



Inspire IVF Public Company Limited

2, Ploenchit Centre Floor 5th, Klongtoey, Klongtoey Bangkok

No. IVF 004/2568

March 14, 2025

Subject Invitation to Attend the Annual General Meeting of Shareholders for the Year 2025

To Shareholders of Inspire IVF Public Company Limited

- Attachments
1. Annual report and financial statements (In the form of 56 – 1 One Report)
 2. Profiles of Directors Retiring by Rotation to be re-elected as the Company's directors for another term.
 3. The Independent Directors' profiles for the proxies' appointment
 4. Profile of nominated auditors for the year 2025
 5. Change in the Use of Proceeds from the Initial Public Offering ("IPO")
 6. Procedures for Registration & Attending the 2025 Annual General Meeting of Shareholders via e-Meeting and proxy, and acceptance for the invitation of the online meeting
 7. proxy (Form A, B, and C)
 8. Company's articles of association concerning the shareholders meeting and vote casting

The Inspire IVF Public Company Limited Board of Directors has resolved that the Annual General Meeting of Shareholders for the Year 2025 will be held on April 17, 2025, at 15:00 hrs. The meeting will be held via electronic media with the following agenda:

Agenda 1 **To acknowledge the reports of board of directors and operating results for the year ended 31 December 2024**

- Facts and rationale: The shareholders are requested to acknowledge the 2024 performance statement
- The Board's opinion: It is deemed appropriate to propose that the annual general meeting of shareholders acknowledge the Company's operations for the fiscal year 2024
- Voting: There is no need for a vote because this agenda is a report to shareholders.

Agenda 2 **To consider and approve the financial statements for the year ended 31 December 2024**

- Facts and rationale: The shareholders are requested to approve the financial statements for the year ended December 31, 2024, which the auditor has audited.

The Board's opinion: It is deemed appropriate to propose that the annual general meeting of shareholders approve the Company's financial statements for the fiscal year ended December 31, 2024. These financial statements have been audited by the auditor and reviewed by the Audit Committee, as well as endorsed by the Board of Directors, for approval.

Summary of the 2024 profit and loss statement

| (Unit: Millions of Baht) | 2024 | 2023 | change |
|------------------------------------|-------------|-------------|---------------|
| Operating income | 105.70 | 121.55 | (15.85) |
| Total income | 108.34 | 122.09 | (13.75) |
| Medical expenses and cost of sales | 44.06 | 42.04 | 2.02 |
| Administrative expenses | 15.24 | 9.05 | 6.19 |
| Profit for the year | 22.15 | 40.98 | 18.83 |

Summary of the 2024 balance sheet

| (Unit: Millions of Baht) | 2024 | 2023 | change |
|---------------------------------------|---------------|---------------|---------------|
| Current assets | 517.66 | 141.31 | 376.35 |
| Non-current assets | 118.03 | 118.43 | (0.39) |
| Total assets | 635.69 | 259.74 | 375.96 |
| หนี้สินหมุนเวียน | 16.81 | 17.78 | 0.98 |
| หนี้สินไม่หมุนเวียน | 61.30 | 64.62 | 3.32 |
| รวมหนี้สิน | 78.11 | 82.40 | 4.30 |
| ส่วนของผู้ถือหุ้น | 557.58 | 177.34 | 380.26 |
| รวมหนี้สินและส่วนของผู้ถือหุ้น | 635.69 | 259.74 | 375.95 |

Voting: A majority vote of the shareholders present at the meeting and casting their votes is required.

Agenda 3 To consider and approve the allocation of the net profit as a legal reserve and dividend payment

Facts and rationale: INSPIRE IVF COMPANY LIMITED (IVF) has established a dividend payment policy of at least 250 percent of net income after corporate reserves. The dividend payment may vary each year depending on the investment plan, necessity, and other appropriate prospects. After the Board of Directors resolves to pay the annual dividend, shareholders' approval is required for the dividend payment, except for interim dividends. The Board of Directors may decide to pay interim dividends without

shareholders' approval but must inform shareholders regarding the interim dividend in the next shareholders' meeting.

The Board's opinion:

It is appropriate to propose to the shareholders' meeting for consideration and approval of the allocation of net profit and dividend payment for the 2024 operating results of 440,000,000 shares, totaling a total dividend of Baht 21,410,000, representing a dividend payment rate of approximately 96.66% of the net profit according to the financial statements, which is following the dividend payment policy. The dividend will be paid to shareholders who are entitled to receive dividends as shown on the date of determination of the list of shareholders.

The dividend is entitled to receive the dividend (Record Date) on March 14, 2025. On April 24, 2025, the Company allocated legal reserves of Baht 572,272.61 and allocated the remaining funds to the Company's retained earnings.

On November 4, 2024, the Company paid an interim dividend to shareholders at the rate of Baht 0.035 per share, out of a total of 155,000,000 shares, 10,850,000 Baht.

