

MINUTES OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF  
TIDLOR HOLDINGS PUBLIC COMPANY LIMITED

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**Date time and place**

The 2026 Annual General Meeting of Shareholders of Tidlor Holdings Public Company Limited (the “Company”) was held on Friday, April 17, 2026, at 14.30 hours, as an e-meeting (e-AGM) in accordance with the laws and regulations relating to electronic meetings, where the Meeting is broadcasted from 12A Floor, Ari Hills, Phahonyothin Road, Samsen Nai Sub-district, Phaya Thai District, Bangkok. In this regard, Inventech Systems (Thailand) Company Limited was responsible for controlling the conference system.

**All Directors in Attendance**

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|----|---|---|
| 1. | Mr. Chandrashekar Subramanian<br>Krishoolndmangalam | Chairman of the Board of Directors  |
| 2. | Mrs. Kesara Manchusree                              | Independent Director and Chairman of the<br>Audit Committee                                     |
| 3. | Mr. Sayam Prasitsirigul                             | Director  |
| 4. | Mr. Vasin Udomratchatavanich                        | Director  |
| 5. | Ms. Manida Zimmerman                                | Independent director  |
| 6. | Mr. Rithisak Patanakul                              | Director  |
| 7. | Mr. Supawat Likittanawong                           | Independent Director and member of the Audit<br>Committee (attended the meeting electronically) |
| 8. | Mr. Patara Yongvanich                               | Independent Director and member of the Audit<br>Committee (attended the meeting electronically) |

**Executives in attendance**

- |    |                            |   |
|----|----------------------------|---|
| 1. | Mrs. Athitaya Phoonwathu   | Acting Managing Director  |
| 2. | Mr. Piyasak Ukritnukun     | Senior Executive  |
| 3. | Ms. Cholthicha Thongthai   | Chief Financial Officer (CFO)                                   |
| 4. | Ms. Waratnavee Wongakanith | Senior Vice President of Financial Reporting and Tax<br>Section |
| 5. | Ms. Monsicha Siengchokyoo  | Investor Relations  |
| 6. | Ms. Vantanee Teerakul      | Company Secretary   |

External Auditor and Legal advisors

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|-------------------------------|--|
| 1. Ms. Kornthong Luangvilai   | External Auditor from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited          |
| 2. Mr. Mongkol Sucharitchon   | External Audit Assistance from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited |
| 3. Ms. Nathida Tharanont      | External Audit Assistance from Deloitte Touche Tohmatsu Jaiyos Audit Company Limited |
| 4. Ms. Phatomol Phisitbuntoon | Legal advisors from Wise Equity Legal Consulting Company Limited                     |
| 5. Ms. Anisa Kitpanuruj       | Legal advisors from Wise Equity Legal Consulting Company Limited                     |
| 6. Ms. Boonpiti Tabnoi        | Legal advisors from Wise Equity Legal Consulting Company Limited                     |

Mr. Chandrashekar Subramanian Krishoolndmangalam, Chairman of the Board, welcomed all shareholders to the meeting and assigned Ms. Anisa Kitpanuruj to act as the master of ceremonies (the “MC”).

The MC informed the meeting that the Company had organized the meeting as an electronic meeting in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (as amended), including any other applicable laws and regulations. In this regard, the Company has engaged electronic meeting service providers with expertise and certification from relevant authorities including: The meeting control system (Zoom Meeting), which has been duly certified; and The voting system (Inventech Connect), which has completed a self-assessment in accordance with the standards of the Electronic Transactions Development Agency (ETDA). The Company had already informed the shareholders in advance regarding the said matter as detailed in the Notice of the 2026 Annual General Meeting of Shareholders (e-AGM).

During November 14, 2025 to December 30, 2025, the Company provided an opportunity for shareholders to propose agenda in accordance with the criteria disclosed on the Company’s website, however, no shareholder propose any agenda.

Before the meeting was called to order, the MC advised that the Company would collect, compile, use, and disclose personal data of the attendees, such as images, audio recordings, and moving images, for the purposes of recording and preparation of the minutes of the meeting, or the conducting of the meeting. In addition, the procedures and rules for the meeting were as follows:

1. The shareholders and/or proxies would have votes equal to the number of shares held and/or granted under proxy, whereby one share would equal one vote.

2. Each shareholder may either vote to approve, disapprove, or abstain only, except for custodians who can split their votes.

3. For Agenda item 4 on the consideration and approval of the election of directors to replace those retiring by rotation, the election of each director would be considered and approved individually to be in line with good corporate governance principles.

4. The meeting will consider the matters in accordance with the Articles of Association of the Company and in the order of the agenda set out in the notice of the meeting. The shareholders have an opportunity to ask questions before voting. The voting results will be announced to the meeting after the votes have been counted on that agenda item.

5. In casting votes, shareholders or proxies may vote by selecting the agenda item they would like to vote, then press the “vote” button within one minute, where the system would display all three options for casting votes, i.e., approve, disapprove, and abstain, along with a countdown timer.

6. The Company would count the votes of shareholders at the meeting for only those voting to disapprove and/or abstain and would deduct them from the total number of votes of shareholders attending the meeting where the rest of the votes would be deemed votes of approval. The Company had counted the votes of the grantors as specified in the proxy forms and recorded such votes in advance upon registration to attend the meeting.

7. Prior to the resolution of each agenda item, the Company shall give the meeting an opportunity to ask question or express opinions relevant to that agenda item for one minute via two channels, i.e., (1) via text message and (2) video conference. In case of the latter, the meeting participant must select the relevant agenda item and join the queue in the system. Once approved, the meeting participant must keep the camera and microphone on. When prompted with a signal from the Company, the meeting participant must provide the first and last name and status as a shareholder or proxy before asking the questions or expressing an opinion every time in order for the Company to record the minutes of the meeting correctly and completely.

