

**[Translation]**

**Allowance of Minority Shareholders to Propose Agenda in the Shareholders General Meeting and to Nominate Director in Advance**

**Objectives**

Kiatnakin Bank Public Co., Ltd. is committed to operate our business in accordance with the principles of good governance along with social responsibilities. In order to maximize benefits to all related parties and overall society, we have taken into consideration the responsibility for all stakeholders under professional ethics framework and code of conducts; the importance of major as well as minor shareholder rights and benefits; transparency and timely information disclosure; and fair and equitable treatment toward all shareholders.

Allowing minority shareholders to propose agenda in the Shareholders General Meeting and to nominate director in advance is part of the principles of good governance. It demonstrates fair and equitable treatment toward all shareholders and clear guidelines in ensuring that all agenda items are related to the Bank's operations and is genuinely beneficial to the Bank. This procedure is consistent with related laws and regulations that require for the Nomination and Remuneration Committee to consider and advise the Board of Directors as well as to make necessary proposals in the Shareholders General Meeting.

**Conditions in allowing minority shareholders to propose agenda in the Shareholders General Meeting and to nominate director in advance**

**(1) Qualifications of Shareholder**

The shareholder who wishes to propose agenda or nominate director to the Shareholders General Meeting must possess the following qualifications:

- ❑ Be the Bank's shareholder holding a minimum of 200,000 shares (two hundred thousand shares) which can be either owned by one shareholder or combined.
- ❑ Has owned the shares as stipulated above continuously for at least 1 year by the date that shareholder proposes the agenda or director nomination.
- ❑ Show proof of share ownership, such as certified letter from securities company or other evidence from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD) or custodian.

**(2) Proposal of the Agenda**

Shareholders that possess the qualifications as specified in (1) can propose the agenda for the Shareholders General Meeting by following the procedures below:

- Fill out the “Agenda Proposal Form for the 2013 Annual General Shareholders Meeting” (KK01)

**“ Shareholder who proposes the agenda for the Shareholders General Meeting must certify all the information and attached documents and state clearly that the documents are accurate, complete and that the Bank has the shareholder’s permission to disclose the information or supporting documents ”**

- Deliver all the documents to the Bank by 28 December 2012 to the address below:

In case of hand delivery by shareholder or other designated person, the documents must be delivered during bank’s operating hours from 8.30-16.30. All documents sent via mail will only be accepted if postmarked by 28 December 2012.

<p><b>Corporate Secretary Office of the Directors Kiatnakin Bank Public Co., Ltd. 209 K Tower A, 22<sup>th</sup> Floor, Sukhumvit 21 (Asoke) Klongtoey-nua, Wattana Bangkok 10110</b></p>
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**Criteria to evaluate shareholder’s proposal of an agenda**

In order to ensure effective Shareholders General Meeting, the Bank will use the following criteria to evaluate the shareholder’s proposal of an agenda:

1. The proposal that is related to the normal banking operations and the shareholder has expressed concern of some irregularities.
2. The proposal that is within the control of the Bank.

3. The proposal that complies with the laws and regulations of governing agencies, articles of association, shareholders' resolution and good corporate governance of the Bank.
4. The proposal that is beneficial to the shareholders and the public.
5. The proposal that has been put forward by the shareholder who is qualified as per (1) and that shareholder has acted according to the criteria set forth by the Bank.
6. The proposal in which the shareholder has provided information or supporting documents that is complete, sufficient, accurate and within the specified duration.
7. The proposal which the Bank's Board of Directors deemed necessary to add to the agenda.
8. The proposal regarding activities the Bank has never engaged in before and the Bank's Board of Directors considered beneficial the Bank's operations.
9. The proposal that the Bank has never considered or put on the agenda before.

The Board of Directors will determine the appropriateness of the agenda proposed by the shareholder, who must possess the qualifications outlined in (2) 1-9, unless otherwise stated by the Board. The Board's resolution is considered final.

