



ธนาคารทหารไทยธนชาต จำกัด (มหาชน)
TMBThanachart Bank Public Company Limited



Invitation to the 2025 Annual General Meeting of Shareholders Monday, 21 April 2025 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

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No. CC. 022/2025

24 March 2025

Subject: Invitation to the 2025 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. 2/2025, held on Wednesday, 19 February 2025, to schedule the 2025 Annual General Meeting of Shareholders via an electronic meeting (e-AGM) on Monday, 21 April 2025, at 14:00 hrs., 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 2024 operating results

Objective and rationale:

A report on TTB’s operating results and significant developments in 2024 is presented in the 2024 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 2024 Form 56-1 One Report (available for download *in electronic format via the QR Code*).

Board’s opinions:

The Board of Directors deemed it appropriate to propose TTB’s 2024 operating results as presented in the 2024 Form 56-1 One Report to the shareholders’ meeting for acknowledgement.

Details are as shown in the Attachment (*The 2024 Form 56-1 One Report, which is available for download in electronic format via the QR Code as shown in the “Notice of Meeting”, and the Financial Summary and Management Discussion & Analysis from the 2024 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 2024

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 opinions:

The Board of Directors considered and concurred with the recommendation of the Audit Committee and 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 2024, as audited and certified by TTB's auditor and duly considered by the Audit Committee and the Board of Directors, to the shareholders' meeting for 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 2024.

(Unit: THB thousands)

	Consolidated financial statements	Bank only financial statements
Total assets	1,748,522,500	1,741,697,807
Total liabilities	1,510,710,133	1,506,924,340
Total equity	237,812,367	234,773,467
Total income	99,442,836	98,726,668
Net profit attributable to equity holders	21,031,032	21,071,788
Earnings per share (Unit: THB)	0.22	0.22

Details are as shown in the Attachment (*The 2024 Form 56-1 One Report, which is available for download in electronic format via the QR Code as shown in the "Notice of Meeting", and the Financial Summary and Management Discussion & Analysis from the 2024 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 3 To consider and approve the allocation of the profit from 2024 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 2024 as shown in its separate financial statements amounted to THB 21,071,788,146.64 and its unallocated retained earnings as of 31 December 2024 amounted to THB 83,334,546,407.26. 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 opinions:

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 2024 operating results

Approve not to allocate the net profit from TTB's 2024 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 24 October 2024

The Board of Directors Meeting No. 9/2024 on 24 September 2024 resolved to approve the interim dividend payment at the rate of THB 0.065 per share, totaling THB 6,330,793,173.18.¹ The payment was from the net profit of TTB's first-half operating results, during 1 January 2024 to 30 June 2024. TTB already paid such interim dividends on 24 October 2024 to TTB's shareholders, whose names appeared on the list of shareholders on the record date on 8 October 2024.

(2) Approve the dividend payment from TTB's 2024 operating results

Approve the 2024 annual dividend payment amounting to THB 12,643,072,887.98, which accounted for 60 percent of the 2024 net profit.

Since TTB already completed the interim dividend payment from the net profit of TTB's first-half operating results, during 1 January 2024 to 30 June 2024, on 24 October 2024 to TTB's shareholders whose names were listed on the record date of 8 October 2024 for the interim dividend entitlement, totaling THB 6,330,793,173.18, the remaining dividend to be paid under the resolution of this shareholders' meeting was at THB 6,312,279,714.80.

¹ The number of shares entitled to receive the interim dividend on 8 October 2024, as informed by the securities registrar of TTB (Thailand Securities Depository Co., Ltd.), amounted to 97,396,817,127 shares, representing the interim dividend amount of THB 6,330,793,173.18.

This time, TTB has set the record date to determine the list of shareholders entitled to receive the dividend on 28 April 2025, and the dividend payment date on 20 May 2025. The amount of the dividend paid per share is uncertain and shall be in the range of THB 0.064² and THB 0.067³, due to the potential changes in the number of ordinary shares entitled to receive TTB's dividend, as of the record date on 28 April 2025, which may vary from the number as of 19 February 2025, the date on which the Board of Directors approved the dividend payment. This resulted from the following circumstances:

1. The exercise of rights to purchase the newly issued ordinary shares of TMBThanachart Bank Public Company Limited No. 1 (TTB-W1), which will be on 31 March 2025. The number of newly issued ordinary shares that will increase from the exercise of rights to purchase the newly issued ordinary shares under the warrants shall not exceed 407,935,548 shares (the "exercise of the warrants"); and
2. The share repurchases under the Share Repurchase Project for Financial Management Purpose (Treasury Stock), which shall not exceed 3,500,000,000 shares, are in accordance with the resolution of TTB's Board of Directors Meeting No. 1/2025, held on 28 January 2025. TTB has set the repurchase period from 3 February 2025 to 1 August 2025.

To ensure the determination of the exact amount of the dividend paid per share, TTB will not repurchase any shares from 1 April 2025 (the date following the exercise of the warrants) to 24 April 2025 (the last date on which an individual who purchases the shares on the Stock Exchange of Thailand will be eligible to receive dividend on this occasion), and TTB will inform the shareholders of the final amount of the dividend paid per share on 4 April 2025. TTB has procedures to verify the number of additional shares resulting from the exercise of warrants before announcing the final rate of dividend per share to general investors.

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.

² In the event that the rights to purchase the newly issued ordinary shares under the warrants are fully exercised, and TTB has not purchased any shares under the Share Repurchase Project, the number of ordinary shares entitled to receive the dividend will be equal to 97,811,970,803 shares, resulting in the rate of the dividend paid per share of THB 0.064.

³ In the event that there is no exercise of rights to purchase the newly issued ordinary shares under the warrants, and TTB has repurchased the entire amount of shares under the Share Repurchase Project, the number of ordinary shares entitled to receive the dividend will be equal to 93,904,035,255 shares, resulting in the rate of the dividend paid per share equal of THB 0.067.

Information on dividend payment from 2024 operating results

- I. Interim dividend payment made on 24 October 2024: TTB made the interim dividend payment from the net profit of its first-half operating results, from 1 January - 30 June 2024, in accordance with the resolution of the Board of Directors Meeting No. 9/2024.

Interim dividend paid (THB)	6,330,793,173.18
Interim dividend from the operating results from 1 January - 30 June 2024 paid per share (THB: share)	0.065
Number of ordinary shares entitled to receive the interim dividend payment (share) (from the record date for interim dividend payment on 8 October 2024)	97,396,817,127

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

Dividend payment amount (THB)	6,312,279,714.80
Dividend paid per share (THB: share)	0.064 - 0.067
Number of ordinary shares expected to receive the dividend payment (share)	93,904,035,255 - 97,811,970,803
Record date for dividend payment	28 April 2025
Dividend payment date	20 May 2025

Information on comparative dividend payments from the operating results of 2024 and 2023 is as follows:

	2024 (Proposed)	2023
Net profit (THB)	21,071,788,146.64	18,426,390,072.80
Annual dividend paid per share (THB: share)	0.129 - 0.132	0.105
Total annual dividend paid (THB)	12,643,072,887.98	10,195,594,478.11
Dividend payout ratio	60% of net profit	55% of net profit

In this regard, 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.

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 four directors who are due to retire by rotation in 2025, namely:

1. Mr. Suphadej Poonpipat Non-Executive Director
2. Mr. Willem Frederik Nagel Independent Director
3. Mr. Somjate Moosirilert Non-Executive Director
4. Ms. Chananyarak Phetcharat Independent Director

TTB provided an opportunity for minority shareholders to nominate suitable qualified candidates as directors in advance for the 2025 Annual General Meeting of Shareholders during the period from 1 September 2024 to 30 November 2024, whereas the relevant criteria and procedure were disclosed on TTB's website at www.ttbank.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. The Nomination, Remuneration and Corporate Governance Committee is tasked with considering, screening, and nominating qualified candidates before proposing such candidates for consideration and election, and/or approval (as the case may be) by the Board of Directors, the Bank of Thailand and/or the shareholders (as the case may be).

The Nomination, Remuneration and Corporate Governance Committee (excluding the director with related interest), having considered the profiles and qualifications of the director candidates pursuant to TTB's Articles of Association, relevant regulations, and applicable laws, as well as the nomination process that is appropriate, comprehensive, and in line with good corporate governance principles, viewed that **Mr. Suphadej Poonpipat, Mr. Willem Frederik Nagel, Mr. Somjate Moosirilert and Ms. Chananyarak Phetcharat** have all of the required qualifications pursuant to TTB's Articles of Association, relevant regulations, and applicable laws; that they do not have any prohibited characteristics to hold office as directors; that they have the knowledge, professional skills, competency, and experience in line with TTB's business operations; and that they have contributed to TTB continuously. Furthermore, the independent directors who are due to retire by rotation this time are well qualified as per applicable laws on independent directors. As such, it was deemed appropriate to propose such four candidates to the shareholders' meeting for consideration and election of such directors for another term.

Board's opinions:

The Board of Directors (excluding the directors with related interest) considered and concurred with the recommendation of the Nomination, Remuneration and Corporate Governance Committee (excluding interested members) and viewed that:

1. **Mr. Suphadej Poonpipat** 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 laws and regulations. Moreover, he has knowledge and experience in **financial business, banking business, marketing, management, strategic planning, risk management, compensation and human resource management, corporate governance, and sustainability**. 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 guidelines for overseeing the implementation of strategic plans and organization structure, which were beneficial to TTB. In addition, he performed his duties with responsibility, due care, and honesty and greatly dedicated his time to TTB.
2. **Mr. Willem Frederik Nagel** 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 laws and regulations. Moreover, he has knowledge and experience in **financial business, banking business, insurance business, securities business, risk management, information technology, management, strategic planning, compensation and human resource management, audit, and corporate governance**. During his term in office, he contributed his valuable knowledge, competency, and experience to provide opinions and recommendations on various issues, e.g., risk management, internal control, compensation, and human resource management, which were beneficial to TTB. In addition, he performed his duties with responsibility, due care, and honesty and greatly dedicated his time to TTB.
3. **Mr. Somjate Moosirilert** 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 laws and regulations. Moreover, he has knowledge and experience in **financial business, banking business, securities business, asset management, strategic planning, enterprise risk management, compensation and human resource management, corporate governance, public relation and communication, customer experience management, branding, including relevant laws and regulations related to TTB's business**. 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 guidelines for overseeing the implementation of strategic plans, risk management, asset management, relevant laws and regulations related to TTB's business, which were beneficial to TTB. In addition, he performed his duties with responsibility, due care, and honesty and greatly dedicated his time to TTB.