The MC informed the meeting that the Company had determined the date for determining the names of shareholders entitled to attend the meeting (Record Date) on March 13, 2026. At this meeting, there were 28 shareholders attending the meeting in person, and 1,725 shareholders attending the meeting by proxy, totaling 1,753 shareholders attending the meeting in person and by proxy, representing 2,181,531,259 shares and equivalent to 75.3309 percent of the total number of issued shares of the Company, constituting a quorum according to Section 103 of the Public Limited Companies Act B.E. 2535 (as amended) (the “PLCA”) and Article 34 of the Articles of Association of the Company, which state that there must be at least 25 shareholders and proxies attending the meeting or not less than half of the total number of shareholders holding not less than one-third of the total number of issued shares of the Company in the aggregate, to constitute a quorum.

Before proceeding to the agenda, Mr. Chandrashekar Subramanian Krishoolndmangalam, Chairman of the Board of Directors, presided as the Chairman of the Meeting (the “Chairman”), addressed an important recent development of the Company. On April 7, 2026, the Board of Directors acknowledged the resignation of Mr. Piyasak Ukritnukun, Managing Director. On behalf of the Board of Directors, the Chairman expressed sincere appreciation for his leadership, commitment, and significant contributions throughout his tenure. In this regard, the Board of Directors has made arrangement to ensure an orderly and seamless transition, therefore appointed Mrs. Athitaya Phoonwathu as Acting Managing Director of the Company and its subsidiary, and is currently in the process of obtaining approval from the relevant regulatory authority for her appointment as Managing Director. The Board of Directors has full confidence in the performance of Mrs. Athitaya Phoonwathu, together with the management team, in being able to ensure continuity of the Company’s operations and strategic direction during this transition, and affirms that the Company’s business continues to operate as normal, with no impact on its operations, financial position, or long-term strategy.

The Chairman then called the meeting to order and assigned the MC to conduct the meeting in accordance with the business on the agenda as specified in the notice of the meeting and the Articles of Association of the Company. For Agenda item 1, To consider and acknowledge the Board of Directors’ report on 2024 operations., Mr. Piyasak Ukritnukun will be present to support the presentation during this transition period.

**Agenda item 1**            **To consider and acknowledge the Board of Directors’ report on 2024 operations.**

The MC invited Mr. Piyasak Ukritnukun, Senior Executive, to present the details on this agenda item to the meeting.

Mr. Piyasak Ukritnukun, Managing Director, presents the Company's performance report for 2025. The Company delivered strong growth, despite a challenging environment marked by economic pressures, high household debt, and external uncertainties. The Company achieved a 17% year-on-year growth in net profit, reaching a new record high. This reflects the quality of our growth and strong operating performance across both the lending and insurance brokerage businesses. Meanwhile, the insurance business led by Mrs. Athitaya Phoonwathu impressively continued to gain market share, with non-life insurance premiums growing by 11% year-on-year. This is against a non-life insurance market that only grew 2.3%. Accordingly, non-life insurance brokerage income increased its contribution to approximately 10% of the Group’s total revenue. Overall, the Company performance in the past year reflects measured, quality growth, rather than purely aggressive expansion.

In the lending business, we operate under the “Ngern Tid Lor” brand, leveraging a comprehensive omni-channel platform across branches, offline, and digital channels. A key highlight is the significant increase in digital adoption. Over 90% of loan disbursements and more than 70% of repayments are now conducted

through self-service digital channels, reflecting our continued transition toward a digital-led operating model. For the insurance brokerage business, we operate through three core brands: Shield Insurance, Areegator, and heygoody, offering a full range of non-life insurance products, as well as life insurance products such as pension and endowment plans. Importantly, all three platforms share a backend infrastructure, enabling us to benefit from economies of scale.

The Company's growth is built upon a strong foundation. A key milestone in the past year was the transition to a holding company structure. In addition, Krungsri Bank, our major shareholder, increased its stake to 46.51% in August, reflecting confidence in the Company's sound fundamentals and long-term growth prospects. Tidlor group also received Investment Grade credit ratings from both TRIS Rating at A+ and Japan Credit Rating (JCR) at A-, further strengthening the Group's shareholder base and capital structure.

On the technology front, the Company continue to invest in our Company's AI fluency. Each passing day brings us more clarity on how this technology will help us reduce cost-to-serve while simultaneously enhancing customers' experience, which has begun to yield tangible results across several areas of the Company.

In terms of sustainability and corporate governance, the Company remains committed to conducting its business with transparency under good corporate governance principles, while promoting access to financial services and providing support to customers during challenging times. In addition, Tidlor Group has been certified as a member of the Thai Private Sector Collective Action Against Corruption (CAC) for the 2026–2029 certification period at the Certified Level (2 Stars).

In 2024, a subsidiary of the Company submitted incomplete debenture documentation via the IPOS system of the Securities and Exchange Commission (the "SEC"), therefore a subsidiary of the Company provided clarification to the SEC and has taken corrective actions by strengthening its internal control systems, review processes, and operational discipline, as well as arranging governance-related training to prevent similar incidents from recurring. The Company has disclosed such improvements to shareholders in accordance with relevant guidelines. In 2025, the Company received a CG Rating of "Good."

