



Notice

of the Annual General Meeting of Shareholders for the Year 2023

TISCO Financial Group Public Company Limited

 **Monday, April 17, 2023 at 14.00 hrs.**

 **Conference Room, 12th Floor, TISCO Tower, North Sathorn Road**

 **Hybrid Meeting**

No Corporate Gift Policy

The Company provides no gift at the General Meeting of Shareholders to comply with the guidance of regulators and encourage shareholder to focus on company's performance.

The shareholders who intend to attend the meeting in person or via electronic means, please study the meeting attendance procedures and the proxy as per Annex 9.

No Food and Beverages provided at the 2023 AGM

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For further information, please contact

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Ref. SorLorTor 005/2023

March 17, 2023

To : The Shareholders

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

There shall be the Annual General Meeting of Shareholders for the year 2023 to be convened on **Monday, April 17, 2023, at 14:00 hours** in the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand, in a form of Hybrid Meeting to consider the following agenda.

1. To ratify the Board of Directors' business activities conducted in 2022

Purpose and Rationale: The Board of Directors clearly summarized all details of business activities, providing reasonable explanations to support the results of the business operations for the year 2022 as described in the "Report from the Board of Directors" is provided in Annex 1, which is presented in the Annual Registration Statement and Annual Report 2022 (Form 56-1 One Report).

Board of Directors' Opinion: The Board recommends the shareholders to ratify the Board of Directors' business activities conducted in 2022.

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of the shareholders who attend the meeting and cast their votes.

2. To approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2022 of the Company and its subsidiary companies

Purpose and Rationale: The Board of Directors shall arrange for preparation of the Financial Statements as of the end of the accounting period of the Company and its subsidiary companies and shall submit the same to the shareholders at the Annual General Meeting to approve the Financial Statements. The Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2022, as shown in the Annual Registration Statement and Annual Report 2022 (Form 56-1 One Report), has been considered by the Audit Committee and audited by the Certified Public Accountant, which are provided in Annex 2 of this Notice of the Meeting as summarized below:

www.tisco.co.th

บริษัท ทีเอสซีไฟแนนเชียลกรุ๊ป จำกัด (มหาชน)
48/49 อาคาร ทีเอสซีไฟแนนซ์ เซ็นเตอร์ 21 ถนนสาทรเหนือ แขวงสีลม เขตบางรัก กรุงเทพฯ 10500
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	<i>(Unit: Million Baht)</i>	
Description	Consolidated	Company Only
Total assets	265,414	33,034
Total liabilities	222,624	10,172
Total shareholders' equity	42,791	22,862
Net profit (Company portion only)	7,224	5,746
Earnings per share (Baht)	9.02	7.18

Board of Directors' Opinion: The Board recommends the shareholders to approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2022 of the Company and its subsidiary companies.

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of the shareholders who attend the meeting and cast their votes.

3. To approve the appropriation of profit arising from the year 2022 operations and dividend payment

Objective and Reason: In 2022, the Company and its subsidiary companies recorded a profit of Baht 7,224,539,528 on consolidated basis, increased by Baht 439,546,726 from the year 2021. Excluding minority interests, the 2022 net profit attributable to the Company and its subsidiary companies was Baht 7,224,078,458.

The Company has the net profit on standalone basis for the year 2022 was Baht 5,746,208,965 and not has an accumulative loss, the Company therefore considered paying dividend to shareholders in accordance with the Section 115 of the Public Limited Companies Act B.E. 2535 (1992), rules and regulations of the Bank of Thailand as well as a Section 38 of the Company's Articles of Association the dividend payment shall be made from net profit on cash-basis and paid equally according to the numbers of shares. In addition, the Section 116 of the Public Limited Companies Act B.E. 2535 (1992), and Section 39 of the Company's Articles of Association, the Company shall allocate part of the annual net profit as reserve fund in an amount not less than 5 percent of the annual net profit less the sum accumulated loss brought forward (if any) until the reserve fund amounts to not less than 10 percent of the registered capital. In 2022, the Company did not appropriate its net profit as legal reserve because the Company's legal reserve already reached 10% of registered capital as required by the law.

In addition, according to the Company's dividend payment policy stated that the Company shall pay dividends at the rate of approximately 50 percent or more of net profit of each year, after appropriation of statutory reserve, subject to the Company's financial performance, long-term capital adequacy, capital expenditure requirements, business strategies.

Consequently, the Company's full year profit and unappropriated retained earnings for the year ended 2022 based on standalone financial statements are shown as follows.

	<i>(Unit: Baht)</i>
Unappropriated Retained Earnings (December 31, 2021)	6,673,993,543
Dividend payment from profit arising from 2021 operations	(5,724,602,527)
Net Profit for year 2022	5,746,208,965
Adjust non-cash items	20,819,599
Unappropriated Retained Earnings at the year ended 2022	6,716,419,581

Total unappropriated retained earnings at the end of the year 2022 was Baht 6,716,419,581 with full appropriation of required statutory reserve. The Company considered paying a dividend at the appropriate rate based on operating performance and complied with related rules and regulations while maintaining a sufficient capital adequacy ratio (BIS Ratio) for business expansion.

The Board of Directors therefore recommends the shareholders consider and approve the dividend payment from the profit arising from the year 2022 operations and the unappropriated retained earnings at Baht 7.75 per share for common shareholders and preferred shareholders, amounting to Baht 6,205,079,993, equivalent to the dividend payout ratio of 85.9 percent on a consolidated basis, compared to the dividend payout ratio of 84.4 percent for the year 2021.

The capital level of TISCO Group at year ended 2022 was strong with the BIS ratio of 20.6 percent and Tier I ratio of 17.1 percent, compared to the regulatory requirement of 11 percent and 8.5 percent, respectively, which was considered sufficient to support growth and withstand any uncertainties and volatilities in the foreseeable future.

Board of Directors' Opinion: The Board recommends the shareholders to approve the appropriation of profit arising from the year 2022 operations and dividend payment as follows:

- No legal reserve appropriation because the Company's reserve has reached the amount required by laws.
- Appropriation of profit arising from the year 2022 operations and unappropriated retained earnings as dividend payment for common shareholders and preferred shareholders at Baht 7.75 per share, by setting the record date on April 24, 2023, to determine the list of shareholders entitled to receive dividend, and the dividend payment shall be made on May 10, 2023. In addition, the dividends paid from net profit are subject to a 20 percent corporate income tax, which an individual shareholder may apply for tax credit on dividend at the rate of 2/8 of the dividend amount received.
- Appropriation of unappropriated retained earnings from the consolidated financial statements amounting Baht 1,019,395,739 as regulatory capital fund.

Required Votes for Resolution: The resolution of this agenda item requires the majority voting of the shareholders who attend the meeting and cast their votes.

4. To approve the appointment of the auditors and their remuneration for the year 2023

Objective and Reason: Pursuant to the Public Limited Companies Act B.E. 2535 and Section 40 of the Company's Articles of Association which state that the annual general meeting of shareholders shall appoint an auditor and

determine the remuneration of the auditor of the Company every year. The Audit Committee, in accordance with the Company's External Auditor Selection Guidelines, had considered proposal for the appointment of the Company's auditors for the year 2023. It is recommended the Board of Directors to propose the Annual General Meeting of Shareholders appointing Ms. Saranya Pludsri, or Ms. Ratana Jala, or Ms. Wanwilai Phetsang of EY Office Limited as the Company's auditors for the year 2023, subject to the approval from the Bank of Thailand, considering that they are qualified under the regulations of the Bank of Thailand and the Office of the Securities and Exchange Commission, and have shown satisfactory performance. Total audit fees for the Company and subsidiaries in TISCO Group will not be exceeding Baht 10,730,000 including not exceeding Baht 770,000 for the Company and not be exceeding Baht 9,960,000 for eight subsidiaries. Details are in Annex 3.

Board of Directors' opinion: The Board concurs with the proposal of the Audit Committee and recommends the shareholders to approve the appointment of Ms. Saranya Pludsri, CPA License No. 6768, or Ms. Ratana Jala, CPA License No. 3734, or Ms. Wanwilai Phetsang, CPA License No. 5315, of EY Office Limited as the Company's auditors for the year 2023 with remuneration of not exceeding Baht 770,000. All nominated auditors must be approved by the Bank of Thailand. Any one of these auditors is authorized to certify the auditor's report.

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of the shareholders who attend the meeting and cast their votes.

5. To approve the number of directors and the election of directors

Objective and Reason: According to Section 22 of the Company's Articles of Association prescribed that the shareholders shall, from time to time, by resolution of a general meeting, determine the number of directors which shall be not less than five and not less than one half of the directors must domicile in Thailand. In addition, the number of directors who are persons of Thai nationality shall be in compliance with related laws.

In addition, Section 23 of the Company's Articles of Association required that the whole board of directors shall be simultaneously elected at the general meeting of shareholders of each calendar year. The general meeting of shareholders shall elect directors in accordance with the cumulative voting procedure as shown herewith in Annex 9.

Upon contemplating the Company's need and for the best interest of the Company, good corporate governance, laws and related regulations, the Nomination and Compensation Committee shall identify qualified candidates who have knowledge, capabilities, experiences, and sufficient understanding of banking, finance, economics, information technology, laws or any other fields which are deemed appropriate and are lined with the Company's business strategies, including the composition of the number of directors of the company, as well as efficiency and performance as a director of the Company in the past to the Board of Directors, for further recommends to the shareholders for consideration.

The Company realizes the importance of equitable right of all shareholders, including minority shareholders, in nominating board members under the nomination procedure as disclosed on the Company's website. In this regard, the Company has allowed time frame from September 1 to November 30, 2022 for minority shareholders proposing

qualified candidate for director position in advance of the Annual General Meeting of Shareholders for the year 2023. After the mentioned period, there was no candidate nominated by shareholder for director position.

The Board of Directors, after considering the Nomination and Compensation Committee's recommendation on the qualifications of the candidates in accordance with the TISCO's Guidelines for Board Composition and Selection Criteria, propose the shareholders to approve the number of directors at 13 (thirteen), consists of 13 (thirteen) existing directors, namely Mr. Pliu Mangkornkanok, Mr. Dung Ba Le, Assoc. Prof. Dr. Angkarat Priebjrivat, Mr. Sathit Aungmanee, Mr. Kanich Punyashthiti, Ms. Pongpen Ruengvirayudh, Ms. Penchun Jarikasem, Assoc. Prof. Dr. Sillapaporn Srijunpetch, Assoc. Prof. Dr. Vara Varavithya , Mr. Chi-Hao Sun (Howard Sun), Mr. Satoshi Yoshitake, Mr. Sakchai Peechapat, and Mr. Metha Pingsuthiwong to continue their office for another term. They are knowledgeable, competent, and experienced in a significant work which can provide independent or useful suggestion to the Company's business operations. All nominated candidates have been approved by the Bank of Thailand. Candidates' profiles and definition of Independent Director are as presented in Annex 4.

Board of Directors' Opinion: The Board concurs with the proposal of the Nomination and Compensation Committee and recommends the shareholders to approve the number of directors at 13 (thirteen) and approve the election of the mentioned director candidates. The Board of Directors was of the view that the mentioned director candidates have complete qualifications and suitability for the Company's business, without prohibited characteristics for appointment as directors in accordance with applicable laws. In addition, the current directors have performed their duties with full responsibility, due care and integrity in compliance with the regulatory requirements, objectives, the Company's Articles of Association, resolutions of the Board of Directors, as well as resolutions of the Annual General Meeting of Shareholders. Furthermore, Mr. Kanich Punyashthiti, Ms. Pongpen Ruengvirayudh, Ms. Penchun Jarikasem, Assoc. Prof. Dr. Sillapaporn Srijunpetch, and Assoc. Prof. Dr. Vara Varavithya are also qualified as Independent Directors per the criteria as specified by the related laws and the Company and are able to express his/her independent opinions and in compliance with relevant criteria. All nominated candidates have been approved by the Bank of Thailand as shown below list.

1.	Mr. Pliu Mangkornkanok	Non-Executive Director
2.	Mr. Dung Ba Le	Non-Executive Director
3.	Assoc. Prof. Dr. Angkarat Priebjrivat	Non-Executive Director
4.	Mr. Sathit Aungmanee	Non-Executive Director
5.	Mr. Kanich Punyashthiti	Independent Director
6.	Ms. Pongpen Ruengvirayudh	Independent Director
7.	Ms. Penchun Jarikasem	Independent Director
8.	Assoc. Prof. Dr. Sillapaporn Srijunpetch	Independent Director
9.	Assoc. Prof. Dr. Vara Varavithya	Independent Director
10.	Mr. Chi-Hao Sun (Howard Sun)	Executive Director
11.	Mr. Satoshi Yoshitake	Executive Director

- | | |
|-----------------------------|--------------------|
| 12. Mr. Sakchai Peechapat | Executive Director |
| 13. Mr. Metha Pingsuthiwong | Executive Director |

Required Votes for Resolution: The resolution for this agenda item required the majority votes of the shareholders who attend the meeting and cast their votes for the number of directors. For the approval of the appointment of director, the cumulative voting will be applied according to the Company's Articles of Association.

6. To approve the remuneration of directors

Objective and Reason: The Nomination and Compensation Committee made an annual review on the remuneration of directors to ensure that the remuneration is commensurate with their duties and responsibilities as well as consistent with the remuneration of directors in the commercial banking at the same level. The directors' remuneration for the year 2023 has been considered by the Nomination and Compensation Committee and proposed to the Board of Directors, as per details in Annex 5.

Board of Directors' Opinion: The Board concurs with the proposal of the Nomination and Compensation Committee and recommends the shareholders to approve increasing the rates of remuneration for Directors and Sub-committee members for the year 2023, to be commensurate with their increased workload since it has not been increased for a considerable period of time, as follows.

1. The monthly compensation for the Board of Directors will be increased to Baht 260,000 for Chairman of the Board and Baht 60,000 for Directors.
2. The meeting fee rate for the Board of Directors will be increased to Baht 70,000 for Chairman of the Board and Baht 55,000 for Directors.
3. The meeting fee rate for Sub-committee will be increased to Baht 75,000 per meeting for the Chairpersons of the Executive Board, the Audit Committee, and the Risk Oversight Committee, and Baht 65,000 per meeting for the Chairpersons of the Nomination and Compensation Committee and the Corporate Governance Committee. The other members of Sub-committee shall receive a meeting fee of Baht 55,000 per meeting.
4. Retaining the non-monetary benefits offered to directors including an executive vehicle for the Chairman of the Board, group life and accident insurance or health insurance or travel insurance as appropriate, and Directors & Officers Liability Insurance, to be valid until amended.

Required Votes for Resolution: The resolution of this agenda item requires the vote of not less than two-thirds of the total number of votes of shareholders who attend the meeting.

7. To approve the amendment of the Company's Articles of Association

Objective and Reason: In order to comply with the amendments to the Public Limited Company Act (No.4) B.E. 2565 (2022) (Amendment) which mainly focuses on meetings of shareholders and board of directors, proxies, as well as advertisement of company matters and delivery of documents by allowing usage of electronic means. The amendment of the Company's Articles of Association has been considered by the Corporate Governance Committee and proposed to the Board of Directors, as per details in Annex 6.

Board of Directors' Opinion: The Board concurs with the proposal of the Corporate Governance Committee and recommends the shareholders to approve the addition of Section 4, 17 and the amendment of Section 18, 23, 31, 32, and 40 of the Company's Articles of Association to be alignment with the Public Limited Company Act (No.4) B.E. 2565 (2022). as per details in Annex 6. The person who assigned to amend and add the Articles of Association must submit them to the Registrar of the Public Limited Company under the Department of Business Development of the Ministry of Commerce. This person is authorized to make any necessary changes or follow any instructions from the Registrar or related regulators to ensure successful registration.

Required Votes for Resolution: The resolution of this agenda item requires the vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting.

8. Other businesses (if any)

You are cordially invited to attend the meeting at the above-mentioned date, hour, and venue. The Company will consider options for convening the Annual General Meeting of Shareholders with greatest concern on health and safety of all participants to the meeting. The Company has set the record date on March 7, 2023 to determine the list of shareholders who have the right to attend the Annual General Meeting of Shareholders for the year 2023.

For the shareholders or proxies who wish to attend the meeting via electronic media (e-AGM), the Company will send a username, password, and weblink to the shareholders according to the email address that you have registered. After the company has checked the names and the accuracy of various documents of shareholders or proxies. The registration system will be available from April 5, 2023, at 8:30 hours until the end of the Meeting on April 17, 2023. Therefore, the Company requires the shareholders or proxies who intend to attend the meeting via electronic means to study and comply with the guidelines for meeting registration including the identity verification process as per Annex 9 and method of use for the meeting system via electronic as attached in Annex 10.

