



# Invitation to the 2023 Annual General Meeting of Shareholders

Thai Life Insurance Public Company Limited

Thursday, 27<sup>th</sup> April, 2023  
at 14.00 hours.  
In the form of Hybrid Meeting



at Le Grand Ballroom, 7<sup>th</sup> Floor,  
Sofitel Bangkok Sukhumvit Hotel  
189 Sukhumvit Road, Klongtoey Nua,  
Wattana, Bangkok, 10110





**Thai  
Life  
Insurance**

**Thai Life Insurance Public Company Limited**  
123 Ratchadaphisek Road, Din Daeng, Bangkok 10400, Thailand  
Tel. +66 2247 0247 Fax. +66 2246 9946  
www.thailife.com Registration No. 0107555000104

5<sup>th</sup> April 2023

Subject: Invitation to the 2023 Annual General Meeting of Shareholders

To: Shareholders

- Enclosures:
1. A copy of the Minutes of the 2022 Annual General Meeting of Shareholders
  2. Annual Registration Statement and Annual Report 2022 (Form 56-1 One Report) and the Sustainability Report 2022 in the QR code format
  3. Profile of the Nominating Directors Proposed for Election
  4. Qualifications of an Independent Director
  5. The Company's Articles of Association concerning the shareholders' meeting
  6. Profiles of Independent Directors proposed to act as Proxy appointment
  7. Proxy Forms: Form A, Form B and Form C
  8. Guidelines for Meeting Registration, Attending the Meeting, Asking questions or Making Comments, Proxy Appointments, Votes Casting, and Votes Counting
  9. Procedures for attending the 2023 Annual General Meeting of Shareholders at the meeting venue and via E-Meeting
  10. A prepaid envelope
  11. Map of the Meeting venue

The Board of Directors of Thai Life Insurance Public Company Limited (the "Company") resolved to convene the 2023 Annual General Meeting of Shareholders in the form of a hybrid meeting on Thursday, 27<sup>th</sup> April 2023, at 14.00 hours, at Le Grand Ballroom, 7<sup>th</sup> Floor, Sofitel Bangkok Sukhumvit Hotel, 189 Sukhumvit Road, Klongtoey Nua Sub-district, Wattana District, Bangkok, to consider matters according to the following agendas.

**Agenda No. 1 To adopt the Minutes of the Annual General Meeting of Shareholders for the year 2022**

**Fact and Rationale:** The Company convened the Annual General Meeting of Shareholders for the year 2022, held on 1<sup>st</sup> April 2022, and prepared the minutes of the said meeting, a copy of which is attached hereto as Enclosure 1.

**Board of Directors' opinion:** The Board of Directors opined that the Minutes of the Annual General Meeting of Shareholders for the year 2022, held on 1<sup>st</sup> April 2022, be recorded accurately and correctly. It was deemed appropriate to propose to the shareholders' meeting to adopt the Minutes of the Annual General Meeting of Shareholders for the year 2022.

**Required votes for Resolution:** This agenda requires a resolution by the Annual General Meeting of Shareholders for adoption with the majority votes of shareholders who attend the meeting and cast their votes.

**Agenda No. 2 To acknowledge the report on the Company's operating results for the year 2022**

**Fact and Rationale:** The Company prepared the report on the Company's operating results and the significant changes for the year 2022, details of which are shown in the Annual Registration Statement and Annual Report 2022 (Form 56-1 One Report) and the Sustainability Report 2022 in the QR code format attached hereto as Enclosure 2.

**Board of Directors' opinion:** The Board of Directors deemed it appropriate that the Company's operating results and the significant changes for the year 2022 be proposed to the Annual General Meeting of Shareholders for acknowledgement, the details of which are shown in the Annual Registration Statement and Annual Report 2022 (Form 56-1 One Report) and the Sustainability Report 2022.

**Required votes for Resolution:** This agenda is a matter of acknowledgement; therefore, no voting is required.

**Agenda No. 3 To consider and approve the Company's statement of financial position and statement of comprehensive income for the year ended 31st December 2022**

**Fact and Rationale:** In compliance with Section 112 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended), and Article 47 of the Company's Articles of Association, the Company shall cause the Statement of Financial Position and Statement of Comprehensive Income as at the end of the fiscal year of the Company to be prepared for proposing to the shareholders' meeting for consideration and approval.

**Board of Directors' opinion:** The Board of Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders considers and approves the Company's statement of financial position and statement of comprehensive income for the year ended 31<sup>st</sup> December 2022, which were audited by a Certified Public Accountant and certified by the Audit Committee and the Board of Directors. The details can be summarized as follows:

## Comparative Financial Information

(Unit: Million Baht)

Items	2022		2021	
	Financial statement in which the equity method is applied	Separate Financial Statement	Financial statement in which the equity method is applied	Separate Financial Statement
Investment Assets	530,684.44	530,684.44	510,626.78	510,626.78
Total Assets	556,041.82	556,059.55	533,706.29	533,659.27
Insurance Contract Liabilities	447,115.52	447,115.52	433,492.29	433,492.29
Total Liabilities	457,973.64	457,973.64	447,275.06	447,275.06
Shareholders' Equity	98,068.18	98,085.91	86,431.23	86,384.21
Net Written Premium	87,635.50	87,635.50	90,104.19	90,104.19
Investment Income	19,024.62	19,021.99	18,700.49	19,117.09
Net Profit	9,265.06	9,262.43	8,393.52	8,810.13
Basic Earnings per share	0.84	0.84	0.79	0.83

The details of which are shown in the Financial Statement for the year ended 31<sup>st</sup> December 2022 and Independent Auditor's Report in the Annual Registration Statement and Annual Report 2022 (Form 56-1 One Report), Part 3 Financial Statements, in the QR code format attached hereto as Enclosure 2.

**Required votes for Resolution:** This agenda requires a resolution by the Annual General Meeting of Shareholders for approval with the majority votes of shareholders who attend the meeting and cast their votes.

**Agenda No. 4** To consider and approve the appropriation of profit from 2022 operating results and dividend payment

**Fact and Rationale:** According to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) ("the Public Limited Companies Act") and Article 50 of the Company's Articles of Association, the Company shall appropriate not less than 5% of the annual net profit to a reserve fund, less the accumulated losses brought forward (if any), until the reserve fund reaches an amount not less than 10% of the registered capital. In addition, Section 115 of the Public Limited Companies Act, and Article 49 of the Company's Articles of Association, dividends shall not be paid other than out of profits. In 2022, the Company has fully held the reserve fund as required by law and the Company's Articles of Association; therefore, the Company does not need to add appropriate its net profit as the legal reserve fund. According to the Company's 2022 operating results, the Company recorded a net profit of THB 9,262,427,838 (Nine Billion Two Hundred and Sixty-Two Million, Four Hundred Twenty-Seven Thousand, Eight Hundred and Thirty-Eight Baht), and the basic earnings per share of THB 0.84. Therefore, the Company may consider paying dividends to the shareholders. According to the Company's Articles of Association and Dividend Policy, the Company shall pay dividends to

shareholders at the rate of not less than 30% of the net profit after tax of each fiscal year, provided that it has to comply with applicable laws. However, a dividend payment of life insurance companies requires approvals from the Annual General Meeting of Shareholders, and the registrar under the Life Insurance Act B.E. 2535 (1992) (as amended).

**Board of Directors' opinion:** The Board of Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders considers and approves the appropriation of profit from 2022 operating results and the dividend payment as follows:

1. No appropriate profit from 2022 operating results as a legal reserve fund as the Company has fully held the reserve fund as required by law and the Company's Articles of Association;
2. To pay dividends from 2022 operating results to shareholders at the rate of THB 0.30 per share (Thirty Satang), calculated from the total number of 11,450,000,000 issued and paid-up shares (Eleven Billion Four Hundred and Fifty Million Shares), being the total amount of THB 3,435,000,000 (Three Billion Four Hundred Thirty-Five Million Baht), accounting for 37.09% of the annual net profit of 2022 which is in accordance with the Company's Articles of Association, and Dividend Policy. The Company has set a record date for the rights to receive the dividends on 10<sup>th</sup> May 2023. However, approvals from the Annual General Meeting of Shareholders and the registrar under the Life Insurance Act B.E. 2535 (1992) (as amended) are required before the dividend can be paid.

Information on dividend payments from the operating results of 2022, compared with 2021, is as follows:

Details of dividend payment	Year 2022	Year 2021
Net profit (Million Baht)	9,262.43	8,810.13
Basic earnings per share (Baht/Share)	0.84	0.83
Issued and paid up shares (Million shares)	11,450	10,600
Dividend per share (Baht/Share)	0.30	0.25
Total amount of dividend payment (Million Baht)	3,435.00	2,650.00
Proportion of dividend payment (Percentage)	37.09	30.08

**Required votes for Resolution:** This agenda requires a resolution by the Annual General Meeting of Shareholders for approval with the majority votes of shareholders who attend the meeting and cast their votes.

**Agenda No. 5 To consider the election of directors in replacement of those whose term of office will expire**

**Fact and Rationale:** According to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 23 of the Company's Articles of Association, for every annual general meeting of shareholders, one-third of the existing number of directors shall vacate office. A director who vacates the office is eligible for re-election.

In 2023, there are 4 directors whose terms will expire, namely:

- |                                |                      |
|--------------------------------|----------------------|
| 1. Gen. Winai Phattiyakul      | Director             |
| 2. Mr. Amnart Wongpinitwarodom | Independent Director |
| 3. Mr. Chai Chaiyawan          | Director             |
| 4. Mrs. Srisuda Pulpipatanan   | Director             |

From 1<sup>st</sup> October 2022 to 15<sup>th</sup> December 2022, the Company granted rights to minority shareholders to propose questions, shareholders meeting's agenda items, and candidates for directorship in advance of the Annual General Meeting of Shareholders for the year 2023 in which the Company has published the guidelines on its website. However, no shareholders proposed any additional agenda items and name of a candidate to be nominated as a director.

Under the Policy, Criteria and Procedures for Nomination and Remuneration of Directors, a person who is selected to be a director and an independent director shall possess appropriate qualifications and shall not have prohibited characteristics as prescribed by laws, rules, regulations, and other relevant requirements including the regulation of regulatory agencies. In the selection process, the Nomination and Remuneration Committee shall taking into account the appropriateness in accordance with the Company's composition and organisational structure, consistent with the Company's business strategies through a transparent selection process, and interested directors refrain from attending the meeting on issues related to themselves.

The Nomination and Remuneration Committee (exclusion of interested directors) considered the profiles and qualifications of the directors as required by laws and relevant regulations, including the nomination process criteria in accordance with the good corporate governance principles, as well as their performance in the past term. The Committee was of the view that 4 retired directors, i.e., (1) Gen. Winai Phattiyakul, (2) Mr. Amnart Wongpinitwarodom, (3) Mr. Chai Chaiyawan, and (4) Mrs. Srisuda Pulpipatanan are qualified under the Public Limited Companies Act B.E. 2535 (1992) (as amended) and have no prohibited characteristics under the regulations of the Securities and Exchange Commission and other relevant applicable laws including the regulation of regulatory agencies. Moreover, they have skills, knowledge, abilities and experiences that benefit business operations. Over the past period, they have performed their duties as the Company's directors and members of sub-committees very well with full responsibility, due care and integrity. As a result, the Nomination and

Remuneration Committee deemed it appropriate to propose that the Annual General Meeting of Shareholders considers and re-elects these four directors to serve as the Company's directors and to perform the duties in the same position, as well as to be members of sub-committees for another term. In addition, the director listed in item no. 2 who serves as an independent director is qualified as an independent director in accordance with the laws concerning independent directors' requirements, and can provide his opinions independently. Furthermore, he is not a director or an executive in businesses that might cause a conflict of interest with the Company.

**Board of Directors' opinion:** The Board of Directors (exclusion of interested directors) agreed with the Nomination and Remuneration Committee's proposal, and deemed it appropriate to propose the Annual General Meeting of Shareholders considers the election of (1) Gen. Winai Phattiyakul, (2) Mr. Amnart Wongpinitwarodom, (3) Mr. Chai Chaiyawan, and (4) Mrs. Srisuda Pulpipatanan to serve as the Company's directors and to perform the duties in the same position, as well as to be members of sub-committees for another term. The Board of Directors has the opinion that these 4 directors are qualified according to the Public Limited Companies Act B.E. 2535 (1992) (as amended) and have no prohibited characteristics according to the regulations of the Securities and Exchange Commission and other relevant applicable laws, including the regulation of regulatory agencies. Moreover, they have skills, knowledge, abilities and experiences that benefit business operations. Over the past period, they have performed their duties as the Company's directors and members of sub-committees very well with full responsibility, due care and integrity. In addition, the director listed in item no. 2 who serves as an independent director is qualified as an independent director in accordance with the laws concerning independent directors' requirements, and can provide his opinions independently. Furthermore, he is not a director or an executive in businesses that might cause a conflict of interest with the Company. The profiles of the nominated persons are attached hereto as Enclosure 3, and the independent directors' qualifications is attached hereto as Enclosure 4.

**Required votes for Resolution:** This agenda requires a resolution by the Annual General Meeting of Shareholders for approval with the majority votes of shareholders who attend the meeting and cast their votes.

**Agenda No. 6 To consider and approve the remuneration of directors for the year 2023 and the gratuity of directors**

**Fact and Rationale:** Article 34 of the Company's Articles of Association requires that directors are entitled to receive remunerations from the Company in the form of rewards, meeting allowance, gratuity, bonus, or other forms of remuneration upon the shareholders' consideration.

The Nomination and Remuneration Committee reviewed the remunerations of directors in accordance with the Policy, Criteria and Procedures for Nomination and Remuneration of Directors and Senior Executives by taking into account their duties and responsibilities, knowledge, abilities and experience as well as the practice of the same industry and the Company's performance, for the utmost benefit of

the Company, shareholders, and stakeholders and in compliance with the good corporate governance principles. The Nomination and Remuneration Committee deemed it appropriate to propose to the Board of Directors for approval, the budget for the remuneration of directors for the year 2023 and the gratuity of directors prior to proposing to the Annual General Meeting of Shareholders to consider and approve, in the amount of total budget not exceeding THB 17,220,000 (Seventeen Million Two Hundred and Twenty Thousand Baht) which is equal to the budget for the remunerations of directors and the gratuity of directors approved by the Annual General Meeting of Shareholders for the year 2022, whereby the Chairman of the Board of Directors shall consider the allocation of directors' gratuity as appropriate in accordance with the duties of each director.

The Composition of the Directors' remunerations are as follows:

Composition of the directors' remunerations	2023 (Proposed Year)	2022
<b>1. Monthly remuneration for the Board of Directors, and Meeting allowance for Sub-Committees</b>		
1.1 Monthly remuneration for the Board of Directors (Baht/Person) <sup>(1)</sup>		
- Chairman	120,000	120,000
- Director (Non-executive director and Independent director)	50,000	50,000
1.2 Meeting allowance for Sub-Committees (Baht/Person/Meeting) <sup>(2)</sup>		
<u>Audit Committee</u>		
- Chairman	25,000	25,000
- Member	15,000	15,000
<u>Nomination and Remuneration Committee</u>		
- Chairman	25,000	25,000
- Member	15,000	15,000
<u>Corporate Governance Committee</u>		
- Chairman	25,000	25,000
- Member	15,000	15,000
<b>2. Other Benefits</b>	none	none
<b>3. Gratuity (Baht)<sup>(3)</sup></b>	9,600,000	9,600,000
<b>4. Total annual budget (Baht)</b>	17,220,000	17,220,000

*Remarks:* (1) Executive Directors shall not be entitled to directors' monthly remuneration.

(2) The Meeting allowance is payable to sub-committee members (only independent directors and non-executive directors) based on their meeting attendance. The members of the Executive Committee, the Risk Management Committee and the Investment Committee consist of executive directors and senior executives of the Company; therefore, they shall not be entitled to the Meeting allowance.

(3) To be calculated based on the dividends paid to the shareholders each year and payable in accordance with the duties and responsibilities of each director's performance.

**Board of Directors' opinion:** The Board of Directors has considered and agreed with the Nomination and Remuneration Committee's proposal and deemed it appropriate to propose that the Annual General Meeting of Shareholders considers and approves the budget for the remunerations of directors for the year 2023, and the gratuity in the amount of THB 17,220,000 (Seventeen Million Two Hundred and Twenty Thousand Baht) which is equal to the budget that was approved by the 2022 Annual General Meeting of Shareholders. After the Annual General Meeting of Shareholders approves the gratuity to the Board of Directors, the Chairman of the Board of Directors shall be authorized to allocate the gratuity to directors in accordance with the duties of each director.

**Required votes for Resolution:** This agenda requires a resolution by the Annual General Meeting of Shareholders for approval with the votes of not less than two-thirds of the total votes of the shareholders who attend the meeting.

**Agenda No. 7 To consider the appointment of the auditors and fix the auditors' remuneration for the year 2023**

**Fact and Rationale:** In compliance with Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 44 of the Company's Articles of Association, which stipulates that the Annual General Meeting of Shareholders shall appoint an auditor and fix the auditors' remunerations every year.

After due consideration of the knowledge, ability and experience in auditing as well as price aspect according to the Company's auditor selection process, the Audit Committee was of the view that KPMG Phoomchai Audit Limited is suitable due to they are a reliable audit firm with a wide range of auditing experience in the life insurance business. They are independent, impartial, and able to perform their duties in accordance with reliable international auditing standards. Therefore, the Audit Committee deemed it appropriate to propose to the Board of Directors in order to further propose to the Annual General Meeting of Shareholders to consider appointing the auditors and fix the auditor's remunerations for the year 2023 with the following details:

1. Appoint the auditors from KPMG Phoomchai Audit Limited as the Company's auditors for the year 2023, namely:

<u>Auditors</u>	<u>CPA Registration No.</u>	<u>No. of years of signing to certify the Company's Financial Statement</u>
1. Miss Pantip Gulsantithamrong	4208	6 (From 2017 - 2022)
2. Mr. Chanchai Sakulkoedsin	6827	-
3. Mr. Chokechai Ngamwutikul	9728	-

One of the aforementioned Auditors will audit and express opinions on the Company's financial statement; in the event that those auditors cannot perform their duties, KPMG Phoomchai Audit

Limited shall assign the others of its auditors to do so in their replacement. All 3 Auditors received approval from the Securities and Exchange Commission and have no relationship, or interest, or related transaction that may cause conflicts of interest with the Company, executives, and major shareholders, or persons related to such persons.

- Fix the audit fee for the year 2023 in the amount of THB 3,653,000, which is equal to the audit fee approved in 2022 with the following details:

(Unit: Baht)

Audit fees	2023	2022	Change
- To audit the annual financial statements	2,738,000	2,738,000	-
- To audit the quarterly financial statements	915,000	915,000	-
<b>Total audit fees</b>	<b>3,653,000</b>	<b>3,653,000</b>	-

The above audit fees inclusive of travel expenses and other expenses which are related to the audit of financial statements but exclusive of other service fees (Non-Audit Fee), which is the review of half-year and annual Risk-Based Capital in the amount of THB 757,000.

**Board of Directors' opinion:** The Board of Directors has considered and agreed with the Audit Committee's proposal and deemed it appropriate to propose that the Annual General Meeting of Shareholders considers and appoints Miss Pantip Gulsantithamrong, CPA Registration No. 4208, or Mr. Chanchai Sakulkoedsin, CPA Registration No. 6827, or Mr. Chokechai Ngamwutikul, CPA Registration No. 9728 from KPMG Phoomchai Audit Limited to be the Company's auditors for the year 2023, and in case, the aforementioned auditors are unable to perform their duties, KPMG Phoomchai Audit Limited shall assign the others to do so in their replacement, and fixes the auditors' remunerations for the year 2023 in the amount of THB 3,653,000, which is equal to the amount that was approved by the 2022 Annual General Meeting of Shareholders.

