



Providing shareholders with opportunities to propose additional agenda items and candidates for election as directors for 2021 Annual General Meeting of Shareholders

Objective

Thanachart Capital Public Company Limited (“the Company”) recognizes the importance of shareholders’ rights as well as the equitable treatment of shareholders, which are key elements of good corporate governance. In this connection, the Company would like to invite shareholders to propose 1) additional agenda items for the 2021 Annual General Meeting (AGM) of Shareholders, 2) candidates for election as directors 3) submit questions regarding the agenda items of the AGM of Shareholders in line with the Company’s regulations and practice guidelines, prior to the 2021 AGM. The related details are as follows:

1. Proposals of additional agenda items

1.1 Being one or more shareholders who, on the proposal date, individually or collectively hold shares accounting for at least five percent of the Company’s total number of voting rights.

1.2 One or more shareholders who has qualification according to 1.1 must fill up the details in **“Attachment 1: Form for proposing agenda item for 2021 Annual General Meeting of Shareholders”** and attach complete and correct supporting documents, sending to “Corporate Secretary Office, Thanachart Capital Public Company Limited, 17th Floor, CD Zone, 444 MBK Tower, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330” **from 1 October 2020 to 31 December 2020**

1.3 The sub-committees concerned will be responsible for screening the proposals made by the shareholders before submitting them to the Board of Directors for consideration at their meeting in January 2021. Those proposals which are approved by the Board of Directors will then be included as additional agenda items for the Annual General Meeting of Shareholders.

1.4 Conditions for consideration

In order to ensure that the meeting will be conducted in an efficient manner, the Company reserves the right to reject the following as agenda items:

- Matter that is not in line with the eligibility criteria specified in Items 1.1
- Matter that is related to the conduct of the Company’s normal business affairs. As well, the fact, to which the shareholder has drawn attention, does not give rise to a reasonable suspicion of irregularity in such matter.
- Matter that is beyond the power of the Company to produce a result the shareholder wishes to have.
- Matter that has already been proposed to the general meeting of shareholders in the last 12 months and whose resolution is supported by less than 10 percent of the Company’s total number of the voting rights, unless the fact in the new presentation is significantly different from the one presented at the previous general meeting.

- In any other cases as specified in the notification issued by the Capital Market Supervisory Board.

2. Proposals of candidates for election as directors

2.1 Being the Company's shareholder on the proposal date.

2.2 Shareholders who have qualification according to 2.1 must fill up the details in “**Form for proposing names of persons for election as directors at 2021 Annual General Meeting of Shareholders**” and proposed person must fill up the details in “**Bio data form to be filled in by candidate proposed for election as a director of Thanachart Capital Public Company Limited**”. All complete and correct supporting documents have to be attached and sent to “Corporate Secretary Office, Thanachart Capital Public Company Limited, 17th Floor, CD Zone, 444 MBK Tower, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330” **from 1 October 2020 to 31 December 2020**

2.3 The Company Secretary will forward the names of the candidates proposed by shareholders for election as directors, together with all the related evidence, to the Nomination, Remuneration, and Corporate Governance Committee. The Committee is responsible for screening appropriate candidates qualified for taking up directorship and sending the names of the shortlisted candidates to the Company's Board of Directors for consideration.

2.4 Any candidate to be proposals of candidates for election as directors must possess the following key qualifications and does not have prohibited characteristics:

- Duly qualified in accordance with the Section 89/3 of the Securities and Exchange Law B.E.1992, the Section 68 of the Public Limited Company Act, the Notification of Capital Market Supervisory Board, Corporate Governance Policy and having qualifications in accordance with the Company's policies.
- Having knowledge and skill in the areas significantly beneficial to the Company as well as ethics in business management.
- The Company reserves the right to consider only the proposal of shareholders that has complete and correct information and documents as specified by the Company.

3. Submission of questions in advance regarding the agenda items of the AGM of Shareholders

3.1 Any shareholder who wishes to submit questions in advance regarding the agenda items of the AGM of Shareholders must be a shareholder of the Company on the day of submitting the questions.

