



**Thanachart Capital Public Company Limited
 Notice of the Annual General Meeting
 of Shareholders for the Year 2025**

**Wednesday, 2 April 2025, 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.**



Contents

	Page
The Notice of the Annual General Meeting of Shareholders for the Year 2025	1
Supporting Documents for Meeting Agenda	
● The Minutes of the Annual General Meeting of Shareholders for the Year 2024 (Draft Version) (Supporting document for agenda 1_Attachment No. 1)	14
● Profiles of the directors proposed for shareholders for the election of directors replacing those retiring by rotation. (Supporting document for agenda 6_Attachment No. 2)	38
● Profiles of a qualified person proposed to shareholders for appointing as a new director (Supporting document for agenda 7_Attachment No. 3)	44
● List and Profile of the Auditors and Audit Fees (Supporting document for agenda 8_Attachment No. 4)	46
● The sale of all Thanachart Securities Public Company Limited's ordinary shares to TMBThanachart Bank Public Company Limited (Supporting document for agenda 10_Attachment No. 5)	49
Required Documents for Attending the Meeting	
(1) 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 (Details of directors whose names are proposed to shareholders as proxy are on Page 54)	52
(2) Procedures related to attendance of the Annual General Meeting of Shareholders via electronic media and summary of submitting the meeting application and registration for the Meeting	56
(3) The Company's Articles of Association in relation to the Annual General Meeting of Shareholders	60
(4) Proxy Form B	65

Attachment

- Proxy Form B with printed barcode for each shareholder



Supporting Documents for the Meeting

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

Tel. 0-2217-8012 0-2217-8000 ext. 3004, 3008-3012 Fax. 0-2217-8312

Translation:

Notice of 2025 Annual General Meeting of Shareholders

TCAP.CSO. 023/2025

4 March 2025

Subject: Calling the 2025 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. 3/2025 held on Thursday, 20 February 2025 passed a resolution to hold the 2025 Annual General Meeting of Shareholders on Wednesday, 2 April 2025 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 2024 Annual Meeting of Shareholders

Objective and Rationale: The Annual General Meeting of Shareholders for the Year 2024 was held on Friday, 5 April 2024. 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, 19 April 2024.

Board of Directors’ Opinion: The Board of Directors deems it appropriate to present the minutes of the 2024 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 2024

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 2024 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 4 March 2025.

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 2024 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 2024

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 2024. Being prepared in line with the Financial Reporting Standards, the statements show the financial position and the operating results of the Company in 2024. 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 2024 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 2024 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 2024 based on consolidated and separate financial statements in the amount of 6,646,024,314.69 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 2024 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 3.30 baht per share or 3,460,435,218.90 baht in total, accounted for 52.07 percent of the 2024 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 1.25 baht per share or 1,310,770,916.25 baht in total and it was made to shareholders on 30 September 2024, the remaining dividend payments to be made amount to 2.05 baht per share or 2,149,664,302.65 baht in total.

In this connection, the Company sets 16 April 2025 as the record date and the dividend payment is scheduled to be made to ordinary and preferred shareholders on 30 April 2025. The source of dividend payment is from retained earnings, on which the company paid corporate income tax as follows:

- 0.004 baht per share will be from retained earnings that the Company paid corporate income tax of 25 percent.
- 0.091 baht per share will be from retained earnings that the Company paid corporate income tax of 23 percent.
- 1.918 baht per share will be from retained earnings that the Company paid corporate income tax of 20 percent.
- 0.037 baht per share will be from retained earnings that the Company is not subject to tax.

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 2022 to 2024 respectively

	Performance for the Year		
	2024	2023	2022
Net profit (separate F/S) (mil. baht)	6,646	6,603	5,220
Net profit (consolidated F/S) (mil. baht)	6,646	6,603	5,220
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)	6.34	6.30	4.98
Earnings per share (Consolidated F/S) (baht)	6.34	6.30	4.98
Dividend payment for the year (baht)	3.30	3.20	3.10
Approved dividend payments for the year (mil. baht)	3,461	3,355	3,250

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 2025 as well as the performance allowance for the Board of Directors for 2024 performance

Objective and Rationale:

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

1. The remuneration of the Board of Directors and standing committees is subject to annual review and shall be presented to the meeting of shareholders annually for approval.
2. According to the Company's policy, the remuneration of each member of the Board of Directors and of standing committees reflects their respective duties and responsibilities and takes into consideration the remuneration of similar

positions in the same industry. In addition, executive directors are not entitled to additional compensation for being members of standing committees.

3. The Nomination, Remuneration, and Corporate Governance Committee is responsible for reviewing the remuneration of the Board of Directors and standing committees, ensuring that the remuneration is appropriate and in line with the Company's remuneration policy. In reviewing the remuneration, the Committee will take into account the suitability based on the remuneration policy as well as the Company's business expansion and profit growth.

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

1. To approve the remuneration of the Board of Directors and the standing committees for the year 2025. As shown below, the proposed remuneration is the same as the remuneration in 2024.

Remuneration Schedule for 2025 proposed to annual meeting of shareholders for approval

(Unit: Baht)

Board and various standing committees	Position	2025		2024	
		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	30,000
	Directors	20,000	20,000	20,000	20,000
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 34,604,352.19 baht (the calculation of which is based on the dividend payments of 3,460,435,218.90 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
2022-2024

(Unit: Baht)

Particulars	Based on performance for the year		
	2024	2023	2022
Performance allowances paid	34,604,352.19	33,555,735.46	32,507,118.72

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 2025 Annual Meeting. The three directors who have served the longest term in office and will retire by rotation are as follows:

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

In 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 2024 to 31 December 2024. 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. Mr. Banterng Tantivit (Director retiring by rotation),
2. Mr. Vichit Yanamorn (Director retiring by rotation),
3. Mrs. Salinee Wangtal (Director retiring by rotation)

The Board of Directors (with the members of the Board retiring by rotation abstaining from the consideration and passage of the resolution concerning themselves), concurring with the opinion of the Nomination, Remuneration, and Corporate Governance Committee, determines that Mrs. Salinee Wangtal, an independent director, meets all the criteria for independence as defined by the Company, her qualifications complies with the laws related to the requirements of independent directors. The Nomination, Remuneration, and Corporate Governance Committee and the Board of Directors also determines that she is capable of providing independent and beneficial opinions, in accordance with the relevant regulations, and can allocate sufficient time to attend meetings and consider the Company's operations effectively.

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 election of a new director

Objective and Rationale: According to the Company's Senior Executive Succession Plan, Mr. Perapart Meksingvee, Former Chief Executive Officer of Thanachart Insurance Public Company Limited, has been proposed to be elected as the successor to the position of "Chief Executive Officer" of the Company. He has also been nominated for election as a director of the Company. As he is a new director, his nomination must be presented to the shareholders' meeting for consideration and election.

Board of Directors' Opinion: The Board of Directors agrees with the proposal of the Nomination, Remuneration, and Corporate Governance Committee. All members of the Board of Directors have considered and nominated an individual to serve as an additional director of the Company. In this connection, the Board proposes that the shareholders' meeting elect Mr. Perapart Meksingvee as a director of the Company. He not only meets all qualifications but also has no disqualifying characteristics for director election under relevant laws. Additionally, his qualifications, skills, knowledge, competence, and experience will enhance the performance of the Board of Directors. Mr. Perapart Meksingvee has a long-standing career with the Thanachart Group as a director and executive, demonstrating a deep understanding of the Group's businesses and a proven track record in managing and overseeing the Group's insurance operations.

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

Supporting details are given in Attachment 3

Item 8 To consider the appointment of the auditor and determine the audit fees for 2025

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. Bongkot Kriangphanamorn | Certified Public Accountant (Thailand)
No. 6677 and/or |
| 2) Ms. Chutiwan Chanswangphuwana | Certified Public Accountant (Thailand)
No. 8265 and/or |
| 3) Ms. Ployjuta Sucanthamal | Certified Public Accountant (Thailand)
No. 10678 |

They will be responsible for giving opinions to and signing the Company's financial statements for Fiscal Year 2025. In this connection, the names of the above three certified public accountants are on the list of the auditors approved by the Office of the Securities and Exchange Commission.

2. It is proposed that shareholders approve the audit fee for the Year 2025 of 1,150,000 baht, an increase from 50,000 baht in 2024.

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 4

Item 9 To approve the increased ceiling of debenture issuance and offering

Objective and Rationale: As the 2022 Annual General Meeting of Shareholders approved the Company's issuance of debentures with a total value not exceeding 30 billion baht, and to support business operations, the Company requests a review of the ceiling for the issuance and offering of its debentures. The Company proposes to increase the ceiling by an additional 5 billion baht, bringing the total ceiling to 35 billion baht.

