



ธนาคารทหารไทยชนชาติ จำกัด (มหาชน)  
TMBThanachart Bank Public Company Limited



# Invitation to the 2024 Annual General Meeting of Shareholders

Tuesday, 9 April 2024 at 14:00 hrs.

Via an Electronic Meeting (e-AGM)

In accordance with the Public Limited Companies Act B.E. 2535 (as amended),  
the Emergency Decree on Electronic Meetings B.E. 2563 (2020),  
TTB's Articles of Association and other relevant laws and regulations


# The Next REAL Change

For Thais' Financial Well-being





## Table of Contents

Attachment	Section	Page
	<b>Supporting Documents for Meeting Agenda</b>	
	Invitation to the 2024 Annual General Meeting of Shareholders	3
	The 2023 Form 56-1 One Report, which is available for download in electronic format via the QR Code as shown in the “Notification of Meeting” attached to the Invitation to the 2024 Annual General Meeting of Shareholders	
	The Financial Summary and Management Discussion & Analysis from the 2023 Form 56-1 One Report is available for download in electronic format via the QR Code provided in this Table of contents. If QR Code cannot be scanned, please download the document at <a href="https://www.ttbank.com/ir/booklet2023-en">https://www.ttbank.com/ir/booklet2023-en</a>	
		
Attachment 1	Profiles of the Persons Nominated to Replace Directors Retiring by Rotation (Existing Director)	14
Attachment 2	Details of Director Remuneration	25
Attachment 3	Information on the Appointment of Auditors for 2024 and the Audit Fees	26
	<b>Documents for Attending the Meeting</b>	
Attachment 4	The Resolutions of the 2023 Annual General Meeting of Shareholders	27
Attachment 5	Explanation on Meeting Registration, Proxy Appointment, and Voting	29
Attachment 6	Guidelines for Attending Electronic Meeting by Inventech Connect	33
Attachment 7	e-Meeting Attendance Process	35
Attachment 8	Information of Independent Directors for Proxy Appointment	36
Attachment 9	Qualifications of Independent Directors	37
Attachment 10	Articles of Association of TTB Regarding Shareholders’ Electronic Meetings	39
Attachment 11	Proxy Form B	
	Proxy Form C	
	(Can be printed from TTB’s website at <a href="https://www.ttbank.com/en/ir">https://www.ttbank.com/en/ir</a> )	



No. CC. 020/2024

11 March 2024

**Subject: Invitation to the 2024 Annual General Meeting of Shareholders in an Electronic Meeting (e-AGM)**

Dear Shareholders,

The Board of Directors of TMBThanachart Bank Public Company Limited (“TTB”) passed a resolution at the Board of Directors’ Meeting No. 2/2024 held on Tuesday, 20 February 2024 to schedule the 2024 Annual General Meeting of Shareholders on Tuesday, 9 April 2024 at 14:00 hrs. via an electronic meeting (e-AGM) in accordance with the Public Limited Companies Act B.E. 2535 (as amended), the Emergency Decree on Electronic Meetings B.E. 2563 (2020), TTB’s Articles of Association and other relevant laws and regulations, with the business on the agenda as follows:

**Agenda 1 To acknowledge TTB’s 2023 operating results**

**Objective and rationale:**

A report on TTB’s operating results and significant developments in 2023 is presented in the 2023 Form 56-1 One Report (available for download *in electronic format via the QR Code*) and the Financial Summary and Management Discussion & Analysis from the 2023 Form 56-1 One Report (available for download *in electronic format via the QR Code*).

**Board’s recommendation:**

The Board of Directors deemed it appropriate to propose TTB’s 2023 operating results as presented in the 2023 Form 56-1 One Report for the shareholders’ meeting’s acknowledgement.

**Details are as shown in the Attachment** (*The 2023 Form 56-1 One Report, which is available for download in electronic format via the QR Code as shown in the “Notice of Meeting” attached hereto, and the Financial Summary and Management Discussion & Analysis from the 2023 Form 56-1 One Report, which is available for download in electronic format via the QR Code as shown in the table of contents of this Invitation*).

**Agenda 2 To consider and approve the statements of financial position and the statements of profit or loss and other comprehensive income for the year ended 31 December 2023**

**Objective and rationale:**

Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) (“PLCA”) and Article 41 of TTB’s Articles of Association require that TTB must prepare the statements of financial position and the statements of profit or loss and other comprehensive income as at the end of the fiscal year for submission to and approval by the annual general meeting of shareholders.

**Board's recommendation:**

The Board of Directors deemed it appropriate to propose the statements of financial position and the statements of profit or loss and other comprehensive income for the year ended 31 December 2023 which have been audited and certified by TTB's auditor and duly considered by the Audit Committee and the Board of Directors, for the shareholders' meeting's consideration and approval.

**Significant information of the statements of financial position and the statements of profit or loss and other comprehensive income of TTB and its subsidiaries for the year ended 31 December 2023.**

(Unit: THB thousands)

	Consolidated financial statements	Bank only financial statements
Total assets	1,824,433,718	1,815,190,287
Total liabilities	1,595,086,585	1,588,988,489
Total equity	229,347,133	226,201,798
Total income	96,532,433	95,887,150
Net profit attributable to equity holders	18,462,181	18,426,390
Earnings per share (Unit: THB)	0.19	0.19

Details are as shown in the Attachment (*the 2023 Form 56-1 One Report (in electronic document format which can be downloaded from the QR Code as shown in the "Notification of Meeting" attached hereto) and the Financial Summary and Management Discussion & Analysis from the 2023 Form 56-1 One Report (in electronic document format which can be downloaded from the QR Code as shown in the table of contents of the Meeting Invitation attached hereto)*).

**Agenda 3 To consider and approve the allocation of the profit from 2023 operating results and dividend payment**

**Objective and rationale:**

Section 116 of the PLCA and Article 43. of TTB 's Articles of Association require that TTB must allocate to the reserve fund part of the annual net profit, an amount of not less than 5 percent of the annual net profit, deducted by the accumulated loss brought forward (if any), until the reserve fund balance becomes not less than 10 percent of the registered capital. In addition, Section 115 of the PLCA and Article 43. (bis) of TTB 's Articles of Association require that dividend shall not be paid other than out of profits and dividend shall be paid according to the number of shares, each entitled to an equal amount of dividend.

TTB's net profit for 2023 as shown in its separate financial statements amounted to THB 18,426,390,072.80 and its unallocated retained earnings as of 31 December 2023 amounted to THB 73,786,594,563.67. TTB, therefore, can consider paying dividend to the shareholders.

In this regard, TTB has determined its dividend payment policy to make dividend payments to the shareholders based on the Bank-only financial statements where it also takes into consideration long-term returns to the shareholders, adequacy of its capital and allocation of its reserves, as well as various conditions under applicable laws. In addition, the circular letter of the Bank of Thailand No. BOT. ForNorSor1.Wor. 497/2565 Re: Dividend distribution policies dated 30 June 2022 stipulates that a financial institution may pay annual dividends from its annual net profits by adhering to the principle of cautiousness, in accordance with financial institution's financial operating results, and the risks that may arise in the future, as well as placing importance on continually supporting economic activities.

**Board's recommendation:**

The Board of Directors deemed it appropriate to propose the following matters to the shareholders' meeting for consideration as follows:

1. Profit allocation from TTB's 2023 operating results

Approve not to allocate the net profit from TTB's 2023 operating results to the reserve fund as TTB's reserve fund is already sufficient as required by laws and its Articles of Association.

2. Dividend payment

(1) Acknowledge the interim dividend payment to TTB's shareholders on 25 October 2023

The Board of Directors' Meeting No. 9/2023 on 26 September 2023 resolved to approve the interim dividend payment at the rate of THB 0.05 per share, totaling THB 4,854,900,207.60. The payment was from the net profit of TTB's first-half operating results, during 1 January 2023 to 30 June 2023. TTB already paid such interim dividends on 25 October 2023 to TTB's shareholders, whose names appeared on the list of shareholders on the date for determination of the name of shareholders entitled to receive the interim dividend on 10 October 2023.

(2) Approve the dividend payment from TTB's 2023 operating results

Approve the 2023 annual dividend payment at the rate of THB 0.105 per share, amounting to THB 10,195,594,478.11 and such dividend accounts for 55 percent of the 2023 net profit.

Since TTB already completed the interim dividend payment from the net profit of TTB's first-half operating results, during 1 January 2023 to 30 June 2023, on 25 October 2023 to TTB's shareholders whose names were listed on the record date of 10 October 2023 for the interim dividend entitlement at the rate of THB 0.05 per share, totaling THB 4,854,900,207.60, the remaining dividend to be paid under the resolution of this shareholders' meeting was at the rate of THB 0.055 per share amounting to THB 5,340,694,270.51<sup>\*</sup>. This time, TTB has set the record date to determine the list of shareholders entitled to receive the dividend on 18 April 2024, and the dividend payment date on 8 May 2024.

---

<sup>\*</sup> Remark: Calculated from TTB's paid-up shares on 20 February 2024, the date of the Board of Directors' resolution. This does not include the number of shares that may occur from exercising the right under the Warrants to Purchase the Newly Issued Ordinary Shares of TMBThanachart Bank Public Company Limited No. 1 (TTB-W1) in the 1<sup>st</sup> quarter of 2024.

In this regard, the dividend payout is in line with TTB's dividend payment policy. The Board of Directors also deemed that the proposed rate of dividend payment was appropriate and in line with TTB's dividend payment policy, whereas TTB's capital would remain strong and could accommodate its business expansion continuously.

**Information on dividend payment from 2023 operating results**

- I. **Interim dividend payment made on 25 October 2023:** TTB made the interim dividend payment from the net profit of TTB's first-half operating results, from 1 January - 30 June 2023, in accordance with the resolution of the Board of Directors Meeting No. 9/2023.

Interim dividend paid (THB)	4,854,900,207.60
Interim dividend from the operating results from 1 January - 30 June 2023 paid per share (THB: share)	0.05
Number of shares entitled to interim dividend payment (Share) (from the record date for interim dividend payment on 10 October 2023)	97,098,004,152

- II. **Dividend payment process following AGM approval of this agenda**

Dividend payment amount (THB)	5,340,694,270.51 <sup>*</sup>
Dividend paid per share (THB: share)	0.055
Number of shares entitled to dividend payment (share) (TTB's paid-up shares as of 20 February 2024)	97,103,532,191
Record date for dividend payment	18 April 2024
Dividend payment date	8 May 2024

Information on comparative dividend payments from the operating results of 2023 and 2022 is as follows:

	2023 (Proposed)	2022
Net profit (THB)	18,426,390,072.80	14,105,772,176.61
Annual dividend paid per share (THB: share)	0.105	0.073
Total annual dividend paid (THB)	10,195,594,478.11	7,061,740,221.09
Dividend payout ratio	55% of net profit	50% of net profit

The proposed dividend is paid from profit earned in which the corporate income tax has not been imputed. Individual shareholders are not eligible to claim dividend tax credits as per Section 47 bis of the Revenue Code when filing their personal income tax returns.

<sup>\*</sup> Remark: Calculated from TTB's paid-up shares on 20 February 2024, the date of the Board of Directors' resolution. This does not include the number of shares that may occur from exercising the right under the Warrants to Purchase the Newly Issued Ordinary Shares of TMBThanachart Bank Public Company Limited No. 1 (TTB-W1) in the 1<sup>st</sup> quarter of 2024.



**Agenda 4 To consider the election of directors to replace those retiring by rotation**

**Objective and rationale:**

Section 71 of the PLCA and Article 17. of TTB's Articles of Association require that one-third of the total number of the directors shall retire at every annual ordinary general meeting of shareholders; and if the number of directors cannot be equally divided into three parts, the number of directors closest to one-third shall retire. In this matter, the directors retiring by rotation may be re-elected.

There are five directors who are due to retire by rotation in 2024, namely:

1. Mr. Philippe G.J.E.O. Damas Non-Executive Director
2. Mrs. Charita Leelayudth Independent Director
3. Mr. Teeranun Srihong Independent Director
4. Mr. Prinya Hom-anek Independent Director
5. Mr. Piti Tantakasem Executive Director

TTB provided an opportunity for minority shareholders to nominate suitable qualified candidates as directors in advance for the 2024 Annual General Meeting of Shareholders during the period from 1 September 2023 to 30 November 2023, whereas the relevant criteria and procedure were disclosed on TTB's website at [www.ttbbank.com](http://www.ttbbank.com). After the end of such period, none of the shareholders nominated any director candidate.

