

[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 shareholder’s as well as minor shareholder’s rights and benefits; the transparent and timely information disclosure; and the fairness towards all shareholders.

Allowing shareholders to propose agenda for the shareholder’s 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, the 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 Director’s as well as shareholder’s 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 2019 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, 2018 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, 2018.

**Corporate Secretariat
Kiatnakin Bank Public Company Limited
209 KKP Tower A, 14th Floor,
Sukhumvit 21 (Asoke)
Klongtoey-nua, Wattana
Bangkok 10110**

Criteria for Evaluating Shareholders' Agenda Proposal

In order to ensure effective shareholder's 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, shareholder's 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 Director's 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 2018 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 2019 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 : Applicant's Curriculum Vitae (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, 2018 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, 2018.

**Chairman of the Nomination and Remuneration Committee
Kiatnakin Bank Public Company Limited
209 KKP Tower A, 14th 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 Director's meeting within March 2019 via the Bank's website or other appropriate channels.

Attachment :

- Attachment 1: Agenda Proposal Form for 2019 Annual General Meeting of Shareholders
- Attachment 2: Director Nominating Form for 2019 Annual General Meeting of Shareholders
- Attachment 3: Applicant's Curriculum Vitae
- Attachment 4: Certificate and Biography of Director Nominee

Director Nominating Form for 2019 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
(_____)

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 2019 Annual General Meeting of Shareholders", sign their names as evidence and combine all the forms into one set.

photo

Applicant's Curriculum Vitae
Kiatnakin Bank Public Company Limited

1. First name – last name
 - (1) (In Thai)(Former name (if any).....)
 - (2) (In English).....(Former name (if any)
 Identification number..... Tax identification number.....
 Passport number (for foreigner).....

2. Director

The position applied for approval (Please specify the same position as stated in the application)

Type of Director (Independent director/ Non-Executive director/ Executive director).....

Type of Director for approval (reappointed/newly appointed).....

Executive

The position applied for approval (Please the same position as stated in the application)

Main Responsibilities.....

Being the executive of (Kiatnakin Bank/ Holding Company/ Solo Consolidation at the bank)....

Type of Director for approval (reappointed /newly appointed).....

3. Date/month/year of Birth....., Age..... years

4. Nationality, Sex.....

5. Present address..... Post Code.....
 Telephone number..... Mobile number.....
 E-mail Address:

6. Marital status (single/married (registered) /married (non-registered) /divorced/widowed).....
 - 6.1 First name – last name of spouse
 (Former name and last name of spouse) (If any).....
 Place of work..... Nationality.....
 Identification number.....
 Passport number (for foreigner).....

 - 6.2 First name – last name of child/adopted child
 (Former name and last name of child /adopted child) (If any)
 Place of work..... Nationality.....
 Identification number.....
 Passport number (for foreigner).....
 Date/month/year of Birth

7. Additional duties in other committees (if any)

Committee	Position

8. Professional qualifications :

8.1 Educational background (please start with the latest year)

Name of Institution	Degree	Major	Year Graduated

8.2 Additional training or seminars related to the position applied for approval

Course Name	Institution	Year Attended

9. Working experiences up to present :

Company Name	Type of Business	Position (Director/Executive/ employee)	From (Year)	To (Year)

9.1 Description of duties and responsibilities of the present position:

.....

9.2 Holding a political position or any other positions having prohibited characteristics as prescribed in Section 24 of the Financial Institutional Business Act B.E.2551 (2008) and relevant Notifications of the Bank of Thailand. (Yes/no) If yes, please specify the position and please explain the guidelines in order to comply with the required qualifications.

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10. Competence, Capability and Experiences that are beneficial to the business of the Bank.

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11. Please specify all related businesses to one-self, spouse and underage children holding the position of director, manager or person with power management and shareholders.

