

Thanachart Capital Public Company Limited
Notice of the Annual General Meeting of Shareholders
for the Year 2024

SOLID
& Sustainable
GROWTH



Friday, 5 April 2024, 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

For more information, please contact Corporate Secretary and Sustainability Management:

Tel. 0-2217-8000 ext. 3004, 3008-3012 Fax. 0-2217-8312

Translation:

Notice of 2024 Annual General Meeting of Shareholders

TCAP.CSO. 015/2024

7 March 2024

Subject: Calling the 2024 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. 2/2024 held on Wednesday, 21 February 2024 passed a resolution to hold the 2024 Annual General Meeting of Shareholders on Friday, 5 April 2024 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 2023 Annual Meeting of Shareholders

Objective and Rationale: The Annual General Meeting of Shareholders for the Year 2023 was held on Friday, 7 April 2023. 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, 21 April 2023.

Board of Directors’ Opinion: The Board of Directors deems it appropriate to present the minutes of the 2023 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 2023

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 2023 stored on QR Code which is sent to shareholders together with this Notice of Annual Meeting

บริษัท ทุนธนชาต 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

of Shareholders. They have also been disclosed on the Company's website since 7 March 2024.

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 2023 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 2023

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 2023. Being prepared in line with the Financial Reporting Standards, the statements show the financial position and the operating results of the Company in 2023. 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 2023 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 2023 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 2023 based on consolidated and separate financial statements in the amount of 6,602,961,731.16 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 2023 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 3.20 baht per share or 3,355,573,545.60 baht in total, accounted for 50.82 percent of the 2023 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 30 October 2023, the remaining dividend payments to be made amount to 2.00 baht per share or 2,097,233,466.00 baht in total.

In this connection, the Company sets 19 April 2024 as the record date and the dividend payment is scheduled to be made to ordinary and preferred shareholders on 3 May 2024. The source of dividend payment is from retained earnings, on which the company paid corporate income tax as follows:

- 0.077 baht per share will be from retained earnings that the Company paid corporate income tax of 25 percent.
- 0.119 baht per share will be from retained earnings that the Company paid corporate income tax of 23 percent.
- 1.804 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 2021 to 2023 respectively

	Performance for the Year		
	2023	2022	2021
Net profit (separate F/S) (mil. baht)	6,603	5,220	5,287
Net profit (consolidated F/S) (mil. baht)	6,603	5,220	5,287
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)	6.30	4.98	5.04
Earnings per share (Consolidated F/S) (baht)	6.30	4.98	5.04
Dividend payment for the year (baht)	3.20	3.10	3.00
Approved dividend payments for the year (mil. baht)	3,355	3,250	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 2024 as well as the performance allowance for the Board of Directors for 2023 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 payment of remunerations for the directors and members of standing committees in 2024 which is the same rate paid in 2023, except for the meeting stipend for the Nomination, Remuneration, and Corporate Governance Committee that it is proposed to adjust its chairman's meeting stipend from 20,000 baht to 30,000 baht and its committees' meeting stipend from 15,000 baht to 20,000 baht. The details of the remunerations for the directors and members of standing committees proposed for approval are as follows:

Remuneration Schedule for 2024 proposed to annual meeting of shareholders for approval

(Unit: Baht)

Board and various standing committees	Position	2024		2023	
		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	30,000	30,000	20,000
	Directors	20,000	20,000	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 33,555,735.46 baht (the calculation of which is based on the dividend

payments of 3,355,573,545.60 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 2021-2023

(Unit: Baht)

Particulars	Based on performance for the year		
	2023	2022	2021
Performance allowances paid	33,555,735.46	32,507,118.72	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 2024 Annual Meeting. The three directors who have served the longest term in office and will retire by rotation are as follows:

1. Dr. Thanachart Numnonda Chairman of the Risk Oversight Committee (Independent Director),
2. Ms. Suvarnapha Suvarnprathip Vice Chairperson of the Executive Committee (Executive Director), and
3. Mr. Somjate Moosirilert Member of the Executive Committee, Member of the Risk Oversight Committee and Chief Executive Officer (Executive 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 2023 to 31 December 2023. However, until the end of the specified period, there was no shareholder proposing any candidate.

The Nomination, Remuneration, and Corporate Governance Committee deems it appropriate to propose to shareholders for approval the election of the following directors to replace the ones retiring by rotation. The Committee takes into consideration 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 also takes into account their performance of duties during their tenure as members of the Board and the standing committees in the past.

1. Dr. Thanachart Numnonda (Director retiring by rotation),
2. Ms. Suvarnapa Suvarnprathip (Director retiring by rotation),
3. Mr. Somjate Moosirilert (Director retiring by rotation)

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), agreeing with the opinion given by the Nomination, Remuneration, and Corporate Governance Committee, is of the opinion that Dr. Thanachart Numnonda has qualifications fully in line with the Company's established guidelines as the independent director. He is a person with good knowledge and ability in IT and has experience in IT related to financial business, as well as plays an important role in sub-committees, especially sitting as a Chairman of Risk Oversight Committee. Importantly, he not only always performs his duties well but also gives opinions in an independent manner which are beneficial and in compliance with relevant criteria. In addition, he is able to allocate time to attend meetings to consider the Company's business operations.

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 2024

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. Wanwilai Phetsang | Certified Public Accountant (Thailand)
No. 5315 and/or |
| 3) Ms. Bongkot Kriangphanamorn | Certified Public Accountant (Thailand)
No. 6777 and/or |
| 4) Ms. Chutiwan Chanswangphuwana | Certified Public Accountant (Thailand)
No. 8265. |

They will be responsible for giving opinions to and signing the Company's financial statements for Fiscal Year 2024. In this connection, the names of the above four 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 2024 of 1,100,000 baht, an increase from 100,000 baht in 2023.

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 Other business (if any)

Objective and Rationale: Apart from the various agenda items which the Board of Directors has established for the 2024 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 2023 to 31 December 2023. 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 2024 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 and Sustainability Management, 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/TCAP145124R/#/homepage> or scan the QR Code provided by the Company, together with the identification documents details appeared in the attachment from Friday, March 29, 2024 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 electronic meeting control system, Cisco Webex Meeting, which is certified according to the IT security standards of conference control system. The Inventech Connect voting system has undergone a self-assessment of compliance from the Electronic Transaction Development Agency (ETDA), Ministry of Digital Economy and Society.

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 2024 Annual Meeting of Shareholders as well as supporting documentation on its website whose address is www.thanachart.co.th as from 7 March 2024.
- 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 2023, please complete the form under “the investor relations section” of the Company’s website whose address is www.thanachart.co.th.

Corporate Secretary and Sustainability Management:

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 2023

Minutes of Annual General Meeting of Shareholders for the Year 2023

Thanachart Capital Public Company Limited

Friday, 7 April 2023, Starting at 14:00 hours

(This meeting was streamed live via electronic means from

Jamjuree Ballroom, M Floor, Pathumwan Princess Hotel

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

Reporting on the quorum of the meeting, the Company Secretary indicated that at 14:00 hours there were 35 shareholders present in person, holding a total of 4,406,319 shares, and 386 shareholders represented by proxy, holding a total of 462,759,171 shares. The total number of shareholders was 421, holding a total of 467,165,490 shares. This accounted for 44.5506 percent of the total number of paid-up shares which amounted to 1,048,616,733 shares, thus constituting a quorum. In this connection, the number of the paid-up shares did not include 97,045,970 shares which were held by Thanachart Capital Public Company Limited as treasury stock, accounting for 10 percent of the total number of the Company's paid-up shares. The Company was not entitled to vote at the meeting and did not register those shares for the meeting. As a result, they were not included in the quorum count.

The following were members of the Board of Directors who participated in the meeting (All nine directors attended the meeting via electronic means.)

