

No.CC. 018/ 2026

17 February 2026

Re: Notification of the Board of Directors' Resolutions of TMBThanachart Bank Public Company Limited on the Share Repurchase Project for Financial Management Purpose (Treasury Stock) (The Third Share Repurchase)

To: The President
The Stock Exchange of Thailand

- Enclosure
1. Reporting Form for the Disclosure of Share Repurchase for the Purpose of Financial Management (Form TS-1.2)
 2. The Distribution of Ordinary Shares Report Form

The Board of Directors Meeting No. 1/2025 of TMBThanachart Bank Public Company Limited (the "Bank"), held on 28 January 2025, resolved to approve the Share Repurchase Project for financial management purposes with a total budget not exceeding 21,000 million baht over a three-year period from 2025 to 2027. The Bank conducted share repurchases under the first and second share repurchase programs during the period from 2025 to 2026, totaling 5,783 million shares, representing 5.93 percent of the Bank's total paid-up shares, with an aggregate value of 11,386 million baht.

For the third round of share repurchases in 2026, the Board of Directors Meeting No. 2/2026, held on 17 February 2026, resolved to approve the third share repurchase program with a total budget not exceeding 9,614 million baht. Purchasing will be made by Automated Order Matching via the trading system of the Exchange of Thailand (AOM) during the period from 20 February 2026 to 19 August 2026. The Share Repurchase Project is subject to obtaining the required approvals, including the approval of the regulatory authorities, in accordance with the applicable laws and regulations. Details are provided in Enclosure 1 and 2.

The Share Repurchase Project is part of the Bank's capital management plan, with the objective of enhancing shareholder value through the optimization of balance sheet structure and size. The rationale for this project is the Bank's robust capital level. Upon completion of the share repurchase, shareholders are expected to benefit from increases in Return on Equity (ROE) and Earnings per Share (EPS) resulting from the reduction in outstanding shares on the Stock Exchange of Thailand.

In addition, the Bank has considered that the aforementioned share repurchase will not adversely affect the Bank's liquidity position or operational risk. Meanwhile, the Capital Adequacy Ratio after the third share repurchase program in 2026 is expected to remain above 19.00 percent, in line with peer Domestic Systemically Important Banks (D-SIBs) and well above the Bank of Thailand's minimum requirement of 12.00 percent. This level is sufficient to support the Bank's loan growth under its business plan.

Please be informed accordingly.

Yours sincerely,

- Signed -

.....

(Mr. Piti Tantakasem)

Chief Executive Officer

Corporate Counselor

Tel 0-2-299-1402

**Reporting Form for the Disclosure of Share Repurchase
For the Purpose of Financial Management
(Pursuant to Section 66/1(2) of the Public Limited Companies Act)
TMBThanachart Bank Public Company Limited
17 February 2026**

We, TMBThanachart Bank Public Company Limited (the "**Bank**"), would like to report the resolution of the Board of Directors Meeting No. 2/2026, held on 17 February 2026, in relation to the approval of the share repurchase project for financial management purpose (Treasury Stock), with the details as follows:

1. Share repurchase project

1.1 The maximum amount to be used for the share repurchase will not exceed 9,614 million baht

1.2 Details of the Number of Shares to be Repurchased

(1) The number of shares to be repurchased under this project will not exceed 4,831 million shares, with a par value of 0.95 baht per share, representing not exceeding 4.95 percent of the Bank's total paid-up shares

(2) Total number of shares already repurchased by the Bank from the previous share repurchase projects amounting to 5,783 million shares, par value per share 0.95baht, equivalent to 5.93 percent of the Bank's total paid-up shares (as of 17 February 2026).

Therefore, when including the number of shares to be repurchased under this project, the Bank will hold a total of not exceeding 10,614 million repurchased shares, representing not exceeding 10.88 percent of the Bank's total paid-up shares.

Remark: The total number of shares repurchased and held by the Bank at any time must not exceed 20 percent of the Bank's total paid-up shares. If the number of shares already repurchased exceeds 20 percent of the total Bank's paid-up shares, the Bank must dispose of the excess portion within three (3) months. If the Bank cannot dispose of the excess shares within the prescribed period, it must reduce its paid-up capital by cancelling the repurchased shares that remain undisposed for the portion exceeding the 20 percent of the Bank's total paid-up shares.