4. **Ms. Chananyarak Phetcharat** 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 laws and regulations. Moreover, she has knowledge and experience in **financial business, banking business, finance, marketing, compensation and human resource management, risk management, corporate governance, organization culture, strategic planning, audit and internal control, information technology, public relation and communication, customer experience management and branding**. During her term in office, she contributed her valuable knowledge, competency, and experience to provide opinions and recommendations on various issues, e.g., audit and internal control, risk management, information technology, which were beneficial to TTB. In addition, she performed her duties with responsibility, due care, and honesty and greatly dedicated her time to TTB.

With the aforesaid reasons, the Board of Directors deemed it appropriate to propose the re-election of the four candidates as directors for another term to the shareholders' meeting for 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 increase of the number of directors and the election of a new director

Objective and rationale:

Article 14. of TTB's Articles of Association require that TTB shall have the Board of Directors to run the operation of TTB and it shall consist of at least nine directors, but not more than twenty-two directors as periodically determined by the meeting of shareholders provided that not less than half of the total number of directors shall have residence in the Kingdom of Thailand. Currently, TTB's Board of Directors consists of 14 directors, according to the resolution of TTB's Extraordinary General Meeting of Shareholders No. 2/2019 on 28 November 2019.

To ensure that the composition of TTB's Board of Directors is consistent and accommodates the oversight of TTB's business direction towards digital and information technology, the Nomination, Remuneration and Corporate Governance Committee deems it appropriate to propose to the shareholders' meeting to consider and approve the increase the number of directors of TTB from 14 directors to 15 directors, which is considered the proper number. The Nomination, Remuneration and Corporate Governance Committee also proposes the election of 1 new director, i.e., Mr. Orapong Thien-Ngern.

In this regard, the Nomination, Remuneration and Corporate Governance Committee having considered the profiles and qualifications of the director candidates pursuant to TTB's Articles of Association, relevant regulations, and applicable laws, as well as the nomination process that is appropriate, comprehensive, and in line with good corporate governance principles, viewed that the nominated person has all of the required qualifications pursuant to TTB's Articles of Association, relevant regulations, and applicable laws; that he does not have any prohibited characteristics to hold office as a director; that he has professional skills, knowledge, competency, and experience in **information technology management, research and development, cyber security, information**

technology infrastructure and digital, in line with TTB's business direction. Furthermore, he is well qualified as per applicable laws on independent directors. As such, it was deemed appropriate to propose such candidate for the shareholders' meeting's consideration and approval as a director.

Board's opinions:

The Board of Directors considered and concurred with the recommendation of the Nomination, Remuneration and Corporate Governance Committee to increase the number of directors, from 14 directors to 15 directors, and viewed that such increase is intended to ensure that the composition of TTB's Board of Directors remains consistent and accommodates the oversight of the Bank's business direction towards digital and information technology. In addition, Mr. Orapong Thien-Ngern has all of the required qualifications pursuant to TTB's Articles of Association, relevant regulations, and applicable laws and does not have any prohibited characteristics to hold office as a director. Moreover, he has knowledge, competency, and experience in **information technology management, research and development, cyber security, information technology infrastructure and digital, in line with TTB's business direction.** Furthermore, he is well qualified as per applicable laws on independent directors. With the aforesaid reasons, it is deemed appropriate to propose for the shareholders' meeting to consider and approve the increase of the number of directors, from 14 directors to 15 directors, and the election of Mr. Orapong Thien-Ngern as a director of TTB.

Details are as shown in Attachment 2 (Profile of the Person Nominated to be elected as a Director (New Director)).

Agenda 6 To consider and approve the director remuneration for 2025

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 2025 is, therefore, proposed for the shareholders' meeting's consideration and approval.

Board's opinions:

The Board of Directors considered and concurred with the recommendation of the Nomination, Remuneration and Corporate Governance Committee and deemed it appropriate to propose for the shareholders' meeting to consider and approve the director remuneration for 2025, 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 2024 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 as well as that of any additionally established sub-committees. 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 3 (*Details of Director Remuneration*).

Agenda 7 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 2024 at a rate of 0.5 percent of the total dividend paid, which is the same as that previously approved in the 2024 Annual General Meeting of Shareholders.

Board's opinions:

The Board of Directors considered and concurred with the recommendation of the Nomination, Remuneration and Corporate Governance Committee and deemed it appropriate to propose for the shareholders' meeting to consider and approve the payment of director bonus for the year 2024, at the rate of 0.5 percent of the total dividend paid, which was the same as that previously approved in the 2024 Annual General Meeting of Shareholders.

In this regard, the Board of Directors shall be authorized to distribute the director bonus to each director upon approval of the shareholders' meeting of 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 8 To consider the appointment of auditors for 2025 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 every year.

To determine the annual audit fees for the year 2025 of TTB in accordance with corporate governance principles, 2 large auditing firms had been invited to participate in the proposal of audit fee, namely (1) EY Office Company Limited and (2) KPMG Phoomchai Audit Company Limited. Upon considering the quality and price, including independence, KPMG was found to be the most appropriate.

In this regard, the Audit Committee has considered and deemed it appropriate to propose for the shareholder meeting's approval the appointment of (1) Mr. Chokeychai Ngamwutikul CPA Registration No. 9728; or (2) Ms. Orawan Chunhakitpaisan CPA Registration No. 6105; or (3) Mr. Waiyawat Kosamarnchaiyakij CPA Registration No. 6333; or (4) Ms. Thitima Pongchaiyong CPA Registration No. 10728, of KPMG Phoomchai Audit Company Limited as TTB's auditors for 2025 and the fixing of audit fee for 2025 of THB 13,710,000 for the shareholders' meeting's consideration and approval.

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 opinions:

The Board of Directors considered and concurred with the recommendation of the Audit Committee and deemed it appropriate to propose the appointment of (1) Mr. Chokeychai Ngamwutikul, CPA Registration No. 9728; or (2) Ms. Orawan Chunhakitpaisan, CPA Registration No. 6105; or (3) Mr. Waiyawat Kosamarnchaiyakij, CPA Registration No. 6333; or (4) Ms. Thitima Pongchaiyong, CPA Registration No. 10728 of KPMG Phoomchai Audit Company Limited as TTB's auditors for 2025 and the fixing of audit fees of THB 13,710,000 as well as other relevant expenses of up to THB 320,000 to the shareholders' meeting for consideration and approval.

Details are as shown in Attachment 4 (*Information on the Appointment of Auditors for 2025 and the Audit Fees*).

Agenda 9 To consider the acquisition of 89.97% of shares in Thanachart Securities Public Company Limited from Thanachart Capital Public Company Limited which is a connected transaction

Objective and rationale:

According to TTB's business plan, which aims to strengthen TTB's wealth ecosystem operations to be more efficient and comprehensive, TTB intends to purchase all shares of Thanachart Securities Public Company Limited ("**Thanachart Securities**") held by Thanachart Capital Public Company Limited ("**Thanachart Capital**") ("**the Transaction**"), which is a connected transaction (please see more details in Attachment (Information Memorandum on the Sale and Purchase of Shares in Thanachart Securities Public Company Limited). Currently, Thanachart Capital holds 2,698,959,721 shares, or 89.97% of the total issued and paid-up shares of Thanachart Securities, while TTB holds 300,000,000 shares, or 10% of the total issued and paid-up shares.

TTB expects to gain business synergies in 3 key areas as follows.

- (1) Revenue synergy: This will arise from the enhancement of services through the strengths of Thanachart Securities, a leading securities company with a long-standing presence and strong financial position. Having Thanachart Securities as a subsidiary of TTB will boost customer confidence and promote services to customers in the wealth segment, allowing TTB to offer comprehensive investment services as a one stop service and enabling customers to manage their wealth portfolios in a 360-degree manner.

Additionally, it will support investment banking services, capital market services, and other financial instruments more effectively and comprehensively.

(2) Funding synergy: This will result from the increase in flexibility and options for funding, and opportunities to manage TTB's excess liquidity to fund Thanachart Securities' services. This approach will enhance funding efficiency of both TTB and Thanachart Securities.

(3) Cost synergy: This will result from the improvement in internal processes and the sharing of facilities for investment services, investment banking, and related capital market services.

Approvals related to the investment in Thanachart Securities

To comply with Section 107 (2) (b) of the PLCA and Section 43 (2) of the Financial Institution Business Act B.E. 2551 (as amended), which stipulate that the acquisition or transfer of other business by TTB must be approved by the shareholders' meeting with not less than three-fourths of the votes of the shareholders who attend the meeting and are entitled to vote, TTB is required to propose to the shareholders' meeting to consider and approve the investment in Thanachart Securities.

Following the approval by the shareholders' meeting, TTB must obtain approval from the Bank of Thailand according to Section 43 (2) of the Financial Institution Business Act B.E. 2551 (as amended) and/or other relevant regulatory authorities before the completion of the investment in Thanachart Securities.

Terms and conditions for the investment in Thanachart Securities

The investment in Thanachart Securities is subject to the terms and conditions of the share purchase agreement ("SPA"). The completion of such investment can occur once the conditions precedent specified in the SPA, including obtaining the necessary regulatory approvals, are fulfilled.

Board's opinions:

The Board of Directors considered and endorsed to propose for the shareholders' meeting to consider and approve the acquisition of 89.97% of shares in Thanachart Securities Public Company Limited from Thanachart Capital Public Company Limited, which would enhance TTB's capabilities and competitiveness by leveraging the strengths of Thanachart Securities Public Company Limited, a leading securities company with a strong financial position and extensive business experience.

Details are as shown in Attachment 5 (*Information Memorandum on the Sale and Purchase of Shares in Thanachart Securities Public Company Limited*).

Agenda 10 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 7**) and the Guidelines for Attending of Electronic Meeting by Inventech Connect (**Attachment 8**). 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 invitation letter.

