and state own enterprise
- Sub-committee of the International Financial Reporting Standards Setting Body, the Federation of Accounting Professions (2012-2013)



2. Mrs. Nisakorn Songmanee

Education:

- Master of Financial Accounting Degree, Chulalongkorn University
- Bachelors in Business Administration (Majoring in Accounting) from Rajamangala of Technology
- Graduate Diploma in auditing from Chulalongkorn University
- Certified Public Accountant (Thailand) Registration No. 5035

Work experience: Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

- 2007 to Present Audit Partner
- 2006 to 2007 Audit Director
- 2001 to 2005 Audit Manager – Audit Senior Manager
- 1999 to 2001 Work with Deloitte & Touche LLP, Toronto Office, Canada

Professional experiences:

- Certified Public Accountants of Thailand
- SEC Certified Public Accountants in Thailand
- Work with Deloitte & Touche LLP, Toronto Office, Canada
- The Accounting Profession Committee in Accounting System, 2017 to present



3. Miss. Lasita Magut

Education:

- Master of Science in Accounting, Chulalongkorn University
- Bachelor in Accounting, Thammasat University
- Certified Public Accountant (Thailand) Registration No. 9039

Work experience: Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.

- 2007 to Present Audit Partner

Professional experiences:

- Audit Partner at Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.
- Certified Public Accounting approved by the Office of Securities and Exchange Commission, Thailand (SEC)
- Appointed subcommittee of the Ethic by Thai Federation of Accounting Professions
- Certified Public Accountant (Thailand) Registration No. 9039



Profiles of the Independent Directors to be used with Proxy of Shareholders

1. **Mr. Chusak Direkwattanachai** **Age** 79
Positions Independent Director, Chairman of the Audit Committee
and Member of the Nomination and Remuneration Committee.
Address 12 Soi Ramkhamhaeng16, Sub Soi 2, Hua Mak, Bangkok.
- Special conflict of interest in the proposed agenda. - None
- Special conflict of interest which is different from others. - None
2. **Mr. Asoke Wongcha-um** **Age** 72
Positions Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Audit
Committee.
Address 88 Soi Inthamara 22, Sutthisan Rd., Dindaeng, Bangkok
- Special conflict of interest in the proposed agenda. - None
- Special conflict of interest which is different from others. - None
3. **Mr. Pilas Puntakosol** **Age** 72
Positions Independent Director and Member of the Audit Committee.
Address 17/153 Windmill Park Village, Moo14, Bangna-Trad Rd. (10.5 Km) Bang Phli Yai, Bang Phli, Samutprakarn.
- Special conflict of interest in the proposed agenda. - None
- Special conflict of interest which is different from others. - None
4. **Mr. Boonchai Chokwatana** **Age** 76
Positions Independent Director and Member of the Nomination and Remuneration Committee.
Address 2/1 Soi Saimit, Bangjak, Phra khanong, Bangkok.
- Special conflict of interest in the proposed agenda. Agenda 5: To consider and elect the directors to replace
those who are due to retire by rotation
- Special conflict of interest which is different from others. - None
5. **Mr. Kumpol Sontanarat** **Age** 63
Positions Independent Director and Member of the Corporate Governance and Sustainability Development Committee
Address 78/54 Baan Klang Krung, Charoenrat Road, Bang Khlo, Bang Kho Laem, Bangkok.
- Special conflict of interest in the proposed agenda. Agenda 5: To consider and elect the directors to replace
those who are due to retire by rotation
- Special conflict of interest which is different from others. - None
6. **Mr. Pongtep Polanun** **Age** 69
Positions Independent Director and Member of the Corporate Governance and Sustainability Development Committee
Address 36 Soi Soonvijai, Bang Kapi, Huaykwang, Bangkok.
- Special conflict of interest in the proposed agenda. - None
- Special conflict of interest which is different from others. - None
7. **Mr. Thanavath Phonvichai** **Age** 58
Positions Independent Director and Chairman of the Corporate Governance and Sustainability Development
Committee
Address 357/38 Soi Nawamin 111, Nawamin Bueng Kum, Bangkok
- Special conflict of interest in the proposed agenda. - None
- Special conflict of interest which is different from others. - None

Definition of the Independent Director.

1. Holding shares not exceeding one percent of the total number of shares with voting rights of the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, including shares held by related persons of such independent director;

2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent companies, subsidiary companies, associated companies, same-level subsidiary companies, major shareholders or controlling persons of the Company, unless the foregoing status has ended for not less than two years. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder, or controlling person of the Company;

3. Not being a person related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of child, of others, executives, major shareholders, controlling persons, or persons to be nominated as director, executive or controlling person of the Company or its subsidiary companies;

4. Neither having nor used to have a business relationship with the Company, its parent companies, subsidiary companies, associated companies, major shareholders, or controlling persons of the Company, in the manner which may interfere with his independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, unless the foregoing relationship has ended for not less than two years.

The term business relationship under the first paragraph shall include any normal business transaction, rental or lease of immovable properties, transactions relating to assets or services or granting or receipt of financial assistance through receiving or granting loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of at least three percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include the indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

5. Neither being nor used to be an auditor of the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, and not being a significant shareholder, controlling person, or partner of an auditing firm which employs auditors of the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, unless the foregoing relationship has ended for not less than two years;

6. Neither being nor used to be a provider of any professional services, including those as legal advisor or financial advisor who receives service fees exceeding two million Baht per year from the Company, its parent companies, subsidiary companies, associated companies, major shareholders or controlling persons of the Company, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended for not less than two years;

7. Not being a director appointed as a representative of directors of the Company, major shareholders, or shareholders who are related to the major shareholders;

8. Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary companies, or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other companies which undertake business in the same nature and in competition to the business of the Company or its subsidiary companies;

9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

Remark: The company has defined the definition of independent directors of the company. Equal to the minimum requirements of the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

Articles of Association
of
Muang Thai Insurance Public Company Limited

Chapter 5

Shareholders' Meeting

Article 32 An Annual Ordinary Meeting of Shareholders shall be convened within four (4) months from the last day of the fiscal year of the Company. The other meetings of shareholders shall be called Extraordinary General Meeting.

