

24 June 2026

Subject: Notification of the Resolutions of the Board of Directors' Meeting No. 3/2026 Regarding the Approval of the Acquisition of Ordinary Shares in Eternity Healthcare 369 Co., Ltd.

To: President
The Stock Exchange of Thailand

Enclosure: Information Memorandum on the Acquisition of Assets of Inspire IVF Public Company Limited
Inspire IVF Public Company Limited (the "Company") hereby notifies the resolutions of the Board of Directors' Meeting No. 3/2026 held on 24 June 2026, which resolved to approve the investment in ordinary shares of Eternity Healthcare 369 Co., Ltd. ("ETERNITY"), a private limited company incorporated in Thailand and engaged in the operation of a specialized urology clinic and men's health clinic, as follows:

- 1) The subscription for 50,000 newly issued ordinary shares of ETERNITY with a par value of THB 100.00 per share; and
- 2) The acquisition of 22,000 ordinary shares with a par value of THB 100.00 per share from the existing shareholders, namely Mr. Suebpong Engchuan ("Mr. Suebpong"), who is not a connected person of the Company, and/or Supreme Medical Co., Ltd. ("SUPREME"), which is not a connected entity of the Company.

The Company will acquire a total of 72,000 ordinary shares, representing 24.00 percent of ETERNITY's paid-up registered capital after the capital increase for the issuance and offering of newly issued shares to the Company, at a price of not exceeding THB 1,950.00 per share, for a total investment value of not exceeding THB 140,400,000. The consideration for the acquisition of ETERNITY's ordinary shares will be paid in cash using proceeds received from the Company's initial public offering (IPO).

The investment in ETERNITY will be undertaken subject to certain key conditions precedent, including the following:

- (1) The results of the legal, financial, asset and liability due diligence review of ETERNITY are satisfactory to the Company; and
- (2) The Board of Directors of the Company has approved the acquisition of ETERNITY shares through both the subscription for newly issued ordinary shares and the acquisition of ordinary shares from Mr. Suebpong and/or SUPREME.

The Company has resolved to invest in ETERNITY as part of its strategy to expand its investment in healthcare-related businesses, which are complementary to the Company's existing business operations. ETERNITY currently operates a specialized urology clinic and men's health clinic. The Company views such business as having strong potential for revenue and profit growth and being closely related to the Company's infertility treatment business, thereby creating additional value and business synergies for the Company.

The acquisition of ordinary shares in ETERNITY constitutes an acquisition of assets transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547 (2004) (as amended) (the "Notifications on Acquisition or Disposal of Assets"). Based on the calculation criteria prescribed under the Notifications on Acquisition or Disposal of Assets, the transaction size is equal to 23.69 percent, calculated based on the total value of consideration criterion with reference to the Company's reviewed consolidated financial statements as of 31 March 2026. The Company has not entered into any other acquisition of assets transactions during the preceding six-month period.

As the transaction size is higher than 15 percent but lower than 50 percent, the Company is required to disclose information regarding the transaction to the Stock Exchange of Thailand (the "SET") immediately. The Company is also required to provide information at least in accordance with Schedule (1) attached to the Notifications on Acquisition or Disposal of Assets and to submit a notice to shareholders within 21 days from the date of disclosure to the SET containing information at least in accordance with Schedule (2), Items 1, 2, 3, 5(3), 7 and 8 of the Notifications on Acquisition or Disposal of Assets.

The transaction does not constitute a connected transaction, as Mr. Suebpong and SUPREME are neither connected persons nor connected entities of the Company pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (2003) (as amended) (the "Connected Transaction Notifications").

Details of the acquisition of ordinary shares in ETERNITY are set out in the Information Memorandum on the Acquisition of Assets of Inspire IVF Public Company Limited regarding the acquisition of ordinary shares in Eternity Healthcare 369 Co., Ltd., as attached hereto as Enclosure 1.

In addition, the Board of Directors has authorized Ms. Kesinee Kuldilok and Mr. Bandit Anantamongkol, Directors of the Company, to execute all relevant documents and agreements in connection with the acquisition of ordinary shares in ETERNITY and to undertake any acts necessary and related thereto until completion of the transaction.

Please be informed accordingly.