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 2024, TTB provided an opportunity for minority shareholders to propose matters for inclusion in the agenda of the 2025 Annual General Shareholders Meeting in advance during the period from 1 September 2024 to 30 November 2024, whereas the relevant criteria and procedure were disclosed on TTB’s website at www.ttbbank.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 2025 Annual General Meeting of Shareholders on Wednesday, 5 March 2025. 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 2025.

TTB will conduct the meeting in accordance with TTB’s Articles of Association (**Attachment 12**) and the e-Meeting Attendance Process (**Attachment 9**).

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 10** and whose qualifications are as shown in **Attachment 11** as their proxy by registering and submitting a request via electronic channel (e-Request) or submitting a proxy form (Proxy Form B. in **Attachment 13** 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) along with the required documents by post to TTB by Friday, 18 April 2025. In addition, the shareholders can download a proxy form from TTB’s website at www.ttbbank.com or request a proxy form in document format by contacting Corporate_Counselor@ttbbank.com.

Yours sincerely,



(Ms. 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, TTB 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)

Profiles of the Persons Nominated to be elected as Directors (Existing Director)

Name	Mr. Suphadej Poonpipat	
Director type	Non-executive Director	
Current Positions	<ul style="list-style-type: none"> - Vice Chairman of the Board of Directors - Vice Chairman of the Board of Executive Directors 	
Age	74 years old	
Nationality	Thai	
Education	<ul style="list-style-type: none"> - Master of Science, University of Wisconsin, U.S.A. - Bachelor of Commerce, Chulalongkorn University 	
Directorship training	<ul style="list-style-type: none"> - Senior Executive Program Certificate class 8/2009, Capital Market Academy (CMA) - Thailand in the New Global Landscape, Thanachart Training and Development Co., Ltd. collaboration with Sasin Graduate Institute of Business Administration of Chulalongkorn University - Anti-Corruption for Executives 1/2014, Anti-Corruption for Executives 2017, and Block Chain Technology 2018, Thanachart Bank Plc. - The Seminar “How AI and Chat GPT Would Transform Businesses”, Thanachart Capital Plc. - 2021 Cyber Resilience Leadership: Herd Immunity, Bank of Thailand - Training courses of TMBThanachart Bank Plc.: <ul style="list-style-type: none"> ➤ 2020 Cybersecurity and Privacy for BoD, Personal Data Protection Act, and Economic and Sectoral Outlook: High-Frequency Data Perspective ➤ Internal Ratings-Based Approach (IRB), Overview of Fund Transfer Pricing (FTP), and Bank KPI Setting in Practice ➤ Security Awareness Training: Cybersecurity and Cyber Resilience, and Managing Cyber Risk-Executive Cyber Awareness Briefing ➤ ESG - Environmental, Social, Governance, and Navigating Climate Risks and Opportunities: Emerging Regulations and Transition Finance ➤ Generative AI in Banking, Decentralized Finance (DeFi), Digital Marketing Strategy, and Open Banking and Virtual Banking ➤ EV Ecosystem in China ➤ Household Debt Situation in Thailand (Credit Bureau View) - Training courses of Thai Institute of Directors Association (IOD): <ul style="list-style-type: none"> ➤ Role of the Compensation Committee (class 15/2012) ➤ Role of the Chairman Program (class 28/2012) ➤ Financial Institutions Governance Program (class 4/2012) ➤ Director Accreditation Program (class 8/2004) 	

Expertise	Financial business, Banking business, Marketing, Management, Strategic planning, Risk management, Compensation and human resource management, Corporate governance, and Sustainability
Term / year in office	2 terms / 5 years 3 months 22 days (appointed since 3 December 2019)
Work experience over the past 5 years	- Vice Chairman and Vice Chairman of the Board of Executive Directors Thanachart Bank Plc.
Current positions in other listed companies	Holding the following positions in three organizations: - Director, Vice Chairman, Chairman of the Nomination and the Compensation Committee, Member of the Good Corporate Governance and Sustainability Committee, and Chairman of the Executive Committee, MBK Plc. - Director, Chairman, and Chairman of the Corporate Governance and Sustainability Committee, PRG Corporation Plc. (formerly: Patum Ricemill and Granary Plc.) - Director, Vice Chairman, and Chairman of the Executive Committee, Thanachart Capital Plc.
Current positions in other businesses (non-listed)	Holding the following positions in five organizations: - Director, Chairman of the Executive Committee and Vice Chairman, Thanachart Insurance Plc. - Chairman, T Life Assurance Plc. (formerly: MBK Life Assurance Plc.) - Director, Siam Piwat Holding Co., Ltd. - Director, MBK Resort Plc. - Director, Siam Piwat Co., Ltd.
Current directorship or executive positions in other businesses that may have conflicts of interest with TTB	- None -
Shareholding in TTB	- None -
Meeting attendance in 2024	- Attending 17 out of 17 of the Board of Directors' meetings - Attending 18 out of 18 of the Board of Executive Directors' meetings
Relationship or vested interest with TTB / subsidiary / associated companies or juristic person that may have conflicts of interest at present or the past two years	- Holding the positions of Director, Vice Chairman and Chairman of the Executive Committee of Thanachart Capital Public Company Limited, the major shareholder of TMBThanachart Bank Public Company Limited


Profiles of the Persons Nominated to be elected as Directors (Existing Director)

Name	Mr. Willem Frederik Nagel	
Director type	Independent Director	
Current Positions	<ul style="list-style-type: none"> - Independent Director - Chairman of the Risk Oversight Committee - Member of the IT Oversight Committee - Member of the Nomination, Remuneration, and Corporate Governance Committee 	
Age	68 years old	
Nationality	Singaporean	
Education	<ul style="list-style-type: none"> - Master of Economics, Free University of Amsterdam - Bachelor of Economics, Free University of Amsterdam 	
Directorship training	<ul style="list-style-type: none"> - Training courses of Credit Europe Bank NV: <ul style="list-style-type: none"> ➤ Integrity Supervision by CEB Compliance representatives ➤ Commercial Real estate (market update) by CBRE ➤ AI training by PWC ➤ Environmental aspects of ESG by EY ➤ Technology/Cyberrisk & DORA by Fox IT ➤ Diversity, Equity, and inclusion by Esther Mollema ➤ Fraud risk in trade finance by Blackstone and Gold ➤ Artificial Intelligence by Prometeia ➤ Supply Chain Finance by CEB Zeyno Davutoglu (workshop) ➤ ESG context and sustainable finance by Deloitte ➤ Climate Change by Deloitte ➤ An introduction to Cloud by PwC ➤ Trade and Commodity Finance by Oliver Wyman ➤ Climate Risk by CEB/Deloitte ➤ Corporate Communications by Wouter Kurpershoek (journalist, media advisor) ➤ Future of Work by Deloitte ➤ Customer Tax Integrity by CEB Compliance Division ➤ Climate Change - Corporate Governance, Indian Institute of Management Centre for Corporate Governance & Citizenship - Corporate governance in Banks, balance between Supervisory and management boards - Regulatory developments - Changes in the legal environment 	

<p>Directorship training (Cont')</p>	<ul style="list-style-type: none"> - Specific processes and checks regarding AML and FEC - Performance measurement and remuneration policies - Whistleblower procedures, confidentiality and protection of individuals - Audit methodologies - IFRS9 - BCBS 239 - Hedge accounting, accounting versus economic impact, asymmetries in bank balance sheets - Privacy, data protection - Training courses of TMBThanachart Bank Plc.: <ul style="list-style-type: none"> ➤ 2020 Cybersecurity and Privacy for BoD, Personal Data Protection Act, and Economic and Sectoral Outlook: High-Frequency Data Perspective ➤ Internal Ratings-Based Approach (IRB), Overview of Fund Transfer Pricing (FTP), และ Bank KPI Setting in Practice ➤ Security Awareness Training: Cybersecurity and Cyber Resilience, และ Managing Cyber Risk-Executive Cyber Awareness Briefing ➤ ESG - Environmental, Social, Governance, และ Risk Culture for Sustainability ➤ Generative AI in Banking, Decentralized Finance (DeFi), Digital Marketing Strategy, และ Open Banking and Virtual Banking ➤ EV Ecosystem in China ➤ Household Debt Situation in Thailand (Credit Bureau View)
<p>Expertise</p>	<p>Financial business, Banking business, Insurance business, Securities business, Risk management, Information technology, Management, Strategic planning, Compensation and human resource management, Audit, and Corporate governance</p>
<p>Term / year in office</p>	<p>2 terms / 4 years 11 months 2 days (appointed since 23 April 2020)</p>
<p>Work experience over the past 5 years</p>	<ul style="list-style-type: none"> - Member of the Supervisory Board, Chairman of the Audit and Risk Committee, Credit Europe Bank NV, Amsterdam - Member of the Supervisory Board, TD Bank NV. - Independent Director, Chairman of the Risk Oversight Committee, Member of the Nomination, Remuneration and Corporate Governance Committee, and Member of the IT Oversight Committee, Thanachart Bank Plc. - Chairman of the Supervisory Board, Member of the Supervisory Board, and Chairman of the Audit Risk Committee, MUFG Bank Europe NV.
<p>Current positions in other listed companies</p>	<p>- None -</p>

<p>Current positions in other businesses (non-listed)</p>	<p>Holding the following positions in four organizations:</p> <ul style="list-style-type: none"> - Chairman of the Supervisory Board, Member of the Audit and Risk Committee, and Member of the HR Remuneration & Nomination, Credit Europe Bank NV, Amsterdam - Member of the Board, Stak Boron - Member of the Board, Stak BCD - Director, Riverbank Management B.V.
<p>Current directorship or executive positions in other businesses that may have conflicts of interest with TTB</p>	<p>- None -</p>
<p>Shareholding in TTB</p>	<p>- None -</p>
<p>Meeting attendance in 2024</p>	<ul style="list-style-type: none"> - Attending 17 out of 17 of the Board of Directors' Meetings - Attending 7 out of 7 of the Risk Oversight Committee's meetings - Attending 12 out of 12 of the Nomination, Remuneration, and Corporate Governance Committee's meetings - Attending 6 out of 7 of the IT Oversight Committee's meetings
<p>Relationship or vested interest with TTB / subsidiary / associated companies or juristic person that may have conflicts of interest at present or the past two years</p>	<ul style="list-style-type: none"> - Not being director participating in the management, or official, employee, or advisor receiving regular salaries. - Not being professional service provider (such as auditor and legal consultant). - Not having significant business relationship that may hinder the independent performance.

