

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	Dr. Thanachart Numnonda
Type of directorship	Independent Director
Current position	Chairman of the Risk Oversight Committee
Age	58 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> - Doctor of Philosophy in Engineering, University of Auckland, New Zealand - Master of Engineering (Electrical and Electronic), University of Auckland, New Zealand - Bachelor of Engineering (Electrical Engineering), Khon Kaen 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 121/2015 - Certificate Advanced Audit Committee Program (AACP), Class 25/2016 - Certificate Director Certification Program (DCP), Class 242/2017 - Certificate Role of the Chairman Program (RCP), Class 41/2017 - Certificate Financial Statements for Directors (FSD), Class 35/2018 - Certificate Strategic Board Master Class (SBM), Class 5/2018 - Certificate Risk Management Program for Corporate Leaders (RCL), Class 19/2020 - Certificate Director Leadership Certification Program (DLCP), Class 2/2021 - Certificate Successful Formulation and Execution of Strategy (SFE), Class 36/2021 - Certificate Ethical Leadership Program (ELP), Class 25/2022 <p><u>Thanachart Bank Public Company Limited</u></p> <ul style="list-style-type: none"> - Block Chain Technology 2018 <p><u>Columbia Business School</u></p> <ul style="list-style-type: none"> - Digital Strategies for Business 2018 <p><u>Thanachart Capital Public Company Limited</u></p> <ul style="list-style-type: none"> - Roles of Executives and Employees in Anti-Corruption 2023 - How will AI technology and Chat GPT change business operation
Date of holding directorship	1 January 2020
No. of year holding directorship	4 Years 3 Months
Position in other listed compan	<p><u>3 Companies</u></p> <ul style="list-style-type: none"> - Member of the Audit Committee and Member of the Nomination and Remuneration Committee, Humanica Public Company Limited - Chairman of the Risk Management Committee, Member of the Audit Committee, and Member of the Nomination and Remuneration Committee, Vintcom Technology Public Company Limited

	- Chairman and Chairman of the Audit Committee, SiamEast Solutions Public Company Limited	
Position in other non-listed company	<u>5 Companies</u>	
	- Chairman, T NEXT Company Limited	
	- Committee of BUU Council, Burapha University	
	- Committee of KKU Council, Khon Kaen University	
	- Committee of UBU Council, Ubon Ratchathani University	
	- Director, IMC Outsourcing (Thailand) Company Limited	
Position in competitor business in relation to the Company that may cause a conflict of interest	None	
Work experience	- Chairman of the Audit Committee, Thanachart Bank Public Company Limited	
No. of TCAP share held	None	
Shareholding as compared to the total number of voting rights (percent)	None	
Meeting attendance in 2023	- Board of Directors	13 out of 13 meetings
	- Risk Oversight Committee	12 out of 12 meetings

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



Name and surname	Ms. Suvarnapha Suvarnaprathip	
Type of directorship	Executive Director	
Current position	Vice Chairperson of the Executive Committee	
Age	78 Years	
Nationality	Thai	
Educational qualification	- Bachelor of Economics, Monash University, Australia	
Directorship and executive training program	<u>Banker Trust, New York, USA</u> - Corporate Finance Training Program <u>Thai Institute of Directors Association</u> - Certificate, Director Accreditation Program (DAP), Class 20/2004 <u>Thanachart Bank Public Company Limited</u> - Anti-Corruption for Executives 2017 - Block Chain Technology 2018 <u>Bank of Thailand</u> - Thailand Sustainable Banking 2018 <u>Thanachart Capital Public Company Limited</u> - How will AI technology and Chat GPT change business operation	
Date of holding directorship	1 September 2005	
No. of year holding directorship	18 Years 7 Months	
Position in other listed company	<u>1 Company</u> - Director, Ratchthani Leasing Public Company Limited	
Position in other non-listed company	<u>2 Company</u> - Chairperson, Thanachart Plus Company Limited - Director, Seacon Development Public Company Limited	
Position in competitor business in relation to the Company that may cause a conflict of interest	None	
Work experience	- Member of the Corporate Governance Committee, Ratchthani Leasing Public Company Limited - Vice Chairperson of the Risk Management Committee, Thanachart Capital Public Company Limited - Director and Vice Chairperson of the Executive Committee, Thanachart Bank Public Company Limited	
No. of TCAP share held	None	
Shareholding as compared to the total number of voting rights (percent)	None	
Meeting attendance in 2023	- Board of Directors	13 out of 13 meetings
	- Executive Committee	13 out of 14 meetings

