



Inspire IVF Public Company Limited

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

No. IVF 013/2568

March 12, 2026

Subject Invitation to Attend the Annual General Meeting of Shareholders for the Year 2026

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 2026
 5. Change in the Use of Proceeds from the Initial Public Offering ("IPO")
 6. Details of Warrant to Purchase Ordinary Shares of INSPIRE IVF Public Company Limited Series 1 (IVF-W1)
 7. 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
 8. proxy (Form A, B, and C)
 9. 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 2026 will be held on April 23, 2025, at 14:30 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 2025**

Facts and rationale: The shareholders are requested to acknowledge the 2025 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 2025

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 2025**

Facts and rationale: The shareholders are requested to approve the financial statements for the year ended December 31, 2025, 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, 2025. 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	2025	change
Operating income	105.70	61.87	(41.46%)
Total income	108.34	69.87	(35.51%)
Medical expenses and cost of sales	44.06	42.92	(2.60%)
Administrative expenses	20.19	28.73	42.13%
Profit for the year	22.15	(17.37)	(178.43%)

Summary of the 2024 balance sheet

(Unit: Millions of Baht)	2024	2025	change
Current assets	517.66	472.59	(8.70%)
Non-current assets	118.04	126.26	6.96%
Total assets	635.69	598.85	(5.80%)
หนี้สินหมุนเวียน	16.81	11.92	(29.09%)
หนี้สินไม่หมุนเวียน	61.30	58.60	(4.40%)
รวมหนี้สิน	78.11	70.52	(9.72%)
ส่วนของผู้ถือหุ้น	557.58	528.34	(5.24%)
รวมหนี้สินและส่วนของผู้ถือหุ้น	635.69	598.85	(5.80%)

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

Agenda 3 To consider and approve the directors' remuneration for the year 2026

Facts and rationale: Request the shareholders' meeting to consider determining the remuneration of directors for the year 2026. 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		
	2024	2025	2026
Chairman of the Board	45,000	45,000	45,000
Chairman of the Audit Committee	20,000	20,000	20,000
Chairman of the Risk Management Committee	15,000	15,000	15,000
Chairman of the Nomination and Remuneration Committee	15,000	15,000	15,000
Director	15,000	15,000	15,000
Member of Audit Committee	15,000	15,000	15,000
Member of the Risk Management Committee	10,000	10,000	10,000
Member of the Nomination and Remuneration Committee	10,000	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 4

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

Facts and rationale:

There are 2 directors retired by rotation at the 2026 AGM, which constitutes one-third of the total number of directors. They are as follows:

Associate Professor Dr. Pornthep Anussornnitisarn

Prof.Dr.Pitikhate Sooraksa

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 2 retiring directors to serve another term.

The Board's opinion:

The Board considered it appropriate to propose the appointment of 2 directors (Associate Professor Dr. Pornthep Anussornnitisarn and Prof.Dr.Pitikhate Sooraksa) 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 appointment of auditor and fix his/her remuneration for the year ended 31 December 2026

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 2026.

List of Auditors Karin Audit Company Limited

1. Mr. POJANA ASAWASONTICHAJ CPA No. 4891
2. Mr. JIROTE SIRIROROTE CPA No. 5113
3. Miss KANNIKA WIPANURAT CPA No. 7305
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)	2026 (Baht)
Total	1,400,000	1,500,000

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 2026

To propose that the Annual General Meeting of Shareholders consider and approve the appointment of any one of the following auditors from Karin Audit Co., Ltd. ("KARIN") to serve as the Company's auditor for the year 2025, as recommended by the Audit Committee, and to approve the audit fees as follows:

1. Inspire IVF Public Company Limited for the year 2026 in the amount of Baht 1,350,000, and other expenses such as travelling expenses, accommodation, telephone charges, postage, stamp duty, photocopying costs, etc.
2. M22 Co., Ltd. in the amount of Baht 50,000;
- and 3. The questionnaire fee payable to the auditors of associated companies is in the amount of Baht 100,000.

Voting:

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

Agenda 6

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'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 2026 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 7

To consider the non-allocation of profit as legal reserve and omission of dividend payment for the year 2025

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.

However, the Company recorded a net loss for the fiscal year ended December 31, 2025, which resulted in the inability to allocate profit as a legal reserve and to distribute dividends to shareholders. This measure is intended to preserve the Company's financial liquidity and ensure the stability of its business operations going forward.