Profiles of the Persons Nominated to be elected as Directors (Existing Director)

Name	Mr. Somjate Moosirilert	
Director type	Non-executive Director	
Current Positions	<ul style="list-style-type: none"> - Director of the Board of Directors - Member of the Board of Executive Directors - Member of the Nomination, Remuneration and Corporate Governance Committee - Member of the Credit Committee 	
Age	69 years old	
Nationality	Thai	
Education	<ul style="list-style-type: none"> - Master of Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Business Administration, Thammasat University 	
Directorship training	<ul style="list-style-type: none"> - Senior Executive Program Certificate class 5/2007, Capital Market Academy (CMA) - The Program for Senior Executives on Justice Administration class 9/2005, Judicial Training Institute, Courts of Justice - TLCA Leadership Development Program (LDP) 2012, Thai Listed Company Association, The Stock Exchange of Thailand - The Seminar "How AI and Chat GPT Would Transform Businesses", Thanachart Capital Plc. - 2021 Cyber Resilience Leadership: Herd Immunity, and Thailand Sustainable Banking 2018, Bank of Thailand - Anti-Corruption for Executives 1/2014 and Anti-Corruption for Executives 2017, Thanachart Bank Public Company Limited - PDPA Enforcement Action Board of Directors Responsibility, Digital Business Consult - Training courses of TMBThanachart Bank Plc.: <ul style="list-style-type: none"> ➤ 2020 Cybersecurity and Privacy for BoD, Personal Data Protection Act, and Economic and Sectoral Outlook: High-Frequency Data Perspective ➤ Internal Ratings-Based Approach (IRB), Overview of Fund Transfer Pricing (FTP), and Bank KPI Setting in Practice ➤ Security Awareness Training: Cybersecurity and Cyber Resilience, and Managing Cyber Risk- Executive Cyber Awareness Briefing ➤ ESG - Environmental, Social, Governance, and Navigating Climate Risks and Opportunities: Emerging Regulations and Transition Finance ➤ Generative AI in Banking, Decentralized Finance (DeFi), Digital Marketing Strategy, and Open Banking and Virtual Banking ➤ Household Debt Situation in Thailand (Credit Bureau View) - Training courses of Thai Institute of Directors Association (IOD): <ul style="list-style-type: none"> ➤ Corporate Governance for Capital Market Intermediaries (class 15/2016) ➤ Role of the Chairman Program (class 5/2001) 	
Expertise	Financial business, Banking business, Securities business, Asset management, Strategic planning, Enterprise Risk management, Compensation and human resource management, Corporate governance, Public Relations and Communication, Customer experience management, Strategic Brand Management, Relevant laws and regulations	

Term / year in office	2 terms/ 5 years 3 months 22 days (appointed since 3 December 2019)
Work experience over the past 5 years	<ul style="list-style-type: none"> - Liquidation Advisor, TBCO Plc. (formerly: Thanachart Bank Plc.) - Director, Member of the Board of Executive Directors, and Member of the Nomination, Remuneration and Corporate Governance Committee, Thanachart Bank Plc. - Vice Chairman, Thai Listed Company Association - Chairman, and Chairman of the Executive Committee, Thanachart Fund Management Co., Ltd.
Current positions in other listed companies	<p>Holding the following positions in two organizations:</p> <ul style="list-style-type: none"> - Director, Member of the Executive Committee, Member of the Risk Oversight Committee, and Chief Executive Officer, Thanachart Capital Plc. - Director, Member of the Executive Committee, Member of the Risk Oversight Committee, Member of Nomination and Remuneration, and Member of Corporate Governance Committee, Ratchathani Leasing Plc.
Current positions in other businesses (non-listed)	<p>Holding the following positions in nine organizations:</p> <ul style="list-style-type: none"> - Director, T.P.S. Asset 1 Co., Ltd. - Director, T NEXT Co., Ltd. - Director, Member of the Credit Committee and Vice Chairman of the Credit Committee, Thanachart Plus Co., Ltd. - Member of the Advisory Board, Phahonyothin Asset Management Company Limited - Director and Chairman, Thanachart SPV 1 Co., Ltd. - Director and Chairman, Thanachart SPV 2 Co., Ltd. - Chairman, TS Asset Management Co., Ltd. - Chairman and Chairman of the Executive Committee, Thanachart Securities Plc. - Board Advisor, Association of Thai Securities Companies Thanachart Securities Plc.
Current directorship or executive positions in other businesses that may have conflicts of interest with TTB	- None -
Shareholding in TTB	- None -
Meeting attendance in 2024	<ul style="list-style-type: none"> - Attending 17 out of 17 of the Board of Directors' Meetings - Attending 18 out of 18 of the Board of Executive Directors' meetings - Attending 12 out of 12 of the Nomination, Remuneration, and Corporate Governance Committee's meetings - Attending 21 out of 21 of the Credit Committee's meetings
Relationship or vested interest with TTB / subsidiary / associated companies or juristic person that may have conflicts of interest at present or the past two years	- Holding the positions of Director, Member of the Executive Committee, Member of the Risk Oversight Committee, and Chief Executive Officer of Thanachart Capital Public Company Limited, the major shareholder of TMBThanachart Bank Public Company Limited


Profiles of the Persons Nominated to be elected as Directors (Existing Director)

Name	Ms. Chananyarak Phetcharat	
Director type	Independent Director	
Current Positions	<ul style="list-style-type: none"> - Independent Director - Chairperson of the IT Oversight Committee - Member of the Audit Committee 	
Age	61 years old	
Nationality	Thai	
Education	<ul style="list-style-type: none"> - Master of Management Information System, University of West Virginia, U.S.A. - Bachelor of Business Management (Accounting), Ramkhamhaeng University 	
Directorship training	<ul style="list-style-type: none"> - Special Management Program, Marshall University, U.S.A. - Senior Executive Program Certificate class 14/2012, Capital Market Academy (CMA) - Enhancing the Competitiveness of Thai Companies, Thailand Listed Company (TLCA) and International Institute for Development Management (IMD) Switzerland - Berkeley Executive Coaching Certification, Berkeley Executive Coaching institute (BEIC) - Leadership Succession Program (LSP1), Institute of Research and Development for Public Enterprises - Executive Development Program (EDP6), Thailand Listed Company Association (TLCA) - 2021 Cyber Resilience Leadership: Herd Immunity, Bank of Thailand - The Executive Program in Energy Literacy for a Sustainable Future class 18/2023, Thailand Energy Academy (TEA) - 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) - Training courses of TMBThanachart Bank Plc.: <ul style="list-style-type: none"> ➤ 2020 Cybersecurity and Privacy for BoD, Personal Data Protection Act, and Economic and Sectoral Outlook: High-Frequency Data Perspective ➤ Internal Ratings-Based Approach (IRB), Overview of Fund Transfer Pricing (FTP), and Bank KPI Setting in Practice ➤ Security Awareness Training: Cybersecurity and Cyber Resilience, and Managing Cyber Risk-Executive Cyber Awareness Briefing ➤ ESG - Environmental, Social, Governance, Risk Culture for Sustainability, and Navigating Climate Risks and Opportunities: Emerging Regulations and Transition Finance ➤ Generative AI in Banking, Decentralized Finance (DeFi), Digital Marketing Strategy, and Open Banking and Virtual Banking ➤ EV Ecosystem in China ➤ Household Debt Situation in Thailand (Credit Bureau View) 	

Directorship training (Cont')	<ul style="list-style-type: none"> - Training courses of Thai Institute of Directors Association (IOD): <ul style="list-style-type: none"> ➤ Director's Briefing: Systematic Transformation for Future-Ready Organizations (no. 2/2024) ➤ Risk Management Program for Corporate Leaders (class 37/2024) ➤ Subsidiary Governance Program (class 5/2023) ➤ Director Leadership Certification Program (class 10/2023) ➤ Role of the Chairman Program (class 53/2023) ➤ Financial Statements for Directors (class 47/2022) ➤ Advance Audit Committee Program (class 42/2021) ➤ Director Accreditation Program (class 162/2019) ➤ Successful Formulation & Execution of Strategy (class 14/2012) ➤ Director Certification Program (class 49/2004)
Expertise	Financial business, Banking business, Finance, Marketing, Compensation and human resource management, Risk management, Corporate governance, Organization culture, Strategic planning, Audit and internal control, Information technology, Communication, Customer experience management and Branding.
Term / year in office	2 terms / 4 years 11 months 24 days (appointed since 1 April 2020)
Work experience over the past 5 years	<ul style="list-style-type: none"> - Director, DTAC TriNet Co., Ltd. - Independent Director, Chairman of the Corporate Governance Committee, Member of the Corporate Governance Committee, and Member of Remuneration Committee, Total Access Communication Plc. - Chief Executive Officer, Director, and Member of Risk Management Committee, Mc Group Plc. - Director, Thailand Post Co., Ltd - Independent Director, T.K.S. Technologies Pcl. - Independent Director, Member of the Audit Committee, and Member of the IT Oversight Committee, Thanachart Bank Plc. - Director, Thailand Listed Company Association
Current positions in other listed companies	<p>Holding the following positions in four organizations:</p> <ul style="list-style-type: none"> - Independent Director and Member of the Audit Committee, Singha Estate Pcl. - Independent Director and Member of the Audit Committee, SCGJWD Logistics Pcl. - Chairman, TN Group Corporation Pcl. - Independent Director and Chairman of the Audit Committee, Synnex (Thailand) Pcl.
Current positions in other businesses (non-listed)	<p>Holding the following positions in three organizations:</p> <ul style="list-style-type: none"> - Director, Muze Innovation Co., Ltd. - Director, Thailand Listed Company Association - Director, Cybertron Co., Ltd.

