

## Criteria for Granting Rights to Shareholders for Proposing Agenda and Nominating Persons to be elected as Director(s) in advance for the 2025 Annual General Meeting of Shareholders

### 1. Objectives

Thai Credit Bank Public Company Limited (“Bank”) assures that all shareholders will receive the equitable and fair treatment according to the good corporate governance. The Bank has therefore established criteria and guideline to encourage shareholders’ participation in the annual general meeting with the right to propose a meeting agenda and nominate a qualified candidate for directorship in advance of the meeting.

### 2. Criteria and guidelines

#### 2.1 The proposal period

From September 1, 2024 until November 30, 2024

#### 2.2 Qualifications of shareholders

Shareholders who wish to propose an meeting agenda or nominate persons to be considered for election as directors at the annual general meeting of shareholders must be shareholders of the bank on the date of proposing agenda or nominate a qualified candidate for being the directorship which can be either one shareholder or combined shareholders with holding shares not less than 5% of total voting rights of the Bank

#### 2.3 The proposal procedure

The shareholders who possess qualifications according to 2.2 are able to:

- Propose a meeting agenda for the annual general meeting of shareholders: The shareholders who wish to propose an agenda for the annual general meeting of shareholders must complete the form “Proposing an agenda for the 2025 annual general meeting of shareholders” (Document number 1). In case many shareholders have unified to propose an agenda, all shareholders must fill Document number 1 completely, then gather each of those Attachment number 1 together into one set to propose to the Bank
- Nominate a qualified candidate for directorship: The shareholders who wish to nominate a qualified candidate for directorship must complete the form “Nominating a qualified candidate for directorship for 2025 annual general meeting of shareholders” (Document number 2) and the director nominee must fill the form “Consent letter for nominating and certifying the qualifications of a director nominee for 2025 annual general meeting of shareholders” (Document number 3). In case many shareholders have unified to nominate a candidate for directorship, all shareholders must fill Document number 2 completely, then gather each of those Document number 2, Document number 3 together into one set to propose to the Bank.

#### 2.4 Submission channel

Email: Corpsec@thaicreditbank.com

Mail to: Corporate Secretary: Thai Credit Bank Public Company Limited 10 Floor RS Tower, 121/42-45

Ratchadaphisek Road, Din Daeng, Bangkok 10400

#### 2.5 Required documents with the proposal form

**Required documents for the shareholders who wish to submit the proposal (Agenda and Nominate a qualified candidate for directorship)**

- Document number 1 : Proposing a meeting agenda for the 2025 annual general meeting of shareholders form and/or Document number 2 : Nominating a qualified candidate for the directorship for 2025 annual general meeting of shareholders form

- The evidence of shares held as of the proposal date, such as copies of share certificates with certified true copy or copies of the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd (TSD).
- In case shareholders are individual, the copy of identification card / passport (in case of non-Thai nationality) must be enclosed and certified true copies by the shareholder
- In case shareholders are juristic persons, the copy of the company's affidavit and copy of identification card / passport (in case of non-Thai nationality) of authorized director must be enclosed and certified true copies by such director.
- In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy by the shareholder.
- Other relevant information for consideration (if any)

**Required documents for the nomination of a qualified candidate for directorship:**

- Document number 3 : Consent letter for nominating and certifying the qualifications of a director nominee for 2025 annual general meeting of shareholders
- A certified true copy of identification card/passport (in case of non-Thai nationality) 1 set
- In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy by the shareholder. 1 set
- A certified true copy of educational background 1 set
- A certified true copy of training and seminar certifications 1 set
- The evidence of shares held such as copies of share certificates with certified true copy 1 set
- Documents or evidences proving current status of accusation or litigation from related agencies such as government authorities or former/current employer (if any)
- Result of criminal record check issued by the Criminal Records Division, the Royal Thai Police
- Other relevant information for consideration (if any)

\*The Bank does not intend to collect sensitive data such as religion or blood group which are appeared on the identification card. It is recommended to redact such sensitive data. In case of non-redacted sensitive data, the Bank will consider to redact such sensitive data for personal data protection.\*

**3. Consideration procedure**

**3.1 Criteria for proposing an agenda**

The Bank reserves its right NOT TO INCLUDE the following matters as the shareholders' meeting agenda;