In case many shareholders have proposed related agenda, the Board may consolidate them into one agenda item.

Proposal(s) that are approved by the Board along with the Board's opinion will be included as agenda(s) in the Shareholders General Meeting invitation letter. For the proposal(s) not approved by the Board, the Bank will immediately inform the shareholder(s) after the Board's Meeting within March 2013 via the Bank's website or other appropriate channels.

(3) **Nomination of Director for Election in the Shareholders General Meeting**

The shareholder that possesses the qualifications as specified in (1) can nominate a director for election in the Shareholders General Meeting.

**A. The shareholder who nominates a director** must follow the procedures below:

- Fill out the “Director Nomination Proposal Form for the 2013 Annual General Shareholders Meeting” (KK02)

**“ Shareholder who nominates director to the Shareholders General Meeting must certify all the information and attached documents and state clearly that the documents are accurate, complete and that the Bank has the shareholder’s permission to disclose the information or supporting documents ”**

**B. The person nominated as director** must fill out 2 forms as follows:

1. Form 1 (KK02-1): Information Form for Director Nominee
2. Form 2 (KK02-2): Certificate and Biography of Director Nominee

**“ The director nominee” must sign to give consent to be nominated as a director and certify that all the information and attached documents are accurate and complete and the Bank has permission to disclose the information or supporting documents ”**

- Deliver all the documents specified in A and B to the Bank by 28 December 2012 to the address below:

In case of hand delivery by shareholder or other designated person, the documents must be delivered during bank’s operating hours from 8.30-16.30. All documents sent via mail will only be accepted if postmarked by 28 December 2012.

**Chairman of the Nomination and Remuneration Committee  
Kiatnakin Bank Public Co., Ltd.  
209 K Tower A, 22<sup>th</sup> Floor,  
Sukhumvit 21 (Asoke)  
Klongtoey-nua, Wattana  
Bangkok 10110**

The Nomination and Remuneration Committee will evaluate the qualifications of the nominees and give opinion to the Board of Directors for further consideration and for presentation at the Shareholders General Meeting. The Board's resolution is considered final.

The nominee(s) approved by the Nomination and Remuneration Committee and the Board of Directors will be included in the agenda for Election of Director(s) along with the opinion of the Nomination and Remuneration Committee. For nominee(s) not approved by the Board, the Bank will immediately inform the shareholder(s) after the Board's meeting within March 2013 via the Bank's website or other appropriate channels.

**Agenda Proposal Form for 2013 Annual General Shareholders Meeting**

Date \_\_\_\_\_

**First - Last Name of the Shareholder :** \_\_\_\_\_

**Address :** \_\_\_\_\_

\_\_\_\_\_

**Telephone :** \_\_\_\_\_

**Fax. :** \_\_\_\_\_

**E-mail :** \_\_\_\_\_

**Number of Shares Owned :** \_\_\_\_\_

**Agenda Proposed :** \_\_\_\_\_

**Objective:**             For Consideration             For Information  
**Details :**             Have Supporting Documents     No Supporting Documents

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**I hereby certify that the information and the attached supporting documents are accurate, complete and that the Bank has my permission to disclose the information or the said supporting documents.**

Sign \_\_\_\_\_ Shareholder

( ..... )

**Notes:**

**Required supporting documents that must be submitted along with the Agenda Proposal Form**

1. Proof of share ownership such as certified letter from securities company, other evidence from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD) or custodian.
2. Proof of Identity
  - Individual shareholder must submit a certified copy of the identification card or passport (for foreigner).
  - Juristic shareholder must submit certified copies of the corporate affidavit and identification card or passport (for foreigner) of the director who signed the form on behalf of the company.
3. If many shareholders have unified to propose the agenda(s), all of them must complete the forms, sign their names as evidence and consolidate all the forms into one set.

