

(Translation)

No. CC. 012/2023

21 February 2023

Subject:

Determination of the Date and Agenda of the 2023 Annual General Meeting of Shareholders in an

Electronic Meeting (e-AGM), Dividend Payment, and Amendment to Articles of Association

To:

President

The Stock Exchange of Thailand

The Board of Directors of TMBThanachart Bank Public Company Limited ("TTB") passed a resolution at the Board of Directors' Meeting No. 2/2023 held on Tuesday, 21 February 2023 resolved to schedule the 2023 Annual General Meeting of Shareholders on Wednesday, 5 April 2023 at 14:00 hrs. in an electronic meeting (e-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and other relevant regulations, with the business on the agenda as follows:

Agenda 1 To acknowledge TTB's 2022 operating results

Board's recommendation:

The Board of Directors deemed it appropriate to propose TTB's 2022 operating results as presented in the 2022 Form 56-1 One Report for the shareholders' meeting's acknowledgement.

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

Board's recommendation:

The Board of Directors deemed it appropriate to propose the statements of financial position and the statements of profit or loss and other comprehensive income for the year ended 31 December 2022 which have been audited and certified by TTB's auditor and duly considered by the Audit Committee and the Board of Directors, for the shareholders' meeting's consideration and approval.

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

Board's recommendation:

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

1. Profit allocation from TTB's 2022 operating results

Approve not to allocate the net profit from TTB's 2022 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 22 September 2022
The Board of Directors' Meeting No. 8/2022 on 23 August 2022 resolved to approve the interim dividend payment at the rate of THB 0.02 per share, totaling THB 1,932,599,748.12.
The payment was from the net profit of TTB's first-half operating results, during 1 January 2022 to 30 June 2022. TTB already paid such interim dividends on 22 September 2022 to TTB's shareholders, whose names appeared on the date for determination of the name of shareholders entitled to receive the interim dividend on 6 September 2022.

(2) Approve the dividend payment from TTB's 2022 operating results

Approve the dividend payment at the rate of THB 0.073 per share, amounting to THB 7,061,740,221.09 and such dividend accounts for 50 percent of the 2022 net profit. Since the Bank already paid the interim dividend from the net profit of TTB's first-half operating results, during 1 January 2022 to 30 June 2022, on 22 September 2022 to the Bank's shareholders, whose names appeared on the date for determination of the name of shareholders entitled to receive the interim dividend on 6 September 2022 at the rate of THB 0.02 per share, totaling THB 1,932,599,748.12, the remaining dividend to be paid under the resolution of this shareholders' meeting was at the rate of THB 0.053 per share amounting to THB 5,129,140,472.97. This time, TTB has set the date to determine the names of shareholders entitled to receive the dividend on Monday, 17 April 2023, and the dividend payment date on Wednesday, 3 May 2023.

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. The remaining profit after the dividend payment will be subsequently proposed to the Board of Directors for approval of allocating to TTB's capital in accordance with TTB's Articles Association.

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

Board's recommendation:

The Board of Directors (excluding the director with related interest), having considered and concurred with the recommendation of the Nomination, Remuneration and Corporate Governance Committee (excluding interested members), viewed that all five retiring directors, i.e. Mr. Ekniti Nitithanprapas, General Apinun Kumproh, Mr. Yokporn Tantisawetrat, Mr. Michal Jan Szczurek

and Mrs. Patricia Mongkhonvanit had all of the required qualifications pursuant to TTB's Articles of Association, regulations of the relevant authorities, and relevant laws; that they did not have prohibited characteristics to hold office as directors; that they had the knowledge, professional skill, competency, and experience in line with TTB's strategy; that they had contributed to TTB and performed their duties with responsibility, due care, and honesty continuously. As such, it was deemed appropriate to propose such five candidates for the shareholders' meeting's consideration and election as directors for another term.

Agenda 5 To consider and approve the director remuneration for 2023

Board's recommendation:

The Board of Directors, having considered and concurred with the recommendation of the Nomination, Remuneration and Corporate Governance Committee, deemed it appropriate to propose the director remuneration for 2023 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 2022 Annual General Meeting of Shareholders, whereas TTB's executive directors and representative directors who are the employees of ING Bank N.V. will not receive such remuneration, for the shareholders' meeting's consideration and approval.