As it is deemed necessary or appropriate, the Board of Directors may summon an Extraordinary General Meeting of Shareholders. Or, shareholders holding shares in aggregate of not less than ten (10) percent of the total number of sold shares may at any time submit their names and request the Board of Directors in writing to call for an Extraordinary General Meeting of Shareholders, provided that, the reasons for the request to call such meeting shall be clearly stated in the said written request. In such event, the Board of Directors shall proceed to call a shareholders' meeting to be held within forty-five (45) days from the date of the receipt of such request from the shareholders.

In the case that the Board of Directors does not hold the Meeting within the period specified in the second paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may hold the meeting by themselves within forty-five (45) days from the lapse of the period referred in the second paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors whereby the Company is responsible for the expenses incurred from the convening of such meeting and for reasonable facilitation.

In the case that the quorum of the meeting convened as requested by the shareholders according to the third paragraph is not met, as stipulated in Articles 34, the shareholders under the third paragraph shall be jointly responsible for paying any expenses incurred from convening of such meeting for the Company.

The shareholders' meeting can be held via electronic means. The meeting must be conducted in accordance with the methods specified in the laws or regulations in force at that time or the relevant laws or regulations shall apply as see appropriate. Such shareholders' meeting held via electronic means shall have the same effect as the shareholders' meeting held at designated meeting venue as provided for in the law and this article of association.

Article 33 To convene a shareholders' meeting, the Board of Directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting, with the appropriate details, indicating clearly whether it is a matter proposed for

acknowledgement, for approval or for consideration, as the case may be, including the opinion of the Board of Directors on the said matters.

The said notice shall be distributed to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in a daily newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting. If the shareholders' meeting is held via electronic means, the delivery of the notice of the meeting and supplementary documents shall be made by electronic mail. Such documents shall be delivered within the stipulated timeline and published in the newspaper within the period specified in this paragraph. According to the applicable laws and regulations, copy of the notice of the meeting and supplementary documents shall be kept as evidence and may be stored in electronic format.

When the Board of Directors deems it appropriate, a shareholders' meeting may be convened at the other locality other than where the head office of the Company is situated or a neighboring province.

Article 34

At a shareholders' meeting, whether it is held at designated meeting venue or via electronic means, there shall be not less than twenty-five (25) shareholders attending the meeting, either in persons or by proxies and such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company, to form a quorum.

The shareholders may appoint another person as their proxy to attend the meeting and vote on their behalf. The appointment of proxy shall be made in writing in accordance with the form so prescribed by the Registrar. The proxy shall deliver the instrument appointing proxy to the Chairman of the Board of Directors or a person entrusted by the Chairman at the meeting prior to the time that proxy attending the meeting.

In the case of attending and voting via the electronic meeting, shareholder and proxy must comply with the rules and conditions prescribed by the Company and in accordance with the relevant announcements, regulations and laws, including any amendments made to them.

Article 35

At any shareholders' meeting, if one (1) hour has passed from the time appointed for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum, and if such shareholders' meeting was requisitioned by shareholders, the meeting shall be dissolved. If the

meeting was summoned by the Board of Directors, a new meeting shall be summoned again. At the subsequent meeting, a quorum is not required.

Article 36 At a shareholders' meeting, whether it is held at designated meeting venue or via electronic means, the Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting. If the Chairman of the Board is not present at a meeting or unable to perform his duty, and if a Vice-Chairman exists, the Vice-Chairman present at the meeting shall be the Chairman of the meeting. If there is no Vice-Chairman or there is a Vice-Chairman, but he is unable to perform his duty, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

Article 37 In the shareholders' meeting, the shareholders shall be entitled to one (1) vote per one (1) share. Unless this Articles of Association or the laws provide otherwise, a resolution of the shareholders' meeting shall require a majority of votes of the shareholders who are present at the meeting and vote. In the case of a tie, the presiding Chairman shall have another casting vote.

For the following cases, a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote is required:

- (1) the sale or transfer of the whole or the substantial part of the Company's business to any other person;
- (2) the purchase or acceptance of the transfer of the business of other companies or private companies by the Company;
- (3) the execution, amendment, or termination of contracts relating to the leasing out of the whole or substantial part of the business of the Company, the assignment to any other person to manage the business of the Company, or the consolidation of the business with other persons with an objective towards profit and loss sharing;
- (4) the amendment, change or adding the Memorandum of Association or the Articles of Association of the Company;
- (5) the increase or decrease of capital;

- (6) the issuance of debenture for the public offering;
- (7) the amalgamation; and
- (8) the dissolution.

Article 38 Voting shall not be secret unless at least five (5) shareholders request a secret voting prior to the voting and the Meeting resolves to approve it.

When the secret voting is requested, the method of secret voting shall be determined by the Chairman of the Meeting.

Article 39 Any shareholders with a special interest in any matter shall have no right to vote on such a matter, provided that the voting for the election or removal of Directors shall not be subject to this Article.

Documents or Evidence of the Right to Attend the Annual General Meeting of Shareholders

To ensure transparency, fairness, and maximum benefit to shareholders, the Company mandates that eligibility documents or evidence for attending shareholders or proxies be reviewed and updated as needed. The Company may waive this requirement for individual meetings at its discretion.

Registration

Starting at 8:30 a.m., the Company will commence the registration process for the shareholders' meeting at the Muang Thai Life Assurance Auditorium Building located at 250 Ratchadaphisek Road, Huai Khwang, Bangkok, as depicted on the attached map of the meeting venue. Registration will be open until the meeting commencement time.