- | | | |
|-------------------|------------|---|
| 1. Mr. Banterng | 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 Risk Oversight 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. Suvarnapa 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) (attending the meeting via electronic means at the live broadcasting venue)

Mr. Banterng Tantiwit, the Chairman of the Board of Directors, acting as Chairman of the meeting, opened the Annual General Meeting of Shareholders for the Year 2023. The number of shareholders who registered to participate in the meeting by virtual means constituted a quorum. In this connection, **the Chairman** appointed **Mr. Panupan Tuangthong**, the Company Secretary, as keeper of the minutes of the meeting and the person responsible for explaining about the meeting procedure. The Chairman then requested the Company Secretary not only to introduce members of the Board of Directors and executives but also to provide shareholders with details on how the meeting would be conducted.

The Company Secretary said that, at this meeting, all the nine board members (representing 100 percent of the Board of Directors) were present. 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. He then introduced each board member individually. In this connection, Mr. Somjate Moosirilert was at the live broadcasting venue which was Jamjuree Ballroom on M Floor of Pathumwan Princess Hotel. As regards the other eight board members, they were at their respective locations, attending the meeting by virtual means.

Also present at this Annual General Meeting of Shareholders were the following executives of the Company: (1) Mr. Kamtorn Tantisirivat, Executive Vice President of Finance Division, (2) Mrs. Thanawan Chaisithikarnkha, Senior Vice President of Accounting Department, and (3) Mr. Sorasak Chayarak, First Vice President of Corporate Strategy and Investment Department. In addition, Ms. Somjai Khunapasut, certified public accountant from EY Office Limited, who audited the financial statements of the Company and Thanachart Groups's member companies, participated in the meeting virtually from another location. As a result, in case during the course of the meeting shareholders wished 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 made use of the system of Inventech Systems (Thailand) Limited, as 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 attendees 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 dated 9 March 2023 of the 2023 Annual General Meeting of Shareholders which were already sent to shareholders.

Before proceeding with the meeting agenda, the Company Secretary informed all participants that the Company's directors, shareholders, and proxy holders who attended this meeting already provided their identity information. At this meeting, the Company would collect, use, and disclose personal information, including still images, audio, and video recordings of all participants, for the purposes of documentation, preparation of minutes, and meeting administration, among others. The Company Secretary then proceeded with the explanation of the methods and guidelines for conducting today's meeting.

In this connection, the Company Secretary gave details of the meeting procedures, a summary of which was as follows:

- Today's meeting agenda consisted of 9 items. The meeting would be conducted by following the respective agenda items as shown on the screen with details given in the notice of the meeting which was already sent to all shareholders.

- Ordinary shareholders and preferred shareholders and/or proxy holders were entitled to one vote per share. In this connection, each shareholder was entitled to cast only "vote of approval", "vote of disapproval" or "abstain from voting" on each agenda item, except in case of custodians acting on behalf of shareholders, 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, then click the "Vote" button, followed by selection of the vote of their preference, be it "vote of approval", "vote of disapproval" or "abstain from voting". After the selection, the system would show the latest voting result. In case shareholders wished to cancel the latest votes, they were requested to click the "Cancel Vote" button.

- In case shareholders acting as proxy holders on behalf of several shareholders, they were requested to select the "User Account" menu and click the "Switch Account" button to use the account of another shareholder. In this connection, the system would not remove the votes from the voting database. If the shareholders did not cast their votes within the specified time frame or they did not click the "Cancel Vote" button, it would be deemed by the Company that the shareholders cast the votes of approval on such agenda item. Moreover, in relation to vote casting, shareholders could change their votes until the closure of voting was announced.

- The abstentions would not be included in the voting database, except for Agenda Item No. 5 and Agenda Item No. 8 whereby the abstentions would be included in the database for calculating vote counts.

- In relation to 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.

- Shareholders had two minutes to cast votes on each agenda item 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, the voting results related to such agenda item would be announced to the meeting.

- For participants who would like to ask questions or express opinions on any agenda item, there were two available channels. The participants were required to select the agenda item which they wished to ask questions about and then click the "Question" button. In case they wished to type their question, they were required to type the message and click the "Submit Question" button.

- Alternatively, in case participants wished to ask questions via audio and video fusion, they were required to click the "Question via Audio and Video" button and then click the "OK" button to confirm the reservation of the queue for asking questions. They would have to wait for the officer who would administer the queue before they could turn on the microphone and camera later. In this connection, the participants were required to provide their given name and family name as well as their status as shareholder or proxy holder before asking questions each time. The objective was to enable the Company to record accurate and complete information in the minutes of the meeting.

- In this connection, prior to the opening of the meeting, the provider of the meeting control system services made a presentation on the voting and questioning procedures during the course of 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.

- The Company also reserved the right to disable the video and audio of shareholders who asked impolite questions, expressed impolite opinions, defamed others or violated any laws, apart from violation of others' rights, disruption of the meeting or causing troubles to other participants.

- 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. As well, the votes cast by the shareholder would not be counted for the agenda item. However, if the shareholder did not leave the meeting (Log-out), it would be deemed that the shareholder still intended to participate in the voting on the agenda item.

In this connection, **the Chairman** assigned the following persons to conduct discussions of the respective agenda items of the meeting as follows:

1. Mr. Somjate Moosirilert responsible for conducting discussions of Agenda Item Nos. 1-4 as well as Agenda Item Nos. 8-9;
2. Mr. Tiraphot Vajrabhaya responsible for conducting discussions of Agenda Item No. 5;
3. Mr. Vichit Yanamorn responsible for conducting discussions of Agenda Item No. 6; and
4. Mrs. Siripen sitasuwan responsible for conducting discussions of Agenda Item No. 7.

After the above explanations, the Chairman then proceeded to have the discussions of the established agenda conducted in the following order.

Agenda Item No. 1: To approve the Minutes of the 2022 Annual General Meeting of Shareholders

Mr. Somjate Moosirilert informed the meeting that the 2022 Annual General Meeting of Shareholders was held on Friday, 8 April 2022. In this connection, the minutes of the meeting was submitted to the Stock Exchange of Thailand within the established timeframe. The minutes were also made available via the Company's website since 22 April 2022. The details of the draft minutes were included in the Notice of the Annual General Meeting on Pages 15 - 36. In this regard, the Board of Directors deemed it appropriate to present the draft minutes to shareholders for verification. 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 asked questions and/or expressed opinions, he requested shareholders to adopt a resolution approving the Minutes of the 2022 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	467,396,891	99.9997
Disapproved	1,072	0.0002
Abstained	19,800	-
Invalid Bollots	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 2022 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 2022

Mr. Somjate Moosirilert, Chief Executive Officer, presented the report on the Company's performance in 2022 to the meeting, a summary of which was as follows:

In 2022, the Thai economy recovered from the COVID-19 pandemic situation which improved, as evidenced by the economic expansion rate of 2.6 percent, thanks to the growth of the tourism sector in the second half of the year. On the other hand, the inflation rate increased rapidly since the beginning of the year. As a result, the Bank of Thailand's Monetary Policy Committee decided to raise the policy interest rate three times in the second half of 2022. In this connection, the benchmark rate increased from 0.50 percent per annum to 1.25 percent per annum.

As regards the performance in 2022, net profit of the Company and its subsidiaries amounted to 6,428 million baht, with the net profit attributable to the Company amounting to 5,220 million baht, representing a decrease of 67 million baht or 1.27 percent when compared to the previous year. This was mainly due to the decrease in non-interest income. On the other hand, in case the special item in 2021 was excluded, net profit of the Company would increase by 13.7 percent. The operating results of the Company's key subsidiaries and associated companies were as follows:

- Net profit of Ratchthani Leasing Public Company Limited amounted to 1,753 million baht.
- Net profit of Thanachart Insurance Public Company Limited amounted to 697 million baht.
- Net profit of Thanachart Securities Public Company Limited amounted to 448 million baht.
- Combined net profit of asset management companies and other subsidiaries amounted to 372 million baht.
- Share of profit from investments in associated companies including TMBThanachart Bank Public Company Limited and MBK Public Company Limited, based on the equity method, amounted to 3,233 million baht.