**Required votes for Resolution:** This agenda requires a resolution by the Annual General Meeting of Shareholders for approval with the majority votes of shareholders who attend the meeting and cast their votes.

**Agenda No. 8** To consider and approve the amendment of the Company's Articles of Association

**Fact and Rationale:** In order to update the information of sub-committees, it is deemed appropriate to propose the amendment of Article 5 of the Company's Articles of Association (the "AOA"). In order to make the Board of Directors' meetings more flexible, therefore, it is deemed appropriate to propose to amend Article 29 of the AOA. In addition, in order to follow the Public Limited Companies Act (No. 4) B.E. 2565 (1992) by adding a method to publish invitation letter to shareholders' meetings and to publish written notice of dividend payments via electronic means, therefore, it is deemed appropriate to propose to amend Article 40 and Article 49 of the AOA. The details of the amendments are as follows:

The current AOA	The AOA proposed to amend
<p><b>Article 5</b> Unless otherwise expressly stated herein, the following terms shall have the following meanings:</p> <p>“Sub-Committee” means the Audit Committee, Executive Committee, Risk Management Committee, and/or any other sub-committee that reports directly to the board of directors.</p>	<p><b>Article 5</b> Unless otherwise expressly stated herein, the following terms shall have the following meanings:</p> <p>“Sub-Committee” means the Audit Committee, <u>Corporate Governance Committee, Nomination and Remuneration Committee</u>, Executive Committee, Risk Management Committee, <u>Investment Committee</u>, and/or any other sub-committee that reports directly to the board of directors.</p>
<p><b>Article 29</b> The board of directors shall hold a meeting at least once every three months in the locality of the head office of the Company or at any other place as the board considers appropriate. An annual written schedule of planned board meetings shall be prepared as soon as possible after the commencement of each financial year, and any changes to the planned meeting dates set out therein shall be notified to each director without delay.</p> <p>All meetings of the board of directors shall be held in English, and all documents in relation to the meeting of the board of directors shall be prepared in Thai and English.</p>	<p><b>Article 29</b> The board of directors shall hold a meeting at least once every three months in the locality of the head office of the Company or at any other place as the board considers appropriate. An annual written schedule of planned board meetings shall be prepared as soon as possible after the commencement of each financial year, and any changes to the planned meeting dates set out therein shall be notified to each director without delay.</p> <p>All meetings of the board of directors shall be held in <u>Thai or</u> English, and all documents in relation to the meeting of the board of directors shall be prepared in Thai and English.</p>
<p><b>Article 40</b> To convene a shareholders meeting, the board of directors shall send written notice calling for such meeting, specifying the place, date, time, agenda and matters to be proposed to the meeting, together with sufficient details, as well as clearly indicating whether such business is proposed for acknowledgment, approval or consideration, as the case may be, including the opinion of the board of directors.</p>	<p><b>Article 40</b> To convene a shareholders meeting, the board of directors shall send written notice calling for such meeting, specifying the place, date, time, agenda and matters to be proposed to the meeting, together with sufficient details, as well as clearly indicating whether such business is proposed for acknowledgment, approval or consideration, as the case may be, including the opinion of the board of directors.</p>

The current AOA	The AOA proposed to amend
<p>Such written notice shall be delivered to the shareholders and the registrar at least seven days prior to the date of the meeting, and shall be published in the newspaper at least three days prior to the meeting. Notice, minutes of a shareholders meeting, and/or any other related documents provided to shareholders, shall be prepared in Thai and English.</p>	<p>Such written notice shall be delivered to the shareholders and the registrar at least seven days prior to the date of the meeting, and shall be published in the newspaper <u>or via electronic means</u> at least three days prior to the meeting. Notice, minutes of a shareholders meeting, and/or any other related documents provided to shareholders, shall be prepared in Thai and English.</p>
<p><b>Article 49</b> Dividends shall not be paid other than out of profits. If the Company has accumulated loss, no dividends shall be paid.</p> <p>By a resolution of a shareholders meeting, the Company may pay all or any part of dividends in the form of stock dividend by issuing new ordinary shares to shareholders.</p> <p>The board of directors may, from time to time, pay interim dividends to shareholders if it appears to the board that the Company's profit justifies such payment. The payment thereof shall be reported to the shareholders at the next shareholders meeting.</p> <p>Dividend payment shall be made within one month from the date of a resolution of a shareholders meeting, or a meeting of the board of directors, as the case may be, and written notice thereof shall also be sent to shareholders and published in a newspaper; provided that the Company's having legally obtained approval of the calculation of the Company's profit for the benefit of paying dividends payment from the registrar.</p>	<p><b>Article 49</b> Dividends shall not be paid other than out of profits. If the Company has accumulated loss, no dividends shall be paid.</p> <p>By a resolution of a shareholders meeting, the Company may pay all or any part of dividends in the form of stock dividend by issuing new ordinary shares to shareholders.</p> <p>The board of directors may, from time to time, pay interim dividends to shareholders if it appears to the board that the Company's profit justifies such payment. The payment thereof shall be reported to the shareholders at the next shareholders meeting.</p> <p>Dividend payment shall be made within one month from the date of a resolution of a shareholders meeting, or a meeting of the board of directors, as the case may be, and written notice thereof shall also be sent to shareholders and published in a newspaper <u>or via electronic means</u>; provided that the Company's having legally obtained approval of the calculation of the Company's profit for the benefit of paying dividends payment from the registrar.</p>

The current AOA	The AOA proposed to amend
The Company shall pay dividends to shareholders at the rate of not less than 30% of its net profit after taxes in each fiscal year, provided that the Company has complied with all applicable laws and adequate provision being made for the Company's capital requirements and liabilities.	The Company shall pay dividends to shareholders at the rate of not less than 30% of its net profit after taxes in each fiscal year, provided that the Company has complied with all applicable laws and adequate provision being made for the Company's capital requirements and liabilities.

Furthermore, it was appropriate to propose that the shareholders considers and approves the delegation of power to any of the authorized directors of the Company and/or any person authorized by such authorized directors to have the authority to sign (without the Company's seal affixed) on the applications and other necessary documents relating to such amendments of the AOA which are required to be submitted to the registrar, the Department of Business Development, the Ministry of Commerce (the "MOC"), and to make any amendment or change to such relevant applications or documents relating to the amendment of the AOA which required to be submitted to the MOC, including to take any actions (including sub-delegation) relevant to and necessary for the aforementioned matters as deemed appropriate and in accordance with applicable laws, rules and regulations, and interpretation of relevant government authorities, including to act as advised or ordered by the registrar or officers.

**Board of Directors' opinion:** The Board of Directors deemed it appropriate to propose that the Annual General Meeting of Shareholders considers and approves the amendments of the Company's Articles of Association, Article 5, in order to update the information of sub-committees, Article 29, in order to make the Board of Directors' meetings more flexible, Article 40 and Article 49, in order to follow the Public Limited Companies Act (No. 4) B.E. 2565 (1992) by adding a method to publish invitation letter to shareholders' meetings via electronic means to Article 40, and adding a method to publish written notice of dividend payments via electronic means to Article 49, as well as the delegation of power to any of the authorized directors of the Company and/or a person authorized by such authorized directors to undertake any relevant actions to the registration of the amendments of the Company's Articles of Association.

**Required votes for Resolution:** This agenda requires a resolution by the Annual General Meeting of Shareholders for approval with the votes of not less than three-fourths of the total votes of shareholders who attend the meeting and have the right to vote.

**Agenda No. 9 Other businesses (if any)**

You are cordially invited to attend the Annual General Meeting of Shareholders for the year 2023 on the date, time, and venue stated above or via electronic meeting. For shareholders who wish to attend the physical meeting, the Company has arranged a distance between each seat; therefore, the number of available seats in the meeting room is limited. In case of full reservation, the Company reserves the right not to allow shareholders and proxies to enter the meeting room.

For shareholders who wish to attend the meeting via electronic meeting, the registration to attend the electronic meeting shall be opened from 18<sup>th</sup> - 27<sup>th</sup> April 2023 until the meeting is finished. The shareholders are advised to familiarize themselves with the Guidelines for Meeting Registration, Attending the Meeting, Asking questions or Making Comments, Proxy Appointments, Votes Casting, and Votes Counting in Enclosure 8 and the Procedures for attending the 2023 Annual General Meeting of Shareholders at the meeting venue and via E-Meeting in Enclosure 9.

In case the shareholders wish to appoint a person or an independent director of the Company (the list of the Independent Directors is in Enclosure 6) to act as a proxy in attending the meeting and vote on your behalf, please submit the Proxy Form A, Form B, or Form C (Please select one of the forms as in Enclosure 7 or can be printed from the Company's website at <https://investor.thailife.com/en/document/shareholder-meetings>) along with supporting documents and deliver them to the Company by a prepaid envelope (attached hereto as Enclosure 10) by Friday, 21<sup>st</sup> April 2023 at 17.00 hours. For shareholders who wish to attend the meeting via electronic meeting, you can submit the proxy documents during the registration process via e-Meeting as another channel (According to the Procedures for attending the 2023 Annual General Meeting of Shareholders at the meeting venue and via E-Meeting in Enclosure 9)

In addition, the Company set the record date for the rights of shareholders to attend the Annual General Meeting of Shareholders for the year 2023 on 10<sup>th</sup> March 2023.

Very Truly Yours,

Thai Life Insurance Public Company Limited



(Ms. Suneenart Tanaphantarak)

Company Secretary

By order of the Board of Directors



**Minutes of the 2022 Annual General Meeting of Shareholders  
Thai Life Insurance Public Company Limited  
Held on Friday, 1<sup>st</sup> April 2022, at 14.00 hours  
At Conference Room, 3<sup>rd</sup> floor of Thai Life Insurance Building 1,  
No. 123 Ratchadapisek Road, Dindaeng Sub-District, Dindaeng District, Bangkok**

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**Meeting convened at 14.00 hours**

Before convening the meeting, Ms. Suneenart Tanaphantarak, Company Secretary, reported to the meeting that Article 42 of the Company's Articles of Association (the "AOA") stipulated that the Chairman of the Board of Directors shall be the chairman of the shareholders' meeting. Therefore, Gen. Winai Phattiyakul was invited to serve as the Chairman of the Meeting (the "Chairman").

The list of the Company's directors and executives who attended the meeting, including invitees who were allowed to attend the meeting, was as follows:

**Directors Present:**

- |                                  |  |
|----------------------------------|--|
| 1. Gen. Winai Phattiyakul        | Chairman   |
| 2. Mr. Pakorn Malakul na Ayudhya | Independent Director and Chairman of the Corporate Governance Committee  |
| 3. Mr. Chai Chaiyawan            | Director, Chairman of the Executive Committee, and Chief Executive Officer                                     |
| 4. Mrs. Varang Chaiyawan         | Director, Chairman of the Investment Committee, Executive Committee Member, and Deputy Chief Executive Officer |
| 5. Mr. Thanya Jarernsuk          | Director, Secretary to the Board of Directors, and Corporate Governance Committee Member                       |
| 6. Mr. Prin Malakul na Ayudhya   | Director   |

**Directors Attended the Meeting via Google Meet System:**

- |                                    |   |
|------------------------------------|---|
| 1. Mr. Thirachai Phuvanatanarubala | Independent Director and Chairman of the Audit Committee  |
| 2. Ms. Quanvari Pramroj na Ayudhya | Independent Director and Chairman of the Nomination and Remuneration Committee, and Audit Committee Member                            |
| 3. Mr. Amnart Wongpinitwarodom     | Independent Director, Audit Committee Member, Nomination and Remuneration Committee Member, and Corporate Governance Committee Member |
| 4. Gen. Ponpipaat Benyasri         | Independent Director and Corporate Governance Committee Member  |
| 5. Mrs. Srisuda Pulpipatanan       | Director and Chairman of the Risk Management Committee  |

**Executives Present:**

- |                                |  |
|--------------------------------|--|
| 1. Mr. Kean Hin Lim            | President  |
| 2. Ms. Valya Kruatrachue       | Senior Vice President, Investor Relations Office |
| 3. Ms. Suneenart Tanaphantarak | Senior Vice President and Company Secretary      |

(Translation)

**Executives Attended the Meeting via Google Meet:**

1. Mr. Michael Heang Ly Chief Financial Officer
2. Mrs. Chutima Chandrakulsiri Senior Vice President, Accounting and Finance Group

**Other invitees being allowed to attend the Meeting**

1. Ms. Pantip Gulsantithamrong Auditor, KPMG Phoomchai Audit Limited (Attended the meeting for the agenda no. 3)
2. Ms. Sirikorn Tranukyos Interpreter (Attended the meeting via Google Meet System)

**Advisors of the Project Solar from Capital Nomura Securities Public Company Limited Attended the Meeting for the Agenda No. 8 and Agenda No. 9**

3. Mr. Somchai Thongchai Managing Director (Present at the meeting)
4. Mr. Wisarut Aungsupakorn Senior Vice President (Attended the meeting via Google Meet System)
5. Mr. Nanthapat Kaewpradit Senior Vice President (Attended the meeting via Google Meet System)
6. Ms. Jaravee Metasatidsuk Associate (Attended the meeting via Google Meet System)

**Advisors of the Project Solar from Allen & Overy (Thailand) Company Limited Attended the Meeting for the Agenda No. 8 and Agenda No. 9**

7. Ms. Noparat Kaewsringarm Partner (Present at the meeting)
8. Mr. Arthit Hemara Counsel (Attended the meeting via Google Meet System)
9. Ms. Neeramas Jirungwong Associate (Attended the meeting via Google Meet System)

**Advisors of the Project Solar from Kiatnakin Phatra Securities Public Company Limited Attended the Meeting for the Agenda No. 8 and Agenda No. 9**

10. Ms. Manita Phuwanaset Assistant Managing (Attended the meeting via Google Meet System)
11. Mr. Sarun Lertpanyaroj Senior Associate (Attended the meeting via Google Meet System)
12. Mr. Sittinut Wongsuttapakorn Analyst (Attended the meeting via Google Meet System)

The Chairman welcomed and thanked the shareholders for their attendance and informed the meeting that there were 25 shareholders attending the meeting in person and by proxy, holding an aggregate number of 9,557,198,300 shares (nine billion, five hundred fifty-seven million, one hundred ninety-eight thousand, three hundred shares), which represented 90.16 percent of the total Company's shares sold of 10,600,000,000 shares, constituting a quorum as stipulated by law and the Company's AOA. Therefore, the Chairman declared the meeting duly convened.

The Chairman informed the meeting that there were 6 directors attending the meeting in person and there were 5 directors attending the meeting electronically, totaling 11 directors, which represented 91.66 percent of the total number of directors whose names were as presented above. Subsequently,

(Translation)

the Chairman introduced each director and asked Ms. Suneenart Tanaphantarak to introduce the Company's executives, including other attendees who were allowed to attend the meeting, and inform the meeting procedure, vote casting, vote counting, and other details pertaining the meeting.

Ms. Suneenart Tanaphantarak informed the meeting that other attendees who were allowed to attend the meeting consisted of the Company's executives, including a representative from an audit firm and representatives from Capital Nomura Securities Public Company Limited, Kiatnakin Phatra Securities Public Company Limited, and Allen & Overy (Thailand) Company Limited attended the meeting in person and electronically according to the names as presented above.

The meeting was conducted amidst the outbreak of COVID-19 pandemic. Before attending the meeting, attendees must be subject to a temperature check at the building entrance. Furthermore, the Company also sprayed disinfectant solution in the meeting room and on tables, chairs, and microphones, and provided alcohol gel hand sanitizers on various spots and each table in the meeting room, as well as asked for cooperation from all shareholders to wear a face mask throughout the meeting session and refrain from eating in the meeting room in order to reduce the risk of COVID-19 spreading.

In addition, Ms. Suneenart Tanaphantarak informed the meeting of the vote casting, vote counting, and other details as below:

Article 41 paragraph two of the Company's AOA required that shareholders who did not have Thai nationality were entitled to bring an interpreter to attend the meeting, unless the Company had provided an interpreter. Today, Meiji Yasuda Life Insurance Company, the Japanese shareholder, appointed Mr. Nobuyuki Makino as a proxy to attend the meeting. Therefore, the Company provided Ms. Sirikorn Tranukyos as an interpreter.

For the voting method in each agenda in accordance with Article 43 of the Company's AOA, one share shall always represent one vote. A shareholder who had a special interest in any matter proposed for a resolution shall not be entitled to vote on such matter, except for voting on the election of directors, which shall not be subject to any prohibitions.

In casting votes, the Company prepared the ballots for each shareholder in order to facilitate the use of voting rights in the meeting. The ballots comprised the list of meeting agendas as set out in each of the ballot. In the case that any meeting agenda contained multiple items, the Company would propose the meeting to pass a resolution in each item one by one, such as Agenda No. 5: To consider and approve the election of directors in replacement of those whose term will expire, etc.

Casting votes in the ballots:

- Any shareholder wishing to **“Disapprove”** or **“Abstain”** must affix a mark and signature in the ballot, and raise hands for the meeting staff to pick up the ballot for vote counting.
- Any shareholder wishing to **“Approve”** need not to affix a mark nor submit the ballot to the meeting staff as the Company would deduct the number of votes cast to **“Disapprove”** and **“Abstain”** from the total votes of the shareholders attending the meeting on each of such agenda. The remaining votes would be regarded as votes cast to **“Approve”**.

(Translation)

In a normal case, a resolution of the meeting shall be passed by majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have an additional casting vote. For the voting on Agenda No. 6: To consider and approve the remuneration of directors for the year 2022 and the gratuity of directors, which, in accordance with Section 90 paragraph two of the Public Limited Companies Act B.E. 2535 (1992) (as amended), shall be passed by votes of not less than two-thirds of the votes of the shareholders who attend the meeting, and Agenda No. 8: To consider and approve the amendments of the Company's Articles of Association, which, in accordance with Article 56 of the Company's AOA, shall be passed by votes of not less than three-fourths of the votes of the shareholders who attend the meeting and have the right to vote.

After that, Ms. Suneenart Tanaphantarak invited the Chairman to conduct the meeting according to the following agenda items:

**Agenda No. 1**                    **To consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021, held on 1<sup>st</sup> October 2021**

The Chairman proposed the meeting to consider and adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021, held on 1<sup>st</sup> October 2021. The details of which had been distributed to all shareholders with the invitation letter (Enclosure No. 1). The Board of Directors was of the view that the said Minutes had been recorded accurately and completely, and it was deemed appropriate to propose to the shareholders' meeting for adoption.

The Chairman then requested the meeting to consider the said Minutes, and asked if any shareholders wished to amend such Minutes, the shareholders shall propose any amendment to the meeting for consideration and adoption.

As there was no shareholder proposed any amendment to the said Minutes, the Chairman then requested the meeting to consider and adopt the Minutes.

**RESOLVED THAT:** The meeting unanimously resolved to adopt the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 with no amendments and the voting results as follows:

Approval	9,557,198,300	votes	representing	100.00%
Disapproval	-	vote	representing	-
Abstention	-	vote	representing	-

**Agenda No. 2**                    **To acknowledge the report on the Company's operating results for the year ended 2021**

The Chairman assigned Mr. Chai Chaiyawan, Director and Chief Executive Officer, to report the Company's operating results for the year ended 2021 to the meeting.

Mr. Chai Chaiyawan declared to the meeting that the Board of Directors had prepared the report on the Company's operating results and the significant changes for the year ended 2021, details of which were shown in the 2021 Annual Report as set out in Enclosure No. 2.

