

Ref: SSD./REG. 0466/2026

March 10, 2026

Re: Annual Ordinary Meeting of Shareholders

To: All Shareholders

Reference Documents:

1. Appropriation of profit and payment of dividend for the year 2025
2. Information of the directors retiring by rotation and proposed to be re-elected
3. Directors' remuneration for the year 2025
4. Appointment and remuneration of auditors for the year 2026
5. Guidelines for proxy holder appointment, registration and documents required in order to attend the shareholders' meeting
6. Articles of Association (only those Articles relating to the shareholders' meeting)
7. Map of Bangkok Bank Public Company Limited

Attachments:

1. Summary of the Financial Information from the Annual Registration Statement / Annual Report for the year 2025 (Form 56-1 One Report)
2. Letter concerning appointment of proxy holder for the Annual Ordinary Meeting of Shareholders and information of the directors for consideration regarding appointment as proxy holder
3. Proxy form, Notification of Meeting, and details of documents required to register for the meeting

The Board of Directors (the "Board") of Bangkok Bank Public Company Limited (the "Bank") has resolved to call the 33rd Annual Ordinary Meeting of Shareholders on April 10, 2026, at 15.00 hrs. at the Bank's Head Office, at 333 Silom Road, Silom Sub-district, Bangrak District, Bangkok, to consider the following agenda:

(1) To acknowledge the report on the results of operations for the year 2025

Objective and reason: In order to comply with Article 35 of the Bank's Articles of Association which stipulates that the report of the Board concerning the Bank's operating performance during the preceding year together with opinions on the future business operation be acknowledged by the shareholders' meeting.

Board's recommendation: That the report on the results of operations for the year 2025, which provides details on the results of the Bank's operations and significant changes, be acknowledged.

(2) To approve the financial statements for the period ended December 31, 2025

Objective and reason: In order to comply with Section 112 of the Public Limited Companies Act B.E. 2535 as amended and Article 41 of the Articles of Association of the Bank, which stipulate that the Bank shall arrange for the preparation of the financial statements as of the last day of the accounting period of the Bank and submit them to the annual ordinary meeting of shareholders for approval.

Board's recommendation: That the financial statements for the period ended December 31, 2025, presenting the financial status and operating results of the Bank during the year 2025, which were audited by the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and were considered by the Audit Committee, be approved.

(3) To approve the appropriation of profit and the payment of dividend for the year 2025

Objective and reason: In order to comply with Article 35 of the Bank's Articles of Association which stipulates that the appropriation of profit shall be considered and approved by the shareholders' meeting and Article 45 which stipulates that the Bank shall allocate to a reserve fund a portion of the annual net profit, which amount must not be less than ten percent of the annual net profit deducted by the accumulated losses brought forward (if any) until the reserve fund reaches an amount of not less than twenty five percent of the registered capital. The net profit of the Bank in 2025 amounted to Baht 44,968,790,666.20 and the accumulated profit to be appropriated in this year's annual ordinary meeting of shareholders amounted to Baht 285,658,167,748.35.

Board's recommendation: That the shareholders' meeting approve the appropriation of profit and the payment of dividend for the operating results of the year 2025 as follows:

1) to allocate as a legal reserve in the total amount of Baht 1,000,000,000, being the allocation for the period of January - June 2025 amounting to Baht 500,000,000 (which had already been made as per the financial statements for the period ended December 31, 2025) and for the period of July - December 2025 amounting to Baht 500,000,000.

2) to allocate as other reserves in the amount of Baht 5,000,000,000 which had already been made for the period of January - June 2025.

3) to pay dividend for the operating results of the year 2025, which dividend was derived from retained earnings, at the rate of Baht 10.00 per ordinary share, totaling Baht 19,088,428,940 or 42.45 percent of the annual net profit, a part of which had been paid as interim dividend at

the rate of Baht 2.00 per ordinary share on September 26, 2025, and the remaining amount be paid on May 8, 2026 at the rate of Baht 8.00 per ordinary share and the record date for determining the shareholders who have the right to receive the dividend payment be April 23, 2026.

