

[Translation]

Shareholders have the right to propose agenda for the general meeting of shareholders and to nominate director in advance

Objectives

Kiatnakin Bank Public Company Limited (“the Bank”) commits to constantly operate the businesses in accordance with the principles of corporate governance along with social responsibilities. The Bank has taken into consideration the responsibility for all stakeholders under professional ethics framework and code of conducts; the importance of major shareholders’ as well as minor shareholders’ rights and benefits; the transparent and timely information disclosure; and the fairness towards all shareholders.

Allowing shareholders to propose agenda for the shareholders’ meeting and to nominate director in advance is part of the Bank’s principles of corporate governance. The Bank has defined clear guidelines in ensuring that all agenda items proposed by shareholders are related to the Bank’s operations and genuinely beneficial to the Bank. Also, these guidelines will assist shareholders to nominate qualified person in accordance with relevant laws and regulations to the Nomination and Remuneration Committee for consideration and proposing to the Board of Directors’ as well as shareholders’ meetings.

Guidelines for shareholders to propose agenda for the general meeting of shareholders and to nominate director in advance

(1) Qualifications of Shareholder

The shareholder who would like to propose agenda for the general meeting of shareholders or nominate director 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).

(2) Proposal of the Agenda

The shareholders with qualifications as specified in (1) can propose the agenda for the general meeting of shareholders by following the procedures below:

- Fill out the “Agenda Proposal Form for the 2016 Annual General Meeting of Shareholders” (Attachment 1)

“The shareholder who proposes the agenda for the general meeting of shareholders must certify all the information and attached documents and state clearly that the documents are accurate and 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 December 30, 2015 to the address below:

In case of hand delivery by shareholder or other designated person, the documents must be delivered during the Bank’s operating hours from 8.30-17.00 hrs. Meanwhile, documents sent via mail will only be accepted if postmarked by December 30, 2015.

**Corporate Secretary
Office of Corporate Secretary
Kiatnakin Bank Public Company Limited
209 K Tower A, 8th Floor,
Sukhumvit 21 (Asoke)
Klongtoey-nua, Wattana
Bangkok 10110**

Criteria for Evaluating Shareholders’ Agenda Proposal

In order to ensure effective shareholders’ meeting, the Bank will use the following criteria to evaluate the shareholders’ agenda proposal:

1. The proposal that is related to the Bank’s normal business operations and the shareholder has submitted accurate and sufficient information or supporting documents for the Board of Director's consideration.
2. The proposal that complies with the laws and regulations of governing agencies, articles of association, shareholders’ resolution and principles of corporate governance and guidelines for business conduct of the Bank.
3. The proposal that is beneficial to the shareholders and the Bank’s business operation.
4. The proposal that is within the Bank’s control.
5. The proposal which the Bank’s Board of Directors deem necessary to add to the agenda and
6. 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.

The Bank's Board of Directors will determine the appropriateness of the agenda proposed by shareholders and such agenda proposal must be in line with (2) 1 - 6, unless otherwise stated by the Bank's Board of Directors. The Bank's Board of Directors' resolution is considered final.

In case many shareholders propose related agendas, the Bank's Board of Directors may combine them into one agenda item.

The proposals which are approved by the Bank's Board of Directors along with its opinion will be included as agendas in the notice of general meeting of shareholders. For the proposals which are not approved by the Bank's Board of Directors, the Bank will inform the shareholder(s) after the Bank's Board of Directors' meeting within March 2016 via the Bank's website or other appropriate channels.

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

The shareholders with qualifications as specified in (1) can nominate a director to be elected in the general meeting of shareholders by following the procedures below:

- A. The shareholder who would like to nominate a director must follow the procedures below:
 - Fill out the "Director Nomination Proposal Form for the 2016 Annual General Shareholders Meeting" (Attachment 2)

"The shareholder who nominates a director to the general meeting of shareholders must certify all the information and attached documents and state clearly that the documents are accurate and complete and that the Bank has the shareholder's permission to disclose the information or supporting documents."

- B. The person nominated as a director must complete 2 forms (Attachment 3-4) as follows:
 - 1. Form 1 : Information Form for Director Nominee (Attachment 3)
 - 2. Form 2 : Certificate and Biography of Director Nominee (Attachment 4)

"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 December 30, 2015 to the address below:

In case of hand delivery by shareholder or other designated person, the documents must be delivered during the Bank's operating hours from 8.30-17.00 hrs. All documents sent via mail will only be accepted if postmarked by December 30, 2015.

**Chairman of the Nomination and Remuneration Committee
Kiatnakin Bank Public Company Limited
209 K Tower A, 8th 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 Bank's Board of Directors for further consideration and proposing to the general meeting of shareholders. The Board's resolution is considered final.

The nominees approved by the Nomination and Remuneration Committee and the Bank's Board of Directors will be included in the agenda for director election along with the opinion of the Bank's Board of Director. For the nominees, who are not approved by the Nomination and Remuneration Committee or the Bank's Board of Directors, the Bank will inform the shareholder(s) after the Bank's Board of Directors' meeting within March 2016 via the Bank's website or other appropriate channels.

Attachment :

- Attachment 1: Agenda Proposal Form for 2016 Annual General Meeting of Shareholders
- Attachment 2: Director Nominating Form for 2016 Annual General Meeting of Shareholders
- Attachment 3: Information Form for Director Nominee
- Attachment 4: Certificate and Biography of Director Nominee

Agenda Proposal Form for 2016 Annual General Meeting of Shareholders

Date _____

First - Last Name of the Shareholder : _____

Address : _____

Telephone : _____

Fax. : _____

E-mail : _____

Number of Shares Owned : _____

Agenda Proposed : _____

Objective: For Consideration For Acknowledgement

Details : Have Supporting Documents No Supporting Document

I hereby certify that the information and the attached supporting documents are accurate and 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 signs 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 combine all the forms into one set.

Director Nominating Form for 2016 Annual General Meeting of Shareholders

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 Company Limited. 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
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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 signs 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 2016 Annual General Meeting of Shareholders”, sign their names as evidence and combine all the forms into one set.

Information Form for Director Nominee

Please
attach
colored photo
Size 2"

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</u> – <u>To</u> <u>(Duration in years)</u>
.....
.....
.....
.....
.....
.....
.....
.....

8. Current responsibilities

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9. Business related to oneself, spouse, child that has not reached legal age, by reporting 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.

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)

Sign.....(Director Nominee)
(.....)