

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	Ms. Suvarnapha Suvarnaprathip
Type of directorship	Executive Director
Current position	Vice Chairperson of the Executive Committee
Age	75 Years
Nationality	Thai
Educational qualification	- Bachelor of Economics, Monash University, Australia
Directorship and executive training program	<u>Banker Trust, New York, USA</u> - Corporate Finance Training Program <u>Thai Institute of Directors Association</u> - Certificate, Director Accreditation Program (DAP), Class 20/2004 <u>Thanachart Bank Public Company Limited</u> - Anti-Corruption for Executives 2017 - Block Chain Technology 2018 <u>Bank of Thailand</u> Thailand Sustainable Banking 2018
Date of holding directorship	1 September 2005
No. of year holding directorship	15 Years 7 Months
Position in other listed company	<u>1 Company</u> - Director, Ratchthani Leasing Public Company Limited
Position in other non-listed company	<u>1 Company</u> - Director, Seacon Development Public Company Limited
Position in competitor business in relation to the Company that may cause a conflict of interest	None
Work experience	- Vice Chairperson of the Risk Management Committee, Thanachart Capital Public Company Limited - Director and Vice Chairperson of the Executive Committee, Thanachart Bank Public Company Limited
No. of TCAP share held	None
Shareholding as compared to the total number of voting rights (percent)	None
Meeting attendance in 2020	- Board of Directors 12 out of 12 meetings - Board of Executive Directors 12 out of 12 meetings

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



Name and surname	Mr. Somjate Moosirilert
Type of directorship	Executive Director
Current position	Member of the Executive Committee, Member of the Risk Oversight Committee, and Chief Executive Officer
Age	65 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> - Master of Management, Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Business Administration, Thammasat University
Directorship and executive training program	<p><u>Thai Institute of Directors Association</u></p> <ul style="list-style-type: none"> - Certificate, Corporate Governance for Capital Market Intermediaries (CGI), Class 15/2016 - Certificate, Role of the Chairman Program (RCP), Class 5/2001 <p><u>Thanachart Bank Public Company Limited</u></p> <ul style="list-style-type: none"> - Anti Corruption for Executives, Class 1/2014 - Anti-Corruption for Executives 2017 <p><u>Thai Listed Company Association, The Stock Exchange of Thailand</u></p> <ul style="list-style-type: none"> - Certificate, TLCA Leadership Development Program (LDP) 2012 <p><u>Capital Market Academy, The Stock Exchange of Thailand</u></p> <ul style="list-style-type: none"> - Certificate, Capital Market Academy Leadership Program, Class 5/2007 <p><u>Judicial Training Institute, Courts of Justice</u></p> <ul style="list-style-type: none"> - Certificate, The Program for Senior Executives on Justice Administration, Class 9/2005 <p><u>The Bank of Thailand</u></p> <ul style="list-style-type: none"> - Thailand Sustainable Banking 2018
Date of holding directorship	2 March 2009
No. of year holding directorship	12 Years 1 Months
Position in other listed company	<p><u>2 Companies</u></p> <ul style="list-style-type: none"> - Director and Member of the Executive Committee, Ratchthani Leasing Public Company Limited - Director, Member of the Board of Executive Directors, and Member of the Nomination, Remuneration, and Corporate Governance Committee, TMB Bank Public Company Limited
Position in other non-listed company	<p><u>7 Companies</u></p> <ul style="list-style-type: none"> - Director, Member of the Executive Committee, and Member of the Nomination and Remuneration Committee, Thanachart Bank Public Company Limited - Chairman, TS Asset Management Company Limited - Director, Thanachart SPV1 Company Limited - Director, Thanachart SPV2 Company Limited - Vice Chairman, Thai Listed Company Association - Chairman and Chairman of the Executive Committee, Thanachart Securities Public Company Limited - Board Advisor, Association of Thai Securities Companies
Position in competitor business in relation to the Company that may cause a conflict of interest	None