<p>Current directorship or executive positions in other businesses that may have conflicts of interest with TTB</p>	<p>- None -</p>
<p>Shareholding in TTB</p>	<p>1,150,000 shares</p>
<p>Meeting attendance in 2024</p>	<ul style="list-style-type: none"> - Attending 16 out of 17 of the Board of Directors' Meetings - Attending 7 out of 7 of the IT Oversight Committee's meetings - Attending 13 out of 14 of the Audit Committee's meetings
<p>Relationship or vested interest with TTB / subsidiary / associated companies or juristic person that may have conflicts of interest at present or the past two years</p>	<ul style="list-style-type: none"> - Not being director participating in the management, or official, employee, or advisor receiving regular salaries. - Not being professional service provider (such as auditor and legal consultant). - Not having significant business relationship that may hinder the independent performance.

Profiles of the Persons Nominated to be elected as a Director (New Director)

Name	Mr. Orapong Thien-Ngern	
Director type	Independent Director	
Age	63 years old	
Nationality	Thai	
Education	<ul style="list-style-type: none"> - Master of Business Administration, Lehigh University, U.S.A. - Master of Science, Manufacturing Systems Engineering, Lehigh University, U.S.A. - Bachelor of Science, Civil Engineering, King Mongkut's University of Technology Thonburi (KMUTT) 	
Directorship training	<ul style="list-style-type: none"> - AI and Implication to Education, King Mongkut's University of Technology Thonburi (KMUTT) - AI Landscape & Latest Development, Microsoft, Redmond U.S.A. - Cloud Computing, Microsoft, Redmond U.S.A. - Singapore FinTech Festival, Monetary Authority of Singapore 	
Expertise	Information technology management, research and development, cyber security, digital and information technology infrastructure	
Work experience over the past 5 years	<ul style="list-style-type: none"> - Chief of Technology and Operations, Siam Commercial Bank Plc. (SCB) - President, Siam Commercial Bank Plc. (SCB) - Chairman, Digital Ventures Co., Ltd. - Chief Executive Officer, Digital Ventures Co., Ltd. 	
Position(s) in other listed companies	- None -	
Position(s) in Non-listed companies	- None -	
Position(s) in other businesses that may have conflicts of interest with TTB	- None -	
Shareholding in TTB	- None -	
Relationship or vested interest with TTB / subsidiary / associated companies or juristic person that may have conflicts of interest at present or the past two years	- None -	

Details of Director Remuneration

Details of the director remuneration for the members of the Board of Directors and other sub-committees, other remuneration, and other benefits are the same as the previous year 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 2025 and the Audit Fees

Auditors

Auditors of KPMG Phoomchai Audit Company Limited		CPA Registration no.	Year of Service
	1. Mr. Chokechai Ngamwutikul	9728	3 years
or	2. Ms. Orawan Chunhakitpaisan	6105	- year
or	3. Mr. Waiyawat Kosamarnchaiyakij	6333	- year
or	4. Ms. Thitima Pongchaiyong	10728	- year

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

Audit firm

KPMG Phoomchai Audit Company Limited

Audit Fees

Particulars	Audit fees For 2025	Audit fees For 2024	(Unit: THB)	
			Increase (Decrease) THB	Percent
Audit fees for TTB	13,710,000	14,020,000	(310,000)	(2)
Audit fees for overseas branch*	-	-	-	-
Total	13,710,000	14,020,000	(310,000)	(2)

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 (the same as the amount previously approved in the Year 2024). In addition, TTB may have other audit charges as per regulatory requirements or as per other requirements.

* There is no proposal for the approval of audit fees for overseas branch of the bank, as it has been closed during the year 2024.

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.



(Translation)

Make **REAL** Change*Additional documents for agenda 9*

No. CC. 014/2025

19 February 2025

Subject: Notification of the Board of Directors' Resolution to Convene the Annual General Meeting of Shareholders to Approve the Purchase of Shares in Thanachart Securities Public Company Limited, which is a Connected Transaction

To: President
The Stock Exchange of Thailand

Attachment: Memorandum of Information on the Purchase of Shares in Thanachart Securities Public Company Limited

As previously notified to the Stock Exchange of Thailand, TMBThanachart Bank Public Company Limited (the "**Bank**") signed a non-binding memorandum of understanding with Thanachart Capital Public Company Limited ("**TCAP**") to purchase all shares held by TCAP in Thanachart Securities Public Company Limited ("**Thanachart Securities**") (the "**Transaction**") on 7 November 2024. The Bank's Board of Directors Meeting No. 12/2024 held on 17 December 2024, approved to proceed with the Transaction, subject to shareholders approval under Section 107 of the Public Limited Companies Act B.E. 2535 (as amended) ("**PLCA**") and Section 43 of the Financial Institution Business Act B.E. 2551 (as amended) ("**FIBA**"). The Board of Directors authorized the Board of Executive Directors to approve the final terms and conditions of the Share Purchase Agreement ("**SPA**") within the framework set by the Board of Directors and authorized the Chief Executive Officer to sign the SPA and related documents.

The Bank would like to inform that on 19 February 2025, the Bank's Board of Directors Meeting No. 2/2025 approved the convening of the 2025 Annual General Meeting of Shareholders on 21 April 2025, to approve the Transaction, which is a connected transaction. The Bank will proceed to sign the SPA and will inform the Stock Exchange of Thailand once the signing is completed. Key details of the share purchase are attached. After the share purchase is completed, Thanachart Securities will become a subsidiary of the Bank.

In connection with this Transaction, TCAP, as the seller, is required to present the Transaction to its board of directors for consideration and convention of a shareholders' meeting to approve the Transaction, as well as set the agenda for the meeting pursuant to Section 107 of the PLCA.

The Bank undertook this transaction because it recognized the potential business synergies in three main areas:

1. **Revenue Synergy:** This will be achieved by enhancing services through the strengths of Thanachart Securities, a leading securities company with a long-standing presence and strong financial position. This will build customer confidence as it becomes a subsidiary of the Bank, enhancing services for retail customers in the Wealth Ecosystem, especially in providing comprehensive investment services (One Stop

ธนาคารทหารไทยธนชาต จำกัด (มหาชน)
TMBThanachart Bank Public Company Limited

3000 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 ทะเบียนเลขที่/เลขประจำตัวผู้เสียภาษีอากร 0107537000017 โทร. 0 2299 1111
3000 Phahon Yothin Rd., Chom Phon, Chatuchak, Bangkok 10900 Reg No./Tax ID No. 0107537000017 Tel. 0 2299 1111

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Service). It will enable customers to manage their wealth portfolios (Wealth Management) comprehensively from all investment angles (360-degree investment). Additionally, it will support investment banking services, capital market services, and the provision of other financial instruments for business customers, making these services more comprehensive and efficient.

2. **Funding Synergy:** This will be achieved through flexibility and options in raising funds via subsidiaries, such as issuing debt instruments. Additionally, it includes opportunities to manage the Bank's excess liquidity to be used as a funding source for Thanachart Securities in providing services to customers, such as securities lending services. This approach will enhance the efficiency of financial cost management for both the Bank and Thanachart Securities.
3. **Cost Synergy:** This will be achieved through the improvement of internal processes and the shared use of facilities for providing investment services, investment banking, and capital market-related services.

The size of the transaction, calculated based on the highest value of acquired or disposed assets, is 0.8% (less than 15%). This means it is not considered a transaction that would require the Bank to report memorandum of information to the Stock Exchange of Thailand or obtain approval from the shareholders' meeting according to the Capital Market Supervisory Board's Notification No. TorJor. 20/2551 regarding criteria for significant transactions deemed as asset acquisition or disposal (including amendments) and the Stock Exchange of Thailand's Notification regarding disclosure of information and operations of listed companies in asset acquisition or disposal B.E. 2547 (as amended). However, the transaction will be proposed for approval at the 2025 Annual General Meeting of Shareholders under Section 107 of the PLCA as mentioned above.

However, the size of the transaction, calculated based on the criteria for connected transaction, is considered medium. This means it falls under the category of connected transaction that requires approval from the Board of Directors and the disclosure of memorandum of information to the Stock Exchange of Thailand according to the Capital Market Supervisory Board's Notification No. TorJor. 21/2551 regarding criteria for connected transactions (as amended) and the Stock Exchange of Thailand's Notification regarding disclosure of information and operations of listed companies in connected transactions B.E. 2546 (as amended) ("**Connected Transaction Notification**"). Details of the connected transaction are attached.

Please be informed accordingly.

Yours sincerely,

- *Singed* -

(Mrs. Manika Sitthichai)

Company Secretary

**Memorandum of Information on the Purchase of Shares in
Thanachart Securities Public Company Limited**

1. Parties Involved and Transaction Nature:

Seller: TCAP

Purchaser: The Bank

Transaction Nature: Purchase of shares in Thanachart Securities

Sale Shares: 2,698,959,721 shares, representing 89.97% of Thanachart Securities' total issued shares

Relationship with the connected person: TCAP, as the seller, is a connected person of the Bank pursuant to the Connected Transaction Notification since it is a major shareholder of the Bank, directly and indirectly holding 24.974% of the Bank's total issued shares.

2. General Information of Thanachart Securities:

Business Nature: Licensed securities business operator

Paid-up Capital as of 30 June 2024: THB 3,000,000,000

Shareholding Ratio: Before the entry into the Transaction

Shareholders	Number of Shares	Shareholding Ratio
TCAP	2,698,959,721	89.97%
The Bank	300,000,000	10%
Other minority shareholders	1,040,279	0.03%
Total	3,000,000,000	100%

After completion of the Transaction

Shareholders	Number of Shares	Shareholding Ratio
The Bank	2,998,959,721	99.97%
Other minority shareholders	1,040,279	0.03%
Total	3,000,000,000	100%

Board of Directors Before the entry into the Transaction

1. Mr. Somjate Moosirilert
2. Mrs. Asvini Tailanga
3. Mr. Nakarin Virameteeikul

4. Mr. Phansak Wetanurak
5. Ms. Pimphaka Nijkaroon
6. Mr. Praphan Anupongongarch
7. Ms. Busarat Bencharongkul

After completion of the Transaction

The Bank plans to nominate individuals from the Bank to serve as directors of Thanachart Securities. The names of these individuals will be determined at a later date.