3.2 Any shareholder who wishes to submit questions in advance regarding the agenda items of the AGM of Shareholders must notify name, surname, address, telephone number, and email (if any) that can be reached together with questions via the following channels

- Send by post to “Corporate Secretary Office, Thanachart Capital Public Company Limited, 17th Floor, CD Zone, 444 MBK Tower, Phayathai Road, Wangmai, Pathumwan, Bangkok 10330”
- Email: tcap_ir@thanachart.co.th

Shareholders can submit questions in advance **from 1 October 2020 to 31 March 2021**

3.3 The Company Secretary is responsible for collecting all questions and proposing them to related management teams or committees for consideration prior the 2021 AGM.

Should you require more information or any clarification, please contact

Corporate Secretary Office

Tel. 0-2217-8000 ext. 3010-3012

Form for proposing agenda item for 2021 Annual General Meeting of Shareholders

I, (Mr./Mrs./Ms./others).....being the shareholder of
Thanachart Capital Public Company Limited, holding.....shares,
residing at.....Road.....Sub-District.....
District.....Province.....Postal Code.....
Telephone Number.....Email.....

I would like to propose agenda item for 2021 Annual General Meeting of Shareholders as follows:

Proposed Matter:.....
.....

Objective: for acknowledgement for approval for consideration

Reasons and details:.....
.....
.....
.....

And have the documents supporting the above proposal.....pages in total.

I hereby certify that the above information and the attached supporting documentation are correct and complete. I also permit the Company to disclose them to the public.

Shareholder's signature.....

(.....)

Date.....

Supporting documentation**Shareholder's documentation, each page of which needs to be certified as true copy**

1. In case of an individual: Copy of the identification document issued by a government agency and bearing the shareholder's photograph, as long as the document has not yet expired or, in case of a foreign shareholder, their passport has not expired.
In case of a juristic person: Copy of the juristic person's certificate of incorporation and copy of the identification document issued by a government agency and bearing the photograph of the authorized director or representative of the juristic person shareholder, who signs this Form, as long as the documents have not yet expired or, in case of a foreign shareholder, their passport has not yet expired.
2. Evidence of shareholding, such as the certificate issued by a securities company or other evidence issued by Thailand Securities Depository Company Limited or the Stock Exchange of Thailand or a custodian or copies of certified share certificates.

**Form for proposing names of persons for election as directors
at 2021 Annual General Meeting of Shareholders**

I, (Mr./Mrs./Ms./others).....being the shareholder of
Thanachart Capital Public Company Limited, holding.....shares,
residing at.....Road.....Sub-District.....
District.....Province.....Postal Code.....
Telephone Number.....Email.....

I would like to nominate (Mr./Mrs./Miss).....
as persons for election as directors of Thanachart Capital Public Company Limited and said candidate has given
consent to my nomination.

I certify that all information in this Form, the evidence of shares held and other supporting documents are
correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature as
evidence below.

Shareholder's signature.....
(.....)
Date.....

Supporting documentation

1. Shareholder's documentation, **each page of which needs to be certified as true copy**
 - 1.1 In case of an individual: Copy of the identification document issued by a government agency and bearing the shareholder's photograph, as long as the document has not yet expired or, in case of a foreign shareholder, their passport has not expired.
In case of a juristic person: Copy of the juristic person's certificate of incorporation and copy of the identification document issued by a government agency and bearing the photograph of the authorized director of the juristic person, who signs this Form, as long as the documents have not yet expired or, in case of a foreign shareholder, their passport has not yet expired.
 - 1.2 Evidence of shareholding, such as the certificate issued by a securities company or other evidence issued by Thailand Securities Depository Company Limited or the Stock Exchange of Thailand or a custodian or copies of certified share certificates.
2. Bio data form of person proposed for election as director, together with their supporting documentation, each page of which needs to be certified as true copy.
3. Checklists for assessing qualifications of persons proposed for election as directors.