Regarding the restructuring plan for the transfer of the InsurTech business to a new entity, management is currently reviewing the appropriateness of the approach, taking into consideration the evolving business and economic environment. The Company remains focused on optimal resource allocation and supporting long-term sustainable growth of the Group, with the objective of maximizing shareholder value. Should there be any material development, the Company will duly inform shareholders and relevant authorities accordingly.

Finally, with the Company strong foundation across organizational structure, management, technology, and capital, we are confident that the Company is well-positioned, both strategically and operationally, to deliver sustainable growth in the future. Throughout our journey and in Mr. Piyasak Ukritnukun's annual letters to co-shareowners, he has stressed how crucial it is to balance investing in our people and systems with aligning resources to advance our financial inclusion mission, while nurturing a values-driven corporate culture that

delivers lasting value to stakeholders. He believes these tradeoffs diminish, and tough choices become straightforward when we focus on achieving long-term sustainability and following good governance principles. He hopes he has made these decisions wisely on shareholders' behalf.

The MC provided an opportunity to the meeting to ask questions or express opinions for one minute, however, no one asked any question or expressed any opinion, therefore, explained to the meeting that this agenda item was for acknowledgment, so no resolution shall be passed.

**Agenda item 2 To consider and approve the Statements of Financial Position (Balance Sheets) and the Statements of Comprehensive Income for the year ended December 31, 2025.**

The MC invited Ms. Cholthicha Thongthai, Chief Financial Officer (CFO), to present the details on this agenda item to the meeting and informed the meeting that the Company had prepared a video presentation to present the details on this agenda item to the meeting and invited the meeting to watch the aforementioned video presentation, which can be summarized as follows:

According to Section 112 of PLCA and Article 41 of the Articles of Association of the Company require that the Board of Directors of the Company must prepare the balance sheets and the profit and loss statements as at the end of the fiscal year for submission to and approval by the annual general meeting of shareholders. In this regard, the Statements of Financial Position (Balance Sheets) and the Statements of Comprehensive Income of the Company for the year ended December 31, 2025, which have been audited by the Company's auditor and endorsed by the Audit Committee, are as detailed in the Annual Report 2025 under the section "Financial Statements and Notes to the Financial Statements" sent to the shareholders in the form of a QR Code on the meeting materials attached to the Notice of 2026 Annual General Meeting of Shareholders, which can be summarized below:

Unit: Baht Millions

Description	Consolidated Financial Statements		Separate Financial Statements	
	2024	2025	2024*	2025
Total assets	106,531	112,797	3	40,015
Total liabilities	76,008	78,334	7	8,068
Total shareholders' equity (Owners of the Company)	30,339	34,255	(4)	31,947
Net profit (Owners of the Company)	4,201	4,933	(4)	1,040
Total comprehensive income (Owners of the Company)	4,127	4,889	(4)	1,040
Earnings per share (THB)	1.50	1.70	(455.13)	0.55

Remark: \* As the Company was newly established and is in the process of restructuring of the Group.

In this regard, the Board of Directors deemed it appropriate to propose the Statements of Financial Position (Balance Sheets) and the Statements of Comprehensive Income of the Company for the year ended December 31, 2025, which have been audited by the Company's auditor and endorsed by the Audit Committee, as detailed above to the shareholders' meeting for consideration and approval.

The MC provided an opportunity to the meeting to ask questions or express opinions for one minute, however, no one asked any question or expressed any opinion. Therefore, the MC requested that the meeting vote on this agenda item, which required a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution** The meeting resolved to approve the Statements of Financial Position (Balance Sheets) and the Statements of Comprehensive Income of the Company for the year ended December 31, 2025, which have been audited by the Company's auditor and endorsed by the Audit Committee, as proposed above in all respects, with the majority vote of the shareholders attending the meeting and casting their votes, as detailed below:

Approvals	2,184,734,391 votes,	equivalent to	100.0000	percent
Disapprovals	0 votes,	equivalent to	0.0000	percent
Abstentions	4,000 votes,	equivalent to	-	percent
Total (1,757 shareholders)	2,184,738,391 votes,	equivalent to	100.0000	percent

**Agenda item 3** To consider and approve the allocation of profit from operating results for the year ended 31 December 2025, and to approve the omission of dividend payment for the three-month period from October 1 to December 31, 2025.

The MC invited Ms. Cholthicha Thongthai, Chief Financial Officer (CFO), to present the details on this agenda item to the meeting and informed the meeting that the Company had prepared a video presentation to present the details on this agenda item to the meeting and invited the meeting to watch the aforementioned video presentation, which can be summarized as follows:

Section 116 of the PLCA and Article 46 of the Articles of Association of the Company require that the Company must allocate to the reserve fund part of the annual net profit, an amount not less than 5% of the annual net profit, less the accumulated losses brought forward (if any) until the reserve fund balance becomes not less than 10% of the registered capital of the Company.

In this regard, the Board of Directors' Meeting No. 9/2025 approved the payment of interim dividend from the operating result from January 1, 2025 to September 30, 2025 in cash at Baht 0.34 per share totaling

approximately Baht 985 million. This dividend payment represents 20.30% of the net profit according to the Company's consolidated financial statements for the fiscal year ended December 31, 2025 after tax and reserve allocation. The Company has already paid such dividend to shareholders on December 25, 2025. The mentioned dividend payment is in line with the Company's dividend payment policy, which stipulates that the Company shall pay dividends in an amount not less than 20% of the Company's net profit of the consolidated financial statements, after deduction of corporate income tax and legal reserve allocation.

