

(Translation)

No. CC. 019/2026

17 February 2026

Subject: Determination of the Date and Agenda of the 2026 Annual General Meeting of Shareholders via an Electronic Meeting (e-AGM), Dividend Payment, and the Expansion of the Budget and the Project Period of the Share Repurchase Project for Financial Management Purposes

To: President
The Stock Exchange of Thailand

The Board of Directors of TMBThanachart Bank Public Company Limited ("TTB") passed the resolution at the Board of Directors Meeting No. 2/2026, held on Tuesday, 17 February 2026, to schedule the 2026 Annual General Meeting of Shareholders via an electronic meeting (e-AGM) on Tuesday, 21 April 2026, 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 2025 operating results

Board's opinions:

The Board of Directors deemed it appropriate to propose TTB's 2025 operating results as presented in the 2025 Form 56-1 One Report to the shareholders' meeting for 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 2025

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 2025, 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.

Agenda 3 To consider and approve the allocation of the profit from 2025 operating results and dividend payment

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 2025 operating results

Approve not to allocate the net profit from TTB's 2025 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 October 2025

The Board of Directors Meeting No. 9/2025 on 23 September 2025 resolved to approve the interim dividend payment at the rate of THB 0.066 per share, totaling THB 6,262,008,705.04.¹ The payment was from the net profit of TTB's first-half operating results, during 1 January 2025 to 30 June 2025. TTB already paid such interim dividends on 22 October 2025 to TTB's shareholders, whose names were listed on the record date of 7 October 2025 for the interim dividend entitlement.

(2) Approve the dividend payment from TTB's 2025 operating results

Approve the 2025 annual dividend payment amounting to THB 12,503,587,820.74, which accounted for 60 percent of the 2025 net profit.

Since TTB already completed the interim dividend payment from the net profit of TTB's first-half operating results, during 1 January 2025 to 30 June 2025, on 22 October 2025 to TTB's shareholders whose names were listed on the record date of 7 October 2025 for the interim dividend entitlement, totaling THB 6,262,008,705.04, the remaining dividend to be paid under the resolution of this shareholders' meeting is amounting to THB 6,241,579,115.70.

This time, TTB has set the record date to determine the list of shareholders entitled to receive the dividend on 28 April 2026, and the dividend payment date on 20 May 2026. The amount of the dividend paid per share is uncertain and shall be in the range of THB 0.068² and 0.071³, 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 2026, which may decrease from the number as of 17 February 2026, the date on which the Board of Directors approved the dividend payment. This results from the share repurchase under the Share Repurchase Project for Financial Management Purposes (Treasury Stock),

¹ The number of shares entitled to receive the interim dividend on 7 October 2025, as informed by the securities registrar of TTB (Thailand Securities Depository Co., Ltd.), amounted to 94,878,919,668 shares, representing the interim dividend amount of THB 6,262,008,705.04.

² In the event that TTB has not purchase any shares under the Third Share Repurchase Project, the number of ordinary shares entitled to receive the dividend will be 91,787,928,172 shares, resulting in the amount of the dividend paid per share equal to THB 0.068.

³ In the event that TTB has completed the repurchase of 4,831 million shares under the Third Share Repurchase Project before 23 March 2026, the number of ordinary shares entitled to receive the dividend will be 86,957,001,072 shares, resulting in the amount of the dividend paid per share equal to THB 0.071.

which shall not exceed 4,831 million shares, in accordance with the resolution of TTB's Board of Directors Meeting No. 2/2026, held on 17 February 2026. TTB has set the repurchase period from 20 February 2026 to 19 August 2026.

To ensure the determination of the exact amount of the dividend paid per share, TTB will not repurchase any shares from 23 March 2026 (the date starting the blackout period) to 27 April 2026 (the last date on which an individual who purchases the shares on the Stock Exchange of Thailand will be eligible to receive a dividend on this occasion), and TTB will inform the shareholders of the final amount of the dividend paid per share within 31 March 2026.