Board of Directors' Opinion: The Board of Directors recommends that the meeting of shareholders approve an increase of 5 billion baht to the Company's existing debenture issuance and offering ceiling, raising it to 35 billion baht from the 30 billion baht approved at the 2022 Annual General Meeting of Shareholders. The increase is to support the Company's business operations. Details are as follows:

Types	All types of debentures encompassing registered or bearer, secured or unsecured, and those with or without a debentureholders' representative.
Currencies	Baht/US dollars and/or currencies of other countries
Ceiling	At any given time, not exceeding 35 billion baht (thirty-five billion baht). For foreign currencies, the exchange rate at each issue date applies.
Par Value	1,000 baht (one thousand baht)

Maturity	The Board of Directors and/or those designated by the Board shall determine the maturity of the instruments as deemed appropriate, considering the type of instrument, intended use of funds, and prevailing market conditions.
Allocation Methods	The debentures may be offered for sale domestically and/or internationally. Offerings can be made to the general public and/or institutional investors and/or ultra-high-net-worth investors and/or high-net-worth investors and/or through private placement to a maximum of 10 investors. The offering may be issued in single or multiple tranches and/or in a revolving manner, and may be issued separately. The debentures may also be offered to existing debentureholders whose instruments are nearing maturity or are being redeemed early, in accordance with all applicable laws, rules, regulations, or notifications, including obtaining permission from any relevant government agencies.
Redemption Prior to Maturity	Debentureholders may or may not have the right to request the Company redeem the debentures prior to maturity, and/or the Company may or may not have the right to redeem the debentures prior to maturity. This shall be in accordance with the terms and conditions of each debenture issuance, in compliance with all relevant laws, rules, regulations, or notifications, including obtaining permits from any relevant government agencies.
Special Conditions	In the event that the Company redeems or repays debentures issued within the ceiling approved above, the Company may issue additional replacement debentures for the amount redeemed or repaid, provided that the outstanding value of debentures at any given time does not exceed the debenture issuance ceiling approved herein.

In this connection, the Board of Directors and/or those designated by the Board are authorized to exercise the following powers:

1. Determine the details and other conditions related to the issuance and offering of debentures, including the debenture name, currency, characteristics of the debenture offering, the number of debentures to be issued and offered at each time, the type of debenture, collateral (if any), offering price per unit, maturity, redemption period, early redemption, interest rate, methods of principal and interest payment, domestic and international offering methods, allocation methods, and offering details, among others.
2. Appoint financial advisors and/or debenture issuance coordinators and/or securities underwriters and/or credit rating agencies for the issuer and/or related parties involved in the debenture issuance and offering.
3. Negotiate, agree to, sign related documents and contracts, and have the authority to perform any necessary and related actions regarding each debenture issuance and offering. This includes registering the debentures on a debt instrument secondary market or any secondary market, as well as have the authority to obtain permits from relevant government agencies.

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

Item 10 To approve the sale of all Thanachart Securities Public Company Limited’s ordinary shares to TMBThanachart Bank Public Company Limited

Objective and Rationale: The Board of Directors has resolved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the sale of all ordinary shares of Thanachart Securities Public Company Limited (“TNS”) held by the Company to TMBThanachart Bank Public Company Limited (“ttb”). This constitutes a significant partial transfer of business to another person as defined under Section 107(2)(a) of the Public Limited Company Act B.E. 2535 (as amended). Therefore, the Company must obtain approval from its General Meeting of Shareholders by a vote of not less than three-fourths of the total votes of the shareholders present and eligible to vote.

Board of Directors’ Opinion: The Directors, including all Independent Directors, have considered and deem it appropriate to propose to the meeting of shareholders for approval the selling of all ordinary shares of TNS held by the Company to ttb. The transaction is beneficial to the Company and its shareholders, including TNS in the long run. Moreover, the determined price of TNS’s ordinary shares is appropriate.

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

Supporting details are given in Attachment 5

Item 11 Other business (if any)

Objective and Rationale: Apart from the various agenda items which the Board of Directors has established for the 2025 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 2024 to 31 December 2024. 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 6 March 2025 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 Manapan.Plo@thanachart.co.th or by post to 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://con.inventech.co.th/TCAP914976R/#/homepage> or scan the QR Code provided by the Company, together with the identification documents details appeared in the attachment from Wednesday, March 26, 2025 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, Zoom 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

- Manapan Plodpai -

(Ms. Manapan Plodpai)

Company Secretary

By order of the Board of Directors

Notes:

- 1) The Company will make available the Notice of 2025 Annual Meeting of Shareholders as well as supporting documentation on its website whose address is www.thanachart.co.th as from 4 March 2025.
- 2) The Company will start accepting registration for the meeting from 12.00 hours.

Corporate Secretary and Sustainability Management:

Ms. Manapan Plodpai	Tel. 0-2217-8012
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 2024

Thanachart Capital Public Company Limited

Friday, 5 April 2024, Starting at 14:00 hours

(This meeting was streamed live via electronic means from

Executive Room, Underground 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 14:03 hours there were 33 shareholders present in person, holding a total of 13,631,505 shares, and 444 shareholders represented by proxy, holding a total of 544,823,497 shares. The total number of shareholders was 477, holding a total of 558,455,002 shares. This accounted for 53.2563 percent of the total number of paid-up shares which amounted to 1,048,616,733 shares, thus constituting a quorum.

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 Tantivit, the Chairman of the Board of Directors, acting as Chairman of the meeting, opened the Annual General Meeting of Shareholders for the Year 2024. 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, to record the meeting minutes and explain the meeting procedures. The Chairman then requested the Company Secretary to introduce members of the Board of Directors and executives and explain the meeting procedure in detail to the shareholders.

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 regard, Mr. Somjate Moosirilert was at the live broadcasting venue which was Executive Room on the underground floor of Pathumwan Princess Hotel. As for 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, Advisor Financial and Corporate Strategy, 2) Mrs. Thanawan Chaisithikarnkha, Executive Vice President, Financial and Corporate Strategy, and 3) Mr. Sorasak Chayarak, First Vice President of Corporate Strategy and Investment Department. In addition, Ms. Somjai Khunapasut, a 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. Therefore, in case during the course of the meeting, shareholders wished to request that the directors, the executives, or the certified public accountant answer any questions related to the agenda items concerned, they could do so.

This meeting was an electronic meeting, where identification, voting and other proceedings were conducted in accordance with the Royal Decree on Electronic Meeting B.E. 2563 (2020) and the Announcement of the Ministry of Digital Economy and Society re: Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020).

In this regard, the Company utilized the services of Inventech Systems (Thailand) Limited, a provider of electronic meeting services with expertise that was widely recognized by many large, listed companies. Moreover, the service provider was certified by the Electronic Transactions Development

Agency (ETDA), Ministry of Digital Economy and Society, for the following: 1) its meeting control system (Cisco Webex Meetings) which was certified as compliant with the Standards for Maintaining Security of Meetings via Electronic Means, and 2) its Inventech Connect voting system which passed the conformity self-assessment.

In this regard, the supporting materials for this meeting were consistent with the notice of the 2024 Annual General Meeting of Shareholders dated 7 March 2024, previously distributed to shareholders.

Before proceeding with the meeting agenda, the Company Secretary informed all participants that the directors, shareholders, and proxy holders who attended this meeting already completed their identification verification. In this meeting, the Company would collect, use, and disclose personal information, including still images, audio, and video recordings of all participants. This was for the purpose of recording and preparing meeting minutes, facilitating the meeting management, among others. The Company Secretary then proceeded with the explanation of the procedures and rules for today's meeting.

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

- Today's meeting would address eight agenda items. The meeting would follow the order of the agenda items as displayed on the screen with details given in the notice of the meeting which was previously distributed to all shareholders.

- Ordinary shareholders and preferred shareholders and/or proxy holders were entitled to one vote per share. In this regard, 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 allotted timeframe, 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 relevant agenda item on which they would like to cast their votes, then click the "Vote" button. This would prompt the system to display three options for voting: "Approve", "Disapprove" and "Abstain". Shareholder could then select their preferred option.

- For shareholders or proxy holders representing multiple shareholders, the system would display a list of all shareholders on whose behalf they were authorized to vote. Votes would then be cast individually for each shareholder.

- In case a proxy holder represented multiple shareholders and used the same email and phone number for identity verification for each authorization, the system would consolidate those

shareholders into a single user account. However, in case different emails and phone numbers were used for verification, the system would not merge the names of authorizing shareholders. Instead, separate user accounts for each shareholder would be created. To switch between accounts, the proxy holder could click on the "User Account" menu and then click on "Switch Account" to access a different shareholder's account. Switching accounts would not remove any votes from the voting base.