**Bio data form to be filled in by candidate proposed for election
as a director of Thanachart Capital Public Company Limited**

Color photograph
(2 inches) taken
within the last
6 months

1. Name-Surname: _____ Former Name-Surname (if applicable): _____
National identification number: _____ Taxpayer Identification No. _____
Passport No. (in case of non-citizen): _____

2. Date of birth (dd/mm/yyyy): _____ Age: _____ years

3. Nationality: _____ Gender: _____

4. Current Address: _____
Telephone No.: _____ Mobile Phone No.: _____
E-mail Address: _____

5. Marital status: (Single / Married / Cohabiting couple / Divorced / Widowed) _____

5.1 Spouse's Name-Surname: _____ Former Name-Surname (if applicable): _____
Work Address: _____ Nationality: _____
National identification number: _____
Passport No. (in case of non-citizen): _____

5.2 Name-Surname of Child/Adopted Child: _____
Former Name-Surname (if applicable): _____
Work Address: _____ Nationality: _____
National identification number: _____
Passport No. (in case of non-citizen): _____
Date of birth (dd/mm/yyyy): _____

6. Professional qualifications

6.1 Educational qualifications

Educational Institutions	Degrees and Certificates	Majors and Fields of Study	Year of graduation

6.2 Relevant training courses or seminars related

Name of curriculum, seminar or course	Organizer	Year of Participation

7. Work Experience

Name of workplace	Type of business	Position (Director/Executive/Staff Member)	From (Year)	To (Year)

7.1 Job description of current positions

8. Knowledge, abilities and experience useful for the conduct of the Company’s business affairs

9. Report on businesses in which you yourself, your spouse or minor children are involved. In this connection, the report must cover all companies in which you, your spouse or minor children serve as director, manager or person with management authority, as well as all those companies whose shares are held.

9.1 Related businesses of yourself

Company Name	Company Listed on Local or Overseas Stock Exchanges (Yes or No)	Type of Business	Position	From Year to Year	% of Shares Held	Type of Position (Executive Director/ Non-Executive Director/ Independent Director)

Total number of your related companies _____ companies

Total number of the companies listed on local or overseas stock exchange, in which you serve as director: _____ companies

9.2 Related businesses of your spouse

Company Name	Type of Business	Position	From Year to Year	% of Shares Held

9.3 Related businesses of your minor children

Company Name	Type of Business	Position	From Year to Year	% of Shares Held

10. Chronology related to the complaints filed by or against you

Court of Law	Party in the Court Case (plaintiff/defendant/petitioner/complainant/complaine)	Type of case (civil/ criminal/ bankruptcy/ administrative)	Charge or offence	Value of claim	Case Number	Latest hearing date	Judgment

11. Specify information regarding related transactions with the Company, subsidiaries of the Company, associated companies of the Company or juristic persons who may have conflicts of interest with the Company (If any)

12. Chronology related to filing of claims or petitions, being questioned or under investigation by state agencies, local or overseas, which include the Office of the Auditor General of Thailand (OAG), the Office of the National Anti-Corruption Commission (ONACC), and the Anti-Money Laundering Office (AMLO), among others.

State agency filing claim/ petition/ investigating	Subject of claim/ complaint/ investigation	Date of filing claim/ complaint/ conducting investigation	Investigation status	Questioning results/ investigation results

Supporting Documentation

- (1) Evidence showing education and academic qualifications
- (2) Evidence showing payment of income tax in the past year
- (3) Certified copy of immigration document/passport (in case of a foreigner)
- (4) Certificate or any other documentation issued by a financial institution or lending company for the person under consideration for the directorship or those issued by a credit bureau or other related agencies.
- (5) Facts or other information useful for appropriate qualification assessment (if available).

Signature.....

(.....)

Date.....



**Checklist for assessing the qualification of the directors
of Thanachart Capital Public Company Limited**

I would like to disclose the following information as supporting document for consideration in relation to the qualifications prescribed by the authorities concerned.

