

Supporting Document

Agenda Item 6: To consider the election of directors replacing those retiring by rotation.

The remuneration guideline

The Company takes into consideration the appropriate structure and overall components of the Board of Directors as well as the qualifications in compliance with the related laws and regulations and suitable competency in order to govern the business operation of the Company in line with the nomination process.

Profile of the retiring director proposed to shareholders for re-election for another term



Name and surname Mr. Banterng Tantivit

Type of directorship Non-executive Director

Current position Chairman

Age 74 Years

Nationality Thai

Educational qualification - Master of Science (Finance) in Management, Massachusetts Institute of Technology, USA

- Bachelor of Science in Electrical Engineering, Massachusetts Institute of Technology, USA

Directorship and executive training program [Thai Institute of Directors Association](#)

- Certificate, Director Accreditation Program (DAP), Class 25/2004

[Thanachart Bank Public Company Limited](#)

- Anti-Corruption for Executives 2017

Date of holding directorship 30 October 1980

No. of year holding directorship 38 Years 6 Months

Position in other listed company [1 Company](#)

Chairman, MBK Public Company Limited

Position in other non-listed company [7 Companies](#)

- Director, Laem Sai Village Company Limited

- Director, Siam Piwat Holding Company Limited

- Chairman, MBK Resort Public Company Limited

- Director, Siam Piwat Company Limited

- Director, B.V. Holding Company Limited

- Director, Deebuk Company Limited

- Director, Thai Farming Company Limited

Position in company whose business is related to the Company's business - Chairman, Thanachart Bank Public Company Limited

Position in competitor business in relation to the Company that may cause a conflict of interest None

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| Work experience | - Director and Advisor, Dusit Thani Public Company Limited | |
| | - Chairman, Thanachart Insurance Public Company Limited | |
| | - Chairman, Thanachart Life Assurance Public Company Limited | |
| | - Chairman, Plan Estate Company Limited | |
| | - Advisor, Patum Ricemill and Granary Public Company Limited | |
| No. of TCAP share held | None | |
| Shareholding as compared to the total number of voting rights (percent) | None | |
| Meeting attendance in 2018 | - Board of Directors | 11 out of 12 meetings |

Profile of the retiring director proposed to shareholders for re-election for another term



Name and surname Mr. Vichit Yanamorn

Type of directorship Non-executive Director

Current position Member of the Nomination, Remuneration, and Corporate Governance Committee and Member of the Risk Oversight Committee*

Age 72 Years

Nationality Thai

Educational qualification

- Master of Science (Computer Science), University of Iowa, USA
- Bachelor of Commerce and Accountancy (Statistics), Second Class Honor, Chulalongkorn University

Directorship and executive training program

Thai Institute of Directors Association

- Certificate, Driving Company Success with IT Governance (ITG), Class 3/2016
- Certificate, Role of the Nomination and Governance Committee (RNG), Class 7/2015
- Certificate, Role of the Compensation Committee (RCC), Class 20/2015
- Certificate, Audit Committee Program (ACP), Class 18/2007
- Certificate, Director Accreditation Program (DAP), Class 34/2005

Thanachart Bank Public Company Limited

- Anti-Corruption for Executives 2017
- Block Chain Technology 2018

Bank of Thailand

- Thailand Sustainable Banking 2018

The Stock Exchange of Thailand

- IT Future for Listed Company, Class 3/2017
- IT Future for Capital Market, Class 2/2018

Date of holding directorship 25 February 2015

No. of year holding directorship 4 Years 2 Months

Position in other listed company 3 Companies

- Director, Member of the Audit Committee, and Member of the Nomination and Remuneration Committee, Netbay Public Company Limited
- Information Technology Advisor, MBK Public Company Limited
- Director and Member of the Audit Committee, IT City Public Company Limited

Position in other non-listed company 3 Companies

- Director, Amornchewin Company Limited
- Director, The Grand UB Company Limited
- Director, New Continent Company Limited

Position in company whose business is related to the Company's business Information Technology Advisor, Thanachart Insurance Public Company Limited

Position in competitor business in relation to the Company that may cause a conflict of interest None

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|--|--|-----------------------|
| Work experience | - Information Technology Advisor, Thanachart Bank Public Company Limited | |
| | - Director, Thai Feed Mills Public Company Limited | |
| | - Sub-committee, Public Sector Audit Evaluation Sub-committee of Social Development and Human Security | |
| | - Director, Acerts Company Limited | |
| No. of TCAP share held | None | |
| Shareholding as compared to the total number of voting rights (percent) | None | |
| Meeting attendance in 2018 | - Board of Directors | 12 out of 12 meetings |
| | - Nomination, Remuneration, and Corporate Governance Committee | 6 out of 7 meetings |
| | - Risk Management Committee* | 12 out of 12 meetings |

Note: *The Risk Management Committee has changed its title to the Risk Oversight Committee, effective from 1 January 2019.

