

Thanachart Capital Public Company Limited
Notice of the Annual General Meeting of Shareholders
for the Year 2023

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Friday, 7 April 2023, at 14.00 Hours,
Electronic Meeting (e-AGM)
in accordance with the Emergency Decree on Electronic Meetings
B.E. 2563 and other applicable laws as well as standards
and regulations stipulated by officials.

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Supporting Documents for the Meeting

Translation:

Notice of 2023 Annual General Meeting of Shareholders

TCAP.CSO. 009/2023

9 March 2023

Subject: Calling the 2023 Electronic Annual General Meeting of Shareholders (e-AGM)

Dear Shareholders,

The Board of Directors of Thanachart Capital Public Company Limited (“the Company”) at its Meeting No. 2/2023 held on Monday, 20 February 2023 passed a resolution to hold the 2023 Annual General Meeting of Shareholders on Friday, 7 April 2023 at 14.00 hrs. by conducting the meeting via electronic means (e-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 and other applicable laws as well as standards and regulations stipulated by officials. The agenda items of the meeting are as follows:

Item 1 To approve the Minutes of 2022 Annual Meeting of Shareholders

Objective and Rationale: The Annual General Meeting of Shareholders for the Year 2022 was held on Friday, 8 April 2022. In this connection, the related minutes of the meeting were prepared and sent to the Stock Exchange of Thailand within the established time frame. As well, the minutes have been made available on the Company’s website since Friday, 22 April 2022.

Board of Directors’ Opinion: The Board of Directors deems it appropriate to present the minutes of the 2022 Annual Meeting of Shareholders for approval.

Voting: A resolution on this agenda item requires a majority of the votes cast by shareholders who are present at the meeting and exercise their voting rights.

Supporting details are given in Attachment 1.

Item 2 To acknowledge the report of the Board of Directors on the Company’s business operations in 2022

Objective and Rationale: The Company’s Article of Association No. 33(1) states that the Annual General Meeting of Shareholders shall acknowledge the report of the Board of Directors on the business operations in the past year. In this connection, the related details are disclosed in the Form 56-1 One Report/Annual Report 2022 stored on QR Code which is sent to shareholders together with this Notice of Annual

บริษัท ทูบรอนชาต จำกัด (มหาชน)

Thanachart Capital Public Company Limited

444 อาคารเอ็มบีเค ทาวเวอร์ ชั้น 16-17 ถนนพญาไท แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330
444 MBK Tower, 16th-17th Floor, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330 THAILAND
Tel: (662) 217-8000 Fax: (662) 217-8312 www.thanachart.co.th ทะเบียนเลขที่ 0107536000510

Meeting of Shareholders. They have also been disclosed on the Company's website since 9 March 2023.

Board of Directors' Opinion: The Board of Directors deems it appropriate to present to the meeting of shareholders for acknowledgement of the report on the Company's operating results in the past year, the details of which are given in the Form 56-1 One Report/Annual Report 2022 stored on QR Code shown on Content page.

Voting: This agenda item does not require voting as it is a matter for acknowledgement.

Item 3 To approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 2022

Objective and Rationale: In accordance with Section 112 of the Public Limited Companies Act B.E. 2535 as well as Nos. 33(2) and 42 of the Company's Articles of Association, the Company is required to prepare the statements of financial position and the statements of income for the year ended on the last date of the Company's fiscal year. As well, the Company is required to present the statements to the Annual Meeting of Shareholders for approval. In this connection, it is required to have the statements audited by an auditor before presenting them to the Annual Meeting.

Board of Directors' Opinion: The Board of Directors deems it appropriate to present to the Annual Meeting of Shareholders for approval of the statements of financial position and the statements of comprehensive income for the year ended 31 December 2022. Being prepared in line with the Financial Reporting Standards, the statements show the financial position and the operating results of the Company in 2022. In this connection, the statements have already been reviewed and endorsed by the Audit Committee and the Board of Directors. As well, the statements have already been audited by the certified public accountant. The details of the statements of the financial position and the statements of comprehensive income as well as the notes to the financial statements are disclosed in the Form 56-1 One Report/Annual Report 2022 stored on QR Code shown on Content page.

Voting: A resolution on this agenda item requires a majority of the votes cast by shareholders who are present at the meeting and exercise their voting rights.

Item 4 To approve the appropriation of the profit for 2022 performance and the dividend payment

Objective and Rationale: Reference is made to No. 33(3) of the Company's Articles of Association which requires that the Annual Meeting of Shareholders shall consider and approve the appropriation of profit as well as Section 116 of the Public Limited Companies Act B.E. 2535 and No. 43 of the Articles and Association which require that the Company shall set aside not less than 5 percent of its annual net

profit less the accumulated losses brought forward (if any) to a legal reserve fund until this fund attains an amount not less than 10 percent of the registered capital. At present, the Company's legal reserve fund already meets 10 percent of its registered capital as specified by law and regulation. As a result, it is not necessary for the Company to set aside any part of the net profit as the legal reserve fund in line with the law and the Articles of Association.

In this connection, Section 115 of the Public Limited Company Act B.E. 2535, dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid. Payment of dividends shall be approved by the meeting of shareholders. In this connection, the Company had net profit attributable to the Company for the year 2022 based on consolidated and separate financial statements in the amount of 5,219,839,862.48 baht. As the Company has a certain amount of retained earnings, the Company is able to make the dividend payments.

Board of Directors' Opinion: The Board of Directors deems it appropriate to present to the meeting of the shareholders the following proposals:

1. It is proposed that shareholders acknowledge no additional appropriation of the 2022 net profit as the legal reserve fund since the Company has already satisfied the minimum reserve requirement imposed by the law.
2. It is proposed that shareholders approve dividend payments to ordinary and preferred shareholders at the rate of 3.10 baht per share or 3,250,711,872.30 baht in total, accounted for 62.28 percent of the 2022 net profit attributable to the Company, based on the consolidated financial statements and the separate financial statements. As the Board of Directors earlier approved an interim dividend payment of 1.20 baht per share and it was made to shareholders on 28 October 2022, the remaining dividend payments to be made amount to 1.90 baht per share or 1,992,371,792.70 baht in total.

The calculation of the aforementioned dividend payments is based on the sum of ordinary and preferred shares which amounts to 1,145,662,703 shares deducted by 97,045,970 ordinary shares repurchased but not resold (under the share repurchase program). The remaining ordinary and preferred shares eligible for dividend payment equal 1,048,616,733 shares.

In this connection, the Company sets 19 April 2023 as the record date and the dividend payment is scheduled to be made to ordinary and preferred shareholders on 3 May 2023. The source of dividend payment is from retained earnings, on which the company paid corporate income tax as follows:

- 0.157 baht per share will be from retained earnings that the Company paid corporate income tax of 25 percent.
- 1.743 baht per share will be from retained earnings that the Company paid corporate income tax of 20 percent.

Individual shareholders are eligible for dividend tax credits according to the calculation specified in Revenue Code.

In relation to **the Company's dividend payment policy**, the Company takes into account its performance and the shareholders' return on investment in the long term. This round of dividend payments is in line with the Company's dividend payment policy.

Table comparing annual dividend payments from 2020 to 2022 respectively

	Performance for the Year		
	2022	2021	2020
Net profit (separate F/S) (mil. baht)	5,220	5,287	6,669
Net profit (consolidated F/S) (mil. baht)	5,220	5,287	6,669
Number of shares receiving dividends (shares)	1,048,616,733	1,048,616,733	1,048,616,733
Earnings per share (separate F/S) (baht)	4.98	5.04	6.26
Earnings per share (Consolidated F/S) (baht)	4.98	5.04	6.26
Dividend payment for the year (baht)	3.10	3.00	3.00
Approved dividend payments for the year (mil. baht)	3,251	3,146	3,146

Voting:

Resolutions on this agenda item require a majority of the votes cast by shareholders who are present at the meeting and exercise their voting rights.

Item 5 To approve the remuneration of the Board of Directors and standing committees for 2023 as well as the performance allowance for the Board of Directors for 2022 performance

Objective and Rationale:

The following are the Company's policy and guidelines related to the remuneration of the Board of Directors and various standing committees:

1. The remuneration of the Board of Directors and standing committees is subject to annual review and shall be presented to the meeting of shareholders annually for approval.
2. According to the Company's policy, the remuneration of each member of the Board of Directors and of standing committees reflects their respective duties and responsibilities and takes into consideration the remuneration of similar positions in the same industry. In addition, executive directors are not entitled to additional compensation for being members of standing committees.
3. The Nomination, Remuneration, and Corporate Governance Committee is responsible for reviewing the remuneration of the Board of Directors and

standing committees, ensuring that the remuneration is appropriate and in line with the Company's remuneration policy. In reviewing the remuneration, the Committee will take into account the suitability based on the remuneration policy as well as the Company's business expansion and profit growth.

Board of Directors' Opinion: In agreement with the recommendation made by the Nomination, Remuneration, and Corporate Governance Committee, the Board of Directors deems it appropriate to present to the meeting of shareholders the following:

1. To approve the remuneration of the Board of Directors and the standing committees for the year 2023. As shown below, the proposed remuneration is the same as the remuneration in 2022.

Remuneration Schedule for 2023 proposed to annual meeting of shareholders for approval

(Unit: Baht)

Board and various standing committees	Position	2023		2022	
		Monthly remuneration (per person)	Stipends for each meeting (per person)	Monthly remuneration (per person)	Stipends for each meeting (per person)
Board of Directors	Chairman	120,000	60,000	120,000	60,000
	Directors	60,000	30,000	60,000	30,000
Audit Committee	Chairman	60,000	30,000	60,000	30,000
	Directors	40,000	20,000	40,000	20,000
Nomination, Remuneration and Corporate Governance Committee	Chairman	30,000	20,000	30,000	20,000
	Directors	20,000	15,000	20,000	15,000
Risk Oversight Committee	Chairman	30,000	30,000	30,000	30,000
	Directors	20,000	20,000	20,000	20,000

Notes:

- Executive directors are not entitled to additional compensation for being members of standing committees.
- The Company does not provide the directors with any other remuneration and/or privileges in addition to the remuneration which is proposed for approval.

2. To consider and approve the payment of performance allowance for the Board of Directors from the operating performance, at the rate of 1.00 percent of the dividend payments approved for the shareholders which amounts to 32,507,118.72 baht (the calculation of which is based on the dividend payments of 3,250,711,872.30 baht). To also permit the Board of Directors to consider the allocation of the performance allowance to the directors later.

Comparison of the payments of the performance allowance from the period of
2020-2022

(Unit: Baht)

Particulars	Based on performance for the year		
	2022	2021	2020
Performance allowances paid	32,507,118.72	31,458,501.99	31,458,501.99

Voting: Resolutions on this agenda item require a vote of no less than two-thirds of the total votes cast by shareholders present at the meeting.

Item 6 To consider the election of directors replacing those retiring by rotation

Objective and Rationale: In accordance with Section 71 of the Public Limited Companies Act, B.E. 2535 as well as Nos. 17 and 18 of the Company's Articles of Association, the Company's directors shall be elected at the meeting of shareholders. At every annual meeting, one-third of the directors shall retire from office. If the number of directors due to retire from office is not a multiple of three, then the number nearest to, but not exceeding one-third, shall be applied. The directors who have served the longest term in office shall retire. In case the number of directors who have been in office for an equal length of time exceeds the number of directors due to retire from office at such time, the directors due to retire shall be determined by ballots. A retiring director based on the foregoing shall be eligible for re-election.

Currently, the Board of Directors consists of nine members. As a result, three directors will retire by rotation at the 2023 Annual Meeting. The three directors who have served the longest term in office and will retire by rotation are as follows:

- | | |
|----------------------------|---|
| 1. Mr. Suphadej Poonpipat | Vice Chairman and Chairman of the Executive Committee (Executive Director), |
| 2. Mrs. Siripen Sitasuwan | Chairperson of the Audit Committee and Member of the Nomination, Remuneration, and Corporate Governance Committee (Independent Director), and |
| 3. Mr. Tiraphot Vajrabhaya | Chairman of the Nomination, Remuneration, and Corporate Governance Committee and Member of the Audit Committee (Independent Director) |

In accordance with No. 33(4) of the Company's Articles of Association, the annual meeting of shareholders shall elect directors replacing those retiring by rotation.

Board of Directors' Opinion: The Company provided the shareholders with an opportunity to propose names of potential candidates with appropriate qualifications through its website for election as the Company's directors during the period from 1 October 2022 to 31 December 2022. However, until the end of the specified period, there was no shareholder proposing any candidate.

The Board of Directors (the members of the Board who will retire by rotation) did not participate in the consideration and passage of the resolution for themselves) deems it appropriate to propose to shareholders for approval the election of the following directors to replace the ones retiring by rotation. The directors proposed for election are recommended by the Nomination, Remuneration, and Corporate Governance Committee, taking into account, in full compliance with all the nomination procedures, the established nomination policy and guidelines, the appropriateness of the Board's overall structure and composition, their qualifications in line with legal requirements and the related notifications, as well as the knowledge and ability suitable for overseeing the Company's business operations. Importantly, the Committee has also taken into account their performance of duties during their tenure as members of the Board and the standing committees in the past.

1. Mr. Suphadej Poonpipat (Director retiring by rotation),
2. Mrs. Siripen Sitasuwan (Director retiring by rotation),
3. Mr. Tiraphot Vajrabhaya (Director retiring by rotation)

Agreeing with the opinion given by the Nomination, Remuneration, and Corporate Governance Committee, the Board of Directors is of the opinion that Mrs. Siripen Sitasuwan and Mr. Tiraphot Vajrabhaya have qualifications fully in line with the Company's established guidelines as independent directors. As well, they are able to give opinions in an independent manner and in compliance with the related rules.

As regards Mrs. Siripen Sitasuwan, an independent director, she has served as director consecutively for 22 years and 11 months (including the month in which the 2023 Annual General Meeting of Shareholders is held). In case she is re-elected as director for another term, she will have served as director consecutively for 25 years and 11 months by the end of the tenure. Agreeing with the opinion given by the Nomination, Remuneration, and Corporate Governance Committee, the Board of Directors is of the opinion that Mrs. Siripen Sitasuwan is qualified and appropriate to be a director of the Company. She has knowledge, ability, expertise in accounting and finance, and good performance and is always dedicated to the performance of her duties. Importantly, she is not only able to give opinions in an independent manner but also plays an important role in the standing committees, particularly as Chairperson of the Audit

Committee, who ensures that the meetings of the Audit Committee are conducted in an efficient manner. She can independently express her opinions and make suggestions that are beneficial to the business which help supervise the Company and subsidiaries. The Board of Directors deems it appropriate to propose to shareholders for approval her re-election as director for another term.

As regards Mr. Tiraphot Vajrabhaya, an independent director, he has served as director consecutively for 9 years (including the month in which the 2023 Annual General Meeting of Shareholders is held). In case she is re-elected as director for another term, he will have served as director consecutively for 12 years by the end of the tenure. Agreeing with the opinion given by the Nomination, Remuneration, and Corporate Governance Committee, the Board of Directors is of the opinion that Mr. Tiraphot Vajrabhaya is qualified and appropriate to be a director of the Company. He has good knowledge, ability, and experience in financial business and is always dedicated to the performance of his duties. Importantly, he is not only able to give opinions in an independent manner but also plays an important role in the standing committees, particularly as Chairman of the Nomination, Remuneration, and Corporate Governance Committee, who ensures that the meetings of the Nomination, Remuneration, and Corporate Governance Committee are conducted in an efficient manner. He can independently express his opinions and make suggestions that are beneficial to the business which help supervise the Company and subsidiaries. The Board of Directors deems it appropriate to propose to shareholders for approval his re-election as director for another term

In this connection, once the Annual General Meeting of Shareholders passes a resolution approval the re-election of the retiring directors as directors for another term, the Board of Directors will adopt a resolution appointing them to continue serving as members of their respective standing committees until the Board of Directors adopts a different resolution.