A summary and comparison of the Company's dividend payments for the most recent fiscal years are as follows:

Annual performance/results	Cash Dividends (Baht/Share)
Interim dividend (January 1 – September 30, 2025)	0.34
2024*	None

Remark: \* As the Company is in the process of restructuring its shareholding and management structure from Ngern Tid Lor Public Company Limited to Tidlor Holdings Public Company Limited.

In this regard, the Board of Directors deemed it appropriate to propose the allocation of profit from the operating results of the Company for the year ended December 31, 2025, according to the Consolidated financial statements in the amounts of Baht 82,911,326, and the Separate financial statement in the amounts of Baht 52,309,292, to the legal reserve, and the omission of dividend payment for the operating results of the three-month period from October 1 to December 31, 2025, as it has already paid interim dividends for the operating results from January 1, 2025, to September 30, 2025, at a rate not less than that stipulated in the Company's dividend payment policy, which is disclosed on the Company's website, to the shareholders' meeting for consideration and approval.

The MC provided an opportunity for the meeting to ask questions or express opinions for one minute where questions and comments were summarized as follows:

**Question 1** Mr. Disawanen Denpaisarn, a shareholder attending the meeting in person, inquired about the Company's expected dividend payout ratio following the receipt of dividends from Ngern Tid Lor Public Company Limited.

**Answer** Ms. Cholthicha Thongthai, Senior Executive Vice President – Accounting and Finance, explained that the Company has a dividend policy of paying not less than 20% of net profit based on the consolidated financial statements. The actual dividend payment and payout ratio for each period

are subject to the Board of Directors' resolution, taking into consideration the Company's operating results, financial position, liquidity, growth plans, and applicable laws and regulations.

**Question 2** Mr. Anupoj Panapornsirikul, a shareholder attending the meeting in person, inquired whether the Company's organizational restructuring would impact its future dividend payments.

**Answer** Ms. Cholthicha Thongthai clarified that the organizational restructuring does not affect the Company's dividend policy. The Company will continue to maintain its policy of paying dividends of not less than 20% of net profit based on the consolidated financial statements. Dividend payments and payout ratios in each period remain subject to the Board's resolution, in compliance with applicable laws and regulations.

**Question 3** Mr. Disawanan Denpaisarn, a shareholder attending the meeting in person, further inquired about the purpose of the capital increase of Ngern Tid Lor Public Company Limited and whether it would impact the Company's future dividend payments.

**Answer** Ms. Cholthicha Thongthai explained that the capital increase of Ngern Tid Lor Public Company Limited is intended to manage its capital structure in compliance with the Foreign Business License (FBL) requirements, which limit the interest-bearing debt to registered paid-up capital ratio to not more than 7 times. The consideration of dividend payments by the Company will continue to be in accordance with its dividend policy and the Board of Directors' resolution, under applicable laws and regulations.

As there were no further questions, therefore, the MC requested that the attendees vote on this agenda item, which required a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution** The meeting resolved to approve the allocation of profit from the operating results of the Company for the year ended December 31, 2025, according to the Consolidated financial statements in the amounts of Baht 82,911,326, and the Separate financial statement in the amounts of Baht 52,309,292, to the legal reserve, and the omission of dividend payment for the operating results of the three-month period from October 1 to December 31, 2025, as it has already paid interim dividends for the operating results from January 1, 2025, to September 30, 2025, at a rate not less than that stipulated in the Company's dividend payment policy, as proposed above in all respects, with the majority vote of the shareholders attending the meeting and casting their votes, as detailed below:

Approvals	2,184,425,874 votes,	equivalent to	99.9993	percent
Disapprovals	15,263 votes,	equivalent to	0.0006	percent
Abstentions	297,254 votes,	equivalent to	-	percent

Total (1,757  
shareholders) 2,184,738,391 votes, equivalent to 100.0000 percent

**Agenda item 4 To consider and approve the election of directors to replace those retiring by rotation.**

The MC invited Mrs. Kesara Manchusree, Chairman of the Nomination and Remuneration Committee, to present the details on this agenda item and informed the meeting that the Company had prepared a video presentation to present the details on this agenda item to the meeting and invited the meeting to watch the aforementioned video presentation, which can be summarized as follows:

Section 71 of the PLCA and Article 20 of the Articles of Association of the Company require that one-third of the total number of directors shall retire at every annual ordinary general meeting of shareholders, and if the number of directors cannot be equally divided into three parts, the number of directors closest to one-third shall retire. Any director who has retired by rotation may be re-elected.

Pursuant to the Articles of Association the Company has a total of 11 director positions. On August 13, 2025, Mr. Minki Brian Hong and Mr. Elcid Vergara resigned from their positions as directors. As a result, the Company has 9 directors in office. Subsequently, on April 6, 2026, Mr. Piyasak Ukritnukun resigned from his position as a director of the Company, resulting in the Company currently having a total of 8 directors. Accordingly, in 2026, three directors are due to retire by rotation, namely:

- |                                 |                      |
|---------------------------------|----------------------|
| 1. Mr. Vasin Udomratchatavanich | Director             |
| 2. Mr. Patra Yongvanich         | Independent Director |
| 3. Mr. Supawat Likitthanawong   | Independent Director |

The Company provided an opportunity for shareholders to propose director candidates in accordance with the criteria disclosed on the Company's website from November 14, 2025 to December 30, 2025, however, no shareholder nominated any director candidate.

