



ทิพยประกันภัย

DHIPAYA INSURANCE

ภาครัฐเป็นผู้ถือหุ้นใหญ่

Invitation Letter for the 2025 Annual General Meeting of Shareholders

27 March 2025 at 1400 hrs.

Meeting Room, 25th Floor, Head Office Building
Dhipaya Insurance Public Company Limited
1115 Rama 3 Road, Chong Nonsi,
Yannawa, Bangkok 10120

Registration for the meeting
starts at 1200 hrs. on 27 March 2025.

Please note that no snacks will be served
and no gifts will be distributed
at the 2025 Annual General Meeting of Shareholders.

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Invitation Letter for the 2025 Annual General Meeting of Shareholders, 27 March 2025

Enclosures

1. The 2024 Annual Report in QR Code
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We recognize the importance of your privacy. We will collect, use, disclose, and retain personal data in accordance with the Privacy Policy in accordance with the Personal Data Protection Act B.E. 2562. Please scan the QR Code or visit www.dhipaya.co.th/PDPA for details about the Privacy Policy and how we collect, use, and disclose your personal data.

Subject: Invitation to the 2025 Annual General Meeting of Shareholders
Attention: Shareholders of Dhipaya Insurance Public Company Limited

On 25 February 2025, the Board of Directors' Meeting of Dhipaya Insurance Public Company Limited (the "**Company**") resolved to approve that the 2025 Annual General Meeting of Shareholders (the "**Meeting**") is scheduled to be held on 27 March 2025 at 1400 hrs. at the meeting room, 25th FL., Head Office Building of Dhipaya Insurance Public Company Limited, No. 1115, Rama 3 Road, Chong Nonsi, Yannawa, Bangkok Metropolis 10120, to consider the matters according to the agenda items with the opinions of the Board of Directors, as follows:

Agenda Item 1 To acknowledge the report of the 2024 operating results

Objective and Reason: According to Section 113 of the Public Limited Companies Act B.E. 2535 (A.D.1992) and Article 43 of the Articles of Association, the activities to be carried out at an annual general meeting of shareholders are Article 43.1 To consider the report of the Board of Directors proposed to the meeting on the operating results of the previous year. The report of the 2024 operating results is disclosed in the 2024 Annual Report.

The Board's Opinion: After due consideration, the Board of Directors deemed it appropriate to propose that the Meeting acknowledge the 2024 operating results as disclosed in the 2024 Annual Report, which can be downloaded from the QR Code and was delivered to the shareholders, together with this invitation letter as attached in Enclosure 1.

Required votes for approval: This agenda item is for acknowledgement; therefore, no voting is required.

Agenda Item 2 To approve the financial statements for the year ending 31 December 2024

Objective and Reason: According to Section 112 of the Public Limited Companies Act B.E. 2535 (A.D.1992) and Article 46 of the Articles of Association, the Board of Directors shall cause a balance sheet and profit and loss statement at the end of the accounting period of the Company to be prepared and proposed to the shareholders at an annual general meeting of shareholders for consideration and approval. The balance sheet and profit and loss statement must be audited by the auditor before being proposed to the annual general meeting.

The financial statements for the year ending 31 December 2024, which had been reviewed by the Audit Committee and audited by the certified public accountant of the Company, PricewaterhouseCoopers ABAS Ltd. The financial statements were delivered to the shareholders, together with this invitation letter.

The Board's Opinion: After due consideration, the Board of Directors deemed it appropriate to propose that the Meeting approve the 2024 financial statements for the year ending 31 December 2024, which was reviewed by the Audit Committee and audited by the certified public accountant in accordance with the Auditor's Report, and the Financial Statements, which was delivered to the shareholders, together with this invitation letter as attached in Enclosure 1.

Required votes for approval: This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

Agenda Item 3 To consider and approve the appropriation of profit from the 2024 operating results and the dividend payment

Objective and Reason: In 2024, the Company had a net profit of THB 1,603,458,870.43 and had no accumulated losses. Consequently, the Company was able to consider making dividend payments to the shareholders in accordance with Section 115 of the Public Limited Companies Act B.E. 2535 (A.D. 1992) and Article 48 of the Articles of Association which provide that dividends shall not be paid out of any other sources other than out of profit. In the case that the Company still incurs an accumulated loss, no dividend payment shall be made. Dividends shall be equally distributed according to the number of shares. Each share is entitled to an equal dividend amount.

The Company's dividend payment policy is not less than 50% of its net profit and any payment of dividends must be approved by the Board of Directors and a general meeting of shareholders (as the case may be).

With respect to the appropriation of net profit to a reserve fund and according to Section 116 of the Public Limited Companies Act B.E. 2535 (A.D. 1992) and Article 49 of the Articles of Association, the Company must appropriate to a reserve fund, from its annual net profit, no less than 5 (five) percent of the annual net profit less carried-forward accumulated loss (if any) until the reserve fund reaches an amount of no less than 10 (ten) percent of the registered capital. In this regard, the Company has appropriated its annual net profits to the reserve fund to reach 10 (ten) percent of the registered capital, therefore, no appropriation is required. Additionally, it is deemed appropriate to consider allocating an additional general reserve of 5 (five) percent of the annual net profit, to ensure the Company's stability and support the business expansion.

The Board's Opinion: After due consideration, the Board of Directors deemed it appropriate to propose that the Meeting approve the appropriation of net profit for 2024 and dividend payment as follows.

Unappropriated retained earnings at the beginning of the year	THB	8,579,570,326.57
Net profit for the year	THB	1,603,458,870.43
Total appropriated retained earnings	THB	10,183,029,197.00
Appropriation		
Annual dividend	THB	960,000,000.00
General reserve	THB	80,172,943.52
Unappropriated retained earnings carried forward	THB	9,142,856,253.48

Comparison of Dividend Payments

	2024	2023	Changed from 2023
Dividend payment policy as a percentage of net profit	50	50	-
Interim dividend payout ratio per share (THB)	0.50	0.50	-
Annual dividend payout ratio per share (THB)	1.10	1.10	-
Total cash dividend payment per share (THB)	1.60	1.60	-
Total cash dividend payment (THB)	960,000,000.00	960,000,000.00	-
Dividend payment ratio as a percentage of net profit	59.87	51.75	8.12

(This dividend payment is in accordance with the Company's dividend payment policy.)

The Company's dividend payment policy is at the rate of not less than 50% of its net profit of its operating results. For 2024, the Company considered it was appropriate to pay dividend from the 2024 operating results at the rate of THB 1.60 per share, totaling THB 960,000,000.00, equivalent to 59.87% of the net profit for 2024.

In this regard, the Board of Directors' Meeting No. 8/2024 on 27 August 2024 resolved to approve an interim dividend payment from the net profit of the accounting period ending 30 June 2024 to the shareholders at the rate of THB 0.50 per share for 600,000,000 shares, totaling THB 300,000,000.00, which was paid on 19 September 2024. The remaining dividend payments at the rate of THB 1.10 per share, totaling THB 660,000,000.00, would be paid from the net profit after deducting the corporate income tax at a rate of 20%. The Company will pay the remaining dividend for the year 2024 to the shareholders who are entitled to receive dividends, as their names were listed on the record date for dividend entitlement on 11 March 2025. The dividend payment is scheduled on 18 April 2025, after an approval by the Meeting.