- In case a shareholder wished to cancel their most recent vote, they could click the "Cancel Vote" button. In case a shareholder did not cast a vote within the allotted timeframe, or in case they chose to cancel their vote, the Company would consider that shareholder to have approved the agenda item. Voting could be changed at any time before the voting period for that item closed.

- The abstentions would not be included in the voting base, except for Agenda Item No. 5 whereby the abstentions would be included in the base 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 vote on each agenda item after there was an announcement that the voting was opened for the agenda item concerned. Once the voting period closed for the agenda item concerned, the voting results related to such agenda item would be announced to the meeting.

- In case a shareholder registered to leave the meeting before the voting period on any agenda item closed, the votes cast by the shareholder would not be counted towards the quorum for the agenda item concerned. Additionally, the votes would not be counted for any remaining agenda items. However, leaving the meeting during any agenda item would not remove the right of the shareholder and proxy holder from rejoining the meeting and voting on any subsequent agenda items for which voting was still open in the system.

- Participants wishing to ask questions or express opinions on any agenda item could do so through two channels. They could select the desired agenda item and either: 1) Click the "Ask a Question" button to type their question and click "Submit Question", or 2) In case they wanted to ask via video and audio, click the "Ask via Video and Audio" button, then click "OK" to confirm their place in the queue. They would need to wait for the staff to arrange the order of questions before turning on their microphone and camera. Before asking a question, participants would be required to state their full name and status as a shareholder or proxy holder to enable the Company to accurately record the information in the meeting minutes.

- In this regard, 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 reserved the right to turn off or mute the video and audio of shareholders who asked impolite questions, expressed impolite opinions, defamed others or violated any laws. This also applied to those who violated others' rights, disrupted the meeting or caused trouble for other participants.

- In case shareholders experienced any issues using the meeting or voting systems, they were encouraged to study and follow the guidelines sent along with the meeting notice or use the in-system "Help" menu. Alternatively, they could contact Inventech Call Center staff via the phone number or Line Official displayed on the screen.

- In case there was a system failure during the meeting, shareholders would receive an email to rejoin the meeting through the backup system.

In this regard, 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 No. 8.
2. Mr. Tiraphot Vajrabhaya responsible for conducting discussions of Agenda Item Nos. 5-7.

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 2023 Annual General Meeting of Shareholders

Mr. Somjate Moosirilert, informed the meeting that the 2023 Annual General Meeting of Shareholders was held on Friday, 7 April 2023. 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 21 April 2023. The details of the draft minutes were included in the Notice of the Annual General Meeting on Pages 11-36. 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 2023 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	559,820,835	100.0000
Disapproved	0	0.0000
Abstained	3,500	-
Invalid Ballots	0	-

Resolution: With the majority votes of the shareholders who were present at the meeting and cast their votes, the meeting passed the resolution approving the Minutes of the 2023 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 2023

Mr. Somjate Moosirilert, Chief Executive Officer, presented the report on the Company's performance in 2023 to the meeting, a summary of which was as follows:

The Thai economy in 2023 expanded at a slower pace due to a fragmented economic recovery. Economic growth slowed to 1.9 percent in 2023, down from 2.5 percent the previous year. The slowdown was primarily attributable to a steady decline in exports. Conversely, private consumption improved, driven by the ongoing recovery of the tourism sector. However, the general inflation rate remained within the target framework while the policy interest rate was raised from 1.25 percent per annum to 2.50 percent per annum, aligning with the gradual recovery of the Thai economy.

In 2023, the Company successfully implemented its established strategies and ensured that member companies under Thanachart Group achieved their fullest growth potential in line with business goals. As a result, the Company's overall performance met the established targets. The operating results were driven by two factors: the performance of its subsidiary and associated companies, along with investments to increase equity stakes in these subsidiary and associated companies, as well as the investments used for increasing asset-based loans. Consequently, net profit based on the consolidated financial statements, which was attributable to the Company, amounted to 6,603 million baht, up 1,383 million baht or 26.5 percent from the previous year.

Overall, the financial business after the merger grew steadily, especially last year when net profit grew as targeted.

The insurance business saw robust premium growth, with total premiums exceeding 10 billion baht and an increased market share.

The asset-based financing business was able to expand credit beyond the established target.

Meanwhile, the securities business was affected by the decrease in trading volume in line with the trading conditions of the Stock Exchange of Thailand. However, it still maintained satisfactory profits from other segments of the securities business. This success was due to the effective implementation of the business diversification policy, which aimed to reduce dependency on securities brokerage.

The automobile hire purchase and leasing businesses were impacted by the uneven economic recovery, which affected construction-related businesses and small-scale freight transportation operators. Furthermore, declining prices of repossessed vehicles contributed to a drop in operating results. Despite these challenges, the financial position of automobile hire purchase and leasing businesses remained robust.

For the year 2024, the Thai economy was expected to grow compared to 2023, driven by factors such as exports and private consumption, despite facing various risks. The Company's Board of Directors anticipated both opportunities and challenges in 2024 and would continue to pursue investment opportunities in promising new businesses. The goal was to enhance the Company's diversity, stability, and performance. Additionally, the Board would oversee the companies within Thanachart Group, ensuring that they reach their full potential in alignment with business objectives. Strong emphasis would be placed on strengthening the stability of these companies and pursuing cautious business growth.

In addition, the Board of Directors adopted a resolution approving the payment of an interim dividend of 1.20 baht per share. The Board of Directors also proposed that shareholders approve the second dividend payment of 2.00 baht per share. The approval would result in the total dividend payment of 3.20 baht per share, which accounted for 50.82 percent of the net profit attributable to the Company. This represented an increase from the previous year's dividend of 3.10 baht per share.

In 2023, the Board of Directors also prioritized building stable and sustainable information technology systems. To this end, a subsidiary company was established to centralize and oversee the management of technology systems for companies within Thanachart Group. This aligned with good corporate governance practices and IT management best practices.

Additionally, the Company's Board of Directors prioritized sustainable development in line with the environmental, social, and governance (ESG) framework. This commitment led to the implementation of concrete actions based on goals and plans tailored to the business operations of each company within Thanachart Group. In recognition of these efforts, the Stock Exchange of Thailand included the Company on its Thailand Sustainability Investment (THSI) list in 2023.

The preceding information served to inform shareholders of the Board of Directors' report on the Company's operations over the past year.

For this agenda item, shareholders had been informed of the Company's operating results. In this regard, shareholders were encouraged to review the details in Form 56-1 One Report (accessible via QR Code), which was sent to all shareholders along with the meeting notice. As this agenda item was for acknowledgement only, no voting would take place.

After the presentation, shareholders were then given an opportunity to ask questions and/or express opinions. One shareholder's questions and opinions were summarized as follows:

Ms. Ladda Thitikiattipong. (Shareholders' rights protection volunteer)

1. She asked whether the Company had any goals related to carbon footprint. The Form 56-1 One Report reported a 7.03 percent increase in greenhouse gas emissions (Scope 2) and a 7.03 percent increase in electricity consumption. She questioned whether the figures accurately represented actual consumption. The notes below the table explained that the rise in electricity expenses was partly due to steadily increasing electricity tariff rates (FT rates). The calculation was equivalent to measuring value.

2. Regarding various types of risks, the Company had a comprehensive set of tools for risk assessment. She requested information on the assessment cycle period, audit processes, and the reporting of results to the Executive Committee and the Board of Directors. In addition, she wanted to know about the procedures for follow-up monitoring after the reports were received.

3. She also requested details on the Company's sale and leaseback assets and their percentage of the total leasing portfolios.

4. In case the Company employed asset appraisers from external firms outside the Group, she requested the names of these outsourced firms.

Mr. Somjate Moosirilert, He gave the responses as follows:

1. Carbon footprint was a new topic for the Company. It welcomed recommendations and planned to assign a team to explore further actions. However, the Company was well aware of Environmental, Social, and Governance (ESG) issues and had already taken steps in this area. It was also in the process of gathering details on the appropriate ESG measures for each company within Thanachart Group.

2. The Company established a Risk Oversight Committee and standards to comprehensively oversee and manage risks at the organizational level, including market risks and other types of risks. This Committee comprised independent directors, executive directors, and senior executives with extensive knowledge in all areas of risk management. The Committee convened monthly to review risk management reports compiled by the risk management team, led by Mr. Kamtorn Tantisirivat and Ms. Thanawan Chaisithikarnkha. These reports consolidated information from subsidiaries and were subsequently submitted to the Company's Board of Directors. All subsidiaries had effectively conducted

their business and managed risks in accordance with the established standards. Any changes in risk factors would be promptly addressed according to the relevant guidelines.