Yours sincerely,

(Ms. Kasinee Kuldiloke)

Chief Executive Officer

Enclosure 1

Information Memorandum on the Acquisition of Assets of Inspire IVF Public Company Limited

Regarding the Acquisition of Ordinary Shares in Eternity Healthcare 369 Co., Ltd.

The Board of Directors' Meeting No. 3/2026 of Inspire IVF Public Company Limited (the "Company" or "IVF"), held on 24 June 2026 (the "Board Meeting"), resolved to approve the investment in ordinary shares of Eternity Healthcare 369 Co., Ltd. ("ETERNITY"), whose principal business is the operation of a specialized urology clinic and men's health clinic, as follows:

- 1) the subscription for 50,000 newly issued ordinary shares of ETERNITY with a par value of THB 100.00 per share; and
- 2) the acquisition of 22,000 ordinary shares with a par value of THB 100.00 per share from the existing shareholders, namely Mr. Suebpong Engchuan ("Mr. Suebpong"), who is not a connected person of the Company, and/or Supreme Medical Co., Ltd. ("SUPREME"), which is not a connected entity of the Company.

The Company will acquire a total of 72,000 ordinary shares, representing 24.00 percent of ETERNITY's paid-up registered capital after the capital increase for the issuance and offering of newly issued shares to the Company. The acquisition price shall not exceed THB 1,950.00 per share, with a total investment value not exceeding THB 140,400,000. The consideration for the acquisition of ETERNITY's ordinary shares will be paid in cash using proceeds received from the Company's initial public offering (IPO).

The investment in ETERNITY will be undertaken subject to certain key conditions precedent, summarized as follows:

(1) The results of the legal, financial, asset and liability due diligence review of ETERNITY are satisfactory to the Company; and

(2) The Board of Directors of the Company has approved the acquisition of ETERNITY shares through both the subscription for newly issued ordinary shares and the acquisition of ordinary shares from Mr. Suebpong and/or SUPREME.

The Company has decided to invest in ETERNITY as part of its strategy to expand into healthcare-related businesses that complement its existing operations. ETERNITY currently operates a specialized urology clinic and men's health clinic. The Company considers such business to possess strong growth potential in terms of revenue and net profit and to be closely related to the Company's infertility treatment business, thereby creating additional value and business synergies for the Company.

The acquisition of ordinary shares in ETERNITY constitutes an acquisition of assets transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions Deemed as Acquisition or Disposal of Assets dated 31 August 2008 (as amended), and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547 (2004) (as amended) (the "Notifications on Acquisition or Disposal of Assets"). Based on the calculation criteria prescribed under the Notifications on Acquisition or Disposal of Assets, the maximum transaction size is equal to 23.69 percent of the Company's total assets based on the reviewed consolidated financial statements as of 31 March 2026, calculated under the total value of consideration criterion. The Company has not entered into any other acquisition of assets transactions during the preceding six-month period.

The transaction is therefore classified as a Class 2 transaction, being an acquisition of assets transaction with a transaction size exceeding 15 percent but less than 50 percent. Accordingly, the Company is required to immediately disclose information regarding the transaction to the Stock Exchange of Thailand (the "SET") and provide information at least in accordance with Schedule (1) attached to the Notifications on Acquisition or Disposal of Assets. In addition, the Company is required to send a notice to shareholders within 21 days from the date of disclosure to the SET containing information at least in accordance with Schedule (2), Items 1, 2, 3, 5(3), 7 and 8 of the Notifications on Acquisition or Disposal of Assets.

The transaction does not constitute a connected transaction because Mr. Suebpong and SUPREME are neither connected persons nor connected entities of the Company under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (2003) (as amended) (the "Connected Transaction Notifications").

1. Date of the Transaction

The Company will proceed with the transaction following the resolution of the Board of Directors' Meeting No. 3/2026 held on 24 June 2026 approving the acquisition of ordinary shares in ETERNITY. The Company expects that the acquisition transaction will be completed within 60 days from the date on which the Board of Directors approved the acquisition of ETERNITY shares, unless the parties mutually agree in writing to extend such period.

2. Parties Involved

Purchaser : Inspire IVF Public Company Limited

Sellers : Eternity Healthcare 369 Co., Ltd.

Mr. Suebpong Engchuan; and/or

Supreme Medical Co., Ltd.

The sellers are not connected persons or connected entities of the Company under the Connected Transaction Notifications.

