



(TRANSLATION)

20 March 2026

Subject : Notice of the Annual General Meeting of Shareholders for the year 2026 (No.15)

To : Shareholders of Thaire Life Assurance Public Company Limited “Company”

- Enclosure:
1. Form 56-1 One Report for the year 2025 and Financial Statement 2025 (QR Code).
 2. Financial Highlights for the year 2025.
 3. Profiles of nominated directors.
 4. Profile of independent director who serves as proxy for shareholders.
 5. Documents or evidence required prior to attending the meeting.
 6. Company's Articles of Association relating to the AGM.
 7. Map of the venue.
 8. Proxy Form A and B as specified by Department of Business Development, Ministry of Commerce.
 9. Privacy Notice for AGM.
 10. Advance inquiry form relating to agenda of AGM.

The Annual General Meeting of the shareholders for the year 2026 (No.15) of Thaire Life Assurance Public Company Limited (“the Company”) shall be held on Tuesday, 28 April 2026, at 14.00 hours (Registration begins at 12.30 hrs.), at Victor Club, 8th floor, Sathorn Square Office Tower, North Sathorn Road, Bangrak District, Bangkok to consider the following agendas:

Agenda 1: To acknowledge the Board of Directors' report on the Company's business in 2025.

Rationale: The report for the Company's operational result in the fiscal year 2025 is shown in the attached form 56-1 one report which has been distributed to shareholders together with this notice for calling the meeting.

Opinion of the Board: The Board agrees and recommends the meeting to acknowledge the directors' report stating the Company's performance and major changes during the fiscal year 2025.

Voting: Since this agenda item is for acknowledgement, there are no votes required.



Agenda 2: To approve the financial statements for the year ended 31 December 2025.

Rationale: In compliance with the Public Limited Company Act, the Company shall prepare the financial statements at the end of the fiscal year of the Company which were audited and certified by the auditor of the Company to be ready for shareholders' approval.

Opinion of the Board: The Board agrees and recommends adopting the financial statements for the year ended 31 December 2025 which have already been audited by the auditor, PricewaterhouseCoopers ABAS Ltd, and reviewed by the Audit Committee. Details are shown in the attached form 56-1 One report for the year 2025 which has been distributed to shareholders together with this notice for calling the meeting.

Voting: Resolution in this agenda item shall be adopted by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 3: To approve the dividend omission for the performance of year 2025

Rationale: The Company has adopted a dividend payment policy that dividends will be paid out from profit at the rate of not less than 40% of the Company's net profit after accounting for all necessary reserves. In this regard, payment of dividends to the Company would have been approved by Office of Insurance Commission pursuant to the Life Assurance Act, B.E.2535 (1992). For 2025 the Company had the loss as shown in separate financial statements Baht 76,399,346 or loss Baht 0.12 per share. As a result the omission dividend payment for the performance of 2025.

Opinion of the Board: The Board agrees to propose the Annual General Meeting of Shareholders to approve the omission of dividend payment for the performance of 2025.

Voting: Resolution in this agenda item shall be adopted by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 4: To approve the appointment of directors in replacement of those who must retire by rotation and the election of new directors to fill vacant positions.

Rationale: Pursuant to the Company's Articles of Association, the members of the Board should be between 5 and 15 directors and one-third of them should be retired on every annual general meeting. 3 out of totaling 8 directors to be retired by rotation this year are:



<u>Director names</u>	<u>Position</u>
1. Mr. Oran Vongsuraphichet	Chairman
2. Mr. Sutti Rajitragson	Director
3. Mr. Sutee Mokkhavesa	Independent Director

In this regard, the Nominating and Remuneration Committee has set a selection process as follows.

- Directors to be retired by rotation are allowed to express their willingness to be re-elected or to continue their offices for another term or not.
- The Board and shareholders must have a chance to propose and recommend any qualified person for such replacement.
- The Nominating and Remuneration Committee shall consider those nominated or proposed person(s) and then present to the board and shareholders for approval.

Three directors who retired by rotation, namely Mr. Oran Vongsuraphichet, Mr. Sutti Rajitragson and Mr. Sutee Mokkhavesa expressed their willingness to hold a director position in next term if they are re-elected. The Company announced on website from October until December 2025 to invite the shareholders to nominate candidates for directorship in advance but there was no nomination from the shareholders.