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

Board's recommendation:

The Board of Directors, having considered and concurred with the recommendation of the Nomination, Remuneration and Corporate Governance Committee, deemed it appropriate to propose the payment of director bonus at a rate of 0.5 percent of the total dividend paid, which was the same as that previously approved in the 2022 Annual General Meeting of Shareholders, where the Board of Directors shall be authorized to distribute the director bonus to each director after the shareholders' meeting approves the director bonus provided that TTB's executive directors and representative directors who are the employees of ING Bank N.V. will not receive such bonus, for the shareholders' meeting's consideration and approval.

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

Board's recommendation:

The Board of Directors, having considered and concurred with the recommendation of the Audit Committee, deemed it appropriate to propose the appointment of (1) Mr. Waiyawat Kosamarnchaiyakij CPA Registration No. 6333; or (2) 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 Company Limited as TTB's auditors for 2023 and the fixing of audit fees of THB 14,140,000, comprising the audit fee for TTB of THB 14,020,000 and the audit fees for overseas branches of THB 120,000 as well as other relevant expenses of up to THB 320,000, for the shareholders' meeting's consideration and approval.

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

Board's recommendation:

The Board of Directors deemed it appropriate to propose to the shareholders' meeting for consideration and approval of the amendment to Articles 1., 3., 4., 5., 25., 26., 30., 32., 33., 34., 42., 43., and 49. of the Bank's Articles of Association to be in accordance with the Public Limited Companies Act (No. 4) B.E. 2565 (2022) and in line with SET's suggestions, and the authorization to the authorized director(s) of TTB or any person authorized by such authorized director(s) to have the authority to file applications for registration of the amendment to Articles 1., 3., 4., 5., 25., 26., 30., 32., 33., 34., 42., 43., and 49. of TTB's Articles of Association with the Public Companies Registrar, Department of Business Development, Ministry of Commerce, to revise or amend the application forms or any statements in all relevant documents, and to undertake any actions necessary for and relevant to the foregoing so as to comply with the applicable laws, rules, and regulations, as well as the recommendations or orders of the Public Companies Registrar. The details are as follows:

Current Articles	Amended Articles
Article 1. In these Articles of Association,	Article 1. In these Articles of Association,
"Company" means TMBThanachart Bank	"Company" means TMBThanachart Bank
Public Company Limited.	Public Company Limited.
"Law" means the Public Limited Companies	"Law" means the Public Limited Companies
Act, the Financial Institution Business Act, the	Act, the Financial Institution Business Act, the
Securities and Exchange Act, and any other	Securities and Exchange Act, and any other
legislations related to the operations of the	legislations related to the operations of the
Company.	Company.
"Registrar" means the Registrar under the	"Registrar" means the Registrar under the
Public Limited Companies Act.	Public Limited Companies Act.
"Share Registrar" means a person who acts as	"Securities Registrar" means a person who
a share registrar under the Securities and	acts as securities registrar of the Company
Exchange Act.	under the Securities and Exchange Act.

Article 3. The Company's shares shall be ordinary shares each with equal par value and fully paid-up. The liability of shareholders shall be limited to an amount not exceeding the amount payable for the shares. The Company may issue preferred shares, debentures, convertible preferred shares, or convertible debentures, and any other securities as permitted by the law.

In making payment for shares, a subscriber or purchaser may not set-off any debt with the Company. Each share of the Company shall be paid in money or in kind other than money in one lump sum, except in the case of debt restructuring through the issuance of new shares as permitted by the law.

Article 4. Share certificates of the Company shall be named certificates bearing the signature of at least one director, hand-written or printed by the director or by the Share Registrar as may be assigned by the director to do so on his behalf.

The Company may assign a director, an officer or any person or the Stock Exchange of Thailand to act as the Share Registrar as the Board of Directors may deem proper.

Article 5. If two or more persons subscribe for or hold one single or several shares jointly, these persons shall be jointly liable for the share payment and for the excess of the par

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Article 4. Shares certificates of the Company shall be named certificates bearing the signature of at least one director, hand-written or printed by the director or by the Securities Registrar as may be assigned by the director to do so on his behalf.

The Company may assign a director, an officer, any person, the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd. to act as the Securities Registrar as the Board of Directors may deem proper. If the Company assigns Thailand Securities Depository Co., Ltd. as its Securities Registrar of the Company, the operation procedures shall be performed as prescribed by the Securities Registrar.