## Director Nominating Form for 2013 Annual General Shareholders Meeting

Date \_\_\_\_\_

**First - Last Name of the Shareholder:** \_\_\_\_\_

**Address :** \_\_\_\_\_

\_\_\_\_\_

**Telephone :** \_\_\_\_\_

**Fax. :** \_\_\_\_\_

**E-mail:** \_\_\_\_\_

**Number of Shares Owned :** \_\_\_\_\_

I hereby propose that (Mr./Mrs./Ms/.....) \_\_\_\_\_ be a director nominee of Kiatnakin Bank Public Co., Ltd. The nominee agrees and certifies that the information provided in the "Director Nominating Form and attached supporting documents are accurate and truthful and the Bank has the nominee's permission to disclose the information or supporting documents.

Sign \_\_\_\_\_ Shareholder

( \_\_\_\_\_ )

### Notes:

### **Required supporting documents that must be submitted along with the Director Nominating Form**

1. Proof of share ownership such as certified letter from the securities company, other evidence from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD) or custodian.
2. Proof of Identity
  - Individual shareholder must submit a certified copy of the identification card or passport (for foreigner).
  - Juristic shareholder must submit certified copies of the corporate affidavit and identification card or passport (for foreigner) of the director who signed the form on behalf of the company.
3. If many shareholders have unified to nominate a director, all of them must complete the "Director Nominating Form for 2013 Annual General Shareholders Meeting", sign their names as evidence and consolidate all the forms into one set.

**Information Form for Director Nominee**

**1. First – Last Name** (1) Thai ..... (Maiden Name .....)  
(2) English ..... (Maiden Name .....)

**2. Year of Birth** ..... **Age** ..... **Years**

**3. Nationality** .....

**4. Contact Address**

Number ..... Soi ..... Street.....  
Sub-district /Tambon..... District/ Amphur.....  
City..... Zip code.....  
Telephone..... Mobile phone ..... E-mail address.....

**5. Marital Status** ( ) Single ( ) Married ( ) Divorced

Name of Spouse ..... (Maiden Name .....)

**Details of Children**

<u>Name of Children</u>	<u>Date of Birth</u>	<u>Age (years)</u>	<u>Place of Work</u>
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

**6. Professional Qualifications**

**(1) Educational Background (List with the most recent)**

<u>Name of Institution</u>	<u>Degree and Major</u>	<u>Year Graduated</u>
.....	.....	.....
.....	.....	.....
.....	.....	.....



**(2) Training courses or seminars related to being a director**

<u>Course</u>	<u>Name of Training Firm</u>	<u>Year Attended</u>
.....	.....	.....
.....	.....	.....
.....	.....	.....

**7. Professional experience up to present**

<u>Place of Work</u>	<u>Business Type</u>	<u>Position</u>	<u>From – To (Duration in years)</u>
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

**8. Current responsibilities**

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**9. Business report relate to oneself, spouse, child that has not reached legal age, by report every company that is the managing director, the authorized director and shareholding.**

**9.1 Company where oneself relate**

<u>Name of Business</u>	<u>Type of Business</u>	<u>Position</u>	<u>From year</u>	<u>Percent of Paid-up shares</u>
• Business Group 1				
1).....	.....	.....	.....	.....
2).....	.....	.....	.....	.....

<u>Name of Business</u>	<u>Type of Business</u>	<u>Position</u>	<u>From year</u>	<u>Percent of Paid-up shares</u>
• Business Group 2				
1).....	.....	.....	.....	.....
2).....	.....	.....	.....	.....
• Business Group 3				
1).....	.....	.....	.....	.....
2).....	.....	.....	.....	.....

9.2 Company where the spouse or child that has not reached legal age are related

<u>Name of Business</u>	<u>Type of Business</u>	<u>Position</u>	<u>From year</u>	<u>Relation</u>	<u>Percent of Paid-up shares</u>
1).....	.....	.....	.....	.....	.....
2).....	.....	.....	.....	.....	.....