Once for the shareholders who wish to attend the meeting in person, in order to facilitate the shareholders' travel to the venue of the Meeting, the Company has prepared a map of the venue and methods of transportation together with this Invitation as set out in Annex 14, and the Company would like to inform that the conference room has a limited number of seats with the social distancing. Furthermore, the Company therefore requests all shareholders who wish to attend the meeting in person physically at the head office meeting room. Please make a request in advance by scanning the QR code as per Annex 13 or through the Company's website at the Shareholders' Meeting menu, available on March 17-31, 2023, it is requested that the shareholders and/or the proxies bring the invitation letter or proxy form having the barcode, as attached in Annex 8, together with the identification documents for meeting attendance, as shown in Annex 9, and present them to the registration staff on the date of the Meeting.

If a shareholder is not available to attend the meeting, the shareholder can appoint the Company's independent directors to attend the meeting and cast votes on the shareholder's behalf, by giving a clear vote instruction for each agenda item as attached in Annex 8. In doing so, please complete and submit the attached proxy form together with identification documents using the reply envelope (no postal stamp required), to the Corporate Secretariat Office, TISCO

Financial Group Public Company Limited, 7th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Should you have any questions concerning the agenda of this meeting, please submit to the Company's email at tisco_cs@tisco.co.th, within April 12, 2023, and provide the contact information.

All shareholders can view the Annual Registration Statement and Annual Report 2022 (Form 56-1 One Report), Sustainability Report and related document by scanning QR Code, as shown in the invitation letter or the Company's website at www.tisco.co.th from March 17, 2023. Any shareholder who requires the publication form of our reports, please contact the Corporate Secretariat Office as the above-mentioned email and office address.

Yours sincerely,

TISCO Financial Group Public Company Limited



(Mr. Pairat Srivilairit)

Corporate Secretary

By order of the Board of Directors

Corporate Secretariat Office

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With concern about the personal data protection of the shareholders, TISCO Financial Group Public Company Limited has produced the Privacy Notice in relation to the collection, use, and disclosure of the shareholder's personal data in accordance with the Personal Data Protection Act B.E. 2562 (2019) and other related laws and regulations on the website at www.tisco.co.th. In case you grant proxy to another person for attending this meeting on your behalf, please notify that person of the mentioned Privacy Notice.

For consideration of Agenda 1: To ratify the Board of Directors' business activities conducted in 2022

Report from the Board of Directors

In 2022, just as it was emerging from the Covid-19 pandemic, the global economy faced another major challenge in the war between Russia and Ukraine. The ongoing conflict has presented hurdles to the recovery and has contributed to a surge in inflation and cost of living among major economies, prompting many countries to tighten their monetary policy through interest rate hikes. Leading the charge, the US Federal Reserve has raised interest rates to combat skyrocketing inflation, reaching a multi-decade high of 4.50-4.75%. Thailand's economy was not spared from the jump in inflation and consumer purchasing power has been constrained despite the country's post-Covid reopening. In response to the record-high inflation, the Bank of Thailand has raised its policy rate from 0.50% to 1.50% at the start of 2023, while still attending to keep economic recovery smooth. Thankfully, Thailand's crucial tourism sector has regained health with 2022 seeing a jump in tourist arrivals to over 11 million, following the resumption of international travel. Despite the tourism recovery, the domestic economic outlook still appears to be lagging behind regional peers.

Through the ups and downs of 2022, TISCO has remained resilient with focused business strategies while adhering to prudent risk management principles. Growth has been revived in several core businesses, and subsequently TISCO managed to deliver remarkable performance with a net profit of 7,224 million baht, up 6.5% from the previous year. The lending portfolio returned to growth for the first time in three years at 7.9%. The growth was underpinned by business recovery as Thailand's economic turnaround resulted in new corporate loan & SME loan drawdowns in selective business sectors. In the retail core business, TISCO has put a greater focus on high-yield businesses, aiming for sustainable risk-adjusted return and portfolio diversification into areas of greater opportunity. As a result, TISCO Auto Cash under the "Somwang" brand demonstrated outstanding loan growth in 2022, backed by proactive branch network expansion into provincial areas. Amid myriad uncertainties, TISCO has been prudent with its loan underwriting while simultaneously offering comprehensive assistance measures to customers in need. Hence, asset quality remained intact with NPL ratio declining from 2.44% at the end of 2021 to 2.09%. With our good discipline in provisioning practice, TISCO has also built-up solid position against any future potential risks with a robust loan loss coverage ratio of nearly 260%.

On top of asset expansion, fee-based business in the banking area also broadly recovered, driven by strong growth in bancassurance business after years of being subdued. With focus on customer value, TISCO leveraged growth from economic recovery while also utilizing strong network of business partners within the insurance business ecosystem. On the other hand, capital market businesses have been more volatile with poorer investment sentiments, due to global market turmoil following escalated inflation problems and tightened monetary policy. A sharp correction in global equity and fixed income markets dampened investor confidence worldwide, thus affecting our wealth management business performance. The brokerage business experienced a sharp decline in trading volume amid large fund outflows and a

shift towards low-risk assets. Similarly, the asset management business has seen significantly lower fund inflows, particularly in high-fee funds, which mainly involves higher-risk foreign investment funds and equity investment funds.

Meanwhile, during the year TISCO continued to strengthen wealth management brands and expand service capability to be prepared for market turnaround. TISCO Securities continued to provide quality research and assertive advisory services to help clients withstand the volatile market environment. TISCO also actively provided investment banking services including financial advisory, M&A deals, and IPOs. Noteworthy deals of the year include underwriting of the initial public offering (IPO) of Asian Alliance International Public Company Limited (AAI) and acting as an independent financial advisor for Total Access Communication Public Company Limited (DTAC) in the amalgamation of DTAC and TRUE. In recognition of its dedication to providing the best possible service, TISCO Securities received the “*Best Domestic Brokerage in Thailand 2022*” award by Asia Money, and the “Best Investment Analyst Team” in the institutional investors category from IAA Best Analyst Award 2022.

Despite a difficult time, TISCO Asset Management managed to progressively increase new clients and fund contributions, particularly in provident and private funds, resulting in an overall expansion of assets under management. Backed by its long experience in provident fund management, TISCO Asset Management retained a number one ranking in provident fund industry market share. TISCO AM was also bestowed the “*Decade of Excellence – Provident Fund Management Thailand 2022*” award from Global Banking & Finance Review for the fifth consecutive year. Another recognition earned for excellency was the “*Best Domestic Equity House Awards 2022*” from Morningstar Awards 2022.

Through the year, digital solutions were also extended as service channel as well as new innovative client acquisition and interaction platforms. In retail area, TISCO My Car application were upgraded to become a customer touchpoint which provides all the useful information and additional services for retail loan clients. New top-up loan feature was also introduced to offer clients with easy access for liquidity at their fingertips. In wealth business, TISCO My Wealth and TISCO My Fund applications were upgraded to provide real-time update on financial and investment information, additional features for customer acquisition and services, as well as increasing products on shelf for clients to choose from. This innovation in digital channel has enabled TISCO to maintain best hybrid advisory services and provide solutions for customer needs in this fast-growing digital era.

Reflecting our core value to create sustainable return for all stakeholders, TISCO was granted the “*Outstanding Company Performance*” award at the SET Awards 2022 for the second consecutive year. This award reflects resiliency in business performance amid various challenges. TISCO delivered top-tier Return on Equity (ROE) at 17.2% with a solid capital ratio (BIS) of 23.4%. We are proud that “TISCO” is now widely perceived as a successful brand, particularly in generating long-term business value. Indeed, TISCO boasts one of the highest brand values according to the CBS valuation tool and received “*Thailand's Top Corporate Brands Award*” from Chulalongkorn Business School for 2 consecutive years. Excellent services at TISCO stem from our teams' competency and commitment to their work. TISCO staff are equipped with skills and expertise and strive to conduct service with integrity. This positive work environment comes from TISCO's priority to ensure employee satisfaction and engagement. We seek to foster employees' creativity

and joy with our long-time stand to be a *“Happy Organization”*. TISCO’s unyielding support for employees has been recognized by Kincentric Thailand which awarded Hi-Way, a subsidiary under TISCO Group, with the *“Best Employer Hall of Fame”* for the Company that has received *“Best Employer Award”* more than 4 times.

TISCO incorporates sustainability across all business dimensions, cultivating good governance and integrity along with knowledge and competency in all employees. In our loan underwriting process, we focus on environmental support through green financing and reduction of environmental footprint in order to promote a sustainable, low-carbon economy. It is part of TISCO’s culture to utilize our expertise to help society with financial solutions in regard to debt management and to educate the community with financial knowledge on savings and retirement planning in order to create financial stability in the long run. By taking into consideration ESG, TISCO plays a direct role in building responsible banking principles in Thailand. As a result of these efforts to expand sustainability, TISCO received the *“Rising Star Sustainability Excellence Award”* at the SET Awards 2022.

The outlook for 2023 is still clouded by global economic slowdown, continuation of high inflation, ongoing geopolitical tensions, and China uncertainty. Thailand’s export sector is expected to be subdued due to declining demand from US and Europe where energy crises and surging cost of living are taking a toll. On the brighter side, Thailand is expected to sustain recovery momentum thanks to its high exposure to tourism-related activities and the resumption of domestic consumption. Still, high household debt and decreased debt serviceability could hinder the speed of recovery. The rising interest rate cycle, coupled with the resumption of FIDF cost to normal level, would also present another key challenge to TISCO operations and performance going forward. Nonetheless, TISCO is entering the new year with more upbeat growth prospects, aiming for expansion in products with healthy risk-adjusted return in the areas of good business opportunities.

The Board would like to thank our shareholders, clients, and business partners for their long-term support and trust in TISCO and would like to express special appreciation to our management team and staff for their commitment to the company. We wholeheartedly believe that with our teamwork and professionalism, TISCO can manage any challenges and thrive for the years to come.

Board of Directors

Remark

You can view the Annual Registration Statement and 2022 Annual Report (Form 56-1 One Report) and the Sustainability Report by scanning the QR code below

Annual Registration Statement and 2022 Annual Report (Form 56-1 One Report)



Sustainability Report



For consideration of Agenda 2: To approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2022 of the Company and its subsidiary companies

Independent Auditor's Report

To the Shareholders of TISCO Financial Group Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of TISCO Financial Group Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2022, and the related consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of TISCO Financial Group Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of TISCO Financial Group Public Company Limited and its subsidiaries and of TISCO Financial Group Public Company Limited as at 31 December 2022, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards and the Bank of Thailand's regulations.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond to each matter are described below.

Allowance for expected credit loss on loans to customers

As discussed in Note 3.8 to the financial statements, as at 31 December 2022, the Group had total loans to customers of Baht 220,726 million (accounting for 83% of total assets) and allowance for expected credit loss of Baht 11,845 million, which are material to the financial statements. The method used for calculation of allowance for expected credit loss requires complex calculation modelling, involving the use of significant management judgement and estimates in the model development, the identification of criteria for a significant increase in credit risk since initial recognition, the probability of default, the loss given default, the exposure at default, the calculation of allowance for expected credit loss, the selection of future economic variables to be incorporated into the model and the management overlay adjustment to the allowance for expected credit loss due to limitations of the model. Because of the materiality and the extent of judgement and estimates as mentioned above, I addressed the adequacy of the allowance for expected credit loss of loans to customers as a key audit matter.

I gained an understanding of, assessed and tested, on a sampling basis, the effectiveness of internal controls relevant to the loan origination and collection processes, the assessment of probability of default, loss given default and exposure at default, as well as the calculation of allowance for expected credit loss on loans to customers, and tested internal control systems over the relevant information technology systems. In addition, I evaluated and tested the reasonableness of the expected credit loss models, the rules and criteria applied by the Group in the assessment of significant increase in credit risk since initial recognition, including the data used in the model design, the effectiveness of models for significant loan types and the governance process over the model development, by examining model development documentation, testing, on a sampling basis, the accuracy and completeness of data used in model development, and assessing the methods and assumptions applied in the calculation. I assessed the reasonableness of macroeconomic factors and probability of different scenario weights as well as the reasonableness of the management overlay adjustments. In addition, I examined the management's policies, which addressed the policies and approaches used to derive the estimation of allowance for expected credit loss, and its approval by management at an appropriate level. I compared accounting policies of the Group with financial reporting standards and rules of the Bank of Thailand and evaluated the adequacy of the disclosure. Moreover, I examined the allowance for expected credit loss by testing, on a sampling basis, the classification of loans to customers and recalculating the allowance for expected credit loss as at the end of the accounting period, including testing the completeness of data used in the calculation of allowance for expected credit loss.

Recognition of interest income on loans to customers

For the year 2022, the Group recognized interest income on loans to customers amounting to Baht 14,606 million (accounting for 80% of total income), which is considered main income of the Group. The Group recognizes interest income using the effective interest rate method, which involves use of management judgement and estimates in the estimation of future cash inflows throughout the expected life of financial instruments, taking into account any discounts

or premiums on acquisition, fees and costs that are an integral part of the effective interest rate. In addition, interest income is generated from various types of loans provided to a large number of customers with a high volume of transactions, and each type of loan is subject to different recognition conditions. I therefore focused my audit on whether interest income on loans to customers is recognized correctly, appropriately and in a timely manner.

I gained an understanding of, assessed and tested, on a sampling basis, the effectiveness of internal controls relating to the processes of loan origination, interest income recognition and loan collection, including relevant internal controls over information technology systems, by inquiring of management to gain an understanding, assessing the methods applied by the management in estimating future cash inflows and the expected life of financial instruments in the determination of effective interest rate, as well as testing, on a sampling basis, the accuracy of data and calculation. In addition, I applied a sampling method in selecting loan agreements to test whether the recording of loans as well as the income recognition complies with the conditions stipulated in the contracts and is adjusted in line with the effective interest rate according to the income recognition policy, and in accordance with Thai Financial Reporting Standards and the regulations announced by the Bank of Thailand. I also performed analytical procedures on interest income and tested, on a sampling basis, significant adjustments made through journal vouchers.

Other Information

Management is responsible for the other information. The other information comprises the information included in annual report of the Group but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.



Somjai Khunapasut

Certified Public Accountant (Thailand) No. 4499

EY Office Limited

Bangkok: 21 February 2023

TISCO Financial Group Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2022

(Unit: Thousand Baht)

	Note	Consolidated		Separate	
		financial statements		financial statements	
		2022	2021	2022	2021
Assets					
Cash		1,005,066	1,103,425	70	-
Interbank and money market items - net	3.3, 3.10	40,272,419	30,489,211	27,253	22,584
Financial assets measured at fair value through profit or loss	3.4	2,172,386	2,081,052	954,994	1,048,821
Derivatives assets	3.5	147,489	-	-	-
Investments - net	3.6, 3.10	3,989,884	8,042,759	202,271	202,271
Investments in subsidiaries and joint venture - net	3.7	872,808	809,629	20,069,244	20,069,144
Loans to customers and accrued interest receivables	3.8, 3.10				
Loans to customers		236,240,839	220,419,498	4,290,000	3,310,000
Accrued interest receivables and undue interest income		1,722,316	1,712,501	-	-
Total loans to customers and accrued interest receivables		237,963,155	222,131,999	4,290,000	3,310,000
Less: Deferred revenue		(17,237,040)	(17,469,825)	-	-
Less: Allowance for expected credit loss	3.9	(11,844,732)	(11,740,174)	(5,577)	(4,303)
Total loans to customers and accrued interest receivables - net		208,881,383	192,922,000	4,284,423	3,305,697
Properties foreclosed - net	3.11	6,550	120,522	-	-
Investment properties	3.12	27,058	27,305	910,728	910,728
Premises and equipment - net	3.13	2,786,274	2,780,562	758,081	781,673
Right-of-use assets - net	3.14	753,866	752,829	321	600
Intangible assets - net	3.15	99,603	130,919	62,682	74,171
Deferred tax assets	3.31	830,504	759,729	234,704	255,234
Securities and derivatives business receivables - net		611,384	1,131,229	-	-
Dividend receivables from subsidiaries	3.33	-	-	5,286,999	4,590,530
Other assets	3.16	2,957,763	2,470,763	242,210	199,467
Total assets		265,414,437	243,621,934	33,033,980	31,460,920

The accompanying notes are an integral part of the financial statements.

TISCO Financial Group Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2022

(Unit: Thousand Baht)

	Note	Consolidated		Separate	
		financial statements		financial statements	
		2022	2021	2022	2021
Liabilities and equity					
Liabilities					
Deposits	3.17	188,265,809	166,541,926	-	-
Interbank and money market items	3.18	6,195,459	8,080,700	550,000	565,000
Liabilities payable on demand		256,708	274,432	-	-
Derivatives liabilities	3.5	-	3,385	-	-
Debts issued and borrowings	3.19	15,756,919	14,961,919	7,880,000	6,065,000
Lease liabilities	3.20	700,258	707,179	332	614
Provisions	3.21	1,712,266	1,728,981	287,935	303,612
Securities and derivatives business payables - net		1,246,559	1,521,353	-	-
Accrued interest payable		559,568	481,691	14,528	11,256
Income tax payable		830,031	661,620	-	14,125
Other liabilities	3.22	7,100,237	7,458,365	1,438,918	1,680,799
Total liabilities		222,623,814	202,421,551	10,171,713	8,640,406

The accompanying notes are an integral part of the financial statements.