Meanwhile, in 2022, the Company purchased additional ordinary shares of Thanachart Insurance Public Company Limited and Thanachart Securities Public Company Limited. As a result, its shareholdings in the two subsidiaries increased from 50.96 percent to 89.96 percent. Moreover, the Company purchased additional ordinary shares of TMBThanachart Bank Public Company Limited and Ratchthani Leasing Public Company Limited. It also gave financial assistance to Thanachart Plus Company Limited for the purpose of supporting the latter's extension of secured loans. The total fund used for the investments and the financial assistance amounted to 8,267 million baht.

In 2023, the Thai economy was expected to grow, thanks to the supporting factors including the recovery of the tourism sector, expansion of private consumption, as well as expansion of both public and private investment. However, the economy might be faced with global economic slowdown, policy rate hikes around the world, and uncertainties caused by protracted geopolitical conflicts.

Nevertheless, the Board of Directors anticipated that the operating results of Thanachart Group in 2023 would grow. The growth could be mainly attributable to two key sources, which included the growth of the associated companies and subsidiaries whose operating results were expected to improve after the end of the COVID-19 pandemic, and the investments used not only for increasing shareholdings in the associated companies and subsidiaries but also for giving additional support to Thanachart Plus Company Limited.

Based on the Company's stable operating results and the expected recovery of the Thai economy, the Board of Directors passed a resolution to pay the interim dividend of 1.20 baht per share and to propose to shareholders for approval the second dividend payment of 1.90 baht per share. The total dividend payment would amount to 3.10 baht per share, accounting for 62.28 percent of the net profit attributable to the Company. This represented an increase when compared to 3.00 baht per share which was paid in the previous year.

The Board of Directors oversaw business operations of the Company and its subsidiaries, ensuring continuous adherence to the principles of good corporate governance. Importantly, in 2022 the Board took into consideration the implementation of sustainability by establishing guidelines on environmental, social, and governance (ESG) practices and putting in place concrete action plans and clear evaluation measures. In this connection, in February 2023, the Board of Directors adopted a resolution assigning the Executive Committee to serve as a sub-committee responsible for considering further the implementation of this matter in a clear and concrete manner, under the guidance of the Company's vision "to be a leading investment company which invests in a diverse range of businesses and is widely recognized for its stability, sustainability, and good returns." Also noteworthy was the fact that the Company and member companies of Thanachart Group had been certified members of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) since 2014 until the present. Meanwhile, in 2023 the Company and the member companies already applied for the renewal of their memberships of CAC.

All the information presented above was for shareholders to be informed of the Board of Directors' report on the Company's business operations in the past year.

As for this agenda item, all shareholders present at the meeting were now informed of the Company's performance. In this connection, shareholders could take into consideration the details given in the 2022 Annual Report (in the form of QR Code) which was sent to all shareholders together with the Notice of the Meeting. As this agenda item was for acknowledgement, there was no resolution to be adopted.

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

Agenda Item No. 3: To approve the statement of financial position and the statement of comprehensive income for the year ended 31 December 2022

Mr. Somjate Moosirilert, Chief Executive Officer, who was responsible for proposing this agenda item, informed the meeting that, as regards 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 2022. The objective was to explain the financial position and performance of the Company and its subsidiaries. Being prepared in accordance with financial reporting standards, these financial statements were audited by EY Office Limited's certified public accountant, who reported an unqualified opinion. The summary was as follows:

The Board of Directors would like to propose the statement of financial position and the statement of comprehensive income for the year ended 31 December 2022 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.

Net profit of the Company and its subsidiaries in 2022 amounted to 6,428 million baht. This was mainly due to the performances of the following key subsidiaries and associated companies:

- Net profit of Ratchthani Leasing Public Company Limited, based on the consolidated financial statements, amounted to 1,753 million baht.
- Net profit of Thanachart Insurance Public Company Limited amounted to 697 million baht.
- Net profit of Thanachart Securities Public Company Limited amounted to 448 million baht.
- Share of profits from the investments in TMBThanachart Bank Public Company Limited and MBK Public Company Limited amounted to 3,233 million baht.

As a result, based on the consolidated financial statements, net profit attributable to the Company amounted to 5,220 million baht, representing a decrease of 67 million baht or 1.27 percent when compared to the previous year. This was mainly because in 2021 there was a reversed transfer of non-performing assets (NPAs) for sale as well as net profit from big loan repayments. In case the special item related to the reversed transfer of NPAs was excluded, net profit attributable to the Company increased by 13.7 percent.

Total Assets

Total assets of the Company and its subsidiaries amounted to 157,089 million baht.

Liabilities

Total liabilities of the Company and its subsidiaries amounted to 84,558 million baht.

Total Shareholders' Equity

Total shareholders' equity was 72,531 million baht, of which equity attributable to owners of the Company amounted to 66,763 million baht while non-controlling interests amounted to 5,768 million baht.

In this connection, shareholders were requested to consider and approve the statement of financial position and the statement of comprehensive income for the year ended 31 December 2022, the details of which were given the annual report which was already sent to shareholders.

After the presentation, **Mr. Somjate Moosirilert** informed the meeting that the financial statements were included in the 2022 Annual Report in the form of QR Code, which was already sent to all shareholders.

He then provided shareholders with an opportunity to ask questions and/or give opinions. Under this agenda item, the public accountant from the Company's auditing firm would be available to help answer questions from shareholders. As no shareholder asked questions and/or expressed 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	467,117,591	99.9997
Disapproved	1,072	0.0002
Abstained	318,100	-
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 2022.

Agenda Item No. 4: To approve the appropriation of the profit for 2022 performance and the dividend payment

Mr. Somjate Moosirilert, Chief Executive Officer, who was responsible for proposing this agenda item, informed the meeting that, in view of the summary report of the Company’s performance which was already presented to shareholders under Agenda Item Nos. 2 and 3 as well as the information given in the notice of the meeting, the net profit attributable to the Company for 2022, based on the consolidated financial statements and the separate financial statements, amounted to 5,219,839,862.48 baht.

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

Taking the above into consideration, the Board of Directors would like to propose that shareholders consider the following:

1. Shareholders acknowledge that no fund would be set aside from 2022 net profit as statutory reserve since the Company’s existing statutory reserve already met the requirement stipulated by the law.

2. Shareholders approve the dividend payment from the operating results of the year 2022 to ordinary and preferred shareholders at the rate of 3.10 baht per share, with the total amount of the approved payment being 3,250,711,872.30 baht which accounted for 62.28 percent of the net profit for 2022 from the operating results attributable to the Company, based on the consolidated financial statements and the separate financial statements. However, as the Company already made an interim dividend payment at the rate of 1.20 baht per share on 28 October 2022, the remaining dividend payment to be made by the Company was at the rate of 1.90 baht per share. In this connection, the total approved payment would amount to 1,992,371,792.70 baht.

In case the meeting approved the proposed dividend payment, the Company would fix the record date as 19 April 2023 with the dividend payment to be made on 3 May 2023.

The related details were given in the notice of the meeting which was already sent to shareholders. He then provided shareholders with the opportunity to ask questions and/or express opinions. As there was no shareholder asking questions or giving 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	467,432,891	99.9991
Disapproved	3,872	0.0008
Abstained	0	-
Invalid Ballots	0	-

Resolution: The meeting acknowledged that no fund would be set aside from 2022 net profit as statutory reserve. In addition, with the majority votes of the shareholders who were present at the meeting and cast their votes, the meeting passed the resolution approving the dividend payment from the 2022 operating results of the year 2022 at the rate of 3.10 baht per share. In this connection, the remaining dividend payment to be made was at the rate of 1.90 baht per share, with the dividend to be paid on the proposed date.