The Nominating and Remuneration Committee, without the participation of directors who have interest therein, had considered the composition of the board and all required qualifications of each person who may become the Company's director pursuant to the applicable laws, the Company's Articles of Association and the nomination principles, including the evaluation result of each individual's performance, and was the view that all 3 directors, who wish to hold a director position in next term, should have been proposed to the shareholders for re-election all of them to continue their offices., namely:

<u>Director names</u>	<u>Position</u>
1. Mr. Oran Vongsuraphichet	Chairman
2. Mr. Sutti Rajitragson	Director
3. Mr. Sutee Mokkhavesa	Independent Director



Mr. Sutee Mokkhavesa was nominated for re-election as an independent director for another term even he had reached 9-year tenure because her knowledge and expertise especially in risk management and insurance shall benefit the Company and He still can express her opinion independently.

In order to align with the Company's strategy and the structure of the Board of Directors, the Nomination and Remuneration Committee therefore proposes the appointment of one new director, namely Mr. Kriangkrai Siravanichkan to fill the vacant position on the Board.

The person nominated for appointment as a director has been duly considered and approved in accordance with the nomination criteria and screening process of the Nomination and Remuneration Committee. The nominated person possesses the knowledge, capabilities, experience, and expertise in economics and investment that are beneficial to the Company's operations. In addition, the person has the required qualifications and does not possess any prohibited characteristics as prescribed under the Public Company Limited Act B.E. 2535 (1992), as amended, the Securities and Exchange Act B.E. 2535 (1992), as amended, and relevant regulations.

In addition, the nominated person has never been penalized, dismissed, or removed from office due to dishonesty in the performance of duties, and has never been imprisoned for an offense relating to property committed dishonestly. The person is also not engaged in, nor a partner or shareholder in, any other juristic person conducting the same nature of business that competes with the Company.

Opinion of the Board:

The Board, without participation by any member having interests therein, concurs with the Nominating and Remuneration Committee's recommendation that all 3 directors retired by rotation be re-elected for another term. In addition, the Board deems it appropriate to propose the appointment of one additional new director. The profiles of the four nominated persons are enclosed herewith for consideration (Attachment 3).

Voting:

Resolution in this agenda item shall be adopted by the majority votes of the shareholders attending the meeting and casting their votes.



Agenda 5: To fix the directors' remuneration for the year 2026.

Rationale: Since the Board has played a crucial role in setting up and implementing the Company's policy and directing its operation. Remuneration of the Board and members of any sub-committees should be at an appropriate level and align with their duties and responsibilities and comparable to industry practices. The Company's remuneration consist of Directors' Bonus and attendance fee for attendance directors. The Nomination and Remuneration Committee recommended the Board to propose the shareholders' meeting to consider the rate as follows:

	<u>2026</u>	<u>2025</u>
<u>1. Board of Directors</u>		
<u>Attendance fee</u>	Same at 2025 Chairman – Baht 40,000 per session, Vice Chairman – Baht 35,000 per session, Other Directors – Baht 30,000 per person per session. Payable only to those attending a meeting.	Chairman – Baht 40,000 per session, Vice Chairman – Baht 35,000 per session, Other Directors – Baht 30,000 per person per session. Payable only to those attending a meeting.
<u>Bonus</u>	-None-	-None-
<u>Other benefits</u>	-Nil-	-Nil-
<u>2. Audit Committee</u>		
<u>Attendance fee</u>	Same at 2025 Chairman – Baht 40,000 per session, Other Directors – Baht 30,000 per person per session. Payable only to those attending a meeting.	Chairman – Baht 40,000 per session, Other Directors – Baht 30,000 per person per session. Payable only to those attending a meeting.
<u>3. Nominating and Remuneration Committee</u>		
<u>Attendance fee</u>	Same at 2025 Baht 30,000 per person per session. Payable only to those attending a meeting.	Baht 30,000 per person per session. Payable only to those attending a meeting.

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4. Investment CommitteeAttendance fee

Same at 2025

Baht 30,000 per person per session.

Baht 30,000 per person per session.

Payable only to those attending a meeting.

Payable only to those attending a meeting.

5. Enterprise Risk Management CommitteeAttendance fee

Same at 2025

Chairman – Baht 40,000 per session,

Chairman – Baht 40,000 per session,

Other Directors – Baht 30,000 per person
per session. Payable only to thoseOther Directors – Baht 30,000 per person
per session. Payable only to those

attending a meeting.

attending a meeting.

Note: Attendance fee for the enterprise risk management committee except for executive directors because they are already in the position of executive of the company.

Opinion of the Board: The Board, on the recommendation of the Nomination and Remuneration Committee, considered the matter and was of the opinion that the remuneration for the year 2026 should be proposed to the Shareholder's Meeting for approval.