TTB has set out its director nomination policy, criteria, and process by considering Board's diversity in different aspects including leadership, professional skills, knowledge, expertise, necessary business experiences, and skill matrix, without discrimination in gender. The qualifications of eligible director candidates must be properly in line with the TTB's business strategy; and such candidates must be able to dedicate their time to TTB.

Members of the Nomination, Remuneration and Corporate Governance Committee having considered the profiles and qualifications of the director candidates pursuant to TTB's Articles of Association, regulations of the relevant authorities, relevant laws, as well as the nomination criteria with consideration to good corporate governance principles, viewed that the five directors who are due to retire by rotation have appropriate qualifications and do not have any prohibited characteristics under the relevant requirements. As such, members of Nomination, Remuneration and Corporate Governance Committee deemed it appropriate to propose the matter to the Board of Directors for consideration before further propose to the shareholders' meeting for consideration.

**Board's recommendation:**

The Board of Directors (excluding the director with related interest), having considered the profiles and qualifications of the director candidates pursuant to TTB's Articles of Association, regulations of the relevant authorities, and relevant laws, as well as the nomination criteria with consideration to good corporate governance principles, viewed that the five directors who are due to retire by rotation, namely **Mr. Philippe G.J.E.O. Damas**,

Mrs. Charita Leelayudth, Mr. Teeranun Srihong, Mr. Prinya Hom-aneek, and Mr. Piti Tantakasem have all of the required qualifications pursuant to TTB's Articles of Association, regulations of the relevant authorities, and relevant laws; that they do not have any prohibited characteristics to hold office as directors. Furthermore, the independent directors who are due to retire by rotation this time are well qualified as per applicable laws on independent directors. The details are as follows:

1. **Mr. Philippe G.J.E.O. Damas** should be re-elected as a director for another term since he has appropriate qualifications and does not have any prohibited characteristics under any relevant requirement. Moreover, he has knowledge and experience in **banking business, strategic planning, management of major projects, governance, ethics, culture, corporate social responsibility, and branding and communication**. During his term in office, he contributed his valuable knowledge, competency, and experience to provide opinions and recommendations on various issues, e.g., strategies and guidelines for overseeing the implementation of strategic plans and business direction, and nomination of senior management, which was beneficial to TTB. In addition, he performed his duties with responsibility, due care, honesty, and greatly dedicated his time to TTB.
2. **Mrs. Charita Leelayudth** should be re-elected as a director for another term since she has appropriate qualifications and does not have any prohibited characteristics under any relevant requirement. Furthermore, she has knowledge and experience in **banking business, finance, accounting, risk management & internal audit, internal control, strategy, development planning, and review of financial statement**. During her term in the office, she contributed her valuable knowledge, competency, and experience to provide opinions and recommendations on various issues, e.g., financials and internal control, which was beneficial to TTB. In addition, she performed her duties with responsibility, due care, honesty, and greatly dedicated her time to TTB.
3. **Mr. Teeranun Srihong** should be re-elected as a director for another term since he has appropriate qualifications and does not have any prohibited characteristics under any relevant requirement. Additionally, he has knowledge and experience in **banking business, information technology, risk management, and internal control, as well as compensation for executives and human resources management**. During his term in office, he contributed his valuable knowledge, competency, and experience to provide opinions and recommendations on various issues, e.g., information technology, risk management, and internal control, which was beneficial to TTB. In addition, he performed his duties with responsibility, due care, honest, and greatly dedicated his time to TTB.
4. **Mr. Prinya Hom-aneek** should be re-elected as a director for another term since he has appropriate qualifications and does not have any prohibited characteristics under any relevant requirement. Furthermore, he has knowledge and experience in the **banking business, information technology, risk management, and internal control**. During his term in office, he contributed his valuable knowledge, competency, and experience to provide opinions and recommendations on various issues, e.g., information technology, risk

management, and internal control, which was beneficial to TTB. In addition, he performed his duties with responsibility, due care, honesty, and greatly dedicated his time to TTB.

5. **Mr. Piti Tantakasem** should be re-elected as a director for another term since he has appropriate qualifications and does not have any prohibited characteristics under any relevant requirement. Moreover, he has knowledge and experience in the **banking business, banking-related business, capital market business, strategic planning, and risk management, as well as regulations and laws related to the banking business and credit facilities**. During his term in office, he contributed his valuable knowledge, competency, and experience to provide opinions and recommendations on various issues, e.g., strategic planning and business model, which was beneficial to TTB. In addition, he performed his duties with responsibility, due care, honesty, and greatly dedicated his time to TTB.

With the aforesaid reasons, the Board of Directors deemed it appropriate to propose the re-election of the said five candidates as directors for another term, for the shareholders' meeting's consideration and approval.

Details are as shown in Attachment 1 (*Profiles of the Persons Nominated to be elected as Directors (Existing Director)*).

#### Agenda 5 To consider and approve the director remuneration for 2024

##### Objective and rationale:

TTB has fairly set out its director remuneration policy, criteria, and compositions and determined the director remuneration at an appropriate level, by taking into account the directors' fiduciary duty as well as their accountability and responsibility compared with other companies of a similar size and in the same industry. In addition, TTB has set out the director remuneration process where the Nomination, Remuneration and Corporate Governance Committee will review the director remuneration on an annual basis, and then proposed the said matter for the Board of Directors' endorsement and inclusion in the agenda of the annual general meeting of shareholders for the shareholders' meeting's consideration and approval annually. The director remuneration for 2024 is, therefore, proposed for the shareholders' meeting's consideration and approval.

##### Board's recommendation:

The Board of Directors, having considered and concurred with the recommendation of the Nomination, Remuneration and Corporate Governance Committee, deemed it appropriate to propose for the shareholders' meeting's consideration and approval of the director remuneration for 2024 comprising retaining fee, committee fee, and attendance fee, of up to THB 45 million, which was the same as the amount previously approved in the 2023 Annual General Meeting of Shareholders.

The Board of Directors may amend the director remuneration for the members of the Board of Directors and/or sub-committees and may be required to determine the director remuneration for any additional sub-committees that are newly formed. In this regard, the total director remuneration shall not exceed THB 45 million as

approved by the shareholders' meeting. TTB's executive directors and representative directors who are the employees of ING Bank N.V. will not receive such remuneration.

Details are as shown in Attachment 2 (*Details of Director Remuneration*).

**Agenda 6 To consider and approve the payment of director bonus**

**Objective and rationale:**

The Board of Directors has a crucial role in setting out policies and governance of TTB, allowing TTB to achieve sustainable value creation. Thus, the payment of director bonus would reflect their creation of value for shareholders. In this regard, the director bonus rate is in line with the industry.

It was deemed appropriate to propose the payment of director bonus for the year 2023 at a rate of 0.5 percent of the total dividend paid, which is the same as that previously approved in the 2023 Annual General Meeting of Shareholders.

**Board's recommendation:**

The Board of Directors, having considered and concurred with the recommendation of the Nomination, Remuneration and Corporate Governance Committee, deemed it appropriate to propose for the shareholders' meeting's consideration and approval of the payment of director bonus for the year 2023 at a rate of 0.5 percent of the total dividend paid, which was the same as that previously approved in the 2023 Annual General Meeting of Shareholders.

In this regard, the Board of Directors shall be authorized to distribute the director bonus to each director after the shareholders' meeting approves the director bonus, provided that TTB's executive directors and representative directors who are the employees of ING Bank N.V. will not receive such bonus.

**Agenda 7 To consider the appointment of auditors for 2024 and the fixing of audit fees**

**Objective and rationale:**

Section 120 of the PLCA and Article 31. of TTB 's Articles of Association require that the annual general meeting of shareholders shall consider and appoint auditors and fix the audit fees of the company every year. In this regard, the Audit Committee has considered selection of the audit firm for the year 2024 in accordance with the TTB's criteria and the previous year performance of KPMG Phoomchai Audit Company Limited, having viewed that KPMG Phoomchai Audit Company Limited which was a renowned audit firm having the experience in providing auditing services for several financial institutions and being well equipped with personnel and international supporting network that would allow it to be able to perform the duties to the international auditing standards. The said firm provided good auditing services to TTB in the previous year and had no relation to or transaction with TTB that might lead to any conflict of interest, deemed it appropriate to propose the appointment of (1) Mr. Waiyawat Kosamarnchaiyakij, CPA Registration No. 6333; or (2) Ms. Pantip Gulsantiithamrong, CPA Registration No. 4208; or (3) Mrs. Wilai Buranakittisophon, CPA Registration No. 3920; or (4) Mr. Chokechai

Ngamwutikul, CPA Registration No. 9728, of KPMG Phoomchai Audit Company Limited as TTB's auditors for 2024 and the fixing of audit fees for 2024 as detailed below, for the shareholders' meeting's consideration and approval.

1. Audit fee for TTB	THB	14,020,000
2. Audit fee for overseas branch	THB	<u>120,000</u>
<b>Total</b>	<b>THB</b>	<b><u>14,140,000</u></b>

The above audit fees exclude other expenses, such as per diem allowance, accommodation, and traveling expenses, which will be reimbursed on an actual basis and as billed by KPMG Phoomchai Audit Company Limited, but not exceeding THB 320,000. In addition, TTB may have other audit charges as per regulatory requirements or as per other requirements.

**Board's recommendation:**

The Board of Directors, having considered and concurred with the recommendation of the Audit Committee, deemed it appropriate to propose the appointment of (1) Mr. Waiyawat Kosamarnchaiyakij, CPA Registration No. 6333; or (2) Ms. Pantip Gulsantithamrong, CPA Registration No. 4208; or (3) Mrs. Wilai Buranakittisophon, CPA Registration No. 3920; or (4) Mr. Chokechai Ngamwutikul, CPA Registration No. 9728 of KPMG Phoomchai Audit Company Limited as TTB's auditors for 2024 and the fixing of audit fees of THB 14,140,000, comprising the audit fees for TTB of THB 14,020,000 and the audit fees for overseas branch of THB 120,000 as well as other relevant expenses of up to THB 320,000 for the shareholders' meeting's consideration and approval.

Details are as shown in **Attachment 3** (*Information on the Appointment of Auditors for 2024 and the Audit Fees*).

**Agenda 8 To consider other business (if any)**

Section 105 of the PLCA requires that a request for the meeting's consideration on matters other than those indicated in the invitation letter shall be made by the shareholders holding shares not less than one-third of the total number of issued shares.

For the shareholder who wishes to attend the meeting via electronic means ("e-AGM"), please consider the details of procedure and registration method including identification verification method according to the Explanation on Meeting Registration, Proxy Appointment, and Voting (**Attachment 5**) and the Guidelines for Attending of Electronic Meeting by Inventech Connect (**Attachment 6**). Shareholders are able to appoint any person or independent directors proposed by TTB as their proxy holders. Details on how to access the system to attend the meeting and how to assign proxies are as specified in the Notice of Annual General Meeting of Shareholders.

In this regard, TTB provides an opportunity for minority shareholders to propose matters for inclusion in the agenda during the period from September to November. In 2023, TTB provided an opportunity for minority shareholders to propose matters for inclusion in the agenda of the 2024 Annual General Shareholders Meeting in advance during the period from 1 September 2023 to 30 November 2023, whereas the relevant criteria and procedure were disclosed on TTB's website at [www.ttbank.com](http://www.ttbank.com). After the end of such period, none of the shareholders proposed any matter for inclusion in the agenda.

TTB has set the date to determine the list of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders on Tuesday, 5 March 2024. In addition, as for submission of questions in advance, the shareholders may submit questions to TTB through TTB's website or email to Corporate\_Counselor@ttbbank.com until 31 March 2024.

TTB will conduct the meeting in accordance with TTB's Articles of Association (**Attachment 10**) and the e-Meeting Attendance Process (**Attachment 7**).