11.1 Company related to one-self

Business Group 1

#	Company's Name	Listed companies in The Stock Exchange of Thailand and overseas (yes/no)	Type of Business	Position	From-to (Year)	% of Shares Held	Type of director (Chairman/ Executive director/ Non- Executive director/ Independent director)	Credit granted by the Bank or Solo Consolidation of the Bank (yes / no).

Business Group 2

#	Company's Name	Listed companies in The Stock Exchange of Thailand and overseas (yes/no)	Type of Business	Position	From-to (Year)	% of Shares Held	Type of director (Chairman/ Executive director/ Non- Executive director/ Independent director)	Credit granted by the Bank or Solo Consolidation of the Bank (yes / no).

Business Group 3

#	Company's Name	Listed companies in The Stock Exchange of Thailand and overseas (yes/no)	Type of Business	Position	From-to (Year)	% of Shares Held	Type of director (Chairman/ Executive director/ Non- Executive director/ Independent director)	Credit granted by the Bank or Solo Consolidation of the Bank (yes / no).

Total related companies to one-selfGroups.....Companies
 Total companies holding the position of Chairman / Executive DirectorGroups
 Total listed companies in The Stock Exchange of Thailand and overseas..... Companies

Remarks: (In case of being the Chairman of the Board of Directors/ Executive Director in other companies more than 3 groups or directors more than 5 listed companies in The Stock Exchange of Thailand and overseas which do not comply with the criteria stated in the

Notification of the Bank of Thailand. Please explain the guidelines in order to comply with the required qualifications)

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11.2 Company related to spouse

#	Company's Name	Type of Business	Position	From-to (Year)	% of Shares Held	Credit granted by the Bank or Solo Consolidation of the Bank (yes / no)

11.3 Company related to underage children

#	Children Name	Company Name	Type of Business	Position	From-to (Year)	% of Shares Held	Credit granted by the Bank or Solo Consolidation of the Bank (yes / no)

Remarks: (1) “Business group” means

(1.1) Group of business consisted of parent company, subsidiary or affiliated company.

(1.2) Group of business under the controlling power of a single person.

(2) For Companies related to one-self,

(2.1) Grouping shall be according to the definition of “business group” under (1) ; in case a company is not a business group, each company shall be considered as one group.

(2.2) In case the position held in the business is a chairman of the board of directors, executive director, please specify clearly

12. History of lawsuits

Court	Status (Plaintiff/ Defendant/ Petitioner/ Prosecutor/ Prosecuted)	Case (Civil/ Criminal/ Bankruptcy/ Governing)	Charge or Offense	Claimed Amount	Case Number	Latest court date	Judgment

13. History of the prosecution, has been prosecuted for having been investigated or under investigation by government agencies, both inside and outside the country, such as the Office of the National Anti-Corruption Commission (Office of the National Anti-Corruption Commission, Office of the National Anti-Corruption Commission).The Anti-Money Laundering Office (AMLO).

The Accusing/ Complaining/Investi gating/Organization	Accusation/ complaints/ investigation issue	The date of accusation/ complaints/ investigation	Investigation status	Investigation Result

14. History of being investigated by a former employer or present employer. (If there is a former history of being investigated by a former employer or present employer regarding illegal practices or regulations within the organization relating to honesty. The Financial institution should submit the documents under Clause 15(8).

The Investigating Organization	Investigation issue	The date of investigation	Investigator	Investigation status	Investigation Result

15. Required documents for consideration (use previous submitted documents/with additional documents/ No additional documents, please specify the reason)

- 1) Proof of education
- 2) Proof of last year income tax payment
- 3) Certificate of former employment (for foreigners, Company Testifying Form shall be used)
- 4) A copy of Immigration letter/ a copy of passport (for foreigners)
- 5) Details of authorities, duties and responsibilities of the position applied for approval
- 6) Certificate or any documents from the financial institution or company granting credit to the applicant, from credit bureau or other related organizations verifying that such person is not classified as substandard, doubtful, doubtful of loss or loss.
- 7) Acknowledgement of Director's duties and responsibilities (In case applying for approval of a director)
- 8) Letter of intent to request for approval or a letter of intent confirming the position
 - (8.1) Letter of intent to request for approval or letter of intent confirming the position of the chairman of Nomination and Remuneration Committee. If the person seeking an opinion has been or has been questioned by a former employer or employer regarding a violation of the law or regulation within the organization regarding honesty and
 - (8.2) Letter of intent to request for approval or a letter of intent confirming the position from the Chairman of Nomination and Remuneration Committee. If the person requesting for an approval to be appointed as a director, manager or equivalent position has been investigated by the former employer or present employer regarding illegal or unethical practices issues within the organization.