The Nomination and Remuneration Committee (by disinterested members), having considered the profiles and qualifications of the director candidates pursuant to the Articles of Association of the Company and the relevant rules and regulations, as well as the nomination process that is appropriate, comprehensive, and in line with good corporate governance principles (please refer to the criteria relating to the nomination process in the Annual Report 2025 under the section "Report on Key Performance in Corporate Governance" sent to the shareholders in the form of a QR Code on the meeting materials attached to the Notice of 2026 Annual General Meeting of Shareholders), viewed that the 3 retiring directors had all of the required qualifications pursuant to the Articles of Association of the Company and the relevant rules and regulations; that they did not have any prohibited characteristics to hold office as directors; that they had the skills, knowledge, competency, and experience in line with the Company's business operations; that they had contributed to the Company and

performed their duties with responsibility, due care, and honesty continuously; in accordance with the applicable laws and regulations as well as the Company's Articles of Association. As such, it was deemed appropriate to propose to the Board of Directors to submit to the shareholders' meeting for consideration and approval the re-election of the 3 retiring directors for another term.

In this regard, The Board of Directors (by disinterested members), having shared the same view as the Nomination and Remuneration Committee in all respects, deemed it appropriate to propose the re-election of the 3 retiring directors, i.e., Mr. Vasin Udomratchatavanich, Mr. Patra Yongvanich, and Mr. Supawat Likitthanawong for another term, to the shareholders' meeting for consideration and approval. In this regard, the Company is currently in the process of recruiting directors to fill the positions vacated by the 2 directors who resigned in August 2025. The vacant director positions will expire at the Annual General Meeting of Shareholders in 2027 and 2028 respectively. At present, the Company has 8 directors in office out of a total of 11 director positions. The Company shall maintain the total number of directors at 11 positions unless the shareholders' meeting resolves otherwise.

The MC provided an opportunity for the meeting to ask questions or express opinions for one minute where questions and comments were summarized as follows:

**Question 1** Mr. Disawan Denpaisarn, a shareholder attending the meeting in person, asked whether the appointment of Ms. Athitaya Poonwattu as Acting Managing Director indicates that the Company is awaiting formal appointment, or if another candidate will ultimately be appointed.

**Answer** Ms. Kesara Manchusree, Chairperson of the Nomination and Remuneration Committee, responded that the Company is in the process of obtaining approval from the relevant regulatory authorities for the appointment of Ms. Athitaya Poonwattu as Managing Director of the Company and its subsidiaries.

As there were no further questions, therefore, the MC proposed the re-election of the 3 retiring directors, i.e., Mr. Vasin Udomratchatavanich, Mr. Patra Yongvanich, and Mr. Supawat Likitthanawong, for another term, as detailed above to the shareholders' meeting for consideration and approval. In considering the appointment of directors on this agenda item, the Company would propose the election of each director for consideration and approval individually, and each director must be approved by a majority vote of the shareholders attending the meeting and casting their votes.

**Resolution** The meeting resolved to approve the re-election of the 3 directors, i.e., Mr. Vasin Udomratchatavanich, Mr. Patra Yongvanich, and Mr. Supawat Likitthanawong, for another term, with the majority vote of the shareholders attending the meeting and casting their votes, as detailed below:

1. Mr. Vasin Udomratchatavanich, Director

Approvals	2,172,411,493 votes,	equivalent to	99.4358	percent
Disapprovals	12,324,931 votes,	equivalent to	0.5641	percent
Abstentions	4,000 votes,	equivalent to	-	percent
Total (1,758 shareholders)	2,184,740,424 votes,	equivalent to	100.0000	percent

2. Mr. Patra Yongvanich, Independent Director

Approvals	2,184,736,424 votes,	equivalent to	100.0000	percent
Disapprovals	0 votes,	equivalent to	0.0000	percent
Abstentions	4,000 votes,	equivalent to	-	percent
Total (1,758 shareholders)	2,184,740,424 votes,	equivalent to	100.0000	percent

3. Mr. Supawat Likitthanawong, Independent Director

Approvals	2,184,480,424 votes,	equivalent to	99.9882	percent
Disapprovals	256,000 votes,	equivalent to	0.0117	percent
Abstentions	4,000 votes,	equivalent to	-	percent
Total (1,758 shareholders)	2,184,740,424 votes,	equivalent to	100.0000	percent

**Agenda item 5 To consider and approve the determination of directors' remuneration.**

The MC invited Mrs. Kesara Manchusree, Chairman of the Nomination and Remuneration Committee, to present the details on this agenda item and informed the meeting that the Company had prepared a video presentation to present the details on this agenda item to the meeting and invited the meeting to watch the aforementioned video presentation, which can be summarized as follows:

The Company has established a policy and criteria for determining the remuneration of the Company's directors and the board sub-committees reporting to the Board of Directors of the Company and its subsidiaries, ensuring that such remuneration is appropriate and commensurate with the duties, responsibilities, and scope of work of the directors, in compliance with applicable laws and regulations, and in line with good corporate governance principles, as well as being comparable with industry practices. Under this policy, directors' remuneration is subject to periodic review every three (3) years, and submitted to the Board of Directors for endorsement and inclusion as an agenda item of the Annual General Meeting of Shareholders.

For the determination of directors' remuneration for the year 2026, this year falls within the scheduled review period, as the Company has not adjusted directors' remuneration since 2023 (prior to the Group's restructuring).

The Nomination and Remuneration Committee considered the competitiveness of directors' remuneration, with particular emphasis on the Audit Committee, to ensure appropriateness in light of its enhanced oversight role under applicable laws, regulations of the Stock Exchange of Thailand, and good corporate governance practices. The Nomination and Remuneration Committee deemed it appropriate to propose that the Board of Directors approve the determination of directors' remuneration, and consider proposing and include it as an agenda item at the 2026 Annual General Meeting of Shareholders for consideration and approval of directors' remuneration as detailed in the table below. Such directors' remuneration shall be effective from the date on which the 2026 Annual General Meeting of Shareholders has resolved to approve the same until amended otherwise by the resolution of the shareholders' meeting.