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

Information on dividend payment from 2025 operating results

- I. Interim dividend payment made on 22 October 2025: TTB made the interim dividend payment from the net profit of its first-half operating results, from 1 January - 30 June 2025, in accordance with the resolution of the Board of Directors Meeting No. 9/2025.

Interim dividend paid (THB)	6,262,008,705.04
Interim dividend from the operating results from 1 January - 30 June 2025 paid per share (THB: share)	0.066
Number of ordinary shares entitled to receive the interim dividend payment (share) (from the record date for interim dividend payment on 7 October 2025)	94,878,919,668

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

Dividend payment amount (THB)	6,241,579,115.70
Dividend paid per share (THB: share)	0.068 – 0.071
Number of ordinary shares entitled to receive the dividend payment (share)	86,957,001,072 - 91,787,928,172
Record date for dividend payment	28 April 2026
Dividend payment date	20 May 2026

Comparison of dividend payments from the operating results of 2025 and 2024 is as follows:

	2025 (Proposed)	2024
Net profit (THB)	20,789,663,413.49	21,071,788,146.64
Annual dividend paid per share (THB: share)	0.134 – 0.137	0.130
Total annual dividend paid (THB)	12,503,587,820.74	12,641,779,570.39
Dividend payout ratio	60% of net profit	60% 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

Board's opinions:

The Board of Directors (excluding the related directors) considered and concurred with the recommendation of the Sustainability, Nomination, Remuneration and Corporate Governance Committee (excluding the related members) and viewed that TTB should increase the number of independent directors on the Board of Directors in line with regulatory guidelines, good corporate governance principles, and international best practices. Therefore, it was deemed appropriate to propose the four retiring directors, namely General Ekarat Changkaew, Mrs. Patricia Mongkhonvanit, Mr. Johannes Franciscus Grisel, and Mr. Phantong Loykulnanta, who have all of the required qualifications pursuant to TTB's Articles of Association, applicable regulations, and relevant laws, without any prohibited characteristics to hold office as directors, have the knowledge, professional skill, competency and experience in line with TTB's business operations, and have contributed to TTB continuously, to the shareholders' meeting for consideration and election as directors for another term. Moreover, the nomination of Mr. Rapee Sucharitakul, who possesses the qualifications pursuant to TTB's Articles of Association, applicable regulations, and relevant laws, is well qualified as per applicable laws on independent directors, without any prohibited characteristics to hold office as a director, and has professional skills, knowledge, competency, and experience in line with TTB's business direction, was proposed to the shareholders' meeting for consideration and election of Mr. Rapee Sucharitakul as a director (independent director) in replacement of Mr. Yokporn Tantisawetrat, who retired by rotation. The details are as follows:

1. **General Ekarat Changkaew** 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 **strategy, policy, strategic planning, management, human resource management, and communication**. During his term in office, he contributed his valuable knowledge, competency, and experience to provide opinions and recommendations on various issues, e.g., management and strategic problem solving, 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. **Mrs. Patricia Mongkhonvanit** 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 **economics**,

finance, law, tax, and audit. During her term in office, she contributed her 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, nomination of senior management, and 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.

3. **Mr. Johannes Franciscus Grisel** 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 small and medium enterprises (SME) lending, corporate lending, project finance lending, credit risk management, problem loans, and non-financial risk management, and general management covering branch and country manager roles in Japan, Singapore, Ukraine, and Russia, as well as global roles and projects. 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, and credit, 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. **Mr. Phantong Loykulnanta** 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 law, international trade, public sector governance, corporate governance, financial institution system, and risk management in the public sector through the application of modern technologies for organizational governance and oversight.
5. **Mr. Rapee Sucharitakul** should be elected as a director in replacement of Mr. Yokporn Tantisawetrat, who will retire by rotation, since he has appropriate qualifications as per applicable laws on independent directors and does not have any prohibited characteristics to hold office as a director. Moreover, he has knowledge and experience in law, capital markets, money markets, financial institution system, corporate governance, risk management, organizational management, and foreign investment which are in line with TTB's business direction.