For branches of foreign commercial banks. Should use a letter of intent for approval or a letter of intent confirming the position from the board of directors or the person who is responsible for the approval or the performance evaluations of a foreign commercial bank branch at its regional office or head office can be used instead.
- 9) Facts or other information for the proof of eligibility (if any)

16. Commitment of the applicant for approval. I hereby, certify and agree to the following;
- 1) I hereby, certify that I possess suitable qualifications without any prohibited characteristics stipulated by the Financial Institutions Business Act B.E.2551(2008) and relevant Notifications of the Bank of Thailand or any prohibited characteristics as follows:
 - (1.1) Having been convicted of the offense according to the Penal Code or
 - (1.2) Having been convicted of the offense of a fundamental offense on the prevention and combating of money laundering or
 - (1.3) A judgment or order of the court has been handed over to the property of the land or has been required judgment finally reached the money laundering under the law on the prevention and suppression of money laundering or
 - (1.4) Having been a designated person or to the final judgment, the offender of financial support to terrorism or financial support for the extensive weapons of mass destruction according to the law of prevention and suppression of financial support to terrorism and the extensive-weapons of mass destruction.
 - 2) I hereby certify that above information and the attached additional documents are correct, complete and true. By my consent, the Bank of Thailand can check the history and disclose the information above to other authorized departments which supervise financial institutions or financial businesses according to the agreeable agreement to use them in the operation duties as required by law.
 - 3) I agree to vacate the position approved by the Bank of Thailand as soon as possible and will not demand or offense against the Bank of Thailand and the involving person in the following cases:
 - (3.1) If I am not qualified or have the prohibited characteristics described above in (1) as I have certified except the Bank of Thailand considers the characteristics in (1.1) does not represent dishonesty or
 - (3.2) If it appears later that I provide false information in the above form and the additional attached documents.

Thus, if there are significant changes in my information in the above form and the attached documents that affect consideration of the qualification and the prohibited characteristic. I will inform the Bank of Thailand within 7 days since the date of acknowledgment. Or if I had been approved by the Bank of Thailand and was subsequently investigated by the bank/the company I hold the position. I will issue a letter of intent confirming my position under Clause 15(8) and submit it to the Financial Institution Applications Department. Financial Institutions Policy Group, the Bank of Thailand within 7 days since the date the investigation committee was appointed or the start date of the investigation process, depend on which date is prior.

I thoroughly acknowledge and understand the role, authority and responsibility as well as the relevant legal requirements of the approved position and will work with honesty and ethics during the tenure.

(Signed) (Applicant)
 (.....)
 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 birthageyear(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 companyNumber of holding shares
 representing % of total shares with voting right of the company

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

1.10.3 Name of companyNumber 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.

3. I, holding an office as, (for audit committee only)

Chairman of the audit committee

Member of the audit committee

By the appointment made by the Company's board of directors/shareholders meeting No., held on (date), hereby certify further to the Stock Exchange of Thailand as follows:

3.1 I possess all the qualifications of the audit committee as prescribed by the Stock Exchange of Thailand;

3.2 I fully understand the scope of duties and responsibilities in performing duties as and audit committee's member as appointed and stipulated by the Board of Directors of

3.3 I fully understand the scope of duties and responsibilities as prescribed by the Stock Exchange of Thailand ;

3.4 I have no have (please specify details in 1.6 and 1.7)

Adequate expertise and experience to audit creditability of the financial reports.

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)

(.....)