To reserve the rights and benefits of the shareholders who cannot attend the meeting and wish to appoint independent directors of TTB to attend the meeting as their proxy holders, they may appoint the independent director whose name is as shown in **Attachment 8** and whose qualifications are as shown in **Attachment 9** as their proxy by registering and submitting a request via electronic channel (e-Request) or submitting a proxy form (*Proxy Form B. in **Attachment 11** for general shareholders or Proxy Form C for foreign shareholders who have appointed a custodian in Thailand as the depository and trustee, which attached to this invitation letter or can be downloaded from TTB's website at [www.tbbank.com](http://www.tbbank.com)*) along with the required documents by post to TTB by Friday, 5 April 2024.

Yours sincerely,



(Mrs. Manika Sitthichai)

Company Secretary

By order of the Board of Directors

Please be informed that TTB has implemented the Customer Privacy Policy so that customers can learn of TTB's collection, use, and disclosure of their personal data in accordance with the Personal Data Protection Act B.E. 2562 (2019).

Privacy Notice for Annual General Meeting of Shareholders (AGM)

TTB is greatly aware of the personal data protection; therefore, the Bank would like to inform you of the following information to ensure compliance with the Privacy Data Protection Act B.E. 2562 (2019).

1. The Collected Personal Data: It is necessary for TTB to collect your personal data i.e., name, surname, address, telephone number, photo, national identification number, security holder identification number, electronic usage data such as Email address, IP address (in case of online meeting). TTB will legally record and broadcast vision and audio of this meeting for legitimate interests and the shareholders' benefits. In case of the proxy, TTB must require a copy of identification card of the shareholder which may contain religion information that is a sensitive personal data and TTB has no intention to collect such information. In this regard, the owner of such religion information may mask such part.
2. The Collection of Personal Data: The collecting of personal data directly from data owners shall be conducted only as necessary in accordance with explicitly specified purposes. In this regard, TTB may collect your personal data from other sources i.e., securities registrar, Thailand Securities Depository Company Limited ("TSD"), only as much as necessary and only with methods stipulated by laws.
3. Purposes of Collection, Usage, and Disclosure of Personal Data: TTB collects, uses, and discloses your personal data only for the purpose of the annual general meeting of shareholders as stipulated by laws. TTB shall collect, uses, and disclose your personal data and person(s) referred by you which the Personal Data Protection Act B.E. 2562 (2019) allowing TTB to do so without consent required, for legitimate interests of TTB, or other person(s) or juristic person(s) or any compliance with the laws.
4. The Personal Data Retention Period: TTB will retain your personal data only as long as necessary for the purposes of collecting, using and disclosing the personal data, as specified in this Privacy Notice. If it is not possible to clearly specify the personal data retention period, TTB will retain the personal data as long as may be expected according to the data retention standards (e.g., the longest legal prescription of 10 years).
5. Your Rights as Data Subject: As an owner of personal data, you have rights as stipulated by the Privacy Protection Act B.E 2562 (2019) and rights which include the right to withdraw the consent, the right to request for accessing and obtaining a copy of your personal data, the right to request for correcting your personal data, the right to request for deleting or destroying your personal data, the right to request for suspension of the processing/usage of your personal data, the right to request for your personal data transfer in accordance with the methods stipulated by laws, the right to make complaints and the right to object to the collection, usage or disclosure of your personal data.
6. The Disclosure of Personal Data to Third Party: TTB may also be required to disclose personal data to other persons or juristic persons or regulatory authorities, who work in cooperation with TTB to comply with the purposes specified in this Privacy Notice such as technology system service providers, supervisory authorities, government authorities, or legitimate orders of authorized officers.
7. Privacy Policy: To learn more about TTB Privacy Policy, please visit TTB's website: <https://www.ttbank.com/th/policy/privacy>.
8. Contact Channels: In case of enquires or requiring further details on the personal data protection, please contact: Corporate Counselor, TTB Headquarter at 3000, Phahonyothin Road, Chomphon, Chatuchak, Bangkok 10900. (Email: [Corporate\\_Counselor@ttbank.com](mailto:Corporate_Counselor@ttbank.com))


## Profiles of the Persons Nominated to Replace Directors Retiring by Rotation (Existing Director)

Name	Mr. Philippe G.J.E.O. Damas	
Director type	Non-executive Director	
Current Position	<ul style="list-style-type: none"> <li>- Director of the Board</li> <li>- Chairman of the Board of Executive Directors</li> <li>- Chairman of the Nomination, Remuneration and Corporate Governance Committee</li> </ul>	
Age	73 years old	
Nationality	Belgian	
Education	<ul style="list-style-type: none"> <li>- MBA (Accounting &amp; International Finance), Columbia University, New York, U.S.A.</li> <li>- Advanced Automatics, Ecole Nationale de l'Aéronautique et l'Espace, Toulouse, France</li> <li>- Ingénieur Civil Electricien Mécanicien, Université Libre de Bruxelles, Brussels, Belgium</li> </ul>	
Directorship training	<ul style="list-style-type: none"> <li>- Military Service, Belgian Army</li> <li>- Directors Refresher Program from ING Vysya Bank (India)</li> <li>- 2020 Cyber Security Awareness for BoD, Personal Data Protection Act, Economic and Sectoral Outlook: A High-Frequency Data Perspective, Cyber Resilience Leadership Seminar, Cyber Resilience Awareness, IFRS 9 Implication and Readiness, Inside Information and Data Privacy, Branding and NPS Update, and Sustainability Training, TMB Bank Public Company Limited</li> <li>- Security Awareness Training: Cybersecurity and Cyber Resilience, TMBThanachart Bank Public Company Limited</li> <li>- Digital Marketing Strategy, Open Banking and Virtual Banking and ESG - Environmental, Social, Governance, TMBThanachart Bank Public Company Limited</li> <li>- Internal Ratings-Based Approach (IRB), Overview of Fund Transfer Pricing (FTP), Bank KPI Setting in Practice, and Generative AI in Banking, TMBThanachart Bank Public Company Limited</li> <li>- Training courses of Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> <li>➤ Strategic Board Master Class (class 6/2019)</li> </ul> </li> </ul>	
Expertise	Banking Business, Strategic Planning, Management of Major Project, and Governance	
Term / year as TTB Director	6 terms of office / 16 years, 3 months (Appointed on 28 December 2007)	
Work experiences	<ul style="list-style-type: none"> <li>- Board member, The Blue Circle Pte. Ltd. (Singapore)</li> <li>- Chairman of BOD, Ecopol Pte. Ltd. (Singapore)</li> <li>- Board member, OBOR Capital Pte. Ltd.</li> <li>- Director of the Board, Chairman of the Board of Executive Directors, and Chairman of the Nomination, Remuneration and Corporate Governance Committee, Thanachat Bank Public Company Limited</li> </ul>	



Work experiences (Cont')	<ul style="list-style-type: none"> <li>- Member of Advisory Board, Pacific Star (Singapore)</li> <li>- Chairman of the Board, Prochem Singapore</li> </ul>
Position(s) in other listed companies	- None -
Position(s) in non-listed companies	<p>Holding positions in seven companies:</p> <ul style="list-style-type: none"> <li>- Board member, Indra Asia Company Limited</li> <li>- Board member, Animal Doctors International Limited</li> <li>- Board member, Simba Estates Limited</li> <li>- Board member, Armstrong Asset Management (Singapore)</li> <li>- Board member, PCMA Holdings Pte. Ltd.</li> <li>- Board member, PCMI Insurance Brokers Pte. Ltd.</li> <li>- Board member, Eurofin Asia (Singapore)</li> </ul>
Position(s) in other businesses that may have conflicts of interest with TTB	- None -
Shareholding in TTB	5,126,411 shares
Meeting attendance in 2023	<ul style="list-style-type: none"> <li>- Attending 14 out of 15 Board of Directors meetings</li> <li>- Attending 19 out of 19 Board of Executive Directors meetings</li> <li>- Attending 12 out of 12 Nomination, Remuneration and Corporate Governance Committee meetings</li> <li>- Attending 4 out of 4 Non-executive Directors meetings</li> </ul>
Relationship or vested interest with TTB / subsidiary / associated companies or juristic person that may have conflicts of interest at present or in the past two years	<ul style="list-style-type: none"> <li>- Not being director participating in the management, or official, employee, or advisor receiving regular salaries.</li> <li>- Not being professional service provider (such as auditor and legal consultant).</li> <li>- Not having significant business relationship that may hinder the independent performance.</li> </ul>

## Profiles of the Persons Nominated to Replace Directors Retiring by Rotation (Existing Director)

Name	Mrs. Charita Leelayudth	
Director type	Independent Director	
Current Position	- Independent Director - Chairman of the Audit Committee	
Age	62 years old	
Nationality	Thai	
Education	<ul style="list-style-type: none"> <li>- M.A. Business administration, Chulalongkorn University</li> <li>- B.A. Accounting, Chulalongkorn University</li> <li>- Advanced Diploma in Auditing, Chulalongkorn University</li> <li>- Certificate of Risk Management, The Institution of Occupational Safety and Health (IOSH)</li> <li>- Certified Public Accountant</li> <li>- Certified Professional Internal Auditor</li> </ul>	
Directorship training	<ul style="list-style-type: none"> <li>- The State, Private Sector and Political Sectors Course (class 7/2014), Thailand National Defence College</li> <li>- Capital Market Academy (class 13/2012), Capital Market Academy (CMA)</li> <li>- Top Executive Program in Commerce and Trade (TEPCoT) (class 4/2011), Commerce Academy</li> <li>- Certificate Course in Good Governance for Medical Executives (class 10/2022), King Prajadhipok's Institute and the Medical Council of Thailand</li> <li>- Easy Listening: Accounting Tips that AC should not miss EP. 2, The Securities and Exchange Commission (SEC)</li> <li>- Digital Marketing Strategy, Open Banking and Virtual Banking, and ESG - Environmental, Social, Governance, TMBThanachart Bank Public Company Limited</li> <li>- Internal Ratings-Based Approach (IRB), Overview of Fund Transfer Pricing (FTP), Bank KPI Setting in Practice, Generative AI in Banking, Risk Culture for Sustainability, TMBThanachart Bank Public Company Limited</li> <li>- Training courses of Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> <li>➤ Director Leadership Certification Program (class 11/2023)</li> <li>➤ Director Certification Program (class 322/2022)</li> <li>➤ Director Accreditation Program (class 191/2022)</li> <li>➤ Advanced Audit Committee Program (class 43/2022)</li> </ul> </li> </ul>	
Expertise	Banking Business, Risk Management, Internal Control, and Review of Financial Statements	
Term / year as TTB Director	1 term of office / 2 years, 2 months (Appointed on 3 February 2022)	

<b>Work experiences</b>	<ul style="list-style-type: none"> <li>- Director, Thai Smile Airways Company Limited</li> <li>- Director and Secretary of Board of Directors, Thai Smile Airways Company Limited</li> <li>- Chief Executive Officer, Thai Smile Airways Company Limited</li> <li>- Acting Chief Executive Officer, Thai Smile Airways Company Limited</li> <li>- Chief Finance and Corporate Management Officer, Thai Smile Airways Company Limited</li> </ul>
<b>Position(s) in other listed companies</b>	- None -
<b>Position(s) in non-SET-listed companies</b>	<p>Holding positions in four companies/agencies:</p> <ul style="list-style-type: none"> <li>- Advisor of Board of Commissioners of the Civil Aviation Authority of Thailand</li> <li>- WVIC Director, Central Department Store</li> <li>- Director, King Mongkut Chaokhun Thahan Hospital</li> <li>- Managing Partner, Charita and Associate Limited Partnership</li> </ul>
<b>Position(s) in other businesses that may have conflicts of interest with TTB</b>	- None -
<b>Shareholding in TTB</b>	- None -
<b>Meeting attendance in 2023</b>	<ul style="list-style-type: none"> <li>- Attending 15 out of 15 Board of Directors meetings</li> <li>- Attending 14 out of 14 Audit Committee meetings</li> <li>- Attending 4 out of 4 Non-executive Directors meetings</li> </ul>
<b>Relationship or vested interest with TTB / subsidiary / associated companies or juristic person that may have conflicts of interest at present or in the past two years</b>	<ul style="list-style-type: none"> <li>- Not being director participating in the management, or official, employee, or advisor receiving regular salaries.</li> <li>- Not being professional service provider (such as auditor and legal consultant).</li> <li>- Not having significant business relationship that may hinder the independent performance.</li> </ul>