Voting: Resolutions on this agenda item require a majority of the votes cast by shareholders who are present at the meeting and exercise their voting rights.

Supporting details are given in Attachment 2.

Item 7 To consider the appointment of the auditor and determine the audit fees for 2023

Objective and Rationale: In accordance with Section 120 of the Public Limited Companies Act, B.E. 2535 as well as No. 33(5) of the Company's Articles of Association, the annual meeting of shareholders shall appoint auditors and determine audit fees of the Company every year.

Board of Directors' Opinion: In agreement with the Audit Committee's recommendation, the Board of Directors deems it appropriate to propose to the meeting of shareholders the following:

1. It is proposed that shareholders appoint EY Office Limited as the Company's auditor, whose certified public accountants include the following:

- | | |
|----------------------------|---|
| 1) Ms. Somjai Khunapasut | Certified Public Accountant (Thailand)
No. 4499 and/or |
| 2) Ms. Rattana Jala | Certified Public Accountant (Thailand)
No. 3734 and/or |
| 3) Ms. Narissara Chaisuwan | Certified Public Accountant (Thailand)
No. 4812 |

They will be responsible for giving opinions to and signing the Company's financial statements for Fiscal Year 2023. In this connection, the names of the above three certified public accountants are on the list of the auditors approved by the Office of the Securities and Exchange Commission.

2. It is proposed that shareholders approve the audit fee for the Year 2023 of 1,000,000 baht, which equals the audit fees paid for the Year 2022.

Voting: Resolutions on this agenda item require a majority of the votes cast by shareholders who are present at the meeting and exercise their voting rights.

Supporting details are given in Attachment 3.

Item 8 To approve the amendments to the Company's Articles of Association

Objective and Rationale: The Public Limited Company Act (No. 4) B.E. 2565 (2022) (Amendment) was published in the Government Gazette and became effective on 24 May 2022. The changes made to the Act not only aim at supporting the holding of meetings by electronic means but also include the additions which permit the delivery of documents or notices by electronic means. As a result, it is deemed appropriate that amendments be made to the Company's Articles of Association so that they correspond to and/or enable compliance with the above-mentioned Public Limited Act which introduce the amendments and additions.

Board of Directors' Opinion: The Board of Directors deems it appropriate to propose to the meeting of shareholders that they approve the amendments to Articles 26, 32, 34, 35, and Article 46. The current wording in the articles will be removed and replaced by the wording proposed and/or the addition will be made in line with the details given below. The Company will also be permitted to file and register the amendments and the additions to the Articles of Association as proposed. In this connection, it is proposed that the Company's authorized directors and/or the persons whom the authorized directors assign are authorized to make

amendments and/or additions and/or changes to the wording of the above-mentioned Articles of Association as deemed necessary and appropriate, in order to comply with the order of the Public Company Limited Registrar to register the Articles of Association with the Department of Business Development, Ministry of Commerce later.

Existing Article	Articles proposed for amendments
<p>Article 26 The Board of Directors are required to meet at least one time in three months.</p> <p>The Chairperson of the Board of Directors is authorized to call the meeting by sending a notice to the directors no less than seven days before the meeting date. Except for the case when there is an urgent need to maintain the rights and interests of the Company, the call of the meeting can be issued by other means or the meeting can be held earlier than the above time.</p> <p>Two or more directors may make a request for the meeting of the Board of Directors. In this case, the Chairperson of the Board of Directors shall set the date of the meeting and send a notice of the meeting within fourteen days from the date of the</p>	<p><u>Amendments to Article 26, Paragraphs 1-3</u></p> <p>Article 26 The Board of Directors are required to meet at least <u>once every three months in the province where the Company's headquarters is located or any other place in the Kingdom. In addition, the meeting may be held by electronic means pursuant to the provisions of the law governing the holding of meetings by electronic means. In the case the meeting is held by electronic means, it shall be considered that the Company's headquarters is the venue of the meeting.</u></p> <p>The Chairperson of the Board of Directors is authorized to call the meeting at least <u>three</u> days before the meeting <u>by sending a notice to the directors pursuant to the methods prescribed by the law or the company registrar.</u> Except for the case when there is an urgent need to maintain the rights and interests of the Company, the call of the meeting can be issued <u>by electronic or</u> other means and the meeting can be held earlier than the above time.</p> <p><u>When there is a reasonable justification or a reason to maintain the rights and interests of the Company,</u> two or more directors <u>may jointly make</u> a request <u>to the Chairperson of the Board to Directors</u></p>

Existing Article	Articles proposed for amendments
<p>receipt of the request or call the meeting on the date indicated in the request.</p>	<p><u>to call</u> a meeting of the Board of Directors. In this case, the Chairperson of the Board of Directors shall <u>call the meeting</u> and set the date <u>within the period prescribed by the law</u>.</p>
<p>Article 32 The Board of Directors shall hold the annual general meeting of shareholders within four months of the last day of the fiscal year of the Company. Any meeting of shareholders other than the above meeting shall be called an extraordinary meeting.</p>	<p><u>Addition to the end of Paragraph 1 of Article 32</u></p> <p>Article 32 The Board of Directors shall hold the annual general meeting of shareholders within four (4) months of the last day of the fiscal year of the Company. Any meeting of shareholders other than the above meeting shall be called an extraordinary meeting. <u>The meeting of shareholders may be held by electronic means pursuant to the provisions of the law governing the holding of meetings by electronic means.</u></p>
<p>Article 34 In calling a meeting of shareholders, the Board of Directors shall prepare a notice which not only specifies the venue, date, time, agenda of the meeting and the matters to be proposed to the meeting and clearly indicates which matters are for acknowledgment, approval or consideration, but also includes the opinions of the Board of Directors to such matters (if any) as well as appropriate supporting details. The notice shall be sent to shareholders and the registrar together with all the related documentation at least seven days before the meeting. In addition, the the notice shall be advertised in a newspaper for not less than three consecutive days and not less than three days prior to the date of the meeting.</p>	<p><u>Additional amendment to Paragraph 1 of Article 32 together with an addition as Paragraph 2</u></p> <p>Article 34 In calling a meeting of shareholders, the Board of Directors shall prepare a notice which not only specifies the venue, date, time, agenda of the meeting and the matters to be proposed to the meeting and clearly indicates which matters are for acknowledgment, approval or consideration, but also includes the opinions of the Board of Directors to such matters (if any) as well as appropriate supporting details. The notice shall be sent to shareholders and the registrar together with all the related documentation. In addition, the the notice shall be advertised pursuant <u>to the methods prescribed by the law and the Company registrar</u>.</p>

Existing Article	Articles proposed for amendments
	<p><u>In this connection, the venue for the meeting shall be in the province where the Company's headquarters is located or any other place specified by the Board of Directors. In case the meeting of shareholders is held by electronic means, it shall be considered that the Company's headquarters is the venue of the meeting.</u></p>
<p>Article 35 A shareholder may appoint another person as a proxy to attend and vote on their behalf in a meeting of shareholders by completing the form prescribed by the law, which the proxy shall submit to the Chairperson of the Board of Directors or the person designated by the Chairperson at the meeting venue before the proxy attends the meeting.</p>	<p><u>Addition to the latter part of Article 35</u></p> <p>Article 35 A shareholder may appoint another person as a proxy to attend and vote on their behalf in a meeting of shareholders by completing the form prescribed by the law, which the proxy shall submit to the Chairperson of the Board of Directors or the person designated by the Chairperson at the meeting venue before the proxy attends the meeting. <u>The appointment of the proxy may be made by electronic means.</u></p>
<p>Article 46 Dividends shall be paid within one month from the date on which the meeting of the shareholders or the meeting of the Board of Directors, as the case maybe, adopts the resolution approving the dividend payment.</p>	<p><u>Additional amendment to Article 46</u></p> <p>Article 46 Dividends shall be paid <u>within the period prescribed by the law.</u></p>

Voting:

Resolutions on this agenda item require a vote of no less than three-fourth of the total votes eligible and present at the Meeting.

Item 9 Other business (if any)

Objective and Rationale: Apart from the various agenda items which the Board of Directors has established for the 2023 Annual Meeting of Shareholders, the Company provides shareholders with an opportunity to propose additional agenda items for the meeting through its website during the period from 1 October 2022 to 31 December 2022. However, it appeared that until the end of the specified period, there was no shareholder proposing any agenda item. On the other hand, in case shareholders want the meeting to consider any matters other than those listed on the agenda set in the notice of the meeting, they are required to comply with the second paragraph of Section 105 of the Public Limited Companies Act B.E. 2535 which states that “After the meeting has finished considering the matters in the first paragraph, shareholders collectively holding shares amounting to not less than one-third of the total paid-up shares may request the meeting to consider matters other than those indicated in the notice of the meeting”.

Board of Directors’ Opinion: The Board of Directors deems it appropriate to include this agenda item so that shareholders can ask questions and/or express opinions on various matters without adoption of any resolution. However, in case shareholders wish to propose any matter which requires a resolution, they must comply with the above-mentioned requirement stipulated in the Public Limited Companies Act B.E. 2535.

The Board of Directors has set the record date on 7 March 2023 for determining the right to attend the Annual General Meeting of Shareholders and vote. You may send questions related to the agenda of this meeting in advance by email to the Company Secretary whose email address is panupan@thanachart.co.th or by post to the Office of the Corporate Secretary, Thanachart Capital Public Company Limited, whose address is 17th Floor, 444 MBK Tower, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330 or by fax to 0-2217-8312. In this connection, please give name, address and telephone number that the Company could reach you.

However, if the shareholders wish to attend the Meeting via electronic media (e-AGM), the Company would like to request the shareholders or proxy holders to submit the application form to attend the Meeting through the web browser at <https://app.inventech.co.th/TCAP161652R> or scan the QR Code provided by the Company, together with the identification documents details appeared in the attachment from Friday, March 31, 2023 until the meeting is adjourned. If any shareholder is unable to attend the e-AGM, the shareholders can assign one of the Company’s independent directors to attend the Meeting as his/her proxy. The details and practices for attending the Shareholders’ Meeting via electronic media (e-AGM) and proxy appointment are shown in the required documents for attending the meeting (2). This electronic Shareholders’ Meeting (e-AGM) system is owned by Inventech Systems (Thailand) Company Limited (the service provider), who provides the conference control system and has taken self-assessment of the conference control system. The Electronic Transaction Development Office of the Ministry of Digital Economy and Society (ETDA) has reviewed the compliance assessment form and posted the list of service providers on the ETDA website. Please be informed accordingly.

Yours Sincerely,

Thanachart Capital Public Company Limited

- Panupan Tuangthong -

(Mr. Panupan Tuangthong)

Company Secretary

By order of the Board of Directors

Notes:

- 1) The Company will make available the Notice of 2023 Annual Meeting of Shareholders as well as supporting documentation on its website whose address is www.thanachart.co.th as from 9 March 2023.
- 2) The Company will start accepting registration for the meeting from 12.00 hours.
- 3) In case shareholders wish to get a hard copy of Form 56-1 One Report/Annual Report 2022, please complete the form under “the investor relations section” of the Company’s website whose address is www.thanachart.co.th.

Office of the Corporate Secretary:

Mr. Panupan Tuangthong	Tel. 0-2217-8082
Ms. Manapan Plodpai	Tel. 0-2217-8000 Ext. 3012
Ms. Pattera Tanapisutsakul	Tel. 0-2217-8000 Ext. 3004
Ms. Jonggonee Kornlikhitphaisan	Tel. 0-2217-8000 Ext. 3009

Supporting Document

Agenda Item 1: To approve the Minutes of the Annual General Meeting of Shareholders for the Year 2022

Minutes of the Annual General Meeting of Shareholders for the Year 2022

Thanachart Capital Public Company Limited

Friday, 8 April 2022, Starting at 14:00 hours

(The meeting was broadcast live via electronic means from

Chamchuri Ballroom, Floor M, Pathumwan Princess Hotel

444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330)

Quorum At 14:02 hours, the meeting was attended by 33 shareholders by themselves, who held 24,195,337 shares, and also by 1,311 proxy holders who held 497,362,939 shares, respectively. As a result, there were altogether 1,344 shareholders attending the meeting and holding a total of 521,558,276 shares. The total shares accounted for 49.7377 percent of the Company's 1,048,616,733 paid-up shares, thus constituting a quorum. The paid-up shares did not include the treasury shares held by Thanachart Capital Public Company Limited ("the Company"), which amounted to 97,045,970 shares, accounting for 10 percent of the total number of the Company's issued shares. In this connection, the Company was not entitled to vote at the meeting and did not register those shares. As a result, they were not counted as part of the quorum.

Members of the Board of Directors attending the meeting (7 of the Board Members attended the meeting via electronic means while 2 of them were in the room where the meeting was streamed live)

- | | | |
|-------------------|------------|---|
| 1. Mr. Banerng | Tantivit | Chairman (Non-Executive Director) |
| 2. Mr. Suphadej | Poonpipat | Vice Chairman, Chairman of the Executive Committee (Executive Director) |
| 3. Mrs. Siripen | Sitasuwan | Chairperson of the Audit Committee and Member of the Nomination, Remuneration, and Corporate Governance Committee (Independent Director/Non-Executive Director) |
| 4. Mr. Tiraphot | Vajrabhaya | Chairman of the Nomination, Remuneration, and Corporate Governance Committee and Member of the Audit Committee (Independent Director/Non-Executive Director) |
| 5. Dr. Thanachart | Numnonda | Chairman of the Risk Oversight Committee (Independent Director/Non-Executive Director) |

- | | | |
|-------------------|----------------|---|
| 6. Mr. Vichit | Yanamon | Member of the Nomination, Remuneration, and Corporate Governance Committee and Member of the Audit Committee (Non-Executive Director) |
| 7. Mrs. Salinee | Wangtal | Member of the Audit Committee and Member of the Risk Oversight Committee (Independent Director/Non-Executive Director) |
| 8. Ms. Suvarnapha | Suvarnaprathip | Vice Chairperson of the Executive Committee (Executive Director) |
| 9. Mr. Somjate | Moosirilert | Member of the Executive Committee, Member of the Risk Oversight Committee and Chief Executive Officer (Executive Director) |

Calling the meeting to order: Mr. Banterng Tantivit, Chairman of the Board of Directors acting as Chairman of the meeting, called the Annual General Meeting of Shareholders for the Year 2022 to order at 14:02 hours. The number of shareholders who already registered to attend the meeting via electronic means constituted a quorum.

In this connection, **the Chairman** appointed **Mr. Panupan Tuangthong**, the Company Secretary, as keeper of the minutes of the meeting. He would also be responsible for reporting on the quorum and explaining about the meeting procedures. The Chairman then requested the Company Secretary not only to introduce the Members of the Board of Directors of Thanachart Capital Public Company Limited (“the Company”) and its executives, but also to report the quorum and explain the meeting procedures to shareholders.