3. General Characteristics and Transaction Size

3.1 General Characteristics of the Transaction

The Company will acquire ordinary shares in ETERNITY through (1) the subscription for 50,000 newly issued ordinary shares of ETERNITY with a par value of THB 100.00 per share; and (2) the acquisition of 22,000 ordinary shares with a par value of THB 100.00 per share from the existing shareholders, namely Mr. Suebpong Engchuan and/or Supreme Medical Co., Ltd. The Company will acquire a total of 72,000 ordinary shares, representing 24.00 percent of ETERNITY's paid-up registered capital after the capital increase for the issuance and offering of newly issued shares to the Company. The acquisition price shall not exceed THB 1,950.00 per share, with a total investment value not exceeding THB 140,400,000. The consideration will be paid in cash using proceeds from the Company's IPO.

3.2 Calculation of Transaction Size

The acquisition of ordinary shares in ETERNITY constitutes an acquisition of assets transaction under the Notifications on Acquisition or Disposal of Assets. Based on the reviewed financial statements of the Company as of 31 March 2026, the maximum transaction size calculated under the total value of consideration criterion is equal to 23.69 percent. The Company has not entered into any other acquisition of assets transactions during the preceding six-month period.

Accordingly, the transaction is classified as a Class 2 transaction, being an acquisition of assets transaction with a transaction size exceeding 15 percent but less than 50 percent. Therefore, the Company is required to immediately disclose information regarding the transaction to the SET and provide information at least in accordance with Schedule (1) attached to the Notifications on Acquisition or Disposal of Assets. The Company is also required to send a notice to shareholders within 21 days from the date of disclosure to the SET containing information at least in accordance with Schedule (2), Items 1, 2, 3, 5(3), 7 and 8 of the Notifications on Acquisition or Disposal of Assets.

Details of the calculation of the transaction size are set out below.

Financial Information of the Company and ETERNITY Based on Their Consolidated Financial Statements

Unit: Million Baht

Item	the Company as of 31 March 2026	ETERNITY as of 31 December 2025
Total Assets	592.78	79.91
<u>Less</u> Total Liabilities	72.70	48.39
Net Assets	520.08	31.52
<u>Less</u> Intangible Assets	3.69	0.03
<u>Less</u> Deferred Tax Assets	8.98	-
<u>Less</u> Non-Controlling Interests	-	-
Net Tangible Assets (NTA)	507.41	31.52
Net Profit (Loss) (12 Months)	(21.60)	1.98

Calculation of the Transaction Size

Criteria	Formula	Calculation	Transaction Size (%)
Value of the net tangible assets (NTA)	$\frac{(\text{NTA of investment in the company} \times \text{Proportion of assets acquired} \times 100)}{\text{NTA of the listed company}}$	$\frac{(31.52 \times 24\% \times 100)}{507.41}$	1.49
Net operating profits	$\frac{\text{Net operating profits of the investment} \times \text{Buying or selling ratio} \times 100}{\text{Net operating profits of the listed company}}$	- does not meet the criteria due to 12-month period loss-	-
Total value of consideration paid or received	$\frac{\text{Value of transaction paid or received} \times 100}{\text{Total assets of listed company}}$	$\frac{140.40 \times 100}{592.78}$	23.69
Value of securities issued for the payment of assets	$\frac{\text{Equity shares issued for the payment of assets} \times 100}{\text{Paid-up shares of the company}}$	- does not meet the criteria as the Company paid for the assets in cash-	-

Mr. Suebpong Engchuan and SUPREME, as shareholders of ETERNITY, are not connected persons or connected entities of the Company under the Connected Transaction Notifications.

4. Details of the Assets Acquired

The Company will acquire 72,000 ordinary shares of ETERNITY with a par value of THB 100.00 per share, representing 24.00 percent of ETERNITY's paid-up registered capital after the capital increase for the issuance and offering of newly issued shares to the Company. The acquisition price shall not exceed THB 1,950.00 per share, with a total investment value not exceeding THB 140,400,000.