The Company's operating results for the year 2021 were as follows:

(Translation)

1. Premium

The Company's total gross premium was THB 90,451 million, which decreased from the year 2020 by 0.90%, which comprises of

1.1 The Company's first-year premium was THB 10,121 million, which decreased from the year 2020 by 33.97%.

1.2 The Company's single premium was THB 7,362 million, which increased from the year 2020 by 51.73%.

1.3 The Company's renewal premium was THB 72,968 million, which increased from the year 2020 by 2.64%.

The reason of the decrease in the total gross premium was due to the decreased first-year premium following the outbreak of COVID-19 pandemic, whereas the single premium and the renewal premium were increased when compared to the year 2020.

2. Investment income

The Company's investment income was THB 19,117 million, which increased from the year 2020 by THB 3,147 million or 19.71% due to profit from the sales of equity shares and foreign investment units. The Company's investment income per average investment assets was at 3.94%, the investment income per average total assets was at 3.72%, and the investment income per average life policy reserve was at 4.91%.

3. Policy benefit payments

The Company's total policy benefit payments were THB 53,458 million, which increased from the year 2020 by THB 3,494 million or 6.99% mainly due to the maturity which increased by THB 1,724 million or 6.7%, and the death or accident claims, which increased by THB 1,073 million or 19.07%, due to the impact from the outbreak of COVID-19 pandemic. As a result, the total policy benefit payments per gross premium accounted for 59.10%, which increased by 4.36%.

4. Expenses in comparison with net premiums earned

The Company's net premiums earned was THB 90,104 million, which decreased from the year 2020 by THB 1,110 million. The ratios as compared to the net premiums earned were as follows:

- Long term technical reserve per net premiums was at 30.94%, which decreased from the year 2020 by 2.41%.
- Benefit payments and insurance claims expenses per net premiums were at 58.61%, which increased from the year 2020 by 3.83%.
- Commissions and brokerage and other underwriting expenses per net premiums were at 11.41%, which decreased from the year 2020 by 2.03%.
- Operating expense ratios per net premiums were at 6.72%, which increased from the year 2020 by 0.89%.

5. Financial ratios (According to the separate financial statements for the year 2021)

The Company's financial ratios were better than the standard criteria of the Office of Insurance Commission as follows:

- 1) CAR Ratio was at 355.22%, which decreased from the year 2020 by 2.46%.
- 2) Shareholders' equity was THB 86,384 million, which increased from the year 2020 by 11.74%.

(Translation)

- 3) Investment asset ratio per insurance reserve was at 125.73%, which increased from the year 2020 by 2.51%.
- 4) Investment return ratio (excluding profit (loss) from sales of securities) was at 3.24%, which decreased from the year 2020 by 0.20%.
- 5) Return ratio per shareholders' equity was at 10.76%, which increased from the year 2020 by 0.55%.
- 6) First-year underwriting expense ratio per first-year premium was at 44.05%, which decreased from the year 2020 by 3.28%.
- 7) Renewal-year underwriting expense ratio per renewal-year premium was at 11.21%, which decreased from the year 2020 by 0.24%.

The Chairman proposed the meeting to ask any questions about the Company's operating results for the year ended 2021; thereafter, there was no question from any shareholders.

The meeting acknowledged the report on the Company's operating results for the year ended 2021.

**Agenda No. 3**                    **To consider and approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ended 31st December 2021**

The Chairman assigned Mr. Chai Chaiyawan, Director and Chief Executive Officer, to report the meeting for considering the Company's Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ended 31st December 2021, which had been audited and certified by the public certified accountants and had been reviewed by the Audit Committee.

Mr. Chai Chaiyawan declared to the meeting that in compliance with Section 112 of the Public Limited Companies B.E. 2535 (1992) (as amended) and Article 47 of the Company's AOA, the Company prepared its Statement of Financial Position and Statement of Comprehensive Income as at the end of the fiscal year of the Company, details of which were shown in the Company's financial statements for the year ended 31 December 2021 and the Auditor's Report in Enclosure No. 3, with the significant information which could be summarized as follows:

**Income statement**

- The Company's total revenues were THB 109,662 million, which increased by THB 2,184 million or 2.03% due to profit from the sales of equity shares and foreign investment units.
- The Company's total expenses were THB 98,444 million, which increased by THB 386 million or 0.39% due to benefits payments and insurance claims expenses and expected loss credit from foreign juristic debentures.
- The Company's net profit was THB 8,810 million, which increased from 2020 by THB 1,282 million or 17.03%.

**Statement of financial position**

- The Company's total assets were THB 533,659 million, which increased by THB 40,091 million or 8.12%, mainly from investments in government bonds and foreign currency investment units.

(Translation)

- The Company's total liabilities were THB 447,275 million, which increased by THB 31,016 million or 7.45%, mainly from insurance contract liabilities and derivative liabilities.
- The Company's total of shareholders' equity was THB 86,384 million, which increased from 2020 by THB 9,075 million or 11.74%, mainly from the 2021 net profit.

The Chairman proposed the meeting to ask any questions on this matter; thereafter, there was no question from any shareholders. The Chairman then requested the meeting to pass the resolution.

**RESOLVED THAT:** The meeting unanimously resolved to approve the Company's Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ended 31st December 2021, which had been audited and certified by the public certified accountants, with the voting results as follows:

Approval	9,557,198,300	votes	representing	100.00%
Disapproval	-	vote	representing	-
Abstention	-	vote	representing	-

**Agenda No. 4**      **To consider and approve the appropriation of profit as legal reserve and the dividend payment**

The Chairman assigned Mr. Chai Chaiyawan, Director and Chief Executive Officer, to report the meeting for considering the appropriation of profit as legal reserve and the dividend payment.

Mr. Chai Chaiyawan declared to the meeting that in accordance with Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 50 of the Company's AOA, the Company shall allocate not less than 5% of the annual net profit as a reserve fund, less the accumulated losses brought forward (if any), until the reserve fund attains an amount not less than 10% of the registered capital.

On 1<sup>st</sup> October 2021, the Company increased its registered capital in the amount of THB 1,000,000,000; therefore, the Company was required to appropriate its net profit as additional legal reserve in the amount of THB 100,000,000, amounting to the total legal reserve that the Company has to allocate as at 31<sup>st</sup> December 2021 in the amount of THB 1,160,000,000.

For the Company's 2021 operating results, the Company recorded its net profit of THB 8,810,137,032 (Eight Billion, Eight Hundred and Ten Million, One Hundred Thirty-Seven Thousand, Thirty-Two Baht), and the basic earnings per share of THB 0.83 (Eighty-Three Satang). In accordance with Section 115 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 49 of the Company's AOA, the Company can pay dividends to shareholders. The Company's Dividend Policy and its AOA stipulate that the Company shall pay dividends to shareholders at the rate of not less than 30% of the net profit after tax of each fiscal year provided that it has to comply with all applicable laws, and adequate legal reserves being appropriated from the annual net profit for the Company's capital requirements and liabilities.

(Translation)

The Board of Directors deemed it appropriate to propose the shareholders' meeting to approve the appropriation of net profit from the Company's operating results for the year 2021 as legal reserve and the dividend payment as follows:

1. To appropriate the net profit as legal reserve in the amount of THB 100,000,000 (One Hundred Million Baht).

2. To pay dividends to shareholders at the rate of THB 0.25 (Twenty-Five Satang) per share, calculated from total number of the issued and paid-up shares in the amount of 10,600,000,000 shares (Ten Billion Six Hundred Million shares), being the total dividend payment of THB 2,650,000,000 (Two Billion Six Hundred Fifty Million Baht), accounting for 30.08% of the annual net profit of 2021. The said dividends shall be paid to the shareholders whose names are listed in the Company's shareholder registration book as of 1<sup>st</sup> April 2022 upon the approvals of the shareholders' general meeting and the registrar under the Life Insurance Act B.E. 2535 (1992) (as amended).

The Chairman proposed the meeting to ask any questions on this matter; thereafter, there was no question from any shareholders. The Chairman then requested the meeting to pass the resolution.

**RESOLVED THAT:** The meeting unanimously resolved to approve the appropriation of profit from the Company's operating results for the year 2021 as legal reserve and the dividend payment as proposed by the Board of Directors, with the voting results as follows:

Approval	9,557,198,300	votes	representing	100.00%
Disapproval	-	vote	representing	-
Abstention	-	vote	representing	-

**Agenda No. 5**      **To consider and approve the election of directors in replacement of those whose term will expire**

The Chairman assigned Mr. Amnart Wongpinitwarodom, Independent Director, Audit Committee Member, Corporate Governance Committee Member and Nomination and Remuneration Committee Member to report the meeting for considering and approving the election of directors in replacement of those directors whose term will expire.

Mr. Amnart Wongpinitwarodom reported to the meeting that in accordance with Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 23 of the Company's AOA, it was required that at every annual general meeting of shareholders, one-third (1/3) of the existing number of directors shall vacate office. A director who vacated office was eligible for re-election.

In 2022, there were four directors who shall vacate office by rotation as follows:

1. Mr. Prin Malakul na Ayudhya      Director
2. Gen. Ponpipaat Benyasri      Independent Director, and Corporate Governance Committee Member
3. Ms. Quanvari Pramoj na Ayudhya      Independent Director, Chairman of the Nomination and Remuneration Committee, and Audit Committee Member

(Translation)

4. Mr. Kazunori Yamauchi

Director, and Nomination and Remuneration  
Committee Member

Under the Policy, Criteria and Procedures for Nomination and Remuneration of Directors, a person who is selected to be a director and an independent director shall possess appropriate qualifications and shall not have prohibited characteristics as prescribed by laws, rules, regulations, and other relevant requirements. In the selection process, the Nomination and Remuneration Committee shall take into consideration the appropriateness in accordance with the Company's composition and organizational structure. Besides, the Board of Directors' Charter specified that the tenure of an independent director shall not exceed a cumulative term of 9 years from the first day of service as an independent director. In the event that an independent director shall continue to serve on the Board, the Board of Directors shall reasonably consider the necessity of such appointment.

The Nomination and Remuneration Committee to the exclusion of interested directors had considered the profiles and qualifications of the directors as required by laws and relevant regulations, as well as the nomination process criteria in accordance with the good corporate governance principles, the Committee was of the view that (1) Mr. Prin Malakul na Ayudhya; (2) Gen. Ponpipaat Benyasri; and (3) Ms. Quanvari Pramoj na Ayudhya possess suitable qualifications, no prohibited characteristics as stipulated in the relevant laws, rules, regulations and other requirements, as well as having knowledge, abilities, and experience that are beneficial to the Company's business. They performed their duties independently with responsibilities, prudence, and integrity. For the upcoming Annual General Meeting of Shareholders, Ms. Quanvari Pramoj na Ayudhya, the independent director, the Chairman of the Nomination and Remuneration Committee and the Audit Committee Member, shall serve as an independent director for 9 years. The Nomination and Remuneration Committee was of the view that Ms. Quanvari Pramoj na Ayudhya possesses not only suitable qualifications but also high level of legal knowledge, abilities, and experience. Throughout her tenure, she has dedicated her knowledge, abilities, expertise, experience, and independently given opinions and advice that are beneficial to the Company, such as legal aspects and contracts. Therefore, the Nomination and Remuneration Committee deemed it appropriate to propose that the shareholders' meeting considers the re-election of these 3 directors to continue their office for another term.

Furthermore, Meiji Yasuda Life Insurance Company nominated Mr. Daisaku Shintaku to replace Mr. Kazunori Yamauchi and also proposed Mr. Daisaku Shintaku to be the Nomination and Remuneration Committee Member. After having considered his profile and qualification as specified in the regulation of the relevant regulator and required by laws and relevant regulations, as well as the nomination process criteria in accordance with the good corporate governance principles, the Nomination and Remuneration Committee was of the view that Mr. Daisaku Shintaku has knowledge, abilities, and experience which are beneficial to the Company's business, and deemed it appropriate to propose that the shareholders' meeting considers the appointment of Mr. Daisaku Shintaku as the director and the Nomination and Remuneration Member in replacement of Mr. Kazunori Yamauchi.

After due consideration, the Board of Directors (excluding the interested directors) agreed with the proposal of the Nomination and Remuneration Committee and deemed it appropriate to propose the meeting:

1. To re-elect (1) Mr. Prin Malakul na Ayudhya; (2) Gen. Ponpipaat Benyasri; and (3) Ms. Quanvari Pramoj na Ayudhya to continue their office for another term;

(Translation)

2. To appoint Mr. Daisaku Shintaku as the director and the Nomination and Remuneration Member in replacement of Mr. Kazunori Yamauchi.

The details of the qualifications, experience, knowledge and expertise of all four directors were shown in Enclosure No. 4.

The Chairman proposed the meeting to ask any questions on this matter; thereafter, there was no question from any shareholders. The Chairman, then requested the meeting to pass the resolution.

**RESOLVED THAT:** The meeting unanimously passed the resolutions as follows:

1. To re-elect Mr. Prin Malakul na Ayudhya to continue his office for another term with the voting results of 9,557,198,300 approval votes, no disapproval vote, and no abstention vote;
2. To re-elect Gen. Ponpipaat Benyasri to continue his office for another term with the voting results of 9,557,198,300 approval votes, no disapproval vote, and no abstention vote;
3. To re-elect Ms. Quanvari Pramroj na Ayudhya to continue her office for another term with the voting results of 9,557,198,300 approval votes, no disapproval vote, and no abstention vote;
4. To appoint Mr. Daisaku Shintaku as a director and the Nomination and Remuneration Member in replacement of Mr. Kazunori Yamauchi whose term will expire with the voting results of 9,557,198,300 approval votes, no disapproval vote, and no abstention vote.

**Agenda No. 6**      **To consider and approve the remuneration of directors for the year 2022 and the gratuity of directors**

The Chairman assigned Ms. Quanvari Pramroj na Ayudhya, Chairman of the Nomination and Remuneration Committee, to report the meeting for considering the remuneration of directors for the year 2022 and the gratuity of directors.

Ms. Quanvari Pramroj na Ayudhya declared to the meeting that Article 34 of the Company's AOA requires that directors are entitled to receive the remuneration from the Company in the form of rewards, meeting allowance, gratuity, bonus, or other forms of remuneration based upon the shareholders' consideration. The Company had established the Policy, Criteria and Procedures for Nomination and Remuneration of Directors for considering and equitably fixing the remuneration of directors in accordance with the duties for the utmost benefit of the Company, shareholders, and stakeholders, and complied with the good corporate governance principles. With regard to the gratuity, the Company would particularly consider it together with the dividends paid to the shareholders in each year as the calculation criteria. According to the said policy, the Nomination and Remuneration Committee shall take into account the practice of the same industry, the Company's performance, directors' knowledge, abilities and experience for review and submission to the Board of Directors and for further proposing the same to the shareholders' meeting.

After due consideration of the remuneration of directors according to the said policy, the Nomination and Remuneration with approval of the Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approve the budget for the remuneration of directors

(Translation)

for the year 2022, which are (1) the remuneration of THB 5,640,000 and (2) the meeting allowance of THB 1,980,000 and the gratuity of THB 9,600,000, amounting to a total of THB 17,220,000, details of which were shown in Enclosure No. 5.

Moreover, Ms. Quanvari Pramroj na Ayudhya also proposed the meeting to further consider about the person who will be authorized to allocate the gratuity for each director.

Mr. Thanya Jarernsuk, a shareholder's proxy, proposed the meeting that according to the Company's practice for the allocation of the director's gratuity, the shareholders' meeting would assign the Chairman of the Board of Directors to consider allocating the gratuity to directors in accordance with the duties of each director. Therefore, the shareholders' meeting was proposed to assign the Chairman of the Board of Directors to allocate such gratuity of directors for this year.

The Chairman proposed the meeting to ask any questions on this matter; thereafter, there was no additional question from any shareholders. The Chairman then requested the meeting to pass the resolution.

**RESOLVED THAT:** The meeting (excluding the directors who are shareholders) unanimously resolved to approve the remuneration of directors for the year 2022 and the gratuity of directors including assigning the Chairman of the Board of Directors to allocate such gratuity of directors as follows:

(1) the remuneration in the amount of THB 5,640,000 (Five Million, Six Hundred and Forty Thousand Baht);

(2) the meeting allowance in the amount of THB 1,980,000 (One Million, Nine Hundred and Eighty Thousand Baht); and

(3) the gratuity in the amount of THB 9,600,000 (Nine Million, Six Hundred Thousand Baht);

amounting to a total of THB 17,220,000 (Seventeen Million, Two Hundred and Twenty Thousand Baht only).

With the votes not less than two-thirds (2/3) of the total votes of the shareholders attending the meeting and having the right to vote, including abstentions in the calculation base, the details of which were as follows:

Approval	9,271,115,000	votes	representing	97.01%
Disapproval	-	vote	representing	-
Abstention	286,083,300	votes	representing	2.99%

**Agenda No. 7**      **To consider and approve the appointment of Company's auditors for the year 2022 and fixing of the auditors' remuneration**

The Chairman assigned Mr. Thirachai Phuvanatanarubala, Chairman of the Audit Committee, reported the meeting for considering the appointment of Company's auditors for the year 2022 and fixing of the auditors' remuneration.

Mr. Thirachai Phuvanatanarubala declared to the meeting that in compliance with Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) which stipulates that the annual general meeting of shareholders shall appoint an auditor and fix the auditors' remuneration every year.

(Translation)

In order for the Company to fix the auditor's remuneration for the year 2022 in accordance with the good corporate governance principles, the Company asked the 3 leading audit firms, namely (1) KPMG Phoomchai Audit Limited; (2) Deloitte Touche Tohmatsu Jaiyos Co., Ltd.; and (3) PricewaterhouseCoopers ABAS Ltd., to propose the remuneration. However, the Company received a proposal only from KPMG Phoomchai Audit Limited.

KPMG Phoomchai Audit Limited is a renowned audit firm with a wide range of auditing experience for various insurance companies, and full of experience personnel and global network to perform duties in accordance with the international auditing standards.

After due consideration of the quality and price aspect, the Audit Committee and the Board of Directors were of the view that KPMG Phoomchai Audit Limited was suitable because they performed their duties in a reliable manner in accordance with the international auditing standards during the past year. They also had no relationship or related transaction that might cause the conflicts of interest with the Company. Therefore, it deemed appropriate to propose that the shareholders' meeting to appoint Miss Pantip Gulsantithamrong, CPA Registration No. 4208 or Mr. Chanchai Sakulkoedsin, CPA Registration No. 6827 or Miss Aorapin Sinthawornkul, CPA Registration No. 9441 or Mr. Chokechai Ngamwutikul, CPA Registration No. 9728, in which case if they were unable to perform their duties, KPMG Phoomchai Audit Limited shall procure other certified public accountants to do so in their replacement. In addition, the remuneration rate for the audit of quarterly and year-end financial statements and the review of half-year and annual Risk-Based Capital, amounting to the total remuneration of THB 4,410,000, including travel expenses and other expenses which were related to the audit of financial statements, and were of the view that the remuneration rate was reasonable.

The Chairman proposed the meeting to ask any questions on this matter; thereafter, there was no question from any shareholders. The Chairman then requested the meeting to pass the resolution.

**RESOLVED THAT:** The meeting unanimously resolved to appoint Miss Pantip Gulsantithamrong, CPA Registration No. 4208; or Mr. Chanchai Sakulkoedsin, CPA Registration No. 6827; or Miss Aorapin Sinthawornkul, CPA Registration No. 9441; or Mr. Chokechai Ngamwutikul, CPA Registration No. 9728 from KPMG Phoomchai Audit Limited to be the Company's auditors for the year 2022, in which case if they were unable to perform their duties, KPMG Phoomchai Audit Limited shall procure other certified public accountants to do so in their replacement, and approve the remuneration for the audit of quarterly and year-end financial statements and the review of half-year and annual Risk-Based Capital, amounting to the total remuneration of THB 4,410,000 (Four Million, Four Hundred and Ten Thousand Baht), including travel expenses and other expenses which were related to the audit of financial statements, with the voting results as follows:

Approval	9,557,198,300	votes	representing	100.00%
Disapproval	-	vote	representing	-
Abstention	-	vote	representing	-

**Agenda No. 8**      **To consider and approve the amendments of the Company’s Articles of Association**

The Chairman assigned Mrs. Varang Chaiyawan, Director and Deputy Chief Executive Officer, to report the meeting for considering the amendments of the Company’s AOA.