Documents or evidence required before attending the meeting

1. Individual

1. Shareholders with Thai nationality

1. ID card or driver's license or government official card of shareholder
2. For a proxy: a copy of ID card of the grantor (shareholder) and ID card or passport (In case of foreigner) of the proxy.

2. Foreign shareholders

1. Shareholder's passport
2. For a proxy: a copy of passport of the grantor (shareholder) and ID card or passport (In case of foreigner) of the proxy.

2. Juristic Person

1. Juristic person registered in Thailand

1. The company affidavit issued within 6 months prior to the date of the shareholders' meeting by the Department of Business Development, Ministry of Commerce.
2. Copy of ID card or passport (in case of foreigner) of the authorized person who has signed the proxy form with ID card or passport (in case of foreigner) of the proxy

2. Juristic person registered in foreign countries

1. Juristic person certificate/ affidavit
2. Copy of ID card or passport (in case of foreigner) of the authorized person who has signed the proxy form with ID card or passport (in case of foreigner) of the proxy

In the case of submitting photocopies of documents, they must be authenticated and certified, and in the case of the preparation of documents abroad, all documents must be certified by Notary Public.

Proxy

The Company has delivered a Proxy Form B and Form C according to the Department of Business Development, the Ministry of Commerce. You have to choose only one form of proxy to appoint other person to attend the Annual General Meeting of Shareholders for the year 2024. The instructions are as follows:

- 1) Shareholders may designate a proxy for any individual in accordance with their preferences, or for any independent director solely as a proxy for the meeting. The shareholders must provide the name and information of the proxy appointed.
- 2) In order for a proxy to be considered valid and legally binding, a stamp duty of 20 Baht must be affixed and specify the date on which the proxy is appointed. The Company will facilitate for the stamp duty to be paid by the proxy at the registration point.
- 3) Send the original proxy form and supporting documents by mail to the Company Secretary Office of Muang Thai Insurance Public Company Limited, 252 Ratchadaphisek Road, Huai Khwang, Bangkok 10310. It is advisable to send these documents by April 23, 2024, or at the very least, one hour before the start of the meeting. This will allow sufficient time for the Company's staff to review the documents and ensure that the meeting commences on time.

The shareholders are instructed to designate a single proxy to attend the meeting and cast their votes. Dividing the number of shares among multiple proxies for the purpose of manipulating the vote is strictly prohibited.

Measures and Guidelines for the Shareholders and Proxies for

1. Attending the shareholders' meeting at Muang Thai Life Assurance Auditorium (Physical Meeting)

2. Attending the shareholders' meeting via electronic means (E-AGM)

1. Guidelines for attending the shareholders' meeting at Muang Thai Life Assurance Auditorium (Physical Meeting)

The Company has enclosed a map and directions to the meeting venue with the invitation letter of this meeting, see [Attachment 9](#). Shareholders and proxies can register for attending the meeting beginning at 8:30 Hrs. on the day of the meeting. The Company will use the barcode system for registration and vote counting in the meeting for the physical meeting. The shareholders and proxies have to bring registration documents on the meeting date as follows:

1.1 For individual

By person

- Registration form with a barcode.
- Copy of official document issued by government authorities e.g. identification card, government officer identification card, driving license or passport, including the evidence of name or last name's change, signed and certified true copy (if any) (“official document”)

By proxy

- Registration form with a barcode.
- Proxy Form B ([Attachment 10](#)) filled in correctly and completely with the signatures of the grantor and the proxy.
- Certified copy of ID card or government official ID card or driver's license or passport or document in lieu of a valid passport (in case of a foreigner) of the grantor and the proxy.

1.2 For Juristic Person

By person (the authorized person)

- Registration form with a barcode.
- A copy of the company affidavit issued within 6 months by the Department of Business Development, Ministry of Commerce, and signed by the authorized signatory to bind the juristic person with the seal of the juristic person (if any).

By proxy

- Registration form with a barcode.
- Proxy Form B ([Attachment 10](#)) filled in correctly and completely with the signatures of the grantor and the proxy.
- Certified copy of ID card or government official ID card or driver's license or passport or document in lieu of a valid passport (in case of a foreigner) of the proxy.
- Certified copy of ID card or government official ID card or valid driver's license or passport or document in lieu of a valid passport (in case of a foreigner) of the authorized person to bind the juristic person who signed the proxy form.

- A copy of the company affidavit issued within 6 months by the Department of Business Development, Ministry of Commerce, or a copy of the company affidavit issued by a government agency with authority of the country in which the juristic person is located and signed by the authorized signatory of the juristic person with the seal of the juristic person (if any).

For foreign investor appointing custodian in Thailand

- Registration form with a barcode.
- Proxy Form C, which can be downloaded from the Company's website www.muangthaiinsurance.com; under Investor Relation section > Shareholder's Information > Shareholders' meeting; by completing the correct and complete statements with the signatures of the grantor and the proxy.
- Certificate of incorporation of custodian juristic person and signed by the authorized signatory of custodian or its authorized person with the seal of the juristic person (if any).
- Certified copy of ID card or government official ID card or driver's license or passport or document in lieu of a valid passport (in case of a foreigner) of the authorized person to bind the juristic person who signed the proxy form.

In case the original documents are not in English, the English translation shall be prepared and certified true and correct translation by the shareholder or the authorized person of juristic person shareholder.

1.3 In case you wish to proxy other person to attend the meeting and cast a vote on your behalf. Please give a proxy to mature person. Otherwise, you are eligible to proxy to the independent director of the Company, namely:

- 1) Mr. Chusak Direkwattanachai
- 2) Mr. Asoke Wongcha-um
- 3) Mr. Pilas Puntakosol
- 4) Mr. Boonchai Chokwattana
- 5) Mr. Kumpol Sontanarat
- 6) Mr. Pongtep Polanun
- 7) Mr. Thanavath Phonvichai

Address: Muang Thai Insurance PCL. 252 Rachadaphisek Road, Huaykwang, Bangkok 10310

The independent director whose name appears in No. 4-5 has conflict of interest in Agenda 5: To consider and approve election of the Directors to replace those who are due to retire by rotation and election of new director. Other independent directors have no conflict of interest in all agendas. The profile of the independent directors who are proposed to be a proxy of shareholders is attached hereto in the [Attachment 5](#).