The Board's opinion:

Consider approving the non-allocation of net profits for the fiscal year 2025 as legal reserves and the suspension of dividend payments for the fiscal year 2025 due to the company's operating loss for the period from 1 January to 31 December 2025.

Voting:

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

Agenda 8

To consider and approve the issuance of the Warrants to purchase ordinary shares of Inspire IVF Public Company Limited (No. 1).

Facts and rationale:

The Company wishes to issue warrants to purchase ordinary shares of INSPIRE IVF Public Company Limited No. 1 ("the Warrants", "IVF-W1") in an amount not exceed 137,500,000 units to be allocated to the existing shareholders of the Company in proportion to their shareholding without charge at an allocation ratio equal to 3.2 existing ordinary shares per 1 unit of warrants (If there is a fraction from the calculation according to the allocation rate, the fraction will be discarded) and an exercise price of 0.70 baht per share, used as a working capital reserve for the



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Company's business operations and to create financial flexibility in expanding the Company's existing businesses in the future

The Board's opinion:

The Board of Directors agrees to propose to the AGM2026 to consider and approve the issuance of warrants to purchase ordinary shares of INSPIRE IVF Public Company Limited No. 1 ("the Warrants", "IVF-W1") in the amount not exceeding 137,500,000 units. To be allocated to the existing shareholders of the Company in proportion to their shareholding free of charge, with an allocation ratio equal to 3.2 existing shares per 1 unit of warrants (if there is any fraction from the calculation of the allocation ratio, the fraction will be discarded). However, such warrants will have a term of not more than 3 years from the date of issuance and have an exercise ratio of 1 unit of warrant per 1 ordinary share of the Company at the exercise price of 0.70 baht per share, unless there is a right adjustment according to the right adjustment conditions.

In this regard, the list of shareholders who are entitled to receive the Warrants (Record Date) is scheduled on May 8, 2026. The issuance of the Warrants will authorize the Board of Directors and/or the Chief Executive Officer and/or the person assigned by the Board of Directors and/or the Chief Executive Officer to determine details and other conditions of the Warrants to be offered, as well as having the power to take any actions as necessary and/or in relation to the issuance and offering of warrants in all respects. This includes but is not limited to contacting, preparing or delivering documents necessary or related to the issuance and offering of warrants.

Voting:

A resolution in this agenda must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 9

To consider and approve the increase of registered capital to support the exercise of warrants to purchase ordinary shares of INSPIRE IVF Public Company Limited No. 1

Facts and rationale:

As a result of the issuance of warrants in the previous agenda, the Board of Directors' Meeting No. 1/2026 held on Friday, February 27, 2026 was resolved to propose to the AGM2026 to consider and approve the increase of the registered capital of the allocated company to accommodate the exercise of warrants

The Board's opinion:

The Board of Directors agrees to propose to the AGM2026 to consider and approve the increase of the Company's registered capital in the amount of 68,750,000 baht from the original registered capital of 220,000,000 baht to a registered capital of

288,750,000 baht at the par value of 0.50 baht per share, allocated to accommodate the exercise of warrants.

It also deemed appropriate to propose to the AGM2026 to authorize the person appointed and assigned by the Board of Directors to have the authority to register with the Department of Business Development, Ministry of Commerce and to have the power to take any necessary actions, in order to comply with the instructions from the Registrar to complete the registration with all the proposed details.

Voting:

A resolution in this agenda must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 10

To consider and approve the amendment to the company's memorandum of association to amend the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

Facts and rationale:

As a result of the issuance of warrants in the previous agenda, the Board of Directors' Meeting No. 1/2026 held on Friday, February 27, 2026 was resolved to propose to the AGM2026 to consider and approve.

The Board's opinion:

The Board of Directors agrees to propose to the AGM2026 to consider and approve the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital as follows:

"Clause 4

Registered Capital amount	288,750,000	Baht	(Two Hundred Eighty-Eight Million Seven Hundred Fifty Thousand Baht)
Divided into	577,500,000	Shares	(Five Hundred Seventy-Seven Million Five Hundred Thousand Shares)
Value per Share	0.50	Baht	(Fifty Satang)
Divided into			
Common Shares	577,500,000	Shares	(Five Hundred Seventy-Seven Million Five Hundred Thousand Shares)
Preferred Shares	-	Shares	(- Shares)

It also deemed appropriate to propose to the AGM2026 to authorize the person appointed and assigned by the Board of Directors to have the authority to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce and to have the power to take any necessary

actions, in order to comply with the instructions from the Registrar to complete the registration with all the proposed details.