Mrs. Varang Chaiyawan declared to the meeting that Agenda No. 8 and Agenda No. 9 were related to the Project Solar. In this regard, Ms. Noparat Kaewsringarm, the representative of legal advisor from Allen & Overy (Thailand) Company Limited, was invited to present the details to the meeting.

Ms. Noparat Kaewsringarm declared to the meeting that as the Company filed an application for listing its ordinary shares as listed securities on the Stock Exchange of Thailand (the “SET”) and also filed its current AOA as a supporting document to the said application with the SET. In this regard, the SET considered and advised the Company to amend its AOA and the Company submitted details of the amendments to the AOA as the supporting document for this agenda together with the invitation letter to all shareholders (Enclosure No. 6), details of which were as follows:

<b>Current AOA</b>	<b>Amended AOA</b>
<p>Article 13. The Company may not hold its own shares or take them in pledge, except in the following circumstances:</p> <p>(1) the Company may repurchase shares from a shareholder who votes against the resolution of the shareholders meeting to amend the Articles of Association of the Company in relation to the right to vote and the right to dividend payment, which is unfair in the view of such shareholder;</p> <p>(2) the Company may repurchase shares for the purpose of financial management when the Company has retained earnings and surplus liquidity, and such share repurchase does not cause the Company to encounter financial difficulties.</p> <p>The shares thereby held by the Company shall be not counted to constitute a quorum for shareholders meeting and shall not have the right to vote or to dividend payment.</p> <p>The Company shall dispose of the repurchased shares under paragraph one within the period prescribed by law. If the Company does not dispose of or is unable to dispose of all the shares within the said period, the Company shall reduce its paid-up capital by cancellation of such unsold</p>	<p>Article 13. The Company may not hold its own shares or take them in pledge, except in the following circumstances:</p> <p>(1) the Company may repurchase shares from a shareholder who votes against the resolution of the shareholders meeting to amend the Articles of Association of the Company in relation to the right to vote and the right to dividend payment, which is unfair in the view of such shareholder;</p> <p>(2) the Company may repurchase shares for the purpose of financial management when the Company has retained earnings and surplus liquidity, and such share repurchase does not cause the Company to encounter financial difficulties.</p> <p>The shares thereby held by the Company shall be not counted to constitute a quorum for shareholders meeting and shall not have the right to vote or to dividend payment.</p> <p>The Company shall dispose of the repurchased shares under paragraph one within the period prescribed by law. If the Company does not dispose of or is unable to dispose of all the shares within the said period, the Company shall reduce its paid-up capital by cancellation of such unsold</p>

Current AOA	Amended AOA
<p>registered shares.</p> <p>The repurchase of shares under paragraph one, and the disposition of shares and cancellation of shares under paragraph three shall be in accordance with the rules and procedures prescribed by law.</p>	<p>registered shares.</p> <p>The repurchase of shares under paragraph one, and the disposition of shares and cancellation of shares under paragraph three shall be in accordance with the rules and procedures prescribed by law.</p> <p>The repurchase of shares under the first paragraph must be approved by the shareholders' meeting except in the case where the Company is listed on the Stock Exchange of Thailand and the repurchase of shares is not more than ten percent of the paid-up capital to be the power of the Board of Directors to approve the repurchase of such shares.</p>
<p>Article 16. Shares in the Company are transferrable without any restrictions, except:</p> <p>(1) the said transfer would result in the Company losing any rights and benefits to which the Company is lawfully entitled;</p> <p>(2) the said transfer would result in the Company's shares being held by foreigners in excess of the ratio prescribed by the law on life insurance or any other relevant law.</p>	<p>Article 16. Shares in the Company are transferrable without any restrictions, except:</p> <p><del>(1) the said transfer would result in the Company losing any rights and benefits to which the Company is lawfully entitled;</del></p> <p><del>(2) the said transfer would result in the Company's shares being held by foreigners in excess of the ratio prescribed by the law on life insurance or any other relevant law.</del></p> <p>such transfer of shares causes non-Thai nationals to hold shares in the Company in excess of forty-nine percent of the total voting right and paid-up capital.</p>
<p>Article 29. The Board of Directors shall hold a meeting at least once every three months in the locality of the head office of the Company or at any other places as the board considers appropriate. An annual written schedule of planned board meetings shall be prepared as soon as possible after the commencement of each financial year, and any changes to the planned meeting dates set out therein shall be to each director without delay.</p>	<p>Article 29. The Board of Directors shall hold a meeting at least once every three months in the locality of the head office of the Company or at any other places as the board considers appropriate. An annual written schedule of planned board meetings shall be prepared as soon as possible after the commencement of each financial year, and any changes to the planned meeting dates set out therein shall be notified to each director without delay.</p>

Furthermore, for the ease of amendments to the AOA in various items, it was deemed appropriate to propose the meeting to consider and approve the delegation of power to any of the authorized directors of the Company to singly sign (without the Company's seal affixed) or execute relevant applications and documents relating to such amendments of the AOA which were required to be submitted to the Department of Business Development, the Ministry of Commerce (the "MOC"), and to make any amendment or change to such relevant applications or documents relating to the

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amendment of the AOA which were required to be submitted to the MOC, including to take any action (including sub-delegation) relevant to and necessary for the aforementioned matters as deemed appropriate and in accordance with relevant laws, rules and regulations, and interpretation of relevant government authorities, including to act as advised or ordered by the registrar or any competent officer.

Therefore, it was proposed to the meeting to consider and approve the amendments of the Company's AOA and the delegation of power to perform any relevant acts.

The Chairman proposed the meeting to ask any questions on this matter; thereafter, there was no question from any shareholders. The Chairman then requested the meeting to pass the resolution.

**RESOLVED THAT:** The meeting unanimously resolved to approve the amendments of the Company's AOA and the delegation of power to perform any relevant acts, with the voting results as follows:

Approval	9,557,198,300	votes	representing	100.00%
Disapproval	-	vote	representing	-
Abstention	-	vote	representing	-

**Agenda No. 9**      **To consider and approve the Information Sharing Charter with respect to Sharing of Information of the Company with Meiji Yasuda Life Insurance Company**

The Chairman assigned the advisors of the Project Solar to report the meeting for considering the Information Sharing Charter with respect to Sharing of Information of the Company with Meiji Yasuda Life Insurance Company.

Mr. Somchai Thongchai, the representative from Capital Nomura Securities Public Company Limited, declared to the meeting that as the Company had filed the registration statement and prospectus with the Securities and Exchange Commission (the "SEC Office") for the initial public offering ("IPO"); after having considered the contractual requirements under the Shareholders Agreement between V.C. Property Co., Ltd. and Meiji Yasuda Life Insurance Company ("MY"), the SEC Office and the legal advisor of the Company advised the Company to determine measures or guidelines relating to the information sharing to MY in accordance with the good corporate governance principles in order to prevent any impact on the rights of the Company's minority shareholders by providing the Charter on the Information Sharing to MY, including the information to be disclosed to MY according to the details specified in Attachment 1 of the said Charter, with the purpose of determining the framework, guidelines, and conditions for the information sharing to MY. The Company submitted a copy of the said Charter to all shareholders together with the invitation letter (Enclosure No. 7) as the supporting document for this agenda. However, the said Charter shall be effective from the date on which the registration of an increase of paid-up capital with the MOC after the IPO was completed.

Principle guidelines for sharing of the Company's information with MY are as follows:

- (1) The Company's information to be shared with MY under this Charter is limited to information relating to the Company due to MY's need to obtain, i.e. financial information and other information relating to the Company's business, operation or

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- financial condition and others information relating to the Company, in order for MY to perform its duties and obligations or to comply with applicable laws, accounting standards, rules and directions required by government authorities to which MY is subject, as imposed by Japanese laws and regulations (the “**Purpose**”). In this regard, MY must provide the Company with a written certification (the “**Certification**”) issued by a qualified legal professional under Japanese law which evidences and assures that such information is what MY needs to obtain to accomplish the Purpose.
- (2) Unless otherwise stated in clause (5) the sharing of the Company’s information with MY must adhere to the list of information required, timeline and conditions established in Attachment 1 to the Charter only.
  - (3) The sharing of the Company’s information with MY shall be exclusively disclosed to MY by: (i) a director of the Company who was nominated by MY; (ii) a member who was nominated by MY of one of the committees of the Company which report to the Board of Directors, if different to the person in (i); or (iii) personnel of MY who are seconded to the Company pursuant to the Secondment Agreement between MY and the Company.
  - (4) MY and the Company must enter into a non-disclosure agreement (the “**Non-Disclosure Agreement**”) under which MY will agree to keep confidential all information supplied by the Company to it, to disclose the information to its staff members on a need-to-know basis or to a limited group of persons, not to share the information with a third party (except if it is necessary to fulfill the Purpose and to the extent permitted by law), and not to use or permit the use of the information for securities trading purpose or for any illegal action, pursuant to details and conditions set out in the Non-Disclosure Agreement.
  - (5) Subject to the compliance by the Audit Committee or the Board of Directors with their fiduciary duties to the Company, the Audit Committee or the Board of Directors has authority to share the Company’s information, in addition to the list of information required as set out in Attachment 1 to the Charter, if MY delivers a certification in the same form as the Certification to the Company confirming that there is a change to the Japanese laws, accounting standards, rules, orders, guidelines or directions required by relevant government authorities to which MY is subject, as imposed by Japanese laws or regulations, which results in MY’s obligation to obtain additional information relating to the Company.
  - (6) The Board of Directors retains its own discretion, in accordance with the Directors’ fiduciary duties to deny or cancel the sharing of information with MY, if they conclude that sharing such information may cause damage to the Company.

The Chairman proposed the meeting to ask any questions on this matter; thereafter, there was no question from any shareholders. The Chairman then requested the meeting to pass the resolution.

**RESOLVED THAT:** The meeting (excluding the interested person) resolved to approve the Information Sharing Charter with respect to Sharing of Information of the Company with Meiji Yasuda Life Insurance Company, with a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions in the calculation base, the details of which were as follows:

(Translation)

Approval	7,967,198,300	votes	representing	100.00%
Disapproval	-	vote	representing	-
Abstention	1,590,000,000	votes	representing	-

**Agenda No. 10**      **Other businesses (if any)**

No shareholders proposed other matter to the meeting for consideration, the Chairman then expressed his sincere thanks to all shareholders who devoted their time to attend this meeting, and declared to adjourn the meeting.

**The meeting adjourned at 15.05 hours**

Signed ..... - signature - ..... Chairman of the Meeting  
(Gen. Winai Phattiyakul)

Signed ..... - signature - ..... Company Secretary  
(Ms. Suneenart Tanaphantarak)

Annual Registration Statement and Annual Report 2022 (Form 56-1 One Report)  
and the Sustainability Report 2022 in the QR code format



Form 56-1 One Report 2022



Sustainability Report 2022

In this regard, you can access the Company's annual reports at <https://investor.thailife.com/en/document/annual-reports>.

## Profile of the Nominating Director Proposed for Election

<b>Name-Surname</b>	Gen. Winai Phattiyakul		
<b>Type of Director</b>	<ul style="list-style-type: none"> <li>- Director</li> <li>- Chairman</li> </ul>		
<b>Age</b>	74 years old		
<b>Nationality</b>	Thai		
<b>Educational Background</b>	<ul style="list-style-type: none"> <li>- Bachelor of Science, Chulachomklao Royal Military Academy</li> <li>- Diploma in National Defence Course, Thailand National Defence College</li> <li>- Capital Market Academy Leadership Program Class 8, Capital Market Academy</li> <li>- Corporate Governance for Directors and Senior Executives of State Enterprises and Public Organizations Class 1</li> <li>- Top Executive Program in Commerce and Trade (TEPCoT) Class 4</li> <li>- Executive Program in Energy Literacy for a Sustainable Future Class 1</li> </ul>		
<b>Director Training Program</b>	- Director Accreditation Program (DAP) Class 177/2020, Thai Institute of Directors (IOD)		
<b>Date of Appointment as Director</b>	26 <sup>th</sup> April 2012		
<b>Term of Office for the BOD</b>	11 years		
<b>Experience</b>	2021 – present	Chairman of the Board of Directors	Thai Life Insurance Public Company Limited
	2018 – 2021	Vice Chairman of the Board of Directors	
	2012 - 2018	Director	
	2006 – 2008	Permanent Secretary for the Ministry of Defence	Ministry of Defence
	2002 – 2006	Secretariat to the Council of National Security	National Security Council
<b>Position in other listed companies</b>	None		
<b>Position in other businesses (non-listed companies)</b>	2014 – Present	Chairman of the Board of Directors	Millcon Steel Public Company Limited
	2002 – Present	Chairman of the Board of Directors	Thai San Miguel Liquor Co., Ltd.



Position in businesses that are in competition with/related to the Company's business	None
Shareholding in the Company	12,500 shares (as of 31 <sup>st</sup> December 2022)
Percentage of total shares with voting rights	0.0011%
Legal dispute in criminal cases (other than criminal cases with petty offences)	None
Meeting attendance in 2022	- Attending 8 of 8 the Board of Directors' Meetings.
Expertise/Performance during the directorship	- Gen. Winai Phattiyakul possesses experience and knowledge in organisation management, determining visions and strategies including taking his experience, knowledge and expertise for the purpose of performing his duties and providing fully support the Company's operations and the Board of Directors.

## Profile of the Nominating Director Proposed for Election

<b>Name-Surname</b>	<b>Mr. Amnart Wongpinitwarodom</b>		
<b>Type of Director</b>	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Audit Committee Member</li> <li>- Nomination and Remuneration Committee Member</li> <li>- Corporate Governance Committee Member</li> </ul>		
<b>Age</b>	66 years old		
<b>Nationality</b>	Thai		
<b>Educational Background</b>	<ul style="list-style-type: none"> <li>- Master of Economics, Thammasat University</li> <li>- Bachelor of Arts (Statistics), Thammasat University</li> </ul>		
<b>Director Training Program</b>	<ul style="list-style-type: none"> <li>- Director Certification Program (DCP) Class 37/2003 Thai Institute of Directors (IOD)</li> <li>- IT Governance and Cyber Resilience Program (ITG) Class 12/2019, Thai Institute of Directors (IOD)</li> <li>- Director Accreditation Program (DAP) Class 176/2020, Thai Institute of Directors (IOD)</li> <li>- Corporate Governance Program for Insurance (CIC) Class 3/2022, Thai Institute of Directors (IOD)</li> <li>- Advance Audit Committee Program (AACP) Class 44/2022, Thai Institute of Directors (IOD)</li> <li>- Ethical Leadership (ELP) Class 28/2022, Thai Institute of Directors (IOD)</li> </ul>		
<b>Date of Appointment as Director</b>	26 <sup>th</sup> April 2017		
<b>Term of Office for the BOD</b>	6 years (Term of Office as the independent director is 2 years)		
<b>Experience</b>	2021 – Present	Independent Director Nomination and Remuneration Committee Member	Thai Life Insurance Public Company Limited
	2017 - Present	Audit Committee Member	
	2011 – 2016	Secretariat Assistant for Inspection System Planning and Development Division	Office of Insurance Commission
	2007 – 2011	Division Director Senior Division Director for Inspection Planning and Development Division	

Position in other listed companies	None
Position in other businesses (non-listed companies)	None
Position in businesses that are in competition with/related to the Company's business	None
Shareholding in the Company	62,500 shares (as of 31 <sup>st</sup> December 2022)
Percentage of total shares with voting rights	0.0005%
Legal dispute in criminal cases (other than criminal cases with petty offences)	None
Meeting attendance in 2022	<ul style="list-style-type: none"> <li>- Attending 8 of 8 the Board of Directors' Meetings.</li> <li>- Attending 8 of 8 the Audit Committee's Meetings.</li> <li>- Attending 8 of 8 the Nomination and Remuneration Committee's Meetings.</li> <li>- Attending 5 of 5 the Corporate Governance Committee's Meetings.</li> </ul>
Expertise/Performance during the directorship	<ul style="list-style-type: none"> <li>- Mr. Amnart Wongpinitwarodom possesses experience and knowledge in life insurance business, economics, auditing, nomination and remuneration and corporate governance including taking his experience, knowledge and expertise for the purpose of performing his duties and providing fully support the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee and the Corporate Governance Committee.</li> </ul>

#### Nature of Relationship of Independent Director

<p>- Relationship in the following nature with the parent company / subsidiary / affiliated company or juristic person which may have conflicts of interests at the present time or in the past 2 years:</p> <p>(1) A director who engages in the management, staff, employee, or regularly paid advisor.</p> <p>(2) A professional service provider</p> <p>(3) A person with significant business relationship that may result in inability to perform duties independently</p>	<p>- No</p> <p>- No</p> <p>- No</p>
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## Profile of the Nominating Director Proposed for Election

<b>Name-Surname</b>	<b>Mr. Chai Chaiyawan</b>		
<b>Type of Director</b>	<ul style="list-style-type: none"> <li>- Director and Chief Executive Officer</li> <li>- Chairman of the Executive Committee</li> </ul>		
<b>Age</b>	65 years old		
<b>Nationality</b>	Thai		
<b>Educational Background</b>	<ul style="list-style-type: none"> <li>- Honorary Doctor Degree of Philosophy in Business Administration, Maejo University</li> <li>- Bachelor of Business Administration, Richmond University, United Kingdom</li> <li>- Advanced Insurance Program, OIC Advanced Insurance Institute</li> <li>- Thailand Insurance Super Leadership Program Class 1, OIC Advanced Insurance Institute</li> </ul>		
<b>Director Training Program</b>	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) Class 129/2016, Thai Institute of Directors (IOD)</li> <li>- IT Governance and Cyber Resilience Program Class 17/2021, Thai Institute of Directors (IOD)</li> <li>- In-House: Corporate Governance for Executives (CGE) Class 1/2022, Thai Institute of Directors (IOD)</li> </ul>		
<b>Date of Appointment as Director</b>	26 <sup>th</sup> April 2012		
<b>Term of Office for the BOD</b>	11 years		
<b>Experience</b>	2022 - Present	Director and Chief Executive Officer	Thai Life Insurance Public Company Limited
	2021 - 2022	Chief Executive Officer and President	
	2014 - Present	Chairman of the Executive Committee	
	2012 - 2020	President	
	2006 – 2008	National Legislative Assembly Member	National Legislative Assembly
	2004 – 2020	Director	Asia-Pacific Development Center on Disability Foundation
<b>Position in other listed companies</b>	None		

<b>Position in other businesses (non-listed companies)</b>	2020 – Present Chairman of the Executive Committee V.One Asset Co., Ltd. 2018 – Present Director Suporn 2561 Co., Ltd. 2018 – Present Director Sub Mee Sook Co., Ltd. 2015 – Present Chairman of the Board of Directors Thai Paiboon Insurance Public Company Limited 2015 – Present Director Thai Asia Pacific Brewery Co., Ltd. 2013 – Present Director Thai San Miguel Liquor Co., Ltd. 2011 – Present Director Chaiyawan Co., Ltd. 2009 – Present Director V.C. Property Co., Ltd. 2006 – Present Director C.12 Co., Ltd. 2006 – Present Director V.73 Co., Ltd. 2006 – Present Blood Transfusion Procurement and Promotion Committee Member Thai Red Cross Society 2000 – Present Director V.C. Liquor Co., Ltd. 1996 – Present Director T.L. Management Co., Ltd. 1993 – Present Director Hotel & Resorts Co., Ltd.
<b>Position in businesses that are in competition with/related to the Company's business</b>	None
<b>Shareholding in the Company</b>	143,509,200 shares (as of 31 <sup>st</sup> December 2022)
<b>Percentage of total shares with voting rights</b>	1.25%
<b>Legal dispute in criminal cases (other than criminal cases with petty offences)</b>	None
<b>Meeting attendance in 2022</b>	<ul style="list-style-type: none"> <li>- Attending 8 of 8 the Board of Directors' Meetings.</li> <li>- Attending 7 of 8 the Executive Committee's Meetings.</li> </ul>
<b>Expertise/Performance during the directorship</b>	<ul style="list-style-type: none"> <li>- Mr. Chai Chaiyawan possesses experience and knowledge in life insurance business, organisation management and human resource management, determining vision and strategies including taking his experience, knowledge and expertise for the purpose of performing his duties and providing fully support the Company's operations and the Board of Directors.</li> </ul>