TISCO Financial Group Public Company Limited and its subsidiaries

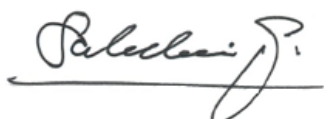
Statement of financial position (continued)

As at 31 December 2022

(Unit: Thousand Baht)

	Note	Consolidated		Separate	
		financial statements		financial statements	
		2022	2021	2022	2021
Equity					
Share capital					
Registered					
33,858 preference shares of Baht 10 each		339	339	339	339
800,669,437 ordinary shares of Baht 10 each		8,006,694	8,006,694	8,006,694	8,006,694
		<u>8,007,033</u>	<u>8,007,033</u>	<u>8,007,033</u>	<u>8,007,033</u>
Issued and paid-up					
9,859 preference shares of Baht 10 each		99	99	99	99
800,645,624 ordinary shares of Baht 10 each		8,006,456	8,006,456	8,006,456	8,006,456
		<u>8,006,555</u>	<u>8,006,555</u>	<u>8,006,555</u>	<u>8,006,555</u>
Share premium					
Share premium on preference shares		-	-	87	87
Share premium on ordinary shares		1,018,408	1,018,408	7,031,436	7,031,436
		<u>1,018,408</u>	<u>1,018,408</u>	<u>7,031,523</u>	<u>7,031,523</u>
Other components of equity	3.24	1,831,007	1,828,088	306,770	307,442
Retained earnings					
Appropriated - statutory reserve		801,000	801,000	801,000	801,000
Unappropriated		31,130,416	29,543,039	6,716,419	6,673,994
Equity attributable to equity holders of the Company		<u>42,787,386</u>	<u>41,197,090</u>	<u>22,862,267</u>	<u>22,820,514</u>
Non-controlling interest of the subsidiaries		3,237	3,293	-	-
Total equity		<u>42,790,623</u>	<u>41,200,383</u>	<u>22,862,267</u>	<u>22,820,514</u>
Total liabilities and equity		<u>265,414,437</u>	<u>243,621,934</u>	<u>33,033,980</u>	<u>31,460,920</u>
		-	-	-	-

The accompanying notes are an integral part of the financial statements.



(Mr. Sakchai Peechapat)

Group Chief Executive



TISCO
บริษัท ทีเอสซีไฟแนนเชียลกรุ๊ป จำกัด (มหาชน)
TISCO Financial Group Public Company Limited



(Mr. Metha Pingsuthiwong)

Chief Operating Officer

TISCO Financial Group Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2022

(Unit: Thousand Baht, except earnings per share expressed in Baht)

	Note	Consolidated		Separate	
		financial statements		financial statements	
		2022	2021	2022	2021
Profit or loss:					
Interest income	3.25	14,904,299	14,791,685	72,022	63,367
Interest expenses	3.26	(2,170,667)	(2,331,858)	(65,190)	(43,636)
Net interest income		12,733,632	12,459,827	6,832	19,731
Fee and service income		5,498,917	6,117,752	-	-
Fee and service expenses		(453,268)	(514,989)	(17,902)	(16,964)
Net fee and service income	3.27	5,045,649	5,602,763	(17,902)	(16,964)
Net gain (loss) on financial instruments measured at					
fair value through profit or loss	3.28	86,420	403,826	(93,783)	(134,315)
Net gain on investments	3.29	2,801	6,283	10	-
Share of profit from investments accounted for					
under equity method	3.7.2	55,476	7,216	-	-
Dividend income	3.7.1	72,978	69,609	5,298,782	4,594,553
Penalty fee income from loans		186,472	173,927	-	-
Intercompany supporting fee income	3.33	-	-	2,131,000	2,108,928
Other operating income		121,354	99,863	82,191	77,905
Total operating income		18,304,782	18,823,314	7,407,130	6,649,838
Operating expenses					
Employee expenses		6,103,734	5,727,009	714,866	1,057,868
Directors' remuneration		21,597	20,002	21,597	20,002
Premises and equipment expenses		1,365,358	1,338,717	744,136	682,543
Taxes and duties		260,450	243,281	2,295	2,165
Other operating expenses		839,705	937,569	60,596	72,687
Total operating expenses		8,590,844	8,266,578	1,543,490	1,835,265
Expected credit loss	3.30	722,677	2,063,979	4,264	10,101
Profit from operations before income tax expenses		8,991,261	8,492,757	5,859,376	4,804,472
Income tax expenses	3.31	1,766,722	1,707,764	113,167	43,548
Total profit for the year		7,224,539	6,784,993	5,746,209	4,760,924

The accompanying notes are an integral part of the financial statements.

TISCO Financial Group Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the year ended 31 December 2022

(Unit: Thousand Baht, except earnings per share expressed in Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
Other comprehensive income:					
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods</i>					
Gain (loss) on valuation of investments in debt instruments measured at fair value through other comprehensive income		(1,417)	(4,583)	-	4,607
Share of other comprehensive income of joint venture - Cash flow hedges of joint venture (loss)	3.7.2	7,703	(2,512)	-	-
Income tax effects	3.31	283	917	-	(921)
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax (loss)		6,569	(6,178)	-	3,686
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Actuarial gain (loss)		104,391	3,979	24,974	(20,281)
Income tax effects	3.31	(20,939)	(953)	(4,995)	4,056
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax (loss)		83,452	3,026	19,979	(16,225)
Other comprehensive income for the year (loss)		90,021	(3,152)	19,979	(12,539)
Total other comprehensive income for the year		7,314,560	6,781,841	5,766,188	4,748,385
Profits attributable to					
Equity holders of the Company	3.32	7,224,078	6,784,593	5,746,209	4,760,924
Non-controlling interests of the subsidiaries		461	400		
		<u>7,224,539</u>	<u>6,784,993</u>		
Total comprehensive income attributable to					
Equity holders of the Company		7,314,099	6,781,441	5,766,188	4,748,385
Non-controlling interests of the subsidiaries		461	400		
		<u>7,314,560</u>	<u>6,781,841</u>		
Earnings per share of equity holders of the Company					
Basic earnings per share (Baht per share)	3.32	<u>9.02</u>	<u>8.47</u>	<u>7.18</u>	<u>5.95</u>

The accompanying notes are an integral part of the financial statements.

TISCO Financial Group Public Company Limited and its subsidiaries

Statement of cash flows

For the year ended 31 December 2022

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	2022	2021	2022	2021
Cash flows from operating activities				
Profit from operations before income tax	8,991,261	8,492,757	5,859,376	4,804,472
Adjustments to reconcile profit from operations before income tax to net cash provided by (paid from) operating activities				
Depreciation and amortisation	534,273	592,479	103,377	118,500
Expected credit loss	3,199,323	3,718,818	4,264	10,101
Share of profit from investments accounted for under equity method	(55,476)	(7,216)	-	-
Reversal of allowance for impairment of properties foreclosed	(191)	(5)	-	-
Gain on disposal of investments in securities	(760)	(607,601)	-	-
Unrealised gain on foreign exchange transactions and trading derivatives	(243,235)	(155,857)	(39,603)	(86,307)
(Gain) loss on financial instruments measured at fair value through profit or loss	(51,776)	306,669	133,386	220,622
Loss on changes in value of investment properties	247	29	-	-
Gain on disposal/write-off of equipment and intangible assets	(10,020)	(3,266)	(5,483)	(1,156)
Gain on disposal of properties foreclosed	(48,343)	(48,345)	-	-
Employee benefit expenses	129,291	132,576	16,054	21,786
(Increase) decrease in accrued income	(25,691)	(28,122)	785	5,606
Increase (decrease) in accrued expenses	138,617	(196,846)	(223,258)	52,944
Net interest income	(12,733,632)	(12,459,827)	(6,832)	(19,731)
Dividend income	(72,978)	(69,609)	(5,298,782)	(4,594,553)
Cash received on interest income	14,599,222	14,696,962	69,023	61,738
Cash paid on interest expenses	(1,622,362)	(2,096,139)	(61,908)	(33,392)
Cash received on dividend income	72,978	69,609	4,602,313	3,848,977
Cash paid on income tax	(1,714,250)	(1,535,529)	(133,739)	(88,791)
Profit from operating activities before changes in operating assets and liabilities	11,086,498	10,801,537	5,018,973	4,320,816
Operating assets (increase) decrease				
Interbank and money market items	(9,777,682)	7,723,466	(4,660)	(5,193)
Loans to customers	(19,058,956)	18,266,553	(980,000)	(130,000)
Securities and derivatives business receivables	519,845	(73,049)	-	-
Receivables from clearing house	(244,556)	(104,541)	-	-
Properties foreclosed	130,191	(106,350)	-	-
Other assets	-233,317	-114,895	-21,334	-16,253

The accompanying notes are an integral part of the financial statements.

TISCO Financial Group Public Company Limited and its subsidiaries

Statement of cash flows (continued)

For the year ended 31 December 2022

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	2022	2021	2022	2021
Operating liabilities increase (decrease)				
Deposits	21,723,883	(36,930,899)	-	-
Interbank and money market items	(1,885,241)	2,273,054	(15,000)	(3,215,000)
Liabilities payable on demand	(17,724)	(1,010,333)	-	-
Securities and derivatives business payables	(274,794)	488,312	-	-
Short-term debts issued and borrowings	1,815,000	2,116,000	1,815,000	4,436,000
Payables to clearing house	186	(309,866)	-	-
Provision for long-term employee benefits	(49,644)	(77,481)	(6,757)	(30,196)
Other liabilities	(654,442)	(4,036)	(18,623)	24,338
Net cash flows from operating activities	3,079,247	2,937,472	5,787,599	5,384,512
Cash flows from investing activities				
Cash paid for purchase of investments in securities	(17,657,471)	(12,166,216)	-	(293,082)
Cash received from disposal of investments in securities	21,752,316	14,512,470	-	-
Cash paid for purchase of building improvements, equipment and vehicles	(205,801)	(74,396)	(46,669)	(28,864)
Cash paid for purchase of intangible assets	(25,486)	(30,794)	(21,348)	(19,445)
Cash received from disposal of building improvements, equipment and vehicles	10,498	4,611	5,483	1,189
Cash paid for acquisition of investments in subsidiaries	-	-	(100)	(1)
Net cash flows from (used in) investing activities	3,874,056	2,245,675	(62,634)	(340,203)
Cash flows from financing activities				
Cash received from issuance of long-term debentures	2,800,000	700,000	-	-
Cash paid for redemption of long-term debentures	(3,820,000)	(680,000)	-	-
Cash paid on lease liabilities	(307,059)	(275,842)	(292)	(292)
Dividend paid	(5,724,603)	(5,044,087)	(5,724,603)	(5,044,087)
Net cash flows used in financing activities	(7,051,662)	(5,299,929)	(5,724,895)	(5,044,379)
Net increase (decrease) in cash	(98,359)	(116,782)	70	(70)
Cash at beginning of the year	1,103,425	1,220,207	-	70
Cash at end of the year	1,005,066	1,103,425	70	-
	-	-	-	-
Supplemental cash flows information				
Non-cash transactions				
Right-of-use assets	288,842	136,945	-	-
Transfer-in of properties foreclosed in settlement of loans to customers	1,675,498	2,342,967	-	-

The accompanying notes are an integral part of the financial statements.

TISCO Financial Group Public Company Limited and its subsidiaries

Statement of changes in equity

For the year ended 31 December 2022

(Unit: Thousand Baht)

Consolidated financial statements														
Equity attributable to equity holders of the Company														
Other components of equity														
	Issued and paid-up		Share premium on other ordinary shares	Surplus on changes in value of investments measured at fair value through		Surplus on revaluation of assets	Share of other comprehensive income of joint venture (loss)	Adjustment from business combination of entities under common control under holding restructuring plan	Total	Retained earnings		Total equity attributable to equity holders of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total
	Preference shares	Ordinary shares		income	of assets					Appropriated	Unappropriated			
Balance as at 1 January 2021	99	8,006,456	1,018,408	5,871	1,157,138	(4,358)	679,266	1,837,917	801,000	27,795,056	39,458,936	3,143	39,462,079	
Dividend paid (Note 4)	-	-	-	-	-	-	-	-	-	(5,044,087)	(5,044,087)	-	(5,044,087)	
Profit for the year	-	-	-	-	-	-	-	-	-	6,784,593	6,784,593	400	6,784,993	
Other comprehensive income for the year (loss)	-	-	-	(3,666)	-	(2,512)	-	(6,178)	-	3,026	(3,152)	-	(3,152)	
Total comprehensive income for the year (loss)	-	-	-	(3,666)	-	(2,512)	-	(6,178)	-	6,787,619	6,781,441	400	6,781,841	
Transfer surplus on revaluation of assets														
to retained earnings	-	-	-	-	(3,651)	-	-	(3,651)	-	4,451	800	-	800	
Decrease in non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(250)	(250)	
Balance as at 31 December 2021	99	8,006,456	1,018,408	2,205	1,153,487	(6,870)	679,266	1,828,088	801,000	29,543,039	41,197,090	3,293	41,200,383	
Balance as at 1 January 2022	99	8,006,456	1,018,408	2,205	1,153,487	(6,870)	679,266	1,828,088	801,000	29,543,039	41,197,090	3,293	41,200,383	
Dividend paid (Note 4)	-	-	-	-	-	-	-	-	-	(5,724,603)	(5,724,603)	-	(5,724,603)	
Profit for the year	-	-	-	-	-	-	-	-	-	7,224,078	7,224,078	461	7,224,539	
Other comprehensive income for the year (loss)	-	-	-	(1,134)	-	7,703	-	6,569	-	83,452	90,021	-	90,021	
Total comprehensive income for the year (loss)	-	-	-	(1,134)	-	7,703	-	6,569	-	7,307,530	7,314,099	461	7,314,560	
Transfer surplus on revaluation of assets														
to retained earnings	-	-	-	-	(3,650)	-	-	(3,650)	-	4,450	800	-	800	
Decrease in non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-	-	-	(517)	(517)	
Balance as at 31 December 2022	99	8,006,456	1,018,408	1,071	1,149,837	833	679,266	1,831,007	801,000	31,130,416	42,787,386	3,237	42,790,623	

The accompanying notes are an integral part of the financial statements.

TISCO Financial Group Public Company Limited and its subsidiaries

Statement of changes in equity (continued)

For the year ended 31 December 2022

(Unit: Thousand Baht)

	Separate financial statements									
					Other components of equity					
	Issued and paid-up		Share premium		Surplus (deficit) on changes in value of investments		Surplus on revaluation of assets	Retained earnings		
	Preference shares	Ordinary shares	Preference shares	Ordinary shares	measured at fair value through other comprehensive income	Total		Appropriated	Unappropriated	Total
Balance as at 1 January 2021	99	8,006,456	87	7,031,436	(1,229)	305,659	304,430	801,000	6,972,541	23,116,049
Dividend paid (Note 4)	-	-	-	-	-	-	-	-	(5,044,087)	(5,044,087)
Profit for the year	-	-	-	-	-	-	-	-	4,760,924	4,760,924
Other comprehensive income for the year (loss)	-	-	-	-	3,686	-	3,686	-	(16,225)	(12,539)
Total comprehensive income for the year	-	-	-	-	3,686	-	3,686	-	4,744,699	4,748,385
Transfer surplus on revaluation of assets to retained earnings	-	-	-	-	-	(674)	(674)	-	841	167
Balance as at 31 December 2021	99	8,006,456	87	7,031,436	2,457	304,985	307,442	801,000	6,673,994	22,820,514
Balance as at 1 January 2022	99	8,006,456	87	7,031,436	2,457	304,985	307,442	801,000	6,673,994	22,820,514
Dividend paid (Note 4)	-	-	-	-	-	-	-	-	(5,724,603)	(5,724,603)
Profit for the year	-	-	-	-	-	-	-	-	5,746,209	5,746,209
Other comprehensive income for the year	-	-	-	-	-	-	-	-	19,979	19,979
Total comprehensive income for the year	-	-	-	-	-	-	-	-	5,766,188	5,766,188
Transfer surplus on revaluation of assets to retained earnings	-	-	-	-	-	(672)	(672)	-	840	168
Balance as at 31 December 2022	99	8,006,456	87	7,031,436	2,457	304,313	306,770	801,000	6,716,419	22,862,267

The accompanying notes are an integral part of the financial statements.

For consideration of Agenda 4: To approve the appointment of the auditors and their remuneration for the year 2023

Pursuant to the Public Limited Companies Act B.E. 2535 and Section 40 of the Company's Articles of Association which state that the annual general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year. The Audit Committee, in accordance with the External Auditor Selection Guideline, had considered proposal for the appointment of the auditors for the year 2022. The Board of Directors concurred with the proposal of the Audit Committee and considered it appropriate for the meeting of shareholders to consider as follows.