Required votes for approval: This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

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

Objective and Reason: According to Section 71 of the Public Limited Companies Act B.E. 2535 (A.D.1992) and Article 22 of the Articles of Association, at every annual general meeting of shareholders, one-third of the total number of directors shall retire from office. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire from office. The directors to retire during the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year the directors who have been the longest in office shall retire. A retiring director is eligible for re-election.

At the 2024 Annual General Meeting of Shareholders, the following directors are due to retire on completion of their term in accordance with the Public Limited Companies Act B.E. 2535 (A.D.1992) and the Articles of Association, namely:

- | | | | |
|-----|------------------|-----------|--|
| (1) | Mr. Somchainuk | Engtrakul | Director and Chairman of the Board of Directors, |
| (2) | Mrs. Pankanitta | Boonkrong | Independent Director, Member of the Audit Committee and
Chairman of the Risk Management Committee |
| (3) | General Tienchai | Rubporn | Director and Member of the Executive Committee |
| (4) | Mrs. Thida | Pattatham | Director and Member of the Nomination, Remuneration and Human
Resource Committee |

The Nomination, Remuneration and Human Resource Management Committee, excluding the re-nominated directors, has selected persons who are suitable to be directors, who have the qualifications, knowledge, expertise, leadership, vision, moral and ethical values, ability to express their opinion independently, as well as a variety of specific and necessary knowledge and expertise. The Nomination, Remuneration and Human Resource Management Committee proposed to elect the following four persons whose qualifications have been thoroughly and individually considered.

1. To re-elect one independent director who is due to retire by rotation to hold office for another term, namely Mrs. Pankanitta Boonkrong;
2. To re-elect the following three directors who are due to retire by rotation to hold office for another term:
 - 2.1 Mr. Somchainuk Engtrakul
 - 2.2 General Tienchai Rubporn
 - 2.3 Mrs. Thida Pattatham

Please refer to [Enclosure 3](#) for the qualifications of independent directors.

All four candidates are distinguished professionals with extensive knowledge and expertise in managing large organizations and experience in line with the Company's business strategy and demonstrate strong leadership, a forward-thinking vision, integrity, and ethical standards.

The Board's Opinion: The Board of Directors, excluding the re-nominated directors, considered the persons, who were nominated in accordance with the procedure specified by the Company, and was of the view that they were fully qualified in accordance with the relevant rules and regulations, suitable for the Company's business operations. In addition, the Board of Directors was of the view that the person, who was nominated to be re-elected as independent director, was fully qualified in accordance with the laws on the qualifications of independent directors. After due and prudent consideration and consideration of qualification individually, the Board of Directors, therefore, resolved to approve, as proposed by the Nomination, Remuneration and Human Resource Management Committee, as follows:

1. To re-elect one independent director who is due to retire by rotation to hold office for another term, namely Mrs. Pankanitta Boonkrong;
2. To re-elect the following three directors who are due to retire by rotation to hold office for another term:
 - 2.1 Mr. Somchainuk Engtrakul
 - 2.2 General Tienchai Rubporn
 - 2.3 Mrs. Thida Pattatham

These four candidates are fully qualified in accordance with the Public Limited Companies Act B.E. 2535 (A.D.1992). For personal profiles of the nominated persons, please refer to [Enclosure 2](#).

Therefore, after the Meeting re-elects the directors as proposed, the Board of Directors will consist of 12 members, four of whom are independent directors, namely:

1.	Mr. Somchainuk	Engtrakul	Director
2.	Mr. Sima	Simananta	Independent Director
3.	Mr. Yuttana	Yimgarund	Independent Director
4.	Mrs. Pankanitta	Boonkrong	Independent Director
5.	Mr. Nattachak	Pattamasingh Na Ayudhya	Independent Director
6.	General Somchai	Dhanarajata	Director
7.	Mr. Vithai	Ratanakorn	Director
8.	Miss Jaroonsri	Wankertphon	Director
9.	Miss Panida	Makaphol	Director
10.	General Tienchai	Rubporn	Director
11.	Mrs. Thida	Pattatham	Director
12.	Mr. Somporn	Suebthawilkul	Director

Required votes for approval: This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

Agenda Item 5 To consider and approve the directors' remuneration for 2025

Objective and Reason: According to Section 90 of the Public Limited Companies Act B.E. 2535 (A.D.1992), the Company is prohibited from paying any sum of money or property to its directors, with the exception of their remuneration in accordance with the Articles of Association. According to Article 37 of the Articles of Association, the directors are entitled to receive remuneration from the Company in terms of money, meeting allowances, bonuses or other forms of remuneration in accordance with the Articles of Association or the resolutions made at a shareholders meeting. The shareholders meeting may determine a fixed sum or establish criteria to be used on a case-by-case basis, or on a permanent basis, until further notice. Moreover, the directors are entitled to receive allowances and other fringe benefits in accordance with the Company's regulations. The provisions in the first paragraph of Article 37 shall not affect the rights of staff members or employees of the Company who are elected as directors, with respect to receiving remuneration and benefits in their capacity as staff members or employees of the Company.

The Nomination, Remuneration and Human Resource Management Committee has thoroughly considered the remunerations for the Board of Directors and the Subcommittees according to suitability, increased responsibilities and duties, business expansion, and profit growth, as well as other remuneration in the non-life insurance industry. Considering that the directors' remuneration has not increased for four years, the Board of Directors, therefore, deemed it appropriate to increase the directors' remuneration to be comparable with other non-life insurance companies in the industry as follows.

1. Directors' Remuneration

Directors' Remuneration	2025 (THB per month, per person)	2024 (THB per month, per person)	Changed from 2024 (THB)
1. Meeting Allowance			
Board of Directors			
Chairman	88,000	80,000	8,000
Deputy Chairman	42,000	38,000	4,000
Director	34,000	31,000	3,000
Executive Committee			
Chairman	61,000	55,000	6,000
Member	31,000	28,000	3,000
Subcommittees appointed by the Board of Directors			
Chairman	34,000	31,000	3,000
Member	24,000	22,000	2,000
2. Other benefits	None	None	-

2. Directors' Bonuses

The Nomination, Remuneration and Human Resource Management Committee considered the bonus of the Board of Directors, written premium, assets, dividend paid to the shareholders, at a rate higher than the dividend payment policy every year. This results in the Company being able to maintain its leadership position in the non-life insurance industry. It is, therefore, deemed appropriate the bonus of THB 25 million, which is at the same rate as the previous year, shall be paid, and the Chairman will consider allocating the business as he deemed appropriate.

The compositions and the scopes of the duties of the Board of Directors and the Subcommittees are disclosed in the 2024 Annual Report on the Management.

The Board's Opinion: After reviewing the proposal made by the Nomination, Remuneration and Human Resource Management Committee, the Board of Directors considered that it was appropriate to propose to the Meeting for approval, as proposed.

Required votes for approval: This agenda item requires a vote of no less than two-thirds of the total votes of the shareholders attending the Meeting.

Agenda Item 6 To consider and appoint the auditors and fix the audit fee for 2025

Objective and Reason: Section 120 of the Public Limited Companies Act B.E. 2535 (A.D. 1992) provides that an annual general meeting of shareholders shall appoint an auditor and fix the audit fee. In appointing the auditor, the previous auditor is eligible to be reappointed. Section 121 of the Public Limited Companies Act B.E. 2535 (A.D. 1992) provides that the auditor must not be in a position of director, staff member, or employee, or hold any position in the Company. Chapter 5: Shareholder Meeting, Article 43.6 of the Articles of Association states that a necessary agenda item of a general meeting of shareholders is to appoint an auditor and fix the audit fee.