## Profiles of the Persons Nominated to Replace Directors Retiring by Rotation (Existing Director)

Name	Mr. Teeranun Srihong	
Director type	Independent Director	
Current Position	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Chairman of the IT Oversight Committee</li> <li>- Member of the Nomination, Remuneration and Corporate Governance Committee</li> <li>- Member of the Risk Oversight Committee</li> </ul>	
Age	58 years old	
Nationality	Thai	
Education	<ul style="list-style-type: none"> <li>- Master of Business Administration, University of Michigan – Ann Arbor, U.S.A.</li> <li>- Bachelor of Engineering (Computer), Chulalongkorn University</li> </ul>	
Directorship training	<ul style="list-style-type: none"> <li>- The Joint State - Private Sector Course, Thailand National Defence College</li> <li>- Advanced Management Program, Harvard Business School, U.S.A.</li> <li>- Senior Executive Program Certificate, Capital Market Academe (CMA)</li> <li>- The Executive Program in Energy Literacy for a Sustainable Future, Thailand Energy Academy</li> <li>- 2020 Cyber Resilience Leadership: Ton from the Top, and Thailand Sustainable Banking 2018, Bank of Thailand</li> <li>- Thailand Insurance Leadership Program, Office of Insurance Commission (OIC)</li> <li>- 2020 Cyber Security Awareness for BoD, Personal Data Protection Act, Economic and Sectoral Outlook: A High-Frequency Data Perspective, TMB Bank Public Company Limited</li> <li>- Internal Ratings-Based Approach (IRB), Overview of Fund Transfer Pricing (FTP), Bank KPI Setting in Practice, Generative AI in Banking, and Risk Culture for Sustainability, TMBThanachart Bank Public Company Limited</li> <li>- Training courses of Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> <li>➤ The Board's Role in Role in Mergers and Acquisitions (class 4/2023)</li> <li>➤ Ethical Leadership Program (class 29/2023)</li> <li>➤ Board Nomination &amp; Compensation Program (class 12/2021)</li> <li>➤ Director Leadership Certification Program (class 0/2020)</li> <li>➤ Director Certification Program (class 179/2013)</li> <li>➤ Director Accreditation Program (class 86/2010)</li> </ul> </li> </ul>	
Expertise	Banking Business, Information Technology, Risk Management, and Human Resources Management	
Term / year as TTB Director	2 terms of office / 4 year, 3 months (Appointed on 17 December 2019)	
Work experience	<ul style="list-style-type: none"> <li>- Advisor, Sansiri Public Company Limited</li> <li>- Advisor, XSpring Capital Public Company Limited</li> <li>- Expert (an entrepreneur of the private business), Committee for the Protection of Credit Information</li> </ul>	

<p><b>Work experiences (Cont')</b></p>	<ul style="list-style-type: none"> <li>- Advisor, REX Company Limited</li> <li>- Startup Investment Committee, Bangchak Corporation Public Company Limited</li> <li>- Chairman, Thailand Management Association</li> <li>- Experts and Chairman of sub-committee of Risk Management, Pension Fund</li> <li>- Qualified Director of Economics, The National Digital Economy and Society Commission</li> <li>- Independent Director, Chairman of the IT Oversight Committee, Member of the Nomination, Remuneration and Corporate Governance Committee, and Member of the Risk Oversight Committee, Thanachart Bank Public Company Limited</li> <li>- Independent Director, Member of the Audit Committee, Chairman of the Compensation Committee, and Chairman of the New Business Committee, Thai Com Public Company Limited</li> <li>- Executive Director, Phuket Deep Sea Port Company Limited</li> <li>- Director, Committee to Drive Policy Implementation to Use Big Data, Data Center, and Cloud Computing</li> <li>- Chairman, Thai Ackro Exchange Company Limited</li> <li>- Director, The Mall Group Company Limited</li> <li>- Director, The Mall Shopping Complex Company Limited</li> <li>- Director, BKT Holding Company Limited</li> <li>- Director, Northern Railway Park Company Limited</li> <li>- Director, The Committee of Mobilizing Reform according to the Thailand 4.0 Agenda</li> <li>- Chairman of the Risk Oversight Committee, Thanachart Capital Public Company Limited</li> <li>- Member of the Risk Management Committee, Thanachart Capital Public Company Limited</li> <li>- Director, Advance Power Conversion Company Limited</li> <li>- Chairman, Sub-committee on Digital Strategy for Capital Market, The Securities and Exchange Commission (SEC)</li> <li>- Director and Member of the Executive Committee, Thanachart Insurance Public Company Limited</li> <li>- Advisor, The Securities and Exchange Commission (SEC)</li> <li>- Director and Member of the Executive Committee, Enter Solution Company Limited</li> <li>- Advisor, Bangchak Corporation Public Company Limited</li> <li>- Vice Chairman, Thailand Management Association</li> <li>- Chairman, Kasikorn Business - Technology Group Company Limited</li> <li>- Director, Beacon Venture Capital Company Limited</li> <li>- Director and Managing Director, Kasikornbank Public Company Limited</li> <li>- Director, Muang Thai Group Holding Company Limited</li> </ul>
<p><b>Position(s) in other listed companies</b></p>	<p>Holding position in three companies:</p> <ul style="list-style-type: none"> <li>- Independent Director and Chairman of the Board, PTG Energy Public Company Limited</li> <li>- Independent Director, SCG Ceramics Public Company Limited</li> <li>- Independent Director, Chairperson of the Nomination and Remuneration Committee, Chairperson of the Corporate Governance and Sustainable Development Committee, Risk Management Committee, S&amp;P Syndicate Public Company Limited</li> </ul>

Position(s) in non-listed companies	<p>Holding position in nine companies/ agencies:</p> <ul style="list-style-type: none"> <li>- Director and Member of the Corporate Governance Committee, Thai Institute of Directors Association (IOD)</li> <li>- Independent Director, Chairman of the Risk Management Committee, Member of the Audit Committee, and Member of the Corporate Governance Committee, Boon Rawd Supply Chain Company Limited</li> <li>- Independent Director and Chairman of the Board, Generali Life Assurance (Thailand) Public Company Limited</li> <li>- Independent Director and Chairman of the Board, Generali Insurance (Thailand) Public Company Limited</li> <li>- Qualified Director, Sub-Committee of the National Committee on Competitive Advantage</li> <li>- The Qualified Expert Committee on Electronic Transactions Sector or Computer Science Sector of Supervision Committee- Electronic Transactions Development Agency, Ministry of Digital Economy and Society</li> <li>- Director, Arcel Capital Company Limited</li> <li>- Director and Managing Director, Celar Consulting Company Limited</li> <li>- Chairman, Digital Economy Promotion Agency</li> </ul>
Position(s) in other businesses that may have conflicts of interest with TTB	- None -
Shareholding in TTB	- None -
Meeting attendance in 2023	<ul style="list-style-type: none"> <li>- Attending 15 out of 15 Board of Directors meetings</li> <li>- Attending 7 out of 7 IT Oversight Committee meetings</li> <li>- Attending 11 out of 12 Nomination, Remuneration and Corporate Governance Committee meetings</li> <li>- Attending 7 out of 7 Risk Oversight Committee meetings</li> <li>- Attending 4 out of 4 Non-executive Directors meetings</li> </ul>
Relationship or vested interest with TTB / subsidiary / associated companies or juristic person that may have conflicts of interest at present or in the past two years	<ul style="list-style-type: none"> <li>- Not being director participating in the management, or official, employee, or advisor receiving regular salaries.</li> <li>- Not being professional service provider (such as auditor and legal consultant).</li> <li>- Not having significant business relationship that may hinder the independent performance.</li> </ul>


## Profiles of the Persons Nominated to Replace Directors Retiring by Rotation (Existing Director)

Name	Mr. Prinya Hom-aneek	
Director type	Independent Director	
Current Position	<ul style="list-style-type: none"> <li>- Independent Director</li> <li>- Member of the Audit Committee</li> <li>- Member of the Risk Oversight Committee</li> <li>- Member of the IT Oversight Committee</li> </ul>	
Age	55 years old	
Nationality	Thai	
Education	<ul style="list-style-type: none"> <li>- Honorary Doctorate Degree of Science, Rajamangala University of Technology Suvarnabhumi</li> <li>- Master of Business Administration, Assumption University</li> <li>- Bachelor of Engineering (Electrical Engineering), Chulalongkorn University</li> </ul>	
Directorship training	<ul style="list-style-type: none"> <li>- Certified Information System Security Professional (CISSP), International Information System Security Certification Consortium</li> <li>- Certified Information System Auditor (CISA) and Certified in the Governance of Enterprise IT, ISACA</li> <li>- Certified Fraud Examiner (CFE), Association of Certified Fraud Examiners</li> <li>- Update on impact of climate change to banking industry, KPMG</li> <li>- High impact on Audit area by High impact on Audit area, EY Corporate Services Limited</li> <li>- Easy listening: Accounting Tips that AC should not miss EP. 2, The Securities and Exchange Commission (SEC)</li> <li>- Hot Issue for Directors: Climate Governance (class 2/2023), Stock Exchange of Thailand (SET) with Thai Institute of Directors Association (IOD)</li> <li>- The Cullinan: The Making of Digital Board class 1/2022, the Ministry of Digital Economy and Society in collaboration with the Digital Economy Promotion Agency (Depa) and Thailand Management Association (TMA)</li> <li>- 2020 Cyber Security Awareness for BoD, Personal Data Protection Act, Economic and Sectoral Outlook: A High-Frequency Data Perspective, TMB Bank Public Company Limited</li> <li>- Security Awareness Training: Cybersecurity and Cyber Resilience and Financial statements TMBThanachart Bank Public Company Limited</li> <li>- Decentralized Finance (DeFi), Digital Marketing Strategy, Open Banking and Virtual Banking and ESG - Environmental, Social, Governance, TMBThanachart Bank Public Company Limited</li> <li>- Internal Ratings-Based Approach (IRB), Overview of Fund Transfer Pricing (FTP), Bank KPI Setting in Practice, Generative AI in Banking, and Risk Culture for Sustainability, TMBThanachart Bank Public Company Limited</li> <li>- Training courses of Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> <li>➤ Strategic Board Master Class (class 13/2023)</li> <li>➤ Director Leadership Certification Program (class 13/2023)</li> <li>➤ Role of the Chairman Program (class 55/2023)</li> <li>➤ Successful Formulation &amp; Execution of Strategy (class 38/2022)</li> </ul> </li> </ul>	

Directorship training (Cont')	<ul style="list-style-type: none"> <li>- Training courses of Thai Institute of Directors Association (IOD) (Cont')</li> <li>➤ Advance Audit Committee Program (class 41/2021)</li> <li>➤ Financial Statements for Directors (class 44/2021)</li> <li>➤ Director Certification Program (class 217/2016)</li> </ul>
Expertise	Banking Business, Information Technology, Risk Management, and Internal Control
Term / year as TTB Director	2 terms of office / 4 year, 3 months) (Appointed on 17 December 2019)
Work experiences	<ul style="list-style-type: none"> <li>- Chairman and Member of the Executive Committee, Intelligent Data Analytic Company Limited</li> <li>- Independent Director, Member of the Audit Committee, Member of the Risk Oversight Committee, and Member of the IT Oversight Committee, Thanachart Bank Public Company Limited</li> <li>- Member of the Risk Oversight Committee, Thanachart Capital Public Company Limited</li> <li>- Independent Director and Member of the Audit Committee, Thanachart Capital Public Company Limited</li> <li>- Qualified Committee, Anti-Money Laundering Office (AMLO)</li> <li>- Managing Director, ACIS Professional Center Company Limited</li> </ul>
Position(s) in other listed companies	- None -
Position(s) in non-listed companies	<p>Holding position in seven companies/ agencies:</p> <ul style="list-style-type: none"> <li>- Independent Director, Neighbouring Countries Economic Development Cooperation Agency (NEDA)</li> <li>- Chapter President, Information Systems Audit and Control Association-Bangkok</li> <li>- Honorary Advisor, Thailand Information Security Association (TISA)</li> <li>- Trainer, Thai Institute of Directors Association (IOD)</li> <li>- Director and Member of the Executive Committee, Cybertron Company Limited</li> <li>- Advisor, Boonrawd Trading Company Limited</li> <li>- Director and Chairman of the Executive Committee, ACIS Professional Center Company Limited</li> </ul>
Position(s) in other businesses that may have conflicts of interest with TTB	- None -
Shareholding in TTB	- None -
Meeting attendance in 2023	<ul style="list-style-type: none"> <li>- Attending 15 out of 15 Board of Directors meetings</li> <li>- Attending 14 out of 14 Audit Committee meetings</li> <li>- Attending 7 out of 7 Risk Oversight Committee meetings</li> <li>- Attending 7 out of 7 IT Oversight Committee meetings</li> <li>- Attending 4 out of 4 Non-executive Directors meetings</li> </ul>
Relationship or vested interest with TTB / subsidiary / associated companies or juristic person that may have conflicts of interest at present or in the past two years	<ul style="list-style-type: none"> <li>- Not being director participating in the management, or official, employee, or advisor receiving regular salaries.</li> <li>- Not being professional service provider (such as auditor and legal consultant).</li> <li>- Not having significant business relationship that may hinder the independent performance.</li> </ul>