To appoint the auditor

In year 2022, a current external auditor of TISCO from EY Office Limited has completed seven consecutive years of audit services. Therefore, to comply with TISCO's external auditor selection guideline and the regulation requirements which require that an external auditor must be changed at least every seven years with an objective to maintain high standard of corporate governance. In addition, it is also considered based on the quality of work, the firm's credentials, proficiency, and audit delivery timeframe. All nominated auditors must be approved by the Bank of Thailand. Any one of these auditors is authorized to certify the auditor's report. The proposed auditors and their profiles are presented herewith.

Name of auditors	CPA License Number	No. of working years with the Company
1. Ms. Saranya Pludsri	6768	None <i>(Having never signed on the auditor's reports)</i>
2. Ms. Ratana Jala	3734	None <i>(Having never signed on the auditor's reports)</i>
3. Ms. Wanwilai Phetsang	5315	None <i>(Having never signed on the auditor's reports)</i>

Moreover, EY Office Limited is the auditor of eight subsidiary companies of the Company, namely:

1. TISCO Bank Plc.
2. TISCO Securities Co., Ltd.
3. TISCO Asset Management Co., Ltd.
4. Hi-Way Co., Ltd.
5. TISCO Information Technology Co., Ltd.
6. TISCO Insurance Solution Co., Ltd.
7. TISCO Learning Center Co., Ltd.
8. All-Ways Co., Ltd.

The auditors proposed as auditor of the Company and its subsidiary companies are under the same audit firm having no relationship or any interest with the Company or its subsidiary companies, managements, major shareholders, or related persons, in a way that may impact their performing task independently.

Auditors' Profile No. 1

Name : Ms. Saranya Pludsri
Age : 49 years
Education : - Master Degree in Business Administration, Thammasat University
- Bachelor Degree in Accounting, Thammasat University
CPA License Number : 6768
Year of Registration : 2008
Current Position : 2017 - Present Audit Partner, EY Office Limited
Other Position : None
Work Experiences : 1996-Present EY Office Limited
Number of working years with TISCO Group : None (*Having never signed on the auditor's reports*)
Direct or indirect benefit or interest in the Company, its subsidiaries, managements, the Company's major shareholders or related persons : None

Auditors' Profile No. 2

Name : Ms. Ratana Jala
Age : 57 years
Education : - Master Degree in Accounting, Thammasat University
- Bachelor Degree in Accounting, Chulalongkorn University
CPA License Number : 3734
Year of Registration : 1989
Current Position : Audit Partner, EY Office Limited
Other Position : None
Work Experiences : 1999-Present Audit Partner, EY Office Limited
1986-Present EY Office Limited
Number of working years with TISCO Group : None (*Having never signed on the auditor's reports*)
Direct or indirect benefit or interest in the Company, its subsidiaries, managements, the Company's major shareholders or related persons : None

Auditors' Profile No. 3

Name	: Ms. Wanwilai Phetsang
Age	: 51 years
Education	: - Master Degree in Business Administration, Thammasart University - Bachelor Degree in Accounting, Thammasart University
CPA License Number	: 5315
Year of Registration	: 1997
Current Position	: Audit Partner, EY Office Limited
Other Position	: None
Work Experiences	: 2012-Present Audit Partner, EY Office Limited 1994-Present EY Office Limited
Number of working years with TISCO Group	: None (<i>Having never signed on the auditor's reports</i>)
Direct or indirect benefit or interest in the Company, its subsidiaries, managements, the Company's major shareholders or related persons	: None

To approve the audit fees

To consider approving the audit fees for the year 2023 at total audit fees for the Company and subsidiaries in TISCO Group of not exceeding Baht 10,730,000 including not exceeding Baht 770,000 for the Company and not be exceeding Baht 9,960,000 for eight subsidiaries.

	<i>(Unit: Baht)</i>		
<u>Audit Fee</u>	Y2023	Y2022	Changes (%)
TISCO Financial Group Plc.	770,000	770,000	-
TISCO Bank Plc.	5,800,000	5,950,000	(2.5)
TISCO Securities Co., Ltd.	1,300,000	1,330,000	(2.3)
TISCO Asset Management Co., Ltd.	600,000	610,000	(1.6)
Hi-Way Co., Ltd.	1,550,000	1,550,000	-
TISCO Information Technology Co., Ltd.	180,000	180,000	-
TISCO Insurance Solution Co., Ltd.	290,000	290,000	-
TISCO Learning Center Co., Ltd.	110,000	110,000	-
All-Ways Co., Ltd.	130,000	140,000	(7.1)
Total	10,730,000	10,930,000	(1.8)
<u>Non-Audit Fee</u>	-	-	-

The professional audit fee quoted for the year 2023 for all companies in TISCO group totals 10,730,000 Baht, decreased by 1.8% or 200,000 Baht from the previous year from an increase of audit fee of TISCO Bank, TISCO Securities, TISCO Asset, and All-Ways.

The audit fee of TISCO Bank decreases by 2.5% due to a stable audit workload as there are no new regulatory requirements and accounting practices. The audit fee of TISCO Securities was decreased by 2.3% following lower market trading volume and capital market turnover. For TISCO Asset Management, the audit fee decreased by 1.6% based on decelerated growth in asset management business. Also, the audit fee of All-Ways decreased by 7.1% based on lower audit workload. For the other companies, the audit fees remained unchanged from the previous year.

For consideration of Agenda 5: To approve the number of directors and the election of directors

Candidate's Profile No. 1



- Name - Surname : Mr. Pliu Mangkornkanok
- Proposed Type of Director : Non-Executive Director
- Number of years holding directorship up to the present term : 14 years 6 months
(First appointment in September 2008, Latest appointment in April 2022)
- Age : 75
- Nationality : Thai
- Education : - Master of Business Administration (Finance), University of California at Los Angeles, USA
- Master of Science (Industrial Engineering), Stanford University, USA
- Bachelor of Engineering (Industrial Engineering), Chulalongkorn University
- Director Training : Training Courses/Seminars organized by Thai Institute of Directors
- Directors Leadership Certification Program 0/2021
- AGM in Pandemic Time
- National Director Conference 2021
- Independent Director Forum: Tips and Tricks for Dealing with Questions in AGM
- Board of the Year, Board of the Future
- Tough Boardroom Situations - Independent Directors Share Lessons Learned
- Social Responsibilities in Action
- Board Matters and Trends
- Director Briefing: Burning Issues Directors Need to Hear in the Year of the Dog
- Strategic Board Master Class
- Role of Financial Sector in Fighting Corruption
- Audit Committee Program
- Role of Chairman Program
- Director Certification Program
Training Courses/Seminars organized by the Bank of Thailand (BOT) jointly with the Securities and Exchange Commission (SEC) and the Office of Insurance Commission (OIC)
- Cyber Resilience Leadership: Tone from the Top
- Cyber Resilience Leadership: Herd Immunity
- Cyber Resilience Leadership: SMART Goal

TISCO Shareholding	:	2,221,010 shares or 0.28% of total issued shares
Meeting Attendance in 2022	:	- Board of Directors 7 out of 7 meetings (100%)
Position in TISCO Group	:	- Chairman of the Board / Non-Executive Director, TISCO Financial Group Plc. - Chairman of the Board / Non-Executive Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	:	- None -
Position in Other Company with Conflict of Interest	:	- None -
Position in Other Listed Company (1 company)	:	- Vice Chairman / Member of Human Resources Committee / Independent Director / Chairman of the Audit Committee, Star Petroleum Refining Plc.
Position in Other Non-listed Company (3 companies)	:	- Director, Amata Spring Development Co., Ltd. - Director, Chuchawal-Royal Haskoning Co., Ltd. - Advisor, Design 103 International Ltd.
Position in Other Organization (2 organizations)	:	- Vice Chairman, TISCO Foundation - Advisor, Sem Pringpuangkeo Foundation
Work Experience (within 5 years)	:	- Independent Director, TISCO Financial Group Plc. - Independent Director, TISCO Bank Plc. - Director, Design 103 International Ltd. - Director, Sem Pringpuangkeo Foundation - Advisor, Thai Institute of Directors

Candidate's Profile No. 2



Name - Surname : Mr. Dung Ba Le

Proposed Type of Director : Non-Executive Director

Number of years holding directorship up to the present term : 1 years 3 months
(First appointment in December 2021, Latest appointment in April 2022)

Age : 57

Nationality : American

Education : - Master of Science (International Business Diplomacy Honor Program), Georgetown University, USA
- Master of Science (Electrical Engineering), State University of New York, USA
- Bachelor of Science (BS) Electrical Engineering, Virginia Polytechnic Institute & State University, USA

Director Training : - None -

TISCO Shareholding : - None -

Meeting Attendance in 2022 : - Board of Directors 7 out of 7 meeting (100%)
- Nomination and Compensation Committee 9 out of 9 meetings (100%)

Position in TISCO Group : - Non-Executive Director / Vice Chairman of the Board of Directors / Member of the Nomination and Compensation Committee, TISCO Financial Group Plc.

Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest : - None -

Position in Other Company with Conflict of Interest : - None -

Position in Other Listed Company : - None -

Position in Other Non-listed Company : - None -

Position in Other Organization : - None -

Work Experience (within 5 years) : - Advisor to the Chairman of the Board and Deputy Chief Executive Officer & Chief Risk Officer
- Vietnam Technological and Commercial Joint-stock Bank
- Board Member, Techcombank Securities
- Chairman of the Board, Techcombank Asset Management Company

Candidate's Profile No. 3



- Name - Surname : Assoc. Prof. Dr. Angkarat Priebjivat
- Proposed Type of Director : Non-Executive Director
- Number of years holding directorship up to the present term : 14 years 6 months
(First appointment in September 2008, Latest appointment in April 2022)
- Age : 68
- Nationality : Thai
- Education : - Doctor of Philosophy (Accounting), New York University, USA
- Master of Science (Accounting), Thammasat University
- Bachelor of Business Administration (Accounting), Thammasat University
- Director Training : Training Courses/Seminars organized by Thai Institute of Directors
- IOD National Director Conference 2021
- Board of the Year, Board of the Future
- DCP Series: How to Develop a Winning Digital Strategy
- Audit Committee Forum: Learn, unlearn and relearn – Audit Committee in the Age of Disruption
- Role of Financial Sector in Fighting Corruption
- Driving Company Success with IT Governance
- Anti-Corruption for Executive Program (ACEP)
- Monitoring Fraud Risk Management Program
- Monitoring the System of Internal Control and Risk Management Program
- Role of Chairman Program
- Monitoring the Internal Audit Function Program
- Audit Committee Program
- Director Certification Program
- Director Accreditation Program
Training Courses/Seminars organized by Bank of Thailand
- IT Governance & Cyber Resilience
Training Courses/Seminars organized by the Bank of Thailand (BOT) jointly with the Securities and Exchange Commission (SEC) and the Office of Insurance Commission (OIC)
- Cyber Resilience Leadership: SMART Goal
Training Courses/Seminars organized by SEC
- Cyber Armor: Data-driven Cybersecurity and Intelligence Threats Assessment
- Cyber Armor: Cyber Threat Lessons Learned for Board of Directors

TISCO Shareholding	:	- None -
Meeting Attendance in 2022	:	<ul style="list-style-type: none"> - Board of Directors 7 out of 7 meetings (100%) - Audit Committee 4 out of 4 meetings (100%) - Risk Oversight Committee 7 out of 7 meetings (100%) - Corporate Governance Committee 4 out of 4 meetings (100%)
Position in TISCO Group	:	<ul style="list-style-type: none"> - Chairperson of the Risk Oversight Committee / Chairperson of the Corporate Governance Committee / Non-Executive Director, TISCO Financial Group Plc. - Chairperson of the Risk Oversight Committee / Non-Executive Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	:	- None -
Position in Other Company with Conflict of Interest	:	- None -
Position in Other Listed Company (1 company)	:	- Independent Director / Member of the Audit Committee / Member of the Corporate Governance Committee, PTT Exploration and Production Plc.
Position in Other Non-listed Company (1 company)	:	- Director / Member of the Audit Committee, TSFC Securities Plc.
Position in Other Organization (4 organizations)	:	<ul style="list-style-type: none"> - Member of the Audit Committee, Thai Public Broadcasting Service (Thai PBS) - Government Accounting Standards Committee, Comptroller General's Department, Ministry of Finance - Advisor to Listed Company Regulatory Department, Stock Exchange of Thailand - Chairman of Subcommittee on Finance and Accounting of the Energy Conservation Fund, Ministry of Energy
Work Experience (within 5 years)	:	<ul style="list-style-type: none"> - Advisor to the Fundraising and the Listing and Disclosure Department, Securities and Exchange Commission - Independent Director / Member of the Audit Committee / Member of the Risk Management Committee, TOT Corporation Plc. - Member of Finance and Accounting Subcommittee, State Railway of Thailand - Director / Member of the Audit Committee, The Tourism Authority of Thailand - Independent Director, Bio Science Animal Health Co., Ltd. - Chairperson of the Risk Management Committee / Independent Director / Chairperson of the Audit Committee, COL Plc. - Independent Director / Member of Audit Committee / Chairperson of the Audit Committee, TISCO Financial Group Plc. - Independent Director / Member of Audit Committee / Chairperson of the Audit Committee, TISCO Bank Plc.

Candidate's Profile No. 4



Name - Surname	:	Mr. Sathit Aungmanee
Proposed Type of Director	:	Non-Executive Director
Number of years holding directorship up to the present term	:	14 years 4 months <i>(First appointment in September 2008, Latest appointment in April 2022)</i>
Age	:	77
Nationality	:	Thai
Education	:	- Master of Business Administration (Finance), Fairleigh Dickinson University, USA - Bachelor of Business Administration (Accounting), Thammasat University
Director Training	:	<u>Training Courses/Seminars organized by Thai Institute of Directors</u> - Director Forum: "The Board's Role in CEO Succession Planning" - Role of Financial Sector in Fighting Corruption - Board Nomination and Compensation Program (BNCP 14/2022) <u>Training Courses/Seminars organized by the Bank of Thailand (BOT) jointly with the Securities and Exchange Commission (SEC) and the Office of Insurance Commission (OIC)</u> - Cyber Resilience Leadership: Herd Immunity
TISCO Shareholding	:	150,035 shares or 0.02% of total issued shares
Meeting Attendance in 2022	:	- Board of Directors 7 out of 7 meetings (100%) - Audit Committee 4 out of 4 meetings (100%) - Nomination and Compensation Committee 9 out of 9 meetings (100%)
Position in TISCO Group	:	- Chairman of the Nomination and Compensation Committee / Non-Executive Director, TISCO Financial Group Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	:	- None -
Position in Other Company with Conflict of Interest	:	- None -
Position in Other Listed Company	:	- None -
Position in Other Non-listed Company	:	- None -
Position in Other Organization	:	- None -
Work Experience (within 5 years)	:	- Member of the Audit Committee /Member of the Nomination and Compensation Committee /Independent Director, TISCO Financial Group Plc. - Member of the Audit Committee / Independent Director, TISCO Bank Plc.

Candidate's Profile No. 5



Name - Surname	:	Mr. Kanich Punyashthiti
Proposed Type of Director	:	Independent Director
Number of years holding directorship up to the present term	:	1 year 11 months <i>(First appointment in April 2021, Latest appointment in April 2022)</i>
Age	:	54
Nationality	:	Thai
Education	:	<ul style="list-style-type: none"> - Master of Laws (cum laude), The Catholic University Leuven, Belgium - Master of Laws, The University of Michigan, USA - Master of Laws, Harvard University, USA - Bachelor of Laws, Chulalongkorn University
Director Training	:	<p><u>Training Courses/Seminars organized by Thai Institute of Directors</u></p> <ul style="list-style-type: none"> - Director Accreditation Program - Director Certification Program <p><u>Training Courses/Seminars organized by Thailand Institute of Justice</u></p> <ul style="list-style-type: none"> - High Level Justice Process Administrators Certificate Class 17 <p><u>Training Courses/Seminars organized by SEC</u></p> <ul style="list-style-type: none"> - Cyber Armor: Capital Market Board Awareness No.2
TISCO Shareholding	:	- None -
Meeting Attendance in 2022	:	<ul style="list-style-type: none"> - Board of Directors 7 out of 7 meetings (100%) - Nomination and Compensation Committee 9 out of 9 meetings (100%) - Corporate Governance Committee 4 out of 4 meetings (100%)
Position in TISCO Group	:	<ul style="list-style-type: none"> - Member of Corporate Governance Committee / Member of the Nomination and Compensation Committee / Independent Director, TISCO Financial Group Plc. - Independent Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	:	- None -
Position in Other Company with Conflict of Interest	:	- None -
Position in Other Listed Company (1 company)	:	- Independent Director / Member of the Audit Committee / Member of the Nomination and Compensation Committee, Thai President Foods Plc.
Position in Other Non-listed Company (6 companies)	:	<ul style="list-style-type: none"> - Independent Director / Member of the Audit Committee /Chairman of Corporate Governance Committee, Muang Thai Life Assurance Plc. - Director, B.Grimm S.Napa Solar Power Co., Ltd.