Remark: The law requires that you fully meet the qualifications during the entire tenure as director.

No.	Qualifications	Yes	No
Qualifications of directors			
1	Not being an incompetent or quasi-incompetent person.		
2	Not operating any business which has the same nature as or is in competition with the business of the company, or not becoming a partner in a general partnership, or a partner with unlimited liability in a limited partnership, or not becoming a director of a private company or any other public company operating business which has the same nature as and is in competition with the business of the company, regardless of whether it is for self-interest or the interest of others <u>except</u> in the case where it is disclosed to the meeting of shareholders prior to the adoption of a resolution appointing the director.		
3	Not being a bankrupt or having been discharged from bankruptcy for less than five years.		
4	Not having been imprisoned by a final court judgment for an offense related to property committed with dishonest intent regardless of whether the penalty is pending or not.		
5	Not having been dismissed or discharged from government service, state organization or agency on a charge of dishonest act in the office.		
6	Serving as director in no more than 5 companies listed on the stock exchange, local or overseas.		
7	Not being an auditor of the company.		
8	Having never been sentenced to a final judgment of an offense of Money Laundering or having never been made judgment or ordered by the court, property vested in the country, in accordance with the law in Prevention and Suppression of Money Laundering. Having never been a determined person who has had terrorism activities or supported proliferation of weapons of mass destruction or having never been convicted of giving financial support to terrorism or the proliferation of weapons of mass destruction by the court's final judgment in accordance with the Prevention and Suppression of Financial Support to Terrorism and the Proliferation of Weapons of Mass Destruction Act.		
9	Having no appearance that represents the lack of suitability to be trusted to manage the Company. The result of the lack of trust for the Directors or executives varies as per the characteristics of lack of trust. The details are given in the attachment, "Lack of suitability to be trusted in Public Company Management".		
Additional qualifications of independent director			
1	Holding shares of no more than 0.5% of the Company's paid-up capital and holding shares of no more than 1% of the total number of shares with voting rights of the parent company, subsidiary company, associate company, the Company's major shareholder, controlling person or person who may have a conflict of interest, including shares held by related persons of such independent director.		

No.	Qualifications	Yes	No
2	<p>Not being or having ever been a director with management authority, employee, staff member, and/or advisor who receives a regular salary, or a controlling person of the company, parent company, subsidiary, associated company, same-tier subsidiary, major shareholder or controlling person <u>unless</u> the foregoing status has ended at least 2 years prior to the date of being assessed against the checklist of the qualifications of the company's director and/or being elected as director. Such prohibitions do not, however, include cases where the independent director previously served as a civil servant or an advisor to a state agency which is a major shareholder or controlling person of the company.</p>		
3	<p>Not being a person related by blood or legal registration as father, mother, spouse, sibling or child, including spouse of child of another director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the company or subsidiary.</p>		
4	<p>Not being or having ever had a business relationship with the company, parent company, subsidiary, associated company, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither being nor having ever been a significant shareholder (holding shares more than 10% of the total number of shares with voting rights of the company, including shares held by the related person), or a controlling person having a business relationship with the company, parent company, subsidiary, associated company, major shareholder or controlling person of the company, <u>unless</u> the foregoing relationship has ended not less than 2 years prior to the date of being assessed against the checklist of the qualifications of the company's director and/or being elected as director.</p> <p><u>The term 'business relationship'</u> shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the company or counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated in line with the method for calculating the value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness incurred during the period of one year prior to the date on which the business relationship with the same person commences.</p>		