1.3 The method and schedule of the share repurchase

Repurchase through automated order matching via the trading system of the Exchange of Thailand

The share repurchase period shall be from 20 February 2026 to 19 August 2026

(The Bank must complete the repurchase within six (6) months.)

General offer to shareholders, at the price of baht per share

(the same price shall be used for the same type of shares whereby the price shall be specified separately for each type of shares)

The share repurchase period shall be from.....to.....

(the time period for the repurchase shall be at least 10 days but not exceed 20 days)

Remark The Bank shall disclose the share repurchase project at least 3 days in advance before the date of the share repurchase.

- 1.4 Regarding the pricing criteria for the repurchased shares, the weighted average share price during the 30-day period preceding the Bank's disclosure date shall be considered in determining the share price.

The price of repurchased shares shall not exceed the average closing price of the shares over the past 5 trading days prior to the date of each transaction, plus 15% of the average closing price. In this regard, for consideration purposes, the average closing price over the past 30 trading days, from 6 January 2026 to 16 February 2026, is 2.02 baht per share.

2. The Bank's Information

2.1 Information on the Bank's Retained Earnings and Excess Liquidity

Information from the latest separate audited/reviewed financial statement:

- The Bank's unappropriated retained earnings as of 31 December 2025, based on the financial statements audited by the auditor, amounted to 86,680 million baht.
- Explanation of the Bank's ability to repay its debts which will fall due within 6 months from the date of share repurchase, including the source of fund to be used to repay the debts As of 31 December 2025, the Bank had liquid assets, comprising cash, net interbank and money market items, and investments in marketable debt and equity securities, totaling 448,606 million baht.

As of 31 December 2025, the Bank had total liabilities amounting to 1,456,983 million baht. (Deposit liabilities amounted to THB 1,269,797 million, and the Bank's total liabilities excluding deposit liabilities amounted to THB 187,186 million), which primarily consisted of the following 2 main types of liabilities:

- (1) Interbank and money market liabilities totaling 98,601 million baht, with estimated liabilities maturing within 6 months from the commencement date of the share repurchase amounting to 83,085 million baht
- (2) Debt securities issued and borrowings totaling 15,047 million baht, with estimated liabilities maturing within 6 months from the commencement date of the share repurchase amounting to 12 million baht

Therefore, the Bank's excess liquidity is sufficient for the share repurchase of 9,614 million baht under this project.

- 2.2 Free float as of the latest list of shareholders being 21 January 2026, the number of minority shareholders (free float) accounted for 34.63 percent of the Bank's paid-up capital.

3. Objectives of the Share Repurchase

- To increase Return on Equity (ROE) and Earnings per Share (EPS), which will enable the future share price to reflect the true value of the Bank
- To optimize the utilization and management of the Bank's excess liquidity

4. Potential Impacts After the Share Repurchase

4.1 Impact on shareholders

The share repurchase will result in a reduction in the total number of shares held by the Bank's shareholders. As a result, this will increase Return on Equity (ROE) and Earnings per Share (EPS) respectively.

4.2 Impact on the Bank

The share repurchase will result in a reduction in the Bank's liquid assets and equity. However, the Bank will be able to manage its excess liquidity more efficiently if the share repurchase is completed in full within the approved amount. Upon the completion of the share repurchase project, the Bank's liquid assets and equity will decrease by an amount equivalent to the approved repurchase amount. Nevertheless, the Bank will continue to maintain sufficient capital to conduct its normal business operations on an ongoing basis.

5. Distribution and deduction of repurchased shares

- Distribution Method through automated order matching via the trading system of the Exchange of Thailand
 - to the Bank's shareholders according to their shareholding proportion
 - to the Bank's directors or employees
 - Public offering

The Bank's Board of Directors will consider and determine the appropriate method for the distribution of the repurchased shares and will provide further notification in due course.

Remark :

- Repurchased shares may be distributed of only after three (3) months from the completion of the repurchase and must be fully distributed within the period specified in the program, but not exceeding three (3) years from the completion date of the share repurchase.
- If the Bank is unable to distribute all repurchased shares within the original share distribution period, the Bank may extend the share distribution period by up to two (2) additional years, subject to approval of the shareholders' meeting before the original share distribution period expires, provided that the weighted average share price during the past three (3) months before the Board resolution is lower than the average repurchased price.