The Company Secretary reported on the quorum and also informed the meeting that all the nine members of the Board of Directors (accounting for 100 percent of all the members) attended the meeting. These included the Chairperson of the Audit Committee, the Chairman of the Nomination, Remuneration, and Corporate Governance Committee, the Chairman of the Executive Committee, and the Chairman of the Risk Oversight Committee. The directors were introduced individually. In this connection, Mr. Somjate Moosirilert was present the live broadcasting venue at Chamchuri Ballroom, Floor M, Pathumwan Princess Hotel while the other eight directors attended the meeting via electronic means from where they were present.

The Company Secretary informed the meeting that, additionally, the Company’s executives including (1) Mr. Kamtorn Tantisirivat, Executive Vice President of Finance Division, (2) Senior Vice President of the Accounting Department, and (3) First Vice President of the Finance Division were present at this Annual General Meeting of Shareholders, and Ms. Somjai Khunapasut, certified public accountant from EY Office Limited, who audited the financial statements of both the Company and Thanachart Group’s member companies, attended the meeting via electronic mean from elsewhere as well. As a result, in case during the meeting shareholders would like to request the directors, the executives or the certified public accountant to answer the questions related to the agenda items concerned, they could do so.

This meeting used the system of Inventech System (Thailand) Company Limited. The system passed the conformity self-assessment of the meeting control system and met the Standards for Maintaining Security

of Meetings via Electronic Means B.E. 2563 (2020). It was also sent to Electronic Transactions Development Agency (ETDA) for evaluation and dissemination of the system's name via a web page. In addition, the system was well accepted by several large-scale listed companies. In this regard, the meeting had arranged for all participants to identify themselves, cast votes, and perform other actions in full compliance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020).

In this connection, the supporting information for the meeting was in accordance with the Notice of the 2022 Annual General Meeting of Shareholders dated 24 March 2022, which was already sent to shareholders.

Today, the Company's Directors, shareholders and proxyholders already identified themselves.

The Company Secretary then gave explanations about the meeting procedures, a summary of which was as follows:

- The agenda of this meeting consisted of 9 items. The meeting would be conducted by following the order of the respective agenda items as shown on the screen with the details given in the Notice of the Meeting which was already sent to all shareholders.
- Ordinary shareholders and preferred shareholders were entitled to one vote per share. In this connection, each shareholder was entitled to cast only either votes of approval or votes of disapproval or abstain from voting on each agenda item, except in case of custodians who were permitted to split their votes. In casting votes on each agenda item, if any shareholders did not cast their votes within the specified time frame, it would be deemed by the Company that the shareholders cast the votes of approval on such agenda item.
- In casting votes, shareholders were requested to select the agenda item on which they would like to cast their votes. The system would then show altogether four color buttons for voting, which included: (1) Approval (green), (2) Disapproval (red), (3) Abstention from voting (orange), and (4) Cancellation of the latest votes (blue). If shareholders did not cast their votes within the specified time frame or selected the "Cancellation of the latest votes", it would be deemed by the Company that the shareholders cast votes of approval on the agenda item. The votes cast could be changed until there was an announcement that the voting was closed.
- Abstentions would not be included in the vote base, except for Agenda Item No. 5 and Agenda Item No. 8 whereby they would be included in the vote base for calculating the voting results.
- As for Agenda Item No. 6 regarding the election of the Company's directors, replacing those retiring by rotation, the directors would be elected individually in compliance with the principles of good corporate governance.
- In case a proxy holder was appointed by several shareholders, the proxy holder could click on the "User Icon" and then click on the "Account Switch" to access the account of another shareholder.

- Shareholders were required to cast votes on each agenda item within two minutes after there was an announcement that the voting was opened for the agenda item concerned. Once the voting was closed for the agenda item concerned, an announcement of the voting results related to such agenda item would be disseminated to the meeting.
- For shareholders who would like to ask questions or express opinions on any agenda item, there were two available channels. Shareholders were required to select the Question menu and then select the agenda item which they would like to ask questions about. In case they would like to ask questions by typing them, they were required to type the message in the “Send additional message” box and then press the “Submit” button to submit them. Alternatively, in case shareholders would like to send questions via voice message, they were required to press the button entitled “Reserve a queue to send a voice message and image data” and then type the name of the shareholder, which was shown on Webex, after which the “Reserve a Queue” button should be pressed. In this connection, prior to the opening of the meeting, the service provider of the meeting system already gave explanations about how to cast votes and ask questions during the meeting.
- In asking questions or expressing opinions, shareholders were kindly requested to ask questions or express opinions only on matters related to the agenda. The Company reserved the right to consider answering in the meeting only the questions concerning key issues of the agenda. The questions which were not answered in the meeting would be recorded in the minutes of the meeting as deemed appropriate. Answers to the remaining questions would be disclosed on the Company’s website.
- In case a shareholder left the meeting (Log-out) before the voting on any agenda item was closed, the shareholder would not be considered as part of the quorum for the agenda item concerned. As well, the votes cast by the shareholder would not be counted for such agenda item. However, in case the shareholder did not leave the meeting (Log-out), it would be deemed that the shareholder still intended to participate in the voting on such agenda item.
- While the meeting waited for the voting results, the Chairman would proceed with the next agenda item. When the voting results were made available, the Chairman would separately announce the results of each agenda item to the meeting.

For this meeting, the Chairman assigned the following persons to conduct agenda items of the meeting.

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|----------------------------|--|
| 1. Mr. Somjate Moosirilert | responsible for conducting the agenda items from No. 1 to No. 4, |
| 2. Mr. Tiraphot Vajrabhaya | responsible for conducting the agenda items from No. 5 to No. 6, and |
| 3. Mrs. Siripen Sitasuwan | responsible for conducting Agenda Item No. 7 |

Having given the above-mentioned explanations, the Chairman then proceeded with the established agenda.

Agenda Item No. 1: To approve the Minutes of the 2021 Annual General Meeting of Shareholders

Mr. Somjate Moosirilert informed the meeting that the 2021 Annual General Meeting of Shareholders was held on Tuesday, 11 May 2021 and the minutes of the meeting were submitted to the Stock Exchange of Thailand within the specified time. The minutes were also made available on the Company's website since 24 May 2021. The details of the draft minutes were included in the Notice of the Annual General Meeting from Page xx to Page xx. In this regard, it was necessary to present the minutes to shareholders for verification together. Apart from proposing that shareholders approve the minutes, he asked whether there was any shareholder who wished to propose amendments to any part of the minutes of the meeting.

He then provided shareholders with an opportunity to ask questions and/or give opinions. As no shareholder wished to ask questions and/or express opinions, he requested shareholders to adopt a resolution approving the Minutes of the 2021 Annual General Meeting of Shareholders.

The results of the voting on Agenda Item No. 1 were as follows:

Voting Results	Number of Votes	Percent
Approved	520,755,551	100.0000
Disapproved	0	0.0000
Abstained	822,833	-
Invalid Ballots	0	-

Resolution: With the majority votes of the shareholders who were present at the meeting and cast their votes, the meeting passed the resolution approving the Minutes of the 2021 Annual General Meeting of Shareholders.

Agenda Item No. 2: To acknowledge the report of the Board of Directors on the Company's business operations in 2021

Mr. Somjate Moosirilert, Chief Executive Officer, who was the presenter of the report on the Company's performance for the year 2021 to the meeting, a summary of which was as follows:

The year 2021 was the second consecutive year in which the world, including Thailand, was faced with Covid-19 pandemic. As a result, the economic recovery was delayed. However, the Thai economy managed to grow by 1.6 percent when compared to the year 2020. On the other hand, not only households but also several businesses, particularly in the tourism sector, which included hotels, shopping centers, restaurants and food outlets, were still affected by the pandemic, despite the fact that the country opened to foreign tourists in the last quarter of 2021.

As regards Thanachart Group, the year 2021 was also the second year after the Company underwent restructuring to become a company which focused on investing in a wide range of businesses. In this connection, it continued making investments in its subsidiaries and associate companies as it foresaw the potential growth of these companies in the future. Moreover, through its shareholding in Thanachart Plus, it started operating asset-based financing business in which it had expertise.

In the past year, the Company increased its equity stakes in its key subsidiaries and associate companies as follows:

- Increase in the equity stake TMBThanachart Bank from 20.11 percent to 23.32 percent;
- Increase in its equity stake in MBK from 22.42 percent to 23.32 percent;
- Increase in its equity stake in Ratchthani Leasing from 58.85 percent to 60.16 percent; and
- Increase in its equity stake in MBK LIFE from 51.00 percent to 100.00 percent.

As for the 2021 operating results, the net profit of the Company and its subsidiaries, which was attributable to the Company, amounted to 5,287 million baht, representing a decrease of 1,382 million baht or 20.72 percent when compared to the previous year. In case the special gain from the sale of the investment in Ajinomoto Company in 2020 was excluded, net profit of the Company increased by 1,608 million baht or 43.71 percent. This was mainly due to the stronger performance of the Company and its subsidiaries. However, the share of the profit from the Company's investments in associate companies decreased, as they were still affected by the Covid-19 pandemic.

With regard to the asset-based financial services, Thanachart Plus had started operating the business since May 2021. The performance was quite satisfactory with gradual growth.

As regards 2022, the Board of Directors was still of the opinion that, in line with its business practice, the Company would continue to hold its existing equity stakes in various companies and support the operations of all the companies, ensuring the stability of their financial positions. As well, it would consider new investments and operate more businesses in which it had expertise. Importantly, it planned to expand business networks of the Group's member companies, aiming at generating appropriate returns to shareholders in the long term in line with the current situations and economic conditions.

In 2021, Thanachart Group's member companies continued to be well received by external organizations, as evidenced by the various awards received in the areas of capital market, insurance products, securities services and hire purchase loans. Importantly, all the Group's member companies had been members of the Thai Private Sector Collection Action Against Corruption (CAC) for ten consecutive years.

In relation to sustainable business operations, to which the Board of Directors always paid attention, in 2022 the Company planned to establish a sustainability management policy and practice guidance which would cover environmental, social and governance (ESG) factors. The purposes were to ensure not only that ESG activities would be implemented in concrete terms, but also that they would be appropriate to Thanachart Group's business operations so that the Group would grow in a stable and sustainable manner and become prepared to weather all the crises together.

The purpose of this whole presentation was to inform shareholders of the Board of Directors' report on the Company's business operations in the past year.

As all shareholders were informed of the Company's business operations, he indicated that they could study the related details of the 2021 annual report (in the form of QR code) which was already submitted to all shareholders together with the notice of the meeting. As well, since this agenda item was for acknowledgement, there would be no resolution to be adopted.

Mr. Somjate Moosirilert then provided shareholders with an opportunity to ask questions and/or give opinions. As there was no shareholder asking any questions and/or giving any opinions, he would like to proceed with the next agenda item.

Agenda Item No. 3: To approve the statement of financial position and the statements of comprehensive income for the year ended 31 December 2021

Mr. Somjate Moosirilert, Chief Executive Officer, who was the presenter of this agenda item. He informed the meeting that, in relation to Agenda Item 3, the Company would like to present the statement of financial position and the statement of comprehensive income of the Company and its subsidiaries for the year 2021. The purpose was to explain the financial position and performance of the Company and its subsidiaries. Prepared in accordance with accounting standards, these financial statements were audited by EY Office Limited's certified public accountant, who reported an unqualified opinion. They could be summarized as follows:

The Board of Directors would like to present the statement of financial position and the statement of comprehensive income for the year ended 31 December 2021 to the meeting for approval. In this connection, the meeting was requested to take into consideration the consolidated financial statements of Thanachart Capital Public Company Limited which were already audited by the certified public accountant who reported an unqualified opinion. The financial statements reflected the performance of the Company and its subsidiaries under Thanachart Group.

In 2021, net profit of the Company and its subsidiaries amounted to 6,722 million baht. This was mainly due to the performance of its key subsidiaries and associate companies as follows:

- Based on the consolidated financial statements, net profit of Ratchthani Leasing Public Company Limited amounted to 1,709 million baht.
- Net profit of Thanachart Insurance Public Company Limited amounted to 768 million baht.
- Net profit of Thanachart Securities Public Company Limited amounted to 661 million baht.
- Share of the net profit and loss from the investments in TMBThanachart Bank and MBK Public Company Limited amounted to 1,986 million baht.
- As a result, based on the consolidated financial statements, net profit attributable to the Company amounted to 5,287 million baht, representing a decrease of 1,382 million baht or 20.72 percent when compared to the previous year.

This was mainly due to the fact that in 2020 the Company recognized the gain from the disposal of the investment in Ajinomoto, which was a special one-time gain. In case the special gain was excluded, net profit of the Company increased by 1,608 million baht or 43.71 percent. This was mainly due to the stronger performance of the Company and its key subsidiaries. On the other hand, its associate companies continued to be affected by the Covid-19 pandemic.

On total assets

Total assets of the Company and its subsidiaries amounted to 142,735 million baht.

On total liabilities

Total liabilities the Company and its subsidiaries amounted to 68,594 million baht.

On total shareholders' equity

Total shareholders' equity amounted to 74,141 million baht, of which equity attributable to owners of the Company was 65,114 million while non-controlling interests amounted to 9,027 million baht.

In this connection, shareholders were requested to approve the statement of financial position and the statement of comprehensive income of the Company and its subsidiaries for the year ended 31 December 2021 in line with the details given in the Annual Report which was currently in shareholders' hands.

After finishing the presentation, **Mr. Somjate Moosirilert** informed the meeting that the financial statements were given in the 2021 Annual Report in the form of QR Code already sent to all shareholders.

Mr. Somjate Moosirilert then provided shareholders with an opportunity to ask questions and/or give opinions. He indicated that, under this agenda item, the certified public accountant from the Company's audit firm was also available to assist in answering questions to be asked by shareholders. As there was no shareholder asking any questions and/or giving any opinions, he requested shareholders to vote on the agenda item.

The results of the voting on Agenda Item No. 3 were as follows:

Voting Results	Number of Votes	Percent
Approved	521,940,900	99.9902
Disapproved	51,001	0.0097
Abstained	315,083	-
Invalid Ballots	0	-

Resolution: With the majority votes of the shareholders who were present at the meeting and casted their votes, the meeting passed the resolution approving the statement of financial position and the statement of comprehensive income for the year ended 31 December 2021.

Agenda Item No. 4: To approve the appropriation of the profit for 2021 performance and the dividend payment

Mr. Somjate Moosirilert, Chief Executive Officer, who was the presenter of this agenda item. In this connection, he informed the meeting that, in view of the summary reports on the Company's performance, which were already presented to shareholders under Agenda Items No. 2 and No. 3 as well as the information given in the notice of the meeting, net profit attributable to the Company in 2021, based on the consolidated and separate financial statements, amounted to 5,287,180,288.41 baht.

Statutory reserve already reached 10 percent of the registered capital. As a result, it was not necessary to set aside additional fund for the statutory reserve in accordance with the Public Company Limited Act.