- Director, SNC (2015) Co., Ltd.
- Legal Advisor, Siam Piwat Co., Ltd.
- Legal Advisor, S. Napa (Thailand) Co., Ltd.
- Legal Advisor, Global Utilities Service Co., Ltd.

Position in Other Organization (7 organizations) : - Committee Member, Consideration and Reformation Committee of Partnership and Companies Law

- Director, Chitralada Technology College
- Director, The National Identity Foundation
- Director, Prince Mahidol Foundation
- Director, H.R.H. Princess Maha Chakri Sirindhorn Foundation for Chitralada School
- Vice Chairman, Rajpracha Samasai School Foundation
- Director, H.R.H. Princess Maha Chakri Sirindhorn Foundation for the Faculty of Arts, Chulalongkorn University

Work Experience (within 5 years) : - Independent Director / Chairman of Nomination and Remuneration Committee / Member of the Audit Committee, Thitikorn Plc.

- Assistant Professor / Vice Dean, Chulalongkorn University
- Director, Law Reform Commission of Thailand Committee
- Director, Pangjee Design Co., Ltd.

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Candidate's Profile No. 6



- Name - Surname : Mrs. Pongpen Ruengvirayudh
- Proposed Type of Director : Independent Director
- Number of years holding directorship up to the present term : 0 year 10 months
(First appointment in April 2022)
- Age : 68
- Nationality : Thai
- Education : - Master of Business Administration, Thammasat University
- Master of Business Administration (Finance), Katholieke University, Belgium
- Bachelor of Business Administration, Thammasat University
- Director Training : Training Courses/Seminars organized by Thai Institute of Directors
- Risk Management Program for Corporate Leaders
- Director Certification Program
Training Courses/Seminars organized by the Bank of Thailand (BOT) jointly with the Securities and Exchange Commission (SEC) and the Office of Insurance Commission (OIC)
- Cyber Resilience Leadership: SMART Goal
Training Courses/Seminars organized by SEC
- Easy Listening: Accounting Knowledge that AC should not miss 2022 (online)
- TISCO Shareholding : - None -
- Meeting Attendance in 2022 : - Board of Directors 6 out of 6 meetings (100%)
- Audit Committee 8 out of 8 meetings (100%)
- Corporate Governance Committee 4 out of 4 meetings (100%)
- Position in TISCO Group : - Member of the Audit Committee / Member of the Corporate Governance Committee / Independent Director, TISCO Financial Group Plc.
- Member of the Audit Committee / Independent Director, TISCO Bank Plc.
- Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest : - None -
- Position in Other Company with Conflict of Interest : - None -
- Position in Other Listed Company (1 company) : - Independent Director / Member of the Audit Committee, SCG Packaging Plc.
- Position in Other Non-listed Company : - None -

- Position in Other Organization (5 organizations)** :
- Chairperson of the Monetary Policy Subcommittee, Thai Health Promotion Foundation
 - Honorary Director of the Corporate Bond Stabilization Fund (BSF) Committee / Chairperson of the Supervisory Board of The ABF Thailand Bond Index Fund (ABFTH), The Bank of Thailand
 - Associate Judge, Central Intellectual Property and International Trade Court
 - Chairperson of the Investment Seeking Benefits from Money and Assets Supervision Subcommittee, Equitable Education Fund
 - Qualified member, Dhurakij Pundit University Council
- Work Experience (within 5 years)** :
- Member of the Investment Management Subcommittee, Social Security Fund
 - Member of Risk Management Subcommittee / Director, Government Pension Fund
 - Chairperson, Sukhumvit Asset Management Co., Ltd.
 - Director / Chairperson of the Executive Board / Chairperson of the Corporate Governance Committee, Government Savings Bank
 - Member of the National Wage Committee No. 19, Ministry of Labor

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Candidate's Profile No. 7



Name - Surname	:	Ms. PENCHUN JARIKASEM
Proposed Type of Director	:	Independent Director
Number of years holding directorship up to the present term	:	0 year 10 months <i>(First appointment in April 2022)</i>
Age	:	68
Nationality	:	Thai
Education	:	- Master of Science (Business Administration), Thammasat University - Bachelor of Arts, Chulalongkorn University
Director Training	:	<u>Training Courses/Seminars organized by Thai Institute of Directors</u> - Advanced Audit Committee 47/2023 - IT Governance and Cyber Resilience Program - Risk Management Program for Corporate Leaders - Board Matters and Trends - Ethical Leadership Program - Role of Chairman Program - Director Certificated Program - Director Accreditation Program <u>Training Courses/Seminars organized by Capital Market Academy (CMA)</u> - Capital Market Academy Leadership (CMA 4)
TISCO Shareholding	:	- None -
Meeting Attendance in 2022	:	- Board of Directors 6 out of 6 meetings (100%) - Audit Committee 8 out of 8 meetings (100%) - Nomination and Compensation Committee 7 out of 7 meetings (100%)
Position in TISCO Group	:	- Chairperson of the Audit Committee / Member of the Nomination and Compensation Committee / Independent Director, TISCO Financial Group Plc. - Chairperson of the Audit Committee / Independent Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	:	- None -
Position in Other Company with Conflict of Interest	:	- None -
Position in Other Listed Company (2 companies)	:	- Independent Director / Chairperson of the Audit Committee, PTT Exploration and Production Plc. - Independent Director / Chairperson of the Audit Committee, Osotspa Plc.

- Position in Other Non-listed Company (1 company)** : - Independent Director / Chairperson of the Audit Committee, Ritta Holdings Co., Ltd.
- Position in Other Organization (2 organizations)** : - Subcommittee on Finance and Accounting, The Energy Conservation Fund
- Advisory Committee for Fund Raising and Listed Company Oversight, The Securities and Exchange Commission (SEC)
- Work Experience (within 5 years)** : - Member of Audit Committee / Chairperson of the Risk Management Committee / Advisor, PTT Exploration and Production Plc.
- The working group established to resolve accounting issues, The Energy Conservation Fund
- Subcommittee on Consideration of Debt Securities, Derivatives and Structured Products, The Securities and Exchange Commission (SEC)
- Director / Chairperson of the Finance and Accounting Subcommittee, State Railway of Thailand
- Subcommittee for Finance and Budgeting Improvement, Office of The Public Sector Development Commission (OPDC)
- Member of the Audit Committee, TISCO Financial Group Plc.
- Member of the Audit Committee, TISCO Bank Plc.

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Candidate's Profile No. 8



Name - Surname	:	Assoc. Prof. Dr. Sillapaporn Srijunpetch
Proposed Type of Director	:	Independent Director
Number of years holding directorship up to the present term	:	0 year 8 months (First appointment in July 2022)
Age	:	60
Nationality	:	Thai
Education	:	<ul style="list-style-type: none"> - Ph.D. (Accounting), University of Manchester United Kingdom - Master of Business Administration (International Business), The George Washington University, USA - Master of Accountancy Thammasat University - Bachelor of Accountancy (Honours), Thammasat University
Director Training	:	- None -
TISCO Shareholding	:	- None -
Meeting Attendance in 2022	:	<ul style="list-style-type: none"> - Board of Directors 3 out of 3 meetings (100%) - Audit Committee 6 out of 6 meetings (100%)
Position in TISCO Group	:	<ul style="list-style-type: none"> - Member of the Audit Committee / Independent Director, TISCO Financial Group Plc. - Member of the Audit Committee / Independent Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	:	- None -
Position in Other Company with Conflict of Interest	:	- None -
Position in Other Listed Company (1 company)	:	- Member of the Audit Committee / Independent Director, Principal Capital Plc.
Position in other non-listed company	:	- None -
Position in Other Organization (4 organizations)	:	<ul style="list-style-type: none"> - Chair of the Accounting Education and Technology Committee, Federation of Accounting Professions under The Royal Patronage of His Majesty the King - Member of the Audit Committee / Independent Director, The Thailand Automotive Institute - Member of the Audit Committee / Independent Director, Institute for Small and Medium Enterprises Development - Faculty Member of Department of Accounting, Faculty of Commerce and Accountancy, Thammasat University

Work Experience (within 5 years) : - Member of the Audit Committee / Independent Director, CS LOXINFO Plc.

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Candidate's Profile No. 9



Name - Surname : Assoc. Prof. Dr. Vara Varavithya

Proposed Type of Director : Independent Director

Number of years holding directorship up to the present term : 0 year 3 months
(First appointment in December 2022)

Age : 54

Nationality : Thai

Education : - Ph.D. (Computer Engineering), Iowa State University, USA
- Master of Engineering (Computer Engineering), Iowa State University, USA
- Bachelor of Engineering (Honours) in Electrical Engineering, King Mongkut's Institute of Technology North Bangkok
- Bachelor of Accountancy (Honours), Thammasat University

Director Training : Training Courses/Seminars organized by the Bank of Thailand (BOT) jointly with the Securities and Exchange Commission (SEC) and the Office of Insurance Commission (OIC)
- Cyber Resilience Leadership: SMART Goal

TISCO Shareholding : - None -

Meeting Attendance in 2022 : - Board of Directors 1 out of 1 meeting (100%)
- Risk Oversight Committee* 0 out of 0 meeting (100%)
(Remark: *There was no meeting after his appointment in the subcommittee)

Position in TISCO Group : - Member of the Risk Oversight Committee / Independent Director, TISCO Financial Group Plc.
- Member of the Risk Oversight Committee / Independent Director, TISCO Bank Plc.

Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest : - None -

Position in Other Company with Conflict of Interest : - None -

Position in Other Listed Company : - None -

Position in other non-listed company : - None -

Position in Other Organization (1 organization) : - Dean, Faculty of Digital Technology, Chitralada Technology Institute

Work Experience (within 5 years) : - Faculty Member of the Department of Digital Technology, Chitralada Technology Institute

- Faculty Member of the Department of Electrical Engineering, King Mongkut's University of Technology North Bangkok

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Candidate's Profile No. 10



Name - Surname : Mr. Chi-Hao Sun (Howard Sun)

Proposed Type of Director : Executive Director

Number of years holding directorship up to the present term : 11 years 9 months
(First appointment in June 2011, Latest appointment in April 2022)

Age : 46

Nationality : Taiwanese

Education : - Master of Science (Finance), Bentley University, USA
- Master of Business Administration, Boston University, USA
- Bachelor of Arts (Economics), Taipei University, Taiwan

Director Training : - None -

TISCO Shareholding : - None -

Meeting attendance in 2022 : - Board of Directors 7 out of 7 meetings (100%)
- Executive Board 12 out of 12 meetings (100%)

Position in TISCO Group : - Member of the Executive Board / Executive Director, TISCO Financial Group Plc.
- Member of the Executive Board / Executive Director, TISCO Bank Plc.

Positions in Rival Companies/
Connected Business that May
Cause Conflicts of Interest : - None -

Position in Other Company with
Conflict of Interest : - None -

Position in Other Listed Company : - None -

Position in Other Non-listed Company : - Senior Vice President, CDIB & Partners Investment Holding Corporation
(1 company)

Position in Other Organization : - None -

Work Experience (within 5 years) : - None -

Candidate's Profile No. 11



Name : Mr. Satoshi Yoshitake

Proposed Type of Director : Executive Director

Number of years holding directorship up to the present term : 3 years 11 months
(First appointment in April 2019, Latest appointment in April 2022)

Age : 62

Nationality : Japanese

Education : - Master of Business Administration, Emory University
- Bachelor of Economics, Keio University

Director Training : Training Courses/Seminars organized by Thai Institute of Directors
- IOD National Director Conference 2021
- Digital Transformation: Stories and Strategies for Success
- Director Accreditation Program

TISCO Shareholding : - None -

Meeting attendance in 2022 : - Board of Directors 7 out of 7 meetings (100%)
- Executive Board 12 out of 12 meetings (100%)

Position in TISCO Group : - Member of the Executive Board / Executive Director, TISCO Financial Group Plc.
- Member of the Executive Board / Executive Director, TISCO Bank Plc.

Positions in Rival Companies/
Connected Business that May
Cause Conflicts of Interest : - None -

Position in Other Company with
Conflict of Interest : - None -

Position in Other Listed Company : - None -

Position in Other Non-listed Company (1 company) : - Senior Manager (International Business Strategic Planning Division),
Tokyo Century Corporation

Position in Other Organization : - None -

Work Experience (within 5 years) : - Director / Managing Director, TISCO Tokyo Leasing Co., Ltd.
- Director / Managing Director, HTC Leasing Co., Ltd.

Candidate's Profile No. 12



Name - Surname : Mr. Sakchai Peechapat

Proposed Type of Director : Executive Director

Number of years holding directorship up to the present term : 3 years 11 months
(First appointment in April 2019, Latest appointment in April 2022)

Age : 56

Nationality : Thai

Education : - Master of Business Administration (International Business),
University of Hawaii at Manoa, USA
- Bachelor of Engineering (Civil Engineering), Kasetsart University

Director Training : Training Courses/Seminars organized by Thai Institute of Directors
- Board Nomination and Compensation Program
- IOD National Director Conference 2021
- Innovating from Necessity: The Digital Business Building Imperative in the Current Crisis
- Board of the Year, Board of the Future
- Director Certification Program
- Director Accreditation Program
Training Courses/Seminars organized by the Bank of Thailand (BOT) jointly with the Securities and Exchange Commission (SEC) and the Office of Insurance Commission (OIC)
- Cyber Resilience Leadership: Herd Immunity

TISCO Shareholding : 66,177 shares or 0.01% of total issued shares

Meeting attendance in 2022 : - Board of Directors 7 out of 7 meetings (100%)
- Executive Board 12 out of 12 meetings (100%)
- Risk Oversight Committee 7 out of 7 meetings (100%)

Current Position : - Chairman of the Executive Board / Member of the Risk Oversight Committee / Executive Director / Group Chief Executive, TISCO Financial Group Plc.
- Chairman of the Executive Board / Member of the Risk Oversight Committee / Executive Director, TISCO Bank Plc.

Positions in Rival Companies/
Connected Business that May
Cause Conflicts of Interest : - None -

Position in Other Company with Conflict of Interest : - None -

Position in Other Listed Company : - None -

Position in Other Non-listed Company (1 company) : - Independent Director, T.Man Pharma Co., Ltd.

Position in Other Organization (1 organization) : - Director, TISCO Foundation

Work Experience (within 5 years) : - Independent Director, AXA Insurance Plc.
- Chief Operating Officer / Senior Executive Vice President / President, TISCO Financial Group Plc.
- President, TISCO Bank Plc.

Candidate's Profile No. 13



Name - Surname : Mr. Metha Pingsuthiwong

Proposed Type of Director : Executive Director

Number of years holding directorship up to the present term : 0 year 10 months
(First appointment in April 2022)

Age : 56

Nationality : Thai

Education : - Master of Business Administration (Finance), University of Wisconsin-Milwaukee, USA
- Bachelor of Engineering (Electrical Engineering), Chulalongkorn University

Director Training : Training Courses/Seminars organized by Thai Institute of Directors
- Director Certification Program
Training Courses/Seminars organized by Bank of Thailand
- IT Governance & Cyber Resilience
- Bangkok Sustainable Banking Forum
Training Courses/Seminars organized by Federation of Thai Capital Market Organizations
- Capital Market Outlook

TISCO Shareholding : 195,800 shares or 0.02% of total issued shares

Meeting Attendance in 2022 : - Board of Directors 6 out of 6 meetings (100%)
- Executive Board 9 out of 9 meetings (100%)

Position in TISCO Group : - Member of the Executive Board / Executive Director / Chief Operating Officer, TISCO Financial Group Plc.
- Member of the Executive Board / Member of the Risk Oversight Committee / Executive Director / President, TISCO Bank Plc.

Positions in Rival Companies/
Connected Business that May
Cause Conflicts of Interest : - None -

Position in Other Company with
Conflict of Interest : - None -

Position in Other Listed Company : - None -

Position in Other Non-listed Company : - Director, Dole Thailand Ltd.
(1 company)

Position in Other Organization : - None -

Work Experience (within 5 years) : - Senior Executive Vice President / First Executive Vice President, TISCO Financial Group Plc.

- Senior Executive Vice President - Wealth management & Banking Services / First Executive Vice President - Retail Banking, TISCO Bank Plc.
- Chairman of the Board / Member of the Audit Committee / Director, TISCO Securities Co., Ltd.
- Chairman of the Board / Member of the Audit Committee / Director, TISCO Asset Management Co., Ltd.
- Director, K-Line (Thailand) Co., Ltd.

Definition of Independent Director

A person to be nominated or appointed as an independent director must comply with the announcement of the Bank of Thailand, the Capital Market Supervisory Board, the Securities and Exchange Commission, the Stock Exchange of Thailand, including qualifications according to the requirements as defined in the policy and guidelines of TISCO's Corporate Governance, all of which are summarized below.