Remuneration for	Chairman (Baht/Month)		Member (Baht/Month)	
	2025	2026 (Proposed)	2025	2026 (Proposed)
Board of Directors	161,000	161,000	92,000	92,000
Audit Committee	57,500	70,000	34,500	45,000
Risk Management Committee	57,500	57,500	34,500	34,500
Nomination and Remuneration Committee	57,500	57,500	34,500	34,500
Investment Committee	57,500	57,500	34,500	34,500

There are no benefits provided to independent directors other than the remuneration outlined above, except for accident and health insurance premiums, which remain unchanged and are aligned with the Company's policy. In addition, the Company reimburses actual traveling expenses incurred in connection with meeting attendance and covers directors' training fees, if any.

Moreover, Mr. Chandrashekar Subramanian Krishoolndmangalam, Mr. Sayam Prasitsirigul, Mr. Vasin Udomratchatavanich, and Mr. Rithisak Patanakul, directors who are the representatives of a major shareholder and the Managing Director, have refused to receive such directors' remuneration.

In this regard, the Board of Directors, having shared the same view as the Nomination and Remuneration Committee in all respects, endorsed an adjustment to the remuneration of the Audit Committee only, to a level appropriate in comparison with the duties, responsibilities, and oversight role of the Board of Directors, while maintaining the remuneration of the Board of Directors and other board sub-committees at the existing rates. Such remuneration shall apply to independent directors only. And deemed it appropriate to propose the determination of directors' remuneration for 2026 as detailed above to the shareholders' meeting for consideration and approval.

The MC provided an opportunity to the meeting to ask questions or express opinions for one minute, however, no one asked any question or expressed any opinion. Therefore, the MC requested that the meeting

vote on this agenda item, which required a majority vote of not less than two-thirds of the total votes of the shareholders attending the meeting.

**Resolution** The meeting resolved to approve the determination of directors' remuneration for 2026 as proposed above in all respects, with the majority vote of not less than two-thirds of the total votes of the shareholders attending the meeting, as detailed below:

Approvals	2,184,492,610 votes,	equivalent to	99.9877	percent
Disapprovals	258,700 votes,	equivalent to	0.0118	percent
Abstentions	9,314 votes,	equivalent to	0.0004	percent
Total (1,759 shareholders)	2,184,760,624 votes,	equivalent to	100.0000	percent

**Agenda item 6**      **To consider and approve the appointment of auditors and the determination of audit fee.**

The MC invited Mrs. Kesara Manchusree, Chairman of the Audit Committee, to present the details on this agenda item and inform that the Company had prepared a video presentation to present the details on this agenda item to the meeting and invited the meeting to watch the aforementioned video presentation, which can be summarized as follows:

Section 120 of the PLCA requires that the annual general meeting of shareholders shall consider and appoint auditors and determine the audit fee every year. In this regard, the Audit Committee, having considered according to the Company's auditor selection process and guidelines set by the Audit Committee and having considered and assessed the performance of the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. in the previous year, viewed that Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as a renowned audit firm having the experience in providing auditing services for others having similar business to the Company and being well equipped with personnel, would be able to perform the duties to the international auditing standards; that the said firm had provided good auditing services to the Company in the previous year. In addition, they have all the qualifications as specified in the relevant regulations and they had no relations to or transactions with the Company that may lead to a conflict of interest as a result of having interest with the Company, directors, executives, major shareholders, or their related persons that may affect the performance of duties independently. As such, it was deemed appropriate to propose the appointment of the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company's auditors for the fiscal year of 2026 as detailed in the table below to the Board of Directors and the shareholders' meeting for consideration and approval.

Name of Nominated Auditors	CPA License Number	Years Audited
Ms. Kornthong Luangvilai and/or	7210	2025
Mrs. Wilasinee Krishnamra and/or	7098	-

Mrs. Nisakorn Songmanee and/or	5035	-
Mr. Wee Sujarit	7103	-

In 2026, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. also serves as the auditor of Ngern Tid Lor Public Company Limited (the “**Subsidiary**”) of the Company.

In addition, the Audit Committee, having considered and assessed the audit fee of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., viewed that the audit fee for the fiscal year of 2026 of the Group with a 2.7% increase from the previous year was appropriate. The proposed audit fee for the year 2026 comprises Baht 858,000 for the Company and Baht 2,907,000 for its subsidiary. As such, it was deemed appropriate to propose the determination of the Company’s audit fee and acknowledge the Group’s audit fee for the fiscal year of 2026 in the amount of up to Baht 3,765,000 as detailed in the table below to the Board of Directors and the shareholders’ meeting for consideration and approval.

Auditors’ Remuneration	2025		2026 (Proposed)	
	the Company	the Subsidiary	the Company	the Subsidiary
Audit fee	Baht 730,000	Baht 2,855,000	Baht 858,000	Baht 2,907,000
Non-audit fee	Baht 80,000	N/A	N/A	N/A

In this regard, if there is additional work other than the normal annual audit, the Board of Directors shall be authorized to determine ad-hoc expenses as they may be incurred.

The MC provided an opportunity to the meeting to ask questions or express opinions for one minute, however, no one asked any question or expressed any opinion. Therefore, the MC requested that the meeting vote on this agenda item, which requires the majority vote of the shareholders attending the meeting and casting their votes.