## Profile of the Nominating Director Proposed for Election

<b>Name-Surname</b>	<b>Mrs. Srisuda Pulpipatanan</b>		
<b>Type of Director</b>	<ul style="list-style-type: none"> <li>- Director</li> <li>- Chairman of the Risk Management Committee</li> </ul>		
<b>Age</b>	68 years old		
<b>Nationality</b>	Thai		
<b>Educational Background</b>	<ul style="list-style-type: none"> <li>- Master Degree, Faculty of Commerce and Accountancy, Chulaongkorn University</li> <li>- Bachelor Degree, Faculty of Commerce and Accountancy, The University of Thai Chamber of Commerce</li> </ul>		
<b>Director Training Program</b>	<ul style="list-style-type: none"> <li>- Director Accreditation Program (DAP) Class 182/2021, Thai Institute of Directors (IOD)</li> <li>- In-House: Corporate Governance for Executives (CGE) Class 1/2022, Thai Institute of Directors (IOD)</li> <li>- Risk Management Program for Corporate Leaders (RCL) Class 28/2022, Thai Institute of Directors (IOD)</li> </ul>		
<b>Date of Appointment as Director</b>	18 <sup>th</sup> February 2021		
<b>Term of Office for the BOD</b>	2 years and 2 months		
<b>Experience</b>	2021 – present	Director Chairman of the Risk Management Committee	Thai Life Insurance Public Company Limited
	2015 – 2020	Managing Executive Officer	
	2013 – 2021	Risk Management Committee Member	
	2009 – 2014	Executive Vice President	
	1986 – 2009	Division Manager, Finance and Accounting Department	
<b>Position in other listed companies</b>	None		
<b>Position in other businesses (non-listed companies)</b>	None		
<b>Position in businesses that are in competition with/related to the Company's business</b>	None		
<b>Shareholding in the Company</b>	187,500 shares (as of 31 <sup>st</sup> December 2022)		



Percentage of total shares with voting rights	0.0016%
Legal dispute in criminal cases (other than criminal cases with petty offences)	None
Meeting attendance in 2022	<ul style="list-style-type: none"> <li>- Attending 8 of 8 the Board of Directors' Meetings.</li> <li>- Attending 5 of 5 the Risk Management Committee's Meetings.</li> </ul>
Expertise/Performance during the directorship	<ul style="list-style-type: none"> <li>- Mrs. Srisuda Pulpipatanan possesses experience and knowledge in finance and accounting, management accounting, auditing and risk management including taking her experience, knowledge and expertise for the purpose of performing her duties and providing fully support the Company's operations, the Board of Directors and the Risk Management Committee.</li> </ul>

Qualification of Independent Director

1) Holding no more than 1% of the total voting shares of the Company, its parent company, subsidiary, associate company or being a major shareholder or controlling person of the Company, including shares held by the connected persons of such independent director.

2) Not being or having been an executive director, employee, staff, advisor earning regular monthly salary or the controlling person of the Company, its parent company, subsidiary, associate company, same-level subsidiary, major shareholder or controlling person, unless the foregoing status has ended for at least 2 years prior to the date of his/her appointment. In this regard, such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the Company.

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

4) Not having or having had a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person in a manner that may interfere with independent discretion, which includes not being or not having been a significant shareholder or the controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company, unless such foregoing relationships have ended for at least 2 years prior to his/her appointment.

The business relationship under the first paragraph shall include any normal business transaction, rental or lease of immovable properties transactions relating to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in an amount starting from 3 percent of the net tangible assets of the Company or from THB 20 million or more, whichever amount is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board governing rules on execution of related party transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of 1 year prior to the date of establishing the business relationship with the same person.

5) Not being or having been an auditor of the Company, its parent company, subsidiary, associate company, major shareholder or controlling person and not being a significant shareholder, controlling person or partner of the audit firm which employs the auditor of the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, unless the foregoing status has ended for at least 2 years prior to the date of his/her appointment.

6) Not being or having been a provider of professional services, which includes serving as a legal advisor or financial advisor being paid with a service fee of more than THB 2 million per year by the Company, its parent company, subsidiary, associate company, major shareholder or controlling person and not being a significant shareholder, controlling person or partner of such professional services provider, unless the foregoing status has ended for at least 2 years prior to the date of his/her appointment.

7) Not being a director who is appointed as a representative of the Company's director, its major shareholder or a shareholder who is connected person to the major shareholder.

8) Not undertaking any business of the same nature and in significant competition with the business of the Company or its subsidiary, or not being a significant partner in a partnership or being an executive director, employee, staff, advisor earning regular monthly salary, or holding more than 1% of total voting shares of another company which undertakes a business of the same nature and in significant competition with the business of the Company or its subsidiary.

9) Not having any other characteristics that result in the inability to express independent opinions on the Company's business operations.

Remarks: The qualifications of independent directors are in compliance with the regulation of the Office of Security and Exchange Committee and other related regulators.

The Company's Articles of Association concerning the shareholders' meeting

Chapter 5: Shareholders' Meeting

**Article 39.** The Board of Directors shall convene a shareholders' meeting which is an Annual General Meeting within four months from the last day of the Company's fiscal year. Shareholders' meetings other than the aforementioned one shall be called Extraordinary General Meetings.

The Board of Directors may summon an Extraordinary General Meeting of shareholders at any time as deemed appropriate. One or more shareholders holding shares in aggregate of not less than ten percent of the total number of shares sold may at any time, by subscribing their names, request the board of directors in writing to call for an Extraordinary General Meeting provided that the reasons for the request to call such meeting shall be clearly stated in the said written request. In such an event, the Board of Directors shall proceed to call a shareholders' meeting to be held within forty-five days from the date of the receipt of such request from the said shareholders.

In case the Board of Directors fails to arrange for the meeting within such period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days from the date of expiration of the period under paragraph three. In such case, the Meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph four, the number of the shareholders presented does not constitute a quorum as prescribed in Article 41, the shareholders under paragraph four shall jointly compensate the Company for the expenses.

**Article 40.** To convene a shareholders' meeting, the board of directors shall send written notice calling for such meeting, specifying the place, date, time, agenda and matters to be proposed to the meeting, together with sufficient details, as well as clearly indicating whether such business is proposed for acknowledgment, approval or consideration, as the case may be, including the opinion of the board of directors. Such written notice shall be delivered to the shareholders and the registrar at least seven days prior to the date of the meeting, and shall be published in the newspaper at least three days prior to the meeting. Notice, minutes of a shareholders' meeting, and/or any other related documents provided to shareholders, shall be prepared in Thai and English.

**Article 41.** At a shareholders' meeting, at least twenty-five shareholders and proxies (if any), or not less than half of the total number of shareholders, representing, in aggregate, at least one-third of the total number of shares sold, must be present in order to form a quorum. At any shareholders' meeting, if one hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, and if such shareholders' meeting was called due to a request by the shareholders, the meeting shall be cancelled. If the meeting was not called due to a request by the shareholders, it shall be rescheduled and the notice calling for such meeting shall be sent to shareholders not less than seven days prior to the date of the meeting. At the subsequent meeting, a quorum is not required.

Unless provided at the shareholders' meeting by the Company, any shareholder not being of Thai nationality shall be entitled to bring a translator and/or a secretarial assistant to observe any shareholders' meeting of the Company.

**Article 42.** The chairman of the board of directors shall preside over the shareholders' meeting. If the chairman of the board of directors is not present at the meeting or is unable to perform his or her duty, the vice-chairman, if any, shall preside over the meeting. If there is no vice-chairman or the vice-chairman is unable to perform his or her duty, the meeting shall elect one attending shareholder to preside over the meeting.

**Article 43.** A decision or resolution of a shareholders' meeting shall be made by casting votes. Regardless of the method of casting votes, each share shall always represent one vote.

A shareholder who has a special interest in any matter proposed for a resolution shall not be entitled to vote on such matter, except for voting on the election of directors, which shall not be subject to any prohibitions.

If any shareholder acquires shares of the Company in excess of the limit prescribed by the law governing life insurance without obtaining an exemption in relation to the excess shareholding, such shareholder may vote at a shareholders' meeting only for the number of shares permitted to be held under the law.

A resolution of the shareholders' meeting shall be comprised of the following votes:

- (1) In a normal case, majority votes of the shareholders who attend the meeting and cast their votes. In the case of a tie vote, the chairman of the meeting shall have an additional casting vote.

- (2) In the following cases, resolutions shall be passed by votes of not less than three-quarters of the total votes of the shareholders who attend the meeting and are entitled to vote:
  - (2.1) the sale or transfer of the whole or a substantial part of the Company's Business to any other person;
  - (2.2) the purchase or taking transfer of the business of other public companies or private companies, by the Company; and
  - (2.3) the entry into, amendment, or termination of contracts relating to the leasing out of the whole or a substantial part of the Company's Business, the assignment to any other person to manage the Company's Business, or the consolidation of the business with other persons with an objective towards profit and loss sharing.

**Article 44.** Matters to be considered at an annual general meeting shall at least consist of the following:

- (1) acknowledging a report of the board of directors covering the Company's business during the previous year;
- (2) considering and approving the balance sheets and the profit and loss statement;
- (3) considering the appropriation of profits;
- (4) considering the election of new directors to replace those who must vacate on the expiration of their terms;
- (5) appointing an auditor and fixing the auditor's fee; and
- (6) other business.

## Profile of the Independent Director proposed to act as Proxy appointment

<b>Name-Surname</b>	<b>Mr. Thirachai Phuvanatnaranubala</b>		
<b>Type of Director</b>	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Chairman of the Audit Committee</li> </ul>		
<b>Age</b>	71 years old		
<b>Nationality</b>	Thai		
<b>Address</b>	Thai Life Insurance Public Company Limited, Company Secretary Office, 8th floor, 123 Thai Life Insurance Building 1, Ratchadapisek Road, Din Daeng Sub district, Din Daeng District, Bangkok, 10400		
<b>Date of Appointment as Director</b>	29 <sup>th</sup> April 2014		
<b>Term of Office for the BOD</b>	9 years		
<b>Interest in agenda items</b>	No special interest that is different from other directors in any agenda items proposed at this meeting.		
<b>Educational Background</b>	<ul style="list-style-type: none"> <li>- Bachelor of Science in Economics, University of London</li> <li>- Chartered Accountant, The Institute of Chartered Accountants in England and Wales</li> </ul>		
<b>Director Training Program</b>	- Director Accreditation Program (DAP) Class 182/2021, Thai Institute of Directors (IOD)		
<b>Experience</b>	2014 – Present	Director Independent Director Chairman of the Audit Committee	Thai Life Insurance Public Company Limited
	2015 - 2018	Advisor	National Credit Bureau
	2012 – 2016	Chairman of Board of Directors	Tribeca Enterprise Co., Ltd.
	2011 - 2012	Minister of Finance	Ministry of Finance
	2004 - 2011	Secretariat	Office of the Securities and Exchange Commission
	2002 - 2004	Deputy Governor of the Bank of Thailand	Bank of Thailand
<b>Position in other listed companies</b>	None		
<b>Position in other businesses (non-listed companies)</b>	None		



Position in businesses that are in competition with/related to the Company's business	None
Shareholding in the Company	None
Percentage of total shares with voting rights	-

## Profile of the Independent Director proposed to act as Proxy appointment

<b>Name-Surname</b>	Miss Quanvari Pramroj na Ayudhya		
<b>Type of Director</b>	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Chairman of the Nomination and Remuneration Committee</li> <li>- Audit Committee Member</li> </ul>		
<b>Age</b>	54 years old		
<b>Nationality</b>	Thai		
<b>Address</b>	Thai Life Insurance Public Company Limited, Company Secretary Office, 8th floor, 123 Thai Life Insurance Building 1, Ratchadapisek Road, Din Daeng Sub district, Din Daeng District, Bangkok, 10400		
<b>Date of Appointment as Director</b>	4 <sup>th</sup> November 2013		
<b>Term of Office for the BOD</b>	9 years 5 months		
<b>Interest in agenda items</b>	No special interest that is different from other directors in any agenda items proposed at this meeting.		
<b>Educational Background</b>	<ul style="list-style-type: none"> <li>- Master of Laws (LLM), University College London, London University</li> <li>- Bachelor of Laws, Thammasat University</li> </ul>		
<b>Director Training Program</b>	<ul style="list-style-type: none"> <li>- Director Certification Program (English Program), Thai Institute of Directors (IOD), Class 313/2021</li> <li>- IT Governance and Cyber Resilience Program, Thai Institute of Directors (IOD), Class 16/2021</li> <li>- Financial Statements for Directors Program, Thai Institute of Directors (IOD), Class 42/2020</li> <li>- Board Nomination and Compensation Program, Thai Institute of Directors (IOD), Class 3/2018</li> <li>- Ethical Leadership Program, Thai Institute of Directors (IOD), Class 4/2016</li> <li>- Director Accreditation Program, Thai Institute of Directors (IOD), Class 120/2015</li> </ul>		
<b>Experience</b>	2015 – Present	Chairman of the Nomination and Remuneration Committee	Thai Life Insurance Public Company Limited
	2014 – Present	Audit Committee Member	
	2013 – Present	Director Independent Director	



	2020 – 2021	Director	CB Life Insurance Company Limited
	2014 – Present	Fund Committee	The Professor M.R. Seni Pramoj Fund, Faculty of Law, Thammasat University
	2006 – Present	Special Lecturer	Tourism and Hospitality Management Division, Mahidol University International College
	2005 – Present	Director	M.R. Seni Pramoj Foundation
	1995 – Present	Associate	Seni Pramoj Advocates & Solicitors
Position in other listed companies	None		
Position in other businesses (non-listed companies)	2014 – Present	Independent Director and Chairman of the Audit Committee	Thai Paiboon Insurance Public Company Limited
Position in businesses that are in competition with/related to the Company's business	None		
Shareholding in the Company	62,500 Shares (as of 31 <sup>st</sup> December 2022)		
Percentage of total shares with voting rights	0.0005%		



**Proxy Form A.**  
(General proxy form)

Affix  
THB 20  
Stamp Duty

Written at: \_\_\_\_\_  
Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

- (1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
Residing at no. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_
- (2) Being a shareholder of **THAI LIFE INSURANCE PUBLIC COMPANY LIMITED**, holding a total amount of \_\_\_\_\_ share(s) and having voting rights equivalent to \_\_\_\_\_ vote(s) as follows:  
ordinary share \_\_\_\_\_ share(s) and having voting rights equivalent to \_\_\_\_\_ vote(s)  
preferred share \_\_\_\_\_ share(s) and having voting rights equivalent to \_\_\_\_\_ vote(s)
- (3) Hereby authorize
- (1) **Mr. Thirachai Phuvanatanarubala, Independent Director and Chairman of the Audit Committee**, is 71 years old and the address is Thai Life Insurance Public Company Limited, Company Secretary Office, 8<sup>th</sup> floor, no. 123 Thai Life Insurance Building 1, Ratchadapisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400 or
- (2) **Ms. Quanvari Pramroj na Ayudhya, Independent Director, Chairman of the Nomination and Remuneration Committee and Audit Committee Member**, is 54 years old and the address is Thai Life Insurance Public Company Limited, Company Secretary Office, 8<sup>th</sup> floor, no. 123 Thai Life Insurance Building 1, Ratchadapisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400 or
- (3) \_\_\_\_\_ Age \_\_\_\_\_ years old, residing at no. \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Post code \_\_\_\_\_

Anyone of the above as my/our proxy to attend and vote on my behalf at the 2023 Annual General Meeting of Shareholders in the form of hybrid meeting on Thursday, 27<sup>th</sup> April 2023 at 14.00 hrs. at Le Grand Ballroom, 7<sup>th</sup> Floor, Sofitel Bangkok Sukhumvit Hotel, no. 189 Sukhumvit Road, Klongtoey Nua Sub-district, Wattana District, Bangkok 10110, or such other date, time and place if the meeting is postponed.

Any act performed by the proxy at the meeting will be deemed to have been performed by myself/ourselves in all respects.

Signed \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

**Remark:** The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.





## Proxy Form B

(The proxy form with fixed and specific details of authorizing proxy)

Affix THB 20 Stamp Duty
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Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_  
 Residing at no. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_

(2) Being a shareholder of **THAI LIFE INSURANCE PUBLIC COMPANY LIMITED**, holding a total amount of \_\_\_\_\_ share(s) and having voting rights equivalent to \_\_\_\_\_ vote(s) as follows:

ordinary share \_\_\_\_\_ share(s) and having voting rights equivalent to \_\_\_\_\_ vote(s)

preferred share \_\_\_\_\_ share(s) and having voting rights equivalent to \_\_\_\_\_ vote(s)

(3) Hereby authorize

(1) Mr. Thirachai Phuvanatanarubala, Independent Director and Chairman of the Audit Committee, is 71 years old and the address is Thai Life Insurance Public Company Limited, Company Secretary Office, 8<sup>th</sup> floor, no. 123 Thai Life Insurance Building 1, Ratchadapisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400 or

(2) Ms. Quanvari Pramroj na Ayudhya, Independent Director, Chairman of the Nomination and Remuneration Committee and Audit Committee Member, is 54 years old and the address is Thai Life Insurance Public Company Limited, Company Secretary Office, 8<sup>th</sup> floor, no. 123 Thai Life Insurance Building 1, Ratchadapisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400 or

(3) \_\_\_\_\_ Age \_\_\_\_\_ years old, residing at no. \_\_\_\_\_  
 Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
 Province \_\_\_\_\_ Postal code \_\_\_\_\_

Anyone of the above as my/our proxy to attend and vote on my behalf at the 2023 Annual General Meeting of Shareholders in the form of hybrid meeting on Thursday, 27<sup>th</sup> April 2023 at 14.00 hrs. at Le Grand Ballroom, 7<sup>th</sup> Floor, Sofitel Bangkok Sukhumvit Hotel, no. 189 Sukhumvit Road, Klongtoey Nua Sub-district, Wattana District, Bangkok 10110, or such other date, time and place if the meeting is postponed.