2. Guidelines for attending shareholders' meetings via electronic means (E-AGM)

The Company has assigned QUID LAB Co., Ltd. ("Quid Lab") to be a provider of electronic conferencing systems ("E-AGM"), which such meeting system been certified by the Electronic Transactions Development Agency and supports all devices, including computers, laptops, tablets and smartphones. Procedures for attending the shareholders' meetings via electronic media and proxy methods are as follows:

2.1 The shareholders or proxies who would like to attend the E-AGM must submit an application to attend the meeting by Electronic Method via the Link at <https://mti.foqus.vc/registration/> or scan this QR Code. The system will be available to access from 5 – 22 April 2024.



After logging into the system, the shareholders or proxies must prepare the following information (which should be in line with the shareholders information determined as at the Record Date from the Thailand Securities Depository Co., Ltd.) to fill in through the system:

- Shareholder's registration number
- ID card number/passport number/ registration number for juristic person
- Email address for receiving the Web Link, username and password for attending the meeting
- Mobile phone number

and a copy of documents as specified in No. 1.1 - 1.2 to verify your right to attend the E-AGM as follows;

2.2 Shareholders who are unable to attend the E-AGM can proxy for other person by submitting the proxy form and enclosing a copy of documents as specified in No. 1.1 - 1.2. Otherwise, shareholders are eligible to proxy to the independent directors of the Company, namely:

- 1) Mr. Chusak Direkwattanachai
- 2) Mr. Asoke Wongcha-um
- 3) Mr. Pilas Puntakosol
- 4) Mr. Boonchai Chokwattana
- 5) Mr. Kumpol Sontanarat
- 6) Mr. Pongtep Polanun
- 7) Mr. Thanavath Phonvichai

Address: Muang Thai Insurance PCL. 252 Rachadaphisek Road, Huaykwang, Bangkok 10310

The independent director whose name appears in No. 4-5 has conflict of interest in Agenda 5: To consider and approve election of the Directors to replace those who are due to retire by rotation and election of new director. Other independent directors have no conflict of interest in all agendas. The profile of the independent directors who are proposed to be a proxy of shareholders is attached hereto in the Attachment 5.

2.3 When the Company receives the documents according to No. 2.1 – 2.2 from shareholders or proxies. The Company will check the documents to confirm the right to attend the meeting. After that shareholders or proxies will receive an email with the following details.

- Username and password
- WebLink for attending E-AGM system
- User manual

In case the request is rejected, the shareholders will receive an e-mail to notify on the details and reason for rejection, then the shareholders can resubmit documents through the system.

- 2.4 Please keep your username and password confidential. Do not disclose it to others and in case your username and password are lost or not received by 22 April 2024, please contact the Company immediately.
- 2.5 The Company will send the username and password together with electronics file demonstrating the instructions for E-AGM via the email. Please study the instruction thoroughly. The system will be open for registration 1 hour prior to the meeting time. However, it will be live broadcasting at 10.00 hrs.
- 2.6 For the method of voting during the E-AGM, the shareholders will be able to vote on each agenda by pressing the "Approve" or "Disapprove" or "Abstain" voting button. In case the shareholders do not cast vote for any agenda, that vote will be automatically counted as "Approve".
- 2.7 In case you experience technical difficulties in using the E-AGM system before or during the meeting, **please contact Quid Lab via email: info@quidlab.com or phone number 02 013 4322 and 080 008 616.**

For the convenience and smoothness of attending the E-AGM meeting, Quid Lab's technical support team recommends that you attend the meeting on a computer or laptop with a stable internet connection, since the shareholders' meeting takes more than 1 hour.

Registration Manual for Requesting to Attend the E-AGM

You can access the registration system to request to attend the E-AGM meeting via a computer, laptop, tablet and smartphone using web browsers such as Google Chrome, Microsoft Edge, Apple Safari, Firefox that are up to date without having to install any special programs.

Registration procedure for requesting to attend the E-AGM meeting

1. Scan QR Code or type <https://mti.fogus.vc/registration/> in browser. You will be taken to document registration system portal as shown below

คู่มือภาษาไทย [English Manual](#)

เลขทะเบียนผู้ถือหลักทรัพย์
Shareholder's Registration No.

เลขประจำตัวประชาชน / ทะเบียนนิติบุคคลเลขที่ / หมายเลขพาสปอร์ต
ID Card Number, Passport Number

Accept terms

หมายเหตุ : เอกสารลงทะเบียนที่ส่งทางอีเมลไฟล์ กรณีมาด้วยตนเองหรือรับมอบอำนาจ สามารถดูรายละเอียด ตามที่ระบุไว้ในหนังสือเชิญประชุม
Note: Please refer to invitation letter for meeting to get a list of document to be uploaded in case of coming in person or proxy

หมายเหตุ : หากต้องการความช่วยเหลือในการส่งเอกสาร กรุณาติดต่อ บริษัท ควิดแลบ จำกัด เบอร์โทร 02-0134322 อีเมล : info@quidlab.com
Note: If you need assistance submitting document please contact Quidlab at Phone: 02-013-4322 Email : info@quidlab.com

[นโยบายความเป็นส่วนตัว](#) [นโยบายการคุ้มครองข้อมูลและเงื่อนไขการใช้งานของระบบ](#)
[Quidlab Privacy Policy](#) [Data Protection Policy & Terms of use](#)

[นโยบายความปลอดภัยของข้อมูล Quidlab](#)
[Quidlab Information Security Management Policy](#)

2. Fill in (1) shareholder's registration number and (2) identification card number, or juristic person registration number, or passport number. (If you do not know the shareholder's registration number, please contact the securities registrar directly)
3. After filling in the information in Number 2, please click the check mark in "Accept terms" box and press "Submit" button. When the information filled in is correct, the screen will enter the document submission system as shown in the picture below.