(Details are in Reference Document No. 1)

(4) To elect directors in place of those retiring by rotation

Objective and reason: In order to comply with Section 71 of the Public Limited Companies Act B.E. 2535, as amended, and Article 17 of the Articles of Association of the Bank, which stipulate that at every annual ordinary meeting of shareholders, one-third of the total number of the directors of the Bank shall retire, seven directors are due to retire by rotation at the annual ordinary meeting of shareholders for 2026, namely, Mr. Deja Tulananda, Mr. Siri Jirapongphan, Mr. Chokechai Niljianskul, Mr. Pichet Durongkaveroj, Mr. Chartsiri Sophonpanich, Mr. Chansak Fuangfu and Ms. Niramarn Laisathit.

Board's recommendation: The Board of Directors (excluding the directors with interest) has considered the proposal of the Nomination and Remuneration Committee and recommended that five directors retiring by rotation, who have been duly considered by the Nomination and Remuneration Committee in accordance with the procedures prescribed by the Bank and possess qualifications pursuant to the relevant laws and regulations and suitable for the business operation of the Bank, namely, Mr. Siri Jirapongphan, Mr. Pichet Durongkaveroj, Mr. Chartsiri Sophonpanich, Mr. Chansak Fuangfu and Ms. Niramarn Laisathit, be proposed to the shareholders for re-election to the Board for another term. In screening and proposing re-election of such directors, the Nomination and Remuneration Committee has taken into consideration the relevant prescribed policy, criteria and selection methods and is of the opinion that the said five retiring directors, namely, Mr. Siri Jirapongphan, Mr. Pichet Durongkaveroj, Mr. Chartsiri Sophonpanich, Mr. Chansak Fuangfu and Ms. Niramarn Laisathit, possess suitable qualifications and with no disqualifications pursuant to any relevant laws or regulations, have the knowledge, skills and expertise that will benefit and be fit for the Bank's business operation, possess high business ethics, vision and a positive attitude towards the Bank, and invariably perform their assigned duties to their utmost with responsibility, integrity and honestly. The retiring directors' performance of their duties as the Bank's directors has so far been highly beneficial to the Bank, as reflected in the Bank's operating results. It is noted that the re-election of the five retiring directors to the Board has already been approved by the Bank of Thailand. The

Board has considered and is of the opinion that Mr. Siri Jirapongphan possesses the required qualifications as independent director pursuant to the relevant laws and regulations. Besides, while serving his independent directorships during the current term, he has expressed his opinions independently and his performance of duties has been highly beneficial to the Bank's business.

The Bank had provided shareholders with the opportunity to nominate candidates who possess suitable qualifications for bank directorship in accordance with the rules and guidelines prescribed by the Bank which are disclosed on the Bank's website; however, there were no proposals from any shareholder.

(Details and brief background of the retiring directors are in Reference Document No. 2)

(5) To acknowledge the directors' remuneration for the year 2025

Objective and reason: To report to the shareholders concerning the directors' remuneration which has been determined in line with the remuneration framework as proposed by the Nomination and Remuneration Committee.

Board's recommendation: That the directors' remuneration be acknowledged.

(Details as per Reference Document No. 3)

(6) To appoint the auditors and determine the remuneration

Objective and reason: In order to comply with Section 120 of the Public Limited Companies Act B.E. 2535 as amended and Article 50 of the Articles of Association of the Bank, which stipulate that the annual ordinary meeting of shareholders each year shall appoint an auditor and determine the audit fee to be paid by the Bank and that the former auditor may be re-appointed.