1. Matters defined in Section 89/28, of the Securities and Exchange Act B.E.2551 (Amended) which are as follows:
  - 1.1 Matter that does not comply with the rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the Bank);
  - 1.2 Matter that is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter;
  - 1.3 Matter that is beyond the Bank's power to produce the purposed result;

- 1.4 Matter that was submitted to the shareholders' meeting for its consideration within the previous 12 months and received the supporting votes of less than 10% of the total number of the voting rights of the Bank, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- 1.5 Any other cases as specified in the notification of the Capital Market Supervisory Board.
2. Matters that violate laws, rules, regulations of government agencies or other governing agencies, or that are inconsistent with the Bank's objectives, articles of association, shareholders' resolutions and good corporate governance
3. Matters proposed by shareholders who are not qualified or who do not comply with the procedures established by the Bank regarding the qualification of the shareholder who has the right to propose the agenda or nominate the director, or who are unable to contact such shareholders.
4. Matters that the Board of Directors deems unnecessary to include in the agenda, or matters that the Bank has already operated or matters that fall within the competence of the Board of Directors, unless they have a significant impact on shareholders in general.
5. Matters that are beneficial to specific person or group or matters unlike to benefit the Bank or may cause significant effects on the shareholders in general

### **3.2 Criteria for nominate a qualified candidate for being the directorship**

A nominated person must have full qualifications according to the regulations of the Bank's regulators and relevant laws, and any amendments as follows:

- 1) Securities and Exchange Act B.E. 2535 (1992)
- 2) Public Limited Companies Act B.E. 2535 (1992)
- 3) Financial Institutions Business Act B.E. 2551 (2008)
- 4) Rules, regulations or notifications of the Securities and Exchange Commission
- 5) Rules, regulations or notifications of the Stock Exchange of Thailand
- 6) Rules, regulations or notifications of the Bank of Thailand
- 7) Acts or other related rules and regulations
- 8) Qualifications of the Bank's Board of Directors according to regulations /Requirements of the bank /Charter of the Bank's Board of Directors / Requirements regarding qualifications of independent directors and audit committee members

## **4. The Bank's operations after receiving the proposal form**

### **4.1 In the case of proposing a matter to be included in the agenda for the Annual General Meeting of Shareholders**

- The proposal from the shareholders shall be considered in the Board of Directors' meeting
- The proposal approved by the Board of Directors will be included in the agenda of the shareholders' meeting with the indication that the matter is proposed by the shareholder.
- For the proposal disapproved by the Board, the Bank will announce to all shareholders formally in the shareholders' meeting. In the case that the shareholders' meeting agreed to include the proposed matters with simple majority of total number of votes of the shareholders present at the meetings and eligible to vote, such matter will be included in the agenda for the next shareholders meeting.

- 4.2 The Bank's Nomination and Remuneration Committee will consider the nominated persons (together with other candidates that the Bank deems suitable) in accordance with the Bank's nomination procedure and then propose the qualified persons to the Board of Directors to obtain the Bank of Thailand's approval before nominating the names of such persons in the notice for the 2024 Annual General Meeting of Shareholders for noting.

The Bank's decision is considered final and the Bank will announce the result after the Board of Directors meeting in January or February 2025 via the Bank's website.

**Proposing a meeting agenda for the 2025 annual general meeting of shareholders form**

Date.....

I am (Mr./Mrs./Ms./Company/Other).....residing at.....  
Road.....Tambon/Kwaeng.....Amphoe/Khet.....  
Province.....Postal Code.....Tel.....  
Email.....holding shares of Thai Credit Bank Public Company Limited .....  
shares, or.....% of total number of voting rights of the Bank at the proposed date

I would like to propose the matter to be included in the agenda for the 2025 Annual General Meeting of Shareholders as follows:

Subject.....  
with the purpose for.....

Reasons and facts .....

and there are a number of supporting documents to support the above proposals.....pages in total

I hereby certify that the above information, evidence of shareholding and all supporting documents are correct in all respects and consent to the Bank disclosing such information or supporting documents for proposing matters to be included in the agenda for the 2025 annual general meeting of shareholders. I hereby affix the name as evidence below.