A summary of ETERNITY's information is as follows:

1. General Information

Company Name	Eternity Healthcare 369 Co., Ltd.
Business Type:	Operation of a specialized urology clinic (specialized urinary tract healthcare clinic) and men's health clinic.
Head Office:	1 Soi 2, Baan Ja, Hat Yai Subdistrict, Hat Yai District, Songkhla Province 90110, Thailand

Registration Number:	0905558001323
Date of Incorporation:	27 March 2015
Registered Capital:	THB 25,000,000
Paid-up Capital:	THB 25,000,000
Total Number of Shares:	250,000 Shares
Par Value:	THB 100

2. Shareholding Structure as of 30 April 2026

No	Share Holder	Share Amount	%
1	Supreme Medical Co.,Ltd	123,077	49.23
2	Mr.Suebpong Engchuan	50,769	20.31
3	Mr.Somkiat Engchuan	38,077	15.23
4	Ms.Prae Engchuan	38,077	15.23
Total		250,000	100.00

Remark 1/ The shareholders of Supreme Medical Co., Ltd. as of 30 April 2026 are as follows:

No	Share Holder	Share Amount	%
1	Mr.Suebpong Engchuan	7,000	70.00
2	Ms.Prae Engchuan	3,000	30.00
Total		10,000	100.00

Mr. Suebpong Engchuan and SUPREME, as shareholders of ETERNITY, are not connected persons or connected entities of the Company under the Connected Transaction Notifications.

3. Board of Directors

ลำดับ	Director
1	Mr.Suebpong Engchuan
2	Ms.Prae Engchuan

Remark: Following the completion of the acquisition, the Company may nominate an appropriately qualified representative to serve as a director of ETERNITY in proportion to the Company's shareholding interest.

4. Financial Information of ETERNITY

Statement of Financial Position (Million Baht)	31 December 2025	31 December 2024	31 December 2023
Assets			
Current Assets			
Cash and Equivalents	28.09	0.75	0.93
Trade account and other current receivables	4.28	0.02	-
Inventories	16.12	0.86	0.78
Loans to related parties	-	3.00	-
Other Current Assets	-	-	0.02
Total Current Assets	48.49	4.63	1.73
Non-Current Assets			
Building and Equipment	29.85	4.49	4.97
Intangible Assets	0.03	-	-
Other non - current assets	1.54	-	-
TOTAL NON- CURRENT ASSETS	31.42	4.49	4.97
TOTAL ASSETS	79.91	9.12	6.70
LIABILITIES AND SHAREHOLDERS' EQUITY			
Liabilities			
CURRENT LIABILITIES			
Trade account and other current payables	35.34	2.39	0.62
Short-Term Loan	11.51	-	-
Other current liabilities	0.75	0.05	0.07
Tota Current Liabilities	47.60	2.44	0.69
NON - CURRENT LIABILITIES			
Other non-current liabilities	0.79	-	-
TOTAL NON-CURRENT LIABILITIES	0.79	-	-
TOTAL LIABILITIES	48.39	2.44	0.69
SHAREHOLDERS' EQUITY			
Share capital - common share			
35,000 common share at Baht 100 par value	-	3.50	3.50
250,000 common share at Baht 100 par value	25.00	-	-
Issued and paid			
35,000 common share at Baht 100 par value	-	3.50	3.50

250,000 common share at Baht 100 par value	25.00	-	-
Retained earnings			
Unappropriated	6.52	3.18	2.51
<u>TOTAL SHAREHOLDERS' EQUITY</u>	<u>31.52</u>	<u>6.68</u>	<u>6.01</u>
<u>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</u>	<u>79.91</u>	<u>9.12</u>	<u>6.70</u>

Profit and Loss Statement (Million Baht)	5-Month Period 2026 *	31 December 2025	31 December 2024	31 December 2023
Revenue from sales and services	73.55	70.11	19.07	10.27
Costs of sales and services	31.89	44.45	13.77	8.44
Gross profits	41.66	25.66	5.30	1.83
Other revenue	0.08	0.09	-	-
Profit before operating expenses	41.73	25.75	5.30	1.83
Operating expenses	22.83	23.16	4.54	1.10
Operating profits	18.89	2.59	0.76	0.73
Financial costs	0.02	0.004	-	-
Profit before tax	18.87	2.58	0.76	0.73
Tax expenses	3.77	0.60	0.09	0.06
Net profit (loss)	15.09	1.98	0.67	0.67

*Remark: The financial statements for the five-month period ended 31 May 2026 were prepared by ETERNITY's management. During 2025, ETERNITY received the entire business transfer from Eternity Clinic 2566 Co., Ltd., Eternity Clinic 369 Co., Ltd., and S.A. 369 Co., Ltd., including all assets, liabilities, rights, obligations and responsibilities, as part of a group restructuring. As a result, ETERNITY's operating results for the five-month period ended 31 May 2026 increased significantly compared with its historical operating results.