In this connection, the Board of Directors deemed it appropriate to request the meeting to consider the following:

1. Acknowledgement that there would no appropriation of 2021 net profit as statutory reserve as the Company's statutory reserve already reached the level required by the law.
2. Approval of dividend payment based on the 2021 performance to ordinary shareholders as well as preference shareholders at the rate of 3.00 baht per share. In this connection, the total amount approved for payment was 3,145,850,850,199.00 baht, accounting for 59.50 percent of the 2021 net profit from the operating results attributable to the Company, based on the consolidated and separate financial statements. However, as the Company already made the interim dividend payment at the rate of 1.20 baht per share on 28 September 2021, the remaining dividend payment to be made by the Company amounted to 1.80 baht per share. In this connection, the amount approved for payment was 1,887,510,119.40 baht.

Once the approval was given at the meeting, the Company would fix not only 20 April 2022 as the record date for the purpose of ascertaining the eligibility of shareholders for the dividend payment but also 6 May 2022 as the dividend payment date.

The related details were given in the notice of the meeting which was already sent to shareholders. He then provided shareholders with an opportunity to ask questions and/or give opinions. As there was no shareholder asking any questions and/or giving any opinions, he requested shareholders to vote on the agenda item.

The results of the voting on Agenda Item No. 4 were as follows:

Voting Results	Number of Votes	Percent
Approved	522,256,950	99.9998
Disapproved	1,034	0.0001
Abstained	51,000	-
Invalid Ballots	0	-

Resolution: The meeting acknowledged that there would no appropriation of 2021 net profit as statutory reserve. As well, with the majority votes of the shareholders who were present at the meeting and casted their votes, the meeting passed the resolution approving the dividend payment at the rate of 3.00 baht per share, based on the 2021 performance. In this connection, the remaining dividend payment which remained to be made amounted to 1.80 baht per share, with the Company to proceed with the dividend payment in accordance with the proposed schedule.

Agenda Item No. 5: To approve the remuneration of the Board of Directors and standing committees for 2022 and the performance allowance for the Board of Directors for 2021 performance

Mr. Tiraphot Vajrabhaya, Chairman of the Nomination, Remuneration, and Corporate Governance Committee, who was the presenter of this agenda item. He informed the meeting that, in line with the proposal made by the Nomination, Remuneration, and Corporate Governance Committee, the Board of Directors reviewed the remuneration of the Board of Directors and the standing committees, and deemed it appropriate to present a report on the remuneration paid to the directors in the past year. In 2021, the Company paid the remuneration to the Board of Directors and the standing committees at the rates approved by the 2021 Annual General Meeting of Shareholders. The total payments made in 2021 were as follows:

- The remuneration of the Board of Directors consisted of monthly compensation and meeting stipends based on the number of the meetings in which the directors participated. In this connection, the total payment of 11,100,000 baht was paid
- The total remuneration paid to the members of all other standing committees was 5,310,000 baht.

The information regarding the remuneration paid to each member of the Board of Directors and all other standing committees in 2021 could be found on Pages 173-174 of the annual report. Aside from the payments which were already reported, the Company did not make any other payments of remuneration and/or benefits to the directors, which were not of a regular nature.

As regards the year 2022, the Nomination, Remuneration, and Corporate Governance Committee reviewed the remuneration of the Board of Directors and the standing committees in accordance with the policy and guidelines as follows:

1. The remuneration of each director had to reflect their respective duties and responsibilities.
2. A comparison with the remuneration in the same industry had to be made by using the information of the remuneration of listed companies' directors, which was collected by the Thai Institute of Directors Association (IOD), as a basis for comparison.

In this connection, the Committee submitted to the Board of Directors a proposal that the shareholders' meeting approve the remuneration as follows:

1. The remuneration rates for the Board of Directors and the standing committees for the year 2022 would be same as the existing ones. The rates for the year 2021 were as follows:

(Unit: baht)

Board of Directors / Standing Committees	Position	Monthly compensation (per person)	Meeting stipends (per person per meeting)
Board of Directors	Chairperson	120,000	60,000
	Member	60,000	30,000
Audit Committee	Chairperson	60,000	30,000
	Member	40,000	20,000
Nomination, Remuneration, and Corporate Governance Committee	Chairperson	30,000	20,000
	Member	20,000	15,000
Risk Oversight Committee	Chairperson	30,000	30,000
	Member	20,000	20,000

In this connection, the directors who were executive directors would not receive any remuneration for serving as members of any standing committees, other than the remuneration proposed for approval. Moreover, the Company would not pay any other remuneration and/or give any other benefits to directors.

2. It was proposed that shareholders approve the payment of the allowance for the 2021 performance to the directors at their rate equal to 1 percent of the dividend payments approved for shareholders. This was in line with the policy established earlier by the meeting of shareholders. In this connection, the Board of Directors would be authorized to allot the related payments to its members later. This year's approved dividend payments to shareholders amounted to 3,145,850,199 baht. As a result, the performance allowance proposed for payment to the Board of Directors would amount to 31,458,501.99 baht. The details related to the payments of the allowance to the Board of Directors based on the performance in 2019-2021 were given on Page 5 of the notice of the meeting. The years shown in the document were performance years.

Passing of the resolution for this agenda item required no less than two-thirds of the votes of the shareholders who were present at the meeting. Mr. Tiraphot Vajrabhaya then provided shareholders with an opportunity to ask questions and/or give opinions. As there was no shareholder asking any questions and/or give any opinions, he requested shareholders to adopt the resolutions for the following:

1. Shareholders were requested to approve the proposed remuneration rates for the Board of Directors and the standing committees for the year 2022, by voting on Agenda Item No. 5.1.

2. Shareholders were requested to approve the payment of the performance allowance to the Board of Directors at the rate equal to 1 percent of the dividend payments approved for shareholders with the Board of Directors authorized to allot the related payment to its members later, by voting on Agenda Item No. 5.2

The results of the voting on Agenda Item No. 5.1 were as follows:

Voting Results	Number of Votes	Percent
Approved	522,035,513	99.9476
Disapproved	210,418	0.0402
Abstained	63,053	0.0120
Invalid Ballots	0	0.0000

Resolution: With a majority of more than two-thirds of the votes of the shareholders who were present at the meeting, the meeting adopted a resolution approving the remuneration rates as proposed for the Board of Directors and the members of the standing committees for the year 2022.

The results of the voting on Agenda Item No. 5.2 were as follows:

Voting Results	Number of Votes	Percent
Approved	472,849,468	90.5306
Disapproved	49,394,363	9.4569
Abstained	65,153	0.0124
Invalid Ballots	0	0.0000

Resolution: With a majority of more than two-thirds of the votes of the shareholders who were present at the meeting, the meeting adopted a resolution approving the payment of the performance allowance to the Board of Directors at the rate equal to 1 percent of the dividend payments approved for shareholders, excluding the extra dividends, with the Board of Directors authorized to allot the related payment to its members later.

Agenda Item No. 6: To consider the election of directors replacing those retiring by rotation

Mr. Tiraphot Vajrabhaya, Chairman of the Nomination, Remuneration, and Corporate Governance Committee, who was the presenter of this agenda item. He informed the meeting that the following were three directors who were scheduled to retire by rotation at the 2022 Annual General Meeting of Shareholders:

1. Mr. Banterng Tantivit Chairman (Non-executive Director),
2. Mr. Vichit Yanamorn Member of the Nomination, Remuneration, and Corporate Governance Committee and Member of the Risk Oversight Committee (Non-executive Director), and
3. Mrs. Salinee Wangtal Member of the Audit Committee and Member of the Risk Oversight Committee (Independent Director).

In order for shareholders to consider and adopt resolutions independently on this agenda item, he requested the three persons proposed for election as directors to leave the meeting room temporarily. All the three persons who were proposed for election as directors then went out of the meeting room.

Mr. Tiraphot Vajrabhaya informed the meeting that, in finding or proposing candidates for election as directors in replacement of those retiring by rotation, not only the Board of Directors assigned the Nomination, Remuneration, and Corporate Governance Committee to be responsible for the related work, but also the Committee provided shareholders with an opportunity to propose names of qualified persons for election at this meeting through the Company's website (www.thanachart.co.th) during the period from 1 October 2021 to 31 December 2021. However, by the end of the specified period, there was not any shareholder proposing candidates for consideration. As a result, the Nomination, Remuneration, and Corporate Governance Committee considered the persons to be proposed for shareholders for election as the Company's directors in replacement of those retiring by rotation. In this connection, the Committee took into account their knowledge, competency, as well as other related qualifications. As regards the directors retiring by rotation, the Committee also took into consideration their past performance as well as their meeting attendance. The Committee passed a resolution proposing to shareholders that the three persons be re-elected as directors.

In this regard, the Board of Directors passed a resolution agreeing with the proposal made by the Nomination, Remuneration, and Corporate Governance Committee that shareholders re-elect the three persons as directors. In this connection, shareholders could consider the brief profiles of the three persons, which were shown on the screen. Mr. Tiraphot Vajrabhaya also provided the meeting with a summary of the three directors' qualifications.

Mr. Tiraphot Vajrabhaya then provided shareholders with an opportunity to ask questions and/or give opinions. As there was no shareholder asking any questions and/or giving any opinions, he requested shareholder to vote on the agenda item.

For transparency purpose, **Mr. Tiraphot Vajrabhaya** requested shareholders to cast votes for each director separately. In this regard, the name of each director was specified in Agenda Item No. 6.1, Agenda Item No. 6.2 and Agenda Item No. 6.3 respectively.

Agenda Item No. 6.1: Mr. Banterng Tantivit

Agenda Item No. 6.2: Mr. Vichit Yanamon

Agenda Item No. 6.3: Ms. Salinee Wangtal

Passing the resolutions for these agenda items required the majority votes of the shareholders who were present at the meeting and casted their votes. Once the meeting of shareholders passing the resolutions approving the re-election of the three persons as directors, the Board of Directors would adopt resolutions appointing these three directors as members of the various standing committees, to which they previously belonged.

Mr. Tiraphot Vajrabhaya then invited the three directors, who had temporarily left the meeting room, back into the meeting to proceed with the next agenda item.

The following were the separate results of the shareholders' voting in favor for the re-election of each of the three persons proposed by the Board of Directors as director, when compared with the total votes at the meeting.

The results of the voting on Agenda Item No. 6.1 - Mr. Banterng Tantivit were as follows:

Voting Results	Number of Votes	Percent
Approved	462,361,198	88.6405
Disapproved	59,252,633	11.3594
Abstained	695,153	-
Invalid Ballots	0	-

The results of the voting on Agenda Item No. 6.2 - Mr. Vichit Yanamorn were as follows:

Voting Results	Number of Votes	Percent
Approved	465,647,355	89.2705
Disapproved	55,966,376	10.7294
Abstained	695,253	-
Invalid Ballots	0	-

The results of the voting on Agenda Item No. 6.3 - Mrs. Salinee Wangtal were as follows:

Voting Results	Number of Votes	Percent
Approved	521,622,097	99.9998
Disapproved	1,034	0.0001
Abstained	685,853	-
Invalid Ballots	0	-

Resolution: With the majority votes of the shareholders who attended the meeting and casted their votes, the meeting passed the resolutions re-electing the three candidates proposed by the Board of Directors as Directors in replacement of the ones retiring by rotation.

Agenda Item No. 7: To consider the appointment of the auditor and determine the audit fees for 2022

Mrs. Siripen Sitasuwan, Chairperson of the Audit Committee, who was responsible for conducting this agenda item. She informed the meeting that, in the past year, the Company appointed the public accountants from EY Office Limited as the public accountants for the year 2021. In this connection, the audit fee was fixed at 1,000,000 baht. For the year 2022, the Audit Committee had considered and put forward a proposal concerning the public accountants. As well, the Board of Directors already took into consideration

the opinion of the Audit Committee and deemed it appropriate to propose the following list of the public accounts from EY Office Limited to the meeting of shareholders for appointment. It was proposed that

1. Ms. Somjai Khunapasut Certified Public Accountant (Thailand) No. 4499, and/or
2. Ms. Ratana Jala Certified Public Accountant (Thailand) No. 3734, and/or
3. Ms. Narisara Chaisuwan Certified Public Accountant (Thailand) No. 4812

be appointed as the Company's public accountants for the year 2022. It was also proposed that the audit fee be fixed at 1,000,000 baht.

After taking into consideration various factors as well as the appropriate amount of work involved, the Audit Committee was of the opinion that EY Office Limited was reliable and its performance was widely acceptable both domestically and abroad. It also possessed the auditing standards on a par with the international standards and was supported by staff with knowledge, expertise, and experience in auditing financial statements of financial institutions. As well, it possessed good knowledge and understanding of various businesses of Thanachart Group's member companies. Importantly, it had always been helpful in providing the Company with valuable advice on different areas.

The audit fee of 1,000,000 baht proposed for 2022, which was equal to the one in 2021, was reasonable. In addition, all the three public accountants and EY Office Limited had neither relationship or transaction that might give rise to any conflict of interest with the Company.

As regards the detailed profiles of the three public accountants, as shown on the screen, and other information were given on Pages 40-42 of the Notice of the Annual General Meeting of Shareholders.

She proposed that the meeting appoint the three public accountants from EY Office Limited as the Company's public accountants for the year 2022, with the audit fee being fixed at 1,000,000 baht.

Ms. Siripen Sitasuwan then provided shareholders with an opportunity to ask questions and/or give opinions. As no shareholder asked any questions and/or give any opinions, she requested shareholders to adopt a resolution.

The results of the voting on Agenda Item No. 7 were as follows:

Voting Results	Number of Votes	Percent
Approved	522,249,600	99.9998
Disapproved	1,034	0.0001
Abstained	58,350	-
Invalid Ballots	0	-

Resolution: With the majority votes of the shareholders who were present at the meeting and casted their votes, the meeting passed a resolution approving the appointment of the following list of the public accountants from EY Office Limited:

1. Ms. Somjai Khunapasut Certified Public Accountant (Thailand) No. 4499, and/or
2. Ms. Ratana Jala Certified Public Accountant (Thailand) No. 3734, and/or
3. Ms. Narisara Chaisuwan Certified Public Accountant (Thailand) No. 4812,

as the public accountants of the Company for the year 2022. In this connection, the audit fee was fixed at 1,000,000 baht.

Agenda Item No. 8: To approve the ceiling of issuance and offering of debentures

Mr. Somjate Moosirilert, Chief Executive Officer, who was the presenter of this agenda item. He informed the meeting that, in line with the resolution adopted at the 2013 Annual General Meeting of Shareholders, which approved the issuance of debentures with a limit not exceeding 30,000 million baht, the Company already issued the debentures worth 19,800 million baht, the proceeds of which were used as working capital and for financial cost management. Currently, the remaining limit amounted to 10,200 million baht.

In order to get the Company prepared in line with the business operations which would need to issue debentures later, the Board of Directors would like to propose that the meeting of shareholders approve the issuance and offer of the debentures with a limit not exceeding 30,000 million baht (including the remaining limit worth 10,200 million baht of the debentures approved at the 2013 Annual General Meeting of Shareholders). In this regard, it was also proposed that the meeting authorize the Board of Directors or the persons assigned by the Board of Directors to be responsible for issuing and offering for sale the debentures from time to time.