No.	Qualifications	Yes	No
5	Not being or having ever been an auditor of the company, parent company, subsidiary, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, parent company, subsidiary, associated company, major shareholder or controlling person, <u>unless</u> the foregoing relationship has ended at least 2 years prior to the date of being assessed against the checklist of the qualifications of the Company's director and/or being elected as director.		
6	Not being or having ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the company, parent company, subsidiary, associated company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of the professional services, <u>unless</u> the foregoing relationship has ended at least 2 years prior to the date of being assessed against the checklist of the qualifications of the Company's director and/or being elected as director.		
7	Not being the director who is appointed as representative of the company's Board of Directors, major shareholder or shareholder who is related to the major shareholder of the company.		
8	Not undertaking any business of the same nature and in competition with the business of the company or subsidiary. Or shall not be a significant partner in a partnership or director with management authority, employee, staff member and/or advisor who receives a regular salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business of the same nature and in competition with the business of the company or subsidiary.		
9	Not having any other characteristic which limits his or her ability to express independent opinions regarding the company's operations.		

Date _____

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Appendix

Lack of appropriateness in respect of trustworthiness in managing public companies limited

(Notification of the Securities and Exchange Commission No. Kor Jor. 3/2560 dated 23 January 2017 Re: Determination of Untrustworthy Characteristics of Company Directors and Executives)

Possession of characteristics indicating untrustworthiness in managing publicly traded companies		Notes
Category 1	Possession of untrustworthy characteristics in general cases, as follows:	
1	Being a bankrupt, an incompetent or a quasi-incompetent person.	
2	Being a person not eligible for serving as director, manager, person with managerial authority or advisor of a financial institution because of the possession of prohibited characteristics under Thai or foreign laws related to supervision of financial institutions, and because the barring period from serving as director, manager, person with managerial authority or advisor of a financial institution has not yet been surpassed, provided that the prohibited characteristics are connected with the cases as follows:	
	2.1 Performing duties dishonestly, being dishonest, being deceitful, or performing a fraudulent act relating to assets;	
	2.2 Managing business in such a way that a law is violated or failing to comply with the regulatory agency's order or managing business improperly;	
	2.3 Violating a law, acting unfairly or taking advantage of others;	
3	Having been sentenced to imprisonment by the court's final judgment for committing any of the following public offences, regardless of whether the imprisonment is suspended, or it has not yet surpassed the three-year interval time after either the person completes the term of imprisonment or the suspension of sentence period is over:	
	3.1 Failing to perform duties with responsibility, due care and honesty, which is deemed to be a fraudulent act ¹⁾ : Section 281/2 Paragraph 2 of Securities and Exchange Act B.E. 2535.	
	3.2 Operating securities business or derivatives business without having obtained a license, which is deemed to be a public fraud ²⁾ : Sections 289 and 90 of Securities and Exchange Act B.E. 2535. : Sections 125 and 16 of Derivatives Act B.E. 2546.	
	3.3 Unfair practices that affect derivative prices or futures contracts ³⁾ : Sections 92 - 100 of Derivatives Act B.E. 2546.	