## Profiles of the Persons Nominated to Replace Directors Retiring by Rotation (Existing Director)

<b>Name</b>	Mr. Piti Tantakasem	
<b>Director type</b>	Executive Director	
<b>Current Position</b>	<ul style="list-style-type: none"> <li>- Director of the Board</li> <li>- Member of the Board of Executive Directors</li> <li>- Member of the Risk Oversight Committee</li> <li>- Member of the Credit Committee</li> <li>- Member of the IT Oversight Committee</li> </ul>	
<b>Age</b>	53 years old	
<b>Nationality</b>	Thai	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Doctor of Philosophy (Ph.D.), Strategic Management, Bangkok University in Collaboration with University of Nebraska-Lincoln, U.S.A.</li> <li>- Master of Business Administration, Finance, University of North Carolina at Chapel Hill, U.S.A.</li> <li>- Bachelor of Engineering, Industrial Engineering, Chulalongkorn University</li> </ul>	
<b>Directorship training</b>	<ul style="list-style-type: none"> <li>- Senior Executive Program Certificate, Capital Market Academy (CMA)</li> <li>- Energy Literacy for a Sustainable Future Program, Thailand Energy Academy</li> <li>- Chartered Financial Analyst, CFA Institute</li> <li>- Financial Derivatives, EuroMoney Training</li> <li>- Executive Education: Building Leading Customer-Centric Organization</li> <li>- 2020 Cyber Security Awareness for BoD, Personal Data Protection Act, Economic and Sectoral Outlook: A High-Frequency Data Perspective, Cyber Resilience Leadership Seminar, Cyber Resilience Awareness, IFRS 9 Implication and Readiness, Recovery Planning, Inside Information and Data Privacy, Branding and NPS Update, and Sustainability Training, TMB Bank Public Company Limited</li> <li>- Security Awareness Training: Cybersecurity and Cyber, TMBThanachart Bank Public Company Limited</li> <li>- Decentralized Finance (DeFi), Digital Marketing Strategy, Open Banking and Virtual Banking, and ESG - Environmental, Social, Governance, TMBThanachart Bank Public Company Limited</li> <li>- Internal Ratings-Based Approach (IRB), Overview of Fund Transfer Pricing (FTP), Bank KPI Setting in Practice, and Generative AI in Banking, TMBThanachart Bank Public Company Limited</li> <li>- Training courses of Thai Institute of Directors Association (IOD) <ul style="list-style-type: none"> <li>➤ Director Leadership Certification Program (class 0/2021)</li> <li>➤ Boards that Make a Difference (class 2/2016)</li> <li>➤ Director Certification Program (class 202/2015)</li> <li>➤ Anti-Corruption for Executive Program (class 15/2015)</li> </ul> </li> </ul>	
<b>Expertise</b>	Strategic Planning, Risk Management, Banking business, and Credit Facilities	
<b>Term / year as TTB Director</b>	3 terms of office / 6 years, 3 months (Appointed on 1 January 2018)	

<b>Work experiences</b>	<ul style="list-style-type: none"> <li>- Director, Member of the Board of Executive Directors, Member of the Credit Committee, Member of the Risk Oversight Committee, and Member of the IT Oversight Committee, Thanachart Bank Public Company Limited</li> <li>- Member of the Nomination Committee, PTT Exploration and Production Public Company Limited</li> <li>- Chairman of the Nomination Committee, PTT Exploration and Production Public Company Limited</li> <li>- Member of the Risk Management Committee, PTT Exploration and Production Public Company Limited</li> <li>- Independent Director, PTT Exploration and Production Public Company Limited</li> <li>- Member of the Corporate Governance Committee, PTT Exploration and Production Public Company Limited</li> <li>- Chief Financial Officer and Chief Wholesale Banking Officer, TMB Bank Public Company Limited</li> <li>- Sub-committee Member, Public Sector Development Commission Sub-committee on Public Finance and Budgeting Development, Office of the Public Sector Development Commission</li> <li>- Senior Expert Committee, Senior Expert Committee in Organizational Psychology on the Committee of the Public Sector Development Commission, Office of the Public Sector Development Commission</li> <li>- Chairman of Sub-committee, Financial and Accounting Sub-committee, State Railway of Thailand</li> <li>- Director, State Railway of Thailand (SRT)</li> <li>- Honorary Member, Office of the Energy Conservation Promotion Fund Management Sub-committee, Energy Conservation Promotion Fund Committee</li> </ul>
<b>Position(s) in other listed companies</b>	- None -
<b>Position(s) in non-listed companies</b>	Holding positions in four companies/agencies: <ul style="list-style-type: none"> <li>- Member of the Advisory Board, Phahonyothin Asset Management Company Limited</li> <li>- Chairman, ttb Foundation</li> <li>- Director, National ITMX Company Limited</li> <li>- Director, Tiyana Company Limited</li> </ul>
<b>Position(s) in other businesses that may have conflicts of interest with TTB</b>	- None -
<b>Shareholding in TTB</b>	24,687,021 shares
<b>Meeting attendance in 2023</b>	<ul style="list-style-type: none"> <li>- Attending 15 out of 15 Board of Directors meetings</li> <li>- Attending 19 out of 19 Board of Executive Directors meetings</li> <li>- Attending 6 out of 7 Risk Management Committee meeting</li> <li>- Attending 20 out of 21 Credit Committee meeting</li> <li>- Attending 6 out of 7 IT Oversight Committee meeting</li> </ul>
<b>Relationship or vested interest with TTB / subsidiary / associated companies or juristic person that may have conflicts of interest at present or in the past two years</b>	Chief Executive Officer

## Details of Director Remuneration

Details of the director remuneration for the members of the Board of Directors and other sub-committees are as follows:

### Composition of director remuneration

1. Monthly fees, comprising:
  - 1.1 Retaining Fee = A director is entitled to the retaining fee for only one of his/her highest paid position only.
  - 1.2 Committee Fee = A director is entitled to the committee fee for every board or committee that he/she is a member.
2. Attendance Fee = A director is entitled to the attendance fee for every meeting that he/she attends.

### Remuneration rate

		Director Remuneration (THB)		
		Retaining Fee (Monthly)	Committee Fee (Monthly)	Attendance Fee (Per Meeting)
Board of Directors	Chairman	150,000	150,000	40,000
	Vice chairman	35,000	35,000	35,000
	Member	32,000	32,000	30,000
Board of Executive Directors	Chairman	120,000	120,000	40,000
	Vice chairman	35,000	35,000	35,000
	Member	32,000	32,000	30,000
Audit Committee	Chairman	58,000	58,000	32,400
	Member	31,200	31,200	24,600
Nomination, Remuneration and Corporate Governance Committee	Chairman	58,000	58,000	32,400
	Member	31,200	31,200	24,600
Risk Oversight Committee	Chairman	58,000	58,000	32,400
	Member	31,200	31,200	24,600
Credit Committee	Chairman	58,000	58,000	32,400
	Member	31,200	31,200	24,600
IT Oversight Committee	Chairman	58,000	58,000	32,400
	Member	31,200	31,200	24,600

**Notes:** (1) Directors who are TTB's executives will not receive the remuneration according to TTB's regulations and the representative directors who are the executives of ING Bank N.V. will not receive the remuneration under such bank's policy.

- (2) The Board of Directors may amend the director remuneration for the members of the Board of Directors and/or sub-committees and may be required to determine the director remuneration for any additional sub-committees that are newly formed. In this regard, the total director remuneration shall not exceed THB 45 million as approved by the shareholders' meeting.

### Other remuneration and benefits

- None -

## Information on the Appointment of Auditors for 2024 and the Audit Fees

Auditors of KPMG Phoomchai Audit Company Limited		CPA Registration no.	Year of Service
	1. Mr. Waiyawat Kosamarnchaiyakij	6333	- year
or	2. Ms. Pantip Gulsantithamrong	4208	- year
or	3. Mrs. Wilai Buranakittisophon	3920	- year
or	4. Mr. Chokechai Ngamwutikul	9728	2 years

One of the above auditors shall be authorized to sign the financial statements.

### Audit firm

KPMG Phoomchai Audit Company Limited

### Audit Fees

(Unit: THB)

Particulars	Audit fees For 2024	Audit fees For 2023	Increase (Decrease)	
			THB	Percent
Audit fees for TTB	14,020,000	14,020,000	-	-
Audit fees for overseas branches	120,000	120,000	-	-
<b>Total</b>	<b>14,140,000</b>	<b>14,140,000</b>	-	-

The above audit fees exclude other expenses, such as per diem allowance, accommodation, and traveling expenses, which will be reimbursed on an actual basis and as billed by KPMG Phoomchai Audit Company Limited, but not exceeding THB 320,000. In addition, TTB may have other audit charges as per regulatory requirements or as per other requirements.

### Relationship and/or interest between the auditors and TTB / subsidiaries / executives / major shareholders or related persons thereof

- None -

### Auditorship from the same audit firm as those of the subsidiaries / associated companies

The above auditors are from the same audit firm as the auditors of TTB's subsidiaries.

### Opinion of the Audit Committee

The Audit Committee viewed that KPMG Phoomchai Audit Company Limited was a renowned audit firm having the experience in providing auditing services for several financial institutions and being well equipped with personnel and international supporting network that would allow it to be able to perform the duties to the international auditing standards; that the said firm had provided good auditing services to TTB in the previous year; and that the said firm had no relations to or transactions with TTB that may lead to any conflict of interest.

### Approval by the Bank of Thailand

The proposed auditors have already been approved by the Bank of Thailand as required.

## The Resolutions of the 2023 Annual General Meeting of Shareholders

Reference is made to the 2023 Annual General Meeting of Shareholders held by TMBThanachart Bank Public Company Limited (the "Bank") on Wednesday, 5 April 2023, at 14:00 hrs. The following resolutions were passed at the said meeting:

**Agenda 1** To acknowledge TTB's 2022 operating results

**Resolution** The meeting acknowledged the Bank's 2022 operating results as proposed.

**Agenda 2** To consider and approve the statements of financial position and the statements of profit or loss and other comprehensive income for the year ended 31 December 2022

**Resolution** The meeting passed a resolution to approve the statements of financial position and the statements of profit or loss and other comprehensive income for the year ended 31 December 2022, as proposed in all respects, with a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 3** To consider and approve the allocation of the profit from 2022 operating results and dividend payment

**Resolution** The meeting passed a resolution to acknowledge and approve the profit allocation from TTB's 2022 operating results and the dividend payment as proposed in all respects:

1. Approved not to allocate the net profit from TTB's 2022 operating results to the reserve funds as TTB's reserve fund was already sufficient as required by laws and its Articles of Association.
2. Acknowledged the interim dividend payment at the rate of THB 0.02 per share, totaling THB 1,932,599,748.12 to TTB's shareholders on September 22, 2022.
3. Approved the dividend payment from TTB's 2022 operating results at the rate of THB 0.073 per share, amounting to THB 7,061,740,221.09.