3. Financial Information of Thanachart Securities

Statement of Financial Position

Unit : THB	2023	2022	2021
Current Assets	8,053,545,389	9,755,025,221	8,081,147,027
Non-Current Assets	465,532,081	509,926,205	597,487,826
Total Assets	8,519,077,470	10,264,951,426	8,678,634,853
Current Liabilities	1,797,484,369	3,192,550,554	2,153,005,107
Non-Current Liabilities	3,195,077,989	3,558,472,958	2,891,716,402
Total Liabilities	4,992,562,358	6,751,023,512	5,044,721,509
Shareholders' Equity	3,526,515,112	3,513,927,914	3,633,913,344
Total Liabilities and Shareholders' Equity	8,519,077,470	10,264,951,426	8,678,634,853

Profit and Loss Statement

Unit : THB	2023	2022	2021
Main Revenue	1,256,048,293	1,505,994,488	1,896,586,831
Total Revenue	1,261,108,247	1,509,834,746	1,903,711,692
Cost of Goods Sold	204,137,108	208,958,061	217,742,066
Selling and Administrative Expenses	673,962,101	745,203,219	859,087,912
Total Expenses	878,099,209	954,161,280	1,076,829,978
Profit (Loss) Before Tax	383,009,038	555,673,466	826,881,714
Income Tax	76,381,341	107,580,318	165,693,401
Net Profit (Loss)	306,627,697	448,093,148	661,188,313

4. Purchase Price and Calculation Criteria

The total purchase price will be equal to the book value adjusted by the agreed adjustment items, whereby the book value is based on the management account prepared specifically for the date of the Transaction completion, as specified in the SPA. Initially, the book value of Thanachart Securities adjusted by the agreed adjustment items will be approximately THB 3,000 million. This value is calculated based on the total assets and liabilities in the management account as of 30 September 2024. However, this value is subject to change according to the latest management account. The final investment will be adjusted by the difference in the book value of the shareholders' equity according to the financial statements as of the date that the Transaction is completed, in accordance with the terms of the SPA.

5. Conditions Precedent

The Bank's obligations to complete the Transaction under the SPA is subject to the fulfilment of the following conditions precedent, including but not limited to:

- (a) The Bank receives approval from its shareholders to enter into the Transaction.
- (b) The Bank obtains the necessary approvals related to the Transaction from the Bank of Thailand ("BOT") and the Securities and Exchange Commission.
- (c) Thanachart Securities reduces its capital to an appropriate level to align with the economic conditions and future business operations. This capital reduction will be carried out in accordance with the relevant regulations and laws, as well as the guidelines and procedures of the relevant regulatory authorities.

6. Expected Date of Transaction Completion

Within the 3rd quarter of 2025

7. Payment of Purchase Price

The payment will be made in cash on the date the Transaction is completed. The payment will be in accordance with the terms and conditions specified in the SPA.

8. Source of Funds

The Bank plans to execute this Transaction using internal funds, specifically the surplus from existing equity. This Transaction will not affect the Bank's dividend or capital maintenance policy, as the Bank has consistently maintained capital levels significantly above the BOT's minimum requirements. This is reflected in the Bank's total capital adequacy ratio (CAR) of 19.3% and Tier 1 capital ratio of 16.9% at the end of 2024, compared to the BOT's minimum requirements for D-SIBs of 12% and 9.5%, respectively.

This capital utilization plan follows the guidelines for effective capital management to foster service-related developments and enhance customer experience, create opportunities for employee job expansion, and achieve quality growth and sustainable returns for shareholders in the long term.

9. Size of the Transaction

This Transaction is considered a connected transaction involving assets or services, according to the Connected Transaction Notification, with a transaction value of approximately THB 3,000 million and a transaction size of 0.17% of net tangible assets. The Bank is required to obtain approval from the Board of Directors' meeting and report the memorandum of information to the Stock Exchange of Thailand.

10. Size of Connected Party Transaction according to the Connected Transaction Notification in the Past 6 Months

None

11. Opinion of the Board of Directors

The Board of Directors has considered and opined that entering into this connected transaction is beneficial to the Bank and its shareholders as a whole. Therefore, the Board of Directors meeting resolved to propose to the annual general meeting of shareholders to approve this Transaction in accordance with Section 107 of the PLCA and Section 43 of the FIBA.

The directors with a conflict of interest in this transaction, namely Mr. Suphadej Poonpipat and Mr. Somjate Moosirilert (who are directors of TCAP), did not attend the meeting and had no voting rights.

12. Conflict of Interest

Entering into this Transaction does not create a conflict of interest because it has been approved through a transparent process by the directors and executives with responsibility, caution, and honesty. The persons with conflict of interest did not participate in the decision-making process. The Transaction was conducted with the Bank's best interests in mind, as if it were a transaction with a third-party, and there is a monitoring and auditing system in place to ensure that the Transaction follows the correct procedures. Additionally, entering into this Transaction does not create a conflict of interest with Thanachart Securities Wealth Co., Ltd., in which TCAP is a major shareholder. This is because Thanachart Securities and Thanachart Securities Wealth Co., Ltd. operate different types of securities businesses. Thanachart Securities holds a Type A business license under the Securities and Exchange Act B.E. 2535 (as amended) ("SEC Act"), while Thanachart Securities Wealth Co., Ltd. holds a Type B business license under the SEC Act, catering to different customer groups with varying needs.

13. Opinions of the Audit Committee and/or Company Directors that Differ from the Board of Directors' Opinion

None

Make **REAL** Change

(Translation)

No. CC. 019/2025

6 March 2025

Subject: Notification of Signing the Share Purchase Agreement in relation to the Sale and Purchase of Shares in
Thanachart Securities Public Company Limited

To: President
The Stock Exchange of Thailand

As previously notified by TMBThanachart Bank Public Company Limited (the "Bank") to the Stock Exchange of Thailand regarding the resolution of the Bank's Board of Directors to convene an annual general meeting of shareholders to consider and approve the purchase of shares in Thanachart Securities Public Company Limited ("Thanachart Securities"), which is a connected transaction, on 19 February 2025.

The Bank would like to inform that the share purchase agreement in relation to the sale and purchase of shares in Thanachart Securities with Thanachart Capital Public Company Limited was signed on 6 March 2025. The completion of the share purchase is subject to the fulfillment of the conditions precedent as specified in the share purchase agreement, including but not limited to the conditions precedent as specified in the Memorandum of Information on the Purchase of Shares in Thanachart Securities that the Bank notified on 19 February 2025.

Please be informed accordingly.

Yours sincerely,

- *Singed* -

(Mrs. Manika Sitthichai)

Company Secretary

Corporate Counselor

Tel. 02-299-1402

ธนาคารทหารไทยธนชาต จำกัด (มหาชน)
TMBThanachart Bank Public Company Limited

3000 ถนนพหลโยธิน แขวงจตุจักร เขตจตุจักร กรุงเทพฯ 10900 ทะเบียนเลขที่/เลขประจำตัวผู้เสียภาษีอากร 0107537000017 โทร. 0 2299 1111
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The Resolutions of the 2024 Annual General Meeting of Shareholders

Reference is made to the 2024 Annual General Meeting of Shareholders held by TMBThanachart Bank Public Company Limited (the "Bank") on Tuesday, 9 April 2024, at 14.00 hrs. The following resolutions were passed at the said meeting:

Agenda 1 To acknowledge TTB's 2023 operating results

Resolution The meeting acknowledged the Bank's 2023 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 2023

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 2023, as proposed in all respects, with unanimous votes 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 2023 operating results and dividend payment

Resolution The meeting passed a resolution to acknowledge and approve the profit allocation from TTB's 2023 operating results and the dividend payment as proposed in all respects:

1. Approved not to allocate the net profit from TTB's 2023 operating results to the reserve fund 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 0.05 per share, totaling THB 4,854,900,207.60 to TTB's shareholders on 25 October 2023.
3. Approved the dividend payment from TTB's 2023 operating results at the rate of THB 0.105 per share, amounting to THB 10,195,594,478.11.

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. This time, TTB had 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.

With a unanimous 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 2024, namely Mr. Philippe G.J.E.O. Damas, Mrs. Charita Leelayudth, Mr. Teeranun Srihong, Mr. Prinya Hom-anek, and Mr. Piti Tantakasem 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 2024

Resolution The meeting passed a resolution to approve the director remuneration for 2024 comprising retaining fee, committee fee, and attendance fee, of up to THB 45 million, which was the same as that previously approved in the 2023 AGM and the Bank's executive directors and the directors who were the employees 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

Resolution The meeting passed a resolution to approve 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 approved the director bonus, provided that TTB's executive directors and the directors who were the employees of ING Bank N.V. would not receive such 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 2024 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 Buranakittisopon CPA Registration No. 3920, or (4) Mr. Chokechai Ngamwutikul CPA Registration No. 9728 of KPMG Phoomchai Audit Limited, as TTB's auditors for 2024 and the fixing of 2024 audit fees as follows: (1) the audit fee for TTB of THB 14,020,000 and (2) the audit fees for overseas branches of THB 120,000, totaling THB 14,140,000, provided that the above audit fees 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, but not exceeding 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 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 register and file the e-Request or send back the original copy of a proxy appointment form and accompanying documents to the Bank (with more details available in "Explanation on Meeting Registration, Proxy Appointment, and Voting") by Friday, 18 April 2025, at 17.00 hrs. (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

Shareholders or proxies intending to attend the shareholders' meeting shall submit a request to attend the e-Meeting in advance. Please study the e-Meeting Attendance Process (**Attachment 9**) and the Guidelines for Attending the e-Meeting by Inventech Connect (**Attachment 8**). The registration system will be available from Friday, 4 April 2025, to Monday, 21 April 2025, during business hours (from 08:30 – 17:30 hrs.) until the end of the meeting.

Identity documents required for the pre-meeting registration

1. Shareholders as individual persons

- 1.1 In case of shareholders attending the meeting by themselves: Those who do not register via ThaiID application shall present a copy of their valid government-issued document that shows their photo, such as an identification card, civil servant identification card, driving license, or passport.
- 1.2 In case of shareholders appointing proxies 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, and affixed with THB 20 stamp duty.
 - 2) Those who do not register via ThaiID application shall present a copy of the proxy grantor's valid government-issued document, such as an identification card, civil servant identification card, driving license, or passport, which is signed as a certified true copy by the proxy grantor.
 - 3) A copy of the proxy's valid government-issued document that shows his/her photo, such as an identification card, civil servant identification card, driving license, or passport.

