

**Rules and Guidelines on the rights of shareholders to propose items on the agenda  
for the annual ordinary meeting of shareholders**

**Objective**

In recognition of the importance of the rights of shareholders and in adherence to good corporate governance, Bangkok Bank Public Company Limited (the “Bank”) facilitates shareholder(s) in proposing items to be included on the agenda for the 2024 Annual Ordinary Meeting of Shareholders (the “Shareholder’s AGM”).

**Rules and Guidelines**

1. Shareholding Requirement for the Proposal of Items on the Agenda of the Shareholders’ AGM

A shareholder who holds, or a group of shareholders who collectively holds shares of the Bank with at least 5 percent of the total voting rights may submit a written proposal of a matter for the Board of Directors to include as an item on the agenda for the Shareholder AGM.

2. Proposal of an Item on the Agenda and Details of Information Required for Consideration of the Matter

2.1 A shareholder(s) as specified in item no. 1 may submit a proposal by using the “Form to Propose Item on the Agenda for the Annual Ordinary Meeting of Shareholders” (Form A) attached herewith and providing information and supporting documents as follows:

(a) Name, contact address and telephone number;

(b) Evidence of shareholding, such as certificate from a securities company or other evidence from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.;

(c) Identification documents of the shareholder

(1) Individual person: a certified copy of their national identity card or passport (for non-Thai citizens)

(2) Juristic person: a certified copy of a company registration certificate and national identity card or passport (for non-Thai citizens) of the authorized director;

(d) The purpose of the proposed agenda item whether it shall be for acknowledgement, for consideration, or for approval (as the case may be);

(e) Details of the proposed agenda item along with supporting information to support its consideration; and

(f) Other relevant information (if any).

2.2 In the case where two or more shareholders have proposed the AGM agenda item together, each shareholder shall separately complete and sign Form A. Documents from all such shareholders shall be combined into one set and submitted together with all supporting documents as specified.

2.3 Shareholder(s) may submit the proposal of items on the Agenda for the Shareholders’ AGM from October 1, 2023 until December 30, 2023 to the Company Secretary at Bangkok Bank Public Company Limited, 333 Silom Road, Bangrak District, Bangkok, 10500, or inform the Company Secretary informally via e-mail: [CorporateSecretary@bangkokbank.com](mailto:CorporateSecretary@bangkokbank.com) before submitting the signed copy of the Proposal of Items on the Agenda for the Shareholders’ AGM, together with relevant documents, to the Company Secretary at the aforementioned address by December 30, 2023.

3. The Bank May Decline to Include the Proposed Matter as an Item on the Agenda

The Bank reserves the right to refuse to include the proposed matter as an item on the agenda if;

- a) the proposed matter does not comply with the rules prescribed by the laws or the notifications of the Capital Markets Supervisory Board, or violates any laws, notifications, rules, or regulations of government departments or any authorities supervising banks, or does not comply with the Bank's objectives, Articles of Association, shareholders' resolutions, or the principles of good corporate governance;
- b) the proposed matter relates to the Bank's normal course of business and the facts stated by the shareholders do not, on reasonable grounds, indicate any irregularity in such matters;
- c) the proposed matter has already been addressed by the Bank;
- d) the Bank considers it unnecessary to include the proposed matter as an item on the agenda or that the proposed matter is within the scope of the management authority of the Board of Directors of the Bank unless such matter shall have material adverse effects on shareholders as a whole;
- e) the proposed matter will benefit a person or specific group of persons or will not be beneficial to the Bank's operations;
- f) the proposed matter is beyond the authority of the Bank;
- g) the proposed matter was submitted to the shareholders' meeting for its consideration within the previous 12 months and the supporting votes received were less than 10 percent of the total number of voting rights of the Bank, unless the facts pertaining to the proposed matter which has been resubmitted have materially changed from those existing at the time of the previous shareholders' meeting;
- h) the information provided by the shareholder(s) for the proposed matter is incomplete, inaccurate, untrue or ambiguous, or the Bank cannot contact the shareholder(s) who proposed the agenda;
- i) the matter is proposed by a shareholder(s) who does not meet all the shareholding requirements; or
- j) any other cases as specified in the notifications of the Capital Markets Supervisory Board.

4. Handling of the Proposal after Receiving from the Shareholder(s)

The Company Secretary will submit the proposed matters to the Bank's screening committee assigned by the Board of Directors to consider and scrutinize such matters prior to presenting opinions to the Board of Directors for considering the inclusion or refusal of the matters proposed by the shareholder(s) on the meeting agenda.

In the case where the Board of Directors agrees with the proposed matter, the Bank will include it as an agenda item for the 2024 Annual Ordinary Meeting of Shareholders, along with the opinions of the Board of Directors. In the case where the Bank declines to include the matter proposed by the shareholder(s) as an agenda item, the Bank will notify the shareholder(s) and inform said decision and the reasons during the Annual Ordinary Meeting of Shareholders.

Remark: The Bank wishes to notify shareholders of the Privacy Notice which is posted at <https://www.bangkokbank.com/th-TH/Privacy-Notice>. Shareholders may scan QR Code for details of Privacy Notice.

[Document download here](#)



**Form to Propose Items on the Agenda for the Annual Ordinary Meeting of Shareholders**

(1) I, Mr./Mrs./Ms. ...., am a shareholder of Bangkok Bank Public Company Limited, holding a total number of .....shares, residing at No. ....Road..... Sub-district .....District ..... Province.....Telephone No. ....Fax No. .... E-mail (if any) .....

(2) I wish to propose an item on the agenda for the annual ordinary meeting of shareholders for the year .....as follows

Topic .....

Objective:  For acknowledgement  For consideration  For approval

Details and information for consideration are as follows:

.....  
.....

along with supporting documents in the amount of .....page(s).

(3) I hereby certify that all information and documents including supporting evidence are accurate and complete and I acknowledge the Bank's Privacy Notice and therefore have signed as evidence.

Signed .....Shareholder  
(.....)

Date .....