1. holding shares not exceeding 0.50* per cent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director.
2. neither being nor having been a non-independent Director of TISCO, its subsidiary and affiliate, same-level subsidiary, or juristic person who may have conflict of interest, or has left from such status but for less than two years.
3. neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary, affiliate, or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years.
4. not being a person related by blood or registration under laws, (such as father, mother, spouse, sibling, and child, including spouse of the children) of executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary.
5. not having a business relationship as specified by the Capital Market Supervisory Board with the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgment, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two (2) years.
6. neither being nor having been an auditor of the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years.
7. neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years.
8. not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder.
9. 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 company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary companies.
10. not having any characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business affairs.
11. Not being an independent director for more than nine consecutive years in TISCO or its subsidiaries

* Remark: This requirement is stricter than the regulation of the Capital Market Supervisory Board, which stipulates a maximum of one percent.

For consideration of Agenda 6: To approve the remuneration of directors

To consider the remuneration of directors, the Nomination and Compensation Committee made an annual review on the directors' remuneration to ensure that the remuneration is commensurate with their duties and responsibilities as well as consistent with the remuneration of directors in the commercial banking at the same level with regard to work experience and commitment, as well as the benefits each director brings.

Apart from the remuneration payable to directors of TISCO Financial Group Public Company Limited, TISCO Group only pays remuneration to subsidiary companies' directors who is not employee or any full-time position in TISCO Financial Group of companies, in the same form and amount of the Company's director, to be valid until amended. No meeting fee shall be paid to member of the Board and Sub-committee who is employee or holds any full-time position in TISCO Group of companies.

The Nomination and Compensation Committee reviewed the remuneration of directors and proposed to increase the rates of remuneration for Directors and Sub-committee members for the year 2023 between 8-25%, to be commensurate with their increased workload since it has not been increased for a considerable period of time. After adjustment, the sum of directors' remuneration will increase by approximately 15% from the current compensation.

The Board of Directors, concurs with the proposal of the Nomination and Compensation Committee, recommends the shareholders to approve the remuneration for Directors and Sub-committees' members for the year 2023, as the following details.

1. The monthly compensation for the Board of Directors will be increased to Baht 260,000 for Chairman of the Board and Baht 60,000 for Directors.
2. The meeting fee rate for the Board of Directors will be increased to Baht 70,000 for Chairman of the Board and Baht 55,000 for Directors.
3. The meeting fee rate for Sub-committee will be increased to Baht 75,000 per meeting for the Chairpersons of the Executive Board, the Audit Committee, and the Risk Oversight Committee, and Baht 65,000 per meeting for the Chairpersons of the Nomination and Remuneration Committee and the Corporate Governance Committee. The other members of Sub-committee shall receive a meeting fee of Baht 55,000 per meeting.

The increasing rate of the Chairperson of Sub-committee, namely the Executive Board, the Risk Oversight Committee, and the Audit Committee, is higher than that of other committees due to their increased workload and significant roles in overseeing strategy, risk management, compliance, internal control, business operations, and important transactions.

4. Retaining the non-monetary benefits offered to directors include an executive vehicle for the Chairman of the Board, group life and accident insurance or health insurance or travel insurance as appropriate, and Directors & Officers Liability Insurance, to be valid until amended.

Summary of the monetary benefits and the non-monetary benefits are as follows.

■ Monetary Remuneration

(Unit: Baht)

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

■ Non-monetary Remuneration

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

The scope of authority, duties, and responsibilities of the Board of Directors, Chairman of the Board, Vice Chairman of the Board, all Board Committees, as well as individual remuneration are shown in Annual Registration Statement and Annual Report 2022 (Form 56-1 One Report) or the Company's website at www.tisco.co.th.

For consideration of Agenda 7: To approve the amendment of Articles of Association of the Company

According to the Public Limited Company Act (No.4) B.E. 2565 (2022) (Amendment) which mainly focuses on the Annual General Meeting of Shareholders and Board meeting, Proxies, as well as method of disclosure advertisement and documents by allowing usage of electronic means. The amendment of the Company's Articles of Association has been considered by the Corporate Governance Committee and proposed to the Board of Directors.

The Board concurs with the proposal of the Corporate Governance Committee and recommends the shareholders to approve the addition of Section 4, 17 and the amendment of Section 18, 23, 31, 32, 40 of the Company's Articles of Association to be in alignment with the Public Limited Company Act (No.4) B.E. 2565 (2022). The amendment of Article of Association of the Company, as per details follows.

Existing Articles of Association	Proposed Amendment
General Provisions	
- None -	<p><u>Section 4 Advertisement and Delivery of Letters and Documents</u></p> <p><u>Where the Articles of Association stipulates the duty to inform, warn, advertise or publish any statements concerning the Company for the information of other persons or of the public through newspaper, the Board of Directors may make advertisement through electronic means.</u></p> <p><u>In the event the Company or the Board of Directors have duty to send letters or documents according to law or this Articles of Association to directors, shareholders, or creditors of the Company, the Company or the Board of Directors may deliver such letters or documents through electronic means if those persons have declared their intentions or given their consents to receive such letters or documents through electronic means.</u></p>
- None -	<p><u>Section 17 Shareholders Meeting Convening</u></p> <p><u>In addition to convening shareholder meetings in accordance with applicable laws, the Board of Directors may convene such meetings via electronic means, which shall have the legal force likewise, a meeting held as prescribed by the law.</u></p>

Existing Articles of Association	Proposed Amendment
General Meeting of Shareholders	
<p>Section 18 Notice of the Meetings</p> <p>Notice of every meeting of shareholders shall be sent to all shareholders whose names and addresses appeared in the register of shareholders and to the registrar, not less than seven days before the date set for the meeting. In case of a shareholder residing in Thailand, such notice shall be delivered personally to the shareholder or his representative or sent by registered mail; and in case of a shareholder residing abroad, such notice shall be sent by teleprinter, cable, facsimile, any other sophisticated telecommunication and confirmed by a registered letter airmailed on the same day.</p> <p>The Board of Directors shall also cause notice of the meeting to be published in a local newspaper for a period of not less than three consecutive days and at least three days prior to the date of the meeting.</p>	<p>Section 18 Notice of the Meetings</p> <p>Notice of every meeting of shareholders shall be sent to all shareholders whose names and addresses appeared in the register of shareholders and to the registrar, not less than seven days before the date set for the meeting. In case of a shareholder residing in Thailand, such notice shall be delivered personally to the shareholder or his representative or sent by registered mail; and in case of a shareholder residing abroad, such notice shall be sent by teleprinter, cable, facsimile, any other sophisticated telecommunication <u>or electronic means.</u></p> <p>The Board of Directors shall also cause notice of the meeting to be published in a local newspaper <u>or advertised through electronic means</u> for a period of not less than three consecutive days and at least three days prior to the date of the meeting.</p>
<p>Section 23 Proxies</p> <p>A shareholder may attend and participate at a general meeting either in person or by proxy. Every instrument appointing a proxy shall be in accordance with the form specified by the Registrar.</p> <p>The proxy shall be transmitted either to the Chairman or the person designated by either of them at the place of the meeting before the proxy enter into the meeting.</p>	<p>Section 23 Proxies</p> <p>A shareholder may attend and participate at a general meeting either in person or by proxy. Every instrument appointing a proxy shall be in accordance with the form specified by the Registrar <u>or carried out via electronic means with the secure procedure and it is reliable that the proxy is made by shareholders.</u></p> <p>The proxy shall be transmitted either to the Chairman or the person designated by either of them at the place of the meeting before the proxy enter into the meeting.</p>
<p>Section 31 Meeting of the Board of Directors</p> <p>The Board of Directors shall meet at least once every three months. The date, time, and place of such meeting shall be determined by the Board of Directors from time to time.</p>	<p>Section 31 Meeting of the Board of Directors</p> <p>The Board of Directors shall meet at least once every three months. The date, time, and place of such meeting shall be determined by the Board of Directors from time to time. <u>A meeting may hold in a form of an electronic meeting.</u></p>

Existing Articles of Association	Proposed Amendment
<p>The Chairman shall convene the meeting of the Board of Directors or if two directors or more request a meeting of the Board of Directors, the Chairman shall specify a date for the meeting within fourteen days from the date of such request.</p>	<p>The Chairman shall convene the meeting of the Board of Directors or <u>at least two directors may, on reasonable grounds or in order to preserve the rights and benefits of the company, jointly request the Chairman to convene a meeting of the board of directors, provided that the proposed agenda and rationale must be submitted to the Chairman together with the request. The Chairman must fix a meeting date within 14 days of receipt of that request. If the Chairman does not call a meeting within the mentioned period, the directors who requested a meeting of the board of directors may jointly call and fix the date of the meeting within 14 days after the end of period described.</u></p> <p><u>In the absence of the Chairman for any reason, the Vice Chairman shall call a meeting of the board of directors. In the absence of the Chairman and the Vice Chairman for any reason, at least two directors may jointly call a meeting of the board of directors.</u></p>
<p>Section 32 Notice of Meetings</p> <p>In convening a meeting of Board of Directors, the Chairman or the person assigned by him/her shall send a notice of meeting to the directors not less than seven days in advance of the date of the meeting at their addresses stated in the director registration book. The notice of meeting shall be delivered personally or by telegram, or teleprinter, or cable or any other sophisticated telecommunication and confirmed by a registered letter airmailed on the same date.</p> <p>Except in the case of urgency for the purpose of maintaining rights or interest of the Company, the duration of seven days prior to the meeting date as provided in the foregoing paragraph may be shortened.</p>	<p>Section 32 Notice of Meetings</p> <p>In convening a meeting of Board of Directors, the Chairman or the person assigned by him/her shall send a notice of meeting to the directors not less than <u>three</u> days in advance of the date of the meeting at their addresses stated in the director registration book. The notice of meeting shall be delivered personally or by telegram, or teleprinter, or cable or any other sophisticated telecommunication <u>or electronic means.</u></p> <p>Except in the case of urgency in order to preserve the rights or benefit of the company, <u>a meeting may be called by electronic means, or any other method and the meeting date may be fixed earlier.</u></p>

Existing Articles of Association	Proposed Amendment
<p>Section 40 Dividends (Paragraph 4)</p> <p>Payment of dividend shall be made within one month from the date of the general meeting of shareholders or of the Board of Directors pass the resolution as the case may be. However, a notice thereof shall be sent to the shareholders and also published in a local newspaper for a period of not less than three consecutive days.</p>	<p>Section 40 Dividends (Paragraph 4)</p> <p>Payment of dividend shall be made within one month from the date of the general meeting of shareholders or of the Board of Directors pass the resolution as the case may be. However, a notice thereof shall be sent to the shareholders and also published in a local newspaper <u>or advertised through electronic means</u> for a period of not less than three consecutive days.</p>
<p>Existing sorting numbers from Section 4 to Section 38.</p>	<p>Update the sorting numbers for Section 5 to Section 40.</p>

Profile of Independent Directors to be appointed as a Proxy No. 1

Name - Surname : Ms. PENCHUN JARIKASEM
 Type of Director / Current Position : Independent Director, Chairperson of Audit Committee and
 Nomination and Compensation Committee Member
 Age : 68
 Address : 48/49 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500
 Positions in Rival Companies/ Connected Business that may Cause Conflicts of Interest
 : - None -
 TISCO Shareholding : - None -
 Special Interest in any agenda : - Agenda 5: To approve the number of directors and the election of directors
 - Agenda 6: To approve the remuneration of directors

Profile of Independent Directors to be appointed as a Proxy No. 2

Name - Surname : Ms. PONGPEN RUENGVIROYUDH
 Type of Director / Current Position : Independent Director, Audit Committee Member and
 Corporate Governance Committee Member
 Age : 68
 Address : 48/49 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500
 Positions in Rival Companies/ Connected Business that may Cause Conflicts of Interest
 : - None -
 TISCO Shareholding : - None -
 Special Interest in any agenda : - Agenda 5: To approve the number of directors and the election of directors
 - Agenda 6: To approve the remuneration of directors

Profiles of independent directors to be appointed as a Proxy No. 3

Name - Surname : Assoc. Prof. Dr. SILLAPORN SRIJUNPETCH
 Type of Director / Current Position : Independent Director / Audit Committee Member
 Age : 60
 Address : 48/49 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500
 Positions in Rival Companies/ Connected Business that may Cause Conflicts of Interest
 : - None -
 TISCO Shareholding : - None -
 Special Interest in any agenda : - Agenda 5: To approve the number of directors and the election of directors
 - Agenda 6: To approve the remuneration of directors

Remarks:

- Shareholders should study details of meeting agenda before making the decision to assign a proxy.
- If you grant proxy status to any of the foregoing directors of the Bank to attend the meeting and vote on your behalf, please refer to the Procedures for Meeting Attendance via Electronic Media, per Annex 10 by submitting the request form via electronic media or sending a well-completed proxy form together with identity verification documents using the enclosed return envelope to the Company in advance of the scheduled meeting date. The Company and directors who are proxy holders affirm that they will perform in accordance with the action assigned by the shareholders who have granted them a proxy.
- Detailed profiles of the above three directors are shown in the Annual Registration Statement and Annual Report 2022 (Form 56-1 One Report) and can be found on the Company's website, www.tisco.co.th

Guidelines and Identification Documents Required for the Meeting Attendance

Identity Verification Documents for Meeting Attendance

1. For Individual Shareholders

- 1.1 In case of attendance in person: A copy of document issued by a government agency, bearing the shareholder's photograph, which has not yet expired, such as identification card or driving license or passport, certified true and correct by the shareholder.
- 1.2 In case of appointed a proxy:
 - (1) The Proxy Form, per Annex 8 having the barcode attached to the Notice of the Meeting, completely filled in and signed by the proxy grantor and the Proxy.
 - (2) A copy of identification document of the shareholder issued by a government agency, as specified in item 1.1 and certified true and correct by the proxy grantor.
 - (3) A copy of identification document of the proxy issued by a government agency, as specified in item 1.1 certified true and correct by the proxy.

2. For Juristic Shareholders

- 2.1 In case of attendance in person by the authorized representative:
 - (1) A copy of identification document of the director authorized to represent the company issued by a government agency containing details as specified in item 1.1, certified true and correct by the director.
 - (2) A copy of the juristic person certificate, issued by the Department of Business Development, Ministry of Commerce, of a shareholder, not longer than 6 months from the issue date of the certificate, certified true and correct by the director authorized to represent the company, affixed with the company seal (if any).
- 2.2 In case of appointed a proxy:
 - (1) The proxy Form, per Annex 8 having the barcode attached to the Notice of the Meeting, filled in and signed and sealed (if any) by the director authorized to represent the company and signed by the proxy.
 - (2) A copy of the juristic person certificate, issued by the Department of Business Development, Ministry of Commerce, of a shareholder, not longer than 6 months from the issue date of the certificate, certified true and correct by the director authorized to represent the company, affixed with the company seal (if any).
 - (3) A copy of identification document of the director authorized to represent the company issued by a government agency containing details as specified in item 1.1, certified true and correct by the directors.
 - (4) A copy of identification document of the proxy issued by a government agency containing details as specified in item 1.1, certified true and correct by the proxy.

3. For Non-Thai Shareholders or Juristic Persons Incorporated under Foreign Law

- (1) Shareholder or proxy, being a natural person, attending the meeting must a copy of identification card or passport for foreign national, certified true and correct by the shareholder or proxy.

- (2) Shareholder or proxy of the juristic person shall use a copy of the juristic person certificate, issued by a government agency in a country where the juristic person is located. There shall be a list of the directors authorized to represent the juristic person, together with binding conditions and location of Head Office, and a copy of identification card or passport, certified true and correct by the director authorized to represent the company.
- (3) The Proxy Form, per Annex 8 having the barcode attached to the Notice of the Meeting, filled in and signed by the proxy grantor and the proxy.
- (4) English translation is required to be attached for any original document which is not made in English and such translation must be certified true and correct by the shareholder.

4. For Foreign Shareholders Appointing a Custodian in Thailand

- (1) All documents similar to those specified in item 3.(2) – 3.(3)
- (2) Power of Attorney granted by the shareholder authorizing the custodian to sign the Proxy Form on his/her behalf.
- (3) Letter certifying that the custodian, who signs the Proxy Form, is permitted to engage in the custodian business.

5. In Case Shareholders Deceased

In this case, the administrator of the deceased's estate attending the meeting in person or appointing a proxy to attend the meeting on his/her behalf must use a copy of the court order appointing him/her as administrator of the deceased's estate, signed by the authorized person.

6. In Case Shareholders are Minor

Their parents or legal guardians attending the meeting in person or appointing a proxy to attend the meeting on their behalf must use a copy of identification card or house particular, or birth certificate of their minors.

7. In Case Shareholders are Incompetent Persons or Quasi-incompetent Persons

The guardian or curator attending the meeting in person or appointing a proxy to attend the meeting on his/her behalf must use a copy of the court order appointing him/her as a guardian or curator, signed by the authorized person.