Signed.....(Shareholder's signature)  
(.....)

Date.....

Remarks:

1. 1 copy of Document number 1 is for 1 agenda proposing.
2. Shareholders must enclose the following documents with this proposal form:
  - 2.1. The evidence of shares held as of the proposal date, such as copies of share certificates with certified true copy or copies of the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd
  - 2.2. In case shareholders are individual, copy of identification card/passport (in case of non-Thai nationality) must be enclosed and certified true copies by the shareholder.
  - 2.3. In case shareholders are juristic persons, the copy of the company's affidavit and copy of identification card / passport (in case of non-Thai nationality) of authorized director must be enclosed and certified true copies by such director.
  - 2.4. In case shareholder has the title name or surname changed, the copy of evidence of the changes must be enclosed and certified true copy.
  - 2.5. Other supporting documents for consideration (if any)
3. In case many shareholders have unified to propose an agenda, all shareholders must complete Document number 1 and affix their name as evidence separately, then gather each of those Document number 1 together into one set to propose unofficially to the Board through the e-mail address at Corpsec@thaicreditbank.com or mail to Corporate Secretary: Thai Credit Bank Public Company Limited 10 Floor RS Tower, 121/42-45 Ratchadaphisek Road, Din Daeng, Bangkok 10400 within November 30, 2025

**Nominating a qualified candidate for the directorship  
for 2025 annual general meeting of shareholders form**

Date.....

I am (Mr./Mrs./Ms./Company/Other)..... residing at, .....  
Road,..... Tambon/Kwaeng, ..... Amphoe/Khet, .....  
Province, ..... Post code..... Phone no.,.....  
E-mail address, ..... holding shares of Thai Credit Bank Public Company Limited.....  
Shares, or .....% of total number of voting rights of the Bank at the proposed date.

I would like to nominate (Mr. /Mrs. /Ms.)....., age.....years old, who is fully qualified in accordance with the criteria of the Bank to be the director. The nominee has been signed below as the evidence of consent and certify that information disclose in Document number 3 : Consent letter for nominating and certifying the qualifications of a director nominee for 2025 annual general meeting of shareholders and all other supporting documents (if any) are correct. I agree that the Bank may disclose such information and evidences

Signed.....(Shareholder's signature)

(.....)

Date.....

Remark:

1. 1 copy of Document number 2 is for 1 nominating a qualified candidate for directorship proposing
2. Shareholders must enclose the following documents with this proposal form:
  - 2.1. The evidence of shares held as of the proposal date, such as copies of share certificates with certified true copy or copies of the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd.
  - 2.2. In case shareholders are individual, copy of identification card / passport (in case of non-Thai nationality) must be enclosed and certified true copies by the shareholder.
  - 2.3. In case shareholders are juristic persons, the copy of the company's affidavit and copy of identification card / passport (in case of non-Thai nationality) of authorized director must be enclosed and certified true copies by such director.
  - 2.4. In case shareholder has their title name or surname changed, the copy of evidence of the changes must be enclosed and certified true copy.
  - 2.5. Other supporting documents for consideration (if any)
3. In case many shareholders have unified to nominate a qualified candidate for directorship, all shareholders must complete Document number 2 and affix their names as evidence separately, then gather each of those Document number 2, Document number 3 together into one set to propose unofficially to the Board through the e-mail address at Corpsec@thaicreditbank.com or mail to : Corporate Secretary: Thai Credit Bank Public Company Limited 10 Floor RS Tower, 121/42-45 Ratchadaphisek Road, Din Daeng, Bangkok 10400 within November 30, 2024.

**Consent letter for nominating and certifying the qualifications of a director nominee for  
2025 annual general meeting of shareholders**

1. Name-surname (1) In Thai.....  
 Former Name-Surname.....  
 (2) In English.....  
 Former Name-Surname.....

2. Identification number/ Passport No.....

3. Date of birth:..... Age..... years old, Nationality.....

4. Marital status:  Single  Married  Widow / Separation

(1) Spouse's name..... Former Name-Surname.....  
 Date of Birth..... Age..... years old

(2) Number of children..... person (s) as follows;

	Name-Surname	Identification number/ Passport No	Nationality	Date of birth	Age
1					
2					
3					
4					
5					

5. Current Address: No..... Road..... Tambon/Kwaeng.....  
 ..... Amphoe/Khet..... Province..... Post code.....  
 ..... Phone number..... Email.....

