

## **Rules and Guidelines on the rights of shareholders to nominate candidates for bank directorship**

### **Objective**

In recognition of the importance of the rights of shareholders and the practice of good corporate governance, Bangkok Bank Public Company Limited (BBL) has established Rules and Guidelines on the rights of shareholders to nominate candidates for bank directorship which has been made available to shareholders.

### **Rules and Guidelines**

#### **1. Shareholding Requirement for the Nomination of Candidates for Bank Directorship**

A shareholder or a group of shareholders who holds shares with at least 5 percent of the total voting rights of the Bank may submit a written proposal to the Corporate Secretary at Bangkok Bank Public Company Limited 333 Silom Road, Bangrak District, Bangkok 10500, to propose the name of a person to be a candidate for directorship.

#### **2. Nomination of Persons and Details of Information Required for Consideration of the Nomination**

To nominate persons to be candidates for bank directorship, the shareholder(s) shall provide information and supporting documents as follows;

- (a) Name, contact address and telephone number;
- (b) Number of shares held and the evidence of such shareholding;
- (c) Name and relevant details and information together with the consent and confirmation of the nominated person as prescribed by the Bank in the “Information form of the person nominated to be candidate for bank directorship”; and
- (d) Other relevant information (if any).

The shareholder(s) may submit the above request (together with information and documents as required) from November 1<sup>st</sup>, 2019 until November 30<sup>th</sup>, 2019. The Bank reserves the right to consider only the proposed matter and information of the nominated person received on a date which is not later than 1 year from the date of the Bank’s receipt of a written proposal from the shareholder(s).

#### **3. The Bank’s Operation after Receiving the Request From the Shareholder(s)**

The Corporate Secretary will submit the proposal of the shareholder(s) in accordance with paragraph 1 to the Nomination and Remuneration Committee who will include such proposal in their consideration whenever there is an agenda item for nominating a candidate for a director to replace any vacant position under the Bank’s nomination process. The Nomination and Remuneration Committee will submit their recommendations to the Board of Directors. The Bank will inform the shareholder(s) who requested the nomination when such proposed person is appointed as the Bank’s director to replace a vacant position or is nominated by the Bank to be elected as the Bank’s director in the shareholders’ meeting. The Bank’s determination shall be considered final.



1.9 Thai IOD Training Program (Thai IOD)

Program	Year
<input type="checkbox"/> Director Certification Program (DCP)	_____
<input type="checkbox"/> Director Accreditation Program (DAP)	_____
<input type="checkbox"/> Audit Committee Program (ACP)	_____
<input type="checkbox"/> The Role of Chairman (RCM)	_____
<input type="checkbox"/> Finance for Non-Finance Director (FN)	_____
<input type="checkbox"/> Other (specify)	_____

1.10 Working experience

Year	Office Name	Type of Business	Position

1.11 Shareholding of BBL share (including spouse and young children)

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**II: Qualifications and prohibited characteristics**

I hereby acknowledge that in BBL’s nominating process, BBL will consider the qualifications and prohibited characteristics of directors under the relevant laws of which I am well-aware and I certify that:

- I have qualifications without any prohibited characteristics specified by the laws governing Public Limited Companies, Financial Institutions Businesses, and Securities and Stock Exchange including relevant notifications;
- I lack certain qualification(s) or have some prohibited characteristics specified by the laws governing Public Limited Company, Financial Institutions Businesses, and Securities and Stock Exchange including relevant notifications as follows:

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**III : Consent and Confirmation**

I hereby certify that

- (a) I have provided my background information together with supporting evidence and certify that they are complete, accurate, and true, and without omission of any material facts;
- (b) I consent to the nomination as a candidate for BBL directorship and allow BBL to examine any provided information including information on credits, registration as directors or executives, and violation records which BBL deems necessary for its consideration for nominating any person as candidates for directors.

Signed .....

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Dated .....