Profile of the retiring director proposed to shareholders for re-election for another term



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|---|---|
| Name and surname | Mr. Prinya Hom-aneek |
| Type of directorship | Independent Director |
| Current position | Member of the Audit Committee and Member of the Risk Oversight Committee |
| Age | 49 Years |
| Nationality | Thai |
| Educational qualification | <ul style="list-style-type: none"> - Honorary Doctorate Degree of Science, Rajamangala University of Technology Suvornabhumi - Master of Business Administration, Assumption University - Bachelor of Engineering (Electrical Engineering), Chulalongkorn University |
| Directorship and Executive Training Program | <p><u>Thai Institute of Directors Association</u></p> <ul style="list-style-type: none"> - Certificate, Director Certification Program (DCP), Class 217/2016 <p><u>International Information System Security Certification Consortium</u></p> <ul style="list-style-type: none"> - Certified Information System Security Professional (CISSP) <p><u>ISACA</u></p> <ul style="list-style-type: none"> - Certified Information System Auditor (CISA) - Certified in the Governance of Enterprise IT <p><u>Association of Certified Fraud Examiners</u></p> <ul style="list-style-type: none"> - Certified Fraud Examiner (CFE) |
| Date of holding directorship | 23 November 2018 |
| No. of year holding directorship | 5 Months |
| Position in other listed company | None |
| Position in other non-listed company | <p><u>6 Companies</u></p> <ul style="list-style-type: none"> - Director and Member of the Executive Committee, Intelligent Data Analytic Company Limited - Trainer, Thai Institute of Directors Association - Director and Secretary, Thailand Information Security Association - Advisor, Boonrawd Trading Company Limited - Director and Member of the Executive Committee, Cybertron Company Limited - Chairman and Member of the Executive Committee, ACIS Professional Center Company Limited |
| Position in company whose business is related to the Company's business | None |
| Position in competitor business in relation to the Company that may cause a conflict of interest | None |
| Work experience | <ul style="list-style-type: none"> - Qualified Committee, Anti-Money Laundering Office (AMLO) - Managing Director, ACIS Professional Center Company Limited |
| No. of TCAP share held | None |
| Shareholding as compared to the total number of voting rights (percent) | None |

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|-----------------------------------|----------------------|---------------------|
| Meeting attendance in 2018 | - Board of Directors | 2 out of 2 meetings |
| | - Audit Committee | 1 out of 1 meeting |

- Notes:** 1. Being appointed as the Company's Director and the Member of the Audit Committee, effective from 23 November 2018.
2. Being appointed as the Member of the Risk Oversight Committee, effective from 1 January 2019.

- **Qualifications of the Independent Director**

The independent director must not have any business or participate in the management or does not have any benefit related to the Company, which may have impact on his/her independent decision making. The Company's criteria related to the qualifications of the independent director are stricter than those indicated in the Notification of the Capital Market Supervisory Board No. Tor. Jor. 39/2016 regarding the application for and approval of offer for sale of newly issued shares dated 30 September 2016, and the Amendment, and the BOT's notification, sor nor sor 10/2018, Re: Governance of Financial Institutions, dated 22 May 2018. The criteria can be summarized as follows:

1. Holding shares not more than 0.5 percent of total number of shares with voting rights of the Company, subsidiary company, associated company, major shareholder or controlling person, including shares held by persons related to such independent director. (The Company specifies a more stringent qualification than that of the Capital Market supervisory Board, which specifies at not more than one percent).

2. Is not now and never has been an executive director, employee, staff, advisor who receives salary, or a controlling person of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the appointment date. This restriction does not include cases in which the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company.

3. Not being a person related by blood or registration under laws such as father, mother, spouse, sibling and child, including spouse of children of any director, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling person of the Company or its subsidiary company.

4. Does not have and never had a business relationship with the Company, subsidiary company, associated company or major shareholder or controlling person that may have a conflict of interest that obstructs the independent opinion. As well, any independent director is not now and never has been a significant shareholder, controlling person of any person having a business relationship with the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.

5. Is not now and never has been an auditor of the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner of an audit firm which employs auditors of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.

6. Is not now and never has been a professional service provider, including a legal advisor or a financial advisor who receives service fees of more than two million baht per year from the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner of the professional service provider, unless the foregoing relationship has ended not less than two years prior to the appointment date.

7. Not being a director appointed as a representative of any director of the Company, any major shareholder or a shareholder related to the major shareholders.

8. Not operating any business that is of the same status and in competition with the Company or subsidiary company. Not being a significant partner of a partnership or an executive director, employee, staff or advisor who receives a salary or holds more than one percent of total number of shares with voting rights of any other company which operates business in the same status and in competition with the Company or subsidiary company.

9. Not having any business nor being an executive director nor having related benefit that may obstruct the independent opinion. As well, an independent director must not have any prohibited characteristic that undermines independence in carrying out the duties in the Company's operations.

Every Independent Director is independent to express opinions without interest in benefit in terms of assets or working position; from the pressure of any person or any group of people as well as from any circumstances that could affect their opinion expression.