Board's recommendation: That the shareholders' meeting appoint Mrs. Nisakorn Songmanee, certified public accountant registration no. 5035, and/or Mr. Chavala Tienpasertkij, certified public accountant registration no. 4301, and/or Mrs. Darunee Chantra, certified public accountant registration no. 8625, all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as auditors of the Bank for the year 2026 with the remuneration in the amount of Baht 23,802,000 as considered and approved by the Audit Committee.

(Details are in Reference Document No. 4)

(7) Other Business

The record date for determining the shareholders who have the right to attend and vote at the 33rd Annual Ordinary Meeting of Shareholders shall be March 12, 2026.

We invite all shareholders to attend the meeting at the place, date and time as mentioned above. To facilitate the registration process, the shareholders and/or proxy holders are requested to complete and sign the Notification of Meeting and/or proxy form as enclosed, which have been pre-printed with the name of the shareholder and a barcode for your convenience, and present the same together with the identification documents required to the Bank's officer on the meeting day to register for the meeting. (Details as per Attachment No. 3 and Reference Document No. 5)

In addition, we would like to inform you of the objectives and details relating to the collection, use and disclosure of personal data with details appearing in the Privacy Notice which you may further review at www.bangkokbank.com/en/Privacy-Notice or by scanning the QR code provided.



You may send any question relating to the agenda of this meeting to the Corporate Secretary in advance by sending an email to corporatesecretary@bangkokbank.com or by mailing to Bangkok Bank Public Company Limited, 25th floor, 333 Silom Road, Silom Sub-district, Bangrak District, Bangkok 10500. Please also provide your contact information together with such question(s).

Yours faithfully,

Bangkok Bank Public Company Limited

A handwritten signature in black ink, appearing to read 'Kobsak P.' with a long horizontal stroke extending to the right.

(Kobsak Pootrakool)

Director and Corporate Secretary

Remark: If any shareholder wishes to receive the Annual Registration Statement / Annual Report for the year 2025 (Form 56-1 One Report) in publication form, please contact +66 2230 1477-8

Details of Agenda No. 3

Appropriation of profit and payment of dividend for the year 2025

According to the Bank's Dividend Payment Policy, the Bank will consider making dividend payment to shareholders when the operation of the Bank is profitable, taking into consideration the long-term return to shareholders in conjunction with the adequacy of the capital that is required for the business of the Bank. The remaining profit after the payment of dividend may be allocated to various reserves as appropriate.

The payment of dividend is subject to the approval of the meeting of shareholders. However, the Board of Directors may, from time to time, consider making an interim dividend payment to shareholders when the profit of the Bank is deemed to justify making such payment. Such interim dividend payment shall be reported at the following meeting of shareholders.

The payment of dividend shall be in accordance with the regulations of the relevant authorities and with the Articles of Association of the Bank, Article 43 which stipulates that dividend shall be paid only from profits and Article 45 which stipulates that the Bank shall allocate a portion not less than ten percent of the annual net profit deducted by the accumulated losses brought forward (if any) as legal reserve until such legal reserve is not less than twenty five percent of the registered capital.

In 2025, the net profit from operations of the Bank amounted to Baht 44,968,790,666.20. The Board of Directors appropriated a part of the profit in the first half ending June 2025. The Board of Directors has now passed a resolution to submit to the shareholders' meeting for consideration of the appropriation of profit and the payment of the dividend for the year 2025, detail as follows:

	Year 2025	Year 2024
Net profit for the year	Baht 44,968,790,666.20	Baht 43,036,582,743.81
Appropriation		
Legal reserve	Baht 1,000,000,000.00	Baht 1,000,000,000.00
Other reserve	Baht 5,000,000,000.00	Baht 5,000,000,000.00
Dividend on ordinary shares at Baht 10.00 per share	Baht 19,088,428,940.00	
Interim dividend at Baht 2.00 per share	Baht 3,817,685,788.00	
Final dividend at Baht 8.00 per share	Baht 15,270,743,152.00	
Dividend on ordinary shares at Baht 8.50 per share		Baht 16,225,164,599.00
Interim dividend at Baht 2.00 per share		Baht 3,817,685,788.00
Final dividend at Baht 6.50 per share		Baht 12,407,478,811.00
Dividend payout as percentage of net profit	42.45	37.69