3. The Company possessed no sale and leaseback assets.

4. Businesses engaged in lending, debt management, or secured debt restructuring were required to use property appraisal companies endorsed by the Securities and Exchange Commission (SEC). These companies were outsourced service providers. Following the property valuation, a committee would determine whether the appraised value was acceptable. The committee would then present the assessment to the Board of Directors for case-by-case consideration.

Since there were no further questions or opinions from shareholders, he would like to move on to the next item on the agenda.

Agenda Item No. 3: To approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 2023

Mr. Somjate Moosirilert, Chief Executive Officer, who was responsible for proposing this agenda item, informed the meeting that, with regard to Agenda Item 3, the Company would like to present the statement of financial position and the statement of comprehensive income of the Company and its subsidiaries for the year 2023. 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 2023 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 2023 amounted to 7,207 million baht. This was mainly due to the operating results of the following key subsidiaries and associate companies:

- Net profit of Ratchthani Leasing Public Company Limited, based on the consolidated financial statements, amounted to 1,287 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 307 million baht.

Share of profits from the investments in TMBThanachart Bank Public Company Limited and MBK Public Company Limited amounted to 4,663 million baht.

As a result, according to the consolidated financial statements, net profit attributable to the Company amounted to 6,603 million baht. This represented an increase of 1,383 million baht or 26.49 percent compared to the previous year. This growth was primarily driven by higher share of profits from the investments in the associate company, calculated using the equity method and taking into account the operating results of the associate company whose net interest income increased due to loan growth and rising market interest rates. Additionally, expected credit losses rose as a result of increased loan loss provisions by the subsidiaries.

Total Assets

Total assets of the Company and its subsidiaries amounted to 161,944 million baht.

Liabilities

Total liabilities of the Company and its subsidiaries amounted to 85,837 million baht.

Total Shareholders' Equity

Total shareholders' equity amounted to 76,107 million baht, of which:

- Equity attributable to the Company accounted for 70,192 million baht, and
- Non-controlling interests accounted for 5,915 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 2023, the details of which were given in 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 Form 56-1 One Report through QR Code, which was already sent to all shareholders.

He then provided shareholders with an opportunity to ask questions and/or express 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	559,458,835	100.0000
Disapproved	0	0.0000
Abstained	372,300	-
Invalid Ballots	0	-

Resolution: With the majority votes of the shareholders who were present at the meeting and cast their votes, the meeting passed the resolution approving the statement of financial position and the statement of comprehensive income for the year ended 31 December 2023.

Agenda Item No. 4: To approve the appropriation of the profit for 2023 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, net profit attributable to the Company for 2023, based on the consolidated financial statements and the separate financial statements, amounted to 6,602,961,731.16 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 2023 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 2023 to ordinary and preferred shareholders at the rate of 3.20 baht per share, with the total amount of the approved payment being 3,355,573,545.60 baht which accounted for 50.82 percent of the net profit for 2023 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 30 October 2023, the remaining dividend payment to be made by the Company was at the rate of 2.00 baht per share. In this connection, the total approved payment would amount to 2,097,233,466.00 baht.

In case the meeting approved the proposed dividend payment, the Company would fix the record date as 19 April 2024 with the dividend payment to be made on 3 May 2024.

The related details were given in the notice of the meeting which was already sent to shareholders. He then provided shareholders with an opportunity to ask questions and/or express opinions. As there was no shareholder asking questions or expressing 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	559,845,935	100.0000
Disapproved	0	0.0000
Abstained	0	-
Invalid Ballots	0	-

Resolution: The meeting acknowledged that no fund would be set aside from 2023 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 2023 operating results at the rate of 3.20 baht per share. In this connection, the remaining dividend payment to be made was at the rate of 2.00 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 2024 and the performance allowance for the Board of Directors for 2023 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 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 2023 the remuneration payments made to the members of the Board of Directors and those of the standing committee were in accordance with the rates approved by the 2023 Annual General Meeting of Shareholders. The total payments made in 2023 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 11,100,000 baht.
- The total remuneration paid to the members of all other standing committees was 5,290,000 baht.

The information regarding the remuneration of each member of the Board of Directors and all other standing committees in 2023 could be found on Pages 233-235 of Form 56-1 One Report. Apart from the payments which were already reported above, the Company did not make any other payments of remuneration and/or benefits which were not of a regular nature, to the directors.

As regards the remuneration for 2024, 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. Consideration would be given to the remuneration in the same industry. The information of the remuneration of listed companies' directors, which was collected by the Thai Institute of Directors Association (IOD), would be used 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 2024 would be the same as in 2023, except for the meeting stipends of members of standing committees. In this regard, the Nomination, Remuneration, and Corporate Governance Committee proposed the following adjustments: the meeting stipend for the position of chairperson be increased from 20,000 baht to 30,000 baht and the one for the position of directors be increased from 15,000 baht to 20,000 baht, 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	30,000
	Member	20,000	20,000
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 2023 to the members of the Company's Board of Directors at the rate equal to one 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 3,355,573,545.60 baht. As a result, the performance allowance proposed for payment to the Board of Directors would amount to 33,555,735.46 baht. The details related to the payment of the allowance based on the performance in 2021-2023 were given on Page 5-6 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 express 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 2024, 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 one 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 voting on Agenda Item No. 5.1 were as follows:

Voting Results	Number of Votes	Percent
Approved	558,441,501	99.7491
Disapproved	1,345,135	0.2402
Abstained	59,300	0.0105
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 2024.

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

Voting Results	Number of Votes	Percent
Approved	523,850,064	93.5703
Disapproved	35,944,572	6.4204
Abstained	51,300	0.0091
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 one 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. Tiraphot Vajrabhaya, Chairman 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 2024 Annual General Meeting of Shareholders:

- | | |
|----------------------------------|---|
| 1. Dr. Thanachart Numnonda | Chairman of the Risk Oversight Committee (Independent Director) |
| 2. Ms. Suvarnapha Suvarnaprathip | Vice Chairperson of the Executive Committee (Executive Director) |
| 3. Mr. Somjate Moosirilert | Member of the Executive Committee, Member of the Risk Oversight Committee, and Chief Executive Officer (Executive 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. Tiraphot Vajrabhaya informed the meeting that, in relation to the selection or nomination of the persons to replace the retiring directors, apart from the 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 2023 to 31 December 2023. 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 displayed on the screen. Mr. Tiraphot Vajrabhaya also provided the meeting with a summary of the three directors' qualifications.

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

For transparency purposes, **Mr. Tiraphot Vajrabhaya** 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:

6.1 Dr. Thanachart Numnonda

6.2 Ms. Suvarnapha Suvarnaprathip

6.3 Mr. Somjate Moosirilert

Passing of the resolutions for this agenda item 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 Dr. Thanachart Numnonda were as follows:

Voting Results	Number of Votes	Percent
Approved	558,545,536	100.0000
Disapproved	0	0.0000
Abstained	1,359,000	-
Invalid Bollots	0	-

The results of the voting on Agenda Item No. 6.2 Ms. Suvarnapha Suvarnaprathip were as follows:

Voting Results	Number of Votes	Percent
Approved	513,407,619	91.6981
Disapproved	46,481,117	8.3018
Abstained	15,800	-
Invalid Ballots	0	-

The results of the voting on Agenda Item No. 6.3 Mr. Somjate Moosirilert were as follows:

Voting Results	Number of Votes	Percent
Approved	548,058,088	97.8842
Disapproved	11,846,448	2.1157
Abstained	0	-
Invalid Ballots	0	-

Resolution With the majority votes of the shareholders who attended the meeting and cast 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 2024

Mr. Tiraphot Vajrabhaya, member of the Audit Committee, who was responsible for presenting this agenda item, informed the meeting that in the past year, the Company appointed public accountants from EY Office Limited as public accountants for the year 2023 and fixed the audit fee at 1,000,000 baht. As for the year 2024, 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 shareholders' meeting for appointment. It was proposed that:

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 Kiangphanamon, Certified Public Accountant (Thailand) No. 6777 and/or
4. Ms. Chutiwan Chanswangphuwana, Certified Public Accountant (Thailand) No. 8265,

be appointed as the Company's public accountants for the year 2024. It was also proposed that the audit fee be fixed at 1,100,000 baht.