The Board's Opinion: With the recommendation of the Audit Committee and due consideration, the Board of Directors deemed it appropriate to propose the following to the Meeting for approval:

- To appoint the auditors from PricewaterhouseCoopers ABAS Ltd., who possess experience and expertise, and have been approved by the Office of the Securities and Exchange Commission, to be the Company's auditors for 2025. The details of the auditors are as follows:

Names of Responsible Auditors	CPA No.	Years of Auditing Service
Miss Vipharisi Vimanrat	9141	1
Miss Sakuna Yamsakul	4906	Nil
Miss Sinsiri Tangsombat	7352	Nil

or

or

Any of the appointed auditors shall be authorized to audit and sign the auditor's report. It is noted that PricewaterhouseCoopers ABAS Ltd. and the auditors proposed for appointment as the Company's auditors have no relationship and no conflict of interest with the Company, executives, major shareholders or persons related to such persons in a manner that would affect the independent performance of duties.

After consideration, the Audit Committee considered that PricewaterhouseCoopers ABAS Ltd. was fully qualified and appropriate to be appointed as the auditors. The Company, therefore, appointed PricewaterhouseCoopers ABAS Ltd. as the auditors for 2025 in accordance with the recommendation of the Audit Committee.

- To approve the audit fee for 2025 of THB 4,787,000.00 and the additional audit fee for preparing the financial statements in accordance with TFRS 9 and TFRS 17 standards of THB 5,000,000.00, totaling THB 9,787,000.00, as detailed as follows:

Unit: THB

Items	Audit fee		Increase (Decrease)	
	2025	2024	Amount	%
Annual audit fee for 2025				
Quarterly financial statement review (3 quarters)	1,566,000	1,566,000	-	-
Annual financial statement audit fee	2,675,000	2,675,000	-	-
Capital fund maintenance report review (quarter 2)	273,000	273,000	-	-
Annual capital fund maintenance audit fee	273,000	273,000	-	-
Total audit fee for 2025	4,787,000	4,787,000	-	-
Additional audit fee for preparing financial statements in accordance with TFRS 9 and TFRS 17 standards				
Accounting policies and disclosures	1,200,000	First and one-time engagement		
Implementation of accounting policies and verification of information	1,000,000			
Actuarial models and assumptions	1,350,000			
Audit testing	1,450,000			
Total additional audit fee	5,000,000			
Grand Total	9,787,000			

Remarks Non-Audit Fee: This includes an IT system review and an audit of the incurred but not reported (IBNR) claim reserve estimates, conducted by the auditor's experts.

The audit fee for the financial statements for 2025 remains unchanged from 2024. The additional audit fee for financial statement preparation is the first and one-time engagement. It is considered a reasonable price and should be proposed to the Meeting for approval.

Required votes for approval: This agenda item must be approved by a majority of the total number of votes of the shareholders attending the meeting and casting their votes.

Agenda Item 7 Other matters (if any)

The Company published this invitation letter for the 2025 Annual General Meeting of Shareholders, together with the supporting documents for the Meeting and proxy forms on the Company's website: www.dhipaya.co.th, in the Investor Relations Section. Any shareholder who needs any clarification related to the Meeting's agenda items can submit enquiries in advance to the email address: IR@dhipaya.co.th.

The shareholders who do not intend to attend the Meeting in person, may appoint a proxy to attend the Meeting and vote on their behalf by selecting one of the enclosed proxy forms in [Enclosure 7](#), filling out information, and signing.

The shareholders may appoint an Independent Director of the Company to act as their proxy in attending the Meeting on their behalf. The Independent Directors, who may be appointed to attend the Meeting and vote, are Mr. Yuttana Yimgarund or Mr. Nattachak Pattamasingsh Na Ayudhya, neither of whom have any special interest in the agenda items proposed in the Meeting. Please refer to the information of the Independent Directors in [Enclosure 6](#).

The shareholders are cordially invited to attend the Meeting on the above-mentioned date, time, and venue. Registration for attending the meeting starts at 1200 hrs.

Yours faithfully,

Dhipaya Insurance Public Company Limited



(Somporn Suebthawilkul, Ph.D.)

Managing Director

Company Secretary: Telephone no. 66 (02) 239 2655

The 2024 Annual Report in QR Code

The Company has prepared and published the 2024 Annual Report on the company's website www.dhipaya.co.th under "Investor" section "Annual Report". Shareholders can download the 2024 Annual Report through QR Code below in [Enclosure 1](#).



QR Code Downloading Procedures for the 2024 Annual Report

For iOS System (iOS 11 and above)

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

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

For Android System

1. Open applications such as QR CODE READER or Line
How to scan the QR Code with Line application
Open Line application and click on "Add friend" > Choose "QR Code" > Scan the QR Code
2. Scan the QR Code to access documents regarding the meeting.

**PERSONAL PROFILES OF THE PERSONS NOMINATED FOR THE APPOINTMENT OF NEW DIRECTORS
IN REPLACEMENT OF THOSE WHO COMPLETE THEIR TERMS BY ROTATION**

1. Mrs. Pankanitta Boonkrong

Age 68 Years old

Nationality Thai

Education

- Doctor of Philosophy Program in Good Governance Development, Chandrakasem Rajabhat University
- Master of Science in Accounting, Thammasat University
- Bachelor of Business Administration in Accounting, Thammasat University

Training Program

Training of Thai Institute of Directors Association (IOD)

- Emerging Audit Standards and Implications for the Audit Committee (2024)
- Advance Audit Committee Program (AAP 29/2018)
- Board Matters & Trends (BMT 1/2016)
- Role of the Nomination and Governance Committee (RNG 8/2016)
- Role of the Chairman Program (RCP 37/2015)
- Monitoring the System of Internal Control and Risk Management (MIR 15/2013)
- Audit Committee Program (ACP 24/2008)
- Director Certification Program (DCP 72/2006)

Others

- Corporate Governance Program for Insurance Companies (CIC) 2022, The Office of Insurance Commission and Thai Institute of Directors Association
- Certificate of Corporate Governance for Director and Senior Executive of State Enterprises and Public Organization (PDI), Class 3, King Prajadhipok's Institute
- Government Administration and Public Laws Program (Class 6), King Prajadhipok's Institute
- National Defense for Government Sector, Private Sector and Political Program (Class 5), Thailand National Defense College, National Defense Studies Institute
- The Executive Program in Energy Literacy for a Sustainable Future (Class 5), Thailand Energy Academy (TEA)
- Inspector general 2016, Office of the Permanent Secretary, Prime Minister Office and Office of the Civil Service Commission

Date of Appointment as Director

1 February 2020

Current Position

Independent Director / Member of the Audit Committee /
Chairman of the Risk Management Committee

Years of Directorship

5 Years 1 Month

Other directorship positions/Other positions at present



Listed Company (1 Company)	Others (Non-Listed Company) (3 Companies)	COMPETITORS / RELATED COMPANY
1. Independent Director / Member of the Audit Committee, Dhipaya Group Holdings Public Company Limited	1. Silpakorn University Council Member, Silpakorn University 2. Member of the Audit and Evaluation Committee of the Ministry of Finance, Ministry of Finance 3. Director, Central Laboratory (Thailand) Company Limited	None

Work Experiences

1. Member of National Legislative Assembly, The Parliament
2. Civil Service Commissioner, Office of the Civil Service Commission
3. Audit Committee, Social Security Fund, Ministry of Labour
4. Commissioner, Parliamentary Officials Commission, The Parliament
5. Director, Krungthai Bank Public Company Limited
6. Secretary – General, Office of the Civil Service Commission