6. Previous Share Repurchase (if Any)

The completion date of the latest share repurchases program was 4 February 2026

Remark : A new repurchase program may commence only after the previous program has been fully completed, has expired, or has been cancelled. The Bank hereby certifies that the information on this Form is correct and complete in all respects.

- Signed -

Sign.....

(Authorized Directors
with the Bank seal affixed)

(Mr. Piti Tantakasem)
Chief Executive Officer

(Translation)

The Distribution of Ordinary Shares Report Form

TMBTHANACHART BANK PUBLIC COMPANY LIMITED

As of 21-January-2026

Company Paid-up Capital (Ordinary Shares only) 92,692,773,360.05 baht Divided into Ordinary Shares
97,571,340,379 shares, at Par Value of 0.95 baht

	No. of Shareholders	No. of Shares	% of paid-up capital (Ordinary shares only)
1. Strategic Shareholder			
1.1 Directors, managers, and executive management including related persons and associated persons ¹	12	122,509,781	0.13
1.2 Shareholders who have holding of 5% or above including related persons ²	4	57,879,834,868	59.32
1.3 Others controlling persons	-	-	-
2. Share Repurchase	1	5,783,412,207	5.93
3. Minor shareholders (Non-Strategic Shareholders)	135,577	33,785,157,585	34.63
4. Shareholders who hold less than 1 board lot	12,987	425,938	0.00
Total	148,581	97,571,340,379	100.00

Remark

1. The number of shares holding by directors, managers or the first four persons in the management level must include the shares held by related persons and persons related by blood, marriage or registration under laws of the said persons, including the shares that those people held via others such as custodians, private funds.

2. The shareholders > 5% of the paid-up capital, which meet the following criteria, are not the strategic shareholders: (1) The shareholders which are securities companies, life-insurance companies, insurance companies, mutual funds, provident funds, social security funds, pension funds, investment projects approved under law and (2) The said shareholders do not have representative taking part as directors and management of the listed company. (If having representative taking part as directors and management of the listed company, the said shareholders are strategic shareholders and must report the holding shares as the shareholders >5%

The Bank hereby certifies that the information reported in this Distribution of Ordinary Shares Report is correct and prepared in accordance with the regulation of the Stock Exchange of Thailand Re: Listing of Ordinary Shares or Preferred Shares as Listed

Signature

- Signed -

.....
(Mr. Piti Tantakasem)

Position Chief Executive Officer

Authorized to sign on behalf of the Bank

List of Strategic Shareholders Name

	No. of Shareholder	No. of Shares	% of paid-up capital (Ordinary shares only)
1.Directors, managers, and executive management including related persons and associated persons			
1. Mrs. Chananyarak Phetcharat		1,150,000	0.00
2. Mr. Saranya Phuphatana		8,641,716	0.01
3. Ms. Somkid Preechasammakul		12,420,730	0.01
4. Mr. Thakorn Piyapan		14,906,752	0.02
5. Mr. Vikran Paovarojkit		14,688,587	0.02
6. Mr. Sutthikan Rungsrihong (4)		9,852,107	0.01
- Mr. Sutthikan Rungsrihong		8,609,801	0.01
- Mr. Tee Rungsrihong (Children)		600,000	0.00
- Mr. Thanat Rungsrihong (Children)		600,000	0.00
- Dr. Saman Rungsrihong (Father or Mother)		42,306	0.00
7. Mr. Piti Tantakasem		37,378,587	0.04
8. Mrs. Rattana Arkachaisri		17,466,626	0.02
9. Ms. Kanchanaluck Bumrungrtin		6,004,676	0.01
Total	12	122,509,781	0.13
2) Shareholders who have a holding of 5% or above including related person			
1. MINISTRY OF FINANCE		11,364,282,005	11.65
2. ING BANK N.V.		22,190,033,791	22.74
3. THANACHART CAPITAL PUBLIC COMPANY LIMITED (2)		24,325,519,072	24.93
- THANACHART CAPITAL PUBLIC COMPANY LIMITED		23,782,833,043	24.37
- THANACHART SPV1 (> 30% held by company)		542,686,029	0.56
Total	4	57,879,834,868	59.32
3) Others controlling persons			
Total	0		
Grand Total	16	58,002,344,649	59.45