- Work experience**
- Director and Advisor, The Thai Bankers' Association
 - Director, Vice Chairman, and Vice Chairman Advisor, Thai Listed Company Association
 - Vice Chairman and Vice Chairman of the Executive Committee, Thanachart Insurance Public Company Limited
 - Director, Sasin Graduate Institute of Business Administration of Chulalongkorn University
 - Chairman and Chairman of the Executive Committee, Thanachart Fund Management Company Limited
 - Director and Member of the Executive Committee, and Chairman of the Risk Management Committee, and Chief Executive Officer and President, Thanachart Bank Public Company Limited
 - Chairman and Chairman of the Executive and Committee, TS Asset Management Company Limited

No. of TCAP share held None

Shareholding as compared to the total number of voting rights (percent) None

Meeting attendance in 2020

- Board of Directors 12 out of 12 meetings
- Board of Executive Directors 12 out of 12 meetings
- Board of Risk Oversight Committee 8 out of 12 meetings

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



Name and surname	Dr. Thanachart Numnonda
Type of directorship	Independent Director
Current position	Chairman of the Risk Oversight Committee
Age	55 Years
Nationality	Thai
Educational qualification	<ul style="list-style-type: none"> - Doctor of Philosophy in Engineering, University of Auckland, New Zealand - Master of Engineering (Electrical and Electronic), University of Auckland, New Zealand - Bachelor of Engineering (Electrical Engineering), Khon Kaen University
Directorship and executive training program	<p><u>Thai Institute of Directors Association</u></p> <ul style="list-style-type: none"> - Certificate, Director Accreditation Program (DAP), Class 121/2015 - Certificate, Advanced Audit Committee Program (AACP), Class 25/2016 - Certificate, Director Certification Program (DCP), Class 242/2017 - Certificate, Role of the Chairman Program (RCP), Class 41/2017 - Certificate, Financial Statements for Directors (FSD), Class 35/2018 - Certificate, Strategic Board Master Class (SBM), Class 5/2018 - Certificate, Risk Management Program for Corporate Leaders (RCL), Class 19/2020 <p><u>Thanachart Bank Public Company Limited</u></p> <ul style="list-style-type: none"> - Block Chain Technology 2018 <p><u>Columbia Business School</u></p> <ul style="list-style-type: none"> - Digital Strategies for Business 2018
Date of holding directorship	1 January 2020
No. of year holding directorship	1 Years 3 Months
Position in other listed company	<p><u>3 Companies</u></p> <ul style="list-style-type: none"> - Chairman and Chairman of the Audit Committee, SiamEast Solutions Public Company Limited - Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee, Humanica Public Company Limited - Director, Chairman of the Risk Management Committee, Member of the Audit Committee and Member of the Nomination and Remuneration Committee, Vintcom Technology Public Company Limited
Position in other non-listed company	<p><u>3 Companies</u></p> <ul style="list-style-type: none"> - Committee of KKU Council, Khon Kaen University - Committee of UBU Council, Ubon Ratchathani University - Director, IMC Outsourcing (Thailand) Company Limited
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"> - Director and Chairman of the Audit Committee, Thanachart Bank Public Company Limited - President, The Association of Thai ICT Industry
No. of TCAP share held	None
Shareholding as compared to the total number of voting rights (percent)	None
Meeting attendance in 2020	<ul style="list-style-type: none"> - Board of Directors 12 out of 12 meetings - Board of Risk Oversight Committee 12 out of 12 meetings

- **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, The criteria can be summarized as follows:

1. Holding shares not more than 0.5 percent of the Company's paid-up registered capital as well as holding no more than 1.0 percent of the total voting shares of the parent company, subsidiary, associate company, major shareholder, controlling person or party that may have a conflict of interest, 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.

The business relationship shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, pledging assets as collateral, and any other similar actions, which result in the Company or the counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the Company or from 20 million baht or more, whichever amount is lower. In this connection, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, *mutatis mutandis*. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of one year prior to the date of establishing the business relationship with the related person.

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.