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

- Agenda No. 1 To adopt the Minutes of the Annual General Meeting of Shareholders for the year 2022
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To authorize my/our proxy to vote on my/our behalf as follows:
- Approve       Disapprove       Abstain

Agenda No. 2 To acknowledge the report on the Company's operating results for the year 2022



- Agenda No. 3 To consider and approve the Company's statement of financial position and statement of comprehensive income for the year ended 31<sup>st</sup> December 2022
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To authorize my/our proxy to vote on my/our behalf as follows:
- Approve       Disapprove       Abstain
- Agenda No. 4 To consider and approve the appropriation of profit from 2022 operating results and dividend payment
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To authorize my/our proxy to vote on my/our behalf as follows:
- Approve       Disapprove       Abstain
- Agenda No. 5 To consider the election of directors in replacement of those whose term of office will expire
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To authorize my/our proxy to vote on my/our behalf as follows:
- Approve the appointment of all directors
- Approve       Disapprove       Abstain
- Approve the appointment of each director listed below
- (1) Name: Gen. Winai Phattiyakul
- Approve       Disapprove       Abstain
- (2) Name: Mr. Amnart Wongpinitwarodom
- Approve       Disapprove       Abstain
- (3) Name: Mr. Chai Chaiyawan
- Approve       Disapprove       Abstain
- (4) Name: Mrs. Srisuda Pulpipatanan
- Approve       Disapprove       Abstain
- Agenda No. 6 To consider and approve the remuneration of directors for the year 2023 and the gratuity of directors.
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To authorize my/our proxy to vote on my/our behalf as follows:
- Approve       Disapprove       Abstain
- Agenda No. 7 To consider the appointment of the auditors and fix the auditors' remuneration for the year 2023
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To authorize my/our proxy to vote on my/our behalf as follows:
- Approve       Disapprove       Abstain

- Agenda No. 8 To consider and approve the amendment of the Company's Articles of Association
  - (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
  - (b) To authorize my/our proxy to vote on my/our behalf as follows:
    - Approve             Disapprove             Abstain

- Agenda No. 9 Other businesses (if any)
  - (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
  - (b) To authorize my/our proxy to vote on my/our behalf as follows:
    - Approve             Disapprove             Abstain

- (5) If the proxy vote for any agenda item that is not in accordance with this proxy form, it shall be considered invalid and is not my vote as the shareholder.
- (6) If I/we have not specified my/our voting intention for any agenda item or have not specified my/our voting intention clearly or if the meeting considers any additional matters or proposals not listed on the aforementioned agenda item including any amendment or addition, the proxy shall have the right to consider these matters and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act performed by the proxy at the meeting will be deemed to have been performed by myself/ourselves in all respects unless the proxy does not vote in accordance with the directions I/we have given on this form.

Signed \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

**Remarks:**

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.
2. In the agenda item on the election of directors, it can be chosen either the election of the candidates as a whole or each candidate individually.
3. If any additional agenda item is to be considered, the proxy may vote on such agenda item in Supplemental Proxy Form B as enclosed.
4. The meeting participants shall present the required documents prior to attending the meeting as specified in the guidelines for meeting registration, attending the meeting, asking questions or making comments, proxy appointment, votes casting and votes counting (enclosure 8).



Supplemental Proxy Form B

This supplemental proxy is granted by a shareholder of **THAI LIFE INSURANCE PUBLIC COMPANY LIMITED** for the 2023 Annual General Meeting of Shareholders in the form of hybrid meeting on Thursday, 27<sup>th</sup> April, 2023 at 14.00 hrs. at Le Grand Ballroom, 7<sup>th</sup> Floor, Sofitel Bangkok Sukhumvit Hotel, no. 189 Sukhumvit Road, Klongtoey Nua Sub-district, Wattana District, Bangkok 10110 or such other date, time and place if the meeting is postponed.

Agenda No. \_\_\_\_\_ Subject: \_\_\_\_\_

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To authorize my/our proxy to vote on my/our behalf as follows:

Approve                       Disapprove                       Abstain

Agenda No. \_\_\_\_\_ Subject: \_\_\_\_\_

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To authorize my/our proxy to vote on my/our behalf as follows:

Approve                       Disapprove                       Abstain

Agenda No. \_\_\_\_\_ Subject: \_\_\_\_\_

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To authorize my/our proxy to vote on my/our behalf as follows:

Approve                       Disapprove                       Abstain

Agenda No. \_\_\_\_\_ Subject: \_\_\_\_\_

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To authorize my/our proxy to vote on my/our behalf as follows:

Approve                       Disapprove                       Abstain

Agenda No. \_\_\_\_\_ Subject: Director election (continued)

Director's name \_\_\_\_\_

Approve                       Disapprove                       Abstain

## Proxy Form C

(The form for foreign shareholders who authorize the Custodian  
in Thailand as the depository and trustee)

Affix  
THB 20  
Stamp Duty

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

- (1) I/We \_\_\_\_\_  
Office is located \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_  
as being the custodian of \_\_\_\_\_  
being a shareholder of **THAI LIFE INSURANCE PUBLIC COMPANY LIMITED**, holding a total amount of  
\_\_\_\_\_ share(s) and having voting rights equivalent to \_\_\_\_\_ vote(s) as follows:  
ordinary share \_\_\_\_\_ share(s) and having voting rights equivalent to \_\_\_\_\_ vote(s)  
preferred share \_\_\_\_\_ share(s) and having voting rights equivalent to \_\_\_\_\_ vote(s)

(2) Hereby authorize

- (1) **Mr. Thirachai Phuvanatnaranubala, Independent Director and Chairman of the Audit Committee**, is 71 years old and the address is Thai Life Insurance Public Company Limited, Company Secretary Office, 8<sup>th</sup> floor, no. 123 Thai Life Insurance Building 1, Ratchadapisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400 or
- (2) **Miss Quanvari Pramroj na Ayudhya, Independent Director, Chairman of the Nomination and Remuneration Committee and Audit Committee Member**, is 54 years old and the address is Thai Life Insurance Public Company Limited, Company Secretary Office, 8<sup>th</sup> floor, no. 123 Thai Life Insurance Building 1, Ratchadapisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400 or
- (3) \_\_\_\_\_ Age \_\_\_\_\_ years Residing at no. \_\_\_\_\_  
Road \_\_\_\_\_ Sub-District \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Post code \_\_\_\_\_

Anyone of the above as my/our proxy to attend and vote on my behalf at the 2023 Annual General Meeting of Shareholders in the form of hybrid meeting on Thursday, 27<sup>th</sup> April 2023 at 14.00 hrs. at Le Grand Ballroom, 7<sup>th</sup> Floor, Sofitel Bangkok Sukhumvit Hotel, no. 189 Sukhumvit Road, Klongtoey Nua Sub-district, Wattana District, Bangkok 10110, or such other date, time and place if the meeting is postponed.

(3) I/We hereby authorize the proxy to attend the meeting and vote as follows:

- Grant proxy the total amount of shares holding and entitled to vote.
- Grant partial shares of
- ordinary share \_\_\_\_\_ share(s) and having voting rights equivalent to \_\_\_\_\_ vote(s).
- preferred share \_\_\_\_\_ share(s) and having voting rights equivalent to \_\_\_\_\_ vote(s).
- Total voting rights \_\_\_\_\_ vote(s).

(4) I/we hereby authorize the proxy holder to vote on my behalf at this meeting as follows:



- Agenda No. 1 To adopt the Minutes of the Annual General Meeting of Shareholders for the year 2022
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To authorize my/our proxy to vote on my/our behalf as follows:
- Approve \_\_\_\_\_ vote(s)  Disapprove \_\_\_\_\_ vote(s)  Abstain \_\_\_\_\_ vote(s)
- Agenda No. 2 To acknowledge the report on the Company's operating results for the year 2022
- Agenda No. 3 To consider and approve the Company's statement of financial position and statement of comprehensive income for the year ended 31<sup>st</sup> December 2022
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To authorize my/our proxy to vote on my/our behalf as follows:
- Approve \_\_\_\_\_ vote(s)  Disapprove \_\_\_\_\_ vote(s)  Abstain \_\_\_\_\_ vote(s)
- Agenda No. 4 To consider and approve the appropriation of profit from 2022 operating results and dividend payment
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To authorize my/our proxy to vote on my/our behalf as follows:
- Approve \_\_\_\_\_ vote(s)  Disapprove \_\_\_\_\_ vote(s)  Abstain \_\_\_\_\_ vote(s)
- Agenda No. 5 To consider the election of directors in replacement of those whose term of office will expire
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To authorize my/our proxy to vote on my/our behalf as follows:
- Approve the appointment of all directors.
- Approve \_\_\_\_\_ vote(s)  Disapprove \_\_\_\_\_ vote(s)  Abstain \_\_\_\_\_ vote(s)
- Approve the appointment of each director listed below.
- (1) Name: Gen. Winai Phattiyakul
- Approve \_\_\_\_\_ vote(s)  Disapprove \_\_\_\_\_ vote(s)  Abstain \_\_\_\_\_ vote(s)
- (2) Name: Mr. Amnart Wongpinitwarodom
- Approve \_\_\_\_\_ vote(s)  Disapprove \_\_\_\_\_ vote(s)  Abstain \_\_\_\_\_ vote(s)
- (3) Name: Mr. Chai Chaiyawan
- Approve \_\_\_\_\_ vote(s)  Disapprove \_\_\_\_\_ vote(s)  Abstain \_\_\_\_\_ vote(s)
- (4) Name: Mrs. Srisuda Pulpipatanan
- Approve \_\_\_\_\_ vote(s)  Disapprove \_\_\_\_\_ vote(s)  Abstain \_\_\_\_\_ vote(s)
- Agenda No. 6 To consider and approve the remuneration of directors for the year 2023 and the gratuity of directors
- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

- (b) To authorize my/our proxy to vote on my/our behalf as follows:
  - Approve \_\_\_\_\_ vote(s)  Disapprove \_\_\_\_\_ vote(s)  Abstain \_\_\_\_\_ vote(s)

**Agenda No. 7 To consider the appointment of the auditors and fix the auditors' remuneration for the year 2023**

- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To authorize my/our proxy to vote on my/our behalf as follows:
  - Approve \_\_\_\_\_ vote(s)  Disapprove \_\_\_\_\_ vote(s)  Abstain \_\_\_\_\_ vote(s)

**Agenda No. 8 To consider and approve the amendment of the Company's Articles of Association**

- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To authorize my/our proxy to vote on my/our behalf as follows:
  - Approve \_\_\_\_\_ vote(s)  Disapprove \_\_\_\_\_ vote(s)  Abstain \_\_\_\_\_ vote(s)

**Agenda No. 9 Other businesses (if any)**

- (a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To authorize my/our proxy to vote on my/our behalf as follows:
  - Approve \_\_\_\_\_ vote(s)  Disapprove \_\_\_\_\_ vote(s)  Abstain \_\_\_\_\_ vote(s)

(5) If the proxy vote for any item on this agenda is not in accordance with this proxy form, it shall be considered invalid and is not my vote as the shareholder.

(6) If I/we have not specified my/our voting intention for any item on this agenda or not specified my/our voting intention clearly or if the meeting considers any additional matters or proposals not listed on the foregoing mentioned agenda including any amendment or addition, the proxy shall have the right to consider these matters and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act performed by the proxy at the meeting will be deemed to have been performed by myself/ourselves in all respects unless the proxy does not vote in accordance with the directions I/we have given on this form.

Signed \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )



Remarks:

1. Proxy Form C only uses for shareholders whose names appear in the foreign investors' registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.
2. Documents and evidence to be enclosed with the proxy form are:
  - (1) A copy of the custodian business license;
  - (2) A copy of the custodian's Affidavit or Certificate of Incorporation issued by the Department of Business Development, Ministry of Commerce, or a competent authority of the country where the juristic person is located, specifying current information of the name of the juristic person, the authorized signatory, conditions or restrictions on signing authority, and the address of the head office. Such documents must be issued no more than 1 year from the date in the Affidavit or Certificate of Incorporation to the date of the Shareholders' Meeting;
  - (3) A copy of the identification document of the authorized representative of the custodian;
  - (4) A copy of the identification document of the proxy;
  - (5) A copy of power of attorney from the shareholders for the custodian to sign the proxy form on their behalf (if any).
3. A shareholder shall appoint only one proxy to attend and vote at the meeting and may not split the number of his or her shares between many proxies in order to split his or her votes.
4. In the agenda item on the election of directors, the proxy must choose either the election of the candidates as a whole or each candidate individually.
5. If any additional agenda item is to be considered, the proxy may vote on such item in Supplemental Proxy Form C as enclosed.

Supplemental Proxy Form C

This supplemental proxy is granted by a shareholder of **THAI LIFE INSURANCE PUBLIC COMPANY LIMITED** for the 2023 Annual General Meeting of Shareholders in the form of hybrid meeting on Thursday, 27<sup>th</sup> April, 2023 at 14.00 hrs. at Le Grand Ballroom, 7<sup>th</sup> Floor, Sofitel Bangkok Sukhumvit Hotel, no. 189 Sukhumvit Road, Klongtoey Nua Sub-district, Wattana District, Bangkok 10110 or such other date, time and place if the meeting is postponed.

Agenda No. \_\_\_\_\_ Subject: \_\_\_\_\_

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To authorize my/our proxy to vote on my/our behalf as follows:

Approve \_\_\_\_\_ vote(s)  Disapprove \_\_\_\_\_ vote(s)  Abstain \_\_\_\_\_ vote(s)

Agenda No. \_\_\_\_\_ Subject: \_\_\_\_\_

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To authorize my/our proxy to vote on my/our behalf as follows:

Approve \_\_\_\_\_ vote(s)  Disapprove \_\_\_\_\_ vote(s)  Abstain \_\_\_\_\_ vote(s)

Agenda No. \_\_\_\_\_ Subject: \_\_\_\_\_

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To authorize my/our proxy to vote on my/our behalf as follows:

Approve \_\_\_\_\_ vote(s)  Disapprove \_\_\_\_\_ vote(s)  Abstain \_\_\_\_\_ vote(s)

Agenda No. \_\_\_\_\_ Subject: \_\_\_\_\_

(a) To authorize my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To authorize my/our proxy to vote on my/our behalf as follows:

Approve \_\_\_\_\_ vote(s)  Disapprove \_\_\_\_\_ vote(s)  Abstain \_\_\_\_\_ vote(s)

Agenda No. \_\_\_\_\_ Subject: **Director election (continued)**

Director's name \_\_\_\_\_

Approve  Disapprove  Abstain





Guidelines for Meeting Registration, Attending the Meeting,  
Asking questions or Making Comments, Proxy Appointments, Votes Casting, and Votes Counting

1. Registration for attending the meeting

1.1 For shareholders and proxies attending the meeting at the meeting venue

The Company will open the document verification and registration counters starting at 12.00 hrs. onwards at Le Grand Ballroom, 7<sup>th</sup> Floor, Sofitel Bangkok Sukhumvit Hotel, no. 189 Sukhumvit Road, Klongtoey Nua Sub-district, Wattana District, Bangkok 10110. The details of transportation appear on the meeting venue's map (enclosure 11), and the required documents for the meeting registration are as follows:

1.1.1 Individual person

In the case of a shareholder attending the meeting in person

The original document of a valid photo-ID document issued by a governmental authority, such as a national identification card, a government official ID card, a driving license, an international driving license, a foreigner identification card, a passport, etc. (“**identification document**”).

In the case of a shareholder appointing a proxy to attend the meeting

- (a) Proxy Forms A or B (the forms which are enclosure to the notice of the Shareholders' Meeting) that are completely filled and signed by the grantor and the proxy, and affixed with THB 20 stamp duty;
- (b) A copy of the identification document of the grantor;
- (c) An original identification document of the proxy.

Copies of all documents must be certified true copies by the document owner.

An English translation must accompany the Documents that are not originally in English, with certified the accuracy of such translation by shareholders. If a document is prepared in a foreign country, it must be certified by a Notary Public.

1.1.2 Juristic person

In the case of authorized representatives of shareholders attending the meeting in person

- (a) A copy of the shareholder's Affidavit or Certificate of Incorporation issued by the Department of Business Development, Ministry of Commerce, or a competent authority of the country where

the juristic person is located, specifying current information of the name of the juristic person, the authorized signatory, conditions or restrictions on signing authority, and the address of the head office. Such documents must be issued no more than 1 year from the date in the Affidavit or Certificate of Incorporation to the date of the Shareholders' Meeting;

- (b) The original identification document of the authorized representative of the juristic person.

In the case of a shareholder appointing a proxy to attend the meeting

- (a) Proxy Forms A or B (the forms which are enclosure to the notice of the Shareholders' Meeting) that are completely filled and signed by the grantor and the proxy, and affixed with THB 20 stamp duty;
- (b) A copy of the shareholder's Affidavit or Certificate of Incorporation issued by the Department of Business Development, Ministry of Commerce, or a competent authority of the country where the juristic person is located, specifying current information of the name of the juristic person, the authorized signatory, conditions or restrictions on signing authority, and the address of the head office. Such documents must be issued no more than 1 year from the date in the Affidavit or Certificate of Incorporation to the date of the Shareholders' Meeting;
- (c) A copy of the identification document of the authorized representative of the juristic person;
- (d) An original identification document of the proxy.

Copies of all documents must be certified true copies as follows: (1) in the case of an individual person's document: the document owner certified true copy of his/her document, (2) in the case of a juristic person's document: certified true copy by the authorized representative of the juristic person together with the company's seal affixed (if any).

An English translation must accompany the Documents that are not originally in English, with certified the accuracy of such translation by the authorized representative of the juristic person. If a document is prepared in a foreign country, it must be certified by a Notary Public.

**1.1.3 In the event that foreign shareholders authorize a custodian in Thailand as the depository and trustee**

- (a) A Proxy Form C (the form which is enclosed to the notice of the Shareholders' Meeting) that is completely filled and signed by the grantor and the proxy, and affixed with THB 20 stamp duty;
- (b) A copy of the custodian business license;
- (c) A copy of the custodian's Affidavit or Certificate of Incorporation issued by the Department of Business Development, Ministry of Commerce, or a competent authority of the country where the juristic person is located, specifying current information of the name of the juristic person,

the authorized signatory, conditions or restrictions on signing authority, and the address of the head office. Such documents must be issued no more than 1 year from the date in the Affidavit or Certificate of Incorporation to the date of the Shareholders' Meeting;

- (d) A copy of the identification document of the authorized representative of the custodian;
- (e) A copy of the identification document of the proxy;
- (f) A copy of power of attorney from the shareholders for the custodian to sign the proxy form on their behalf (if any).

Copies of all documents must be certified true copies as follows: (1) in the case of an individual person's document: the document owner certified true copy of his/her document, (2) in the case of a juristic person's document: certified true copy by the authorized representative of the juristic person together with the company's seal affixed (if any).

An English translation must accompany the Documents that are not originally in English, with certified the accuracy of such translation by shareholders and/or authorized representatives of the juristic person (as the case may be). If a document is prepared in a foreign country, it must be certified by a Notary Public.

## **1.2 For shareholders and proxies attending via e-Meeting**

The shareholders or proxies who wish to attend this Annual General Meeting of Shareholders via e-Meeting, are requested to submit in advance a request form for attending the meeting. Please read and follow the procedures for attending the Annual General Meeting of Shareholders for 2023 at the meeting venue and via e-Meeting (enclosure 9). The Company will open the registration system for submitting the request form for attending the meeting from 18<sup>th</sup> April 2023 to 27<sup>th</sup> April 2023, only on weekdays and working hours (8.30 – 17.30 hrs.) until the meeting finish. The required documents have to be prepared in advance for submitting the request form are as follows:

### **1.2.1 Individual person**

#### In the case of a shareholder attending the meeting in person

A copy of a valid photo-ID document issued by a governmental authority such as a national identification card, a government official ID card, a driving license, an international driving license, a foreigner identification card, a passport, etc. (“**identification document**”).

In the case of a shareholder appointing a proxy to attend the meeting

- (a) Proxy Forms A or B (the forms which are enclosed to the notice of the Shareholders' Meeting) that is completely filled and signed by the grantor and the proxy, and affixed with THB 20 stamp duty;
- (b) A copy of the identification document of the grantor;
- (c) A copy of the identification document of the proxy.

Copies of all documents must be certified true copies by the document owner.

An English translation must accompany the Documents that are not originally in English, with certified the accuracy of such translation by shareholders. If a document is prepared in a foreign country, it must be certified by a Notary Public.