Agenda Item No. 5: To approve the remuneration of the Board of Directors and standing committees for 2023 and the performance allowance for the Board of Directors for 2022 performance

Mr. Tiraphot Vajrabhaya, Chairman of the Nomination, Remuneration, and Corporate Governance Committee, who was responsible for proposing this agenda item, informed the meeting that, in response to the proposal made by the the Nomination, Remuneration, and Corporate Governance Committee, the Board of Directors had reviewed the remuneration of the members of the Board of Directors and those of the standing committees. The Board deemed it appropriate that the report on the remuneration of the directors be presented to shareholders. In this connection, in 2022 the remuneration payments made to the members of the Board of Directors and those of the standing committees were in accordance with the rates approved by the 2022 Annual General Meeting of Shareholders. The total payments made in 2022 were as follows:

- The remuneration which was paid to the members of the Board of Directors consisted of monthly compensation and meeting stipends. The total payment which was based on the number of the meetings attended by the directors amounted to 10,800,000 baht.
- The total remuneration paid to the members of all other standing committees was 5,390,000 baht.

The information regarding the remuneration of each member of the Board of Directors and all other standing committees in 2022 could be found on Pages 182-183 of the Annual Report. Apart from the payments which were already reported above, 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 remuneration for 2023, the Nomination, Remuneration, and Corporate Governance Committee reviewed the remuneration of members of the Board of Directors and those of the standing committees in accordance with the policy and the 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 consider and approve the remuneration as follows:

1. The remuneration rates for members of the Board of Directors and those of the standing committees for 2023 would be the same as those for 2022, which 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, those 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 performance in 2022 to the members of the Company's Board of Directors at the 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 was authorized to allot the related payment to its members later. This year's approved dividend payment to shareholders amounted to 3,250,711,872.30 baht. As a result, the performance allowance proposed for payment to the Board of Directors would amount to 32,507,118.72 baht. The details related to the payment of the allowance based on the performance in 2020-2022 were given on Page 6 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 no shareholder asked any questions and/or express any opinions, he requested shareholders to adopt resolutions on the following:

1. Shareholders were requested to approve the remuneration rates as proposed for the members of the Board of Directors and those of the standing committees for the year 2023, by voting on Agenda Item No. 5.1.

2. Shareholders were requested to approve the payment of the performance allowance to the members of the Board of Directors at the rate equal to 1 percent of the dividend payment 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	462,264,591	98.8850
Disapproved	5,067,572	1.0840
Abstained	144,600	0.0309
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 2023.

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

Voting Results	Number of Votes	Percent
Approved	427,276,669	91.4006
Disapproved	40,036,494	8.5643
Abstained	163,600	0.0349
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, with the Board of Directors authorized to allot the related payment to its members later.

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

Mr. Vichit Yanamon, member of the Nomination, Remuneration, and Corporate Governance Committee, who was responsible for proposing this agenda item, informed the meeting that the following were three directors who were scheduled to retire by rotation at the 2023 Annual General Meeting of Shareholders:

- 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)
- 3. Mr. Tiraphot Vajrabhaya Chairman of the Nomination, Remuneration, and Corporate Governance Committee and Member of the

Audit Committee (Independent Director)

Based on the proposal of the Nomination, Remuneration, and Corporate Governance Committee, the Board of Directors would like to propose the names of the above three directors who retired by rotation to shareholders for election as the Company's directors.

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

Mr. Vichit Yanamon informed the meeting that, in relation to the selection or nomination of the persons to replace the retiring directors, apart from assignment from the Board of Directors, which required the Nomination, Remuneration, and Corporate Governance Committee to consider the nomination, the Committee provided shareholders with an opportunity to propose a name list of candidates with appropriate qualifications, to be considered for election as directors at this meeting, via the Company's website (www.thanachart.co.th) from 1 October 2022 to 31 December 2022. However, during the specified period, there was not any shareholder proposing the name list of persons for consideration. As a result, the Nomination, Remuneration, and Corporate Governance Committee considered the persons to be proposed to 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 and participation in meetings. In view of the above information, the Committee deemed it appropriate to propose to shareholders that the three persons be re-elected as directors. In this connection, the directors who retired by rotation did not participate in the discussions and voting on election for themselves.

In agreement with the proposal made by the Nomination, Remuneration, and Corporate Governance Committee, the Board of Directors deemed it appropriate to propose to shareholders that they re-elect the three persons as the Company's directors. In this connection, shareholders could consider the brief profiles of the three persons, which were shown on the screen. Mr. Vichit Yanamon also provided the meeting with a summary of the three directors' qualifications.

Mr. Vichit Yanamon then provided shareholders with an opportunity to ask questions and/or express opinions. As no shareholder asked any questions and/or express any opinions, he requested shareholders to cast their votes.

For transparency purposes, **Mr. Vichit Yanamon** requested shareholders to cast votes for each director separately. In this connection, 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, as follows:

Agenda Item No. 6.1: Mr. Suphadej Poonpipat,

Agenda Item No. 6.2: Mrs. Siripen Sitasuwan, and

Agenda Item No. 6.3: Mr. Tiraphot Vajrabhaya

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

Mr. Panupan Tuangthong then invited the three directors who had temporarily left the meeting room, to return to the room before proceeding further. In this connection, all the three directors clicked “join meeting” button.

The following were the separate results of the shareholders’ voting in favor for the re-election of the three persons as the Company’s directors, in comparison with the total votes at the meeting.

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

Voting Results	Number of Votes	Percent
Approved	418,549,763	89.5863
Disapproved	48,653,100	10.4136
Abstained	274,900	-
Invalid Bollots	0	-

The results of the voting on Agenda Item No. 6.2 - Mrs. Siripen Sitasuwan were as follows:

Voting Results	Number of Votes	Percent
Approved	388,921,901	83.2450
Disapproved	78,279,612	16.7549
Abstained	276,250	-
Invalid Bollots	0	-

The results of the voting on Agenda Item No. 6.3 - Mr. Tiraphot Vajrabhaya were as follows:

Voting Results	Number of Votes	Percent
Approved	389,890,250	83.4521
Disapproved	77,311,863	16.5478
Abstained	275,650	-
Invalid Bollots	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 fee for 2023

Mrs. Siripen Sitasuwan, Chairperson of the Audit Committee, who was responsible for proposing this agenda item, informed the meeting that, in the past year, the Company appointed the public accountants from EY Office Limited as public accountants for the year 2022 and fixed the audit fee at 1,000,000 baht. As for the year 2023, the Audit Committee had considered and put forward a proposal concerning the public accountants. As well, the Board of Directors already considered the opinion of the Audit Committee and deemed it appropriate to propose the following list of the public accountants from EY Office Limited to the meeting 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 2023. 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 proposed audit fee of 1,000,000 baht for 2023, which was the same as in 2022, was considered reasonable. All the three public accountants as well as EY Office Limited had neither relationship nor transaction that might give rise to any conflict of interest with the Company.

As regards the detailed profiles of the three public accountants, the information was shown on the screen. Other related information was given on Pages 43-45 in the notice of the meeting.

She proposed that the meeting appoint the three public accountants from EY Office Limited as the Company's public accountants for the year 2023, with the audit fee being fixed at 1,000,000 baht.