Voting:

A resolution in this agenda must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 11

Other matters. (If any)

Facts and rationale:

To provide shareholders with the opportunity to express their opinions, suggestions, or other matters related to the Company's operations which have not been included in the agenda of the meeting, thereby ensuring that the meeting is comprehensive and covers all issues deemed appropriate by the shareholders.

The Board's opinion:

The Board of Directors considered it appropriate to allow shareholders to present their views and suggestions to the Company.

IVF has posted the Invitation to Attend the Annual General Meeting of Shareholders for the Year 2025, including all attachments via e-Meeting on IVF's website at <https://www.inspireivf.com/th/investor-relations/document/shareholder-meetings>

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

Link URL : <https://ivf.thekoble.com/agm/emeeting/index/1>

E-mail for shareholders to submit documents : ivf@ojconsultinggroup.com

Alternatively, shareholders may scan the QR Code to complete pre-registration, or until the conclusion of the meeting.



Pre-Registration QR Code



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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.

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 **April 3** - April 23, 2026, 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 2026 AGM on Thursday, April 23, 2026 at 14.30 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 read "Pornthep", is written over a faint, light blue circular watermark that contains the text "INSPIRE IVF".

(Associate Professor Dr. Pornthep Anussornnitisarn)

Chairman of the Board of Directors

Notes to the Notice of the Meeting

1. Shareholders' Right to Propose Agenda Items, Nominate Director Candidates, and Submit Questions in Advance

Inspire IVF Public Company Limited (the "Company") provided shareholders with the opportunity to propose agenda items, nominate qualified persons for consideration as directors of the Company, and submit questions in advance for the **2026 Annual General Meeting of Shareholders** via the Company's website during the period from **17 October 2025 to 5 January 2026**. Upon the expiration of such period, no shareholder proposed any agenda item or nominated any person for consideration as a director of the Company.

2. Publication of the Minutes of the Annual General Meeting of Shareholders

The Company published the **Minutes of the 2025 Annual General Meeting of Shareholders**, which was held on **17 April 2025**, on the Company's website on **29 April 2025**. Shareholders were invited to submit comments or request amendments to the minutes by **31 May 2025**. After the said period had lapsed, no shareholder requested any amendment. Therefore, the minutes are deemed to have been duly approved by the shareholders.

3. Meeting Format

The **2026 Annual General Meeting of Shareholders** will be conducted via **electronic means (E-AGM)** in accordance with the criteria and procedures prescribed under applicable laws and regulations. Shareholders may attend the meeting through the Company's electronic meeting platform.

4. Registration for Attending the Meeting

For convenience and efficiency in attending the meeting via electronic means, shareholders and proxy holders are kindly requested to study the registration procedures and prepare identification documents as specified in the Enclosures.

5. Proxy

Shareholders who are unable to attend the meeting in person may appoint a proxy to attend and vote on their behalf. **Proxy Form B** can be downloaded from the Company's website at:

<https://www.inspireivf.com/th/investor-relations/document/shareholder-meetings?year=2025>

Shareholders who wish to obtain the proxy form in hard copy may request it via e-mail at ivf@inspireivf.com or contact the **Company Secretary**. The Company will arrange for the delivery of the document accordingly. Such a request should be made **at least 14 days before the meeting date**.

6. Meeting Documents

Details of the meeting agenda and supporting documents are provided in the Enclosures attached to this Notice of the Meeting.

7. Annual Report

Shareholders may download the **2025 Annual Registration Statement / Annual Report (Form 56-1 One Report)** in digital format from the Company's website at:

<https://www.inspireivf.com/th/investor-relations/document/shareholder-meetings>



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8. Voting

Voting on each agenda item will be conducted through the electronic meeting system. Each shareholder shall have voting rights equal to the number of shares held, whereby **one share represents one vote**.

9. Questions During the Meeting

The Company will provide shareholders with the opportunity to ask questions, express opinions, and provide recommendations regarding the agenda items via the electronic meeting system during the meeting.

10. Submission of Questions in Advance

Shareholders may submit questions regarding the meeting agenda in advance via e-mail at ivf@inspireivf.com.