Details of Agenda No. 4

Information of the directors retiring by rotation and proposed to be re-elected

Name	Mr. Siri Jirapongphan	
Type of Director	- Independent Director	
Position	- Chairman of the Audit Committee	
Date of Appointment to the Board	- 10 July 2020	
Years of Directorship	- 6	
Age	- 71	
Nationality	- Thai	
Educational Qualifications	- Doctor's Degree in Chemical Engineering, Massachusetts Institute of Technology, USA - Bachelor's Degree in Chemical Engineering (Honor), California Institute of Technology, USA	
IOD Training Program	- Director Certification Program (DCP) 77/2006 - Director Luncheon Briefing (M - DLB) 2/2008 - Audit Committee Seminar - Get Ready for the Year End - Anti-corruption: Leadership Role of the Board	
Shareholding	- None	
Family Relationship with Other Directors and Members of Management	- None	
Position in Other Listed Companies	- Member of Board of Directors, PureCycle Technologies, Inc., USA	
Position in Non-listed Companies	- Director and Treasurer, Petroleum and Energy Institute of Thailand Foundation - Member of Board of Trustees, Asian Institute of Technology	
Position in Competitor Companies / Other Companies in Bank Related Business	- None	
Work Experiences	- 28 April 2022 - Present - 10 July 2020 - Present - 5 April 2022 - 31 March 2024	Chairman, Audit Committee, Bangkok Bank Public Company Limited Independent Director, Bangkok Bank Public Company Limited Chairman, Board of Directors, IRPC Public Company Limited

- 15 June 2021 - 20 October 2022 Plan Administrator, Thai Airways International Public Company Limited
- 22 April 2021 - April 2022 Chairman, Nomination and Remuneration Committee, and Member, Audit Committee, Bangkok Bank Public Company Limited
- November 2017 - July 2019 Minister of Energy
- November 2015 - November 2017 Independent Director and Member, Audit Committee, Thai Oil Public Company Limited
- October 2014 - September 2015 Member, National Reform Council
- September 2014 - April 2015 Independent Director and Member, Risk Management Committee, PTT Global Chemical Public Company Limited
- January 2010 - November 2017 Executive Director, Petroleum Institute of Thailand
- April - October 2006 Acting Director General, Port Authority of Thailand
- January - October 2006 Board Commissioner, Port Authority of Thailand
- September 2005 - October 2006 Board Commissioner, State Railway of Thailand
- August 2003 - December 2006 Director, Synergy Solution Company Limited
- 1996 - 2003 Managing Director and Advisor, LPN Plate Mill Public Company Limited
- 1988 - 1993 Senior Vice President, Senior Manager, Merchant Banking Department, Investment Banking Group, Bangkok Bank Limited
- April 1985 - November 2017 Director and Secretary, Petroleum Institute of Thailand Foundation
- 1983 - 1988 Department Manager, National Petrochemical Public Company Limited
- 1980 - 1983 Head of Planning and System Analysis, Petroleum Authority of Thailand
- 1980 Lecturer (Chemical Engineering), Faculty of Engineering, Chulalongkorn University

Meeting Attendance in 2025	- Ordinary Shareholders' Meeting	1 out of 1
	- Board of Directors' Meeting	12 out of 12
	- Audit Committee's Meeting	19 out of 19

Qualification as independent director

Having qualifications under the Definition of Independent Director prescribed by the Bank (the same as those provided under the Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (as amended)).