Voting: Resolution in this agenda item shall be approved by not less than two-thirds of the total number of votes of the shareholders attending the meeting.

Agenda 6: To appoint an auditor of auditor and fix their remuneration for the year 2026.Rationale:

The Audit Committee had selected the Company's auditors for the fiscal year 2026 and would recommend the Board to table a proposal to the shareholders to re-appoint PricewaterhouseCoopers ABAS Ltd. (PwC) as the Company's auditors for the year 2026. In this regard, the Audit Committee viewed that PwC has extensive experience in auditing a number of insurance companies and has large international networks and recognition which would, therefore, facilitate the Company to adopt international auditing standard. Allowing any one of the following auditors have the authorized to audit and sign the audit report of the Company.



List of Auditors	CPA no.	No. of years of signing to certify Company's Financial Statement
1. Ms. Sakuna Yamsakul	4906	2
2. Mr. Paiboon Tunkoon	4298	-
3. Mr. Harin Artamnuayvipas	10950	-

whereby PricewaterhouseCoopers ABAS Ltd. (PwC) and the proposed auditor No conflict of interest with the Company, subsidiaries, executives, major shareholders or those related to such persons in any way therefore being independent in auditing Including being an auditor who performs duties not exceeding the period specified by the SEC Office. The Audit Committee also recommends that the total audit fee for the year 2026 be fixed at Baht 4,480,000, which is the same as year 2025 details are:

1. Audit fee	2026	2025
Annual audit fee	2,400,000	2,400,000
Quarterly review audit fee	1,350,000	1,350,000
Sub Total	<u>3,750,000</u>	<u>3,750,000</u>
2. Non-Audit fee		
Fee on audit		
The Capital Adequacy Report (RBC)	200,000	200,000
Fee on review		
The Capital Adequacy Report (RBC)	530,000	530,000
Sub Total	<u>730,000</u>	<u>730,000</u>
Grand Total (Audit Fee)	<u>4,480,000</u>	<u>4,480,000</u>

Any other audits that may be in addition to the above audits will be given to the management to consider and approve the payment of remuneration to the auditors as appropriate.

Remark: The Company have no subsidiaries.

Opinion of the Board: As proposed by the Audit Committee, the Board recommends appointing PwC by Ms. Sakuna Yamsakul , CPA Registration No. 4906 and/or Mr. Paiboon Tunkoon, CPA Registration No. 4298 and/or Mr. Mr. Harin Artamnuayvipas, CPA Registration No. 10950 as Company's auditors for the year 2026 and fixing their remuneration of Baht 4,480,000.



In the event those auditors are unable to perform their duties, PwC is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statement in their place.

Voting: Resolution in this agenda item shall be adopted by the majority votes of the shareholders attending the meeting and casting their votes.

Agenda 7: To consider other issues (if any).

Shareholders are hereby invited to attend the meeting at the time, date and place aforementioned. A map of the Meeting venue is also attached as Enclosure 7. The Company will open for shareholders' registration from 12.30 hours onwards.

If shareholders wish to appoint a person or the Company's directors to attend and vote at the Meeting on their behalves, please submit the proxy Form A or Form B (Enclosure 8) and certified supporting documents to the Company by 27 April 2026. All proxy forms must be affixed with stamp duties of 20 Baht. Proxy forms may be submitted to the registration personnel on the date of the meeting before the commencement of the meeting. The Company shall provide the duty stamp at the registration desk.

The Company uses the e-Proxy Voting service of Thailand Securities Depository Co., Ltd. ("TSD") shareholders can exercise their by proxy through electronic channels (e-Proxy Voting) as an additional channel without having to deliver a proxy from and identification documents of the shareholders to the Company. This will increase convenience and reduce expenses for shareholders. The details of how to use e-Proxy Voting are as follows:

1. Retail Investors domestic that are members of Investor Portal can access via Investor Portal. (More information : <https://www.set.or.th/en/tsd/services/investors/e-services/e-proxy-voting>)
2. Funds and private funds management by asset management companies / foreign juristic persons managed by custodians who have enabled e-Proxy Voting with TSD can access via the e-Proxy Voting for Intermediaries.

List of the Independent Director to Act as Shareholders' Proxies

1. Mr. Tarate Poshyananda Independent Director
2. Mrs. Komkai Thusaranon Independent Director



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Yours sincerely,

Vipon Vorasowharid

(Mr. Vipon Vorasowharid)

Managing Director

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