**Resolution** The meeting resolved to approve the appointment of Ms. Kornthong Luangvilai and/or Mrs. Wilasinee Krishnamra and/or Mrs. Nisakorn Songmanee and/or Mr. Wee Sujarit from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Company’s auditors for the fiscal year of 2026 and the determination of the Group’s audit fee for the fiscal year of 2026 in the amount of up to Baht 3,765,000 as proposed above in all respects, with the majority vote of the shareholders attending the meeting and casting their votes, as detailed below:

Approvals	2,184,749,910 votes,	equivalent to	100.0000	percent
Disapprovals	0 votes,	equivalent to	0.0000	percent
Abstentions	10,714 votes,	equivalent to	-	percent

Total (1,759  
shareholders) 2,184,760,624 votes, equivalent to 100.0000 percent

**Agenda item 7 To consider other businesses (if any).**

The MC informed the meeting that the Company had provided an opportunity for shareholders to propose the business on the agenda in accordance with the criteria disclosed on the Company's website from November 14, 2025, to December 30, 2025, however, no shareholder proposed any business on the agenda.

The MC provided an opportunity to the shareholders to ask questions or express opinions, which can be summarized as follows:

**Question 1:** Mr. Piyapong Prasatthong, a shareholder who submitted a question in advance, asked why the Company has not yet expanded branches and provided vehicle registration services in Pattani, Yala, and Narathiwat provinces, and what criteria the Company uses to assess the suitability of such areas.

**Answer:** Mrs. Athitaya Phoonwathu, Acting Managing Director, explained that the Company's decisions regarding branch expansion and service provision are based on the suitability of each area and business factors, and are not related to religious considerations. The Company utilizes tools and systems to support its assessment, including population density, branch distribution in the area, and points of interest relevant to service accessibility. The Company will adjust its service plans based on data and appropriateness over time.

**Question 2:** Two shareholders attending the meeting in person, Mr. Anupoj Panapornsirikul and Mr. Settawut Boonrod, asked about the impact of and response to the situation in the Middle East as follows:

1. Under current economic conditions, how does the Company manage risks and prevent non-performing loans, and has the level of stringency increased compared to normal conditions?
2. How does the Company assess its growth outlook for this year, and what key risks or challenges should be closely monitored that may affect the Company?

**Answer:** Mr. Piyasak Ukritnukun, Senior Executive, explained:

- At present, the Company has not observed any significant impact in the first quarter and expects that it may take at least 1–2 quarters before impacts become evident. The Company closely monitors relevant indicators such as early delinquency behavior and customer demand, and is prepared to adjust its strategies as appropriate. The impact is currently still under assessment.
- Financial targets remain in line with previously communicated plans. Used car prices have not shown any significant changes and remain at levels similar to the end of last year. The Company will continue to monitor price trends.

**Question 3:** Mr. Piyapong Prasatthong, a shareholder who submitted a question in advance, asked whether the Company needs to set additional provisions (overlay) in the first quarter of 2026, or whether the current level of provisions is sufficient.

**Answer:** Ms. Cholthicha Thongthai, Senior Executive Vice President – Accounting and Finance, explained that the Company considers its current level of provisions to be adequate and that it still has additional overlays established in the fourth quarter of the previous year to absorb potential volatility. Any further provisioning will depend on the assessment of asset quality and relevant conditions in each period, including the impact of flooding once clearer information becomes available.

**Question 4:** Mr. Settawut Boonrod, a shareholder attending the meeting in person, asked whether the omission of additional dividend payment for the three-month period was intended to retain funds as working capital for the Company.

**Answer:** Ms. Cholthicha Thongthai, Senior Executive Vice President – Accounting and Finance, clarified that the omission of additional dividend payment for the three-month period was not intended to retain funds as working capital. Ngern Tid Lor Public Company Limited has already paid dividends for the 2025 operating results in March 2026. The dividend payment of Ngern Tid Lor Public Company Limited is subject to the resolution of its Board of Directors, while the Company's dividend payment is subject to the resolution of its Board of Directors, in accordance with applicable laws and regulations.

**Question 5:** Mr. Disawanan Denpaisarn, a shareholder attending the meeting in person, asked whether the Company still maintains its loan portfolio growth target of 5–10% and double-digit profit growth as previously communicated during the Opportunity Day.

**Answer:** Ms. Athitaya Phoonwattu, Acting Managing Director, responded that the Company maintains its financial targets for 2026 as previously communicated, with a target loan portfolio growth of 5–10% and potential profit growth close to double digits, depending on the situation.

**Question 6:** Mr. Disawanan Denpaisarn asked:

1. As stated in the shareholder letter that the Company's share price may be below its fair value, whether the Company has plans to conduct a share buyback; and
2. Details of the approximately THB 10 billion M&A transaction mentioned in the shareholder letter, whether such transaction is currently underway, and whether the Company will consider large-scale transactions in the future.

**Answer:** Mr. Piyasak Ukritnukun, Senior Executive, explained that;

1. Share buyback is one of the options for capital management. Any such action would depend on the consideration of the Board of Directors, market conditions, liquidity, financial position, and applicable laws and regulations.
2. Regarding the approximately THB 10 billion M&A transaction mentioned in the shareholder letter, it was presented as an illustrative example to reflect strategic options, and currently, the Company does not have such a transaction under consideration. Should the Company consider any significant investment or transaction in the future, it will follow appropriate governance processes and disclose information in accordance with applicable laws and regulations.

**Question 7:** Mr. Chusak Huadsuntorn, a shareholder attending the meeting in person, asked how the conflict situation in the Middle East may affect the Company's financial targets for 2026 and how the Company plans to mitigate such impacts.