Mrs. Siripen Sitasuwan then provided shareholders with an opportunity to ask questions and/or give opinions. In this connection, as no shareholder asked any questions and/or express 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	465,400,491	99.5577
Disapproved	2,067,272	0.4422
Abstained	10,000	-
Invalid Ballots	0	-

Resolution: With the majority vote 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. Miss Somjai Khunapasut Certified Public Accountant (Thailand) No. 4499, and/or
2. Miss Ratana Jala Certified Public Accountant (Thailand) No. 3734, and/or
3. Miss Narisara Chaisuwan Certified Public Accountant (Thailand) No. 4812,

as the public accountants of the Company for the year 2023. And the audit fee for 2023 was fixed at 1,000,000 baht.

Agenda Item No. 8: To approve the amendments to the Company's Articles of Association

Mr. Somjate Moosirilert who was responsible for proposing this Agenda Item informed the meeting that the Public Limited Company Act (No. 4) B.E. 2565 (2022) (Amendment) was published in the Government Gazette, incorporating the changes made to the Act, for the purposes of supporting the holding of meetings by electronic means and also including the additions which permitted the delivery of documents or notices by electronic means. It became effective on 24 May 2022.

As a result, the Board of Directors deemed it appropriate to propose to the meeting of shareholders that they approve the amendments to Articles 26, 32, 34, 35, and Article 46 respectively to ensure compliance with and/or enable the Company to operate in line with the Public Limited Company Act with the amendments. In this connection, existing wording in the articles would be removed and replaced by the amended and/or additional wording as proposed.

The proposal also included the filing for the registration of the amendments to the Articles of Association, as proposed. In this connection, shareholders were requested to authorize the authorized directors of the Company and/or any person appointed by the authorized directors, to amend, and/or add, and/or modify the wording in the Articles of Association as deemed necessary and appropriate to comply with the instructions of the Registrar of Companies Limited, in relation to the registration of the articles of association with the Department of Business Development, Ministry of Commerce, later.

As regards the details related to the request for approval, they were given on Pages 10-12 in the Notice of the Annual General Meeting of Shareholders for the Year 2023, as follows:

Current Articles	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 receipt of the request or call the meeting on the date</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 three 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 other means</u> 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 to call</u> a meeting of the Board of Directors. In this case, the Chairperson of the Board of Directors shall call the</p>

Current Articles	Articles proposed for amendments
	meeting and set the date <u>within the period prescribed by the law.</u>
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.	<u>Addition to the end of Paragraph 1 of Article 32</u> 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. <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>
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	<u>Additional amendment to Paragraph 1 of Article 34 together with an addition as Paragraph 2</u> 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> <u>In this connection, the venue for the</u>

Current Articles	Articles proposed for amendments
<p>three days prior to the date of the meeting.</p>	<p><u>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> 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> Article 46 Dividends shall be paid within <u>the period prescribed by the law.</u></p>

Mr. Somjate Moosirilert then provided shareholders with an opportunity to ask questions and/or give opinions. As no shareholder asked any questions and/or express any opinions, he requested shareholders to adopt a resolution.

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

Voting Results	Number of Votes	Percent
Approved	467,471,790	99.9987
Disapproved	3,173	0.0006
Abstained	2,800	0.0005
Invalid Ballots	0	0.0000

Resolution: With a majority of more than three-fourths of the votes of the shareholders who were present at the meeting, the meeting adopted a resolution approving the amendments to the Company’s Articles of Association, as proposed.

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

Mr. Somjate Moosirilert provided shareholders with an opportune to give suggestions and ask questions. In this connection, there were shareholders asking questions/expressing opinions as follows:

Shareholder who attended the meeting by themselves

The shareholder would like to ask about the business operations of Thanachart Group. In view of the collapse of a commercial bank in the U.S., namely Silicon Valley Bank (SVB), as well as similar problems faced by commercial banks in Europe, such as the case of Credit Suisse which suffered a liquidity problem to such an extent that a large number of the bank’s customers withdrew their deposits at the same time. As a result, UBS had to take over Credit Suisse. The shareholder asked about the impacts of the incidents on Thanachart Group and how the Group would build confidence and maintain stability of financial institutions in Thailand.

Mr. Suphadej Poonpipat responded as follows:

In the case of Silicon Valley Bank, it was likely that the problem was caused earlier when the deposits increased rapidly. As the bank had the burden of paying interest, it had to invest the available cash in debt instruments such as various bonds. However, since the interest rates increased continuously, the value of the instruments held by the bank dropped significantly. Meanwhile, the deposits also decreased as a large number of customers withdrew their deposits. As a result, it was necessary for the bank to sell its debt instruments and recognized losses. In this connection, life and non-life insurance companies of Thanachart Group were not impacted in anyway by the incidents. As regards TMBThanachart Bank Public Company Limited (TTB) which was the Company’s associated company, he thought that the bank was not impacted by the incidents. This was mainly due to the fact that most of TTB’s bonds were short-term, ranging from 1 year to 1 year and a half. There would be no problem if the instruments were marked to market. The investments in bonds were made only when necessary and not much. As a result, there was no impact.

Shareholder who attended the meeting by themselves

1. Thanachart Group planned to restructure its organization in the form of a holding company such as SCBX Public Company Limited. He asked whether the restructuring would be successful or whether the Company planned to make a tender offer to purchase the remaining shares of TTB, which was the Company’s associated company.

2. The shareholder asked what guidelines the Company had for preventing and suppressing criminal groups which impersonated the name of the Company or those of the Group's member companies and used executives' names to mislead individuals into investing their money with the promise of high returns, via various electronic platforms or online channels.

Mr. Somjate Moosirilert responded as follows:

1. Operating an investment business, the Company had been a parent or holding company for about 30-40 years. In the past, the Company focused on investing in a financial business group with Thanachart Bank Public Company Limited being a subsidiary. At present, the Company chose to have a more flexible corporate vision whereby it would invest in a diverse range of businesses. In case it spotted an opportunity to invest in any potential business, it would make additional investments as deemed appropriate.

2. Since the Company was not an operator, there was only a very small likelihood that criminal groups would impersonate its name to mislead people. In this connection, the Company already communicated with customers on this matter and gave assistance to those who were deceived. Most of the impersonating cases would happen to banks. On the part of TTB, the bank not only put in place clear measures for preventing and dealing with the matter but also collaborated with the Thai Bankers' Association, the Bank of Thailand (BOT) and other state agencies concerned.

Shareholder who attended the meeting by themselves

The shareholder asked about the average annual growth rate of operating performance over the next five years which, the Company could achieve or had set as a target.

Mr. Suphadej Poonpipat responded as follows:

After the merger between Thanachart Bank Public Company Limited and TMB Bank Public Company Limited, there were developments and changes in many areas. In the past year, profit increased from 10 billion baht to 14 billion baht. As a result, it was expected that in 2023 TTB should be able to achieve growth and increase its profit. As regards the non-life and life insurance companies of Thanachart Group, the interest hike cycle could represent a good opportunity for insurance companies. Their investment portfolios could perform well in terms of returns. As a result, they should also achieve growth. The expected profit over the next three years should be at least 10 percent, provided that there was no extraordinary incident which had an impact on the global economy or there was no uncontrollable factor such as war.

Shareholder who attended the meeting by themselves

1. The shareholder asked about the Company's investment plan for 2023 - what additional investments would be made, whether there would be additional investments in subsidiaries and whether there would be investments in other areas.

2. The shareholder asked whether the Company would increase the dividend payment in case the operating profit increased and the Company achieved continuous growth in 2023.