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



Name and surname	Mr. Somjate Moosirilert
Type of directorship	Executive Director
Current position	Member of the Executive Committee, Member of the Risk Oversight Committee, and Chief Executive Officer
Age	68 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> - Master of Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Business Administration, Thammasat University
Directorship and executive training program	<p><u>Thai Institute of Directors Association</u></p> <ul style="list-style-type: none"> - Certificate, Corporate Governance for Capital Market Intermediaries (CGI), Class 15/2016 - Certificate, Role of the Chairman Program (RCP), Class 5/2001 <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>Thai Listed Company Association, The Stock Exchange of Thailand</u></p> <ul style="list-style-type: none"> - Certificate, TLCA Leadership Development Program (LDP) 2012 <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 5/2007 <p><u>Judicial Training Institute, Courts of Justice</u></p> <ul style="list-style-type: none"> - Certificate, The Program for Senior Executives on Justice Administration, Class 9/2005 <p><u>The Bank of Thailand</u></p> <ul style="list-style-type: none"> - Thailand Sustainable Banking 2018 - Cyber Resilience Leadership: Herd Immunity 2021 <p><u>Digital Business Consult</u></p> <ul style="list-style-type: none"> - PDPA Enforcement Action Board of Directors Responsibility <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 and ESG - Environmental, Social, Governance - Internal Ratings-Based Approach (IRB), Overview of Fund Transfer Pricing (FTP), Bank KPI Setting in Practice, and Generative AI in Banking <p><u>Thanachart Capital Public Company Limited</u></p> <ul style="list-style-type: none"> - How will AI technology and Chat GPT change business operation
Date of holding directorship	2 March 2009
No. of year holding directorship	15 Years 1 Months

Position in other listed company 2 Companies

- Member of the Credit Committee, Member of the Executive Committee, and Member of the Nomination, Remuneration, and Corporate Governance Committee, TMB Thanachart Bank Public Company Limited
- Member of the Executive Committee, Member of the Risk Management Committee, Member of Nomination, Remuneration, and Corporate Governance Committee, Ratchthani Leasing Public Company Limited

Position in other non-listed company 9 Companies

- Director, T.P.S.Asset 1 Company Limited
- Director, T NEXT Company Limited
- Director, Thanachart Plus Company Limited
- Advisor, Phahonyothin Asset Management Company Limited
- Chairman, Thanachart SPV1 Company Limited
- Chairman, Thanachart SPV2 Company Limited
- Chairman, TS Asset Management Company Limited
- Chairman and Chairman of the Executive Committee, Thanachart Securities Public Company Limited
- Board Advisor, Association of Thai Securities Companies

Position in competitor business in relation to the Company that may cause a conflict of interest None

Work experience

- Liquidation Advisor, TBCO Public Company Limited
- Member of the Executive Committee, Member of the Nomination, Remuneration and Corporate Governance Committee, Chairman of the Risk Management Committee, and Chief Executive Officer and President, Thanachart Bank Public Company Limited
- Director and Advisor, The Thai Bankers' Association
- Vice Chairman, Thai Listed Company Association
- Vice Chairman and Vice Chairman of the Executive Committee, Thanachart Insurance Public Company Limited
- Chairman and Chairman of the Executive Committee, Thanachart Fund Management Company Limited
- Chairman and Chairman of the Executive Committee, TS 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 2023

- | | |
|----------------------------|-----------------------|
| - Board of Directors | 13 out of 13 meetings |
| - Executive Committee | 14 out of 14 meetings |
| - Risk Oversight Committee | 12 out of 12 meetings |

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.