Since the Bank already paid the interim dividend at the rate of THB 0.02 per share, totaling THB 1,932,599,748.12, the remaining dividend to be paid this time at the rate of THB 0.053 per share amounting to THB 5,129,140,472.97. This time, TTB had set the date to determine the names of shareholders entitled to receive the dividend on Monday, 17 April 2023, and the dividend payment date on Wednesday, 3 May 2023.

With a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 4** To consider the election of directors to replace those retiring by rotation

**Resolution** The meeting passed a resolution to approve the re-election of the five directors who retired by rotation in 2023, namely Mr. Ekniti Nitithanprapas, General Apinun Kumproh, Mr. Yokporn Tantisawetrat, Mr. Michal Jan Szczurek, and Mrs. Patricia Mongkhonvanit as directors for another term as proposed in all respects, with a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 5** To consider and approve the director remuneration for 2023

**Resolution** The meeting passed a resolution to approve the director remuneration for 2023, comprising retaining fee, committee fee, and attendance fee, of up to THB 45 million, which was the same as that previously approved in the 2022 AGM

and the Bank's executive directors and the representative directors who were the executive of ING Bank N.V. would not receive the said remuneration as proposed in all respects, with a vote of not less than two-thirds of the total votes of the shareholders attending the meeting, including abstentions in the calculation base.

**Agenda 6** To consider and approve the payment of director bonus for the 2022 operating results

**Resolution** The meeting passed a resolution to approve the payment of director bonus for the 2022 operating results at a rate of 0.5 percent of the total dividend paid, which was the same as that previously approved in the 2022 AGM, where the Board of Directors shall be authorized to distribute the director bonus to each director after the AGM approved the director bonus provided that the Bank's executive directors and representative directors who were the executives of ING Bank N.V. would not receive the aforesaid bonus as proposed in all respects, with a vote of not less than two-thirds of the total votes of the shareholders attending the meeting, including abstentions in the calculation base.

**Agenda 7** To consider the appointment of auditors for 2023 and the fixing of audit fees

**Resolution** The meeting passed a resolution to approve the appointment of (1) Mr. Waiyawat Kosamarnchaiyakij CPA Registration No. 6333; or (2) Miss Pantip Gulsantithamrong CPA Registration No. 4208; or (3) Mrs. Wilai Buranakittisophon CPA Registration No. 3920; or (4) Mr. Chokechai Ngamwutikul CPA Registration No. 9728 of KPMG Phoomchai Audit Limited as TTB's auditors for 2023 and the fixing of 2023 audit fees as follows: (1) the audit fee for TTB of THB 14,020,000 and the audit fees for overseas branches of THB 120,000, totaling THB 14,140,000, the amount of which excluded other relevant expenses such as per diem allowance, accommodation, and traveling expenses, which would be reimbursed on an actual basis and as billed by KPMG Phoomchai Audit Limited within THB 320,000, as proposed in all respects with a majority vote of the shareholders attending the meeting and casting their votes, excluding abstentions from the calculation base.

**Agenda 8** To consider and approve the amendments to Articles 1, 3, 4, 5, 25, 26, 30, 32, 33, 34, 42, 43, and 49 of the Bank's Articles of Association

**Resolution** The meeting passed a resolution to approve the amendments to Articles 1, 3, 4, 5, 25, 26, 30, 32, 33, 34, 42, 43, and 49 of the Bank's Articles of Association to comply with the Public Limited Companies Act (No. 4) B.E. 2565 (2022) and suggestions of the Stock Exchange of Thailand and the authorization to authorized director(s) of the Bank or any person authorized by such authorized director(s) to file applications for registration of the amendment to Articles 1, 3, 4, 5, 25, 26, 30, 32, 33, 34, 42, 43, and 49 of the Bank's Articles of Association with the Public Companies Registrar, Department of Business Development, and Ministry of Commerce, revise or amend the application forms or any statements in all relevant documents, and undertake any actions necessary for and relevant to the matter so as to comply with the applicable laws, rules, and regulations as well as the recommendations or orders of the Public Companies Registrar as proposed in all respects, with a vote of not less than three-fourths of the total votes of the shareholders attending the meeting, including abstentions in the calculation base.

**Agenda 9** To consider other business (if any)

**Resolution** - None -

## Explanation on Meeting Registration, Proxy Appointment, and Voting

Shareholders wishing to appoint the Bank's independent directors as the proxies do not have to take any further action in accordance with the registration/attendance processes below. In this regard, they are asked to send back the original copy of a proxy appointment form and accompanying documents to the Bank in the provided business reply envelopes, with more details available in "Explanation on Meeting Registration and Voting", within Friday, 5 April 2024 at 17.00 hours (based on Thailand Post timestamps) to allow the Bank's staff time to verify the documents.

TMBThanachart Bank Public Company Limited (Head Office)  
Company Secretary  
3000, Phahon Yothin Road, Chom Phon, Chatuchak, Bangkok 10900

### Registration for attending the meeting

For shareholders or proxies intending to attend the shareholders' meeting Attendees must submit a request to attend the meeting via e-Meeting in advance. Please study the e-Meeting Attendance Process (**Attachment 7**) and the Guidelines for Attending of Electronic Meeting by Inventech Connect (**Attachment 6**). The registration system will be available from Thursday, 28 March 2024 to Tuesday, 9 April 2024 during business hours (from 08:30 – 17:30 hours) until the end of the meeting.

### Verification documents required for the registration

#### 1. Individual persons

- 1.1 In the case of a shareholder attending the meeting in person: To present the document issued by the government authority that shows the photo of the shareholder and has not expired, such as an identification card, civil servant identification card, driving license or passport.
- 1.2 In the case of a shareholder appointing a proxy to attend the meeting, the following supporting documents are required:
  - 1) Proxy Form B (attached with the invitation letter) which is filled in, signed by the grantor and the proxy, affixed with THB 20 stamp duty.
  - 2) Copy of documents issued by government authority that have not expired, such as identification cards, civil servant identification card, driving license or passport with certified true copy by the proxy grantor.
  - 3) Copy of the proxy's identity document that shows a photo of the proxy that has not expired, such as an identity card, civil servant identification card, driving license or passport.

#### 2. Juristic persons

- 2.1 In the case of representatives of shareholders attending the meeting in person
  - 1) A copy of the identity document issued by the government authority of the representative showing a photo of the representative and has not expired, such as an identification card, civil servant identification card, driving license or passport.
  - 2) A copy of the shareholder's juristic person registration certificate issued within 1 year which is duly signed by a person authorized to sign on behalf of the juristic person and affixed with the corporate seal (if any) and has a statement showing that the representative which the attendee has the power to act on behalf of the juristic person which is the shareholder.

## 2.2 In the case of a shareholder appointing a proxy to attend the meeting

- 1) Proxy Form B (attached with the invitation letter) which has been filled in and signed by the proxy grantor and the proxy, affixed with THB 20 duty stamp.
- 2) A copy of the shareholder's juristic person registration certificate issued within 1 year which is duly signed by a person authorized to sign on behalf of the juristic person and affixed with the corporate seal (if any) and has a statement showing that the representative signed name in the proxy form having the power to act on behalf of a juristic person who is a shareholder.
- 3) Copy of documents issued by government authority to the person authorized to sign on behalf of the juristic person that has not expired, such as an identification card, civil servant identification card, driving license or passport with certified true copy by a person authorized to sign on behalf of the juristic person.
- 4) Copy of documents issued by government authority of the proxy showing a photo of the proxy that has not expired, such as an identification card, civil servant identification card, driving license or passport.

### 3. **A shareholder who is not of Thai nationality or is a juristic person established under foreign law**

Please prepare and present supporting documents as in the case above (as the case may be). Documents that are not original in English must be accompanied by an English translation and certified by shareholders and/or juristic person representatives. The correctness of the translation and if it is a document prepared in a foreign country, it must be certified by a notary public.

### 4. **Holding shares that are foreign investors and appointing a Custodian in Thailand to be a depository and custodian of securities**

- 4.1 Proxy Form C, which has been filled in and signed by the grantor and the proxy, affixed with THB 20 stamp duty.
- 4.2 A copy of Custodian's juristic person registration certificate issued no later than 1 year prior to the date of the shareholders' meeting by the Department of Business Development and duly signed by the Custodian juristic person representative or attorney.
- 4.3 A copy of the power of attorney from the shareholders for Custodian to sign the proxy form on behalf of the shareholders.
- 4.4 A copy of the letter confirming that the person who signed the proxy is authorized to operate a Custodian business.
- 4.5 Copy of the proxy's identity document.

## Proxy

### 1. **Assigning a proxy to another person**

- The grantor can appoint only one proxy to attend and vote and cannot split the number of shares to appoint multiple proxies to separately vote.
- The proxy grantor, please fill in the details in the proxy form and sign the proxy and the proxy correctly and completely, as well as attaching supporting documents.

### 2. **Assigning a proxy to an independent director of the Bank as a proxy**

The proxy grantor, please specify the name of independent director as proxy. The details are as follows.

- **Mrs. Chananyarak Phetcharat**, Independent Director, 60 years old, Address No. 3000, Phahon Yothin Road, Chom Phon, Chatuchak, Bangkok 10900.



The proxy grantor, please fill in the details in the proxy form and sign the proxy correctly and completely, and attach the supporting documents as stated above (as the case may be) which can be registered and filed via e-Request or send the proxy form together with such supporting documents to the bank by Friday, 5 April 2024. The proxy can bring the proxy form together with supporting documents in the acknowledgment business service envelope attached herewith for convenience in submitting documents to the bank.

In this regard, the Bank does not intend to process the sensitive data of shareholders or proxies i.e., nationality, religion, or blood type presented on shareholders' or proxies' citizen identification cards. Accordingly, shareholders or proxies are asked to conceal their sensitive data on the photocopies of citizen identification cards before submission to the Bank. In case the shareholders or proxies do not conceal such sensitive data, the Bank reserves the right to the right to conceal such sensitive data in the documents submitted by shareholders or proxies to the Bank.

#### Attendance via e-Meeting

1. Shareholders or proxies can click on the link for registration to attend the meeting as shown in the email notification of approval results to login to use the Inventech Connect system on Tuesday, 9 April 2024 from 12.00 hours onwards (before open meeting for 2 hours).
2. Once logged in to Inventech Connect system successfully, let shareholders or proxies press the button "Register to attend the meeting" which in this step will be deemed that the shareholders or proxies have already registered to attend the meeting and the number of shares of shareholder will be counted as a quorum.
3. In the event that the system crashes during the shareholders' meeting or the proxies will be notified via email to resume the meeting via the reserved system.

#### Voting and Vote Counting

##### 1. Voting

- 1.1 One share shall be counted as one vote. In the case that any shareholder has a stake in any matter, they will not have the right to vote.
- 1.2 Shareholders wishing to vote must cast their votes in the Inventech Connect system by
  - 1.2.1 Shareholders attending the meeting via mobile phone or tablet device must enter the voting system by following the link provided in the Chat channel.
  - 1.2.2 Shareholders attending the meeting via computer device, press Continue button on the right in Multimedia Viewer function.

Then Sign-in into the voting system with the Email and Password received from the approval email and press the register button, then select the agenda you want to vote in. The system will show all 3 buttons for voting as follows:

- (1) Agree                      (2) Disagree                      (3) Abstain

For shareholders or multiple proxies, the system will show all of granters name and the voting system will separate by each user account. The voting can be changed until the Bank announces the closure of the vote. However, in the event that the shareholder does not vote or chooses "cancel the latest vote" without making a new choice to amend the vote within the bank period. It will be considered that the shareholders agree with that agenda.

**Ballots will be deemed invalid**

- When the shareholders have authorized the Bank's independent directors to attend the meeting on their behalf and submitted proxy appointment forms in advance with redundant votes for an agenda item.

1.3 A shareholder who appoints another person or an independent director of the Bank to attend the meeting on his behalf has sent a proxy letter in advance and specified his vote in the proxy form. Then the Bank will record such votes in advance and will be combined with the votes of other shareholders in the meeting.