With the aforesaid reasons, the Board of Directors deemed it appropriate to propose the election of the five candidates, namely General Ekarat Changkaew, Mrs. Patricia Mongkhonvanit, Mr. Johannes Franciscus Grisel, and Mr. Phantong Loykulnanta, as directors for another term, and the election of Mr. Rapee Sucharitakul as a director in replacement of Mr. Yokporn Tantisawetrat, who will retire by rotation, to the shareholders' meeting for consideration and approval.

Agenda 5 To consider and approve the director remuneration for 2026

Board's opinions:

The Board of Directors considered and concurred with the recommendation of the Sustainability, Nomination, Remuneration and Corporate Governance Committee and deemed it appropriate to propose to the shareholders' meeting for consideration and approval of the director remuneration for 2026, 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 2025 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.

Agenda 6 To consider and approve the payment of director bonus

Board's opinions:

The Board of Directors considered and concurred with the recommendation of the Sustainability, Nomination, Remuneration and Corporate Governance Committee and deemed it appropriate to propose to the shareholders' meeting for consideration and approval of the payment of director bonus for the year 2025 at a rate of 0.5 percent of the total dividend paid, which was the same as that previously approved in the 2025 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; TTB's executive directors and representative directors who are the employees of ING Bank N.V. will not receive such bonus.

Agenda 7 To consider the appointment of auditors for 2026 and the fixing of audit fees

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. Chokechai Ngamwutikul, CPA Registration No. 9728; or (2) Ms. Orawan Chunnakitpaisan, 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 Limited as TTB's auditors for 2026 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.

Agenda 8 To consider and approve the expansion of the budget and the project period of the share repurchase project for financial management purposes

Board's opinions:

According to TTB's Board of Directors meeting No. 1/2025, held on 28 January 2025, has resolved to approve the share repurchase project for financial management purposes with a total budget not exceeding THB 21,000 million over a three-year period from 2025 to 2027. TTB has conducted share repurchase under the first and second share repurchase projects during the period from 2025 to 2026, totaling 5,783,412,207 shares, representing 5.93 percent of TTB's total paid-up shares and THB 11,386 million was utilized for such share repurchase.

Due to the overall economy continuing to recover at a gradual pace, coupled with lower-than-expected credit growth in the commercial banking sector, TTB maintains a level of capital surplus above the regulatory requirements prescribed by laws and supervisory authorities. TTB's Board of Directors has considered TTB's capital structure management and the efficient utilization of capital, as well as the appropriateness of enhancing flexibility in liquidity management and generating appropriate returns for shareholders. Accordingly, the Board of Directors deems it appropriate to expand the budget of the share repurchase project for financial management purposes from not exceeding THB 21,000 million to not exceeding THB 35,000 million, and the extension of the project period from 2025 – 2027 to 2025 – 2028.

Due to the expansion of the budget of the share repurchase project for financial management purposes, not exceeding THB 35,000 million, TTB's total repurchased shares would amount to as high as approximately 18 percent of TTB's total paid-up shares. Although, under applicable law, such expansion of the budget does not require approval from the shareholders' meeting, in the interest of transparency, the Board of Directors deems it appropriate to propose this matter for shareholders' consideration and approval at the 2026 Annual General Meeting of Shareholders.

In this regard, the share repurchase project for financial management under each project shall be subject to approval by TTB's Board of Directors on a case-by-case basis. The Board of Directors will consider the appropriateness of the share repurchase from relevant factors prevailing at the time, including but not limited to TTB's excess liquidity and the amount of TTB's debt maturing within six months from the date on which the repurchase under such project is to commence, in order to ensure that each repurchase is undertaken for the maximum benefit of all shareholders. TTB will conduct the share repurchase in compliance with its Articles of Association and relevant laws.

In addition, the Board of Directors deems it appropriate to authorize the Chief Executive Officer and the Chief Financial Officer to undertake any actions necessary for and relevant to the expansion of the budget and the project period of the share repurchase project for financial management purposes of TTB, in order to successfully complete such actions.

Agenda 9 To consider other businesses (if any)

TTB has set the record date to determine the list of shareholders entitled to attend the 2026 Annual General Meeting of Shareholders on Wednesday, 4 March 2026. Additionally, the invitation to the 2026 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