The details of the request for approval which were given under Agenda Item No. 8 on Page 8-9 of the Notice of the 2022 Annual General Meeting of Shareholders were as follows:

Type	All types of senior debentures with specified or unspecified name of debenture holder, secured or unsecured, and with or without debenture holder's representative
Currency	Baht or other foreign currencies
Ceiling	Not exceeding 30,000 million baht (thirty billion baht) or equivalent amount in other currencies. If foreign currency is used, the exchange rate at each issue date will be used for calculation. (Including the remaining amount from the resolution of the 2013 Annual General Meeting of Shareholders of 10,200 million baht).
Offering	Offering to domestic and / or foreign investors in general and / or institution investor and / or corporate investor and / or offered to investors through private placement. Offering any singular type or multiple types of debentures in one or more of the time and / or a project and / or offering with other securities. In compliance with the law, regulations, and related announcements.

Other Conditions

The Board of Directors and / or assigned person by the Board of Directors are authorized to do the following:

- 1) Specify the type, name, currency, amount of each debenture issuance and offering, value of collateral (if any) per unit, offering price per unit, maturity, redemption period, redemption condition, interest rate, principle and interest payment, the offering method both domestically and internationally, as well as terms and conditions regarding debenture issuance and offering.
- 2) Appoint financial advisor and / or underwriter and / or credit rating agency of securities issuer and / or related parties regarding debenture issuance and offering.
- 3) Negotiate, conclude, and sign related documents and other contracts. To ensue with necessary procedure regarding debenture issuance and offering, including registration in debt secondary market or other secondary markets as well as request permission from relevant agencies.

He then provided shareholders with an opportunity to ask questions and/or give opinions. The following was a shareholder asking questions and/or giving opinions:

Mr. Kitti Rattanakornkul (Shareholder)

His questions were as follows:

1. The amount of cash which was currently available to the Company and the outstanding balance of its liabilities.
2. Whether the proposed issuance and offer of the debentures were for debt repayments and business expansion.

Mr. Somjate Moosirilert responded as follows:

Liabilities of the Company amounted to about 13,000 million baht while the remaining cash amounted to about 3,000 million baht. The purposes of the proposed issuance of the debentures were to partly replace the Company's debentures which were reaching maturity annually and also to partly serve as an investment fund when the Company spotted a good investment opportunity in the future in line with the Company's policy.

Afterwards, as there was no shareholder asking any more questions and/or giving more opinions, he requested shareholders to vote on the agenda item.

he results of the voting on Agenda Item No. 8 were as follows:

Voting Results	Number of Votes	Percent
Approved	522,294,702	99.9970
Disapproved	5,237	0.0010
Abstained	10,250	0.0019
Invalid Ballots	0	-

Resolution: With the majority of at least two-thirds of the votes of the shareholders who were present at the meeting and casted their votes, the meeting passed a resolution approving the issuance and offer for sale of all types of debentures with a limit not exceeding 30,000 million baht (including the remaining limit worth 10,200 million baht of the debentures approved at the 2013 Annual General Meeting of Shareholders). In this regard, the Board of Directors or the persons assigned by the Board of Directors were authorized to issue and offer for sale the debentures from time to time.

Agenda Item No. 9: Other business (if any)

The Chairman of the meeting provided shareholders with an opportunity to make suggestions or ask questions. The following were the questions and opinions of shareholders:

Mr. Kitti Rattanakornkul (Shareholder)

1. In case the Company's equity stake in TMBThanachart Bank Public Company Limited (ttb) reached 25 percent, he asked whether member companies of Thanachart Group could acquire additional equity stakes in ttb. He also asked whether such acquisition would violate the Bank of Thailand's rules. This was because he would like Thanachart Group to hold more than 50 percent equity stake like it did when it held shares in Thanachart Bank Public Company Limited.

2. He asked whether there was a tendency that Thanachart Group would operate businesses related to cryptocurrencies such as cryptocurrency trading brokerage.

3. In 2022, the Ministry of Finance announced that it would maintain the current land and building tax rates. In other words, it would not reduce the rates to 10 percent as in the prior year. He asked whether and how this would affect the Company.

Mr. Banterng Tantivit responded as follows:

1. Currently, the Company was authorized by the BOT to hold no more than 24.99 percent of shares of ttb, directly or indirectly. In case it would like to hold more than the level, it needed to ask for additional approval. In relation to shareholding of more than 50 percent, it was rather difficult since a considerable amount of investment would be required. As well, Thanachart Group would become a financial conglomerate and would not be allowed to operate several businesses as it did currently. As a result, he was of the opinion that the Company would not hold more than 24.99 percent currently authorized by the BOT.

2. The Company or Thanachart Group had no policy of operating businesses related to cryptocurrencies such as Bitcoin, mainly because the cryptocurrencies had no intermediaries such as banks or governments, which regulated or looked after them. Importantly, there were also no underlying assets behind them. However, in the future, in case the Bank of Thailand issued its own Central Bank Digital Currency (CBDC), the Company might consider participating in the related activities or operate related businesses.

3. As regards the year 2022 in which the Ministry of Finance announced that the land and building tax rates remained unchanged and there would be no reduction as in the prior year, the Company might be affected somewhat. This was mainly because most of the Company's land and buildings were for improvement and development for sale. They were not left abandoned.

Mr. Kitti Rattanakornkul (Shareholder)

He asked whether ttb could be requested to assist in acquiring customers for MBK Life Assurance Public Company Limited (MBK LIFE) and Thanachart Broker Company Limited. He also asked where MBK LIFE could acquire customers from and what strategy it used to ensure business growth.

Mr. Suphadej Poonpipat responded as follows:

MBK LIFE was in the process of changing its name to TLife Assurance Public Company Limited (TLife). It was expected that the change would be completed in the third quarter of 2022. Currently, the Company held a 100 percent equity stake in the subsidiary. As regards the channels for acquiring customers, MBK LIFE still had a rather limited number of products, mainly due to the fact that the expansion of the base of insurance brokers and agents was not significant enough. As well, it was not possible for ttb to assist. As ttb already signed an agreement with another assurance company, the bank could not sell MBK LIFE's products. As a result, MBK LIFE had to offer its assurance products through brokers and agents, which currently included TM Broker Company Limited whose 100 percent equity stake was owned by the Company. In this connection, TM Broker served as a broker assisting in acquiring customers. Currently, MBK Life was supported by about 4,000 agents, of whom about 1,000 were active. However, MBK LIFE already set a target to increase the number of agents to 10,000 within the next two years.

Mr. Kitti Rattanakornkul (Shareholder)

1. As electric vehicles (EV) became increasingly more popular, the shareholder asked whether this had impacts on or posed a risk against Thanachart Group. In this connection, he also asked what strategies or adjustments would be implemented to accommodate such situation.

2. The rising inflation rate caused the U.S. Federal Reserve (FED) to announce interest rate increases. The shareholder asked whether the hikes had impacts on Thanachart Group and what plan the Group came up with to deal with the increases.

3. He asked whether the Company or member companies of Thanachart Group currently had any investments which were related to Russia or Ukraine.

4. The shareholder asked about the Company's shareholding percentage in Seacon Development Public Company Limited (Seacon). He also asked about Seacon's operating results in 2021.

5. He asked whether ttb could be requested to support or assist Thanachart Securities Public Company Limited (TNS) in acquiring customers in the future.

Mr. Somjate Moosirilert responded as follows:

1. Ratchathani Leasing Public Company Limited (THANI) already penetrated into the electronic vehicle (EV) market, in which the prices of the vehicles were rather high. As a result, over the past one to two years, sales of electric vehicles accounted for only a small part of total vehicle annual sales. Meanwhile, ttb's working teams had been closely monitoring the development in order to make it manageable. They took into consideration what impacts would be on the prices of used cars or old model vehicles if electric vehicles became increasingly more popular. In this connection, they were of the opinion that there was still sufficient time to get prepared for addressing such situation.

2. As regards the rising inflation, it was already anticipated that inflation rates, overseas and in Thailand, would rise. The central bank of each country, particularly the Fed of the United States, had to adjust interest rates. There were two markets in Thailand, which might be affected. These included: (1) the financial market whereby there was still no impact in Thailand as the country was inundated with excess liquidity and the economy was expected to continue recovering with the Monetary Policy Committee (MPC) maintaining policy rate; and (2) the capital market which might affect Thanachart Group's investment and money management costs to a certain degree but not much. Nevertheless, the interest rate hikes had positive impacts on and were beneficial to life assurance business and insurance business which member companies of Thanachart Group operated.

3. The Company and member companies of Thanachart Group had no investments, direct or indirect, which were related to Russia and Ukraine.

4. The combined equity stake held by Company and Thanachart SPV2 Company Limited (SPV2) in Seacon amounted to 7.03 percent, as disclosed in the financial statements. In this connection, the business of Seacon was affected by the Covid-19 pandemic. Net profit of Seacon in 2021 decreased when compared to the prior year. However, its business remained profitable, most likely because a major part of its customer base consisted of domestic customer groups.

5. Based on ttb's announcement regarding the acquisition of a 10 percent stake in Thanachart Insurance Public Company Limited (TNI) and Thanachart Securities Public Company Limited (TNS), one of the key objectives was to bring about cooperation between Thanachart Group and ttb. In this connection, the two companies would benefit from using ttb's networks and customer base to support their business operations. Currently, some initial cooperation was already witnessed. With regard to ttb's assistance in supporting the business operations of the two companies, shareholders would see increasingly more activities or actions taken in concrete terms.

Mr. Wittaya Kitwattanaboon (Shareholder)

The shareholder asked about the future direction of Thanachart Group. He asked whether there would be any additional mergers and acquisitions or the Company wanted to focus solely on financial businesses or there would be a policy to be implemented in any additional direction.

Mr. Banterng Tantivit responded as follows:

The Company expanded its financial business by establishing Thanachart Plus Company Limited (T-Plus) which provided asset-based financing services. Its operating results were quite good and it would expand business further. In addition, the Board of Directors had a policy to promote growth and strengthen the organization. In this regard, the Board continued studying business expansion by identifying additional investment opportunities and exploring business channels in different areas, which were not limited to just financial business. In case they were considered good opportunities which did not pose a too high risk but generated an appropriate rate of return, the Company would make additional investments for further business expansion. In this connection, such business expansion would require investment which used not only part of the proceeds from the issuance and offer for sale of the debentures proposed earlier for shareholders' approval under the previous agenda item, but also the remaining profit after the dividend payment, which was not a great amount.

Mr. Somsak Vanichvasin (Shareholder)

The shareholder asked whether the Company had a policy to operate fintech business.

Mr. Suphadej Poonpipat responded as follows:

The Company was in the process of studying and finding opportunities to operate fintech business. However, in view of the constraints related to the planned investments as well as knowledge, expertise and in-depth understanding in such business, it was expected that the Company would not operate or expand business in this direction yet. Meanwhile, ttb already started expanding and investing in fintech business. In this regard, over the next one or two years, the Company might not make investments which required a lot of money. However, it might make joint investments in the businesses under study, which did not require a large amount of investment. This would enable the Company to develop further the budding business offshoots in the future.

Mr. Vanchai Kantanon (Shareholder)

He asked whether, over the next five years, the Company would have an opportunity to or could pay a dividend at a higher rate than the current one. He also asked whether the Company had a plan to develop businesses other than the existing ones or whether it had a policy to operate businesses abroad.

Mr. Banterng Tantivit responded as follows:

Over the next five years, in case the operating results of the Company's key subsidiaries and associate companies recovered with good rates of return and there was no Covid-19 situation or any other event with negative impacts which might prevent member companies of Thanachart Group and associate companies from achieving organic growth, the Board of Directors would consider paying a higher dividend rate as deemed appropriate.

Currently, the Company was not under the regulation of the Bank of Thailand. As a result, it was able to operate businesses which were not limited to just finance business. In this connection, the Company was provided with an opportunity to study and monitor a wider range of business trends. However, emphasis

had to be placed on the businesses which did not pose a too high risk and were operable. The business which was being currently conducted by the Company was development of existing real estate for sale, such as the land in Phuket. In the past, the Company was not able to develop them or do anything apart from maintaining and looking after the properties, ensuring that they were not left abandoned, as the development would violate the rules and regulations of the Bank of Thailand. However, the Company could do them now. In case the market situation or economic conditions improved, the Company would develop and divide the land into smaller plots, aiming at making it more attractive for the purposes of adding value to the properties and offering them for sale later. In this regard, in case shareholders had suggestions or channels for operating other interesting businesses, they could make suggestions to the Board of Directors. If the channels or opportunities were viable, the Board of Directors would take them into consideration later.

With regard to operating businesses abroad, currently the Company had no policy to make overseas investments or operate businesses abroad.

As there was no one proposing any other item for consideration, the Chairman declared the meeting closed.

The meeting was closed at 15:54 hours.

(Signed) Banterng Tantivit Chairman of the meeting
(Banterng Tantivit)

(Signed) Panupan Tuangthong Keeper of the minutes
(Panupan Tuangthong)

Supporting Document

Agenda Item 6: To consider the election of directors replacing those retiring by rotation.

The remuneration guideline

The Company takes into consideration the appropriate structure and overall components of the Board of Directors as well as the qualifications in compliance with the related laws and regulations and suitable competency in order to govern the business operation of the Company in line with the nomination process.

Profile of the retiring director proposed to shareholders for re-election for another term



Name and surname	Mr. Suphadej Poonpipat
Type of directorship	Executive Director
Current position	Vice Chairman and Chairman of the Executive Committee
Age	72 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> - Master of Science, University of Wisconsin, USA - Bachelor of Business Administration and Accounting, Chulalongkorn University
Directorship and executive training program	<p><u>Thai Institute of Directors Association</u></p> <ul style="list-style-type: none"> - Certificate, Director Accreditation Program (DAP), Class 8/2004 - Certificate, Role of the Compensation Committee (RCC), Class 15/2012 - Certificate, Role of the Chairman Program (RCP), Class 28/2012 - Certificate, Financial Institutions Governance Program (FGP), Class 4/2012 <p><u>Thanachart Bank Public Company Limited</u></p> <ul style="list-style-type: none"> - Anti Corruption for Executives, Class 1/2014 - Anti-Corruption for Executives 2017 - Block Chain Technology 2018 <p><u>Capital Market Academy, The Stock Exchange of Thailand</u></p> <ul style="list-style-type: none"> - Certificate, Capital Market Academy Leadership Program, Class 8/2009 <p><u>The Bank of Thailand</u></p> <ul style="list-style-type: none"> - Cyber Resilience Leadership: Herd Immunity 2021 <p><u>TMB Bank Public Company Limited</u></p> <ul style="list-style-type: none"> - 2020 Cyber Security Awareness for BoD, Personal Data Protection Act, Economic and Sectoral Outlook: A High-Frequency Data Perspective <p><u>TMBThanachart Bank Public Company Limited</u></p> <ul style="list-style-type: none"> - Security Awareness Training: Cybersecurity and Cyber Resilience - Decentralized Finance (DeFi), Digital Marketing Strategy, Open Banking and Virtual Banking, ESG - Environmental, Social, Governance
Date of holding directorship	23 May 1983
No. of year holding directorship	39 Years 11 Months
Position in other listed compan	<p><u>3 Company</u></p> <ul style="list-style-type: none"> - Vice Chairman and Vice Chairman of the Executive Committee, TMBThanachart Bank Public Company Limited - Vice Chairman, Member of the Corporate Governance and Sustainability Committee, Chairman of the Nomination and Compensation Committee and Chairman of the Executive Committee, MBK Public Company Limited