After conducting a review of multiple factors and assessing the scope of work required, the Audit Committee was of the opinion that EY Office Limited was a reliable auditor with a strong performance record, both domestically and internationally. The firm adhered to international auditing standards and was supported by a team of highly knowledgeable and experienced professionals proficient in auditing financial statements of financial institutions. Additionally, EY demonstrated a thorough understanding of the diverse businesses of Thanachart Group's member companies. Importantly, they had consistently provided the Company with valuable advice across various areas.

The proposed audit fee of 1,100,000 baht for 2024, representing an increase of 100,000 baht compared with the previous year, was considered reasonable. Furthermore, the four public accountants and EY Office Company Limited, had no relationships or transactions that could potentially lead to conflicts of interest with the Company.

In relation to the detailed profiles of the four public accountants, the information was displayed on the screen. For other related information, please refer to Pages 44-47 in the meeting notice.

In light of this, he proposed that the meeting appoint the four public accountants from EY Office Company Limited as the Company's public accountants for the year 2024, with the audit fee fixed at 1,100,000 baht.

Mr. Tiraphot Vajrabhaya then provided shareholders with an opportunity to ask questions and/or give opinions. In this connection, as no shareholder asked any questions and/or gave any opinions, he requested shareholders to adopt a resolution.

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

Voting Results	Number of Votes	Percent
Approved	558,239,239	99.9186
Disapproved	454,600	0.0813
Abstained	1,308,301	-
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. 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 Kriangphanamon, Certified Public Accountant (Thailand) No. 6777 and/or
4. Ms. Chutiwan Chanswangphuwana, Certified Public Accountant (Thailand) No. 8265,

And the audit fee for 2024 was fixed at 1,100,000 baht.

Agenda Item No. 8: Other businesses (if any)

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

Mr. Kitti Rattanakornkul (a shareholder)

1. The shareholder supported the Company's investment in TISCO Financial Group Public Company Limited (TISCO), citing its stability and favorable dividend payout ratio. He deemed it a sound investment and encouraged the Company to pursue similar investment opportunities. Accordingly, he recommended that the directors and management also consider investing in SCB X Public Company Limited (SCBX), noting that it shared TISCO's attributes of stability and a good dividend payout ratio.

2. The shareholder further inquired about the projected performance of Ratchathani Leasing Public Company Limited in 2024 relative to 2023.

3. Additionally, he inquired about the total loan amount extended by Thanachart Plus Company Limited to date and the existence of any non-performing loans (NPL).

4. The shareholder also requested information regarding the core business activities of Thanachart Wealth Securities Company Limited.

5. The shareholder inquired whether the Company had fully exercised all its rights to convert warrants in Thanachart Bank Public Company Limited (ttb), MBK Public Company Limited (MBK) and PRG Corporation Public Company Limited (PRG) to preserve its prior shareholding levels. He further advocated for the Company to maintain an approximate 24.95 percent equity stake in ttb, citing its robust growth and high dividend payout ratio.

6. The shareholder mentioned that it would be highly desirable if the Company delivered strong performance in 2024 and paid shareholders a dividend of 3.50-4.00 baht per share. He recognized that the Company made a lower dividend payment than expected previously, probably due to Ratchathani Leasing Public Company's low dividend payment.

7. Referring to the Company's separate statement of cash flows for 2023, the shareholder noted a 167 million baht increase in cash flows from investments in securities. He inquired whether these investments were made in the stock market. He further requested details on these specific securities and asked if all of them were listed on the Stock Exchange of Thailand.

8. The shareholder inquired about the potential benefits and disadvantages of Thanachart Securities Public Company Limited offering investments in foreign stocks, similar to InnovestX Securities Co., Ltd. (InnovestX) under the SCBX Group, with a focus on key markets like the United States, China, India, Vietnam, Japan, and Singapore, allowing investors to purchase based on their available funds.

9. The shareholder expressed the view that Thanachart Securities Public Company Limited could benefit from offering gold trading in the future. This business expansion could be facilitated by establishing partnerships with reputable gold shops to serve as brokers.

10. The shareholder also inquired about the potential of TISCO Financial Group Public Company Limited to become an associate company.

11. The shareholder expressed his encouragement to the directors, executives and staff of the Company as well as the member companies within Thanachart Group, recognizing their contributions to the Company's continued growth. He also conveyed his deep personal satisfaction and happiness with his investment in the Company.

Mr. Somjate Moosirilert responded as follows:

1. He expressed his appreciation to the shareholder for the suggestion regarding the investments in TISCO Financial Group Public Company Limited (TISCO) and SCB X Public Company Limited (SCBX). The suggestion would be carefully considered.

2. According to the previous report on its operating results, Ratchathani Leasing Public Company Limited (THANI) was negatively impacted by the uneven economic recovery. In this regard, THANI primarily extended truck hire purchase loans. Most of its customers were in the construction contracting and transportation sectors, which remained affected by the economic conditions. This led to a rise in non-performing loans, increased vehicle repossessions, and higher losses from selling repossessed vehicles. Recognizing these challenges, the management was actively implementing measures to normalize or improve operating results.

3. Thanachart Plus Company Limited had no non-performing loans (NPL). Financial statements indicated outstanding loans of approximately 7 billion baht, representing a net growth of approximately 2 billion baht. The company remained committed to supporting its customers and anticipated continued business growth. However, all member companies within Thanachart Group were exercising increased caution in their business operations. It was widely acknowledged that the overall economy had not fully recovered yet. There were also several uncertain factors, both local and international. As a result, careful oversight and vigilance in operations remained necessary.

4. As disclosed in Form 56-1 One Report, Thanachart Wealth Securities Company Limited was in the process of applying for a Type B Securities Business License from the Office of the Securities and Exchange Commission (SEC). With the license, the company would conduct debt instrument trading in both the primary and secondary markets. Currently, preparations for business operations were underway. Representatives of the Office of the SEC would visit the company to inspect its work systems and preparedness before granting permission to start operations. It was expected that within three months, the company would complete all preparations in compliance with SEC standards and commence operations. The company would then notify the Stock Exchange of Thailand accordingly.

5. The Company fully exercised its rights to convert all outstanding warrants, thereby maintaining its prior shareholding levels in the afore-mentioned companies. He expressed his appreciation to the shareholder for the advice.

6. Regarding operating results and profits in 2023 as reported to shareholders in Agenda Item No. 2, the Company achieved a 26.5 percent growth compared to the previous year. Despite economic fluctuations affecting some subsidiaries, the Company achieved moderate overall growth. This success was mainly due to its diversified investments, with multiple income streams helping to offset losses and volatility. Regarding dividend payments, the Company consistently maintained the dividend payout ratio in line with its policy over the past decade. Additionally, the Company considered increasing the payout ratio every 2-3 years, as deemed appropriate based on its profitability and growth.

7. The Company maintained excess liquidity for investment when good prospects or opportunities arose. This liquidity was held in bank deposits. In 2023, the management identified investment opportunities with the potential to increase the Company's income or rate of return. As a result, a portion of the excess liquidity was invested in high-quality bonds with a credit rating of A- or higher.

8. He expressed his appreciation for the shareholder's advice. The company studied various investment channels to explore opportunities for customers to invest in foreign stocks. However, the company's range of available countries might be more limited than that of other securities companies. The company previously explored the feasibility of investing in Exchange Trade Funds (ETF) in the primary market. This was considered a potential business activity for the company. However, challenges arose due to the Revenue Department's measures issued late last year regarding capital gains tax on equity investments, potentially impacting customer demand. The company was currently conducting further analysis and review on this matter.

9. He thanked the shareholder for his suggestion and assured him it would be carefully considered. The derivatives market already offered gold futures. However, the overall trading volume in the gold derivatives market remained relatively low.

10. The Company invested in TISCO Financial Group Public Company Limited (TISCO) due to its robust growth and strengths. TISCO also operated in several businesses in which the Company had expertise or which the Company had identified potential for growth through analysis. Among others, this included unsecured lending, a sector in which TISCO demonstrated strong management and profitability. Additionally, TISCO's fund management business generated attractive returns on its investment.

11. He deeply appreciated the shareholder's kind words of encouragement directed towards the directors, executives, and staff of the Company and member companies within Thanachart Group.

Ms. Ladda Thitikiattipong (Shareholders' rights protection volunteer)

She proposed that the Company organize the Annual General Meeting of Shareholders in a hybrid format. This aligned with the Thai Investors Association's policy, which encouraged companies listed the Stock Exchange of Thailand to hold annual and extraordinary general meeting of shareholders in a hybrid format (simultaneous on-site and online participation). This format provided shareholders, executives and board members with convenient means for participation, communication, and Q&A. This policy also complied with the Notification of the Office of the Securities and Exchange Commission's (SEC) No. SEC.NorRor(Wor) 2/2024, dated 10 January 2024, regarding Cooperation on the Organization of Shareholders' Meetings.