Article 5. If two or more persons subscribe for or hold one single or several shares jointly, these persons shall be jointly liable for the share payment and for the excess of the par

value of such shares, and shall appoint only one of them as the person to exercise the right as share subscriber or shareholder, as the case may be, and in this case a written evidence of such appointment shall be submitted to the Company or to the Share Registrar. In case there is no evidence of such appointment, it shall be presumed that the person who is named first in the subscriber's certificate or share certificate shall be the one so appointed and shall solely exercise the said right until a notice of appointment is submitted to the Company.

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Article 25. The Board of Directors shall hold a meeting once a month but, if it is not possible, at least once every three months.

At a meeting of the Board of Directors, the number of directors attending the meeting shall not be less than one-half of the total number of directors in order to constitute a quorum. In the event that the chairman is absent or is unable to perform his duties, if a vice-chairman is present, he shall preside over the meeting and, if there is no vice-chairman or if the vice-chairman is not able to perform his duties, the directors present at the meeting shall elect one among them to be the chairman of the meeting.

Decisions of the meeting shall be made by a majority vote.

Each director shall have one vote, but the director who has interests in any matter shall not be entitled to vote on such matter. In case of a tie of votes, the chairman of the meeting shall have a casting vote.

Article 25. The Board of Directors shall hold a meeting once a month; however, if not possible, the meeting shall be held at least once every three months at the locality where the principal business office of the Company is located or in a nearby province or anywhere else.

At a meeting of the Board of Directors, the number of directors attending the meeting shall not be less than one-half of the total number of directors in order to constitute a quorum. In the event that the chairman is absent or is unable to perform his duties, if a vice-chairman is present, he shall preside over the meeting and, if there is no vice-chairman or if the vice-chairman is not able to perform his duties, the directors present at the meeting shall elect one among them to be the chairman of the meeting.

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The meeting of the Board of Directors may be held through electronic channel. In addition, the meeting of the Board of Directors through electronic channel shall be in compliance with the relevant applicable laws, regulations, announcement, provisions or rules whether existing at this time or in the future.

shall not be entitled to vote on such matter. In case of a tie of votes, the chairman of the meeting shall have a casting vote.

The meeting of the Board of Directors may be held through an electronic media, where the principal business office of the Company shall be deemed as the meeting venue. In addition, the meeting of the Board of Directors through electronic media shall be in compliance with the relevant applicable laws, regulations, announcement, provisions or rules whether existing at this time or to be amended in the future.

Article 26. The chairman shall be the person to call a meeting of the Board. In calling a meeting, the chairman or the person assigned by him shall send notices calling a meeting to directors at least seven days prior to the date of the meeting. However, in case of necessity and urgency for the purpose of safeguarding the rights or interests of the Company, a meeting may be called by other means and the date of the meeting may be fixed sooner.

If two or more directors request a meeting of the Board of Directors, the chairman shall fix the date for the meeting within fourteen days from the date of the receipt of that request.

Article 26. The chairman shall be the person to call a meeting of the Board of Directors. In case there is no chairman for any reason, the vice-chairman shall be the person to call a meeting of the Board of Directors. In case there is no vice-chairman for any reason, at least two directors may jointly call a meeting of the Board of Directors.

In calling a meeting of the Board of Directors, notice calling a meeting shall be sent to directors at least three days prior to the date of the meeting. In this regard, such notice may be sent through electronic means 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. However, in case of necessity and urgency for the purpose of safeguarding the rights or interests of the Company, a meeting of the Board of Directors may be called by electronic means or other means and the date of the meeting may be fixed sooner.

In case of necessity or for the purpose of safeguarding the rights or interests of the Company, two or more directors may jointly request a chairman to call a meeting of the Board of Directors, by indicating the agendas and reasons to be considered in the meeting with such request. In this case, the chairman shall call and fix the date for the meeting within fourteen days from the date of the receipt of that request.

In the case the chairman does not proceed with the provision in paragraph three, directors who made the request may jointly call and fix the date for the meeting of the Board of Directors for consideration of the notified agendas within fourteen days from the expiration of the duration in paragraph three.

Article 30. The Board of Directors shall arrange for an annual ordinary general meeting of shareholders within four months from the last day of the fiscal year of the Company.

Meetings other than that mentioned above shall be called extraordinary general meetings. The Board of Directors may call an extraordinary meeting whenever deemed appropriate.

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The Board of Directors may convene the general meeting of shareholders through an electronic media, 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. In this regard, the principal business office of the Company shall be deemed as the meeting venue of the meeting of shareholders through an electronic media.

