

Supporting Document

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

The remuneration guideline

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

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



Name and surname	Mr. Banterng Tantivit
Type of directorship	Non-executive Director
Current position	Chairman
Age	80 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> - Master of Science in Management, Massachusetts Institute of Technology, USA - Bachelor of Science in Electrical Engineering, Massachusetts Institute of Technology, USA
Directorship and executive training program	<u>Thai Institute of Directors Association</u> <ul style="list-style-type: none"> - Certificate, Director Accreditation Program (DAP), Class 25/2004 <u>Thanachart Bank Public Company Limited</u> <ul style="list-style-type: none"> - Anti-Corruption for Executives 2017
Date of holding directorship	30 October 1980
No. of year holding directorship	44 Years 5 Months
Position in other listed company	<u>1 Company</u> <ul style="list-style-type: none"> - Chairman of the Board of Directors and Chairman of the Corporate Governance and Sustainability Committee, MBK Public Company Limited
Position in other non-listed company	<u>9 Companies</u> <ul style="list-style-type: none"> - Director, 911 Streetball Company Limited - Chairman of the Board of Directors, Thanachart Insurance Public Company Limited - Director, Laem Sai Village Company Limited - Director, Siam Piwat Holding Company Limited - Chairman of the Board of Directors, MBK Resort Public Company Limited - Director, Siam Piwat Company Limited - Director, B.V. Holding Company Limited - Director, Deebuk Company Limited - Director, Thai Farming Company Limited
Position in competitor business in relation to the Company that may cause a conflict of interest	None
Work experience	- Chairman of the Board, 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 2024	<ul style="list-style-type: none"> - Board of Directors <div style="text-align: right;">12 out of 12 meetings</div>

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



Name and surname	Mr. Vichit Yanamorn
Type of directorship	Non-executive Director
Current position	Member of the Nomination, Remuneration, and Corporate Governance Committee and Member of the Risk Oversight Committee
Age	78 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> - Master of Science (Computer Science), University of Iowa, USA - Bachelor of Commerce and Accountancy (Statistics), Second Class Honor, Chulalongkorn University
Directorship and executive training program	<p><u>Thai Institute of Directors Association</u></p> <ul style="list-style-type: none"> - Certificate, Director Accreditation Program (DAP), Class 34/2005 - Certificate, Audit Committee Program (ACP), Class 18/2007 - Certificate, Role of the Compensation Committee (RCC), Class 20/2015 - Certificate, Role of the Nomination and Governance Committee (RNG), Class 7/2015 - Certificate, Driving Company Success with IT Governance (ITG), Class 3/2016 - Certificate, Successful Formulation and Execution of Strategy (SFE), Class 38/2022 - Certificate, Hot Issue for Directors (HOT), Class 3/2024 <p><u>Thanachart Bank Public Company Limited</u></p> <ul style="list-style-type: none"> - Anti-Corruption for Executives 2017 - Block Chain Technology 2018 <p><u>Bank of Thailand</u></p> <ul style="list-style-type: none"> - Thailand Sustainable Banking 2018 <p><u>The Stock Exchange of Thailand</u></p> <ul style="list-style-type: none"> - IT Future for Listed Company, Class 3/2017 - IT Future for Capital Market, Class 2/2018
Date of holding directorship	25 February 2015
No. of year holding directorship	10 Years 1 Month
Position in other listed company	<p><u>2 Companies</u></p> <ul style="list-style-type: none"> - Chairman, Chairman of the Audit Committee, and Member of the Risk Management Committee, IT City Public Company Limited - Information Technology Advisor, MBK Public Company Limited
Position in other non-listed company	<p><u>2 Companies</u></p> <ul style="list-style-type: none"> - Director, Amornchewin Company Limited - Director, USC International Group Company Limited
Position in competitor business in relation to the Company that may cause a conflict of interest	None
Work experience	<ul style="list-style-type: none"> - Member of the Nomination and Remuneration Committee, IT City Public Company Limited - Member of the Audit Committee and Member of the Nomination and Remuneration Committee, Netbay Public Company Limited - Information Technology Advisor, Thanachart Insurance Public Company Limited - Director, The Grand UB Company Limited - Director, New Continent Company Limited

No. of TCAP share held	None	
Shareholding as compared to the total number of voting rights (percent)	None	
Meeting attendance in 2024	- Board of Directors	12 out of 12 meetings
	- Nomination, Remuneration, and Corporate Governance Committee	5 out of 5 meetings
	- Board of 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	Mrs. Salinee Wangtal	
Type of directorship	Independent Director	
Current position	Member of the Audit Committee and Member of the Risk Oversight Committee	
Age	70 Years	
Nationality	Thai	
Educational qualification	<ul style="list-style-type: none"> - Master of Business Administration, Finance & International Business, Columbia University, USA - Bachelor of Accounting, Chulalongkorn University 	
Directorship and executive training program	<u>Thai Institute of Directors Association</u> <ul style="list-style-type: none"> - Certificate, Role of the Chairman Program (RCP), Class 36/2015 <u>Harvard University, USA</u> <ul style="list-style-type: none"> - Advance Management Program <u>Thanachart Capital Public Company Limited</u> <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	5 Years 3 Months	
Position in other listed company	None	
Position in other non-listed company	<u>2 Companies</u> <ul style="list-style-type: none"> - Chairperson of the Audit and Risk Management Committee and Member of the Nomination Committee, Auto X Company Limited - Chairperson of the Audit Committee, SCB Asset Management Company Limited 	
Position in competitor business in relation to the Company that may cause a conflict of interest	None	
Work experience	<ul style="list-style-type: none"> - Director, Siam Paragon Retail Company Limited - Director, Siam Paragon Development Company Limited - Chairperson, Green Earth Power (Thailand) Company Limited - Director, Nation Multimedia Group Public Company Limited - Chairperson of the Audit Committee, MBK Life Assurance Public Company Limited 	
No. of TCAP share held	None	
Shareholding as compared to the total number of voting rights (percent)	None	
Meeting attendance in 2024	<ul style="list-style-type: none"> - Board of Directors - Audit Committee - Board of Risk Oversight Committee 	<ul style="list-style-type: none"> 12 out of 12 meetings 15 out of 15 meetings 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.