Mr. Somjate Moosirilert responded as follows:

He expressed his appreciation for the advice. The Board of Directors would consider the appropriate format for the next Annual General Meeting of Shareholders in 2025.

Ms. Somporn Kasiwittayanon (a shareholder)

1. The shareholder sought to understand the Company's strengths that enabled it to navigate economic volatility more effectively compared to its industry peers.
2. Additionally, she requested details regarding the Company's key investment directions and policy initiatives for the next one to two years.

Mr. Somjate Moosirilert responded as follows:

1. As presented in Agenda Item No. 2, the Company prioritized maximizing the growth potential of its subsidiaries within Thanachart Group. To ensure growth aligned with prevailing economic conditions, the Company emphasized stability and strength, making preparedness for economic volatility, which was a fundamental business management principle.
2. Regarding new investment directions and policy initiatives for 2024, as previously reported, the Company made additional investments in some subsidiaries. The Company also provided financial assistance to the subsidiary engaged in asset-based lending to fuel their business growth, which had been successful thus far. However, the Company's investment policy was not limited to financial businesses. The Company remained open to investing in any entity demonstrating strong performance, reasonable growth, consistent dividend payments, and adherence to good governance practices. While investment opportunities in 2024 might be limited, the Company would continue to actively seek out new investment prospects.

Mr. Sittiphol Tumsatan (a shareholder)

In light of the expected decline in interest rates in 2024, the shareholder asked about the potential impact on the Company's performance. He also inquired whether the Company anticipated growth and profitability in 2024.

Mr. Somjate Moosirilert responded as follows:

Interest rate fluctuations impacted two to three subsidiary and associated companies. Despite the potential for significant impact, the bank benefited from the policy interest rate hikes announced in 2023. Aware of this potential impact, management proactively implemented measures to maintain interest rate spreads. On the other hand, Ratchathani Leasing Public Company Limited experienced some impact from the fluctuating interest rates, while Thanachart Securities Public Company Limited saw a minor effect on its margin loan services. The economic outlook for 2024 remained uncertain, with the lingering negative effects of economic challenges over the past several years. As previously stated, the Company prioritized realizing the full growth potential of its Thanachart Group companies while ensuring stability and liquidity. Although all Group companies had achieved growth so far, they might face difficulties in achieving significant growth in 2024 due to potentially unfavorable economic conditions.

Mr. Earn Suriyachai (a shareholder)

The shareholder inquired about the trend of competition in lending and the situation of non-performing loans (NPL).

Mr. Somjate Moosirilert responded as follows:

News reports indicated that non-performing loans (NPL) in the system were expected to rise. As regards NPL under its direct control, the Company maintained a cautious approach to managing the NPL, focusing on optimizing internal systems and processes. Subsidiaries engaged in asset-based lending already operated with prudence, with loans backed by significant collateral. For retail customers, who were the bank's primary business target, the bank had established a dedicated team to oversee and manage the associated risk. The Company placed great importance on NPLs and continued to monitor and supervise them closely.

Ms. Yonrawee Khunavuthi (a shareholder)

The shareholder inquired when the trend of losses from repossessed vehicles at Ratchathani Leasing Public Company Limited would improve and what action plans were being implemented.

Mr. Somjate Moosirilert responded as follows:

As previously reported, Ratchathani Leasing Public Company Limited (THANI) continued to be impacted by the uneven economic recovery, particularly in the construction contracting business and the transportation sector, which were THANI's key customer groups. At the Annual General Shareholders Meeting of THANI, the Board of Directors explained that the company was actively monitoring the situation and addressing various issues. They were optimistic that the trend of losses would stabilize or plateau, depending on the government's budget approval. The timely execution and disbursement of the government's budget plan were expected to bolster the businesses and financial

standing of THANI's customer groups. As a result, the extent of improvement was tied to the effectiveness of government spending. Nevertheless, the management team remained vigilant, making operational adjustments to align with the current economic landscape.

Mr. Kittu Kasiwittayanan (a shareholder)

The shareholder inquired about the Company's policy for managing non-performing loans (NPL) in its subsidiaries.

Mr. Somjate Moosirilert responded as follows:

Each subsidiary had set standards and measures for managing non-performing loans (NPL). Each subsidiary also had a dedicated risk management team responsible for overseeing various risks, including NPLs. Importantly, checks and balances were in place to ensure proper business operations and management.

As no one proposed any other item for consideration, the Chairman declared the meeting closed.

The meeting ended at 15:50 hours.

(Signed) **Banterngr Tantivit** Chairman of the meeting
(Banterngr Tantivit)

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

Supporting Document

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

The remuneration guideline

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

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



Name and surname	Mr. 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 12 out of 12 meetings

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 12 out of 12 meetings - Audit Committee 15 out of 15 meetings - Board of 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 election of a new director

Profile of a qualified person proposed to shareholders for appointing as a new director



Name and surname	Mr. Perapart Meksingvee
Type of directorship	Executive Director
Current position	President
Age	57 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> - Master of Business Administration in Finance at San Diego State University, USA - Bachelor of Engineering Program in Mechanical Engineering, Kasetsart 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 197/2022 <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) <p><u>Individual Development Plan (IDP) Workshop</u></p> <ul style="list-style-type: none"> - TLD: Inspire a Culture of Trust & Create Vision for Top Management <p><u>Thanachart Training and Development Company Limited and Sasin Graduate Institute of Business Administration of Chulalongkorn University</u></p> <ul style="list-style-type: none"> - Thailand in the New Global Landscape <p><u>Thanachart Bank Public Company Limited</u></p> <ul style="list-style-type: none"> - Anti-Corruption for Executives <p><u>The Bank of Thailand / The Securities and Exchange Commission and Office of Insurance Commission</u></p> <ul style="list-style-type: none"> - The Seminar “Cyber Resilience Leadership” <p><u>Other Institutions</u></p> <ul style="list-style-type: none"> - Information Security and Privacy Awareness Training for Management 2016 For Top Management - Media interface Training For Thanachart Group's Executives - Anti-Money Laundering and Combating the Financing of Terrorism (AML/CFT) - Enterprise Risk Management: ERM - Security Awareness Training for Executive - Modern Banking Executive Development Program (MOBEX) - CG: Good Corporate Governance - IFRS 17 Implementation Journey
Position in other listed company	None
Position in other non-listed company	<p><u>2 Companies</u></p> <ul style="list-style-type: none"> - Director, Chairman of the Executive Committee, and Chairman of the Risk Management Committee, T Life Assurance Public Company Limited - Director, Member of the Executive Committee, Member of the Risk Oversight Committee, and Member of the IT Oversight Committee, Thanachart Insurance Public 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"> - Chief Executive Officer, Thanachart Insurance Public Company Limited - Vice Chairperson of the Executive Committee, T Life Assurance Public Company Limited
No. of TCAP share held	3,000 Shares
Shareholding as compared to the total number of voting rights (percent)	0.00029

Supporting Document

Agenda Item 8: To consider the appointment of the auditor and determine the audit fees for 2025

Names of auditors and the audit firm:

1. Ms. Bongkot Kriangphanamorn Certified Public Accountant (Thailand) No. 6777 and/or
2. Ms. Chutiwan Chanswangphuwana Certified Public Accountant (Thailand) No. 8265 and/or
3. Ms. Ployjuta Sucanthamal Certified Public Accountant (Thailand) No. 10678

These are the auditors of EY Office Limited

• Brief profiles of the three auditors:

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

Age : 48 years

Education : Master of Science in Accounting, Thammasat University

Position in the Audit Firm : Partner

Auditing Experience :

- Thanachart Capital Public Company Limited
- 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 : 44 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



Name : Ms. Ployjuta Sucanthamal
Certified Public Accountant (Thailand) No. 10678

Age : 41 years

Education :

- Master of Accountancy, Kasetsart University
- Bachelor of Accountancy, Kasetsart University

Position in the Audit Firm : Partner



- **Audit Fees**

For the Company's 2025 financial statements, EY Office Limited proposes the audit fees for the Year 2025 of 1,150,000 baht, an increase from 50,000 baht in 2024.

- **Non-Audit Fees**

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

- **Relationship with the Company**

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

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

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

Name	Approval by AGM	No. of years as auditor of the Company
1. Ms. Bongkot Kriangphanamorn	Years 2024	1
2. Ms. Chutiwan Chanswangphuwana	Years 2024	-
3. Ms. Ployjuta Sucanthamal	-	-

- **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.