Mr. Somjate Moosirilert responded as follows:

1. In 2022, the Company already invested 8,267 million baht, as presented in Agenda Item No. 2. In this connection, the significant investments included not only the support worth 2 billion baht for the business operations of Thanachart Plus Company Limited (T-Plus) to accommodate business expansion but also the investment in TTB, in which the Company's equity stake already reached the ceiling of 24.99 percent imposed by the Bank of Thailand. As regards its subsidiaries, the Company might not make additional investments. As TTB held a 10 percent equity stake in Thanachart Securities Public Company Limited (TNS) and Thanachart Insurance Public Company Limited (TNI) respectively, the bank would support the two companies' businesses. In this connection, TTB were considered their business alliance. However, the revised vision of the Company was to become a leading investment company with investments in a diverse range of businesses. Its executive team already put efforts in studying potential investments in various companies with good management, good corporate governance, and good returns, which could make consistent dividend payments. In this connection, studies were conducted on a continuous basis and reports were submitted to the Board of Directors for consideration.

2. The Company intended to expand businesses. In case it possessed adequate liquidity and its performance was stronger with the growth and improved profits of subsidiaries, the Board of Directors could consider increasing the dividend rate for shareholders, as deemed appropriate. It could also be seen that, over the past 15 years, the Company paid dividends consistently. In this connection, in view of the Company's 2022 performance with higher profit, the Board of Directors decided to propose to shareholders that the dividend rate be increased from 3.00 baht per share for the past few years to 3.10 baht per share. As a result, the Board of Directors would review the dividend rate from time to time while ensuring consistent and stable dividend payments so that shareholders would have an appropriate growth of returns on investment.

Shareholder who attended the meeting by themselves

As the debentures worth about 5 billion baht in total were going to mature this year and next year, the shareholder asked whether the Company considered issuing new debentures to replace the outstanding maturing debentures. The shareholder also asked whether the interest rate would be higher and how much it would be approximately.

Mr. Somjate Moosirilert responded as follows:

The shareholder's figure of about 5 billion baht very likely consisted of two parts. Part 1 included long-term debentures worth about 1.8 billion baht, which would mature in the second and third quarters of 2023. In this connection, the management regularly monitored the market situation. The debentures which would mature soon were those issued long time ago with the interest rates being higher than the current interest rates. As a result, the costs for issuing new debentures were lower than those of the outstanding debentures. Furthermore, at present the interest rates of debentures in the market improved and were more stable after worries about inflation rates abroad eased and central banks abroad slowed the pace of interest rate increases. As a result, it was expected that the interest rates of debentures to be issued by the Company

to replace the maturing debentures should not be higher than the interest rates in the previous year. Part 2 included bills of exchange (B/E). In this connection, the Company issued the bills of exchange with a maturity of 6 months. They were impacted by the announcement of the policy rate hike by the BOT through the Monetary Policy Committee (MPC). As a result, the interest rate in the financial market increased by about 20 basis points. However, the interest rate of the Company's bills of exchange was not higher than the policy rate after the rate increase made by the MPC.

Shareholder who attended the meeting by themselves

1. At present electric cars were getting popular. The shareholder asked what adjustments the Company made and whether TTB and Ratchthani Leasing Public Company Limited (THANI) cooperated or did business together with electric vehicle manufacturers.

2. In the past, many car manufacturers such as Toyota, Isuzu, and Honda began to give loans or extend credit to customers who purchased cars of their own brand. The shareholder asked whether TTB or THANI were affected by the situation and how Thanachart Group dealt with the matter.

Mr. Suphadej Poonpipat responded as follows:

1. THANI operated hire purchase business with focus mainly on the groups of lorries, luxury cars, and supercars, among others. On the other hand, TTB did not do business with these groups of customers. As a result, THANI was not affected by the situation while TTB already made adjustments with its current market share being about 17-18 percent.

2. The fact that many car manufacturers had been extending credit to their own customers for several years did not have any impact on the businesses of TTB and THANI. All parties run their own businesses separately while supporting one another. There was no problem on this matter. TTB had a hire purchase customer portfolio with customers located nationwide, to whom it was convenient to give services. On the other hand, THANI had other groups of customers to serve, with emphasis on lorries, pick-up trucks, taxicabs, and supercars, which were markets with few competitors. As a result, it was unlikely to have an impact.

Shareholder who attended the meeting by themselves

1. The shareholder asked about the adverse impacts on the Company if the policy rate increased further and how the Company would deal with the impacts.

2. As the market share of TNS decreased over the past three years, the shareholder asked about the strategy to increase the market share. He also suggested that customers of TNS be allowed to open new accounts at TTB. This might help increase the number of customers. The company might consider giving compensation to TTB when a new customer opened an account for trading securities for the first time.

3. The shareholder asked about the loans already given by T-Plus and who were its main customers.

4. The shareholder asked whether in 2023 THANI would achieve a better performance than the previous year.

5. The shareholder asked why the shareholders' equity in the consolidated financial statements for 2022 decreased from 2021.

Mr. Somjate Moosirilert responded as follows:

1. In the period before the interest rate hikes, the team overseeing the investment management was already cautious about the matter. In this connection, investments were made in various debentures under the guidance of the policy of investing in the debentures issued by the private sector as well as government bonds. As regards private sector debentures, emphasis was placed not only on quality debentures with a credit rating of at least A- but also on short-term investments. As a result, when the interest rates increased, there was no impact. Since the interest rates had increased for some time until the present, the Company decided to adjust its investment policy from focusing on short-term investments to focusing on increasing rates of returns. In this connection, investments continued to be made in quality debentures but with maturities extended to 3-5 years. Based on market observation, it could be seen that the interest rates of debentures began to stabilize. As a result, this was an opportunity to invest in debentures. In this connection, the Company made use of a lot of information and was supported by experts in many fields, who closely monitored the situation.

2. The decrease in the market share was mainly due to the following two causes: (1) In the past, as the economy was lackluster, competition was rather intense with competitors mainly using pricing strategies. (2) Most customers of TNS were customer groups which used a lot of information for their investment decisions. They were not customer groups which focused on short-term trading. As a result, during the period when the capital market was volatile and faced with uncertainties due to several factors abroad from the second quarter of 2022 to the present, the customers did not execute trading transactions. The trading volume of the market decreased. In this connection, during the period when the COVID-19 situation improved, the market trading volume dropped to 60 billion baht compared to about 90 billion baht previously. It was also anticipated that in 2023 the market trading volume would drop to about 50 billion baht. TNS would put efforts to perform marketing activities with existing customers or to maintain the existing customer base. In the past, TNS anticipated that the market would be volatile with intense pricing competition. As a result, the company tried to develop new strategies whereby it would not depend solely on securities trading. In this connection, it started doing other businesses as well, such as derivative trading, mutual fund selling agent services, portfolio advisory services (or the so-called ZEAL), and margin loan services, among others, which customers could use as they desired. In encouraging customers to open online accounts, the company was in the process of developing systems which would enable customers to use the services easily and conveniently. As regards the suggestion to open accounts at TTB, Mr. Somjate Moosirilert accepted the suggestion and would discuss it with TTB later.

3. At the end of the year 2021, the loan portfolio of T-Plus amounted to about 2 billion baht while, at the end of the year 2022, the portfolio increased to 4 billion baht. As for 2023, the company planned to increase the loan portfolio by about 2-3 billion baht. Customers of T-Plus were customer groups with collateral. The assets to be pledged as collateral had to be of good quality, have potential and be situated in a good location. These included, among others, condominiums in municipal areas and land in

potential areas. In this connection, T-Plus would give loans with size ranging from 50 to 60 percent of the collateral value. Customers using the services of T-Plus were from different businesses such as real estate. The fact that some of them might be from businesses which were highly volatile made it difficult for them to obtain facilities from commercial banks. This represented an opportunity and a channel for T-Plus to do business since Thanachart Group not only had a good understanding of banking and finance business but also understood the business operations of customers.

4. Based on the business plan prepared for 2023, it was expected that THANI would have better operating results with profit growth. However, in view of the operating results for the first quarter of 2023, profit was slightly below the established target. This was mainly due to unfavorable conditions such as the impact of recent floods, which caused the company to sell fewer foreclosed cars and recognize losses. In this connection, THANI not only reviewed its business plan regularly but also paid attention to and was cautious on business expansion.