5. Total Value of Consideration

The Company will acquire a total of 72,000 ordinary shares of ETERNITY, consisting of (i) 50,000 newly issued ordinary shares and (ii) 22,000 ordinary shares acquired from existing shareholders, representing 24.00 percent of ETERNITY's paid-up registered capital after the capital increase. The acquisition price shall not exceed THB 1,950.00 per share, with a total consideration value not exceeding THB 140,400,000.

6. Total Value of Assets Acquired and Payment Terms

The Company will acquire a total of 72,000 ordinary shares of ETERNITY, representing 24.00 percent of ETERNITY's paid-up registered capital after the capital increase, for a total consideration of not exceeding THB 140,400,000. The consideration will be paid in cash using proceeds from the Company's initial public offering (IPO), subject to the following payment terms:

- First Installment: 60 percent of the purchase price, equivalent to THB 84,240,000. The parties have agreed that the deposit of THB 15,000,000 previously paid by the Company to the sellers under the Memorandum of Understanding dated 1 September 2025 shall be treated as part of the first installment payment.
- Second Installment: 40 percent of the purchase price, equivalent to THB 56,160,000, payable within one month after the Company receives ETERNITY's audited financial statements for the year 2026 duly signed by ETERNITY's auditor.

The purchase price has been determined based on the assumption that ETERNITY's net profit from operations for 2026 will not be lower than the agreed target net profit specified between the Company and the sellers.

If ETERNITY's actual net profit for 2026 is lower than the agreed target, the parties shall adjust the purchase price downward to reflect the actual net profit achieved in 2026. The Company shall then pay the second installment based on the adjusted purchase price. In the event that the adjusted purchase price is lower than the amount already paid by the Company under the first installment, the sellers shall refund the excess amount to the Company within seven days from the date on which the actual net profit for 2026 becomes known.

7. Basis for Determining the Value of Consideration

The Company has exercised due care and prudence in determining the consideration value. The consideration was determined through arm's-length negotiations and mutual agreement between the parties under the Share Purchase Agreement, with reference to Discounted Cash Flow (DCF) valuation, Price-to-Earnings (P/E Ratio) valuation, Financial position, Historical and projected operating results and Potential business synergies that may be generated for the Company.

8. Expected Benefits to the Company

The Company considers ETERNITY to be a business with strong potential for growth in revenue and net profit. In addition, ETERNITY's business is complementary to the Company's infertility treatment business and is expected to create additional value and business synergies for the Company.

9. Source of Funds

The Company will fund the acquisition of ETERNITY's ordinary shares, with a total investment value not exceeding THB 140,400,000, using cash proceeds received from its initial public offering (IPO) under the approved use of IPO proceeds for investments in related businesses.

10. Conditions of the Transaction

The acquisition of ordinary shares in ETERNITY is subject to the following key conditions precedent:

- (1) The results of the legal, financial, asset and liability due diligence review of ETERNITY are satisfactory to the Company; and
- (2) The Board of Directors of the Company has approved the acquisition of ETERNITY shares through both the subscription for newly issued ordinary shares and the acquisition of ordinary shares from Mr. Suebpong and/or SUPREME.

11. Opinion of the Board of Directors

The Board of Directors has considered the transaction and is of the opinion that the transaction is reasonable and beneficial to the Company and its shareholders. The investment in ETERNITY represents an important opportunity for the Company to enhance its revenue and profitability, expand its business operations, and establish cooperation with ETERNITY. Such collaboration is expected to generate business synergies and create sustainable returns and long-term value for the Company and its shareholders.

12. Opinion of the Audit Committee and/or Directors that Differs from the Board of Directors

The Audit Committee has no opinion different from that of the Board of Directors as stated in Item 11 above.

The Company hereby certifies that the information contained in this report is true, accurate and complete in all material respects.

Yours sincerely,

(Ms. Kasinee Kuldiloke)

Chief Executive Officer