	<ul style="list-style-type: none"> - Chairman and Chairman of the Good Corporate Governance Committee, PRG Corporation Public Company Limited 	
Position in other non-listed company	<u>5 Company</u> <ul style="list-style-type: none"> - Vice Chairman and Chairman of the Executive Committee, Thanachart Insurance Public Company Limited - Chairman, T Life Assurance Public Company Limited (Formerly known as “MBK Life Assurance Public Company Limited” changed the name of the company since July 2022) - Director, Siam Piwat Holding Company Limited - Director, MBK Resort Public Company Limited - Director, Siam Piwat Company Limited 	
Position in competitor business in relation to the Company that may cause a conflict of interest	None	
Work experience	<ul style="list-style-type: none"> - Vice Chairman, Chairman of the Executive Committee and Member of the Succession Committee, Thanachart Bank Public Company Limited - Chairman, DMS Property Investment Private Company Limited - Chairman, Thanachart Insurance Public Company Limited - Chairman of the Risk Management Committee and Chief Executive Officer, Thanachart Capital Public Company Limited - Chairman of the Executive Committee, Patum Ricemill and Granary Public Company Limited - Director, Royal Orchid Hotel (Thailand) Public Company Limited - Director, Thai Royal Orchid Real Estate Company Limited - Vice Chairman of the Executive Committee, MBK Public Company Limited 	
No. of TCAP share held	None	
Shareholding as compared to the total number of voting rights (percent)	None	
Meeting attendance in 2022	<ul style="list-style-type: none"> - Board of Directors - Board of Executive Directors 	12 out of 12 meetings 12 out of 12 meetings

Profile of the retiring director proposed to shareholders for re-election for another term



Name and surname	Mrs. Siripen Sitasuwan	
Type of directorship	Independent Director	
Current position	Chairperson of the Audit Committee and Member of the Nomination, Remuneration, and Corporate Governance Committee	
Age	74 Years	
Nationality	Thai	
Educational qualification	<ul style="list-style-type: none"> - Master of Business Administration, Wichita State University, Kansas, USA - Bachelor of Business Administration and Accounting, Chulalongkorn University 	
Directorship and executive training program	<p><u>Thai Institute of Directors Association</u></p> <ul style="list-style-type: none"> - Certificate, Director Certification Program (DCP), Class 33/2003 - Certificate, Role of the Compensation Committee (RCC), Class 4/2007 - Certificate, Audit Committee Program (ACP), Class 32/2010 <p><u>Thanachart Bank Public Company Limited</u></p> <ul style="list-style-type: none"> - Anti Corruption for Executives, Class 1/2014 - Anti-Corruption for Executives 2017 <p><u>Singapore Institute of Directors</u></p> <ul style="list-style-type: none"> - Attendance for course LCD - Module 1: Listed Company Director Essentials- Understanding the Regulatory Environment in Singapore: What Every Director Ought to Know - Attendance for course LCD - Module 2: Audit Committee Essentials - Attendance for course LCD - Module 3: Risk Management Essentials - Attendance for course LCD - Module 4: Nominating Committee Essentials - Attendance for course LCD - Module 5: Remuneration Committee Essentials 	
Date of holding directorship	23 May 2000	
No. of year holding directorship	22 Years 11 Months	
Position in other listed company	<p><u>2 Companies</u></p> <ul style="list-style-type: none"> - Member of the Audit Committee and Member of the Sustainability and Risk Management Committee, Sermasuk Public Company Limited - Member of the Audit Committee and Member of the Information Technology & Cybersecurity Committee, Frasers Property Company Limited - Singapore 	
Position in other non-listed company	None	
Position in competitor business in relation to the Company that may cause a conflict of interest	None	
Work experience	<ul style="list-style-type: none"> - Chairperson of the Audit Committee, Member of the Remuneration Committee and Member of the Nomination Committee, Fraser and Neave, Limited (Singapore) - Chairperson of the Audit Committee, Thai Solar Energy Public Company Limited - Chairperson, Solaris Asset Management Company Limited 	
No. of TCAP share held	None	
Shareholding as compared to the total number of voting rights (percent)	None	
Meeting attendance in 2022	<ul style="list-style-type: none"> - Board of Directors - Nomination, Remuneration, and Corporate Governance Committee - Audit Committee 	<p>12 out of 12 meetings</p> <p>6 out of 6 meetings</p> <p>13 out of 13 meetings</p>

Profile of the retiring director proposed to shareholders for re-election for another term



Name and surname	Mr. Tiraphot Vajrabhaya	
Type of directorship	Independent Director	
Current position	Chairman of the Nomination, Remuneration, and Corporate Governance Committee and Member of the Audit Committee	
Age	70 Years	
Nationality	Thai	
Educational qualification	<ul style="list-style-type: none"> - Master of Business Administration, Boston University, USA - Bachelor of Arts in Economics and Commerce, University of Melbourne, Australia 	
Directorship and executive training program	<u>Thai Institute of Directors Association</u> <ul style="list-style-type: none"> - Certificate, Director Certification Program (DCP), Class 197/2014 - Certificate, Role of the Compensation Committee (RCC), Class 19/2014 <u>Thanachart Bank Public Company Limited</u> <ul style="list-style-type: none"> - Anti Corruption for Executives, Class 1/2014 - Anti-Corruption for Executives 2017 - Block Chain Technology 2018 	
Date of holding directorship	3 April 2014	
No. of year holding directorship	9 Years	
Position in other listed company	None	
Position in other non-listed company	<u>2 Companies</u> <ul style="list-style-type: none"> - Director, U.S.P.N. Company Limited - Managing Director, T.V.V. Enterprise Company Limited 	
Position in competitor business in relation to the Company that may cause a conflict of interest	None	
Work experience	<ul style="list-style-type: none"> - Director, U.V.S.P. Company Limited 	
No. of TCAP share held	None	
Shareholding as compared to the total number of voting rights (percent)	None	
Meeting attendance in 2022	<ul style="list-style-type: none"> - Board of Directors - Nomination, Remuneration, and Corporate Governance Committee - Audit Committee 	<p>12 out of 12 meetings</p> <p>6 out of 6 meetings</p> <p>13 out of 13 meetings</p>

Qualifications of the Independent Director

The independent director must not have any business or participate in the management or does not have any benefit related to the Company, which may have impact on his/her independent decision making. The Company's criteria related to the qualifications of the independent director are stricter than those indicated in the Notification of the Capital Market Supervisory Board No. Tor. Jor. 39/2016 regarding the application for and approval of offer for sale of newly issued shares dated 30 September 2016, The criteria can be summarized as follows:

1. Holding shares not more than 0.5 percent of the total number of shares with voting rights of the company as well as holding no more than 1.0 percent of the total voting shares of the parent company, subsidiary, associate company, major shareholder, controlling person or party that may have a conflict of interest, including shares held by persons related to such Independent Director. (The Company specifies a more stringent qualification than that of the Capital Market Supervisory Board, which specifies at not more than one percent).

2. Is not now and never has been an executive director, employee, staff, advisor who receives salary, or a controlling person of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the appointment date. This restriction does not include cases in which the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company.

3. Not being a person related by blood or registration under laws such as father, mother, spouse, sibling and child, including spouse of children of any director, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling person of the Company or its subsidiary company.

4. Does not have and never had a business relationship with the Company, subsidiary company, associated company or major shareholder or controlling person that may have a conflict of interest that obstructs the independent opinion. As well, any independent director is not now and never has been a significant shareholder, controlling person of any person having a business relationship with the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.

The business relationship shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, pledging assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the Company or from 20 million baht or more, whichever amount is lower. In this connection, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, mutatis mutandis. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of one year prior to the date of establishing the business relationship with the related person.

5. Is not now and never has been an auditor of the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner of an audit firm which employs auditors of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.

6. Is not now and never has been a professional service provider, including a legal advisor or a financial advisor who receives service fees of more than two million baht per year from the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner of the professional service provider, unless the foregoing relationship has ended not less than two years prior to the appointment date.

7. Not being a director appointed as a representative of any director of the Company, any major shareholder or a shareholder related to the major shareholders.

8. Not operating any business that is of the same status and in competition with the Company or subsidiary company. Not being a significant partner of a partnership or an executive director, employee, staff or advisor who receives a salary or holds more than one percent of total number of shares with voting rights of any other company which operates business in the same status and in competition with the Company or subsidiary company.

9. Not having any business nor being an executive director nor having related benefit that may obstruct the independent opinion. As well, an independent director must not have any prohibited characteristic that undermines independence in carrying out the duties in the Company's operations.

Every Independent Director is independent to express opinions without interest in benefit in terms of assets or working position; from the pressure of any person or any group of people as well as from any circumstances that could affect their opinion expression.

Supporting Document

Agenda Item 7: To consider the appointment of the auditor and determine the audit fees for 2023

Names of auditors and the audit firm:

1. Ms. Somjai Khunapasut Certified Public Accountant (Thailand) No. 4499 and/or
2. Ms. Ratana Jala Certified Public Accountant (Thailand) No. 3734 and/or
3. Ms. Narissara Chaisuwan Certified Public Accountant (Thailand) No. 4812

These are the auditors of EY Office Limited

• Brief profiles of the three auditors:

Name : Ms. Somjai Khunapasut
Certified Public Accountant (Thailand) No. 4499

Age : 52 years

Education : Master of Accounting, Thammasat University

Position in the Audit Firm : Partner

Auditing Experience :

- Ratchthani Leasing Public Company Limited
- Thai Insurance Public Company Limited
- Thanachart Insurance Public Company Limited
- Thanachart Securities Public Company Limited
- Thanachart Fund Management Company Limited
- LH Financial Group Public Company Limited
- Land and Houses Bank Public Company Limited
- Muang Thai Insurance Public Company Limited
- Thaivivat Insurance Public Company Limited
- The Navakij Insurance Public Company Limited
- Muangthai Leasing Public Company Limited
- S 11 Group Public Company Limited
- TISCO Bank Public Company Limited
- TISCO Financial Group Public Company Limited
- Thai Samsung Life Insurance Public Company Limited
- Manulife Insurance (Thailand) Public Company Limited



Name : **Ms. Ratana Jala**
 Certified Public Accountant (Thailand) No. 3734

Age : 57 years

Education : Master of Accounting, Thammasat University

Position in the Audit Firm : Partner

Auditing Experience :

- Thanachart Capital Public Company Limited
- Thanachart Bank Public Company Limited
- Maybank Kim Eng Securities (Thailand) Public Company Limited
- TISCO Financial Group Public Company Limited
- TISCO Bank Public Company Limited
- Capital Nomura Securities Public Company Limited
- Bualuang Securities Public Company Limited



Name : **Ms. Narissara Chaisuwan**
 Certified Public Accountant (Thailand) No. 4812

Age : 51 years

Education : Master of Accounting, Chulalongkorn University

Position in the Audit Firm : Partner

Auditing Experience :

- Bangkok Health Insurance Public Company Limited
- MBK Life Assurance Public Company Limited
- Road Accident Victims Protection Company Limited
- Tune Insurance Public Company Limited
- Indara Insurance Public Company Limited
- Nam Sin Insurance Public Company Limited
- Muang Thai Insurance Public Company Limited
- Krungthai Panich Insurance Public Company Limited
- Generali Life Assurance (Thailand) Public Company Limited
- Generali Insurance (Thailand) Public Company Limited



- **Audit Fees**

For the Company's 2023 financial statements, EY Office Limited proposes the audit fees for 2023 in the amount of 1,000,000 baht, Which equals the audit fees paid for the Year 2022.

- **Non-Audit Fees**

The Company does not pay any other fee to the auditors.

- **Relationship with the Company**

EY Office Limited and the proposed auditors do not have any relationship with or any interest in the Company, subsidiary companies, associated companies, executives, and major shareholders or related person of the said parties. As a result, they are independent in carrying out their duties and in expressing their opinions on the financial statements.

- **Number of Years as Auditor of the Company**

All three proposed auditors were approved by the Annual General Meetings of Shareholders and have been auditing for the Company in the past with the following details:

Name	Approval by AGM	No. of years as auditor of the Company
1. Ms. Somjai Khunapasut	Years 2015 – 2022	5
2. Ms. Ratana Jala	Years 2013 - 2017 and Years 2019 – 2022	5 -
3. Ms. Narissara Chaisuwan	Years 2020 – 2022	-

- **Auditor of the Company's Subsidiary Companies**

The auditors of EY Office Limited are the auditors of the Company and its subsidiaries.

- **Opinion of the Audit Committee**

The Audit Committee takes into consideration that the auditors of EY Office Limited are knowledgeable and comprehensive in Thanachart Group's business operations. Moreover, their previous performance were high quality and creditable. As a result, the Audit Committee had a resolution to propose the auditors of EY Office Limited as the auditors of the Company and its subsidiaries.

**Clarifications on meeting attendance,
appointment of proxy holder (as the case may be),
method of appointing a proxy, and voting
and counting of the voting results**

**1. Documents required to meeting attendance, appointment of proxy holder
(as the case may be)**

1. For individual shareholder

- 1.1 The shareholder attends the meeting in person. A photocopy of a valid photo-ID document issued by a government authority such as a national identification card, a government official ID card, a driving license, an international driving license, a foreigner identification card, or a passport. If there is name - last name changed, please provide the evidence. Such document must be certified as true and correct by such shareholder.
- 1.2 The shareholder appoints a proxy holder.
- a) Proxy statement in the form as attached to the Notice of the Meeting to shareholders, duly filled out and signed by the shareholder and the proxy holder together with a duty stamp of 20 baht affixed.
 - b) A photocopy of the shareholder's valid ID card issued by the state agency, as specified in Item 1.1 above, which is certified by the grantor of proxy (shareholder) as a true copy.
 - c) A photocopy of identification document issued by the state agency as referred to in Item 1.1 of the proxy holder.

2. For shareholder who is a juristic person

- a) Proxy statement in the form as attached to the Notice of the Meeting to the shareholder, duly filled out and signed by the proxy grantor and the proxy holder, together with a duty stamp of 20 baht affixed.
- b) A photocopy of the Certificate of Incorporation of the juristic person owning the shares, which is certified a true copy by the juristic person's representative. The certificate must contain a statement showing that the juristic person's representative who signs the proxy form is authorized to legally act on behalf of the juristic person shareholder.
- c) A photocopy of the valid ID card of the juristic person's representative signing on the proxy statement, as referred to in Item 1.1 above, which is issued by the state agency and is certified by the juristic person's representative as a true copy.

- d) A photocopy of identification document issued by the state agency as referred to in Item 1.1 of the proxy holder.

3. For shareholder who is a non-Thai citizen or is a juristic person established in accordance with the law of a foreign country

Items 1 and 2 above can be applied, mutatis mutandis, to the shareholder or attendee who is non-Thai citizen or who is a juristic person established under the foreign law, depending on the case, provided that the following regulations are complied with;

- a) The document certifying the identity of the juristic person can be issued by a state agency of the country where the juristic person is based, or by an official of the juristic person. The document must include details of the name of the juristic person, the persons authorized to sign on the juristic person's behalf, as well as any conditions or restrictions imposed on such authorized signatories. The document must also state the address of the head office of the juristic person.
- b) Any original document not written in English must be submitted together with the English translation. The representative of the foreign juristic person must certify the accuracy and correctness of the translation

2. Authorization of Proxy

The Company has prepared the following three proxy forms in line with the Ministry of Commerce's requirements.