The Company reserves the right to request additional registration documents for verification.

Meeting Attendance

Channel 1 Instruction for attending the Annual General Meeting of Shareholders in the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand (Physical Meeting)

The Company will accept registration for attending the Annual General Meeting of Shareholders for the year 2023, from 10:00 hours onward, at 1st Floor, TISCO Tower, North Sathorn, per the attached map (Annex 14). The Company has used the barcode system in the registration. For quicker registration, shareholders and/or proxies are requested to bring Invitation Letter and/or Annex 8 with barcode attached to the Notice of the Meeting, for presenting to the registration officers on the meeting date.

1. Self-Attending

- 1.1 Contact the registration desk and submit the Invitation Letter and/or Annex 8 with barcode, together with identification documents required for meeting attendance
- 1.2 Receive voting ballots for each agenda item.

2. For Proxies

2.1 Appointment of Proxy

The Company has provided Proxy Forms A, B, C for shareholders, as specified by the Department of Business Development, Ministry of Commerce. It shows clearly each item in order that the shareholders who are unable to attend the Meeting by themselves can consider appointing other persons, or any of the Company's directors in the proposed list. The shareholder may appoint the following directors as proxy:

- | | |
|---|--|
| 1. Mr. Pliu Mangkornkanok | Chairman of the Board and Non-Executive Director |
| 2. Assoc. Prof. Dr. Angkarat Priebjrivat | Non-Executive Director, Chairperson of the Risk Oversight Committee, and Chairperson of the Corporate Governance Committee |
| 3. Mr. Sathit Aungmanee | Non-Executive Director and Chairman of the Nomination and Compensation Committee |
| 4. Ms. PENCHUN JARIKASEM | Independent Director, Chairperson of the Audit Committee, and Member of the Nomination and Compensation Committee |
| 5. Mrs. Pongpen Ruengvirayudh | Independent Director, Member of the Audit Committee, and Member of the Corporate Governance Committee |
| 6. Assoc. Prof. Dr. Sillapaporn Srijunpetch | Independent Director and Member of the Audit Committee |
| 7. Mr. Sakchai Peechapat | Executive Director, Chairman of the Executive Board, Member of the Risk Oversight Committee and Group Chief Executive |

(Profiles of independent directors to be appointed as a proxy are in the Annex 7)

In this circumstance, the completed Proxy Form and Registration and Voting Form shall be returned to the Company at least one business day in advance of the meeting date in order that the Forms are submitted to the directors who are appointed as a proxy for further action.

Shareholders may appoint more than one Proxy to ensure flexibility in cases where any of the Proxies are unable to attend the Meeting, another Proxy can attend the Meeting on his/her behalf. However, only one Proxy is eligible to attend the Meeting and cast vote. Splitting votes is not allowed, except for the case of foreign shareholder with custodian in Thailand. Voting by such shareholder may be split by specifying the number of "For" votes, "Against" votes or "Abstain" votes, with the sum of the votes not exceeding the total votes held, exercised or granted.

To cast vote in each agenda item, the shareholders or Proxies can only cast vote as “For” votes, “Against” votes or “Abstain” votes. Each Proxy Form can be used in the following cases:

- **Proxy Form A** is a simple and general form (for all shareholders), which can be downloaded from the Company’s website, www.tisco.co.th
- **Proxy Form B** clearly indicates items for voting by a proxy, which is attached to the Notice of the Meeting, per Annex 8.
- **Proxy Form C** is used exclusively for foreign shareholders appointing the custodian in Thailand. Such Proxy Forms can be downloaded from the Company’s website, www.tisco.co.th

2.2 Contact the documents checkpoint and submit the documents as follows.

- The proxy form and document per Annex 8 having the barcode attached, filled in and signed by the proxy grantor and the proxy.
- Identification documents required for meeting attendance, as the case may be.

2.3 Contact registration desk, submit document as in 2.2, which has been verified.

2.4 Receive voting ballots for each agenda item.

2.5 For shareholders wishing to cancel the proxy appointment, please do so within April 12, 2023 at 17:00 hours, by submitting a notification letter together with identity verification documents to the Chairman of the Board via tisco_cs@tisco.co.th or registered post to Corporate Secretariat Office, TISCO Financial Group Plc., 7th Floor, 48/49 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500.

Channel 2 Instruction for attending the Annual General Meeting of Shareholders via Electronic Media (e-AGM)

1. Self-Attending via Electronic Media (e-AGM)

Please refer to Procedures for Meeting Attendance via Electronic Media, per Annex 10 by submitting a request form via electronic media from April 5, 2023, at 8:30 hours until the end of the meeting.

2. For Proxies to appoint other persons to attend via Electronic Media

- 2.1 The shareholders who are unable to attend the Meeting by themselves via Electronic Media can consider appointing other persons, or any of the Company’s directors in the proposed list as specified in item 1.1-1.2 certified true and correct by the proxy.
- 2.2 In case of appointing the Company’s directors as proxy, please refer to Procedures for Meeting Attendance via Electronic Media, per Annex 10 by submitting a request form via electronic media or sending a well-completed proxy form together with identity verification documents using the enclosed return envelope to the Company in advance of the schedule meeting date. This is to ensure orderly preparation for the meeting.
- 2.3 In case of appointing persons other than the Company’s directors as proxy, please refer to the Procedures for Meeting Attendance via electronic Media, per Annex 10. The registration system will be available from April 5, 2023, at 8.30 hours until the end of the meeting.

2.4 The Company will examine documents to confirm the right to attend the meeting. After passing the authentication process, the company will deliver a username and password with a Weblink to log in to the Annual General Meeting of Shareholders via Electronic Media. In this regard, the shareholders are kindly requested to refrain from disclosing your username and password to others. In case your username and password are lost or have not been received by April 14, 2023, please contact the Company immediately.

2.5 The registration system will be available on April 17, 2023, at 12:00 hours (2 hours in advance before the opening of the meeting), the streaming will be start at 14.00 hours.

2.6 The Company will be responsible for Baht 20 stamp duty.

Voting Process and Vote Counting Procedures

Voting Process

1. The Chairman of the Meeting shall propose the shareholders to cast their votes for each agenda item.
2. The shareholder and/or the proxy wishing to cast their votes as “*Against*” votes or “*Abstain*” votes are required to mark in a box as “*Against*” votes or “*Abstain*” votes on the ballots, and the ballots will be collected for counting with a barcode system.
3. The shareholder and/or the proxy, who will cast vote as “*For*” votes or do not indicate any mark on the ballots, will be assumed to have approved the agenda item as proposed by the Chairman. They do not have to submit the ballots to the officers. All ballots will be collected after the Meeting.
4. Shareholders, who “*For*” votes, cancel the most recent vote or do not cast vote, will be assumed to have approved the agenda item as proposed by the Chairman.
5. After announcement of the voting results, the voting of such agenda item shall be deemed completed.
6. For e-AGM, shareholders wishing to cast their votes as “*For*”, “*Against*” or “*Abstain*” can cast votes via electronic media or do not indicate any vote, will be assumed to have approved the agenda item as proposed, per details as in Annex 10.
7. In case of technical issues before or during the meeting, please contact Inventech Systems (Thailand) Co., Ltd., per details as in confirmation email.

Voting Counting Procedures

1. One share shall be counted one vote and the majority of votes shall be deemed a resolution, except as stated otherwise by law. In case a tie of votes, the Chairman shall have a deciding vote.
2. In counting the voting results for each agenda item, the Company will deduct the total votes of shareholders or proxies attending the meeting via electronic media as “*For*” by deducting “*Against*” and “*Abstain*” of votes from the total votes of shareholder entitled to vote attending the meeting and proxies.
3. The announcement of total votes counted, there will be announcement of votes counted as “*For*”, “*Against*”, and “*Abstain*”, invalid ballots and not entitled to vote. The total shares, under shareholders, present at the meeting both physically and via electronic media, will be counted. In case the shareholders leave the meeting while the meeting is in progress, the votes of such shareholders will be deducted from the system.

4. One share shall be counted one vote and the majority of votes shall be deemed a resolution for agenda of the number of directors. Voting on only one aspect with all voting rights shall not apply to voting for the appointment of directors in agenda of approving the number of directors and the appointment of directors. The shareholder and/or the proxy may vote to elect all directors by equally splitting votes for each director or specifying the number of votes for certain directors. The Company has implemented cumulative voting for director appointment, as details are stated in Section 23 of the Company's Articles of Association, to allow minority shareholders to exercise their rights in the nomination of directors. The cumulative voting procedures are as follows;

- (1) Each shareholder shall have a number of votes equal to the number of shares multiplied by the number of the directors to be elected.
- (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director of directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number.
- (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest and shall be elected as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining elections shall be made by drawing lots.

Example: A listed company has 1,000 paid-up shares holding by the following shareholders;

Mr. A holds 600 shares,
 Ms. B holds 200 shares, and
 Other 8 shareholders hold 200 shares

At the shareholders' ordinary general meeting, the Company wishes to elect 3 directors. There are 3 existing directors due for retirement, namely Mr. Kanok, Mr. Hiran, and Mr. Annop. Mr. A, a major shareholder, proposes that the existing 3 directors are re-elected for another term. Meanwhile, Ms. B proposes a new director, Mr. Pitsanu, for election.

Voting example:

Mr. A has the right for 1,800 votes (600 shares x 3 directors)
 Ms. B has the right for 600 votes (200 shares x 3 directors)
 Other 8 shareholders have the right for 600 votes (200 shares x 3 directors)

Shareholders	Voting Results				Total Votes
	Mr. Kanok	Mr. Hiran	Mr. Annop	Mr. Pitsanu	
Mr. A	600	600	600	-	1,800
Ms. B	-	-	-	600	600
Other shareholders	200	200	-	200	600
Total	800	800	600	800	3,000

As a result, Mr. Kanok, Mr. Hiran and Mr. Pitsanu will be elected as directors.

As the above example, the cumulative voting for director election would allow minority shareholders to propose their candidates and elect them as representatives in the board of directors.

Contact for suggestions or questions related to the Annual General Meeting of Shareholders


Should you have any recommendation or questions concerning the Annual General Meeting of Shareholders, please complete and submit them to the Company in advance via the Company's email at tisco_cs@tisco.co.th, or registered post to Corporate Secretariat Office, TISCO Financial Group Public Company Limited, 7th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, and provide the contact information.

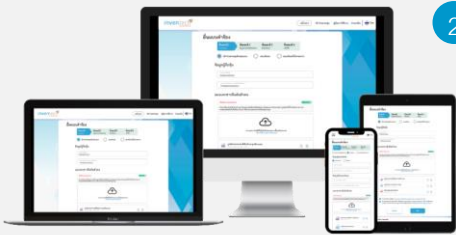
During the meeting, shareholders who attend the meeting via Electronic Media can submit the recommendation or questions concerning the agenda of this meeting through the meeting system, per details as in Annex 10.

Guidelines for attending General Meeting of Shareholders via Electronic Media

- I. In case shareholders and proxies to attend the meeting via electronic media.

Step for requesting Username & Password via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://pro.inventech.co.th/TISCO144520R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 steps
 - Step 1 Fill in the information shown on the registration page
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

** Merge user accounts, please using the same email and phone number **

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that electronic registration will be available from April 5, 2023, at 8:30 a.m. onward until the meeting ends.

3. The electronic conference system will be available on April 17, 2023 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors


For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by within April 12, 2023 at 5.00 p.m.

Corporate Secretariat Office


TISCO Financial Group Public Company Limited, 7th Floor, 48/49 TISCO Tower,

North Sathorn Road, Silom, Bangrak, Bangkok 10500

If you have any problems with the software, please contact Inventech Call Center

 +66 2-931-9131

 @inventechconnect

 The system available during 5 – 17 April 2023 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)




Report a problem

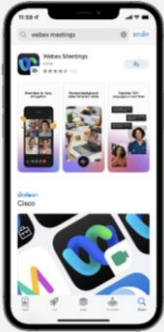
@inventechconnect

Installation Guide for Webex Meetings

For Shareholders use via PC/Laptop is not install application, for use via Mobile are install steps as follows.


For IOS Operating System

- 1 Go to Application [App Store](#) 
- 2 Search Webex [Meetings](#)



- 3 Click **"GET"** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone

For Android Operating System

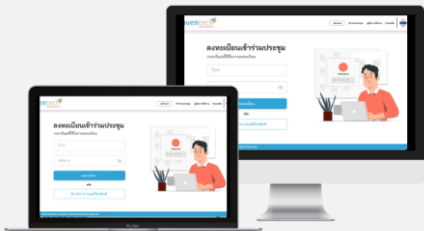
- 1 Go to Application [Play Store](#) 
- 2 Search [Webex Meetings](#)



- 3 Click **"INSTALL"** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone

Step for registration for attending the meeting (e-Register)

- 1 Click registration link URL for join meeting from email approve
- 2 Get Username and password or request OTP to login
- 3 Click **"Register"** button the system has already registered and counted .as a
- 4 Then click **"Join Attendance"** button
- 5 Click **"Watch Meeting"** button



- 6 Click **"Open Webex"** button
- 7 Use Cases PC/Laptop: Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows
 - 7.1 Fill in the Name and Email Address to match the information you submitted the request form.
 - 7.2 Click on **"Next"** button
- 8 Click on **"Join"** button to get into meeting.

- 6 Use Cases Mobile/iPad: Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows

- 6.1 Fill in the Name and Email Address to match the information you submitted the request form.
- 6.2 Click on **"OK"** button

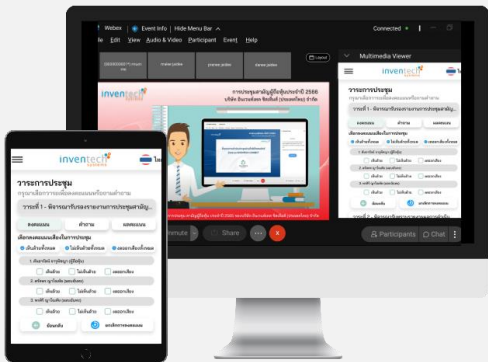
- 7 Click on **"Allow"** for accept access for application
- 8 Click on **"Join"** button to get into meeting.





Step voting process (e-Voting)

Use Cases PC/Laptop

- 1 Click "Continue" button on menu "Multimedia Viewer".
- 2 Get email and password that you received from your email or request OTP
- 3 Click on "Login" button
- 4 Then click on "Join Attendance" button
- 5 Select which agenda that you want to vote
- 6 Click on "Vote" button
- 7 Click the voting button as you choose
- 8 The system will display status your latest vote



Use Cases Mobile/iPad

- 1 Click on "Participants" or symbol 
- 2 Click on menu "Chat" and choose message from Inventech Connect (Android) or click on "Chat" or Symbol  (iOS)
- 3 Click link in the chat message.
- 4 Click on "Continue" button
- 5 Get email and password that you received from your email or request OTP
- 6 Click on "Login" button
- 7 Then click on "Join Attendance" button
- 8 Select which agenda that you want to
- 9 Click on "Vote" button
- 10 Click the voting button as you choose
- 11 The system will display status your latest vote

To cancel the last vote, please press the button "Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

Step to ask questions via Inventech Connect



- Select which agenda
 - Click on "Question" button
- 1 Ask a question
 - Type the question then click "Send"
 - 2 Ask the question via video
 - Click on "Conference"
 - Click on "OK" for confirm your queue
 - Please wait for the queue for you then you can open microphone and camera

User Manual for e-Request and e-Vote



User Manual e-Request



User Manual e-Vote

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

**** The system does not support internet explorer.**

You can check the supported device versions at <https://help.webex.com/en-us/article/nki3xrq/Webex-Meetings-Suite-System-Requirements> or scan the QR Code



II. In case shareholders and proxies to attend the meeting the meeting physically.

Step for requesting via register

1. In case in person

- 1 Document for register
- 2 Wait for inspector and register
- 3 Received a ballot