คู่มือภาษาไทย [English Manual](#)

อีเมล (Email address)
name@example.com

หมายเลขโทรศัพท์ (Phone Number)
Phone Number

เข้าร่วมประชุม (Attend meeting): มาด้วยตนเอง (Person) รับมอบอำนาจ (Proxy)

ผู้ถือหุ้นที่เป็นบุคคลธรรมดา

- สำเนาบัตรประจำตัวประชาชน หรือสำเนาเอกสารอื่นซึ่งออกโดยหน่วยงานราชการ ที่ยังไม่หมดอายุพร้อมลงนามรับรองสำเนาถูกต้อง

ผู้ถือหุ้นที่เป็นนิติบุคคล

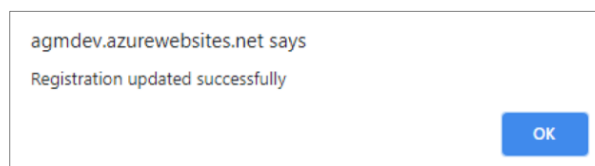
- หนังสือมอบอำนาจหรือหนังสือมอบอำนาจที่ลงลายมือชื่อ
- หนังสือรับรองการจดทะเบียนเป็นนิติบุคคลของผู้มอบอำนาจซึ่งลงลายมือชื่อรับรองสำเนาถูกต้อง

อัปโหลดไฟล์ (Upload files): สามารถแนบได้เฉพาะ jpg, png, gif, pdf เท่านั้น
สามารถแนบได้สูงสุด 5 ไฟล์เท่านั้น (ขนาดไฟล์ไม่เกิน 5MB)

Choose files to upload [Browse files](#)

[Submit](#)

4. Fill in the information according to the topics that appear on the system screen as follows:
 - E-mail for receiving username and password for attending the E-AGM meeting.
 - Telephone number in case the Company needs to contact you.
 - Submit files (“upload”) of identification documents specified in Measures and Guidelines for the Shareholders and Proxies above, with a maximum of 5 files per each submission. Document files must be a jpg, png, gif or pdf with each document not more than 5 MB.
 - In case you wish to appoint another person as your proxy to attend the meeting, please click on proxy box and fill in proxy information, including choosing proxy form (Form A, Form B, or Form C). You must upload the proxy form and the proxy documents (as specified in Measures and Guidelines for the Shareholders and Proxies above) into the system correctly and completely.
5. When completing the information and uploading the documents, please press “Submit” button, you will get an alert for successful submission or rejection as shown below:



If the document is uploaded unsuccessfully, the system will pop up a message telling you why the document could not be uploaded. If you don't understand the reason, please contact Quid Lab via email: info@quidlab.com or phone number 02 013 4322 and 080 008 7616.

6. After uploading the document successfully, the screen as below will appear. You can upload additional documents at this time.

The image shows a web interface for document registration. At the top, there are two links: 'คู่มือภาษาไทย' (Thai Manual) and 'English Manual'. Below them is a green bar with the text 'Data Registered.'. The main content area contains the following text in Thai and English:

เอกสารของคุณอยู่ระหว่างการพิจารณา โปรดตรวจสอบอีกครั้งในภายหลัง
Your documents are under consideration. Please check again later.

คุณได้ส่งเอกสารแล้วคุณสามารถเพิ่มเอกสารเพิ่มเติมได้หากต้องการ
You have already submitted documents, you can add more documents if you wish.

อัปโหลดไฟล์ (Upload files): สามารถแนบได้เฉพาะ jpg, png, gif, pdf เท่านั้น
สามารถแนบได้สูงสุด 5 ไฟล์เท่านั้น (ขนาดไฟล์ไม่เกิน 5MB)

At the bottom, there are two buttons: 'Choose files to upload' (white with a blue border) and 'Browse files' (blue with white text). Below these is a blue button labeled 'Submit Documents'. At the very bottom, there is a note in Thai and English, followed by links to 'นโยบายความเป็นส่วนตัว' (Privacy Policy), 'นโยบายการคุ้มครองข้อมูลและเงื่อนไขการใช้งานของระบบ' (Data Protection Policy & Terms of use), and 'Quidlab Privacy Policy, Data Protection Policy & Terms of use'.

7. When the document is uploaded, please press “Logout” button and you will receive an email confirming the successful submission of the document.
8. After your documents are verified, you will receive an email informing your username and password for attending the meeting within 3 business days prior to the meeting. If you did not receive the email by 22 April 2024, please contact Quid Lab email: info@quidlab.com or phone number 02 013 4322 and 080 008 7616 or Company Secretary Office email: cso@muangthaiinsurance.com or phone number 02 665 4000 Ext. 5459
9. In case your document is not verified, you will receive an email informing the reason. You can login to the system to upload the document file again.

Manual of the E-AGM Conference System

You can access the E-AGM conference system via a computer, laptop, tablet and smartphone using web browsers such as Google Chrome, Microsoft Edge, Apple Safari, Firefox are up to date without having to install any special programs.