Details of Agenda No. 4

Information of the directors retiring by rotation and proposed to be re-elected

Name	Mr. Pichet Durongkaveroj	
Type of Director	- Executive Director	
Position	- Member of the Board of Executive Directors	
Date of Appointment to the Board	- 10 July 2020	
Years of Directorship	- 6	
Age	- 70	
Nationality	- Thai	
Educational Qualifications	- Ph.D. in Public Policy and Management, Wharton School, University of Pennsylvania, USA - Master's Degree in Public Policy and Management, Wharton School, University of Pennsylvania, USA - M.Eng.Sc. in Applied Solar Energy, Trinity University, Texas, USA - Bachelor's Degree in Electrical Engineering, University of New South Wales, Australia	
IOD Training Program	- MIT Executive Education "AI Leadership Program" 2025 - ESG in the Boardroom: The Practical Guide for Board, Class 2/2024 - Risk Management Program for Corporate Leaders (RCL), Class 30/2023 - Director Certification Program (DCP), Class 290/2020	
Shareholding	- None	
Family Relationship with Other Directors and Members of Management	- None	
Position in Other Listed Companies	- None	
Position in Non-listed Companies	- Advisor to Chairman of AFS Thailand - Chairman, Special Committee to Evaluate National Science Research and Innovation Policy Performances - Chairman, Research and Academic Services Policy Committee, Prince of Songkla University - Member, University Council, Prince of Songkla University - Director, Thailand Environmental Institute - Member, Knowledge Network Institute of Thailand - Chairman, Artificial Intelligence Development Promotion Committee, Digital Economy Promotion Agency	

	- Member, Research and Innovation Strategy Committee, Faculty of Medicine, Siriraj Hospital	
	- Member, National Press Council of Thailand	
	- Member, Advisory Board, Devawongse Varopakarn Institute of Foreign Affairs	
	- Member, National Higher Education, Science, Research and Innovation Policy Council	
	- Director, Mitr Phol Sugar Corporation Limited	
	- Member, Advisory Committee, TMA Center for Competitiveness, Thailand Management Association	
Position in Competitor Companies / Other Companies in Bank Related Business	- None	
Work Experiences	- 22 April 2021 - Present	Member, Board of Executive Directors, Bangkok Bank Public Company Limited
	- 10 July 2020 - Present	Director, Bangkok Bank Public Company Limited
	- 10 July 2020 - April 2021	Independent Director, Bangkok Bank Public Company Limited
	- December 2016 - July 2019	Minister, Ministry of Digital Economy and Society
	- August 2014 - December 2016	Minister, Ministry of Science and Technology
	- 2014 - 2016	Chairman, National Science and Technology Development Agency
	- 21 July - 28 August 2014	Chairman, Provincial Electricity Authority
	- 2011 - 2015	Advisor to President, King Mongkut's University of Technology Thonburi
	- 2009 - 2014	Secretary General, National Science Technology and Innovation Policy Office
	- 2004 - 2005	Director, Policy Innovation Center, King Mongkut's University of Technology Thonburi
	- 2003 - 2009	Executive Director, Knowledge Network Institute of Thailand, Foundation for the Promotion of the Ministry of University Affairs
	- 1999 - 2001	Executive Director, Electronic Commerce Resource Center
	- 1993 - 1997	Executive Director, National Information Technology Committee Secretariat
Meeting Attendance in 2025	- Ordinary Shareholders' Meeting	1 out of 1
	- Board of Directors' Meeting	12 out of 12
	- Board of Executive Directors' Meeting	87 out of 98

