

[Translation]

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

**Objectives**

Kiatnakin Phatra Public Company Limited (“the Bank”) commits to constantly operating 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 the professional ethics framework and code of conduct; 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 shareholder's meeting and to nominate directors 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 a qualified person in accordance with relevant laws and regulations to the Nomination and Remuneration Committee for consideration and proposition to the Board of Directors as well as shareholder's meetings.

**Guidelines for shareholders to propose agenda for the annual general meeting of shareholders and to nominate directors in advance**

**(1) Qualifications of Shareholder**

The shareholder who would like to propose agenda for the annual general meeting of shareholders or nominate a 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 a certified letter from a 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 annual general meeting of shareholders by following the procedures below:

- ❑ Fill out the “Agenda Proposal Form for the 2025 Annual General Meeting of Shareholders” (Attachment 1)

“The shareholder who proposes the agenda for the annual 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 November 30, 2024, to the address below:

In case of hand delivery by the 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 November 30, 2024.

Corporate Secretary Kiatnakin Phatra Bank Public Company Limited Corporate Secretariat Department 209 KKP Tower A, 21 <sup>st</sup> Floor, Sukhumvit 21 (Asoke), Klongtoey-nua, Wattana, Bangkok 10110
--

Criteria for Evaluating Shareholders’ Agenda Proposal

In order to ensure an 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 complies with the laws and regulations of governing agencies, articles of association, shareholder’s resolution, 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 that the Bank’s Board of Directors deems 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 an annual 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 2025 via the Bank's website or other appropriate channels.

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

The shareholders with qualifications as specified in (1) can nominate a director to be elected in the annual 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 2025 Annual General Shareholders Meeting" (Attachment 2)

**"The shareholder who nominates a director to the annual 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 November 30, 2024, to the address below:

In case of hand delivery by a 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 November 30, 2024.

Corporate Secretary  
Kiatnakin Phatra Bank Public Company Limited  
Corporate Secretariat Department  
209 KKP Tower, 21<sup>st</sup> Floor, Sukhumvit 21 (Asoke),  
Klongtoey-nua, Wattana Bangkok 10110

The Nomination and Remuneration Committee will evaluate the qualifications of the nominees and give an opinion to the Bank's Board of Directors for further consideration and proposition to the annual 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 Directors. 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 2025 via the Bank's website or other appropriate channels.

---

**Attachment:**

- Attachment 1: Agenda Proposal Form for 2025 Annual General Meeting of Shareholders
- Attachment 2: Director Nominating Form for 2025 Annual General Meeting of Shareholders
- Attachment 3: Applicant's Curriculum Vitae
- Attachment 4: Certificate and Biography of Director Nominee

## Agenda Proposal Form for 2025 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 AcknowledgementDetails :        ☐ 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 a certified letter from a 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 shareholders must submit a certified copy of the identification card or passport (for foreigners).
  - Juristic shareholders 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 2025 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 Phatra 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 a 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 shareholders must submit a certified copy of the identification card or passport (for foreigners).
  - Juristic shareholders must submit certified copies of the corporate affidavit and identification card or passport (for foreigners) 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 2025 Annual General Meeting of Shareholders", sign their names as evidence and combine all the forms into one set.

(Form) Curriculum Vitae of the the Person Applied for Approval  
Kiatnakin Phatra Bank Public Company Limited

*Attachment 3*

Photo

1. First name – Last name

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

(2) (In English) (Mr./Mrs./Ms.) ..... (Former name (if any) .....)

ID card number.....

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

2. The position applied for approval (same as that stated in the application letter) .....

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

3. Date/month/year of birth (B.E.) ..... Age.....years

4. Nationality .....Gender.....

5. Current address..... Postal Code .....

Phone number ..... Mobile number .....

E-mail Address: .....

6. Marital status (single/married (registered)/married (not registered)/divorced /widowed) .....

6.1 First name – Last name of “Spouse” .....

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

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

Nationality.....

ID card number .....

Passport number (for foreigner) .....

---

\* DISCLAIMER : “This Translation is provided by the Bank of Thailand as the competent authority for information purposes only. Whilst the Bank of Thailand has made efforts to ensure the accuracy and correctness of the translation, the original. Thai text as formally adopted and published shall in all events remain the sole authoritative text having the force of law.”

<sup>2</sup> Complete the Form in the e-Application system

6.2 First name – Last name of “Child / Adopted Child” (minor only)

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

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

Nationality.....

ID card number .....

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

Date/month/year of birth (B.E.) .....

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

Name of the sub-committee	Position

8. Professional qualifications

8.1 Educational background (Undergraduate degree onwards in reverse chronological order)

Name of institution	Degree	Qualification/Professional field

8.2 Training or seminar relating to the position applied for approval

(For those applied to IT-related positions only)

Name of course	Organizer	Year attended (B.E)

9. Work experience

9.1 Work experiences up to the present (10 years back in reverse chronological order)

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



9.2 Are you currently holding a political position or any other positions deemed to have “prohibited characteristics” as prescribed in Section 24 of the Financial Institution Business Act B.E.2551 and relevant Bank of Thailand Notifications? If “yes”, please specify the position and elaborate on how such prohibited characteristics will be rectified.

.....  
 .....

10. Knowledge, competence and experience that would be beneficial to business operations of the financial institution

.....  
 .....  
 .....

11. Report of business related to self, spouse, and minor. Please provide information of each and every company that the person applied for approval serves as a director, manager, or person with power of management and also every company that the person together with spouse and minor holding shares totaling more than 5 percent of paid-up capital.