Meeting Attendance in 2024

1. The Board of Directors Meeting 13/13 times (100%)
2. The Audit Committee Meeting 12/12 times (100%)
3. The Risk Management Committee Meeting 9/9 times (100%)

Percentage of Company Shares Held

None

Directorship Proposed

Independent Director

**PERSONAL PROFILES OF THE PERSONS NOMINATED FOR THE APPOINTMENT OF NEW DIRECTORS
IN REPLACEMENT OF THOSE WHO COMPLETE THEIR TERMS BY ROTATION**

2. Mr. Somchainuk Engtrakul



Age 80 Years old

Nationality Thai

Education

- Ph.D. (Honorary Degree) in Public Administration, Sripatum University
- Bachelor of Laws, Sripatum University
- Bachelor of Arts in Economics, Upsala College, USA

Training Program

Training of Thai Institute of Directors Association (IOD)

- The Role of Chairman Program (RCP 9/2006)
- Director Accreditation Program (DAP 98/2012)

Others

- Diploma, The Joint State - Private Sector Course (Class 355), National Defence College

Date of Appointment as Director 29 August 1995

Current Position Director / Chairman of the Board of Directors

Years of Directorship 30 Years 6 Months

Other directorship positions/Other positions at present

Listed Company (2 Companies)	Others (Non-Listed Company) (1 Company)	COMPETITORS / RELATED COMPANY
1. Director / Chairman of the Board of Directors / Chairman of the Executive Committee , Dhipaya Group Holdings Public Company Limited	1. Chairman of the Board of Directors, Vejthani Public Company Limited	None
2. Independent Director / Chairman of the Board of Directors, Energy Absolute Public Company Limited		

Work Experiences

1. Independent Director / Chairman of the Board of Directors, Major Cineplex Group Public Company Limited
2. Director, Siam Piwat Company Limited
3. Director, Siam Piwat Holding Company Limited
4. Chairman of the Board of Directors, Nok Airlines Public Company Limited
5. Chairman, TMB Bank Public Company Limited
6. Permanent Secretary, Ministry of Finance

Meeting Attendance in 2024 1. The Board of Directors Meeting 13/13 times (100%)

Percentage of Company Shares Held None

Directorship Proposed Director

**PERSONAL PROFILES OF THE PERSONS NOMINATED FOR THE ELECTION OF DIRECTORS
TO REPLACE THOSE WHO ARE DUE TO RETIRE BY ROTATION**

3. General Tienchai Rubporn

Age 68 Years old

Nationality Thai

Education

- Master of Arts, Command and General Staff College
- Bachelor of Science, Class 27, Chulachomklao Royal Military Academy

Training Program

Training of Thai Institute of Directors Association (IOD)

- Refreshment Training Program (RFP 2/2021)
- Director Certification Program (DCP 240/2017)
- Advanced Audit Committee Program (AACP 22/2016)
- Ethical Leadership Program (ELP 3/2016)
- Driving Company Success with IT Governance (ITG 2/2016)
- Corporate Governance for Capital Market Intermediaries (CGI 15/2016)
- Successful Formulation & Execution of Strategy (SFE 28/2016)
- Financial Statements for Directors (FSD 28/2015)
- Director Accreditation Program (DAP 121/2015)



Date of Appointment as Director 1 August 2023

Current Position Director / Member of the Executive Committee

Years of Directorship 1 Year 7 Months

Other directorship positions/Other positions at present

Listed Company (1 Company)	Others (Non-Listed Company)	COMPETITORS / RELATED COMPANY
1. Director / Member of the Executive Committee, Dhipaya Group Holdings Public Company Limited	None	None

Work Experiences

1. Director, Krung Thai Bank Public Company Limited
2. Advisor of the Public Budget Expenditures Committee
3. Senior Expert, The Royal Army
4. Permanent Secretary, Office of the Army Comptroller, the Royal Army
5. Secretary of the Public Budget Expenditures Committee

Meeting Attendance in 2024

1. The Board of Directors Meeting 13/13 times (100%)
2. The Executive Committee Meeting 12/12 times (100%)

Percentage of Company Shares Held None

Directorship Proposed Director

**PERSONAL PROFILES OF THE PERSONS NOMINATED FOR THE ELECTION OF DIRECTORS
TO REPLACE THOSE WHO ARE DUE TO RETIRE BY ROTATION**

4. Mrs. Thida Pattatham

Age 60 Years old
 Nationality Thai
 Education

- M.A., Energy Studies, The University of Sheffield, England
- Master of Economics, Chulalongkorn University
- Bachelor of Economics, Economic Theory, University of the Thai Chamber of Commerce

Training Program

Training of Thai Institute of Directors Association (IOD)

- Risk Management Program for Corporate Leaders (RCL 33/2023)
- Advanced Audit Committee Program (AACP 45/2022)
- Director Accreditation Program (DAP 197/2022)
- Director Certification Program (DCP 330/2022)

Others

- Cyber Resilience Leadership: SMART GOAL, Bank of Thailand
- Senior Budget Executive Program, Class 6/2019, Budget Bureau
- The Executive Program in Energy Literacy for a Sustainable Future, Class 12/2018, Thailand Energy Academy
- Program for Senior Executives in Public Sector Law, Class 6/2017, Office of the Council of State
- National Defence Course (CDC), Class 58/2016, National Defence College
- The Civil Service Executive Development Program, Course 1, Class 80/2014, Office of the Civil Service Commission
- Advanced Certificate Course in Promotion of Peaceful Society, Class 4/2012, King Prajadhipok's Institute

Date of Appointment as Director 1 September 2023

Current Position Director / Member of the Nomination, Remuneration and Human Resource Management Committee

Years of Directorship 1 Year 6 Months

Other directorship positions/Other positions at present

Listed Company (1 Company)	Others (Non-Listed Company) (1 Company)	COMPETITORS / RELATED COMPANY
1. Director / Chairman of the Risk Management Committee, Dhipaya Group Holdings Public Company Limited	1. Independent Director / Member of the Audit Committee, Government Savings Bank	None

Work Experiences

1. Deputy Secretary-General, Office of the National Economic and Social Development Council (NESDC)
2. Senior Advisor in Policy and Planning, Office of the National Economic and Social Development Council
3. Director, Infrastructure Project Office, Office of the National Economic and Social Development Board
4. Plan and Policy Analyst, Expert Level, Office of the National Economic and Social Development Board
5. Director of Energy Division, Infrastructure Project, Office of the National Economic and Social Development Board

Meeting Attendance in 2024

1. The Board of Directors Meeting 13/13 times (100%)
2. The Nomination, Remuneration and Human Resource Management Committee Meeting 12/12 times (100%)

Percentage of Company Shares Held None

Directorship Proposed Director



**Qualifications of Independent Director
of
Dhipaya Insurance Public Company Limited**

Dhipaya Insurance Public Company Limited provides the definition of the Independent Director as follows:

- a. holding shares not exceeding 1 percent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate, principal shareholder or controlling person of the Company, including the shares held by related persons of the independent director.
- b. neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent Company, subsidiary, affiliate, same-level subsidiary, principal shareholder or controlling person of the Company unless the foregoing status has ended not less than two years prior to the date of appointment; however, the prohibition excludes independent director who was government officer or advisor of the government agencies that are major shareholder or controlling government agencies of the Company.
- c. not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children of executives, major shareholders, controlling persons, or persons to be nominated as executives or controlling persons of the Company or its subsidiary.
- d. not having a business relationship with the Company, its parent Company, subsidiary, affiliate, major shareholder or controlling person of the Company, in the manner which may interfere with his independent judgment, and neither being nor having been a principal shareholder or controlling person of any person having business relationship with the Company, its parent Company, subsidiary, affiliate, major shareholder or controlling person of the Company unless the foregoing relationship has ended not less than two years prior to the date of appointment.