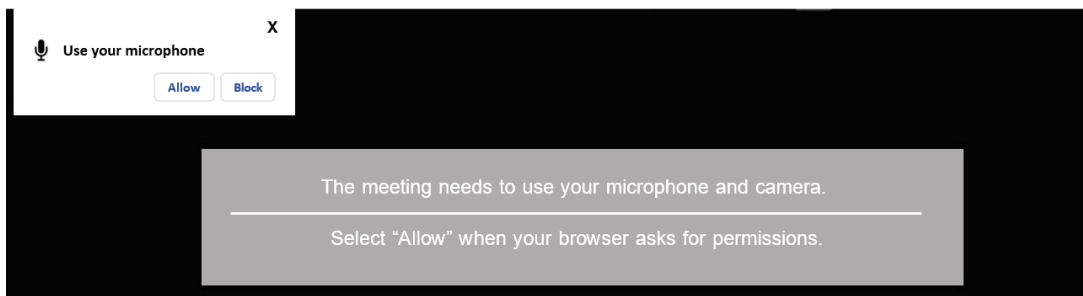
Completed Manual of
E-AGM conference system

Procedures for logging in to the E-AGM meeting



In the event that shareholders encounter technical problems in attending the meeting or using the E-AGM meeting system either before or during the meeting, please contact Quid Lab via email: info@quidlab.com or phone number 02 013 4322 and 080 008 7616.

1. Click on web link you received or type the URL in your browser to join the E-AGM meeting, then you will be logged in.
2. Enter username and password that you received. Then click the check mark in "Accept terms" box and press "Submit" button.
3. If username and password are correct, you will be allowed to enter the E-AGM conference system. The system will ask you to press the "Allow" button as shown in the image below when logging in or when you turn on camera and microphone. (If you do not press the allow button, other people may not be able to hear or see you when you want to ask questions in a meeting.)



The E-AGM conferencing system consists of functionalities that you can access by pressing the following buttons:

Button number 1 Meeting agenda and voting system

- Upon pressing the button, the screen will display all meeting agendas. You can vote for each agenda by selecting the button "Agree" or "Disapprove" or "Abstain" and then pressing "Send" button to result in voting for that agenda. The system will notify the message "Vote is submitted" when you have already pressed the "Send" button.
- You can vote for each agenda throughout the meeting, except for the agenda where the voting has already been closed.

Button number 2 Quorum and voting results

- Upon pressing the button, the screen will display (1) quorum information and (2) voting results for each agenda that has already been closed.

Button number 3 Download meeting documents

- Upon pressing the button, the screen will display meeting documents for download, such as invitation letter, Form 56-1 One Report 2023, Financial Statements for the year 2023, etc.

Button number 4 Ask a question by typing a message.

- Upon pressing the button, the system will display a screen where you can type questions. And when you have finished typing the question, press "Send" button to have the question sent to the Company's staff. You will only see your own questions.

Button number 5 Ask a question by turning on the camera and microphone

- Upon pressing the raised hand button (which is located at the bottom of screen), you must wait for the Company staff to approve the request then you can turn on the camera and microphone to ask questions.

Button number 6 Select the screen display format

- Upon pressing the button, you can choose to display a full screen or a thumbnail display showing all participants who have the camera turned on.

Button number 7 Download conference system manual

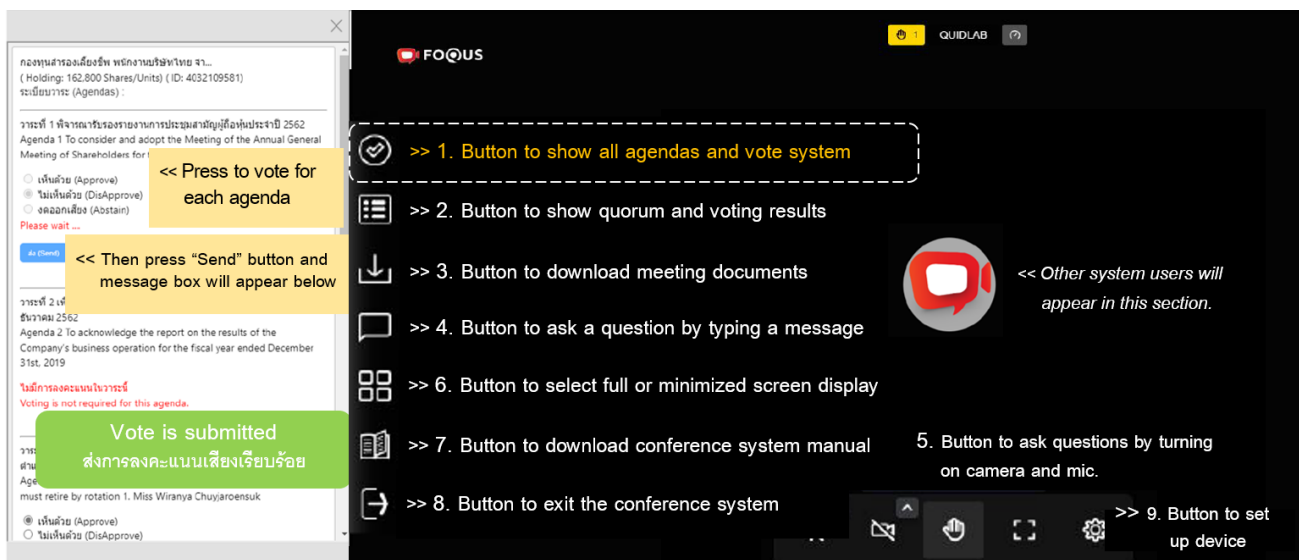
- Upon pressing the button, the screen will display manual of the E-AGM conference system for download.

Button number 8 Log out of the conference system.

