

[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 2020 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, 2019 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, 2019.

Corporate Secretariat Kiatnakin Bank Public Company Limited 209 KKP Tower A, 14 th 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 2019 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 2020 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, 2019 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, 2019.

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 2020 via the Bank’s website or other appropriate channels.

Attachment :

- Attachment 1: Agenda Proposal Form for 2020 Annual General Meeting of Shareholders
- Attachment 2: Director Nominating Form for 2020 Annual General Meeting of Shareholders
- Attachment 3: Applicant’s Curriculum Vitae
- Attachment 4: Certificate and Biography of Director Nominee

Agenda Proposal Form for 2020 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 2020 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 2020 Annual General Meeting of Shareholders", sign their names as evidence and combine all the forms into one set.

Applicant's Curriculum Vitae
Kiatnakin Bank Public Company Limited

Photo

1. First name – Last name

(1) (In Thai) (Former name (if any).....)

(2) (In English)..... (Former name (if any)

ID card number..... Taxpayer ID number.....

Passport number (in case of a foreigner).....

2. The position applied for approval (Please ensure that the position is the same as that stated on the application)

.....

Type of Director (Independent director/non-executive director/executive director).....

Type of approval request (existing director/new director).....

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

4. Nationality, Gender.....

5. Current address..... Postal Code

Telephone number..... Mobile number

E-mail Address:

6. Marital status (single/married (with martial agreement) / married (without martial agreement)/divorced/
widowed)

6.1 First name – Last name of “Spouse”

(Former name (If any).....)

Place of work..... Nationality.....

ID card number.....

Passport number (in case of a foreigner).....

- 6.2 First name – last name of “Children”
- (Former name (If any).....)
- Place of work..... Nationality.....
- ID card number.....
- Passport number (in case of a foreigner).....
- Date/month/year of birth

7. Other responsibilities in the sub-committees (if any)

Name of the sub-committee	Position

8. Professional qualifications

8.1 Educational background

Name of Institution	Level of education	Subject/major	Graduated Year (B.E)

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

Name of course	Organizer	Year attended (B.E)

9. Work experience up to present

Name of employer	Type of business	Position (director/executive/ Staff member)	From (B.E.)	To (B.E)

9.1 Responsibilities of the current position

.....

.....

9.2 If the person applied for approval is a political official or holds any position within The scope of “prohibited characteristics” according to Section 24 of the Financial Institutional Business Act B.E.2551 (2008) and applicable Bank of Thailand Notifications (yes/no). If “yes”, please specify the action to be taken so that this person qualifies according to applicable laws/guidelines.

.....

10. Knowledge, competence and experiences that would be beneficial to the financial institution’s business operations.

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11. Businesses relating to self, spouse and minor children. Every company that the person applied for approval serves as a director, manager or person with power of management and every company in which such person holds shares shall be reported.

11.1 Company related to “Self”

Business Group 1

No.	Name of company	If the company is listed on the local or overseas stock exchange? (yes/no)	Type of business	Name of Position	From -To (B.E.)	% of shares held	Position (chairman/ executive director/ non-executive director/ independent director)	If the company receives credits from FI/company within the solo-consolidated group of FI Applied for approval? (yes/no).

Business Group 2

No.	Name of company	If the company is listed on the local or overseas stock exchange? (yes/no)	Type of business	Name of Position	From -To (B.E.)	% of shares held	Position (chairman/ executive director/ non-executive director/ independent director)	If the company receives credits from FI/company within the solo-consolidated group of FI Applied for approval? (yes/no).

Business Group 3

No.	Name of company	If the company is listed on the local or overseas stock exchange? (yes/no)	Type of business	Name of Position	From -To (B.E.)	% of shares held	Position (chairman/ executive director/ non-executive director/ independent director)	If the company receives credits from FI/company within the solo-consolidated group of FI Applied for approval? (yes/no).

Total companies that the person applied for approval involves:companies,groups

Total companies that the person applied for approval serves as the chairman/executive directorgroups

Total companies listed on the local and overseas stock exchanges that the person applied for

Approval serves as the director companies

Remarks: (If the person applied for approval serves as the chairman/executive director for more than 3 “other” business groups or serves as the director of companies listed on the local and overseas stock exchanges for more than 5 companies, which does not comply with the guidelines as specified in the related Bank of Thailand Notifications, please specify the action to be taken so that such person qualifies according to the specified guidelines)

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11.2 Company related to “spouse”

No.	Name of company	Type of Business	Name of Position	From -To (B.E.)	% of Shares Held	If the company receives credits from FI/ Company within the solo-consolidated group of FI Applied for approval? (yes/no)

11.3 Company related to underage children

No.	Name of minor child	Name of company	Type of business	Name of position	From – To (B.E.)	% of Shares Held	If the company receives credits from FI/Company within the solo-consolidated group of FI Applied for approval? (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 self,

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

(2.2) Where the position held in the business is the Chairman of the board of directors, executive director or signatory director, please specify clearly.