The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Company or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is the lower.

- e. neither being nor having been an auditor of the Company, its parent Company, subsidiary, affiliate, major shareholder or controlling person of the Company, and not being a principal shareholder or controlling person, or partner of an audit firm which employs auditors of the Company, its parent Company, subsidiary, affiliate, major shareholders or controlling person of the Company unless the foregoing relationship has ended not less than two years from the date of appointment.
- f. neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent Company, subsidiary, affiliate, major shareholders or controlling person of the Company, and neither being nor having been a principal shareholder, controlling person or partner of the professional advisor unless the foregoing relationship has ended not less than two years from the date of appointment.
- g. not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the major shareholder;
- h. not operate any business which has the same nature as and is in significant competition with the business of the Company or its subsidiary, or not being a principal partner in any partnership, or not being an executive director, employee, staff, or advisor who receives salary; or holding shares exceeding one percent of the total number of voting rights of any other Company operating business which has the same nature as and is in significant competition with the business of the Company or subsidiary.
- i. not having other any characteristics which make him incapable of expressing independent opinions with regard to the Company's business affairs.

After having been appointed as independent director with qualifications complying with the criteria under (a) to (i) of paragraph one, the independent director may be assigned by the board of directors to take part in the business decision of the Company, its parent Company, subsidiary, affiliate, same-level subsidiary, major shareholder or controlling person of the Company on the condition that such decision must be on a collective basis.

**Articles of Association
of
Dhipaya Insurance Public Company Limited
Relating to the Shareholders Meeting**

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**Chapter 3
Transfer of Shares**

- Article 17.** During the 21 (twenty-one) days prior to each Shareholders' Meeting, the Company is entitled to close the registration in respect of the shares transfer by giving notification to shareholders in advance at the Head Office and all the branches for a period of not less than 14 (fourteen) days prior to the closure of the shares transfer.

**Chapter 5
Shareholders Meetings**

- Article 38.** The Board of Directors must convene a shareholders meeting, which is an annual general meeting of shareholders, within four (4) months from the last day of the fiscal year of the Company. Shareholders meetings other than the aforementioned type are called extraordinary general meetings.

Shareholders meetings can be conducted through electronic media in compliance with the rules, procedures, and conditions prescribed by law.

The board of directors may summon an extraordinary general meeting of shareholders at any time it deems appropriate. One or more shareholders holding shares totalling no less than ten (10) percent of the total shares sold may at any time submit their names and request that the board of directors to call for an extraordinary general meeting in writing, provided that the matters and reasons for the request to call that meeting are clearly stated in the written request. If this occurs, the board of directors must hold a shareholders meeting within forty-five (45) days from the date of the receiving the request from these shareholders.

If the board of directors does not hold the meeting within the period as prescribed under the third paragraph, the shareholders who have endorsed this request or other shareholders holding the number of shares as required may call that meeting within forty-five (45) days from the date under the third paragraph. In this regard, the meeting will be deemed a shareholders meeting called by the board of directors. The Company is responsible for the necessary expenses incurred from that meeting, and must reasonably provide facilitation.

In any meeting that is summoned due to a request by the shareholders under the fourth paragraph, if the number of shareholders present does not form a quorum as specified in Article 40, the shareholders under the fourth paragraph must be jointly responsible for compensating the Company for expenses incurred as a result of that meeting.

- Article 39.** To convene a shareholders meeting, the board of directors must prepare a written notice calling for that meeting, specifying the place, date, time, agenda, and business to be transacted thereat, along with reasonable details, and expressly specifying whether the business is proposed for acknowledgment, approval, or consideration, including the board's opinions thereon. The written notice must be delivered to the shareholders and the registrar, for their information, at least seven (7) days prior to the date of the meeting, and must be published in a newspaper at least three (3) consecutive days no later than three (3) days before the meeting.

- Article 40.** At a meeting of shareholders, a quorum shall consist of shareholders or proxies (if any) who represent not less than 25 (twenty-five) persons, or not less than 1/2 (one-half) of the total number of shareholders, holding in an aggregate amount not less than 1/3 (one-third) of the total number of issued shares. The appointment of proxy by shareholders must be in writing and signed by the appointer in the form prescribed by the Registrar or be made via electronics means that is secured and reliable or other means as prescribed by law.

In the case that, at any meeting of shareholders, one hour has passed since the time at which the meeting is scheduled but the number of shareholders present at the meeting has not met the specified quorum, if that meeting was requested by the shareholders it shall be cancelled. If the meeting was not convened at the request of the shareholders, the meeting shall be adjourned and the notice of the meeting shall be sent to the shareholders no less than 7 (seven) days prior to the date of the meeting. The adjourned meeting shall not require a quorum.

Article 41. In a shareholders meeting, the chairman of the board of directors will preside over the meeting. If the chairman of the board of directors is not present at the meeting or is unable to perform his or her duties, the vice-chairman, if any, will preside over the meeting. If there is no vice-chairman, or the vice-chairman is unable to perform his or her duties, the shareholders present at the meeting will elect one shareholder to preside over the meeting.

In casting votes, each shareholder will have votes equal to the number of shares held by him or her. One share entitles the holder to one vote.

Voting must be made openly, unless a secret vote is requested by at least five (5) shareholders, and approved by the shareholders meeting. The method of secret voting will be determined by the chairman of the meeting.

Article 42. A resolution of the shareholders meeting must consist of the following votes:

42.1 in a general case, a majority vote of the shareholders who attend the meeting and cast their votes, whereby if there is a tie vote, the chairman of the meeting must cast the deciding vote; and

42.2 in the following cases, resolutions must be passed by a vote of no less than three-quarters (3/4) of the total votes of the shareholders who attend the meeting and are entitled to vote:

- (a) the sale or transfer of the whole or a substantial part of the Company's business to any other person;
- (b) the purchase or acceptance of the transfer of the business of other companies or private companies, by the Company;
- (c) the entry into, amendment, or termination of contracts regarding the lease out of all or a substantial part of the Company's business, the assignment for another person to manage the Company's business, or the merger of the Company's business with another persons with the objective of sharing profit and loss;
- (d) the amendment to the Company's Memorandum or Articles of Association;
- (e) the increase or reduction of capital or the issuance of debentures or debentures convertible into ordinary shares; and
- (f) the amalgamation or dissolution of the Company.