And the company proposes to request approval from the 2025 Annual General Meeting of Shareholders to pay dividends at the rate of 0.024 baht per share, 440,000,000 shares, totaling 10,560,000 baht.

| Dividend payment | 2024 | 2025 |
|--|-------------|-------------|
| Net Profit Attributable to Shareholders (Millions of Baht) | 40.98 | 22.15 |
| Earning per Share (Bath/Share) | 0.0692 | 0.1900 |
| number of ordinary shares (Million shares) | | |
| - Interim dividend payment | 155 | 310 |
| - Proposed dividend payment | 440 | 440 |
| Dividend per share (Bath/Share) | | |
| - Interim dividend payment | - | 0.035 |
| - Proposed dividend payment | - | 0.024 |
| - Annual Dividend | 13 | |
| Dividend payment (Million shares) | 20.15 | 21.41 |
| Dividend payout ratio relative to net profit | 49.17 % | 96.66 % |

Voting:

A majority vote of the shareholders present at the meeting and casting their votes is required.

Agenda 4

To consider and approve the appointment of directors in replacement of those who must retire by rotation

Facts and rationale: There are 3 directors retired by rotation at the 2025 AGM, which constitutes one-third of the total number of directors. They are as follows:

Miss Areepan Sophonsritsuk

Mr. Chanachai Joonjiraporn

Mr. Bundit Anantamongkol

The Nomination and Remuneration Committee conducted nomination procedures by carefully considering the composition to ensure that the qualification, wisdom, talent, experience, and expertise are of utmost benefit to the company. The Nomination and Remuneration Committee, excluding the director having interests therein, abstained from voting. They have duly reviewed and proposed to approve the reappointment of the 3 retiring directors to serve another term.

The Board's opinion: The Board considered it appropriate to propose the appointment of 3 directors who have resigned from their positions according to the term of office to serve another term. In any case, directors who have conflicts of interest shall abstain from voting on this proposal.

Voting: A majority vote of the shareholders present at the meeting and casting their votes is required.

Agenda 5

To consider and approve the directors' remuneration for the year 2025

Facts and rationale: Request the shareholders' meeting to consider determining the remuneration of directors for the year 2025. The Board of Directors Through the Nomination and Remuneration Committee, the remuneration for directors has been considered. The previous guidelines were used in determining the remuneration of directors. It is to consider the practices of companies listed in the same industry, including the principles of good corporate governance. Turnover Business size, responsibilities of the board of directors

| Board of Directors and sub-committee | Meeting fee | |
|---|------------------|--------|
| | Baht per meeting | |
| | 2025 | 2024 |
| Chairman of the Board | 45,000 | 45,000 |
| Chairman of the Audit Committee | 20,000 | 20,000 |
| Chairman of the Risk Management Committee | 15,000 | 15,000 |
| Chairman of the Nomination and Remuneration Committee | 15,000 | 15,000 |
| Director | 15,000 | 15,000 |
| Member of Audit Committee | 15,000 | 15,000 |

| Board of Directors and sub-committee | Meeting fee | |
|---|------------------|--------|
| | Baht per meeting | |
| | 2025 | 2024 |
| Member of the Risk Management Committee | 10,000 | 10,000 |
| Member of the Nomination and Remuneration Committee | 10,000 | 10,000 |

Remarks: 1. Directors who hold executive/employee positions in the company will not be entitled to receive the remuneration as described above.
2. The remuneration is subject to limits such as directors' bonuses, ensuring that the total amount does not exceed 2.0 million baht.

The Board's opinion:

Propose to the annual general meeting of shareholders to consider approving the directors' remuneration for the year 2025, which is the same as for the year 2024, according to the recommendation of the Nomination and Remuneration Committee.

Voting:

The votes shall be cast for not less than two-thirds of the total number of votes of the shareholders present at the meeting.

Agenda 6

To consider and approve the appointment of auditor and fix his/her remuneration for the year ended 31 December 2028

Facts and rationale:

According to Section 120 of the Public Limited Companies Act and Article 37 of the Company's Articles of Association, the Annual General Meeting of Shareholders is required to appoint an auditor and determine the amount of the Company's audit fee. The Audit Committee has considered the qualifications of the auditors by considering both the quality and performance of the auditors, which is based on the experience and qualifications of the auditors, as well as the price. Karin Audit Company Limited ("KARIN") is a reputable accounting firm. Good performance and sufficient personnel. Therefore, he gave his opinion to the Board of Directors to propose the shareholders to approve the appointment of KARIN as the Company's audit firm and deemed it appropriate to appoint one of the following persons from KARIN as the Company's auditor and to express his opinion on the Company's financial statements for the year 2025.