12. History of lawsuits

Court	Status (plaintiff/ defendant/ petitioner/ Complainant/ litigant)	Case (civil/criminal/ bankruptcy/ administrative)	Charge or offense	Claimed amount	Case number	Latest trial date	Judgment

13. History of accusations, petition, trials (including those in trial process) by local and overseas government organizations e.g. State Audit Office of the Kingdom of Thailand (OAG), Office of the National Anti-Corruption Commission (NACC), Anti-money Laundering Office (AMLO).

Government organization making accusation/ petition or bringing the case to trial	issue	Date of accusation/ Petition/trial	Investigation status	Result

14. History of investigations by former or current employers. (for an investigation related to the violation of laws or internal guidelines related to honesty, the financial institution shall also submit the documents as specified in Item 15 (8).

Employer	issue	date of investigation	Investigator	Investigation status	Investigation Result

15. Supporting documents (use the existing documents/submit additional documents/no documents – specify reasons

- (1) Document conferring educational qualification
- (2) Document indicating the previous year's income tax payment
- (3) Certificate of previous employment (for a foreigner – company testifying form shall be used)
- (4) Photocopy of immigration document/passport (for a foreigner)
- (5) Details of scope of duties and responsibilities of the position applied for approval
- (6) Certificate or any document from the financial institution or company granting credits to the person applied for approval, from the credit bureau or from relevant organization verifying that the credits of such person are not classified as substandard, doubtful, doubtful of loss or loss
- (7) Acknowledgement of duties and responsibilities of the director (for approval of the appointment of the director)
- (8) Confirmation of approval intent or confirmation of appointment intent
 - (8.1) Confirmation of approval intent or confirmation of appointment intent from the chairman of the nomination committee – if the person applied for approval is investigated or had been investigated by the former or current employer for the violation of laws or internal guidelines related to honesty; and

(8.2) Confirmation of approval intent or confirmation of appointment intent from the chairman of the board of director – if the person applied for approval is to serve as the director, manager, or equivalent position but with different job title is investigated or had been investigated by the former or current employer for the violation of laws or internal guidelines related to honesty

On this, for a foreign bank branch, it may use the confirmation of approval intent and confirmation of appointment intent from the committee or person responsible for approving or evaluating the performance of senior executives of the foreign bank branch at the regional office or head office.

(9) Other evidence or information that would be beneficial to the verification of qualifications (if any)

16. Declaration of the person applied for approval

I hereby certify that and agree to the following:

(1) I certify that I do not have any prohibited characteristics according to the Financial Institution Business Act B.E.2551 or any prohibited characteristics as specified in the applicable Bank of Thailand

Notifications, including:

- (1.1) having been sentenced by the financial court judgment for an offence against the Criminal Code; or
- (1.2) having been sentenced by the final court judgment for a predicate offence according to the Anti-money Laundering Act; or
- (1.3) having been placed under court order for seizure of property or sentenced by the final court judgment for a money laundering offence according to the Anti-money Laundering Act; or
- (1.4) having been listed on the List of Designated Persons, or having been sentenced by the final court judgment for an offence related to financing of terrorism or proliferation of weapons of mass destruction trade according to the Combating the Financing of Terrorism Act as well as laws on the control of proliferation of weapons of mass destruction.

(2) I certify that all information given on the curriculum vitae and this supporting document is true, complete and accurate, and permit the Bank of Thailand to perform background checks and disclose such information to other agencies that are responsible for supervision of financial institutions or financial business under the agreement with the Bank of Thailand for the purpose of execution of duties according to applicable laws

(3) I agree to be promptly dismissed from the position approved by the Bank of Thailand without any claims or appeals against the Bank of Thailand and related persons in the following cases:

- (3.1) If I do not qualify or have prohibited characteristics, including those as specified in (1), as I have certified, unless the Bank of Thailand deems that having the characteristic as specified in (1) does not indicate dishonest inclination; or

(3.2) If, later, it appears that I have given false information in the curriculum vitae and this supporting document.

On this, if there is any significant change to the information I have given on the curriculum vitae and this supporting document, which may affect the verification of qualifications and prohibited characteristics, I will notify the Bank of Thailand within 7 days as I am aware of such change, or if I have been approved by the Bank of Thailand but later I am under investigation by my employer, I will manage to have the confirmation of appointment intent, as specified in Item 15 (8), and submit it to the Financial Institution Applications Department, Financial Institutions Policy Group, Bank of Thailand within 7 days from the day the investigation committee is set up or the investigation commences – whichever comes first.

Accordingly, I fully understand the roles and responsibilities required by applicable laws and will perform duties of the position I have been approved with honesty and integrity at all time while remaining in the position.

(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 birth ageyear(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.		
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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.

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 (company's name)

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)
(.....)