- Proxy Form A is a general and simple form that provides the proxy holder with authority to consider and vote on behalf of the grantor of the proxy on all agenda items in a manner as deemed appropriate by the proxy holder.
- Proxy Form B is a form that gives a list of agenda items on which the proxy is granted in a clear and detailed manner. The grantor of the proxy can choose to specify that the proxy holder is authorized to consider and vote on behalf of the grantor of the proxy on all agenda items in a manner as deemed appropriate by the proxy holder. Or the grantor of the proxy can request the proxy holder to vote in the manner clearly specified by the grantor in the proxy form for each agenda item.
- Proxy Form C is a form used by a foreign shareholder who has appointed a custodian in Thailand to take deposit and take care of shares.

In this connection, the Company has sent Proxy Form B together with the Notice of Annual General Meeting. In case the shareholder wants to use Proxy Form A or Proxy Form C, the forms are available for download at www.thanachart.co.th.

Shareholders who are unable to attend the meeting in person may appoint any other party or a member of the Company's Board of Directors (based on the list of board members specified by the

Company) as proxy holder to attend the meeting and vote at the annual general meeting on their behalf as follows:

1. The shareholder appoints any other person as a proxy holder.

The proxy grantor can appoint only one proxy holder to attend and vote at the meeting on his/her behalf and shall not allocate the number of shares to several proxy holders to vote separately.

2. The shareholder appoints one of the Company's Directors as a proxy holder.

Name	Position	Age	Address
1. Mrs. Salinee Wangtal	Member of the Audit Committee and Member of the Risk Oversight Committee (Independent Director)	68	199/9 Sukhumvit 21 Road, Kwaeng Khlong Toei, Khet Khlong Toei, Bangkok. 10110
2. Dr. Thanachart Numnonda	Chairman of the Risk Oversight Committee (Independent Director)	57	273/96 Village 23, Srichand Road, Kwaeng Baan Ped, Muang District, Khon Kaen. 40000
3. Mr. Somjate Moosirilert	Member of the Executive Committee, Member of the Risk Oversight Committee, and Chief Executive Officer (Executive Director)	67	93/84 Soi Petchkasem 7, Petchkasem Road, Kwaeng Wat Tha Phra, Khet Bangkokyai, Bangkok. 10600

The above Directors do not have extra interests over other Directors in every Agenda Item.

- a. In appointing the Company's Directors as proxy holders, please give names and details of all three directors (sorting from the desire of shareholders in order). If the first Director is not able to attend the meeting, the next order of the Director who attends the meeting will be able to act as the proxy holder to attend and vote in the meeting on your behalf.
- b. The proxy grantor must fill in information and place his/her signature on the proxy form and prepare all related documents for registration indicated under the topic No. ***"1. Documents required to meeting attendance, appointment of proxy holder (as the case may be)"***. Please send the documents prior to the meeting date to "Corporate Secretary Office", 17th Floor, Thanachart Capital Public Company Limited, 444 MBK Tower, Phayathai, Wangmai, Pathumwan, Bangkok 10330 or using the business reply envelop that has been sent to the shareholders. **(In case of sending the proxy statement via postal mail, please send it by 31 March 2023).**

3. Voting and Counting of the voting results

■ Voting

- (1) One share equals to one vote for both ordinary and preferred shares.
- (2) In voting for each agenda item, the Chairman will ask the meeting to cast votes through the e-Meeting system. The meeting participants must select only one of the three voting choices, which are “Approve”, “Disapprove” and “Abstain”. In case the shareholders do not vote in any agenda, it shall be deemed that the shareholders vote approve for the agenda.
 - Any shareholder having a conflict of interest with regard to the agenda item under consideration will not be entitled to voting on such item. However, this does not apply to the election of directors, in which no shareholder is prohibited from casting their votes.
- (3) In case the shareholders who appoint proxy holders to attend the meeting on their behalf have stated their voting intention in the proxy form, the Company will include their votes (as specified by the shareholders in the proxy form) into the vote counts in advance, after the proxy holders registered their attendance of the meeting. The votes of the shareholders stated in the proxy form will be added to the votes cast by the shareholders at the meeting.
- (4) At the election of the directors, the shareholders’ meeting may vote for the directors, either one candidate at a time or candidates consisting in a group or by any other method as it deems expedient, but in each resolution, a shareholder must exercise his right according to the number of votes specified under Item (1) and his votes shall not be distributed howsoever to elect the candidate(s). For transparency, the Company provides shareholders to vote for each Director separately by using ballots specified the name of each Director separately without ballots for voting all directors.


■ Vote Counts

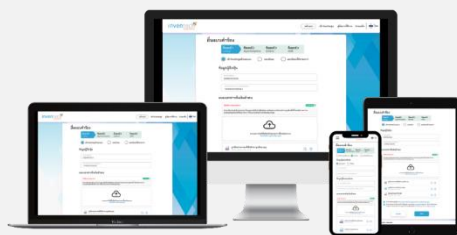
1. In counting votes for each agenda item, the Company will deduct the disapproval and abstained votes of the shareholders present at the meeting as well as the disapproval and abstained votes of the shareholders who appointed proxy holders, which are recorded by the Company in advance at the time the proxy holders registered their presence at the meeting, from the total votes of the shareholders present at the meeting for the agenda item concerned. The remaining amount of votes after the deductions is considered as approval votes.
2. The Chairman or assigned person shall announce the voting results after the voting process for each agenda item is completed by reporting approval, disapproval, abstain, and invalid votes.
3. In the event of a tie, the Chairman of the meeting shall cast the deciding vote although he is not a shareholder of the Company.

Procedures related to attendance of the Annual General Meeting of Shareholders for the Year 2023 via electronic media and summary of submitting the meeting application and registration for the Meeting

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

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

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/TCAP161652R> or scan QR Code  and follow the steps as shown in the picture



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

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

2. The electronic registration will be available from 31 March 2023 at 8:30 a.m. Until the end of the meeting.
3. The electronic conference system will be available on 7 April 2023 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders and/or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit a request form via electronic media, or sending a well-completed Proxy Form together with required documents to the Company in advance of the scheduled meeting date by using the enclosed return envelope to ensure orderly preparation for the meeting.

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



02-931-9130



@inventechconnect

The system available during 31 March 2023 – 7 April 2023 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)




Report a problem

@inventechconnect

Installation Guide for Webex Meetings


For Shareholders use via PC/Laptop is not install application, for use via Mobile are install steps as follows.

For IOS Operating System

- 1 Go to Application **App Store** 
- 2 Search **Webex Meetings**
- 3 Click **"GET"** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone



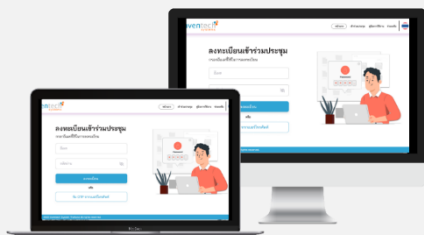
For Android Operating System

- 1 Go to Application **Play Store** 
- 2 Search **Webex Meetings**
- 3 Click **"INSTALL"** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone



Step for registration for attending the meeting (e-Register)

- 1 Click registration link URL for join meeting from email approve
- 2 Get Username and password or request OTP to login
- 3 Click "Register" button the system has already registered and counted
- 4 Then click "Join Attendance" button
- 5 Click "Watch Meeting" button



- 6 Click "Open Webex" button
- 7 Use Cases PC/Laptop: Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows
 - 7.1 Fill in the Name and Email Address to match the information you submitted the request form.
 - 7.2 Click on "Next" button
- 8 Click on "Join" button to get in to meeting.

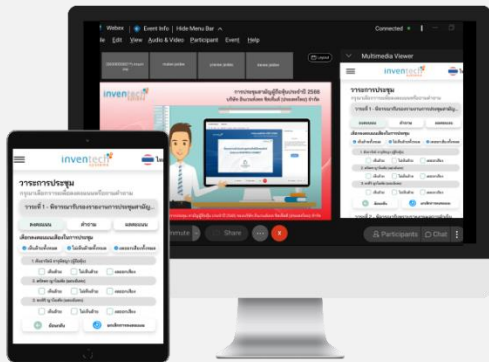
- 6 Use Cases Mobile/iPad: Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows
 - 6.1 Fill in the Name and Email Address to match the information you submitted the request form.
 - 6.2 Click on "OK" button
- 7 Click on "Allow" for accept access for application
- 8 Click on "Join" button to get in to meeting.





Step voting process (e-Voting)

Use Cases PC/Laptop

- 1 Click “Continue” button on menu “Multimedia Viewer”.
- 2 Get email and password that you received from your email or request OTP
- 3 Click on “Login” button
- 4 Then click on “Join Attendance” button
- 5 Select which agenda that you want to vote
- 6 Click on “Vote” button
- 7 Click the voting button as you choose
- 8 The system will display status your latest vote



Use Cases Mobile/iPad

- 1 Click on “Participants” or symbol 
- 2 Click on menu “Chat” and choose message from Inventech Connect (Android) or click on “Chat” or Symbol  (iOS)
- 3 Click link in the chat message.
- 4 Click on “Continue” button
- 5 Get email and password that you received from your email or request OTP
- 6 Click on “Login” button
- 7 Then click on “Join Attendance” button
- 8 Select which agenda that you want
- 9 Click on “Vote” button
- 10 Click the voting button as you choose
- 11 The system will display status your latest vote

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

Step to ask questions via Inventech Connect



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

Installation Guide for Webex Meetings and How to use Inventech Connect



User Manual e-Request



User Manual e-Vote

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

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video : Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

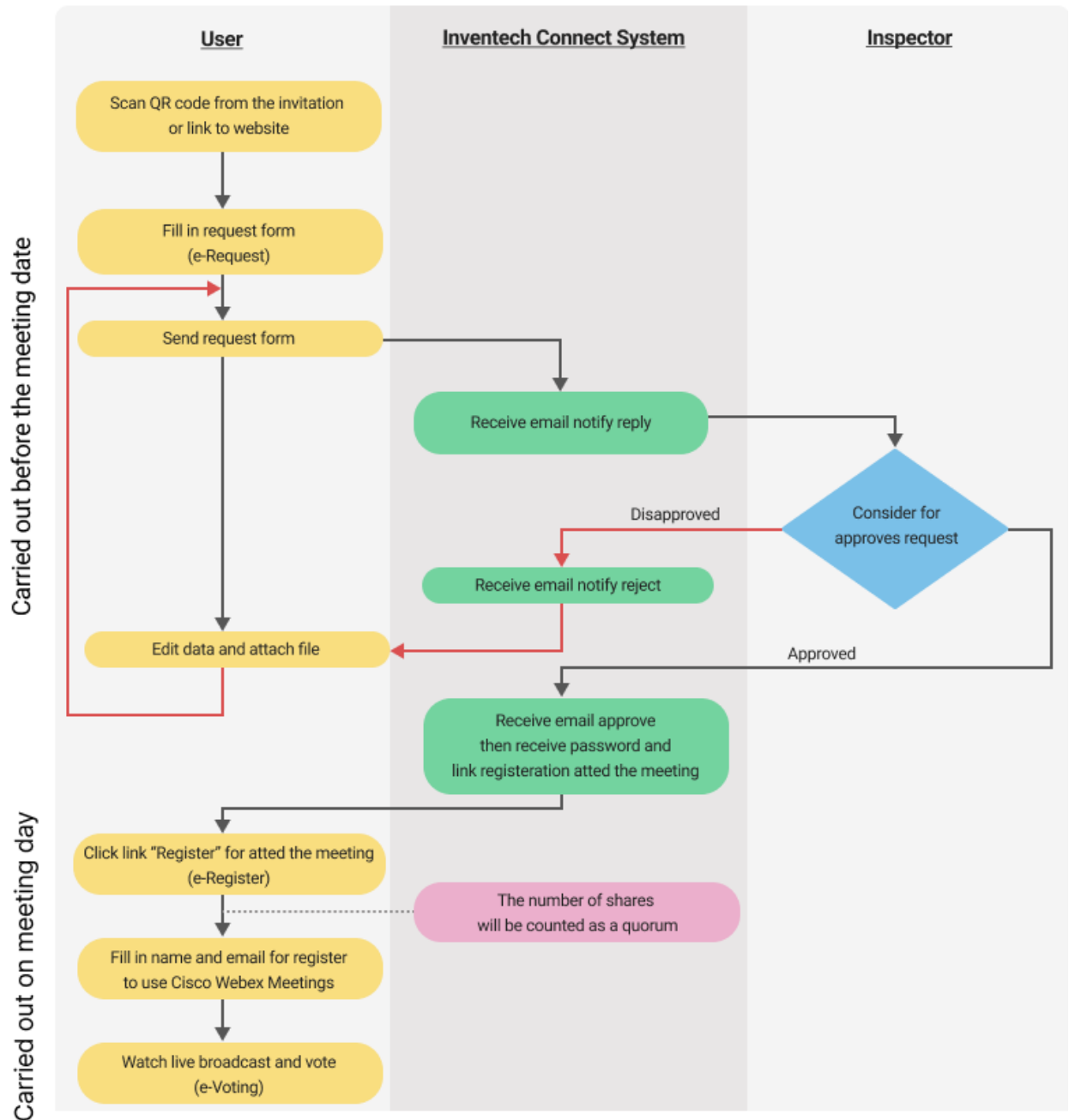
**** The system does not supported internet explorer.**

In using the Meeting system, please study the details of

INVENTECH CONNECT system user manual at www.thanachart.co.th

under “Shareholder Information” of “Investor Relations” Section

Flowchart for the Registration and Meeting Attendance via e-Meeting



Condition of use

In case Merge account/change accounts

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

In case Exit the meeting

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

The Company's Articles of Association in relation to the Annual General Meeting of Shareholders

Share Transfer

Article 14. Prior to each shareholders' meeting, the Company may provisionally suspend the registration of share transfer but in no case shall it be longer than 21 days before the date of the meeting whereupon it shall announce this to the shareholders in advance at the Head Office and all branches not less than 14 days prior to the commencement day of suspending the registration of share transfer.

Article 15. The Company may provisionally suspend the registration of share transfers in order to specify several rights to the shareholders such as the right to receive dividends or the right to subscribe for new shares.

Directors

Article 16. The number of directors shall be in compliance with the adoption by the shareholders' meetings but shall not be less than 5 directors.

A director may or may not be a shareholder of the Company but not less than one half of the total number of directors must have a residence within the Kingdom of Thailand.

Article 17. The directors of the Company shall be appointed by the shareholders' meeting pursuant to the following criteria and methods:

- 1) A shareholder shall have one vote per share;
- 2) At the election of the directors, the shareholders' meeting may vote for the directors, either one candidate at a time or candidates consisting in a group or by any other method as it deems expedient, but in each resolution, a shareholder must exercise his right according to the number of votes specified under (1) and his votes may not be distributed howsoever to elect the candidate (s);
- 3) At the election of the directors, the votes shall be decided by majority. In case of a tie vote, the Chairman shall have a deciding vote.

Article 18. At every ordinary annual meeting, one-third of the directors during such time shall retire from office; if the number of directors to retire from office is not a multiple of three, then the number nearest to, but not exceeding one-third, shall be applied.

After these Articles of Association become effective, the directors due to retire from office pursuant to the first paragraph in the first and the second years shall be determined by ballots. In every subsequent year the directors who have served longest in office shall retire. Upon an occasion where several directors who have been in office for an equal

length of time exceed the number of directors due to retire from office for such time, the directors due to retire shall be determined by ballots.