Possession of characteristics indicating untrustworthiness in managing publicly traded companies		Notes
	<p>3.4 Committing an act dishonestly and, by such act, obtaining a property from members of the public, committing an act dishonestly, that causes damage to the asset of a juristic person, damaging the asset which a juristic person is responsible for looking after, acting to prevent creditor from receiving loan repayment, doing an act to procure any advantage to which he is not entitled, deceitfully depriving a juristic person or its shareholders of their rightful benefit⁴⁾</p> <p>: Sections 306 – 315 of Securities and Exchange Act B.E. 2535.</p> <p>3.5 Committing an act dishonestly, causing damage to customers⁵⁾</p> <p>: Sections 145 - 150 of Derivatives Act B.E. 2546.</p>	
4	Being a person sentenced to imprisonment by the court's final judgment in relation to the commission of public offences including deceitful, fraudulent or dishonest management of assets and it has not yet surpassed the three-year interval time after either the person completes the term of imprisonment or the suspension of sentence period is over.	
5	Being a person subject to the court's final order of asset seizure under the Organic Act on Counter Corruption, the Anti-Money Laundering Act or any other similar laws and it has not yet surpassed the three-year interval time after the date on which the court issued such order.	
6	Being a person having the behavior considered as the commission of offences under Category 1 Item 3, which resulted in the SEC Office's filing of criminal complaint against such person with the inquiry official, and the case is in the inquiry official's process or the public prosecutor's consideration and prosecution process or the court proceedings.	The filing of the criminal complaint shall be subject to the review process approved by the SEC.
Category 2	Possession of untrustworthy characteristics resulted from having the behavior considered as the commission of offences under the Securities and Exchange Act B.E. 2535 prior to the additional amendments by the Securities and Exchange Act (No. 5) B.E. 2559, the details of which are as follows:	
1	<p>A person having the following behavior:</p> <p>1.1 Unfair securities trading practices⁶⁾</p> <p>: Section 238 and Sections 240 – 243 of Securities and Exchange Act B.E. 2535.</p> <p>1.2 Failure to perform duties with responsibility, due care and honesty⁷⁾</p> <p>: Section 281/2 Paragraph 1 of Securities and Exchange Act B.E. 2535.</p> <p>1.3 Intentionally making a false statement or concealing materials facts which should have been stated⁸⁾</p> <p>: Section 281/10 of Securities and Exchange Act B.E. 2535.</p> <p>In case the behavior leads to any of the following situations, it is deemed to be possession of untrustworthy characteristics.</p>	Removal from the position pursuant to Section 89/4 or Section 89/6 of the Securities and Exchange Act B.E. 2535 ⁹⁾ resulting from possession of the untrustworthiness characteristics under Category 2 Item 1 shall be in effect for the following periods of time.

Possession of characteristics indicating untrustworthiness in managing publicly traded companies		Notes
	(1) In case where the court passes the final judgment to imprisonment, as a result of a criminal complaint or charge brought before a court of law by a party other than the SEC Office.	The removal from the position shall be in effect from the date the court has passed the judgment, regardless of whether the imprisonment is suspended, and shall remain so until it has surpassed the three-year interval time after either the person completes the term of imprisonment or the suspension of sentence period is over.
	(2) In case where the Civil Penalty Committee considers imposing a civil fine, it is deemed appropriate to apply civil penalties to such person, with the written notice.	The removal from the position shall be in effect from the date of written notice of the said matter, and shall remain so until it has surpassed the period specified by the SEC Office, which shall not exceed three years. In determining the period of possession of untrustworthy characteristics, the following factors shall be taken into consideration: (1) Relevant roles and behaviors of the person under consideration; (2) Sanction already imposed on such person; (3) The impact on or damage to the company or shareholders as a whole or unjust benefit related to the facts or behaviors under consideration; (4) Rectification or any actions taken in the best interest of the company, shareholders as a whole, or capital market as a whole, whether to rectify, remedy or prevention of recurrence of similar facts or behaviors; (5) Other behaviors of the person under consideration that benefit or obstruct the SEC Office's actions; (6) Any other records or behaviors in the past which indicate inappropriateness to serve as company director or executive.
	(3) In case where the SEC Office filed a criminal complaint against such person with the inquiry official.	The removal from the position shall be in effect from the date of filing the criminal complaint with the inquiry official, and shall remain so until any of the following cases: (a) The public prosecutor issues the final non-prosecutorial order or the court passes the final judgment to dismiss the case; (b) It has surpassed the three-year interval time after either the person completes the term of imprisonment or the suspension of sentence period is over. The SEC Office's filing of criminal complaint shall be subject to the review process approved by the SEC.
Category 3	Possession of untrustworthy characteristics prior to the effective date of this Notification.	
1	Any person who was fined or named in the criminal complaint filed by the SEC Office, resulting in having untrustworthy characteristics under the Notification of the Securities and Exchange Commission No. Kor Jor. 8/2553 Re: Determination of Untrustworthy Characteristics of Company Directors and Executives dated 23 April 2010, shall be deemed to be having untrustworthy characteristics under this Notification. The said person shall be removed from the position pursuant to Section 89/4 or Section 89/6 of the Securities and Exchange Act B.E. 2535 until the period or condition specified under the said Notification has been surpassed or satisfied.	