Article 43 The following matters shall be decided by the annual general meeting of shareholders:

43.1 Acknowledgment of the report of the Board of Directors to be presented to the meeting concerning the Company's operating results of the previous year;

43.2 Consideration and approval of the balance sheet, the profit and loss statement, and the auditor's report;

43.3 Consideration and approval of the appropriation of profits as dividends and reserve;

43.4 Appointment of new directors to replace the directors who are due to retire upon the expiration of their term of office;

43.5 Fixing of the directors' remunerations;

43.6 Appointment of the auditors and fixing of the audit fee; and

43.7 Transaction of other businesses.

Chapter 6

Accounting, Finance, and Audit

- Article 44.** The accounting year of the Company shall commence on 1st January and end on 31 December of every year.
- Article 45.** The Company must cause accounts to be prepared and kept, and an audit to be conducted, in accordance with the applicable laws, and must prepare balance sheets and statements of profit and loss at least once every twelve (12) months, which is the fiscal year of the Company.
- Article 46.** The board of directors shall procure the balance sheet and the profit and loss statement as at the last day of the fiscal year of the Company, and propose to the shareholders' meeting for consideration and approval at the Annual General Meeting. The board of directors shall have the balance sheet and the profit and loss statement audited by an auditor prior to proposing to the shareholders meeting. In this regard, the board of directors is responsible for supervising and preparing financial statement as prescribed by the law.
- Article 47.** The Board of Directors shall have to dispatch the following documents together with the Invitation to the shareholders to attend the Annual General Shareholders' Meeting.
- 47.1 Copy of the audited balance sheets and profit and loss statements together with the auditor's report.
- 47.2 Annual Report of the Board of Directors.
- Article 48.** It is forbidden to share dividend from any other source apart from profit only. In case the company incurs accumulated loss, no dividend payment is allowed. Dividend shall be allocated equally on the number of shares. The Board of Directors may, from time to time, pay the shareholders interim dividends if adequate profit is foreseen which will be reported in the next Shareholders' Meeting. Such dividend payment shall be made within 1 (one) month from the date of the Shareholders' Meeting or resolution made by the Board depending on case by case. A written notice shall be forwarded to the shareholders and the publication of the notice of the dividend payment shall also be made in the newspaper.
- Article 49.** The Company shall allocate part of the annual net profit as a capital reserve for not less than 5 (five) percent of the annual net profit less the accumulated loss brought forward (if any) until the capital reserve reaches an amount of not less than 10 (ten) percent of the registered capital.
- Article 50.** The auditor shall not be a director, employee, officer or staff member holding any position in the Company.
- Article 51.** The auditor has the authority to examine accounts, evidences and any other documents related to incomes, expenditures including assets and liabilities of the Company during the office hours. The auditor has authority to inquire directors, employees, officers and any other staff members holding any position in the company and the agents of the Company to disclose facts or render evidences related to the operation of the company.
- Article 52.** The auditors have the right to prepare a written clarification and present it to a shareholders meeting, as well as the duty to attend every shareholders meeting of the Company at which the balance sheet, profit and loss account and problems pertaining to the Company's accounts are to be discussed in order to provide their explanation regarding the audit of accounts to shareholders. The Company must deliver all the reports and documents of the Company which are to be received by the shareholders for the purpose of that meeting to the auditors.

Chapter 8

Additional Provisions

- Article 58.** Any notice or notification that is prescribed by law or the Articles of Association to be published in newspaper may be published via electronic media in accordance with the criteria prescribed by law.
- Article 59.** In the case that the Company or the Board of Directors has the duty to send letters or documents under the law or the Articles of Association to the directors, shareholders, or creditors of the Company and those persons have declared their intention or agree to allow the Company or the Board of Directors to send letters or documents via electronic means, the Company or the Board of Directors may send letters or documents via electronic means in accordance with the criteria prescribed by law.

IDENTIFICATION DOCUMENTS OF THE SHAREHOLDER OR PROXY HOLDER WHO ARE ENTITLED TO ATTEND THE MEETING

1. Individual

1.1 Thai nationality

- (a) Attending shareholders: a current shareholder photo identification card such as Thai identification card, government officer identification card, state enterprise identification card or driver's license.
- (b) Proxies: Proxy Form as attached in this invitation letter, copy of identification card of the shareholder and identification card or passport (in case of a foreigner) of the proxy holder

1.2 Foreigner

- (a) Attending shareholders: Passport of the shareholder
- (b) Proxies: Proxy Form as attached in this invitation letter, copy of passport of the shareholder and identification card or passport (in case of a foreigner) of the proxy holder

2. Juristic person

2.1 Juristic person registered in Thailand

- (a) Copy of corporate affidavit issued by Ministry of Commerce (not longer than 60 days prior to the meeting date).
- (b) Copy of identification card or copy of passport (in case of a foreigner) of the authorized director who signs the proxy form including identification card or passport (in case of a foreigner) of the proxy holder.

2.2 Juristic person registered outside of Thailand

- (a) Copy of corporate affidavit issued by the relevant government authority of the country where the juristic person is incorporated. The date of issue shall not exceed 6 months from the date of the meeting.
- (b) Copy of identification card or copy of passport (in case of a foreigner) of the authorized director who signs the proxy form including identification card or passport (in case of a foreigner) of the proxy holder.

A copy of documents must be certified true copy. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by notary public.

3. In the event of the foreign investor appointing the Custodian in Thailand to safeguard and manage the share.

- 3.1 Prepare documents and evidences same as in item 1 or 2
- 3.2 In the event of the foreign investors appointing the Custodian to sign in the power of attorney, the following evidences are additionally required.
 - 1) The power of attorney from the foreign investor authorizing the Custodian to sign in the Proxy Form
 - 2) The letter of confirmation that the Proxy Holder has a license to operate Custodian business

In case the original documents are not in English, the English translation is required as attachment with an initial by Shareholder or Proxy Holder certifying the accuracy of translation, together with its seal being affixed (if any).

Note: The Company reserves the right to waive any of the above requirements for some of the shareholders on case by case basis, at the Company's sole discretion.

PROFILES OF INDEPENDENT DIRECTORS ACTING AS PROXY FOR SHAREHOLDERS

1. Mr. Yuttana Yimgarund

Independent Director/ Chairman of the Audit Committee /
Chairman of the Corporate Governance Committee

Age 63 Years old

Nationality Thai

Address Dhipaya Insurance Plc. 1115 Rama 3 Road, Chong Nonsi,
Yannawa, Bangkok, 10120

Percentage of the Company Shares Held None

Vested interest in the proposed agenda items of the Meeting

Agenda Item 5 : To consider and approve the directors' remuneration for 2025

Special Interest in The Proposed Agenda for This Meeting

No special interest in any agenda item

In this regard, the Independent Directors do not have any relationship that may give rise to conflict of interest as follows:

- Not be close relative to executive officers, major shareholders of the company or its subsidiary.
- Not be executive directors, employee or consultant who receives regular compensation.
- Not be providers of professional service, e.g., auditor, legal consultant.
- Not having business relationship that interferes with exercise of independent judgment.



2. Mr. Nattachak Pattamasingsh Na Ayuthaya

Independent Director / Member of the Audit Committee

Age 71 Years old

Nationality Thai

Address Dhipaya Insurance Plc. 1115 Rama 3 Road, Chong Nonsi,
Yannawa, Bangkok, 10120

Percentage of the Company Shares Held None

Interest in the Proposed Agenda for This Meeting

Agenda Item 5 : To consider and approve the directors' remuneration for 2025

Special Interest in The Proposed Agenda for This Meeting

No special interest in any agenda item

In this regard, the Independent Directors do not have any relationship that may give rise to conflict of interest as follows:

- Not be close relative to executive officers, major shareholders of the company or its subsidiary.
- Not be executive directors, employee or consultant who receives regular compensation.
- Not be providers of professional service, e.g., auditor, legal consultant.
- Not having business relationship that interferes with exercise of independent judgment.