2. In case in proxy

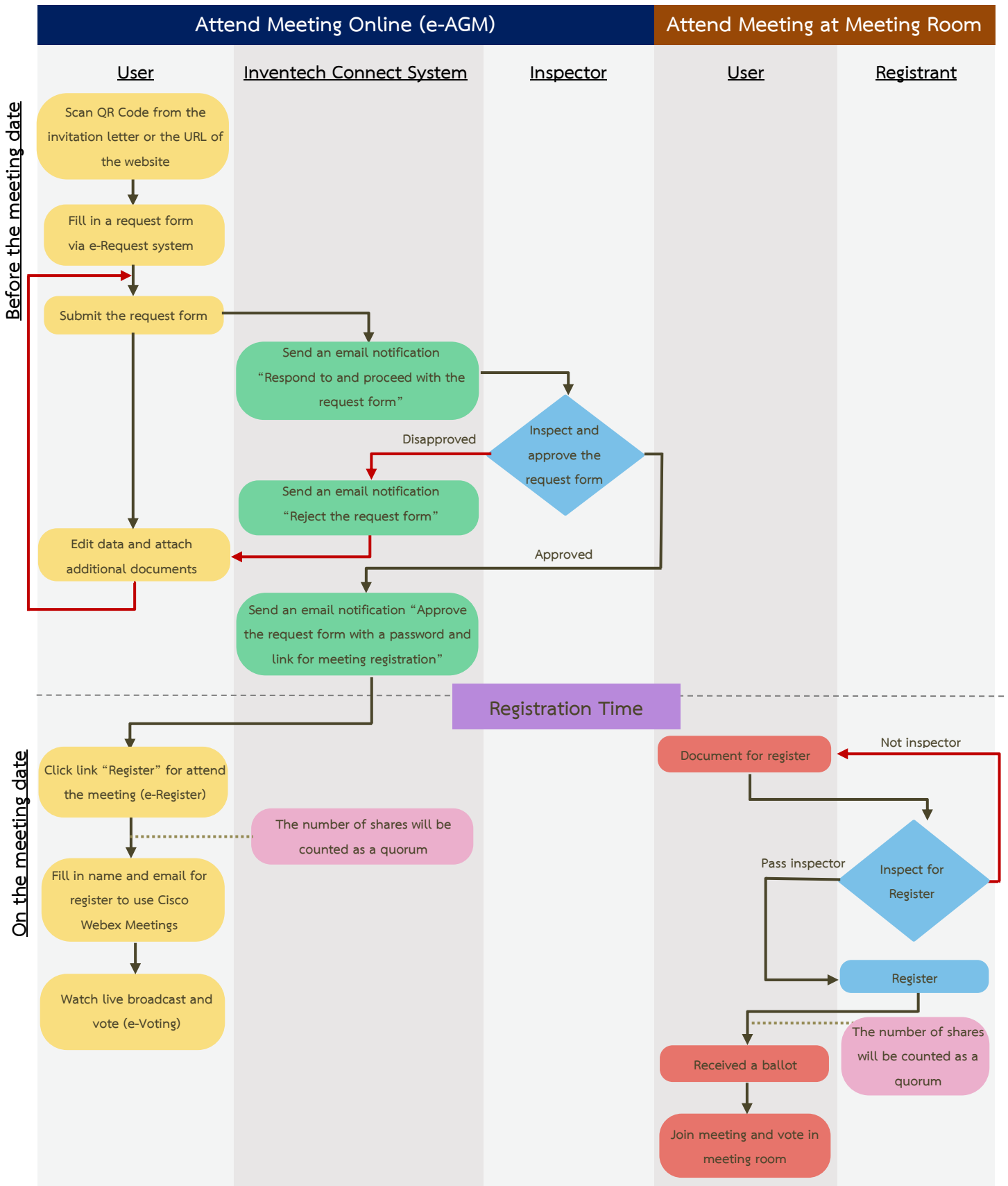
- 1 Document for inspector
- 2 Wait for inspector
- 3 Document for register
- 4 Wait for register
- 5 Received a ballot

3. Join meeting in meeting room

4. vote as they wish in ballot



Guidelines for Attending the Meeting via Electronic Media or Attending the Physical Meeting



System Usage Conditions

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.

Articles of Association of the Company specifically relating to the Shareholders' Meeting

CHAPTER III General Meeting of Shareholders

Section 14 Ordinary General Meeting

The Board of Directors shall hold the annual Ordinary general meeting of shareholders within four months from the date ending the accounting period of the Company.

Section 15 Extra-Ordinary General Meeting

All other meetings of shareholders in addition to the Ordinary general meeting specified in Section 14 hereof shall be called Extra-Ordinary meeting.

An extra-ordinary meeting may be summoned by the Board of Directors at such date, time and place as they may determine, subject, however, to the requirement that due notice thereof be given as provided in Section 16 hereof.

Any shareholders holding an aggregate number of shares not less than ten percent of the total number of shares sold, may request in writing to the Board of Directors to convene an extra-ordinary meeting of shareholders. The requisition must specify the subject and reasons for which the meeting is required to be summoned. Pursuant to such requisition, the Board of Directors must summon such meeting within forty-five days after the requisition is received.

Section 16 Notice of the Meetings

Notice of every meeting of shareholders shall be sent to all shareholders whose names and addresses appeared in the register of shareholders and to the registrar, not less than seven days before the date set for the meeting. In case of a shareholder residing in Thailand, such notice shall be delivered personally to the shareholder or his representative or sent by registered mail; and in case of a shareholder residing abroad, such notice shall be sent by telex, cable, facsimile or any other sophisticated telecommunication and confirmed by a registered letter airmailed on the same day.

The Board of Directors shall also cause notice of the meeting to be published in a local newspaper for a period of not less than three consecutive days and at least three days prior to the date of the meeting.

The Board of Directors shall determine the place for each meeting of shareholders.

All notices for general meetings of shareholders must contain the place, date, time and agenda of the meeting, and the matters proposed to be considered at any such meeting with appropriate details. The notice must be clearly specified in respect of each matter whether it is to be proposed to inform the meeting, to obtain the approval or to be considered, as the case may be, including the opinion of the Board of Directors on the said matters.

Section 17 Agenda of Meeting

The Chairman of the shareholders' meeting has the duty to conduct the meeting in compliance with the articles of association of the company relating to meetings and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.

If the consideration of the matters referred to in the first paragraph is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

If the meeting has not concluded the consideration of the matters according to the sequence of the agenda as referred to in the first paragraph or the matters raised by shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven days prior to the date of the meeting, deliver to the shareholders notice calling the meeting which indicates the place, date, time and the agenda of the meeting. The notice calling the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.

Section 18 Quorum

In order for a quorum of the meetings of shareholders to be constituted, at least twenty five shareholders and proxies (if any) or at least one half of the total number of shareholders, whichever is lower, holding an aggregate of at least one third of the total shares sold must be present at the meeting.

If after one hour from the meeting time has lapsed and the quorum is not present, the meeting shall be dismissed if it is called upon a request of the shareholders, otherwise it shall be postponed and held again within 30 days of the first meeting date upon a seven days' advance notice. In the substituting meeting, a quorum is not needed.

Section 19 Conduct of Meetings

The chairman of the Board of Directors shall preside over the general meeting of shareholders or he may assign a director to preside as chairman of the general meeting of shareholders. In the event the Chairman is absent or present but unable to perform his/her duty; the shareholders present shall elect one of them to act as the chairman of the meeting.

The chairman of the meeting of shareholders has duties to conduct the meeting to be in accordance with the Articles of Association and in order of the agenda as arranged in the notice of the meeting, unless the meeting resolves to change order of the agenda with votes not less than two-third of the number of shareholders present.

Upon completion of consideration the subject containing in the agenda, shareholders holding an aggregate number of shares not less than one-third of the total number of sold shares may request the meeting to consider other matters in addition to those specified in the notice of meeting.

Section 20 Voting

Every shareholder presenting in person or being represented by proxy shall be entitled to one vote for each share held by him, irrespective of the method of voting adopted at any general meeting. The resolution of the general meeting shall be supported by votes as follows:

- (1) In a normal case, by the majority of votes of the shareholders present and voting. In the event of an equality of votes, the chairman of the meeting shall give the casting vote.

- (2) In the following cases, by votes not less than three-fourth of the total votes of the shareholders present and qualified to vote;
- (a) a sale or transfer of business of the Company, in whole or in essential part, to other person;
 - (b) a purchase or acceptance of transfer of business of other company or private company to be the Company's own;
 - (c) entering into, amending, or terminating a lease of business of the Company in whole or in essential part; entrusting other person with the management of the Company; or amalgamating business with other persons with the objective to share profit and loss.

Section 21 Proxies

A shareholder may attend and participate at a general meeting either in person or by proxy. Every instrument appointing a proxy shall be in accordance with the form specified by the Registrar.

The proxy shall be transmitted either to the Chairman or the person designated by the Chairman at the place of the meeting before the proxy holder enters into the meeting.

CHAPTER IV Directors

Section 22 Number of Directors

The shareholders shall, from time to time, by resolution of a general meeting, determine the number of directors which shall not be less than five.

The meeting of shareholders shall elect the directors in the number as determined in the foregoing paragraph, provided that not less than one half of the directors must domicile in Thailand. In addition, the number of directors who are persons of Thai nationality shall be in compliance with related laws.

Section 23 Election of Directors

The general meeting of shareholders shall elect directors in accordance with rules and procedures as follows:

- (1) Each shareholder shall have a number of votes equal to the number of shares multiplied by the number of the directors to be elected.
- (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number.
- (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be elected as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining elections shall be made by drawing lots.

Section 24 Term of Office and Retirement of Directors

At the shareholders' Ordinary general meeting of each calendar year, the whole board of directors shall be simultaneously elected. However, the former board of directors shall remain in office to conduct the business of the company for the time being, as necessary, until the new board of directors takes office.

A director who vacates office under this section may be re-elected.

Section 25 Removing from Directors before Expiration of Office

In addition to vacating office on expiration of term of office, directors shall vacate office upon:

- (1) Death;
- (2) Resignation;
- (3) Dispossession of qualification or possession of disqualification pursuant to the laws
- (4) The meeting of shareholders resolving to remove with the votes of not less than three-fourth of number of shareholders present and eligible to vote, and representing an aggregate number of shares not less than one half number of shares held by shareholders present and eligible to vote;
- (5) The court issuing an order to remove.

Section 26 Removal and Filling of Vacancies

A director can be elected or removed only by the shareholders at a general meeting, provided, however, that any vacancy occurring in the Board of the Directors otherwise than by rotation or retirement, as provided in Section 24 hereof, may be filled up by the remaining Directors, unless, the term of the original director is less than two months. For the purpose thereof, the resolution of the Board of Directors shall be passed by vote of not less than three-fourth of number of remaining Directors, but any person so appointed shall hold office only for the remainder of the term of the director to whom he has succeeded. If a general meeting of the shareholders remove a director, and elect another in his stead, the person so elected shall hold office only for the remainder of the term of the director so removed.

Section 27 Resignation of Directors

Any director who wishes to resign from office shall tender a letter of resignation to the Company, and resignation shall take effect the date on which the letter of resignation reaches the Company.

The director who resigned from office under paragraph one may notify the Registrar of his resignation.

CHAPTER VI Account, Finance and Audit

Section 38 Dividend

No dividend shall be paid out of any money other than profits. In the event that the Company still has an accumulative loss or is unable to maintain capital adequacy as required by law after dividend payment, no dividend shall be paid.

Dividend shall be paid equally according to the numbers of shares, unless otherwise specified for the preferred shares in this Article. Payment of dividend shall be subject to shareholders' approval.

The Board of Directors may from time to time pay interim dividend when they see that the Company has sufficient profit to do so and, after the interim dividend has been paid, they shall report to the next meeting of shareholders.

Payment of dividend shall be made within one month from the date of the general meeting of shareholders or of the Board of Directors pass the resolution as the case may be. However, a notice thereof shall be sent to the shareholders and also published in a local newspaper for a period of not less than three consecutive days.

In the event the Company still cannot sell its shares up to the number registered or the Company has registered an increase of capital, the Company may pay dividend in full or in part by issuing new Ordinary shares to the shareholders, with approval of the general meeting of shareholders.

Subject to payment of the dividend as set forth in the above paragraphs, the Board of Directors shall determine the excess amount of the Company's profit after the appropriation to be appropriated to the unappropriated retained earnings. The Board of Directors shall report the appropriation to the next meeting of shareholders.

Section 39 Reserve Fund

The Company shall allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital.

Section 40 Auditors

The Ordinary general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year. The auditor must not be a director, staff, employee, or person holding any position in the Company.

In case that it is a requirement from the authority governing the Company's business operations (if any) to grant approval for the auditor appointed by the general meeting of shareholders and in case that the Company's auditor is not granted an approval from such governing authority, the Board of Directors shall;

- (1) summon an extra-Ordinary meeting to consider appointing new auditor or;
- (2) propose and recommend the auditor for the Bank of Thailand's approval, after which an extra-Ordinary meeting is summoned to appoint such auditor

If vacancy of the auditor occurs before the expiration of his/her term, the Board of Directors should proceed with (1) or (2) stated above by mutatis mutandis.

The auditor has the duty to attend the meeting of shareholders every time the Balance Sheet, Profit and Loss Account, and problems pertaining to accounting of the Company are to be considered.

The auditor shall have powers to examine accounts, documents and other documentary evidences related to income and expenditure as well as assets and liabilities of the Company during working hours of the Company. In this connection, the auditor is empowered to interrogate the directors, staff, employee, persons holding any position in the Company, and agents of the Company, including the power to instruct said persons to give facts or furnish documents pertaining to the operations of the Company.

QR Code Downloading Procedures for the 2023 Notice of Annual General Meeting of Shareholders and Annual Registration Statement and Annual Report 2022 (Form 56-1 One Report)

The Thailand Securities Depository Company Limited as a securities registrar under the Stock Exchange of Thailand, had developed a system which allow SET Listed Companies to send to the shareholders notice and documents regarding the Annual General Meeting of Shareholders and the 2022 Annual Registration Statement and Annual Report (Form 56-1 One Report) in the form of e-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Annex 2) by following the step below.

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR Code Reader, Facebook or LINE.

For Android System

1. Open applications such as QR Code Reader, Facebook or LINE.

How to scan the QR Code with LINE application

Open LINE application → Click on "Add Friend" → Choose "QR Code" → Scan the QR Code

How to scan the QR Code with Facebook application

Open Facebook application → Click on "Search" tab at the top of the page → Choose QR Code sign → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.

How to Reserve Seat for Attending the Meeting at Conference Room (Physical Meeting)

The Annual General Meeting of Shareholders for the Year 2023 will be convened on Monday, April 17, 2023 at 14:00 hours in the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand. Shareholder or proxy holder who wish to attend the meeting in person at the Conference Room, please reserve your seat by following below steps during March 17-31, 2023.

1. Prepare your information — name-surname, registration number, and mobile number — ready before next step.

 <p style="text-align: center;">หนังสือเชิญประชุม Notice of Meeting บริษัท ทีเอสโอฟินแนนเชียลกรุ๊ป จำกัด (มหาชน) TISCO FINANCIAL GROUP PUBLIC COMPANY LIMITED</p>		
เรื่อง Subject	การประชุมสามัญผู้ถือหุ้นประจำปี 2566 The Annual General Meeting of Shareholders for the Year 2023	วันที่ 17 มีนาคม 2566 Date สัญชาติ Nationality
เรียน To บ้านเลขที่ Address	Shareholder's Name and Surname	เลขทะเบียนผู้ถือหุ้นหลักทรัพย์ Shareholder's Registration No. Shareholder's Registration Number

2. Turn on your mobile camera, and scan this QR Code.



3. Fill your information and submit the form.


* Required

1. ชื่อ-สกุล (Name-Surname) *
Enter your answer
2. เลขทะเบียนผู้ถือหุ้น (Shareholder's Registration No.) *
Enter your answer
3. เบอร์โทรศัพท์มือถือ (Mobile Number) *
Enter your answer
4. แจ้งความประสงค์การเข้าร่วมประชุมด้วยตนเอง ในรูปแบบ Physical *
 ยืนยัน
 การเดินทางเข้าร่วมประชุม ณ ห้องประชุม ชั้น 12 อาคารทีเอสโอฟินแนนท์ ทาวเวอร์ ถนนสาทรเหนือ

Submit

Reservation done, you will see

4. After submitting the form, the message will pop up as below. The reservation is now completed.

 **Thanks!**

บริษัทได้ทำการสำรองที่นั่งการประชุมผู้ถือหุ้นให้ท่านเรียบร้อยแล้ว
โปรดติดต่อเจ้าหน้าที่ ณ จุดลงทะเบียน ในวันประชุมผู้ถือหุ้น 17 เมษายน 2566

Map of Venue of the Annual General Meeting of Shareholders for the year 2023

at Conference Room, 12th Floor, TISCO Tower, North Sathon Road, Silom, Bangrak, Bangkok

(The registration for attending the Meeting will be held at 1st Floor, TISCO Tower from 10.00 hours onward)



Remark: To facilitate shareholders and proxies in travelling to the Meeting venue,

- For those travelling to the Meeting venue by private cars, the Company has reserved car parking space on the B1 to B4 Floor of TISCO Tower.
- For those travelling to the Meeting venue by bus, the bus routes passing TISCO Tower are 17, 22, 62, 67, and 149.
- For those travelling to the Meeting venue by BTS Skytrain station, please get off at Sala Daeng Station Exit No. 4
- For those travelling to the Meeting venue by MRT subway station, please get off at Silom Station Exit No. 2 or Lumpini Station Exit No. 2
- For those needing special assistance, such as wheelchair, please inform us in advance at +66 2633 6874 or +66 2633 6814, in order to provide proper facilitation.



TISCO Financial Group Public Company Limited

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