6. Current occupation: .....

7. Educational background

Institution name	Degree	Major subject	Year of graduation

8. Training or seminar on roles of director such as training course held by the Thai Institute of Directors Association (IOD)

Name of program	Organizer	Class / Year of attendance

(For the nominated person)

Name of program	Organizer	Class / Year of attendance

9. Working Experiences up to Present (Please identify all positions in private companies, government agencies, state enterprises, independent agencies, and politics in the past 10 years in reverse chronological order)

Company name	Position	Business type	From year to year

- (1) Responsibilities of the current positions

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- (2) Political position or any other official positions considered as having prohibited characteristics under Section 24 of the Financial Institutions Business Act B.E. 2551 (2008) and relevant Notifications of the Bank of Thailand. (If answer "Yes", please specify and explain the actions to be taken to comply with relevant notifications)

Yes       No

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10. Knowledge, Ability and Experience Beneficial to business operations of financial institution

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11. Shareholding in Thai Credit Bank Public Company Limited as of .....(The proposal date)(If not applicable, please indicate -None-)

Person	Number of Shares
1. The nominated person	
2. Spouse of the nominated person	
3. Minor children of the nominated person 1) 2) 3)	
4. Juristic persons in which the persons listed in items 1, 2, 3 collectively hold more than 30% of shares. This includes a case that the aforementioned persons hold more than 10% of shares in other juristic person, which is considered being major shareholder of such juristic person.	

12. Relationship with director / executive / major shareholders and controlling persons of the Bank (if any)

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13. Business that you are director / executive / business partner in any juristic or shareholding in such company (% of paid-up capital) (If not applicable, please indicate -None-)

13.1 The nominated person

Company name / Business partnership name	Position	Business type	% of shareholding

13.2 Spouse and minor child

Company name / Business partnership name	Position	Business type	% of shareholding

14. Record of lawsuit (except for the petty offense) (If not applicable, please indicate -None-)

Court	Status (Plaintiff / defendant / claimant)	Type (Civil / Criminal / Bankruptcy)	Offense	Amount	Outcome

15. Have all qualifications and no prohibited characteristics.

1. Securities and Exchange Act B.E. 2535 (1992)
2. Public Limited Companies Act B.E. 2535 (1992)
3. Financial Institutions Business Act B.E. 2551 (2008)
4. Rules, regulations or notifications of the Securities and Exchange Commission
5. Rules, regulations or notifications of the Stock Exchange of Thailand
6. Rules, regulations or notifications of the Bank of Thailand
7. Acts or other related rules and regulations
8. Qualifications of the Bank's Board of Directors according to regulations /Requirements of the bank /Charter of the Bank's Board of Directors / Requirements regarding qualifications of independent directors and audit committee members

I have qualifications without any prohibited characteristics.

I lack certain qualification(s) or have some prohibited characteristics as follows;.....

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I, (Mr. /Mrs./Ms.).....who has been nominated for appointment as Thai Credit Bank Public Company Limited 's director certify that the information provided above are complete, accurate and true without omission of any material facts, and the supporting documents submitted herewith are authentic. I also consent and acknowledge to the Bank to collect, use, disclose or examine any provided information including other information which the Bank deems necessary for its consideration for nominating any person as candidates for directors.

Signed.....(Director Nominee's signature)

(.....)

Date.....

Supporting evidence:

The director nominee must enclose the information for consideration and sign **to certify that the enclosed information is true copy**

1. A certified true copy of identification card / passport (in case of non-Thai nationality) 1 set
2. In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy by the shareholder. 1 set
3. A certified true copy of educational background 1 set
4. A certified true copy of training and seminar certifications 1 set
5. The evidence of shares held such as copies of share certificates with certified true copy 1 set
6. Documents or evidences proving current status of accusation or litigation specified in No. 14 from related agencies such as government authorities or former/current employer (if any)
7. Result of criminal record check issued by the Criminal Records Division, the Royal Thai Police
8. Other relevant information for consideration (if any)..... Page (s)