List of Auditors Karin Audit Company Limited

1. Mr. Pojana Asavasontichai CPA No. 4891
2. Mr. Komin Linphrachaya CPA No. 3675
3. Mr. Jirote Sirirrote CPA No. 5113
4. Or other certified auditors assigned by Karin Audit Company Limited.

is the company's auditor. The auditor and Karin Audit Company Limited have no relationship or transactions that cause conflicts of interest with the company, executives, or major shareholders or those related to such persons in any way

Audit Fee

| Audit Fee | 2025 (Baht) | 2024 (Baht) |
|------------------|--------------------|--------------------|
| Total | 1,400,000 | 1,370,000 |

The Board's opinion:

Propose to the Annual General Meeting of Shareholders to consider appointing one of the following auditors from Karin Audit Co., Ltd. ("KARIN") as the Company's auditor for the year 2025 in accordance with the proposal of the Audit Committee and approving the Company's auditor's remuneration for the year 2025 in the amount of Baht 1,400,000 and other expenses such as travel expenses. Accommodation, telephone bills, postal bills, stamp duty, photocopying fees, etc.

Voting:

A majority vote of the shareholders present at the meeting and casting their votes is required for the proposal to be approved.

Agenda 7

Consideration of approval of the Change in the Use of Proceeds from the Initial Public Offering ("IPO")

Facts and rationale:

Inspire IVF Public Company Limited conducted its initial public offering ("IPO") of newly issued ordinary shares to the public from November 29 to December 3, 2024, offering a total of 130,000,000 shares at a price of 3.10 Baht per share. The Company received approximately 388 million Baht in proceeds from the offering. Currently, the Company has not yet utilized the proceeds from the capital increase by the use of proceeds objectives stated in the prospectus because the company's current business has been restructured to lay a long-term foundation to be able to operate and generate income by diversifying the business in order not to rely too much on any one business and to be able to grow sustainably and to maximize the benefits to the company and its shareholders, which will help build the company's stability in the future.

As a result, the company has a plan to manage the proceeds from the IPO for additional purposes other than those previously disclosed in the Registration Statement and Prospectus.

The Board's opinion:

The company may need to adjust the allocation of funds according to the objectives previously stated in the prospectus, as well as expand the objectives for fund usage to include new business ventures, for the company to generate revenue and grow robustly and sustainably. If the company can generate revenue by diversifying into

Non-Healthcare business sectors that are already operational and have good performance, it will reduce reliance on any single business excessively.

The Board of Directors resolved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the Change in the Use of Proceeds from the Initial Public Offering ("IPO")

Voting:

The votes of not less than 3/4 of the votes of all shareholders present at the meeting and have the right to vote without objection from 10 % of the total number of votes of the shareholders present and entitled to vote.

Agenda 8

To consider other agenda

The Board's opinion:

The Board of Directors deems it appropriate to provide opportunities to shareholders.

IVF has posted the Invitation to Attend the Annual General Meeting of Shareholders for the Year 2025, including all attachments (Annual report and financial statements (Form 56 – 1 One Report 2024), Profiles of Directors, The Independent Directors' profiles Profile, Change in the Use of Proceeds from the Initial Public Offering ("IPO"), Procedures for Registration & Attending the 2024 Annual General Meeting of Shareholders and Proxy) via e-Meeting on IVF's website at <https://www.inspireivf.com/th/investor-relations/calendar>

For shareholders who wish to attend the meeting in person via electronic media, or wish to appoint another person to attend and vote on their behalf at this electronic meeting, please study the registration process and prepare the necessary documents for participation via electronic media. **The company will allow shareholders or proxies to express their intention to participate in the electronic meeting** by registering in advance through

E-mail : ivf@ojconsultinggroup.com

Web Browser <http://ivf.thekoble.com/agm/emeeting/index/1>

or scan the **QR Code** until the meeting concludes.



Pre-Registration QR Code

Any shareholder may appoint IVF Independent Director as listed in the attachment 3as his or her proxy to attend the meeting and vote on his or her behalf.



Inspire IVF Public Company Limited

2, Ploenchit Centre Floor 5th, Klongtoey, Klongtoey Bangkok

The company has utilized the system of OJ International Limited for managing the meeting with registration starting at 13.00 hrs. If you have any technical questions or issues regarding registration and participation in the E-AGM, please get in touch with the company's Call Center at 02-079-1811 between March 14 - April 17, 2025, from 09:00 a.m. to 05:00 p.m. (business days only, excluding public holidays and Songkran holidays) or for other inquiries, contact via email at ivf@inspireivf.com

For your benefit and to fully protect your rights, please send us your inquiries regarding the meeting and agenda items before the meeting date through email to ivf@inspireivf.com. However, The Company has arranged for the announcement of the Privacy Notice following the Personal Data Protection Act B.E. 2562 (2019) to clarify to shareholders/proxies. The Data Subject is aware of the purpose and necessity of the collection, use and disclosure of your Personal Data, for the benefit of attending the shareholders' meeting and following relevant laws. For more information, please visit the Company's website.

Therefore, we would like to invite our shareholders to the 2025 AGM on Thursday, April 17, 2025 at 15.00 hrs via electronic means (e-Meeting). Attendees will be allowed to enter the e-meeting system from 13.00 hrs. onwards.

Yours Sincerely,

A handwritten signature in blue ink, appearing to be "Pornthep Anussornnitisarn", written in a cursive style.

(Asst.Prof.Dr. Pornthep Anussornnitisarn)

Chairman of the Board of Directors