Supporting Document

Agenda Item 10: To approve the sale of all Thanachart Securities Public Company Limited's ordinary shares to TMBThanachart Bank Public Company Limited

The Board of Directors of Thanachart Capital Public Company Limited ("the Company"), at its meeting No. 3/2025 held on 20 February 2025, resolved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the Company's sale of all shares of Thanachart Securities Public Company Limited ("TNS") held by the Company to TMBThanachart Bank Public Company Limited ("ttb"). The Board of Directors determines that having a large commercial bank as a major shareholder of TNS will strengthen its financial stability and business network, benefiting employees, customers, and all stakeholders. The Company and its subsidiaries will remain indirect shareholders of TNS through their major shareholding in ttb, holding approximately 24.974 percent.

The Company provides the following information for consideration.

1. Transaction parties and relationship with the Company

The Company is the seller, and ttb is the buyer, of TNS shares. The Company and its subsidiaries hold 24,325,519,032 shares of ttb, representing 24.974 percent of the total issued and paid-up shares.

2. Transaction details and assets

The transaction involves the sale of all ordinary shares of TNS held by the Company, totaling 2,698,959,721 shares, representing 89.97 percent of the total issued and paid-up shares, to ttb, which currently holds 300,000,000 shares of TNS, representing 10 percent of the total issued and paid-up shares. Upon completion of the share sale, ttb will hold 2,998,959,721 shares of TNS, representing 99.97 percent of the total issued and paid-up shares.

3. Total value of consideration, payment method, and other key terms as agreed

The transaction's purchase price will be equal to the book value adjusted by agreed-upon items. This book value is based on management accounts, specifically prepared for the transaction's completion date as specified in the share purchase agreement. Initially, the estimated book value of TNS, adjusted by agreed-upon items, is approximately 3 billion baht. This value is calculated based on the total assets and total liabilities from the management accounts as of 30 September 2024. However, this value is subject to change based on the latest management accounts. The final investment will be adjusted by the difference between the equity book value based on the audited financial statements and the book value from the management accounts, along with other adjustments as per the share purchase agreement, on the share purchase date according to the terms of the share purchase agreement.

The payment will be made in cash on the transaction's completion date, in accordance with the terms and conditions specified in the share purchase agreement.

4. Gains for The Company

The proceeds from the share sale can be used to support business operations, including investments and support for businesses within the Group. Additionally, The Company will gain advantages from being an indirect shareholder in TNS through a major shareholding in ttb, which will have a securities business to complement its existing banking operations.

5. Conditions Precedent

The completion of the sale of TNS shares under the share purchase agreement is subject to the fulfillment of the conditions precedent, including but not limited to the following:

- a) The Company and ttb have received approval from their respective shareholders' meetings to enter into the share purchase transaction as per the share purchase agreement.
- b) ttb has obtained the necessary approvals related to the share purchase from the Bank of Thailand and the Office of the Securities and Exchange Commission.
- c) TNS will reduce its share capital to an appropriate level to reflect economic conditions and future business operations. This capital reduction will comply with relevant rules, laws, and regulatory requirements.

6. Board of Directors' opinion on the transaction

The Board of Directors, including all independent directors, determines that the transaction will benefit both the Company and TNS for the foregoing reasons. Furthermore, as the purchase price is appropriate, the Board recommends approval of the transaction.

This transaction falls under the criteria for acquisition or disposal of assets as stipulated in the Capital Market Supervisory Board Notification Tor Chor. 20/2551 regarding the rules for significant transactions that constitute an acquisition or disposal of assets, and the Stock Exchange of Thailand Notification regarding disclosure of information and actions of listed companies in the acquisition or disposal of assets B.E. 2547 (as amended) ("Acquisition or Disposal Notification"). The transaction size, calculated based on the maximum asset acquisition or disposal criteria, is 2.65 percent (less than 15 percent). Therefore, it does not fall within the scope of transactions requiring information disclosure and does not require approval from the shareholders' meeting according to the Acquisition or Disposal Notification. Additionally, it does not fall under related-party transactions as stipulated in the Capital Market Supervisory Board Notification Tor Chor. 21/2551 regarding the rules for related-party transactions, and the Stock Exchange of Thailand Notification regarding disclosure of information and actions of listed companies in related-party transactions B.E. 2546 (as amended) ("Related-Party Transactions Notification").

However, this transaction constitutes a significant partial transfer of business to another party as defined under Section 107(2)(a) of the Public Limited Company Act B.E. 2535 (as amended) (“Public Limited Company Act”). Therefore, The Company must obtain approval from its shareholders' meeting by a vote of not less than three-fourths of the total votes of the shareholders present and eligible to vote, excluding the votes of shareholders with conflicts of interest. Upon full execution of the share purchase agreement, share payment and the transfer of TNS shares are expected to be completed in the third quarter of 2025.

**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)	76	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)	72	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)	69	93/84 Soi Petchkasem 7, Petchkasem Road, Kwaeng Wat Tha Phra, Khet Bangkokyai, Bangkok. 10600

The above Directors do not have 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 Wednesday, 26 March 2025).

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

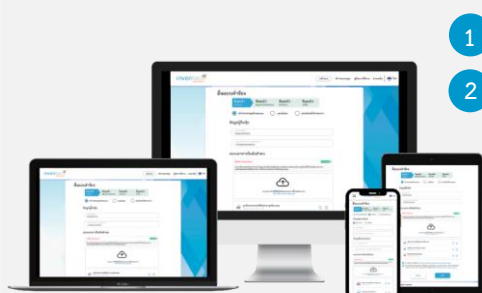
1. In counting votes for each agenda item, the Company will deduct the disapproval and abstained votes of the shareholders present at the meeting as well as the disapproval and abstained votes of the shareholders who appointed proxy holders, which are recorded by the Company in advance at the time the 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 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://con.inventech.co.th/TCAP914976R/#/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. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 26 March 2025 at 8:30 a.m. and shall be closed on 2 April 2025 Until the end of the meeting.
3. The electronic conference system will be available on 2 April 2025 at 12:00 p.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

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

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



02-460-9221



@inventechconnect



The system available during 26 March 2025 - 2 April 2025 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)

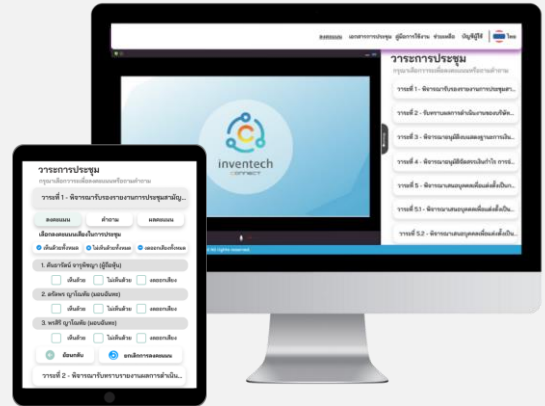


Report a problem

@inventechconnect

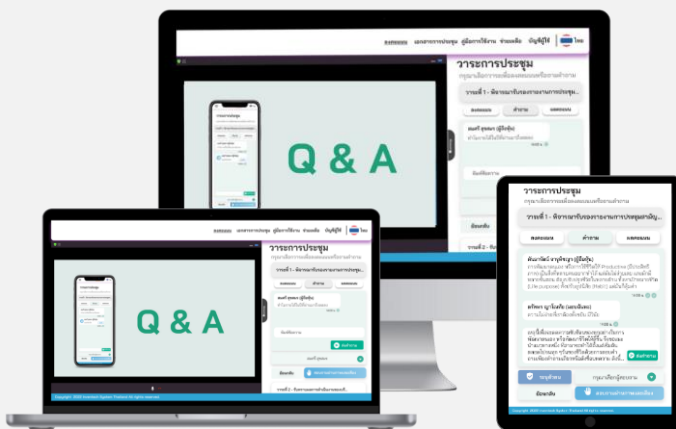
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 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 “Accept” 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 and 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.