**2. Vote Counting**

2.1 The Bank shall deduct disapproval and abstention votes from the total number of votes of shareholders attending the meeting and having the right to vote, and the remainder shall be deemed as "agree" votes.

2.2 Shareholders or proxies must remain at the meeting until the end of the agenda and must vote on each agenda before voting is closed for that agenda. In the event that shareholders or proxies register to leave the quorum before the voting is closed on any agenda, the shareholders' votes will not be counted as a quorum and will not be counted for that agenda. However, the registration to leave the quorum on any agenda will not deprive the shareholders or proxies of the right to return to the meeting and vote on the next agenda.

2.3 In case of equal votes, the Chairman of the meeting shall have a casting vote even if he is not a shareholder of the Bank.

**3. Submitting a question or comment**

Before voting for each agenda, the Chairman of the meeting will give the attendees an opportunity to ask questions or express opinions on issues related to that agenda as appropriate. If shareholders or proxies have questions or wish to express their opinions on related matters, they can choose the agenda related to their question, then press the buttons "Q&A" and proceed as follows:

3.1 By message: The shareholders or proxies shall type their name and surname, status as a shareholder or proxy, followed by a question or comment, and then press the button "send question". The bank will answer the questions in the meeting room on the agenda related to that question. However, if there are many questions submitted, the Bank reserves the right to consider selecting the appropriate questions.


3.2 By VDO conference: The shareholders or proxies shall press the button "Ask by VDO conference", then press "Accept" to confirm their queue booking. When the Inventech officer approve, the shareholders or proxies should keep the camera and microphone on. The shareholder or proxy are requested to inform name and surname and status as a shareholder or proxy before asking every question so that the Bank can accurately and completely record it in the minutes of the meeting.

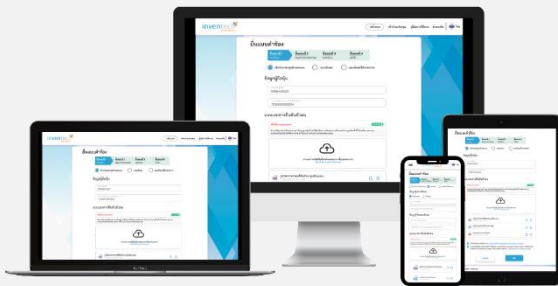
In the event that shareholders or proxies encounter problems logging into the meeting system or voting system, please study the system manual which is sent along with the Invitation Letter or press the button "Help" shown in the system and compliance with the aforementioned advice or contact the Inventech Call Center via Telephone number 0-2931-9134 and Line Official. (@inventechconnect).

## Guidelines for attending Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows:

### Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://pro.inventech.co.th/TTB153542R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice AGM
- 2 Choose type request for request form to 4 steps
  - Step 1 Fill in the information shown on the registration page
  - Step 2 Fill in the information for verify
  - Step 3 Verify via OTP
  - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**\*\* Merge user accounts, please using the same email and phone number \*\***

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent director, please note that the electronic registration will be available from 28 March 2024 at 08:30 hours and shall be closed on 9 April 2024 until the end of the meeting.
3. The electronic conference system will be available on 9 April 2024 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

### Appointment of Proxy to the Bank's Independent Directors

For Shareholders who authorize one of the Bank's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Bank by mail to the following address. Such proxy form and required documents shall be delivered to the Bank by 5 April 2024 at 17:00 hours.

TMBThanachart Bank Public Company Limited  
 Company Secretary  
 3000 Phahon Yothin Road, Chom Phon, Chatuchak, Bangkok 10900

### If you have any problems with the software, please contact Inventech Call Center



02-931-9134



@inventechconnect



The system is available during 28 March – 9 April 2024 at 08:30 – 17:30 hours

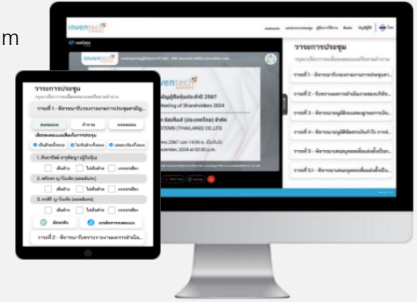
**(Specifically excluded holidays and public holidays)**



Report a problem  
[@inventechconnect](https://pro.inventech.co.th/TTB153542R/#/homepage)

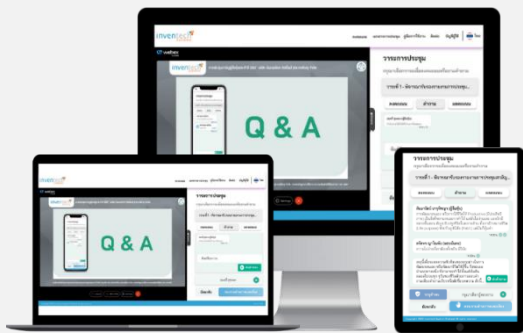
### Step voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum
- 3 Click on “Join Attendance”, then click on “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (this means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result). Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

### Step to ask questions via Inventech Connect



- Select which agenda
- Click on “Question” button
- 1 Ask a question
  - Type the question then click “Send”
- 2 Ask the question via video
  - Click on “Conference”
  - Click on “OK” for confirm your queue
  - Please wait for the queue for you then you can open the microphone and camera

### How to use Inventech Connect



User Manual e-Request



User Manual e-Voting

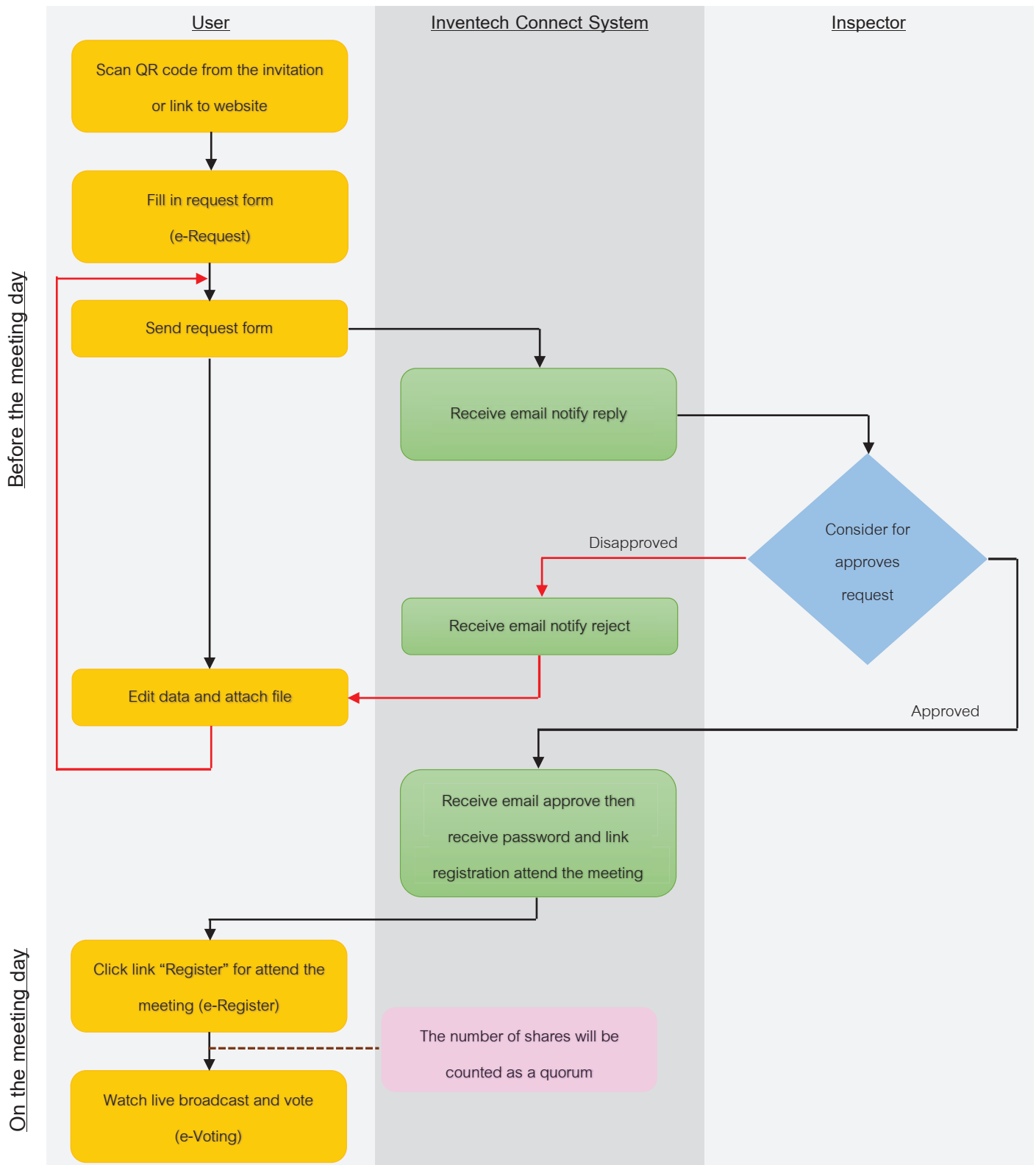


Video of using Inventech Connect

**\* Notes:** Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
  - High Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend)
  - High Quality Video: Must be have internet speed at 1.0 Mbps
  - Standard Quality Video: Must be have internet speed at 0.5 Mbps
2. Equipment requirements
  - Smartphone / Tablet that use iOS or Android OS
  - PC / Laptop that use Windows or Mac OS
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **\*\* The system does not support internet explorer**

e-Meeting Attendance Process



Condition of use


**In case Merge account / change account**

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

**In case Exit the meeting**

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.

## Information of Independent Directors for Proxy Appointment

Name	Mrs. Chanaayarak Phetcharat	
Director type	Independent Director	
Age	60 years old	
Nationality	Thai	
Address	3000 Phahon Yothin Road, Chom Phon, Chatuchak, Bangkok 10900	
Shareholding in TTB	1,000,000 shares	
Interest in agenda items	No special interest that is different from other directors in any agenda items proposed at this meeting	

### Qualification of Independent Director

The Bank has defined the term "Independent Director" as a director who is independent from any major shareholder, executive, and related person, with the ability to perform duties in protecting the interests of all shareholders equitably. Furthermore, the Bank's criteria in regard to independent directors' qualifications are also more stringent than that set by the Capital Market Supervisory Board as follows:

1. Hold less than 0.5 percent of total voting shares of the Bank, the Bank's parent company, subsidiary, associated company, major shareholder, or any person with controlling power over the Bank; shareholding of persons related to those independent directors shall also be counted.

2. Not a current or former director participating in a management role, an employee, an officer, an advisor who receives regular salary, or a person having controlling power over the Bank, the Bank's parent company, subsidiary, associated company, subsidiary on the same level, major shareholder or of a person with controlling power over the Bank, unless the independent directors have not been in such positions for over 2 years minimum prior to the date of appointment.

3. Not a person who has a relationship either through bloodline or legal registration as the father, mother, spouse, sibling, and child, as well as the spouse of a child of other directors, executives, major shareholders, a person having controlling power, or a person to be nominated as the director and executive or one with controlling power over the Bank or its subsidiary.

4. Have no or have had no any business relationship with the Bank or its parent company, subsidiary, associated company, major shareholder, or person having controlling power over the Bank, in a manner that may prevent his/her due and independent use of discretion. The independent director shall not be and have not been a shareholder in a material respect or a person who has controlling power over the person with a business relationship with the Bank, its parent company, subsidiary, associated company, major shareholder, or a person having controlling power over the Bank, unless such independent director has not been a person referred to above for at least two years prior to the date of his/her appointment.

Business relationships in the first paragraph shall cover any ordinary course of business or trade for business engagement purposes, property rent, transactions relevant to assets or services, giving or receiving financial assistance in form of loan or guarantee, offering assets as collateral, and any other similar conduct, which causes the Bank or its counterparty to be liable for debt settlement to another party in an amount equivalent to 3 percent or more of the net tangible assets of the Bank or twenty million baht or more, whichever is lower. The calculation of the said debt is in accordance with the calculation of a related transaction prescribed in the Capital Market Supervisory Board's notification regarding the criteria on related transactions *mutatis mutandis*. However, consideration of the said debt shall include the debt incurred one year before the date on which such business relationship takes place.