2. Shareholders as juristic persons

- 2.1 In case of representatives of shareholders attending the meeting by themselves
 - 1) A copy of the representative's valid government-issued document that shows his/her photo, 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 signed as a certified true copy by the person authorized to sign on behalf of the juristic person and affixed with the corporate seal (if any), along with a statement showing that the representative, as the attendee, has the power to act on behalf of the juristic person as the shareholder.

2.2 In case of shareholders appointing proxies to attend the meeting

- 1) Proxy Form B (attached with the invitation letter) which is filled in, signed by the proxy grantor and the proxy, and affixed with THB 20 duty stamp.
- 2) A copy of the shareholder's juristic person registration certificate issued within 1 year which is signed as a certified true copy by the person authorized to sign on behalf of the juristic person and affixed with the corporate seal (if any), along with a statement showing that the representative who has signed the proxy form has the power to act on behalf of the juristic person as the shareholder.
- 3) A copy of the valid government-issued document of the person authorized to sign on behalf of the juristic person, such as an identification card, civil servant identification card, driving license, or passport, which is signed as a certified true copy by the person authorized to sign on behalf of the juristic person.
- 4) A copy of the proxy's valid government-issued document that shows his/her photo, such as an identification card, civil servant identification card, driving license, or passport.

3. **A shareholder who is not a Thai national or is a juristic person established under the 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 with an English translation certified by the shareholders and/or juristic person representatives attesting its accuracy. If it is a document prepared in a foreign country, it must be certified by a notary public.

4. **A shareholder who is a foreign investor and appoints a custodian in Thailand to be a depository and custodian of securities**

- 4.1 Proxy Form C, which is filled in, signed by the grantor and the proxy, and affixed with THB 20 stamp duty.
- 4.2 A copy of the custodian's juristic person registration certificate which is issued by the Department of Business Development within 1 year prior to the date of the shareholders' meeting and signed as a certified true copy by the custodian's juristic person representative or attorney.
- 4.3 A copy of the power of attorney from the shareholder for the custodian to sign the proxy form on his/her behalf.
- 4.4 A copy of the letter confirming that the person who has signed the proxy form is authorized to operate a custodian business.
- 4.5 A copy of the proxy's identity document.

Proxy appointment

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.
- Proxy grantors are asked to fill in the details and sign the proxy form, applicable to both grantors and proxies, in a complete and correct manner, with the supporting documents attached, as the case may be.

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

Proxy grantors are asked to specify the name of an independent director as a proxy to attend the meeting and vote on their behalf. The details are as follows:

- Ms. Charita Leelayudth, Independent Director, 63 years old, with the address at 3000, Phahon Yothin Road, Chom Phon, Chatuchak, Bangkok 10900.
- Mr. Teeranun Srihong, Independent Director, 59 years old, with the address at 3000, Phahon Yothin Road, Chom Phon, Chatuchak, Bangkok 10900.
- Mr. Prinya Hom-aneek, Independent Director, 55 years old, with the address at 3000, Phahon Yothin Road, Chom Phon, Chatuchak, Bangkok 10900.

Proxy grantors are asked to fill in the details and sign the proxy form correctly and completely, along with the supporting documents attached as stated above (as the case may be). They can register and file the e-Request or send the proxy form together with such supporting documents to the Bank by Friday, 18 April 2025.

In this regard, the Bank does not intend to process sensitive data of shareholders or proxies, e.g., nationality, religion, or blood type presented on their identification cards. Therefore, shareholders or proxies are asked to conceal their sensitive data on the photocopies of their 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 conceal such sensitive data in their documents submitted to the Bank.

Attendance via e-Meeting

1. Shareholders or proxies can click the link for registration to attend the meeting, as shown in the email notification of approval results, to log into the Inventech Connect system on Monday, 21 April 2025, from 12.00 hrs. onwards (2 hours before the start of the meeting).
2. Once successfully logged into the Inventech Connect system, shareholders or proxies shall 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 shareholders' number of shares will be counted as a quorum.
3. In the event that the system crashes during the shareholders' meeting, shareholders or proxies will be notified via email to resume the meeting via the backup system further.

Voting and vote counting

1. Voting

- 1.1 One share shall be counted as one vote. In the case that any shareholders have 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 phones or tablets shall log into the voting system through the link provided via chat.
 - 1.2.2 Shareholders attending the meeting via computers shall press the 'Continue' button on the right in Multimedia Viewer function.

Then, sign in to the voting system with the email and password from the approval email and press the 'Register' button. Next, select the agenda to vote in. The system will show all 3 buttons for voting as follows:

- (1) Approve (2) Disapprove (3) Abstain

For shareholders or proxies of multiple shareholders, the system will display the names of all proxies; the votes will be separated by each user account. In this regard, the vote can be changed until the Bank announces the closure of the voting. However, in the event that shareholders do not vote or choose to “Cancel the vote” without making a new choice to amend the vote within the period specified by the Bank, it will be deemed that the shareholders approve with that agenda.

The case in which ballots will be deemed invalid

- In the case that 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 In case a shareholder has appointed another person or an independent director of the Bank to attend the meeting on his/her behalf and sent the proxy form in advance with his/her vote specified in the proxy form, the Bank will record the vote in advance, to be combined with the votes of other shareholders in the meeting further.

2. Vote counting

2.1 The Bank shall deduct “Disapprove” and “Abstain” votes from the total number of votes from shareholders who attend the meeting and have the right to vote, and the remainder shall be deemed as “Approve” votes.

2.2 Shareholders or proxies must remain at the meeting until the end of the agenda and must vote in 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 in any agenda, their votes will not constitute a quorum and will not be counted for that agenda. However, the registration to leave the quorum during any agenda will not deprive the shareholders or proxies of their right to return to the meeting and vote in the next agenda.

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

3. Submitting questions or comments

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 and then press the button “Q&A” and proceed as follows:

3.1 By message: The shareholders or proxies shall provide their name and surname as well as status as a shareholder or proxy, followed by questions or comments, and press the button “Send a question”. The Bank will answer the questions in the meeting room on the related agenda. However, if there are many questions submitted, the Bank reserves the right to select the questions as appropriate.


3.2 By VDO conference: The shareholders or proxies shall press the button “Question by VDO conference” and then press “Accept” to confirm their queue booking. Once allowed by the officer, the shareholders or proxies shall turn the camera and microphone on, after which they shall state their name-surname and status as shareholders or proxies before asking the question each time so that the Bank can accurately and completely record it in the minutes of the meeting.

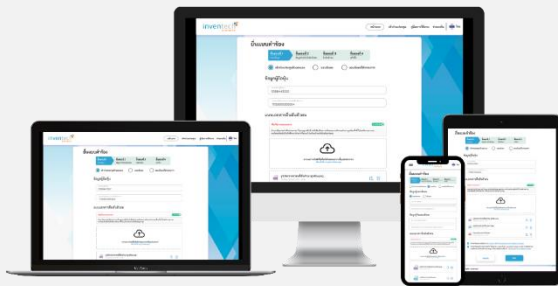
In the event that shareholders or proxies have difficulty logging into the meeting system or voting system, they are asked to study and follow the system manual, which is sent along with the Invitation Letter, or press the button “Help” shown in the system. Alternatively, they may contact the Inventech Call Center Tel. 02-460-9223 and Line Official (@inventechconnect).

Guidelines for Attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the e-Meeting by themselves can follow the procedure for submitting the e-Request to attend the meeting electronically as follows:

Steps to Submit a Request to Attend the Meeting via e-Request

1. Submit a request to attend the meeting via web browser at <https://app.inventech.co.th/TTB968595R/#/homepage> or scan QR Code  to sign in. Next, follow the steps shown in the picture.



**** To merge user accounts, please use the same email and phone number ****

- 1 Click the URL or scan QR Code from the invitation letter.
- 2 Choose the type of requests to follow the 4 steps below:
 - Step 1 Fill in the information/shareholder information
 - Step 2 Fill in the information for shareholder verification
 - Step 3 Verify identity via OTP
 - Step 4 Upon completion, the system will display the shareholder information again to verify the accuracy
- 3 Please wait for an email about meeting details and login password.

2. For shareholders who would like to attend the e-Meeting by themselves or proxies who are not the Bank's directors, the registration system will be available from 4 April 2025 at 08:30 hrs. and be closed on 21 April 2025 until the end of the meeting.
3. The e-Meeting system will be available for log-in on 21 April 2025, at 12:00 hrs. (2 hours before the start of the meeting). Shareholders or proxies shall use their given username and password and follow the system manual.

Appointment of Proxy to the Bank's Directors

For shareholders who would like to appoint the Bank's directors as their proxies, please submit the e-Request as per the specified steps or submit the proxy form together with the required documents to the Bank by mail to the address below. Such documents shall be delivered to the Bank by 18 April 2025 at 17:00 hrs.

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

In case of technical difficulties, please contact Inventech Call Center



02-460-9223



@inventechconnect



The system will be available from 4 April – 21 April 2025 at 08:30 – 17:30 hrs.

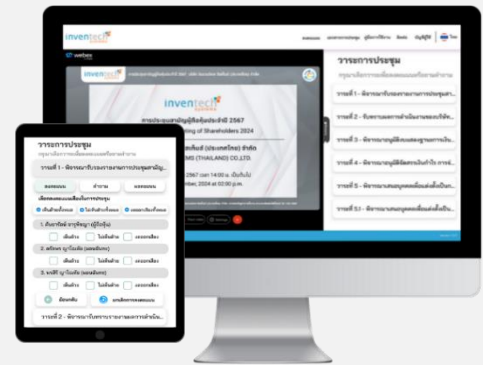
(During business hours only, excluding national and public holidays)



Report a problem
 @inventechconnect

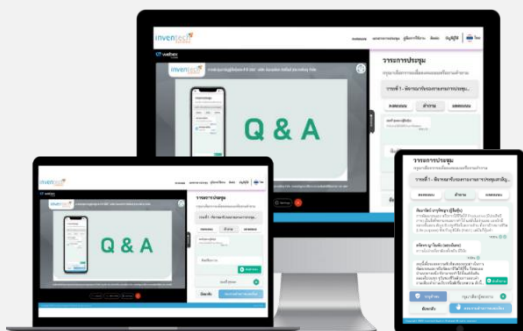
Steps for Registration to Attend the Meeting (e-Register) and Voting Process (e-Voting)

- 1 Fill in the email and password received from your email or request OTP
- 2 Click the “Register” button, to be counted as a quorum
- 3 Click to “Join the meeting” and then “Accept”
- 4 Select the agenda
- 5 Click the “Vote” button
- 6 Click the voting button as you please
- 7 The system will display the result of your latest vote



To cancel the latest vote, please press the button “Cancel the latest vote” (meaning that your most recent vote will be equal to no vote, or your vote will be determined by the agenda result). Shareholders can change their votes until the voting is closed for that agenda.