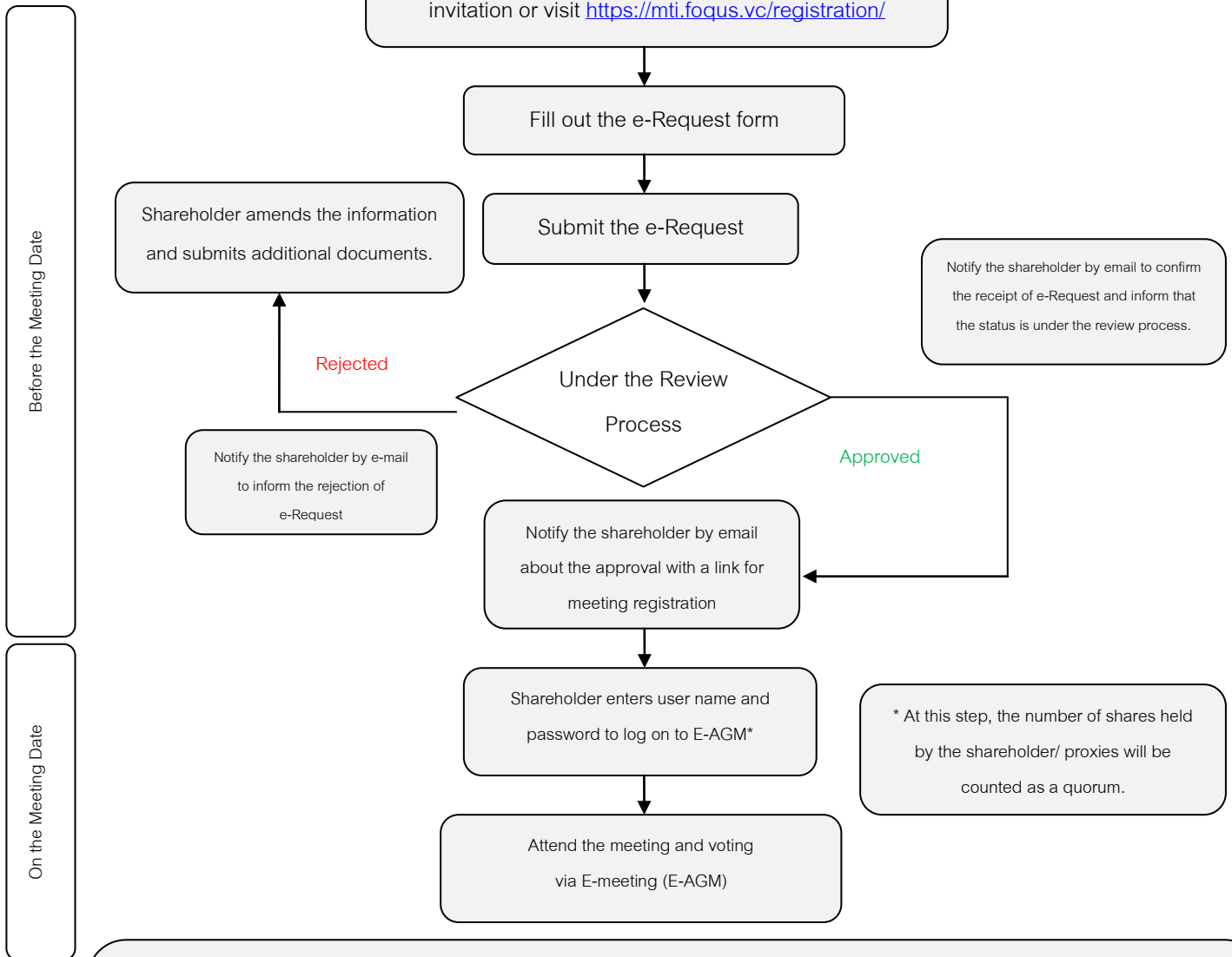
- Upon pressing the button, the system will ask you to confirm "Are you sure you want to log out?". If you want to log out, press the "Logout" button.

Button number 9 Settings

- If you are unable to turn on camera or microphone to ask questions. Upon pressing this button, you will be able to check if your device is connected to the system or not. Please select the connection to match the device.

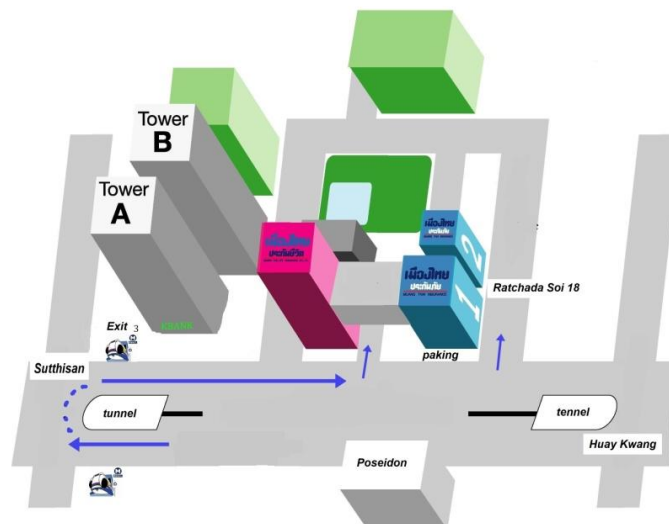


Flowchart for attending E-AGM



Note:

1. For a proxy appointed by multiple shareholders
 - Such proxy may press the "Switch Account" button to log into other accounts, and the votes and the meeting quorums of previously used accounts will still be included as the base number of votes.
2. For leaving the meeting
 - Meeting participants may press the "Leave Meeting" button to leave the meeting. As such, the votes of shareholders/proxies will be annulled for the remaining agenda items that have not yet been voted on.



แบบหนังสือมอบฉันทะ แบบ ข.

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Proxy B

,as attached supplementary in the Notification of the Department of Business Development
Re: Prescription of Proxy Letter Forms (No. 5) B.E. 2550 (2007)

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year (B.E.)