Remark : Details of Information of Independent Directors Acting as Proxy for Shareholders is disclosed in the 2024 Annual Report under "Board of Directors" (Enclosure 1)

PROXY FORM A

(General Standard/Non Complicated Form)

Revenue stamp
20 Baht adhere

As the declaration of the Department of Business Development on the Standard Form of Proxy (No. 5) B.E. 2550

Written at _____

Date ____ Month _____ Year ____

(1) I/We _____ Nationality _____

Residing at No. _____ Road _____ Tambol/Kwaeng _____

Amphoe/Khet _____ Province _____ Postcode _____

(2) Being a shareholder of Dhipaya Insurance Public Company Limited Holding the total amount of _____ shares
and have the right to vote equal to _____ votes as follows:

(3) Hereby appoint

☐ (Mr./Mrs./Miss) _____ Age _____ Years

Residing at No. _____ Road _____ Tambol/Kwaeng _____

Amphoe/Khet _____ Province _____ Postcode _____

☐ Mr. Yuttana Yimgarund aged 63 years, residing at Dhipaya Insurance Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa, Bangkok, 10120

☐ Mr. Nattachak Pattamasingh Na Ayuthaya, aged 71 years, residing at Dhipaya Insurance Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa, Bangkok, 10120

As only one person to be my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders to be held on 27 March 2025 at 1400 hrs., at the meeting room, 25th Floor of the Company's head office building or such other date, time and place as may be adjourned.

Any acts executed by the proxy holder in the meeting shall be deemed to be the acts executed by myself/ourselves.

Signed _____ Proxy Grantor

(_____)

Signed _____ Proxy Holder

(_____)

Remarks The shareholder appointing proxy must authorize only one proxy holder to attend and vote in the meeting and may not split the number of shares to a number of proxies for splitting votes.

Please mark only one name of the proxy holder's name with an ✓

PROXY FORM B

(Specific requirement applicable to items in proxy)

**As the declaration of the Department of Business Development
on the Standard Form of Proxy (No. 5) B.E. 2550**

Revenue stamp
20 Baht adhere

Written at _____

Date ____ Month ____ Year ____

(1) I/We _____ Nationality _____
Residing at No. _____ Road _____ Tambol/Kwaeng _____
Amphoe/Khet _____ Province _____ Postcode _____

(2) Being a shareholder of Dhipaya Insurance Public Company Limited Holding the total amount of _____ shares
and have the right to vote equal to _____ votes as follows:

(3) Hereby appoint

☐ (Mr./Mrs./Miss) _____ Age _____ Years
Residing at No. _____ Road _____ Tambol/Kwaeng _____
Amphoe/Khet _____ Province _____ Postcode _____

☐ Mr. Yuttana Yimgarund aged 63 years, residing at Dhipaya Insurance Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa, Bangkok, 10120

☐ Mr. Nattachak Pattamasingsh Na Ayuthaya, aged 71 years, residing at Dhipaya Insurance Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa, Bangkok, 10120

As only one person to be my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders to be held on 27 March 2025 at 1400 hrs., at the meeting room, 25th Floor of the Company's head office building or such other date, time and place as may be adjourned.

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

Agenda Item 1 To acknowledge the report of 2024 operating results

☐ Authorize the proxy holder to acknowledge the report of 2024 operating results on my behalf.

Agenda Item 2 To approve the financial statements for the year ending 31 December 2024

☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

☐ (b) The proxy holder is entitled to vote at my/our desire as follows :

☐ Approve

☐ Disapprove

☐ Abstain

Please mark only one name of the proxy holder's name with an ✓

Agenda Item 3 To consider and approve the appropriation of profit from the 2024 operating results and the dividend payment

- ☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- ☐ (b) The proxy holder is entitled to vote at my/our desire as follows :
- ☐ Approve ☐ Disapprove ☐ Abstain

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

- ☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- ☐ (b) The proxy holder is entitled to vote at my/our desire as follows :
- ☐ To elect all members of the Board of Directors
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ To elect an individual member of the Board of Director.
- (1) Mrs. Pankanitta Boonkrong
- ☐ Approve ☐ Disapprove ☐ Abstain
- (2) Mr. Somchainuk Engtrakul
- ☐ Approve ☐ Disapprove ☐ Abstain
- (3) General Tienchai Rubporn
- ☐ Approve ☐ Disapprove ☐ Abstain
- (4) Mrs. Thida Pattatham
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda Item 5 To consider and approve the directors' remuneration for 2025

- ☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- ☐ (b) The proxy holder is entitled to vote at my/our desire as follows :
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda Item 6 To consider and appoint the auditors and fix the audit fee for 2025

- ☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- ☐ (b) The proxy holder is entitled to vote at my/our desire as follows :
- ☐ Approve ☐ Disapprove ☐ Abstain



Agenda Item 7 Other matters (if any)

☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

☐ (b) The proxy holder is entitled to vote at my/our desire as follows :

☐ Approve

☐ Disapprove

☐ Abstain

- (5) Any vote casting of the proxy holder in any agenda which is not in accordance with those specified in the proxy shall be deemed invalid and not counting as my/our vote casting as a shareholder.
- (6) If I/ we do not specify or clearly specify my/our intention to vote in any agenda, or in the event of the meeting shall consider or pass resolutions in any matter other than those specified above including any amendment or modification of any fact, the proxy holder shall be authorized to consider and vote on my/our behalf as he/she deems appropriate.

Any act executed by the proxy holder in the meeting shall, unless the proxy holder did not cast the votes as specified herein, be deemed as being done by myself/ourselves in all respects.

Signed _____ Proxy Grantor

(_____)

Signed _____ Proxy Holder

(_____)

Remarks 1. The shareholder appointing proxy must authorize only one proxy holder to attend and vote in the in the meeting and may not split the shares to many proxies in splitting votes.

2. The agenda pertaining to the Appointment of Directors allows the shareholders to vote for the whole Board of Directors or individual member of the Board of Directors.

3. In case there is any other agenda to be considered in addition to those specified in the above mentioned, the proxy grantor may additionally specify such agenda in the Supplemental Proxy Form B as attached hereto.

THE SUPPLEMENTAL PROXY FORM B

The proxy is granted by a shareholder of Dhipaya Insurance Public Company Limited

For the 2025 Annual General Meeting of Shareholders to be held on 27 March 2025 at 1400 hrs., at the meeting room, 25th Floor of the Company's head office building or such other date, time and place as may be adjourned.

☐ Agenda _____ Subject _____

☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

☐ (b) The proxy holder is entitled to vote at my/our desire as follows :

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda _____ Subject _____

☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

☐ (b) The proxy holder is entitled to vote at my/our desire as follows :

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda _____ Subject _____

☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

☐ (b) The proxy holder is entitled to vote at my/our desire as follows :

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda _____ Subject : Appointment of Directors (Continued)

Director name _____

☐ Approve

☐ Disapprove

☐ Abstain

Director name _____

☐ Approve

☐ Disapprove

☐ Abstain

Director name _____

☐ Approve

☐ Disapprove

☐ Abstain



PROXY FORM C

(Applicable to foreign shareholder appointing
a custodian in Thailand to act on his/her behalf)

Revenue stamp
20 Baht adhere

As the declaration of the Department of Business Development on the Standard Form of Proxy (No. 5) B.E. 2550

Written at _____

Date ____ Month _____ Year ____

(1) I/We _____ Nationality _____

Residing at No. _____ Road _____ Tambol/Kwaeng _____

Amphoe/Khet _____ Province _____ Postcode _____

As a custodian of _____

(2) Being a shareholder of Dhipaya Insurance Public Company Limited Holding the total amount of _____ shares
and have the right to vote equal to _____ votes as follows:

(3) Hereby appoint

☐ (Mr./Mrs./Miss) _____ Age _____ Years

Residing at No. _____ Road _____ Tambol/Kwaeng _____

Amphoe/Khet _____ Province _____ Postcode _____

☐ Mr. Yuttana Yimgarund aged 63 years, residing at Dhipaya Insurance Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa, Bangkok, 10120

☐ Mr. Nattachak Pattamasinh Na Ayuthaya, aged 71 years, residing at Dhipaya Insurance Plc. 1115 Rama 3 Road, Chong Nonsi, Yannawa, Bangkok, 10120

As only one person to be my/our proxy to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders to be held on 27 March 2025 at 1400 hrs., at the meeting room, 25th Floor of the Company's head office building or such other date, time and place as may be adjourned.