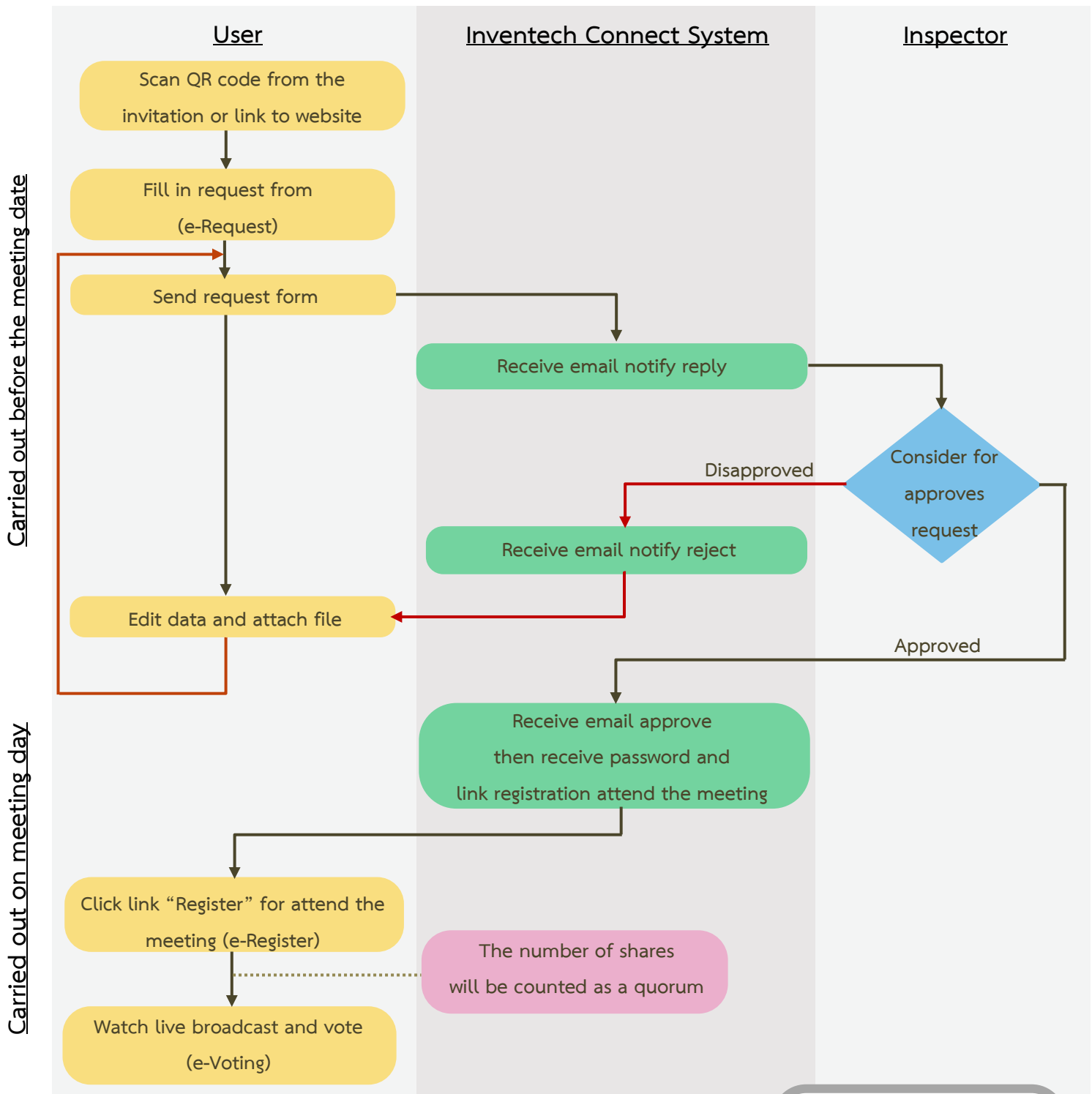
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge ** The system does not supported internet explorer.

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 to leave 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

Omission of Share Transfer Registration

- 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 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 ทุนธนาชาติ จำกัด (มหาชน) (“บริษัทฯ”)
being a shareholder of Thanachart Capital Public Company Limited (“the Company”)

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

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระ หรือ กรรมการที่เป็นผู้บริหาร ของบริษัทฯ ได้ โดยมีข้อมูลแสดงในหนังสือ
บอกกล่าวเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2568)
Hereby appoint (The shareholder may appoint the Independent Director or Executive Director of the Company of whose details are in of
Notice of the 2025 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 2568
ในวันที่ 2 เมษายน 2568 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 2025 Annual General Meeting of Shareholders
through electronic on 2 April 2025 at 14:00 hours, by conducting the meeting via electronic means (e-AGM) in accordance with the
Emergency Decree on Electronic Meetings B.E. 2563 and other applicable laws as well as standards and regulations stipulated by
officials or on such other date, such other time and place as may be adjourned or changed.

- กรณีมอบฉันทะให้กรรมการบริษัทฯ โปรดนำส่งหนังสือมอบฉันทะที่ผู้ถือหุ้นลงนามมอบฉันทะเรียบร้อยแล้ว พร้อมแนบสำเนาบัตรประจำตัวประชาชน
ที่ลงลายมือชื่อรับรองสำเนาถูกต้องใส่ซองบริการไปรษณีย์ธุรกิจติดบับที่ได้แนบมาพร้อมหนังสือบอกกล่าวเชิญประชุม ภายในวันพุธที่ 26 มีนาคม 2568
- 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 2025 annual general meeting of shareholders within Wednesday 26 March 2025.

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2567
Item 1 To approve the Minutes of 2024 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 2567
Item 2 To acknowledge the report of the Board of Directors on the Company's business operations in 2024
เสนอเพื่อทราบไม่มีการลงมติ
For acknowledgement without approval

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จ สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2567
Item 3 To approve the statements of financial position and the statements of comprehensive income for the year ended 31 December 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 4 พิจารณานุมัติการจัดสรรเงินกำไรสำหรับผลการดำเนินงานประจำปี 2567 และจ่ายเงินปันผล
Item 4 To approve the appropriation of the profit for 2024 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 พิจารณานุมัติค่าตอบแทนกรรมการบริษัทฯ และกรรมการชุดย่อย ประจำปี 2568 และอนุมัติเงินบำเหน็จกรรมการบริษัทฯ จากผลการดำเนินงาน ประจำปี 2567
Item 5 To approve the remuneration of the Board of Directors and standing committees for 2025 as well as the performance allowance for the Board of Directors for 2024 performance

วาระที่ 5.1 พิจารณานุมัติค่าตอบแทนกรรมการบริษัทฯ และกรรมการชุดย่อย ประจำปี 2568
Item 5.1 To approve the payment of remunerations for the directors and members of standing committees in 2025

- ☐ (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 พิจารณานุมัติเงินบำเหน็จกรรมการบริษัทฯ จากผลการดำเนินงาน ประจำปี 2567
Item 5.2 To approve the performance allowance for the Board of Directors for 2024 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 นายบันเทิง ตันติวิท

Mr. Banterng Tantivit

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

6.2 นายวิชิต ญาณอมร

Mr. Vichit Yanamorn

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

6.3 นางสาวลินี วังตาล

Mrs. Salinee Wangtal

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

วาระที่ 7 พิจารณาเลือกตั้งกรรมการใหม่
Item 7 To consider election of a new director

- ☐ (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:

- ☐ การเลือกตั้งกรรมการใหม่
To consider election of a new director

นายพีระพัฒน์ เมฆสิงห์วี

Mr. Perapart Meksingvee

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

วาระที่ 8 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2568
Item 8 To consider the appointment of the auditor and determine the audit fees for 2025

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

วาระที่ 9 พิจารณานอญมีดิวเงินออกและเสนอขายหุ้นกู้
Item 9 To approve the increased ceiling of debenture issuance and offering

- ☐ (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 10 พิจารณาการขายหุ้นสามัญของบริษัทหลักทรัพย์ ธนชาติ จำกัด (มหาชน) ที่ถืออยู่ทั้งหมดให้แก่ธนาคารทหารไทยธนชาติ จำกัด (มหาชน)
Item 10 To approve the sale of all Thanachart Securities Public Company Limited's ordinary shares to TMBThanachart Bank Public Company Limited

- ☐ (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 11 เรื่องอื่น ๆ (ถ้ามี)
Item 11 Other business (if any)

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง 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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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 2568

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 2025 annual general meeting of shareholders.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
REGULAR CONTINUED PROXY FORM B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท ทุนธนาชาติ จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันที่ 2 เมษายน 2568 เวลา 14.00 นาฬิกา โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (e-AGM) ตามพระราชกำหนดว่าด้วยการประชุมผ่านสื่ออิเล็กทรอนิกส์ 2563 และกฎหมายอื่น รวมถึงหลักเกณฑ์และข้อกำหนดที่ทางการประกาศกำหนด หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

For the Annual General Meeting of Shareholders for the Year 2025 on 2 April 2025 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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(b) The Proxy must cast the votes in accordance with my following instructions:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____

Agenda Re :

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ _____ เรื่อง _____ เลือกตั้งกรรมการ _____

Agenda Re : Election of Directors (continued)

ชื่อกรรมการ.....

Name of Director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of Director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ชื่อกรรมการ.....

Name of Director

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain



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