Steps to Ask Questions via Inventech Connect



- 1 Ask a question
 - Select the agenda
 - Click the “Question” button
 - Type the question and click “Send”
- 2 Ask the question via video conference
 - Click the “Conference” button
 - Click “OK” to queue
 - Please wait for your turn, before switching on the microphone and camera

User Manual and Video for Inventech Connect

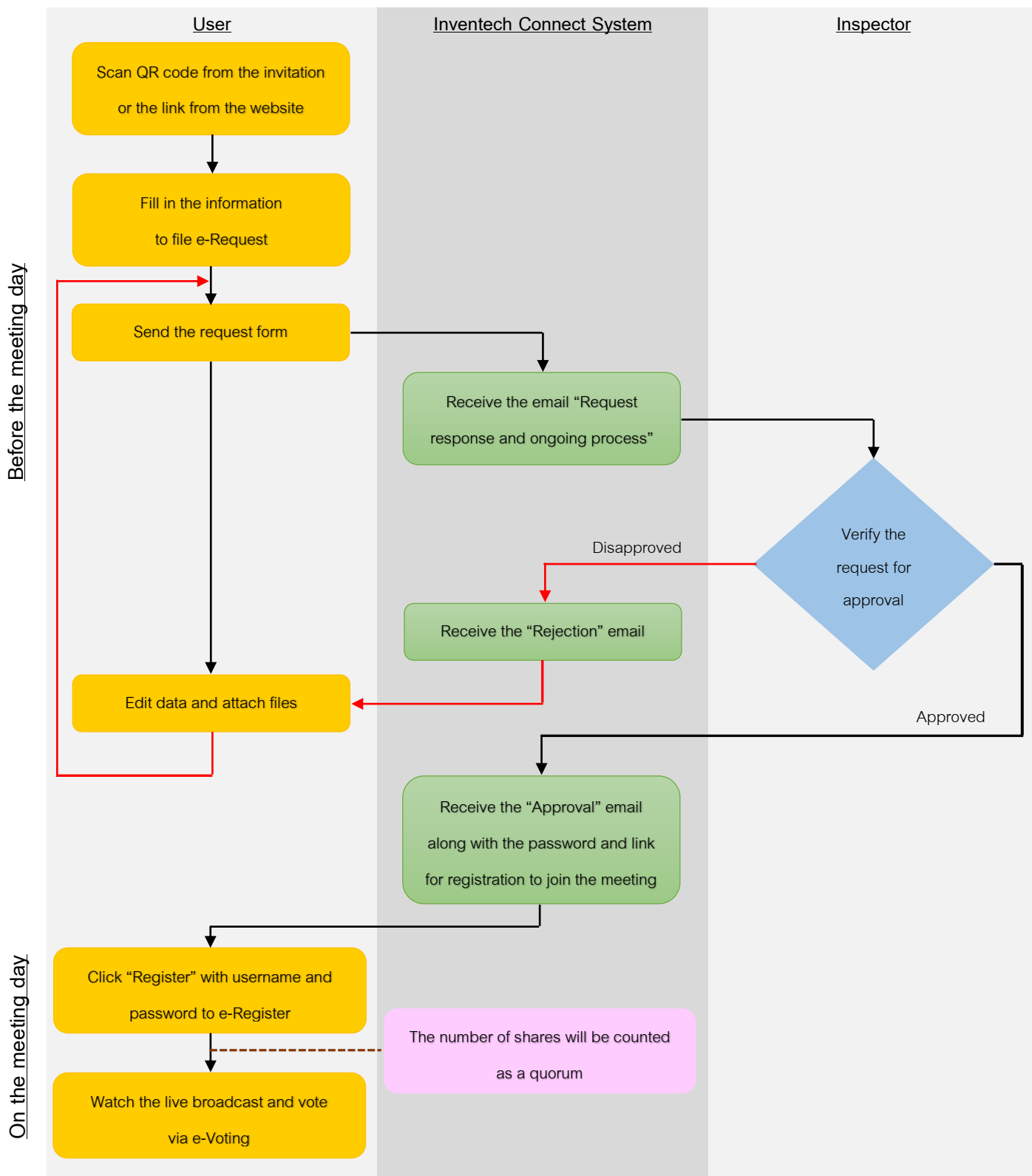


User Manual and Video for Inventech Connect

* Remarks: The function of the e-Meeting and Inventech Connect systems depends upon internet connectivity as well as the devices and/or programs of shareholders or proxies. Please use the devices and/or programs as follows:

1. Recommended internet speed
 - High Definition Video: Internet speed at 2.5 Mbps (recommended)
 - High Quality Video: Internet speed at 1.0 Mbps
 - Standard Quality Video: Internet speed at 0.5 Mbps
2. Compatible devices
 - Mobile phones/tablets with iOS or Android OS
 - PC/laptops with Windows or Mac OS
3. Chrome browser (recommended)/Safari/Microsoft Edge **** The system does not support Internet Explorer**

e-Meeting Attendance Process



Conditions of use


In case of merging/changing accounts


In case of multiple requests submitted through the same email and phone number, the system will merge the accounts. Or, in case a user has more than 1 account, he/she can click "Change accounts". The accounts previously used will still be counted as the meeting base.


In case of exiting the meeting

Attendees can click "Register to exit the quorum" and will be removed from the meeting base for every agenda not yet commenced.

Information of Independent Directors for Proxy Appointment

Name	Ms. Charita Leelayudth	
Director type	Independent Director	
Age	63 years old	
Nationality	Thai	
Address	3000 Phahon Yothin Road, Chom Phon, Chatuchak, Bangkok 10900	
Shareholding in TTB	- None -	
Interest in agenda items	No special interest that is different from other directors in any agenda items proposed at this meeting	

Name	Mr. Teeranun Srihong	
Director type	Independent Director	
Age	59 years old	
Nationality	Thai	
Address	3000 Phahon Yothin Road, Chom Phon, Chatuchak, Bangkok 10900	
Shareholding in TTB	- None -	
Interest in agenda items	No special interest that is different from other directors in any agenda items proposed at this meeting	

Name	Mr. Prinya Hom-aneek	
Director type	Independent Director	
Age	55 years old	
Nationality	Thai	
Address	3000 Phahon Yothin Road, Chom Phon, Chatuchak, Bangkok 10900	
Shareholding in TTB	- None -	
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.

Article 38 bis Unless otherwise stipulated by the law, a resolution of the shareholders' meeting concerning the following matters shall be passed by the votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having voting rights:

- (1) Sale or transfer of the whole or a substantial part of the Company's business to other persons;
- (2) Purchase or acceptance of the transfer of business from other public companies or private companies to the Company;
- (3) Conclusion, amendment or termination of contracts relating to the lease of the whole or a substantial part of the business of the Company; assignment to any other persons to undertake the business of the Company; or consolidation of business with other persons with the objective of profit and loss sharing;
- (4) Increase of registered capital through issuance of new shares;
- (5) Decrease of registered capital through reduction of par value of each share or the number of shares, but to the extent not lower than that prescribed by the law;
- (6) Borrowing through issuance of debentures to the public;
- (7) Amalgamation of the Company with other public or private companies;
- (8) Dissolution of the Company; and
- (9) Amendment to the Memorandum of Association or the Articles of Association of the Company.

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 2025 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, Agenda 5, and Agenda 8), unless otherwise stipulated by the law, i.e., the resolutions of the shareholders' meeting on the following agenda items:

Agenda 6 To consider and approve the director remuneration of 2025

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 7 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 PLCA will be required.

Agenda 9 To consider the acquisition of 89.97% of shares in Thanachart Securities Public Company Limited from Thanachart Capital Public Company Limited which is a connected transaction

Voting: a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having voting rights pursuant to Article 38 bis of Articles of Association of TTB and Section 107 of the 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) **Ms. Charita Leelayudth, Independent Director**, 63 years old, residing at No. 3000, Phahon Yothin Road, Chom Phon, Chatuchak, Bangkok 10900, or

(2) **Mr. Teeranun Srihong, Independent Director**, 59 years old, residing at No. 3000, Phahon Yothin Road, Chom Phon, Chatuchak, Bangkok 10900, or

(3) **Mr. Prinya Hom-aneek, Independent Director**, 55 years old, residing at No. 3000, Phahon Yothin Road, Chom Phon, Chatuchak, Bangkok 10900, or

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

as our proxy to attend and vote on our behalf at the 2025 Annual General Meeting of Shareholders to be held on Monday, 21 April 2025 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 2024 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 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 3 To consider and approve the allocation of the profit from 2024 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. Suphadej Poonpipat**
- Approve Disapprove Abstain
- Director's name 2. **Mr. Willem Frederik Nagel**
- Approve Disapprove Abstain
- Director's name 3. **Mr. Somjate Moosirilert**
- Approve Disapprove Abstain
- Director's name 4. **Ms. Chananyarak Phetcharat**
- Approve Disapprove Abstain

Agenda 5 To consider and approve the increase of the number of directors and the election of a new director

- (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 director remuneration for 2025

- (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 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 8 To consider the appointment of auditors for 2025 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 9 To consider the acquisition of 89.97% of shares in Thanachart Securities Public Company Limited from Thanachart Capital Public Company Limited which is a connected transaction

- (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 10 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 7.

Annex to Proxy Form B.

A proxy is hereby granted by a shareholder of TMBThanachart Bank Public Company Limited for the 2025 Annual General Meeting of Shareholders, to be held on Monday 21 April 2025 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



| Make **REAL** Change

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