

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 the practice of good corporate governance, Bangkok Bank Public Company Limited (the “Bank”) has established **Rules and Guidelines on the rights of shareholders to propose items on the agenda for the annual ordinary meeting of shareholders** (the “Shareholders’ AGM”) which has been made available to shareholders.

Rules and Guidelines

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

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 of a matter for the Board of Directors to include as an item of the agenda for the Shareholders’ AGM.

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

Shareholder(s) qualified under paragraph 1 above may propose items on the agenda for the Shareholders’ AGM by means of a written proposal to the Corporate Secretary at Bangkok Bank Public Company Limited 333 Silom Road, Bangrak District, Bangkok 10500, providing 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) The purpose of the proposed agenda item whether it shall be for acknowledgement, for consideration, or for approval (as the case may be);
- (d) Draft of the proposed agenda item and details; and
- (e) Other relevant information (if any).

The shareholder(s) may submit the above proposal (together with information and documents as required) for the Shareholders’ AGM for the year 2020 from October 1st, 2019 until December 30th, 2019.

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

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

- 1) 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 the 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;
- 2) the proposed matter relates to the Bank's normal course of business and the facts stated by the shareholders do not, for reasonable grounds, indicate any irregularity of such matter;
- 3) the proposed matter has already been conducted by the Bank;
- 4) the Bank considers the proposed matter unnecessary to be included as an item for the agenda or 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 effect on shareholders as a whole;
- 5) the proposed matter will benefit a person or specific group of persons or will not be beneficial to the Bank's operations;
- 6) the proposed matter is beyond authority of the Bank to produce the intended result;
- 7) the proposed matter was submitted to the shareholders' meeting for its consideration within the previous 12 months and the supporting votes received was 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 significantly changed from those existing at the time of the previous shareholders' meeting;
- 8) the information provided by the shareholder(s) for the proposed matter is incomplete or inaccurate or untrue or ambiguous or the Bank cannot contact the shareholder(s) who proposed the agenda;
- 9) the matter is proposed by the shareholder(s) who does not meet all the shareholding requirement; or
- 10) any other cases as specified in the notifications of the Capital Markets Supervisory Board.

4. **The Bank's Operation after Receiving the Proposal From the Shareholder(s)**

The Corporate Secretary will submit the matters proposed to the Scrutinizing Committee of the Bank as authorized by the Board of Directors, who will consider such matters and recommend to the Board of Directors whether to include or decline to include the proposed matters in the agenda of the Shareholders' AGM. In the case where the Bank declines to include the matters proposed by the shareholder(s) as the agenda item in the Shareholders' AGM, such decision and the reasons therefore will be reported by the Bank at such Shareholders' AGM.