5. In the consolidated financial statements, shareholders' equity was composed of two parts including equity attributable to owners of the Company and non-controlling interests. As at the end of 2022, equity attributable to owners of the Company amounted to 66,763 million baht, representing an increase when compared to 65,114 million baht as at the end of 2021. The part which decreased was non-controlling interests. The decrease was concerned with the shareholding of the Bank of Nova Scotia (BNS). In 2021, BNS still held shares in TNI and TNS. But in 2022, BNS did not have any shares in the two companies. As a result, based on the consolidated financial statements as at the end of 2022, non-controlling interests amounted to 5,767 million baht, representing a decrease when compared to 9,027 million baht in 2021. On the other hand, equity attributable to owners of the Company increased in line with the profit growth.

Shareholder who attended the meeting by themselves

The treasury stock program in which 97,045,970 shares were repurchased in 2020 would end in 2023. The shareholder asked whether the Company would reduce the capital or sell the repurchased shares as the current price of the Company's shares was still lower than the book value.

Mr. Somjate Moosirilert responded as follows:

The Company expected to apply the same principle as in the past. The purposes were to achieve profit growth and for shareholders to benefit from the treasury stock program.

Shareholder who attended the meeting by themselves

The shareholder observed that the number of shareholders attending the shareholders' meeting was too small. As a result, the questions asked were not diverse enough. In this connection, the shareholder asked about the Company's opinion on holding shareholders' meetings in a hybrid format. The objective was to reduce technical barriers encountered by participants.

The Company Secretary responded as follows:

As regards holding shareholders' meetings in a hybrid format, the Company Secretary agreed to take it into consideration. In this connection, he would also monitor the overall picture of the organization of meetings in the industry.

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

The meeting was closed at 16:05 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	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.

Supporting Document

Agenda Item 7: To consider the appointment of the auditor and determine the audit fees for 2024

Names of auditors and the audit firm:

1. Ms. Somjai Khunapasut Certified Public Accountant (Thailand) No. 4499 and/or
2. Ms. Wanwilai Phetsang Certified Public Accountant (Thailand) No. 5315 and/or
3. Ms. Bongkot Kriangphanamorn Certified Public Accountant (Thailand) No. 6777 and/or
4. Ms. Chutiwan Chanswangphuwana Certified Public Accountant (Thailand) No. 8265

These are the auditors of EY Office Limited

• Brief profiles of the four auditors:

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

Age : 53 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. Wanwilai Phetsang
Certified Public Accountant (Thailand) No. 5315

Age : 52 years

Education : Master of Business Administration, Thammasat University

Position in the Audit Firm : Partner



- Auditing Experience :**
- Thanachart Bank Public Company Limited
 - Thanachart Capital Public Company Limited
 - Mizuho Bank, Ltd. Bangkok Branch
 - Designee for ETA Contract Company Limited
 - SCIB Services Company Limited
 - Thanachart Training & Development Company Limited
 - Thanachart Management & Services Company Limited
 - National Leasing Company Limited
 - Tablamu Resort Developments Company Limited
 - Mai Khao Resort Developments Company Limited
 - Sattahip Developments Company Limited
 - Mae Phim Resort Developments Company Limited
 - IMPACT Growth Real Estate Investment Trust
 - JMT Network Services Public Company Limited
 - Krung Thai Bank Public Company Limited

Name : Ms. Bongkot Kriangphanamorn
Certified Public Accountant (Thailand) No. 6777

Age : 47 years

Education : Master of Science in Accounting, Thammasat University

Position in the Audit Firm : Partner

Auditing Experience :

- Star Money Public Company Limited
- Knight Club Capital Asset Management Public Company Limited
- JMT Network Services Public Company Limited
- LH Financial Group Public Company Limited
- Land and Houses Bank Public Company Limited
- Land and Houses Securities Public Company Limited
- Land and Houses Fund Management Company Limited



Name : Ms. Chutiwan Chanswangphuwana
Certified Public Accountant (Thailand) No. 8265

Age : 43 years

Education :

- Master of Business Administration,
National Institute of Development Administration
- Bachelor of Accountancy, Chulalongkorn University

Position in the Audit Firm : Partner

Auditing Experience :

- Krung Thai Bank Public Company Limited
- Krungthai Card Public Company Limited
- Mitsib Leasing Public Company Limited
- Amanah Leasing Public Company Limited



- **Audit Fees**

For the Company's 2024 financial statements, EY Office Limited proposes the audit fees for the Year 2024 of 1,100,000 baht, an increase from 100,000 baht in 2023.

- **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 four 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 - 2023	6
2. Ms. Wanwilai Phetsang	Years 2018 - 2019	-
3. Ms. Bongkot Kriangphanamorn	-	-
4. Ms. Chutiwan Chanswangphuwana	-	-

- **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. Siripen Sitasuwan	Chairperson of the Audit Committee and Member of the Nomination, Remuneration, and Corporate Governance Committee (Independent Director)	75	377 Charansanitwongse Road, Kwaeng Wat Tha Phra, Khet Bangkokyai, Bangkok. 10600
2. Mr. Tiraphot Vajrabhaya	Chairman of the Nomination, Remuneration, and Corporate Governance Committee and Member of the Audit Committee (Independent Director)	71	249 Soi Rotchana Sukhumvit 21 Road, Kwaeng Khlong Toei Nuea, Khet Wattana, Bangkok. 10110
3. Mr. Somjate Moosirilert	Member of the Executive Committee, Member of the Risk Oversight Committee, and Chief Executive Officer (Executive Director)	68	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.

- 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.
- 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 attendace, appointment of proxy holder (as the case may be)”**. Please send the documents prior to the meeting date to “Corporate Secretary and Sustainability Management”, 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 Friday, 29 March 2024).**

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 2024 via electronic media and summary of submitting the meeting application and registration for the Meeting

Shareholders and 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/TCAP145124R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 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
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


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

2. The electronic registration will be available from 29 March 2024 at 8:30 a.m. Until the end of the meeting.
3. The electronic conference system will be available on 5 April 2024 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

 0-2931-9130

 @inventechconnect

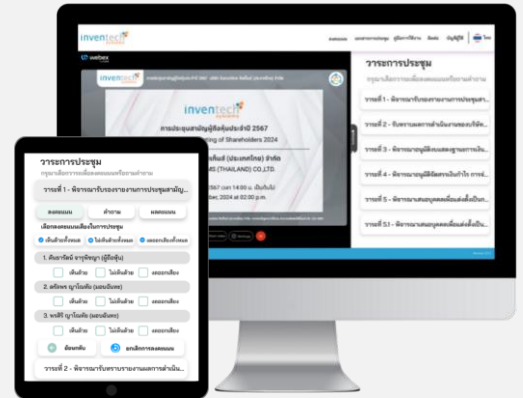
 The system available during 1 – 5 April 2024 at 08.30 a.m. – 05.30 p.m.
(Specifically excludes holidays and public holidays)



Report a problem
[@inventechconnect](#)

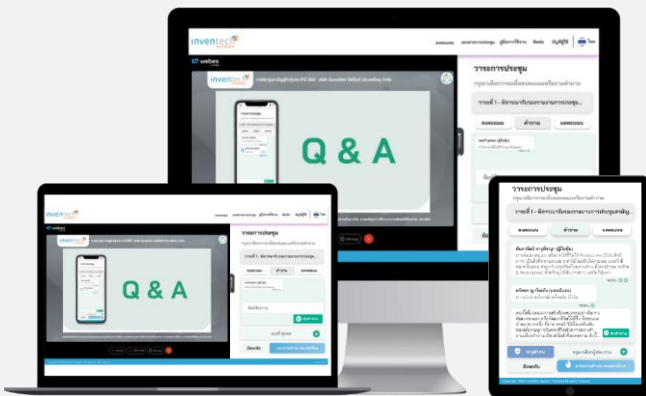
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 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 for that agenda 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 the microphone and camera

How to use Inventech Connect



User Manual e-Request



User Manual e-Voting



Video of using Inventech Connect

* 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.