Article 32. One or more shareholders holding shares aggregately not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall arrange to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the meeting within such period under paragraph one, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph one. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of arranging such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph two, the number of the shareholders presented does not constitute quorum as prescribed by law, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding such meeting.

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In the case where, at the meeting called by the shareholders under paragraph two, the number of the shareholders presented does not constitute quorum as prescribed by law, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding such meeting.

In the case that the meeting is called by the shareholders under paragraph two, the shareholders who call the meeting may send the notice to shareholders through electronic means 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.

Article 33. In calling a general meeting of shareholders, the Board of Directors shall send notices for the meeting specifying the place, date, time, agenda of the meeting, as well as the subject matters to be submitted to the meeting together with reasonable details, and also stating clearly any one of which will be for information, for approval or for consideration, as the case may be, including the opinions of the Board on such matters, to the shareholders and the Registrar for their attention at least seven days before the date of the meeting. Furthermore, publication of the notices calling the meeting shall be made in a newspaper for a period of three consecutive days and at least three days before the date of the meeting.

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In this regard, the delivery and advertise of notice or any other documents may be carried out through an electronic media instead 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.

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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.

Article 42. The Board of Directors shall send the following documents to the shareholders, together with notices calling an annual ordinary general meeting:

- (1) Copies of the balance sheet and the statement of income which have already been examined by the auditor, together with the report of the auditor.
- (2) Annual report of the Board of Directors.

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- (1) Copies of the balance sheet and the statement of income which have already been examined by the auditor, together with the report of the auditor.
- (2) Annual report of the Board of Directors.

The Board of Directors may send the said documents to shareholders through electronic means 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.

Article 43. The Company shall allocate to the reserve fund part of the annual net profit, an amount not less than five percent of the annual net profit, deducted by the accumulated losses brought forward (if any), until the reserve fund balance becomes not less than ten percent of the registered capital.

The Board of Directors may, from time to time, pay the shareholders interim dividend or allocate the profit to the legal reserve or other kinds of reserve or the Company's capital fund if the profit is justifiably large for such actions. After taking any or all such actions, the Board is required to report to the shareholders at the next general meeting.

The Company may transfer share premium or legal reserve or any other reserves in the accounts to offset the Company's accumulated losses, provided that such transfers are to be done as stipulated by the law after receiving approval from a general meeting of shareholders.

The payment of dividend shall be made within the period prescribed by the law as from the day the resolution thereon is passed by the general meeting of shareholders or the Board of Directors meeting, as the case may be. A written notice of the dividend payment is to be sent to the shareholders and advertised in newspaper.

Article 43. The Company shall allocate to the reserve fund part of the annual net profit, an amount not less than five percent of the annual net profit, deducted by the accumulated losses brought forward (if any), until the reserve fund balance becomes not less than ten percent of the registered capital.

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In this regard, the Company may notify shareholders and advertise the notice of dividend payment through an electronic media instead 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.

Article 49. The Company shall send to the Registrar the annual report together with copies of the balance sheet and the statement of income duly examined by the auditor and approved by the meeting of shareholders, as well as a copy of the minutes of the meeting specifically on the part concerning the approval of the balance sheet, the profit appropriation and the distribution of dividend, duly certified by the person authorized to sign on behalf of the Company. As regards the balance sheet, the Company shall, within one month from the date of the approval by the shareholders' meeting, have it published in newspaper for at least one day for public information.

Article 49. The Company shall send to the Registrar the annual report together with copies of the balance sheet and the statement of income duly examined by the auditor and approved by the meeting of shareholders, as well as a copy of the minutes of the meeting specifically on the part concerning the approval of the balance sheet, the profit appropriation and the distribution of dividend, duly certified by the person authorized to sign on behalf of the Company. As regards the balance sheet, the Company shall, within one month from the date of the approval by the shareholders' meeting, have it published in newspaper for at least one day for public information.

In this regard, the Company may advertise the balance sheet to the public through an electronic media instead 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.

Agenda 9 To consider other businesses (if any)

TTB has set the date to determine the names of shareholders entitled to attend the 2023 Annual General Meeting of Shareholders on Tuesday, 7 March 2023. Additionally, the invitation to the 2023 Annual General Meeting of Shareholders will be further dispatched to the shareholders.

Please be informed and kindly notify the investors accordingly.

Yours sincerely
-Signed(Mrs. Manika Sitthichai)
Company Secretary