11.1 Company related to “Self”

Business Group 1

No.	Company name	Listed domestic/ overseas company (yes/no)	Type of business	Position	From -To (B.E.)	% of shares held	Chairman/ Executive director/ Authorized director (yes/no)	Being granted credit form FI / company within the solo-consolidated group of FI applied for approval? (yes/no)

Business Group 2

No.	Company name	Listed domestic/ overseas company (yes/no)	Type of business	Position	From -To (B.E.)	% of shares held	Chairman/ Executive director/ Authorized director (yes/no)	Being granted credit form FI / company within the solo-consolidated group of FI applied for approval? (yes/no)

Business Group 3

No.	Company name	Listed domestic/ overseas company (yes/no)	Type of business	Position	From -To (B.E.)	% of shares held	Chairman/ Executive director/ Authorized director (yes/no)	Being granted credit form FI / company within the solo-consolidated group of FI applied for approval? (yes/no)

Total companies related to the person involves .....groups.....companies

Total companies that the person serves as chairman/executive director/ authorized director ..... groups

Total listed domestic and overseas companies that the person serves as the director .....companies

Additional notes (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 listed domestic and overseas companies 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 to make this person be qualified according to specified guidelines.)

.....

.....

#### 11.2 Company related to “Spouse”

No.	Company name	Type of business	Position	From – To (B.E)	% of shares held	Being granted credit form FI / company within the solo-consolidated group of FI applied for approval? (yes/no)

#### 11.3 Company related to “Minor”

No.	Name of minor child	Company name	Type of business	Position	From – To (B.E)	% of shares held	Being granted credit form FI / company within the solo-consolidated group of FI applied for approval? (yes/no)

#### 12. History of lawsuits (both local and overseas) (Please specify “No” if there is no history of lawsuits)

Court/ Attorney/ Police	Status (defendant/ indicted)	Case (civil/criminal/ bankruptcy/ administrative/ others)	Charge or offense	Capital/ Claimed amount	Case number	Last trial date/ Final judgment date	Judgment

13. History of accusations, petitions, pending in litigations, investigation or, interrogation 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). For Example, the Bank of Thailand (BOT), The Office of the Securities and Exchange Commission (SEC), Office of Insurance Commission (OIC) Office of the Consumer Protection Board (OCPB) (Please specify "No" if there is no mentioned history)

Government organization making accusation/ petition or litigation/ doing investigation/ inflicting punishment	Offences	Date of accusation/ petition/litigation/ investigation/ punishment	Status of the litigation/ investigation/ punishment	Results

14. History of investigations by former or current employers (for an investigation related to the violation of laws or internal guidelines relevant to honesty, the financial institution shall also submit the documents as specified in Item 15.6)

Employer	Issue	Date of investigation	Investigator	Investigation status	Results of investigation

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

15.1 Photocopy of passport (for a foreigner).

15.2 Organization chart and job description of the position applied for approval.

15.3 Organization chart and committee structure including sub-committee of FI/company (Application for approval of director position only)

15.4 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 agencies verifying that the credits of such person are not classified into impaired (non-performing) financial assets and commitments.

15.5 Information of credits granted, transactions similar to granting of credits or credit guarantee issued by FI/ company for persons or any related person of those persons applied for approval (except credits granted in the form of credit cards or credits granted as welfare) (if any)

15.6 Documents or evidence proving current status of accusation or litigation specified in 12 to 14 from related agencies e.g. Government organization or current/former employer (if any)

15.7 Confirmation of approval intent or confirmation of appointment intent

- (1) Confirmation of approval intent or confirmation of appointment intent from the chairman of the nomination committee – if the person who 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
- (2) Confirmation of approval intent or confirmation of appointment intent from the chairman of the board of directors – 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.

15.8 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:

- 16.1 I certify that I have all required qualifications and 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,
- 16.2 I certify that all information given in the curriculum vitae and all documentary evidence attached is true, complete, accurate, and up-to-date. Also, I permit the Bank of Thailand to perform background checks and disclose, submit, transfer such information to other government authorities including other related agencies for the purpose of data validation check, regulatory compliance, and supervisory coordination. Meanwhile, I have informed related persons about the purpose.
- 16.3 I permit the Bank of Thailand to request more information or additional documents to perform my background check throughout the tenure and disclose it to related agencies mentioned above.
- 16.4 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:
  - (1) If I do not qualify or have any prohibited characteristics stipulated in the law and applicable Bank of Thailand Notifications as I have certified; or
  - (2) If, later, it appears that I have given incorrect information or conceal partial/all information in the curriculum vitae and attached documentary evidence. Therefore, it can be deemed that I have the characteristic of dishonesty inclination.

On this, if there is any significant change to the information I have given on the curriculum vitae and Documentary evidence, which may affect the verification of qualifications and prohibited characteristics, I will notify the Bank of Thailand within 15 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 15.7, and submit it to the Bank of Thailand within 15 days from the day the investigation committee is set up or the investigation commences – whichever comes first.

Accordingly, I have thoroughly studied, comprehended, and fully understand the roles, duties, and responsibilities of directors, persons with power of management, advisors, and/or senior executives of financial Institutions, required by the Financial Institution Business Act B.E. 2551 and other applicable laws as well as other relevant Bank of Thailand Notifications. And, I will perform duties of the position I have been approved with integrity and ethics according to the Good Corporate Governance Code at all times while remaining in the position.

(Signed) ..... (Owner of curriculum vitae/Consent is given by)

(.....) (Name-Last name in block letters)

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 are 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 the 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 another juristic person (s) with the 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 the 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 represents the truth in all aspects.

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

Sign.....(Director Nominee)

(.....)