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่

Residing at

(2) เป็นผู้ถือหุ้นของบริษัท บริษัท เมืองไทยประกันภัย จำกัด (มหาชน)

being a shareholder of the MUANG THAI INSURANCE PUBLIC COMPANY LIMITED

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

holding the securities of shares and the voting right is as follow

หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary shares in the amount of shares and the voting right is votes

หุ้นบริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง

Preferred shares in the amount of shares and the voting right is votes

(3) ขอมอบฉันทะให้
Authorize one of the following persons:

(1) อายุ ปี
Age years

อยู่บ้านเลขที่ ถนน ตำบล/แขวง

Residing at Road Tambol/Sub District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ

Amphur/ District Province Zip Code or

(2) นายโพธิพงษ์ ล่ำซำ อายุ 89 ปี
Mr. Photipong Lamsam Age 89 years

อยู่บ้านเลขที่ 12/2 ซอยพร้อมศรี 2 ถนน สุขุมวิท 39 ตำบล/แขวง คลองตันเหนือ

Residing at 12/2 Soi Promsri 2 Road Sukhumvit 39 Tambol/Sub District Klong Tan Nuea

อำเภอ/เขต วัฒนา จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110 หรือ

Amphur/ District Watthana Province Bangkok Zip Code 10110 or

(3) นายชัคคีดี ดิเรกวัตตนชัย อายุ 79 ปี
Mr. Chusak Direkwattanachai Age 79 years

อยู่บ้านเลขที่ 12 ซอยรามคำแหง 16 แยก 2 ถนน - ตำบล/แขวง หัวหมาก

Residing at 12 Soi Road - Tambol/Sub District Hua-mak

อำเภอ/เขต บางกะปิ จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10240 หรือ

Amphur/ District Bangkapi Province Bangkok Zip Code 10240 or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น
as my/our sole proxy to attend and vote on my/our behalf at the shareholding's meeting

สามัญ

General

ในวันที่ 24/04/2567 เวลา 10:00 น. ณ ประชุมแบบผสม Hybrid meeting (Physical meeting & E-AGM) ณ หอประชุมเมืองไทย
Dated 24/04/2024 at 10:00 at via hybrid meeting (Physical meeting & E-AGM) at Muang Thai Life Assurance Auditorium

หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

or such other date and such other place as may be adjourned or changed

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

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

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ครั้งที่ 15

Agenda no. 1 Subject: To certify the Minutes of the Annual General Meeting of the Shareholders No. 15/2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 2 เรื่อง รับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2566

Agenda no. 2 Subject: To acknowledge the Company's Performance for 2023

- ไม่มีการลงมติ / No casting of votes in this agenda

วาระที่ 3 เรื่อง พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda no. 3 Subject: To consider and approve the statements of financial position and statements of comprehensive income for the year ended 31 December 2023

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 4 เรื่อง พิจารณานุมัติการจัดสรรกำไรและการจ่ายเงินปันผลสำหรับผลการดำเนินงาน ปี 2566

Agenda no. 4 Subject: To consider and approve profit allocation and dividend payment from 2023 performance

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 5 เรื่อง พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda no. 5 Subject: To consider and elect the directors to replace those who are due to retire by rotation

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

การแต่งตั้งกรรมการทั้งชุด

Appointment of all nominees to be the Board of Directors

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of each nominee to be the Board of Directors

ชื่อกรรมการ 1.นายโพธิพงษ์ ล่ำขำ

Name 1. Mr. Photipong Lamsam

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

ชื่อกรรมการ 2.นายชิงชัย หาญเจนลักษณ์

Name 2. Mr. Jingjai Hanchan

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

ชื่อกรรมการ 3. นางสาวสุจิตพรณ ล่ำขำ

Name 3. Miss Sujitpan Lamsam

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

ชื่อกรรมการ 4.นายแฟรงค์ โยฮาน เจอร์รัต แวน แคมเพน

Name 4. Mr. Frank J.G. Van Kempen

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

ชื่อกรรมการ 5.นายวาสิต ล่ำขำ

Name 5. Mr. Wasit Lamsam

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

ชื่อกรรมการ 6.นายบุญชัย โชควัฒนา

Name 6. Mr. Boonchai Chockwatana

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

ชื่อกรรมการ 7.นายกำพล ศรีธนรัตน์

Name 7 Mr. Kumpol Sontanarat

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 6 พิจารณาการเพิ่มจำนวนกรรมการ และเลือกตั้งกรรมการเข้าใหม่

Agenda no. 6 Subject: To consider increasing the number of directors and appointing a new director

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 7 เรื่อง พิจารณากำหนดค่าตอบแทนกรรมการ ประจำปี 2567

Agenda no. 7 Subject: To consider the remuneration for the directors for 2024

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 8 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทน ประจำปี 2567

Agenda no. 8 Subject: To consider and appoint the auditor and determine the audit fees for 2024

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

วาระที่ 9 เรื่อง รับทราบนโยบายและแผนการดำเนินงานของบริษัทในอนาคต

Agenda no. 9 Subject: To acknowledge the policies and business plans of the Company in the future

- ไม่มีการลงมติ / No casting of votes in this agenda

วาระที่ 10 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda no. 10 Subject: Other business (If any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น
Any agenda voting of the Proxy which is not complied with my intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) ในกรณีที่ข้าพเจ้า ไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we do not specify or clearly specify my/our intention to vote in any agenda, or there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

ผู้มอบฉันทะ
The Grantor

ผู้รับมอบฉันทะ
The Proxy

ลงชื่อ.....
Signature

ลงชื่อ.....
Signature

()

()

หมายเหตุ
Remarks:

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Either all or each nominees to be the Board of Directors may be appointed as the directors in the agenda of appointment of the Directors.

3. ในกรณีที่มิฉะนั้นจะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ข. ตามแนบ
Either all or each nominees to be the Board of Directors may be appointed as the directors in the agenda of appointment of the Directors.

The questions in advance in relation to agenda items for the 2024 AGM

Name-Surname.....Tel.....e-mail.....

Address:.....

The questions Agenda 1.....

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Agenda 2.....

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Agenda 3.....

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Agenda 4.....

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Agenda 5.....

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Agenda 6.....

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Agenda 7.....

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Agenda 8.....

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Agenda 9.....

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Agenda 10.....

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Suggestion.....

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