**Answer:** Ms. Athitaya Phoonwathu, Acting Managing Director, informed the meeting that the Company maintains its financial targets for 2026 as previously communicated, covering key indicators including non-life insurance premium, cost-to-income ratio, non-performing loan ratio, and credit cost.

The Company has not observed any significant impact in the first quarter and will continue to closely monitor the situation while adjusting its business plan as appropriate.

**Question 8:** Mr. Settawut Boonrod, a shareholder attending the meeting in person, asked whether the government's consideration to increase the public debt-to-GDP ceiling to address the energy crisis would have any impact on the Company, and if so, how.

**Answer:** Mr. Piyasak Ukritnukun, Senior Executive, explained that government economic stimulus is generally positive. For the lending business, it supports both loan demand and asset quality. However, the actual impact depends on how the borrowed funds are utilized, whether they benefit the economy and the Group's businesses, and whether there are implications for the country's credit rating.

**Question 9:** Ms. Supiranat Kaweewat, a proxy holder from the Thai Investors Association, asked:

1. Whether the future outlook of the title loan business will change, particularly given the declining popularity of internal combustion engine vehicles and the increasing adoption of electric vehicles (EVs), which may result in lower loan-to-value (LTV) ratios and smaller ticket sizes, and how the Company plans to sustain loan portfolio growth; and
2. What LTV levels the Company currently applies for each vehicle type.

**Answer:** Mrs. Athitaya Phoonwathu, Acting Managing Director, explained:

1. At present, the Company has not observed any significant changes in the title loan business and has not adjusted LTV levels. For EVs, which are gaining popularity, the Company has

conducted pilot projects to assess product suitability and underwriting criteria. LTV and ticket size for EVs may be adjusted as appropriate based on market vehicle values and customer repayment behavior. The Company will manage portfolio growth through product mix management and lending plans within its risk management framework.

2. The average LTV of the portfolio is approximately 70–80%. Generally, motorcycles have higher LTV levels than passenger cars and trucks. LTV determination is based on collateral value, vehicle type, and individual customer risk assessment.

**Question 10:** Ms. Supiranat Kaweewat further asked:

1. Under the Bank of Thailand's Responsible Lending guidelines, how has the Company's loan approval rate changed, and how much more accurate has the AI scoring system become in reducing NPL risk compared to two years ago
2. Given the relatively high Expected Credit Loss (ECL) provisions in the previous year, whether the peak of credit cost has passed in 2026 and what target NPL ratio the Company aims to maintain.
3. How has the Areegator platform performed in terms of insurance premium growth over the past year, and does the Company have plans to expand this platform into international markets (e.g., Vietnam or the Philippines)?
4. What is the current number of Tidlor cardholders, and has customers' usage of ATM cash withdrawals significantly reduced branch operating expenses (OPEX)?
5. What is the proportion of transactions conducted via the application compared to in-branch transactions, and does the Company plan to reduce the number of physical branches to move toward a more asset-light structure?
6. In a volatile interest rate environment, what strategies does the Company adopt in issuing debentures or sourcing low-cost funding to maintain its Net Interest Margin (NIM)?

**Answer:** Mrs. Athitaya Phoonwathu, Acting Managing Director, responded as follows:

1. Responsible Lending (RL) has not materially impacted loan approval decisions. A more significant factor is economic uncertainty. Over the past two years, the Company has continuously improved its underwriting score to enhance credit assessment efficiency, and overall loan quality has improved compared to 2–3 years ago.
2. For 2026, the Company maintains its credit cost target range at 2.5–2.8%.
3. The Areegator platform continues to deliver double-digit growth and has outperformed the overall insurance market.
4. There are over 700,000 Tidlor cardholders. In addition to the Tidlor card, the Company has introduced features that allow customers to transfer their remaining credit line directly to their

own accounts. Both channels have seen increasing usage and contribute to reducing branch operating costs.

5. While loan agreements must still be executed at branches, service activities and transactions have increasingly shifted to the application and online channels. Currently, over 80% of disbursements and repayments are conducted through online channels.

Ms. Cholthicha Thongthai, Senior Executive Vice President – Accounting and Finance, responded:

6. In a volatile interest rate environment, the Company adopts a matched funding strategy with fixed rates to manage its funding costs. In addition, the Company has access to diversified funding sources, including financial institutions and debenture issuances, based on appropriateness. Recently, the Company issued debentures in the amount of THB 3,500 million at an interest rate of 2.28% with a 3-year tenor, which was well received by the market and oversubscribed.


**Question 11:** Mr. Disawan Denpaisarn, a shareholder attending the meeting in person, asked whether the Company's business (TIDLOR) overlaps with Krungsri's Car4Cash business and how the Company manages potential conflicts of interest.

**Answer:** Mr. Chandrashekar Subramanian Krishoolndmangalam, Chairman of the Board, explained that there is only limited overlap between the two businesses. The key differences are as follows:

1. TIDLOR primarily focuses on title loan products (nearly 100% of total contracts), whereas Car4Cash mainly focuses on hire purchase loans (approximately 90% of total contracts).
2. TIDLOR serves both customers with and without credit bureau history, whereas Car4Cash customers are generally required to have a relatively established and complete credit history, typically over a longer period compared to the Company's customer base.

Since there was no other matter for the meeting's consideration and there were no additional questions or comments, the MC invited the Chairman to declare the meeting adjourned.

Chairman thanked all shareholders for attending the meeting and declared the meeting adjourned at 16.31 hours.

Sign  Chairman of the Meeting  
(Mr. Chandrashekar Subramanian Krishoolndmangalam)  
Chairman of the Board of Directors