A retiring director based on the foregoing shall be eligible for re-election.

Article 23. A director is entitled to remuneration from the Company, namely gratuities, meeting allowances, rewards, bonuses or any other nature of interests pursuant to the Articles of Association or the consideration of the shareholders meeting. Such remuneration may be fixed or specified from time to time according to the regulations as laid out, or let it remain effective until there is a change. Moreover, the director is also entitled to a per diem and any fringe benefits according to the regulations of the Company.

The provision in the first paragraph shall not affect the rights of an officer or an employee, who has been appointed to be a director, to receive the remuneration and benefits in his capacity as an officer or an employee of the Company.

Article 30. The Board of Directors is authorized to appoint a number of directors as it deems appropriate to form the Executive Committee. One of the directors shall serve as Chairman of the Executive Committee, who is authorized to manage the Company's business as assigned by the Board of Directors. In addition, the Chief Executive Officer shall serve as ex-officio member of the Executive Committee. The Board of Directors is also authorized to appoint other sub-committees as it deems appropriate.

The members of the Executive Committee and/or the directors appointed as members of other sub-committees are entitled to remuneration and/or performance allowance as determined by the meeting of the Board of Directors. However, such entitlements shall not affect other remuneration or benefits which those directors may receive as directors under this Article. The Executive Committee is authorized to arrange or call a meeting as it deems appropriate. The Article 27, 28, and 29 can be applied mutatis mutandis.

The Shareholders' Meeting

Article 32. The Board of Directors shall organize a shareholders meeting to be held as an annual ordinary meeting within 4 months from the end of each accounting year of the Company. All other shareholders meetings, apart from the aforesaid meeting, shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders at any time it deems appropriate.

One or more shareholders holding not less than ten percent of the aggregate number of shares sold, by subscribing their names, may at any time request in writing that the Board of Directors summons an extraordinary meeting, provided that the reasons for summoning such meeting shall be clearly stated in such request.

In this regard, the Board of Directors shall summon a shareholders' meeting to be held within forty-five days as from the date of the receipt of the request from the shareholders.

In case the Board of Directors fails to arrange for the meeting within such period under paragraph four, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves summon the meeting within forty-five days as from the date of expiration of the period under paragraph four. 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 convening such meeting and the Company shall reasonably provide appropriate facilitation.

In the case where, at the meeting summoned by the shareholders under paragraph five, the number of the shareholders present at the meeting does not constitute a quorum as prescribed by Article 36, the shareholders under paragraph five shall jointly compensate the Company for the expenses incurred in holding that meeting.

Article 33. At least the following business should be transacted at an annual ordinary meeting:

- 1) Acknowledgement of the Board of Directors report on the operation of the Company during the previous year.
- 2) Approval of the balance sheet and the profit and loss accounts.
- 3) Approval as to the appropriation of profits.
- 4) Election of the directors to replace those retired by rotation.
- 5) Appointment of an auditor and approval on the audit fee of the Company.

Article 34. To summon a shareholders' meeting, the Board of Directors shall prepare a notice there of specifying the place, the day and time, the agenda and the matters to be proposed at the meeting by clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, including the submission of any comments by the Board of Directors on such matters (if any) together with any relevant details as may be reasonable. Such notice shall be sent to the shareholders and the Registrar not later than 7 days prior to the date of such meeting and published by newspapers for 3 consecutive days not later than 3 days prior to the date of the meeting.

Article 35. A shareholder may appoint any person as his proxy to attend the meeting and vote on his behalf, such proxy shall be made in writing and in the form prescribed by law and submitted to the Chairman or other person designated by the Chairman at the place of the meeting before the proxy attends the meeting.

Article 36. Not less than 25 shareholders present in persons or represented by proxies (if any) or not less than one-half of the total shareholders, whichever is less, holding not less than one-third of the shares distributed must be present at a shareholder's meeting to form a quorum.

If, within an hour of the time appointed for any shareholders meeting, the quorum is not present as prescribed, the meeting, if summoned upon the requisition of shareholders, shall be dissolved, If such meeting had not been summoned upon requisition of the shareholders, another meeting shall be summoned and a notice of such meeting shall be served on the shareholders not less than 7 days prior to the date of the meeting. At such meeting, no quorum shall be necessary.

Article 37. The Chairman shall preside as the chairman of the meeting, if the Chairman is absent or unable to perform his duties, the Vice-Chairman shall preside at such meeting. If there is no Vice-Chairman or he is absent or unable to perform his duties, the meeting shall then elect one of the shareholders presents at the meeting to be the chairman.

Article 38. The Chairman at a shareholders' meeting shall conduct the meeting in accordance with the law and the Articles of Association of the Company regarding a meeting (if any) and shall cause the meeting to be conducted in accordance with the order of agenda prescribed in the notice of such meeting, unless the meeting has passed a resolution by not less than two-thirds of the shareholders present at the meeting to alter the order of such agenda.

Article 39. A decision or resolution of the shareholders meeting shall be made by voting, and one share shall be counted as one vote notwithstanding the manner of voting. In case of a tie vote, the Chairman of the meeting shall have a deciding vote, whether or not he is a shareholder of the Company.

A shareholder having special related interest in a given matter has no right to vote on such matters except for the election of directors where there is no restriction.

Accounting, Financing, and Auditing

Article 42. The Company shall prepare a balance sheet and a profit and loss account and have the auditor to examine, audit and certify these twice a year, the first one covering the first six months period of the year ending 30th June and the other covering the last six months' period of the year ending 31st December.

Such balance sheet and profit and loss account for the period ending 31st December shall be submitted for approval by the Board of Directors at the following annual ordinary meeting.

Article 43. The Company must appropriate a portion of annual net profit as a reserve fund in the amount not less than 5 percent of the annual net profit less the accumulated loss brought forward (if any), until the reserve funds reach the amount not less than the amount prescribed by law.

Article 44. The Company may, upon the approval of the shareholders meeting, appropriate dividends whether in whole or in part by issuing new shares to shareholders, if the Company's shares

have not been allocated to the number of shares as registered or if the Company has registered an increase of its capital.

Article 45. The Board of Directors may from time to time pay the shareholders interim dividends as may appear to the Directors that the Company has gained sufficient profits and it is appropriate to do so.

The Company may pay an interim bonus to the directors according to the regulations prescribed by the shareholders meeting if it appears that the balance sheet and the profit and loss account as of 30th June are certified by the Company's auditor and the Company gains sufficient profit and it is appropriate to do so.

The excessive profit after paying dividend according to the resolution of the shareholders or after paying the interim dividend (if any) must be allocated in forms of various type of reserve according to the Board of Directors or allocated as a statutory reserve of the Company.

Article 46. The Payment of dividends shall be made within 1 month from the date of the meeting or upon the date the Board of Directors has passed the resolution, as the case may be.

Article 48. The auditor has the power to examine accounts, any other documents and evidence concerning income, expenditures, property and liabilities of the Company. He also has a duty to be present at a shareholders' meeting of the Company every time the balance sheets, profit and loss account and problems concerning the accounts of the Company are considered in order to give an explanation on the auditing to the shareholders, but he has, however, no right to vote.

แบบหนังสือมอบฉันทะ แบบ ข.
Proxy Form B

(ปิดอากรแสตมป์ 20 บาท)
(Duty Stamp 20 Baht)

เลขทะเบียนผู้ถือหุ้น
Shareholder's Registration No.

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____,
Date Month Year

(1) ข้าพเจ้า

I/We
อยู่บ้านเลขที่
Address

สัญชาติ
Nationality

(2) เป็นผู้ถือหุ้นของ บริษัท ทุนธนาชาติ จำกัด (มหาชน) (“บริษัทฯ”)

being a shareholder of Thanachart Capital Public Company Limited (“the Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม	หุ้น และออกเสียงลงคะแนนได้เท่ากับ	เสียง ดังนี้
holding the total amount of	shares and are entitled to vote equal to	votes as follows:
<input type="checkbox"/> หุ้นสามัญ	หุ้น ออกเสียงลงคะแนนได้เท่ากับ	เสียง
ordinary share	shares and are entitled to vote equal to	votes
<input type="checkbox"/> หุ้นบุริมสิทธิ	หุ้น ออกเสียงลงคะแนนได้เท่ากับ	เสียง
preferred share	shares and are entitled to vote equal to	votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ หรือ กรรมการที่เป็นผู้บริหาร ของบริษัทฯ ได้ โดยมีข้อมูลแสดงในหนังสือ
บอกกล่าวเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2566)

Hereby appoint (The shareholder may appoint the Independent Director or Executive Director of the Company of whose details are in of
Notice of the 2023 AGM.)

☐ 1. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____

หรือ (or)

☐ 2. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____

หรือ (or)

☐ 3. ชื่อ (Name) _____ อายุ (age) _____ ปี (years) อยู่บ้านเลขที่ (residing at) _____,

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566
ในวันที่ 7 เมษายน 2566 เวลา 14.00 นาฬิกา โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์
2563 และกฎหมายอื่น รวมถึงหลักเกณฑ์และข้อกำหนดที่ทางการประกาศกำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders
through electronic on 7 April 2023 at 14:00 hours, by conducting the meeting via electronic means (e-AGM) in accordance with the
Emergency Decree on Electronic Meetings B.E. 2563 and other applicable laws as well as standards and regulations stipulated by
officials or on such other date, such other time and place as may be adjourned or changed.

- กรณีมอบฉันทะให้กรรมการบริษัทฯ โปรดนำส่งหนังสือมอบฉันทะที่ผู้ถือหุ้นลงนามมอบฉันทะเรียบร้อยแล้ว พร้อมแนบสำเนาบัตรประจำตัวประชาชน
ที่ลงลายมือชื่อรับรองสำเนาถูกต้องใส่ซองบริการไปรษณีย์ธุรกิจติดบับที่ได้แนบมาพร้อมหนังสือบอกกล่าวเชิญประชุม ภายในวันศุกร์ที่ 31 มีนาคม 2566
- In case the shareholders wish to appoint a director of the Company as their proxy, please send the proxy form signed by the
shareholders and attach the copy of shareholders' ID signed as a certified true copy and put them together in the business reply
envelope attached with the notice of the 2023 annual general meeting of shareholders within Friday 31 March 2023.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I authorize my Proxy to cast the votes according to my intentions as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2565
Item 1 To approve the Minutes of 2022 Annual Meeting of Shareholders

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
-

วาระที่ 2 รับทราบรายงานของคณะกรรมการเกี่ยวกับกิจการในรอบปี 2565
Item 2 To acknowledge the report of the Board of Directors on the Company's business operations in 2022
เสนอเพื่อทราบไม่มีการลงมติ
For acknowledgement without approval

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2565
Item 3 To approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 2022

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
-

วาระที่ 4 พิจารณานุมัติการจัดสรรเงินกำไรสำหรับผลการดำเนินงานประจำปี 2565 และจ่ายเงินปันผล
Item 4 To approve the appropriation of the profit for 2022 performance and the dividend payment

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
-

วาระที่ 5 พิจารณานุมัติค่าตอบแทนกรรมการบริษัท และกรรมการชุดย่อย ประจำปี 2566 และอนุมัติเงินบำเหน็จกรรมการบริษัท
จากผลการดำเนินงานประจำปี 2565
Item 5 To approve the remuneration of the Board of Directors and standing committees for 2023 as well as the performance allowance for the Board of Directors for 2022 performance

วาระที่ 5.1 พิจารณานุมัติค่าตอบแทนกรรมการบริษัท และกรรมการชุดย่อย ประจำปี 2566
Item 5.1 To approve the payment of remunerations for the directors and members of standing committees in 2023

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 5.2 พิจารณานอมนัดเงินบำเหน็จกรรมการบริษัทฯ จากผลการดำเนินงานประจำปี 2565
Item 5.2 To approve the performance allowance for the Board of Directors for 2022 performance

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 6 พิจารณาเลือกตั้งกรรมการบริษัทฯ แทนกรรมการที่ออกตามวาระ
Item 6 To consider the election of directors replacing those retiring by rotation

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- ☐ การเลือกตั้งกรรมการทั้งชุด
To elect Directors as a whole
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- ☐ การเลือกตั้งกรรมการเป็นรายบุคคล
To elect each Director individually

6.1 นายสุภเดช พูนพิพัฒน์
Mr. Suphadej Poonpipat

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

6.2 นางศิริเพ็ญ สิตสุวรรณ
Mrs. Siripen Sitasuwan

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

6.3 นายธีรพจน์ วัชรภักย์
Mr. Tiraphot Vajrabhaya

- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2566
Item 7 To consider the appointment of the auditor and determine the audit fees for 2023

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 8 พิจารณอนุมัติแก้ไขเปลี่ยนแปลงข้อบังคับของบริษัทฯ

Item 8 To consider and approve the amendment to the Company's Article of Association

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 9 เรื่องอื่น ๆ (ถ้ามี)

Item 9 Other business (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The Proxy must cast the votes in accordance with my following instructions:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of mine/ours as Shareholder(s).

(6) ในกรณีที่ข้าพเจ้า ไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider the matter and vote on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Shareholder
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Notes:

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำตลับหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.
4. ผู้รับมอบฉันทะที่ประสงค์จะเข้าร่วมประชุม สามารถศึกษาข้อมูลเพิ่มเติมในคำชี้แจงเอกสารประกอบการเข้าร่วมประชุมและการมอบฉันทะ (แล้วแต่กรณี) วิธีการมอบฉันทะ และข้อปฏิบัติสำหรับการเข้าร่วมประชุมสามัญผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) และสรุปขั้นตอนการยื่นคำร้องเข้าร่วมประชุม และการลงทะเบียนเข้าร่วมประชุม ในหนังสือบอกกล่าวเชิญประชุมสามัญผู้ถือหุ้น 2566
Proxy holders who wish to attend the meeting can learn more from clarifications on meeting attendance, appointment of proxy holder (as the case may be) and method of appointing a proxy, and procedures related to attendance of the meeting via electronic media and summary of submitting the meeting application and registration for the meeting in the notice of the 2023 annual general meeting of shareholders.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
REGULAR CONTINUED PROXY FORM B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ทูธนชาติ จำกัด (มหาชน)

Authorization on behalf of the Shareholder of Thanachart Capital Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันที่ 7 เมษายน 2566 เวลา 14.00 นาฬิกา โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ 2563 และกฎหมายอื่น รวมถึงหลักเกณฑ์และข้อกำหนดที่ทางการประกาศกำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of Shareholders for the Year 2023 on 7 April 2023 at 14:00 hours, conducting the meeting via electronic means (e-AGM) in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 and other applicable laws as well as standards and regulations stipulated by officials or on such other date, such other time and place as may be adjourned or changed.

วาระที่ _____ เรื่อง _____

Agenda Re :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Agenda Re :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Agenda Re :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____ เลือกตั้งกรรมการ _____

Agenda Re : Election of Directors (continued)

ชื่อกรรมการ.....

Name of Director

☐

เห็นด้วย

Approve

☐

ไม่เห็นด้วย

Disapprove

☐

งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of Director

☐

เห็นด้วย

Approve

☐

ไม่เห็นด้วย

Disapprove

☐

งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of Director

☐

เห็นด้วย

Approve

☐

ไม่เห็นด้วย

Disapprove

☐

งดออกเสียง

Abstain



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