**Note** (1) “Business Group” means :

- (1.1) The group of company which composes parent company, subsidiary, affiliate
- (1.2) The group of company under the power controls the business of same person
- (2) For company where oneself relate
  - (2.1) Form into group follow define “Business Group” in No. (1) in order that, in case company that is not business group, as a result give regarded as each a company is number one business group.
  - (2.2) Please specify the position in business is the chairman, executive committee, or authorized director.
- (3) Please specify shareholding of 5 % up of paid - up shares.

**10. History of Prosecutions or Accusations (except petty offences)**

<u>Court</u>	<u>Status</u> (Prosecutor/Defendant/ Complainant)	<u>Type of Lawsuit</u> (Civil/ Criminal/Bankruptcy)	<u>Allegation or</u> <u>Grounds for Allegation</u>	<u>Amount</u>	<u>Outcome</u>
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....

**11. Nominee's qualifications are complete, accurate and not forbidden by laws**

I have qualifications without any prohibited characteristics specified by the laws governing Public Limited Companies, Financial Institutions Businesses and Securities and Stock Exchange Act, including relevant notifications of Bank of Thailand.

I agree to be nominated as a director of the Bank; certify that all the information provided above are complete and accurate; certify that all supporting documents attached are truthful; and allow the Bank to disclose the information or supporting documents.

I have hereby attached copies of the identification card (or passport for foreigner) and evidence of education.

Sign.....(Director Nominee)

(.....)

Date .....

**Certificate and Biography of Director Nominee**

Whereas I, .....(name-surname)..... (former name-surname, if any)....., have been appointed to be .....(position)..... of the .....(company’s name)..... effective from .....(date)....., my background and personal information is as follows:

1. Personal Information

- 1.1 Citizen ID number or passport number .....
- 1.2 Nationality (current) ..... Former nationality (if any) .....
- 1.3 Date of birth ..... age ..... year(s)
- 1.4 Current address.....

- 1.5 Present occupation / Place of work .....
- 1.6 Education .....

1.7 Work experience in the past 5 years (please identify company’s name, job title, and relevant B.E. year )

1.8 Offence record subject to or pending action or punishment pursuant to the law in relation to securities and exchange, or derivatives contract, or the law in relation to financial system (please identify B.E. year of incident, accusation, and the trial verdict/punishment).....

1.9. Number of shareholding(s) in the company

	Number of shares (Shares)	Percentage of total shares with voting right
I		
Spouse Name-surname ..... Former name and surname (if any) .....		
Minor Children (Name – Surname / Age) 1. Name.....age..... year(s) 2. Name.....age..... year(s) 3. Name.....age..... year(s)		
Juristic Person(s) as the related persons according to the Notification of the SEC 1. .... 2. .... 3. ....		

1.10 Number of shares held in the company, its parent company, subsidiary, affiliated company, and other juristic person(s) with potential of conflict of interest of the applicant company or the listed company as of .....(date) ..... (please specify details pursuant to the rules of SEC)

1.10.1 Name of company ..... Number of holding shares  
..... representing ..... % of total shares with voting right of the company

1.10.2 Name of company ..... Number of holding shares  
..... representing ..... % of total shares with voting right of the company

1.10.3 Name of company ..... Number of holding shares  
..... representing ..... % of total shares with voting right of the company

(Shareholding stated above shall include those shareholdings of related persons under section 258 of the Securities and Exchange Act)

2. I hereby certify to the Stock Exchange of Thailand that I possess qualifications of management or person who has controlling power in accordance with requirements of the Office of Securities and Exchange Commission Re: Permission Application and Permission for Issuance of Newly Issued Shares, and possess all qualifications as prescribed by the Stock Exchange of Thailand.

I hereby certify that any of the aforementioned information provided to the Stock Exchange of Thailand is correct, complete, and represent the truth in all aspects.

This certificate and my biography are provided on .....(date).....

Signed .....

(.....)

Title .....