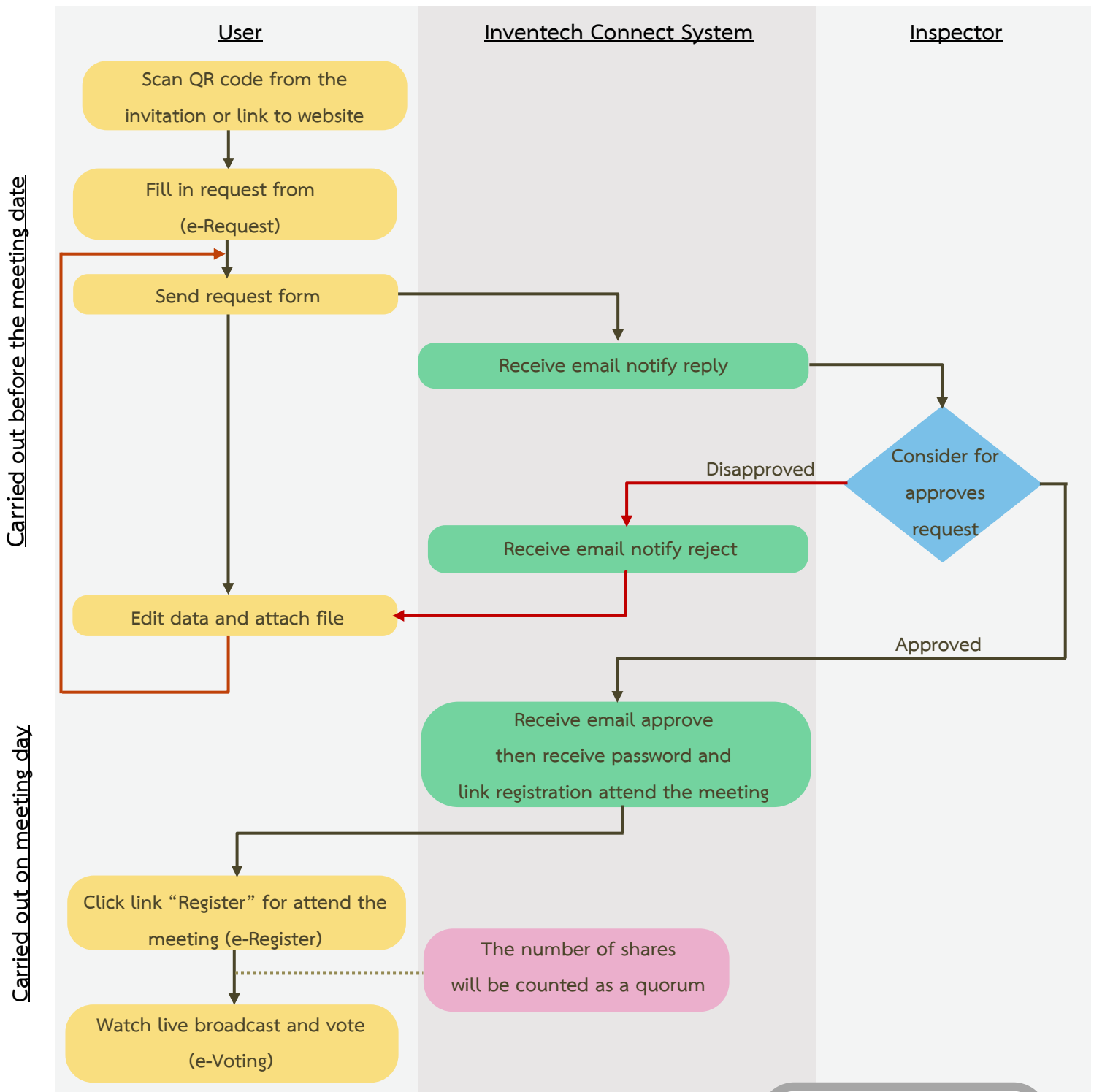
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge ** The system does not supported internet explorer.

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 account

In case filing request multiple by using the same email and phone number, the systems will merge account 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 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. 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.

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. 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 to the methods prescribed by the law and the Company registrar.

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.

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. The appointment of the proxy may be made by electronic means.

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. Dividends shall be paid within the period prescribed by the law.

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 ทุนธชาติ 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 2567)

Hereby appoint (The shareholder may appoint the Independent Director or Executive Director of the Company of whose details are in of
Notice of the 2024 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 2567
ในวันที่ 5 เมษายน 2567 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 2024 Annual General Meeting of Shareholders
through electronic on 5 April 2024 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
ที่ลงลายมือชื่อรับรองสำเนาถูกต้องใส่ซองบริการไปรษณีย์ธุรกิจตอบรับที่ได้แนบมาพร้อมหนังสือบอกกล่าวเชิญประชุม ภายในวันศุกร์ที่ 29 มีนาคม 2567
- 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 2024 annual general meeting of shareholders within Friday 29 March 2024.

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566
Item 1 To approve the Minutes of 2023 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 2566
Item 2 To acknowledge the report of the Board of Directors on the Company's business operations in 2023
เสนอเพื่อทราบไม่มีการลงมติ
For acknowledgement without approval

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2566
Item 3 To approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 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 4 พิจารณานุมัติการจัดสรรเงินกำไรสำหรับผลการดำเนินงานประจำปี 2566 และจ่ายเงินปันผล
Item 4 To approve the appropriation of the profit for 2023 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 2567 และอนุมัติเงินบำเหน็จกรรมการบริษัทฯ จากผลการดำเนินงานประจำปี 2566
Item 5 To approve the remuneration of the Board of Directors and standing committees for 2024 as well as the performance allowance for the Board of Directors for 2023 performance

วาระที่ 5.1 พิจารณานุมัติค่าตอบแทนกรรมการบริษัทฯ และกรรมการชุดย่อย ประจำปี 2567
Item 5.1 To approve the payment of remunerations for the directors and members of standing committees in 2024

- (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 พิจารณานอุมัติเงินบำเหน็จกรรมการบริษัทฯ จากผลการดำเนินงานประจำปี 2566
Item 5.2 To approve the performance allowance for the Board of Directors for 2023 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 ดร.ธนาชาติ นุ่มนนท์
Dr. Thanachart Numnonda
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- 6.2 นางสาวสุวรรณา สุวรรณประทีป
Ms. Suvarnapha Suvarnaprathip
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
- 6.3 นายสมเจตน์ หมู่ศิริเลิศ
Mr. Somjate Moosirilert
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> งดออกเสียง
Abstain |
|--|--|--|
-

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2567
Item 7 To consider the appointment of the auditor and determine the audit fees for 2024

- (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 เรื่องอื่น ๆ (ถ้ามี)

Item 8 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:

เห็นด้วย
Approve

ไม่เห็นด้วย
Disapprove

งดออกเสียง
Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ 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 2567
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 2024 annual general meeting of shareholders.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
REGULAR CONTINUED PROXY FORM B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ทุนธนชาติ จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันที่ 5 เมษายน 2567 เวลา 14.00 นาฬิกา โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ 2563 และกฎหมายอื่น รวมถึงหลักเกณฑ์และข้อกำหนดที่ทางการประกาศกำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of Shareholders for the Year 2024 on 5 April 2024 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

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เห็นด้วย

Approve

ไม่เห็นด้วย

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งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Agenda Re :

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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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