5. Not a current or former auditor of the Bank, its parent company, subsidiary, associated company, major shareholder, or a person having controlling power. The independent director shall not be and have not been a shareholder in material respect, a person having controlling power, a partner of an auditing firm for which the auditor of the Bank, or that of its parent company, subsidiary, major shareholder, or a person with controlling power over the Bank has been working unless such independent director has not been in the said position for at least two years before the date of his/her appointment.

6. Not a current or former professional advisor, including legal or financial advisor, who obtains a fee of more than two million baht a year from the Bank, its parent company, subsidiary, associated company, major shareholder, or a person having controlling power. The independent director shall not be and have not been a shareholder in a material respect, a person with controlling power, or a partner of such professional service provider unless the independent director has not been in the said position for at least two before the date of his/her appointment.

7. Not a director who has been appointed as a representative of the Bank's directors, major shareholders, or shareholders related to the Bank's major shareholders.

8. Not in a business of the same nature as or competing with that of the Bank or its subsidiary. The independent director shall not be a partner in material respect in a partnership, or director participating in management role, an employee, officer, or advisor obtaining regular salary, or a shareholder holding more than one percent of total voting shares of any other company which engages in the business of the same nature as or competing with that of the Bank or its subsidiary.

9. Not in an independent director position for longer than 9 consecutive years unless they have been discharged from such positions or status for at least 2 years prior to the day of the appointment.

10. No other characteristics that prevent the directors from giving independent opinions on the Bank's operations.

In this regard, any subsequent revision/amendment/relaxation of the criteria or qualifications of the independent directors announced by the Capital Market Supervisory Board, the Securities and Exchange Commission, the Stock Exchange of Thailand, or the Bank of Thailand shall be applied accordingly.



## Articles of Association of TTB Regarding Shareholders' Electronic Meetings

### 1. Articles of Association of TTB Regarding Shareholders' Meetings

#### Appointment of Proxy

Article 34 Shareholders have the right to attend and vote at the meeting of shareholders. They may assign proxies who have come of age to attend the meeting and vote on their behalf. The appointment of a proxy has to be made in writing in the form specified by the registrar bearing the signatures of the assignor and the assignee. The instrument of the appointment has to be submitted to the chairman of the Board of Directors or the person designated by the chairman, at the place of the meeting, before the proxy's attendance of the meeting.

Shareholders who assign proxies may carry out such assignments through electronic means instead, provided that such means are safe and credible that such appointment has been duly made by a shareholder and it shall be in compliance with the relevant applicable laws, regulations, announcements, provisions or rules whether existing at this time or to be amended in the future.

#### Quorum

Article 35 At a general meeting of shareholders, in order to constitute a quorum, there shall be shareholders and proxies (if any) present at the meeting in a number of at least twenty-five persons and representing altogether not less than one-third of the total number of shares sold.

In the event that after the lapse of one hour from the time fixed for any general meeting of shareholders, the number of shareholders present is still not enough to form a quorum as specified in paragraph 1 and if such general meetings of shareholders have been requested by the shareholders, such meeting shall be cancelled. If the meeting of shareholders has not been called at the shareholders' request, the meeting shall be called again. In the latter case, notices calling the meeting shall be sent to the shareholders at least seven days before the meeting. At the second meeting, a quorum is not needed.

#### Meeting Procedure

Article 36 The chairman of the Board of Directors shall be the chairman of the general meeting of shareholders. If the chairman is absent or is unable to perform his duties, and if a vice-chairman is present, he shall perform as chairman. If there is no vice-chairman or if there is one but he is unable to perform his duties, the shareholders shall elect one among them to be chairman of that general meeting.

Article 37 The chairman of the general meeting of shareholders has the duty to conduct the meeting in compliance with the law and Articles of Association regarding the meeting and in the order of the agenda stated in the notices calling a meeting, unless the meeting passes a resolution changing the order of priority in the agenda with a vote of not less than two-thirds of the number of the shareholders attending the meeting.

#### Voting

Article 38 Unless otherwise stipulated by the Articles of Association or by the law, the decision made, or the resolution passed at the general meeting of shareholders shall be by the majority vote of the shareholders who attend the meeting and cast their votes. For the purpose of voting, each share shall be counted one vote. In the event of a tie of votes, the chairman of the meeting shall have a casting vote.

If any shareholder has interests in any matter on which the meeting shall pass resolution, he shall not be entitled to vote on such matter, except to vote on election of directors.

In case any shareholder holds the Company's shares more than the number prescribed by the law without having been allowed to do so under the law, he/she shall only be entitled to vote in the shareholders' meeting according to the portion of shares that does not exceed the number prescribed by law.

#### **Election of Directors**

Article 16 Election of directors shall be affected in accordance with the following rules and procedures:

(1) Each shareholder shall have one vote for each share held.

(2) Each shareholder shall cast all the votes he/she has in accordance with (1) to elect one or several directors as deemed proper by the meeting but each shareholder may not divide his/her votes into portions and give them to various candidates.

(3) The candidates who receive the highest number of votes in their respective order of votes shall be elected as directors in the number equal to the number of the directors of the Company or the number of the directors to be elected at such meeting. In the event of a tie of votes which causes the number of candidates to be elected to exceed the number of directors of the Company or the number of the directors to be elected at such meeting, the chairman of the meeting shall have a casting vote.

Article 17 At every annual general meeting of shareholders, one-third of the total number of the directors of the Company shall retire. If the number of directors cannot be equally divided into three parts, the number of directors closest to one-third shall retire.

The directors to retire from their office in the first and second years following the registration of the Company shall, unless otherwise agreed, be determined by drawing lots. In any subsequent years, the directors who have been in office the longest shall retire.

Retired directors may be re-elected.

## **2. Voting**

The resolutions of the 2024 Annual General Meeting of Shareholders shall be passed by the majority vote of the shareholders who attend the meeting and cast their votes according to Article 38 of TTB's Articles of Association (i.e., Agenda 2, Agenda 3, Agenda 4, and Agenda 7), unless otherwise stipulated by the law, i.e., the resolutions of the shareholders' meeting on the following agenda items:

**Agenda 5 To consider and approve the director remuneration of 2024**

**Voting:** a vote of not less than two-thirds of the total votes of the shareholders present pursuant to Section 90 of the Public Limited Companies Act B.E. 2535 (as amended) ("PLCA") will be required.

**Agenda 6 To consider and approve the payment of director bonus**

**Voting:** a vote of not less than two-thirds of the total votes of the shareholders present pursuant to Section 90 of the Public Limited Companies Act B.E. 2535 (as amended) ("PLCA") will be required.

## Proxy Form B.

Affix THB 20 Stamp Duty
-------------------------------

Written at .....

Date ..... Month ..... B.E. ....

(1) I/We .....

Residing at ..... Road ..... Sub-district .....

District ..... Province ..... Postal code .....

(2) Being a shareholder of TMBThanachart Bank Public Company Limited ("TTB").

Holding a total of ..... shares and having the rights to vote equal to ..... votes as follows:

Ordinary share, i.e. .... shares, to which the rights to vote equal to ..... votes are attached, and

Preferred share, i.e. .... shares, to which the rights to vote equal to ..... votes are attached.

(3) Hereby appoint either one of the following persons:

(1) **Mrs. Chananyarak Phetcharat, Independent Director**, aged 60 years, residing at No. 3000, Phahon Yothin Road, Chom Phon, Chatuchak, Bangkok 10900, or

(2) Name ....., aged ..... years, residing at ..... Road ..... Sub-district ..... District ..... Province ..... Postal code .....

as our proxy to attend and vote on our behalf at the 2024 Annual General Meeting of Shareholders to be held on Tuesday, 9 April 2024 at 14:00 hours via an electronic meeting (e-AGM) in accordance with the Public Limited Companies Act B.E. 2535 (as amended), the Emergency Decree on Electronic Meetings B.E. 2563 (2020), TTB's Articles of Association and other relevant regulations or such other date, time and place as the meeting may be adjourned.

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

Agenda 1 To acknowledge TTB's 2023 operating results

Agenda 2 To consider and approve the statements of financial position and the statements of profit or loss and other comprehensive income for the year ended 31 December 2023

 (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects. (b) The proxy may consider the matters and vote on my/our behalf as follows:

Approve                       Disapprove                       Abstain

Agenda 3 To consider and approve the allocation of the profit from 2023 operating results and dividend payment

 (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects. (b) The proxy may consider the matters and vote on my/our behalf as follows:

Approve                       Disapprove                       Abstain

**Agenda 4 To consider the election of directors to replace those retiring by rotation**

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

Election of all directors

Approve       Disapprove       Abstain

Election of each director as follows:

Director's name 1. **Mr. Philippe G.J.E.O. Damas**

Approve       Disapprove       Abstain

Director's name 2. **Mrs. Charita Leelayudth**

Approve       Disapprove       Abstain

Director's name 3. **Mr. Teeranun Srihong**

Approve       Disapprove       Abstain

Director's name 4. **Mr. Prinya Hom-anek**

Approve       Disapprove       Abstain

Director's name 5. **Mr. Piti Tantakasem**

Approve       Disapprove       Abstain

**Agenda 5 To consider and approve the director remuneration for 2024**

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

Approve       Disapprove       Abstain

**Agenda 6 To consider and approve the payment of director bonus**

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

Approve       Disapprove       Abstain

**Agenda 7 To consider the appointment of auditors for 2024 and the fixing of audit fees**

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

Approve       Disapprove       Abstain

**Agenda 8 To consider other business (if any)**

(a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.

(b) The proxy may consider the matters and vote on my/our behalf as follows:

Approve       Disapprove       Abstain

- (5) If the proxy does not vote in accordance with our voting intentions specified herein, such vote shall be deemed incorrect and shall not be deemed as my/our vote as a shareholder.
- (6) If we have not specified or have not clearly specified our voting intention on any agenda item, or if the meeting considers or passes a resolution on any matter other than those specified above, or if there is any change or amendment to any facts, the proxy shall be authorized to consider the matters and vote on our behalf as the proxy deems appropriate in all respects.

Any action taken by the proxy at the meeting shall, except in the case where the proxy fails to vote in accordance with our voting intentions specified herein, be deemed to be done by me/us in all respects.

Signature ..... Grantor

( ..... )

Signature ..... Proxy

( ..... )

Signature ..... Proxy

( ..... )

**Notes**

- 1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and vote on his/her behalf and the number of shares held by such shareholder may not be split to more than one proxy in order to separate the votes.
- 2. On the director election agenda item, the nominated directors may be elected either as a group or individually.
- 3. If there are other matters to be considered in addition to those specified above, the grantor may use the Annex to Proxy Form B as attached.
- 4. Participants are required to present the required documents prior to attending the meeting as indicated in the Explanation on Meeting Registration, Proxy Appointment, and Voting Attachment 5.

## Annex to Proxy Form B.

A proxy is hereby granted by a shareholder of TMBThanachart Bank Public Company Limited for the 2024 Annual General Meeting of Shareholders, to be held on Tuesday 9 April 2024 at 14:00 hours via an electronic meeting (e-AGM) in accordance with the Public Limited Companies Act B.E. 2535 (as amended), the Emergency Decree on Electronic Meetings B.E. 2563 (2020), TTB's Articles of Association and other relevant regulations or such other date, time and place as the meeting may be adjourned.

---

Agenda ..... Re: .....

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve                       Disapprove                       Abstain

Agenda ..... Re: .....

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve                       Disapprove                       Abstain

Agenda ..... Re: .....

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve                       Disapprove                       Abstain

Agenda ..... Re: .....

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve                       Disapprove                       Abstain

Agenda ..... Re: .....

- (a) The proxy may consider the matters and vote on my/our behalf as the proxy deems appropriate in all respects.
- (b) The proxy may consider the matters and vote on my/our behalf as follows:
  - Approve                       Disapprove                       Abstain





TMBThanachart Bank Public Company Limited

3000 Phahon Yothin Rd., Chom Phon, Chatuchak, Bangkok 10900

Reg No./Tax ID No. 0107537000017

Tel. 0 2299 1111

[ttbbank.com](http://ttbbank.com)