(4) I/We authorize the proxy holder to attend and vote in this meeting as follows :

☐ Grant proxy in accordance with the total amount of shares holding and have the right to vote.

☐ Partially grant proxy namely

☐ Ordinary shares _____ shares and have the right to vote equal to _____ votes

☐ Preference shares _____ shares and have the right to vote equal to _____ votes

Total voting rights _____ votes

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

Agenda Item 1 To acknowledge the report of 2024 operating results

☐ Authorize the proxy holder to acknowledge the report of 2024 operating results on my behalf.

Please mark only one name of the proxy holder's name with an ✓

Agenda Item 2 To approve the financial statements for the year ending 31 December 2024

- ☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- ☐ (b) The proxy holder is entitled to vote at my/our desire as follows :
- ☐ Approve _____ Votes ☐ Disapprove _____ Votes ☐ Abstain _____ Votes

Agenda Item 3 To consider and approve the appropriation of profit from the 2024 operating results and the dividend payment

- ☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- ☐ (b) The proxy holder is entitled to vote at my/our desire as follows :
- ☐ Approve _____ Votes ☐ Disapprove _____ Votes ☐ Abstain _____ Votes

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

- ☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- ☐ (b) The proxy holder is entitled to vote at my/our desire as follows :
- ☐ To elect all members of the Board of Directors
- ☐ Approve _____ Votes ☐ Disapprove _____ Votes ☐ Abstain _____ Votes
- ☐ To elect an individual member of the Board of Director.
- (1) Mrs. Pankanitta Boonkrong
- ☐ Approve _____ Votes ☐ Disapprove _____ Votes ☐ Abstain _____ Votes
- (2) Mr. Somchainuk Engtrakul
- ☐ Approve _____ Votes ☐ Disapprove _____ Votes ☐ Abstain _____ Votes
- (3) General Tienchai Rubporn
- ☐ Approve _____ Votes ☐ Disapprove _____ Votes ☐ Abstain _____ Votes
- (4) Mrs. Thida Pattatham
- ☐ Approve _____ Votes ☐ Disapprove _____ Votes ☐ Abstain _____ Votes

Agenda Item 5 To consider and approve the directors' remuneration for 2025

- ☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- ☐ (b) The proxy holder is entitled to vote at my/our desire as follows :
- ☐ Approve _____ Votes ☐ Disapprove _____ Votes ☐ Abstain _____ Votes

Agenda Item 6 To consider and appoint the auditors and fix the audit fee for 2025

- ☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.
- ☐ (b) The proxy holder is entitled to vote at my/our desire as follows :
- ☐ Approve _____ Votes ☐ Disapprove _____ Votes ☐ Abstain _____ Votes



Agenda Item 7 Other matters (if any)

☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

☐ (b) The proxy holder is entitled to vote at my/our desire as follows :

☐ Approve _____ Votes ☐ Disapprove _____ Votes ☐ Abstain _____ Votes

- (6) Any vote casting of the proxy holder in any agenda which is not in accordance with those specified in the proxy shall be deemed invalid and not counting as my/our vote casting as a shareholder.
- (7) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or in the event of the meeting shall consider or pass resolutions in any matter other than those specified above including any amendment or modification of any fact, the proxy holder shall be authorized to consider and vote on my/our behalf as he/she deems appropriate.

Any act executed by the proxy holder in the meeting shall , unless the proxy holder did not cast the votes as specified herein , be deemed as being done by myself/ourselves in all respects.

Signed _____ Proxy Grantor
(_____)

Signed _____ Proxy Holder
(_____)

Remarks

- The Proxy Form C is only applicable to a shareholder whose name appears in the shareholder registration book as a foreign investor and has appointed a custodian in Thailand to be responsible for safeguarding his/her shares only.
- Evidence of documents required attaching to the proxy form are :
 - A Power of Attorney executed by the shareholder authorizing the custodian to sign the proxy form on his/ her behalf
 - A Letter confirming that the person executing the proxy form has obtained a license to act as custodian.
- The shareholder appointing the proxy must authorize only one proxy holder to attend and vote in the meeting and may not split the number of shares to many proxy holders in splitting votes.
- The agenda pertaining to the Appointment of Directors allows the shareholders to vote for the whole Board of Directors or individual member of the Board of Directors.
- In case there is any other agenda to be considered in the meeting other than those specified above, the proxy grantor may additionally specify it in the Supplementary Proxy Form C attached hereto.

THE SUPPLEMENTARY PROXY FORM C

The proxy is granted by a shareholder of Dhipaya Insurance Public Company Limited

For the 2025 Annual General Meeting of Shareholders to be held on 27 March 2025 at 1400 hrs., at the meeting room, 25th Floor of the Company's head office building or such other date, time and place as may be adjourned.

☐ Agenda _____ Subject _____

☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

☐ (b) The proxy holder is entitled to vote at my/our desire as follows :

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

☐ Agenda _____ Subject _____

☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

☐ (b) The proxy holder is entitled to vote at my/our desire as follows :

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

☐ Agenda No. _____ Subject _____

☐ (a) The proxy holder is entitled to consider and vote on my behalf as deemed appropriate in all respects.

☐ (b) The proxy holder is entitled to vote at my/our desire as follows :

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

☐ Agenda No. _____ Subject : Appointment of Directors (Continued)

Director name _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Director name _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Director name _____

☐ Approve _____ votes ☐ Disapprove _____ votes ☐ Abstain _____ votes

Map of the venue of the Meeting

Dhipaya Insurance Public company Limited



To Shareholders

On behalf of Dhipaya Insurance Public Co., Ltd., regarding to save environment that we assure in our shareholders' corporate purpose to minimize plants destruction to produce paper productivity. We therefore provide you the 2024 Annual Report in QR Code that are enclosed with the invitation letter to replace submitting the document. We are pleased to inform you that the significant detail as shown in the annual report will be distributed at the Dhipaya Website: www.dhipaya.co.th

However, please fill out the bottom form and feel free to contact the Company Secretary if you need the 2024 Annual Report in a printed copy. Please kindly return via e-mail address: nongluxi@dhipaya.co.th, or Company Secretary, Dhipaya Insurance Public Co., Ltd. No. 1115 Rama 3 Road, Chong Nonsi, Yannawa, Bangkok 10120

Request Form for the 2024 Annual Report

I, (name) _____

Residing at No. _____ Road _____ Tambol/Kwaeng _____

Amphur/Khet _____ Province _____ Postcode _____

Wish to receive a printed copy of the following reports (Please mark in appropriate box)

☐ 2024 Annual Report (Thai Version)

☐ 2024 Annual Report (English Version)