**1.2.2 Juristic person**

In the case of authorized representatives of shareholders attending the meeting in person

- (a) A copy of the shareholder's Affidavit or Certificate of Incorporation issued by the Department of Business Development, Ministry of Commerce, or a competent authority of the country where the juristic person is located, specifying current information of the name of the juristic person, the authorized signatory, conditions or restrictions on signing authority, and the address of the head office. Such documents must be issued no more than 1 year from the date in the Affidavit or Certificate of Incorporation to the date of the Shareholders' Meeting;
- (b) A copy of the identification document of the authorized representatives of the juristic person.

In the case of a shareholder appointing a proxy to attend the meeting

- (a) Proxy Forms A or B (the forms which are enclosed to the notice of the Shareholders' Meeting) that is completely filled and signed by the grantor and the proxy, and affixed with THB 20 stamp duty;
- (b) A copy of the shareholder's Affidavit or Certificate of Incorporation issued by the Department of Business Development, Ministry of Commerce, or a competent authority of the country where the juristic person is located, specifying current information of the name of the juristic person, the authorized signatory, conditions or restrictions on signing authority, and the address of the head office. Such documents must be issued no more than 1 year from the date in the Affidavit or Certificate of Incorporation to the date of the Shareholders' Meeting;
- (c) A copy of the identification document of the authorized representative of the juristic person;
- (d) A copy of the identification document of the proxy.

Copies of all documents must be certified true copies as follows: (1) in the case of an individual person's document: the document owner certified true copy of his/her document, (2) in the case of a juristic person's document: certified true copy by the authorized representative of the juristic person together with the company's seal affixed (if any).

An English translation must accompany the Documents that are not originally in English, with certified the accuracy of such translation by authorized representatives of the juristic person. If a document is prepared in a foreign country, it must be certified by a Notary Public.

**1.2.3 In the event that foreign shareholders authorize a custodian in Thailand as the depository and trustee. Please use the same document as specified in no. 1.1.3.**

The Company will refuse the registration and will not allow the shareholders or the proxies to attend the Shareholders' meeting in any of the following cases:

- a. The grantor or the proxy did not sign the proxy form;
- b. There is a change in material information to the proxy form without the grantor's signature certifying every change;
- c. A copy of the Affidavit or Certificate of Incorporation issued more than 1 year from the date in the Affidavit or Certificate of Incorporation to the date of the Shareholders' Meeting;
- d. The required identification documents of either the grantor or the proxy for the registration are incomplete.

Remark Shareholders can enquire additionally about the process or difficulties in registration for attending the meeting via e-Meeting at Inventech Call Center by the following channels:

-  0-2931-9130
-  @inventechconnect (the service available from 18<sup>th</sup> – 27<sup>th</sup> April 2023 at 08.30 – 17.30 hrs. (only on weekdays excluding public holidays).

## 2. Attending the meeting

### 2.1 For shareholders and proxies attending the meeting at the meeting venue

Shareholders or proxies who have already completed the registration can attend the meeting at Le Grand Ballroom, 7<sup>th</sup> Floor, Sofitel Bangkok Sukhumvit Hotel, at the areas arranged for shareholders and proxies.

The Company determines the measures and guidelines to prevent the spread of COVID-19 as follows:

2.1.1 The Company provides a box of snacks and beverages for shareholders and proxies upon the completion of registration. In this regard, please keep a physical distance while having the snacks

and beverages in front of the meeting room; consumption of the snacks in the meeting room is not allowed.

- 2.1.2 The Company provides adequate alcohol or hand sanitizers, especially in the participating areas.
- 2.1.3 The Company determines that every staff member has passed the Antigen Test Kit (ATK) screening before the meeting date, not exceeding 24 hours.
- 2.1.4 The Company requests the cooperation of shareholders and proxies to wear masks all the time in the meeting room (except when drinking water).

## **2.2 For shareholders and proxies attending via e-Meeting**

- 2.2.1 On Thursday 27<sup>th</sup> April 2023, at 12.00 hrs. onwards (prior to the opening of the meeting 2 hours), shareholders or proxies can click on the link for registration to attend the meeting, as shown in the notification of approved email, to log in and use the Inventech Connect system.
- 2.2.2 Once logged into the Inventech Connect system, shareholders or proxies may press the button "Register to attend the meeting", which in this step will be deemed that shareholders or proxies have already registered to attend the meeting, and the shareholders' number of shares will be counted as a quorum.
- 2.2.3 In the event that the system crashes during the meeting, shareholders or proxies will be notified via email to resume the meeting via the reserved system.
- 2.2.4 Shareholders or proxies have to attend the meeting until the end of the agenda item and vote on each agenda item before the voting is closed for that agenda item. In the event that shareholders or proxies leave the meeting or log out from the system before the voting is closed on any agenda item, shareholders' votes will not be counted as a quorum, and will not be counted for the vote on that agenda item. However, leaving the meeting or logging out from the system of any agenda items will not deprive the shareholders or proxies of the right to return to the meeting and vote on the next agenda item.

## **3. Asking questions or making comments**

Before voting for each agenda item, the Chairman of the meeting will give participants an opportunity to ask questions or make comments on issues related to the agenda item as appropriate. If shareholders or proxies wish to ask questions or make comments on the related matters, they can proceed as follows:

### **3.1 For shareholders and proxies attending the meeting at the meeting venue**

- 3.1.1 The Company provides seats in the meeting room with the physical distance according to the government's relevant measures. The Company will give shareholders the right to enter the meeting room on a first-come, first-served basis. If the seats in the meeting room are fully occupied, the

Company reserves the right not to allow shareholders or proxies to enter the meeting room. In that case, the shareholders or proxies may attend the meeting via e-Meeting instead.

3.1.2 If the meeting participants wish to ask questions or make comments when the Company gives an opportunity for each agenda item, you can proceed as follows:

- (a) Please raise your hand to express your intention, and when the Chairman of the meeting allows the meeting participants to ask questions or make comments, the officer will bring a microphone to you. Prior to asking questions or making comments, you have to inform your first name, and last name, including status, i.e., either a shareholder or a proxy of which shareholder, so that the Company can record the information in the minutes of the meeting accurately; or
- (b) You can write down the questions or comments on the paper provided by the Company, and give it to the officer.

### **3.2 For shareholders and proxies attending via e-Meeting**

3.2.1 Please select the “Ask a question” on the menu, select the agenda item where you would like to ask questions or make comments and press the “question” button. In the event that the meeting participants would like to ask questions via chat channel, they can type the question or comments and press the “Send” button.

3.2.2 In the event that the meeting participants wish to inquire via visual and audio systems, the meeting participants may press the menu “Ask questions via an electronic meeting system”, and then press “Agree” to confirm the queue. Once getting the signal to ask a question, the meeting participant’s camera and microphone should be turned on. Prior to asking a question, you have to inform your first name, and last name, including status, i.e., either a shareholder or a proxy of which shareholder, so that the Company can record the information in the minutes accurately.

In this regard, the Company will answer questions related to the meeting agendas’ items and will be voted on in the meeting room only. For the shareholders’ questions or other suggestions related to the meeting’s agenda items that are not answered in the meeting, the Company will summarize and respond to them in the appendix of minutes of the shareholders’ meeting, and will disclose them on the Company’s website within 14 days from the meeting date.

## **4. Proxy Appointments**

The Company has prepared three prescribed proxy forms by the Business Development Department as follows:

- Proxy Form A is a general and simple form;
- Proxy Form B is the form with fixed and specific details of authorizing proxy;
- Proxy Form C is for foreign shareholders who authorize the Custodian in Thailand as the depository and trustee.

The Company delivered such proxy forms together with the notice of the Shareholders' Meeting (enclosure 7) for any shareholders who are unable to attend the meeting in person may consider granting a proxy to another person, or appoint an independent director of the Company as a proxy (enclosure 6) to attend and votes at the shareholders' meeting on their behalf. In addition, shareholders may download such proxy forms from the Company's website at <https://investor.thailife.com/en/document/shareholder-meetings>.

Moreover, the Company has facilitated the shareholders in sending proxy documents to the Company before the meeting date. The Company has prepared and enclosed a prepaid envelope with the notice of the Shareholders' Meeting, which you can be sealed and send to the Company by post without affixing a postage stamp. In the event that shareholders wish to attend the meeting via e-Meeting, you can submit the proxy documents during the registration process via e-Meeting as another channel, **by Friday, 21<sup>st</sup> April 2023 at 17.00 hrs.** for further preparation for the meeting.

#### **4.1 Proxy for another person:**

- 4.1.1 A grantor has to appoint and authorize only one proxy to attend the meeting and cast the votes on his/her behalf, and the number of shares held by such grantor cannot be split for more than one proxy in order to separate the votes.
- 4.1.2 The proxy form must be correctly filled in by a grantor and signed by both the grantor and the proxy.
- 4.1.3 If there is any change to the proxy form on any agenda, a grantor has to affix a signature to certify such change. Should there be no appearance of such signature, it will be deemed as "not entitled to vote" on such agenda item.

#### **4.2 Appointment of the Company's independent directors as proxies**

You can specify only one of the Company's independent directors who is designated as a proxy as follows:

- **Mr. Thirachai Phuvanatanarubala, Independent Director and Chairman of the Audit Committee**  
Age: 71 years old.  
Address: Thai Life Insurance Public Company Limited, Company Secretary Office, 8<sup>th</sup> floor, no. 123 Thai Life Insurance Building 1, Ratchadapisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400.
  
- **Miss Quanvari Pramroj na Ayudhya, Independent Director, Chairman of the Nomination and Remuneration Committee and Audit Committee Member**  
Age: 54 years old.  
Address: Thai Life Insurance Public Company Limited, Company Secretary Office, 8<sup>th</sup> floor, no. 123 Thai Life Insurance Building 1, Ratchadapisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400.

## 5. Votes casting

For casting votes for each agenda item, in accordance with the Company's Articles of Association, Article 43, 1 share shall be counted as 1 vote. A shareholder with a special interest in any matter proposed for a resolution shall not be entitled to vote on such matter, except for voting on the election of directors, which shall not be subject to any prohibitions.

In the event that a shareholder who appoints a proxy to attend the meeting on his/her behalf has marked in the proxy form his/her "approval", "disapproval", or "abstention" vote in compliance with the guidelines, the Company will record such votes as marked or specified by the shareholder in the system in advance, and will further combine such votes with other votes casting by shareholders attending the meeting at the meeting venue.

### 5.1 For shareholders and proxies attending the meeting at the meeting venue

5.1.1 For casting votes, the Company prepares the ballots for every shareholder's convenience to cast votes in the meeting. The ballots are divided into various agenda items with details already printed. On the agenda item having several sub-topics, the Company will propose to the meeting to resolve each sub-topic, e.g., agenda no. 5 To consider the election of directors in replacement of those whose term of office will expire, etc.

5.1.2 Casting votes in the ballots

(a) Shareholders who cast the votes as "disapproval" or "abstention", please mark in the ballots and affix your signature. Then, please raise your hand so that the Company's officer will collect the ballots for further counting the votes.

(b) Shareholders who cast the votes as "approval", please do not mark in the ballots or do not return the ballots to the officer. The Company will deduct the "disapproval" and "abstention" votes from the total number of votes of shareholders attending the meeting of that agenda item. Therefore, the remaining votes shall be the approved votes.

5.1.3 If a grantor does not specify his/her voting decision on an agenda item in the proxy form or if a voting decision specified therein is unclear, or there is any matter other than those specified in the proxy form which is to be considered and resolved in the meeting, the proxy will be entitled to consider and vote on such agenda item as the proxy deems appropriate.

5.1.4 Ballots will be deemed invalid as follows:

- (a) The ballot did not have a shareholder's or a proxy's signature.
- (b) The ballot has more than one mark (except the casting votes of the custodian).
- (c) The ballot with a cross mark without a signature affixed, or specify unclear decisions.
- (d) The ballot that voted in excess of the entitled votes.

## 5.2 For shareholders and proxies attending via e-Meeting

5.2.1 For each agenda item, the Chairman of the meeting will ask the meeting to cast votes via the e-Meeting system. The meeting participants have to select only one vote of “Approval”, “Disapproval”, or “Abstention”.

5.2.2 In the event that the meeting participant cancels his/her votes, or does not vote via the e-Meeting system within the period that the Company opens for voting, the Company will deem that the meeting participant vote “approves” on that agenda item.

## 6. Votes counting

6.1 The Company shall deduct disapproval and abstention votes from the total number of votes of shareholders attending the meeting and having the right to vote. The remainder shall be deemed as “approval votes”.

6.2 Typically, a majority vote of shareholders who attend the meeting and cast their votes will be applied. In case of equal votes, the Chairman of the meeting shall have a casting vote, except the agenda no. 6, To consider and approve the remuneration of directors for the year 2023 and the gratuity of directors, according to Paragraph 2 of Section 90 of the Public Limited Companies Act, B.E. 2535 (1992) (as amended) a vote of not less than two-thirds of the total number of votes of shareholders attending the meeting is required, and the agenda no. 8 To consider and approve the amendment of the Company's Articles of Association, according to the Company's Articles of Association, Article 56 a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote is required.

6.3 The Company will announce the meeting resolution of agenda items and will show voting results to the meeting as how many votes for “approval”, “disapproval”, “abstention”, and “voided ballots”. However, some agenda items may take a long time to count the votes, the Chairman of the meeting may request the meeting to consider the next agenda item first, for the continuation of the meeting, and the voting results will be announced in the meeting immediately when the officer finishes counting the votes.

## Remark

- Shareholders can enquire about the registration method for attending the Annual General Meeting of Shareholders at the meeting venue by contacting the Company Secretary Office, telephone: 0-2247-0247 ext. 3813 at 08.30 – 16.00 hrs. (only on weekdays excluding public holidays).
- Shareholders can enquire additionally about the process or difficulties in registration for attending the meeting via e-Meeting at Inventech Call Center, by the following channels:

 0-2931-9130

 @inventechconnect (the service will be available from 18<sup>th</sup> – 27<sup>th</sup> April 2023 at 08.30 – 17.30 hrs. (only on weekdays excluding public holidays).

## Procedures for attending the 2023 Annual General Meeting of Shareholders at the meeting venue and via E-Meeting

### Procedures for attending the meeting at the meeting venue

- In the case of shareholders and proxies would like to attend the meeting at the meeting venue, they can proceed as follows:

#### Procedures for attending the meeting at the meeting venue

1. In case of shareholders attend the meeting in person:

- 1 Present the identification documents at the registration counter.
  - 2 Registration officer checks the documents, and proceeds with the registration.
  - 3 Receive ballots.
2. Join the meeting in the meeting room.
3. Cast vote(s) as you wish.

1. In case of proxies from shareholders:

- 1 Present the proxy documents at the document verification counter.
  - 2 Document verification officer verifies the documents.
  - 3 Present the verified document at the registration counter.
  - 4 Registration officer proceeds with the registration.
  - 5 Receive ballots.
2. Join the meeting in the meeting room.
3. Cast vote(s) as you wish.

Form 1: พิจารณาการรับรองรายงานการประจักษ์สามัญผู้ถือหุ้น ประจำปี 2566

Form 2: พิจารณาการถ่ายเงินเป็นผล ประจำปี 2566

#### Proxy Appointment to the Company's Independent Directors

A Shareholder who authorizes one of the Company's independent directors to attend and vote on his or her behalf, please submit the proxy form together with the supporting documents to the Company by post using the enclosed prepaid envelope to the notice of Shareholders' Meeting. Such proxy form and supporting documents shall be delivered to the Company by Friday 21<sup>st</sup> April 2023 at 17.00 hrs., or can submit the aforementioned proxy documents at the meeting venue.

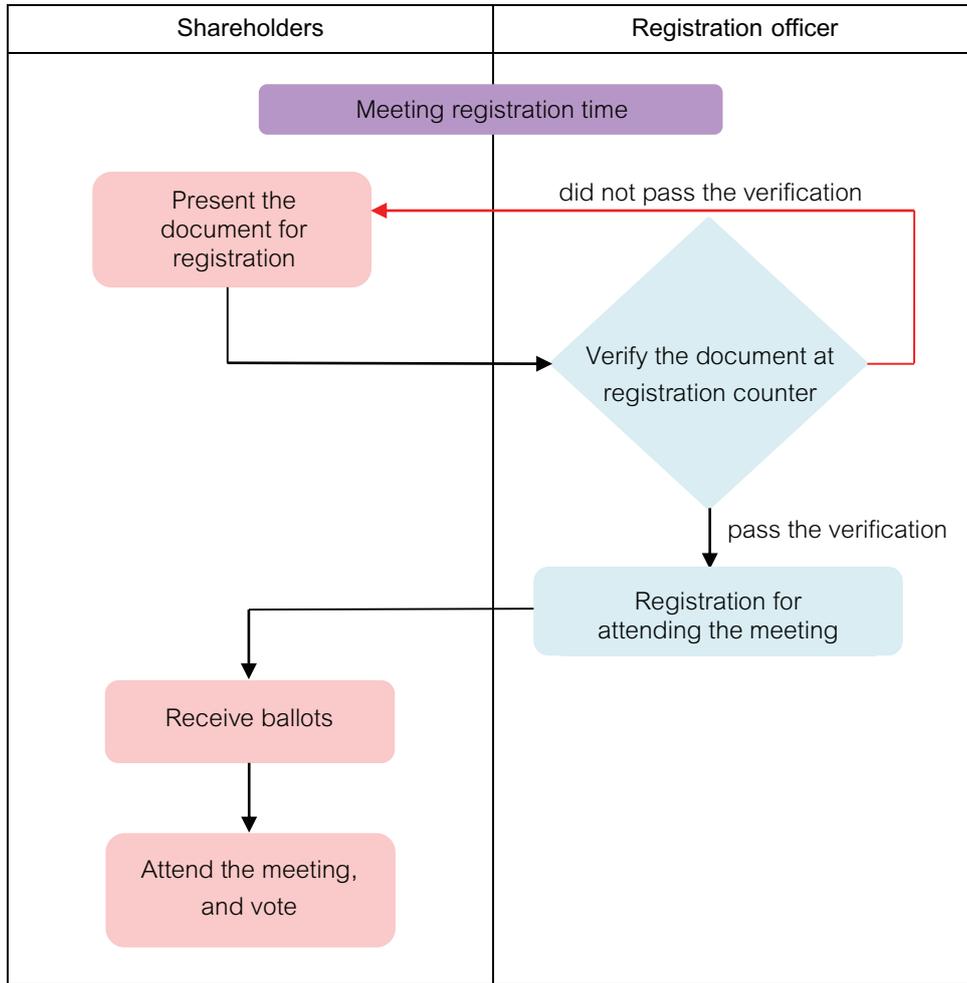
Thai Life Insurance Public Company Limited

Company Secretary Office, 8<sup>th</sup> Floor

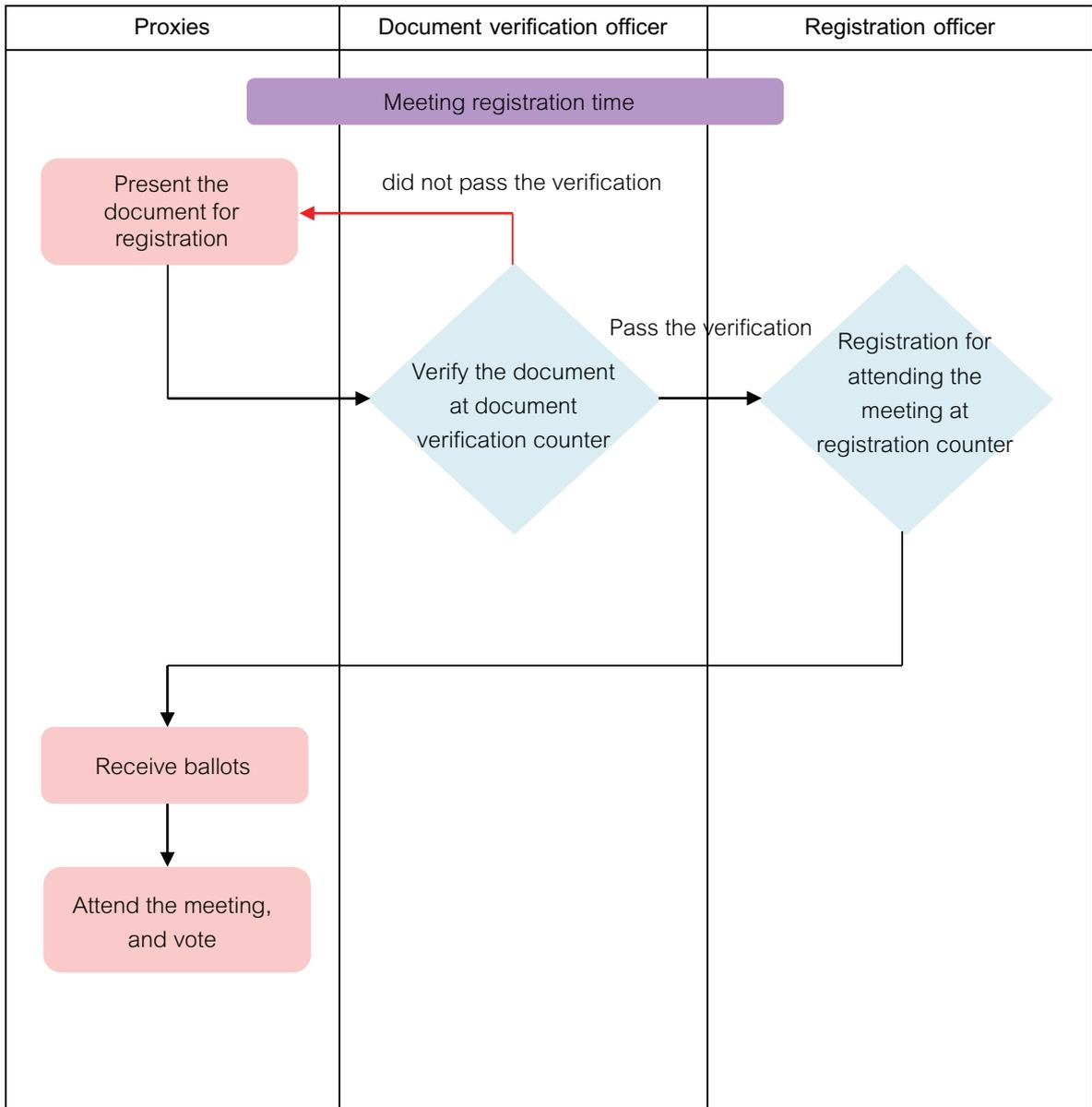
P.O. Box 123, Thaiprakanchiwit Post Office, Bangkok 10326

Flowchart of procedures for attending the meeting at the meeting venue

In case of shareholders attend the meeting in person



In case of proxies from shareholders

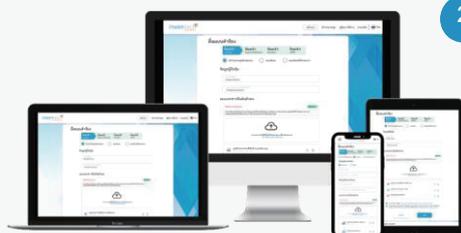


### Procedures for attending the meeting via e-Meeting

- In the case of shareholders or proxies who would like to attend the meeting via e-Meeting, they can proceed according to the procedures as follows:

#### Procedures for requesting Username & Password via e-Request system

1. Shareholders must submit a request form to attend the meeting via e- Meeting through Web Browser at <https://app.inventech.co.th/TLI165705R> or scan QR Code  and follow the processes as shown in the picture.



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

- 1 Click link URL or scan QR Code in the Notice of the Shareholders' Meeting.
- 2 Choose type of request for submitting a request form and follow 4 processes as follows:
  - 1<sup>st</sup> process: Fill in the information of shareholder(s).
  - 2<sup>nd</sup> process: Fill in the information for identity verification.
  - 3<sup>rd</sup> process: Verify the identity via OTP.
  - 4<sup>th</sup> process: Finish the transaction successfully and the system will display information of shareholders again to verify the accuracy of the information.
- 3 Please wait for an email from the officer for the information details of the meeting and Password.

2. Shareholders who would like to attend the Meeting in person or by proxy (who is not the Company's independent directors) via e-Meeting, please note that the electronic registration will be available from 18<sup>th</sup> April 2023 at 8:30 hrs. until the end of the meeting on 27<sup>th</sup> April 2023.
3. The e-Meeting system will be available on Thursday 27<sup>th</sup> April 2023 at 12:00 hrs. (2 hours before the meeting starts). Shareholders or proxies shall use the provided Username and Password and follow the instruction of accessing system manual.

#### Proxy Appointment to the Company's Independent Directors

A Shareholder who authorizes one of the Company's independent director to attend and vote on his or her behalf, please submit the proxy form via e-Register or send the proxy form together with the supporting documents to the Company by post to the following address using the enclosed prepaid envelope to the notice of Shareholders' Meeting. Such proxy form and supporting documents shall be delivered to the Company by Friday 21<sup>st</sup> April 2023 at 17.00 hrs.

Thai Life Insurance Public Company Limited  
 Company Secretary Office, 8<sup>th</sup> Floor  
 P.O. Box 123, Thairakanchiwit Post Office, Bangkok 10326

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



0-2931-9130



@inventechconnect



The system will be available during 18<sup>th</sup> – 27<sup>th</sup> April 2023 at 08.30 – 17.30 hrs.  
 (Only on weekdays and excluding public holidays).



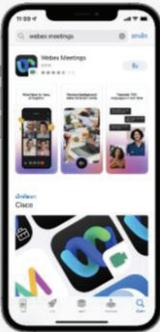
Report a problem  
 @inventechconnect

### Installation Guide for Webex Meetings

Shareholders, who use PC/Laptop, do not need to install the application. However, shareholders who use mobile phone, please follow the installation processes as follows:

#### For iOS Operating System

- 1 Go to Application **App Store** 
- 2 Search for **Webex Meetings**.



- 3 Click **"GET"** for installing the application.
- 4 Please **wait** until the download is completed.
- 5 **Finish** the application installation and the icon will appear on your smart phone.

#### For Android Operating System

- 1 Go to Application **Play Store** 
- 2 Search for **Webex Meetings**.



- 3 Click **"INSTALL"** for installing the application
- 4 Please **wait** until the download is completed.
- 5 **Finish** the application installation and the icon will appear on your smart phone.

### Procedures for registration for attending the meeting (e-Register)

- 1 Click the registration link URL for attending the meeting from the approved email.
- 2 Fill in Username and password or request for OTP to login.
- 3 Click "Register" button and the system will register and counted as a quorum.
- 4 Then click "Join Attendance" button.
- 5 Click "Watch Meeting" button



- 6 Click "Open Webex" button shown on the screen.
- 7 In case of using PC/Laptop: Please fill in the details to register for watching the live broadcast via the Webex Meetings Application as follows:
  - 7.1 Fill in the Name and Email Address to match the information that you submitted the request form.
  - 7.2 Click "Next" button.
- 8 Click "Join" button to watch the live broadcast meeting.

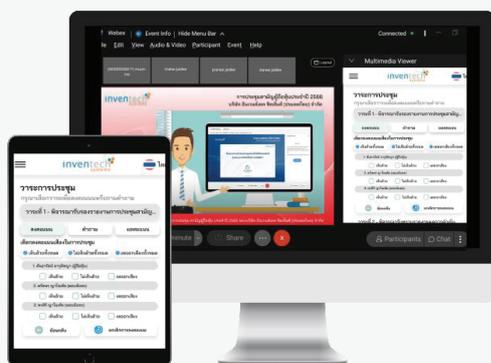
- 9 In case of using Mobile/iPad: Please fill in the details to register for watching the live broadcast via the Webex Meetings Application as follows:
  - 9.1 Fill in the Name and Email Address to match the information that you submitted the request form.
  - 9.2 Click "OK" button.
- 10 Click "Allow" button for accessing the microphone.
- 11 Click "Join" button to watch the live broadcast meeting.



## Procedures for e-Voting

### In case of using PC/Laptop

- 1 Click "Continue" button on menu "Multimedia Viewer".
- 2 Fill in email and password that you received from your email or request for OTP.
- 3 Click "Login" button.
- 4 Then click "Join Attendance" button.
- 5 Select the agenda of the meeting that the Company determines.
- 6 Click "Vote" button.
- 7 Vote as you wish.
- 8 The system will display the results of your latest vote that you select for voting.



### In case of using Mobile/iPad

- 1 Click "Participants" menu or symbol .
- 2 Click "Chat" menu and choose message from Inventech Connect (for Android), or click "Chat" menu or symbol  (for iOS).
- 3 Click the link for "Voting and asking questions".
- 4 Click "Continue" button.
- 5 Fill in email and password that you received from your email or request for OTP.
- 6 Click "Login" button.
- 7 Then click "Join Attendance" button.
- 8 Select the agenda of the meeting that the Company determines.
- 9 Click "Vote" button.
- 10 Vote as you wish.
- 11 The system will display the results of your latest vote that you select for voting.

If shareholders would like to cancel the latest vote, please click the button "Cancel latest vote" (this means that your most recent vote will be equivalent to not voting). Shareholders can change the voting until the closing of voting session for such agenda item. If the meeting participant cancels his/her votes or does not vote via the e-Meeting system within the voting session, the Company considers that the meeting participant "approves" that agenda item.

## Procedures for asking questions via Inventech Connect

- Select the agenda of the meeting that the Company determines.
- Click "Question" button.



- 1 Asking question(s).
  - Type the question(s) and then click "Send".
- 2 Asking question(s) via video conference.
  - Click "enquire via video conference".
  - Click "OK" for confirming your queue.
  - Please wait for the queue from the officer before you can turn on the microphone and the camera.

## Installation guides for Webex Meetings and the User Manual for Inventech Connect



User Manual of e-Request



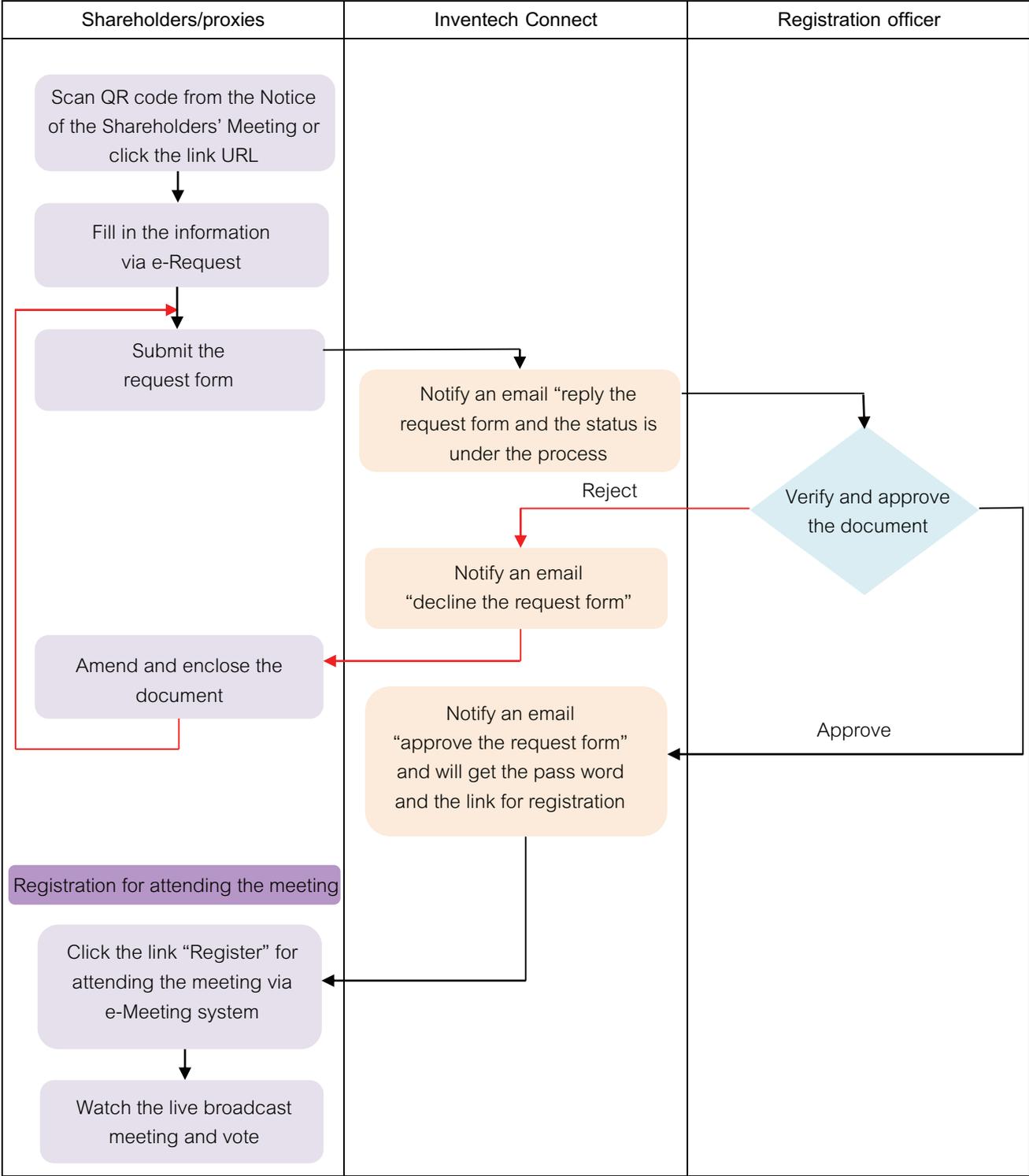
User Manual of e-Voting

\* Remark: Operation of the e-Meeting system and Inventech Connect system depends on the internet capability of shareholders or proxies including the device and/or program of the device. Please use the device and/or the following programs to operate the system as follows:

1. Internet speed requirements
  - High-Definition Video: Minimum internet speed of 2.5 Mbps (recommended internet speed).
  - High Quality Video: Minimum internet speed of 1.0 Mbps.
  - Standard Quality Video : Minimum internet speed of 0.5 Mbps.
2. Device requirements.
  - Smartphone/Tablet with iOS or Android.
  - PC/Laptop with Windows or Mac.
3. Internet browser: Chrome (recommended) / Safari / Microsoft Edge.

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

Flowchart of procedures for attending the meeting via e-Meeting



**The conditions for using the system**

**Merge user accounts/change the account**

If submitting the request form for multiple shareholders by using the same email and mobile phone number, the system will merge the user accounts or if the proxy uses more than 1 user account, such proxy can press the "Switch Account" button to log into other accounts, and the votes and the meeting quorums of previously used accounts will still be included as the base number of votes.

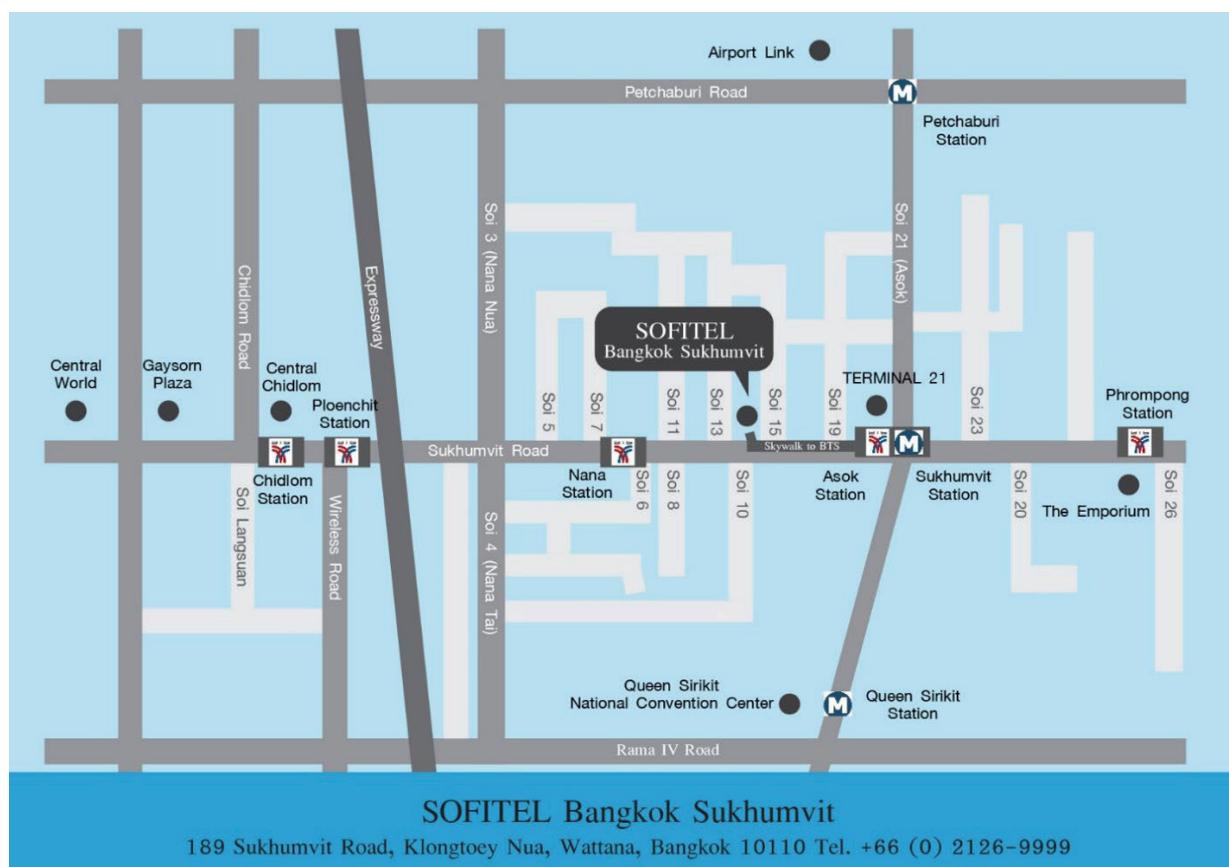
**Leave the meeting**

The meeting participants can press the button "register to leave the quorum" and your votes will be immediately removed from the meeting for the remaining agenda items.

## Map of Sofitel Bangkok Sukhumvit Hotel

Venue for the 2023 Annual General Meeting of Shareholders of Thai Life Insurance Public Company Limited

Meeting Venue: Le Grand Ballroom, 7<sup>th</sup> Floor, Sofitel Bangkok Sukhumvit Hotel



- Transportation:**
1. By BTS Skytrain - Asok Station, take exit no. 5, walking distance about 400 meters. You can use the skywalk to enter the hotel on the 3<sup>rd</sup> floor, or use the alternative entrance\* to enter the hotel on the 1<sup>st</sup> floor, then take an elevator to the meeting venue.
  2. By MRT Subway - Sukhumvit Station, take exit no. 3, walking distance about 450 meters. You can use the skywalk to enter the hotel on the 3<sup>rd</sup> floor, or use the alternative entrance\* to enter the hotel on the 1<sup>st</sup> floor, then take an elevator to the meeting venue.
  3. By private car or public car after taking a parking card:
    - 3.1 You are able to get off at the drop-off area and enter the hotel on the 1<sup>st</sup> floor by using the alternative entrance\*, then take an elevator to the meeting venue; or
    - 3.2 You are able to drive and park the car from P2 to P5, and take an elevator to the meeting venue.

*\*Due to the renovation of the hotel lobby on the 1<sup>st</sup> floor, the hotel's main entrance on the 1<sup>st</sup> floor is temporarily closed. Please use the alternative entrance to enter the hotel on the 1<sup>st</sup> floor, or use the skywalk to enter the hotel on the 3<sup>rd</sup> floor.*