Details of Agenda No. 4

Information of the directors retiring by rotation and proposed to be re-elected

Name	Mr. Chartsiri Sophonpanich	
Type of Director	- Executive Director	
Position	- President - Member of the Board of Executive Directors	
Date of Appointment to the Board	- 21 April 1993	
Years of Directorship	- 33	
Age	- 66	
Nationality	- Thai	
Educational Qualifications	- Honorary Doctorate Degree in Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University - Master's Degree in Management, Sloan School of Management, Massachusetts Institute of Technology, USA - Master's Degree in Chemical Engineering, Massachusetts Institute of Technology, USA - Bachelor's Degree in Chemical Engineering, Worcester Polytechnic Institute, USA	
IOD Training Program	- Director Leadership Certification Program (DLCP), 2021 - Ethical Leadership Program (ELP), Class 1/2015 - Director Accreditation Program (DAP), Class TG/2004 - The Role of Chairman Program (RCP), Class 2/2001 - Director Certification Program (DCP), Class 3/2000	
Shareholding	- 5,350,200 shares or 0.28028%	
Family Relationship with Other Directors and Members of Management	- None	
Position in Other Listed Companies	- Director, Bangkok Post Public Company Limited	
Position in Non-listed Companies	- Member, the National Strategy Committee - Director, TRG Management LP - Director, TRG Allocation LLC	

Position in Competitor Companies / Other Companies in Bank Related Business	- None	
Work Experiences	- 1 December 1994 - Present	President, Bangkok Bank Public Company Limited
	- 28 April 1993 - Present	Member, Board of Executive Directors, Bangkok Bank Public Company Limited
	- 21 April 1993 - Present	Director, Bangkok Bank Public Company Limited
	- 28 December 2009 - Present	Chairman, Bangkok Bank (China) Company Limited
	- 20 May 2020 - Present	President Commissioner, PT Bank Permata Tbk
	- 18 September 2020 - 26 September 2022	Member, Committee for Drafting the National Strategy for Enhancement of Competitiveness
	- 29 August 2017 - 30 August 2022	Member, the National Strategy Committee
	- 15 August 2017 - 2 June 2020	Member, National Economic Reform Committee
	- 21 October 2014 - 31 December 2019	Director, Electronic Transactions Development Agency (Public Organization)
	- 25 June 2013 - 14 October 2021	Board, National Science and Technology Development Agency
	- 14 February 2011 - 30 April 2014	Member, Board of Investment
	- 10 August 2010 - 8 June 2011	Director, Thai Asset Management Corporation
	- 19 July 2010 - 30 April 2014	Director, Payment Systems Committee
	- 19 July 2010 - 30 April 2014	Chairman, Thai Bankers' Association
	- 30 April 2009 - 6 February 2022	Member, Board of Trustees, Bangkok University
	- 2006 - 2008	Member, the National Legislative Assembly
	- 2004 - January 2016	Member, Board of Trustees, Singapore Management University
	- 2003 - September 2009	Director, the Electronic Transactions Commission
	- 2002 - 2008	Director, Thai Airways International Public Company Limited
	- 2002 - 2006	Chairman, Thai Bankers' Association
	- 2002 - 2006	Director, Thai Asset Management Corporation
	- 2001 - 2008	Director, VISA International - Asia Pacific

- 28 April 1992 - 21 April 1993 Director and Member, Board of
Executive Directors, Bangkok Bank
Limited

Meeting Attendance in 2025	- Ordinary Shareholders' Meeting	1 out of 1
	- Board of Directors' Meeting	12 out of 12
	- Board of Executive Directors' Meeting	66 out of 98

Details of Agenda No. 4

Information of the directors retiring by rotation and proposed to be re-elected

Name	Mr. Chansak Fuangfu	
Type of Director	- Executive Director	
Position	- Director and Senior Executive Vice President - Member of the Board of Executive Directors	
Date of Appointment to the Board	- 29 December 2011	
Years of Directorship	- 14	
Age	- 76	
Nationality	- Thai	
Educational Qualifications	- Master's Degree in Business Management (M.B.M.), Asian Institute of Management, the Philippines - Bachelor's Degree in Economics, 2nd Class Honors, Thammasat University - Advanced Management Program, Harvard Business School, USA - National Defence College of Thailand, Class 399 - Energy Literacy for a Sustainable Future, Class 8, Thailand Energy Academy, Ministry of Energy - The Rule of Law for Democracy, Class 5, Institute of Constitutional Court, Office of the Constitutional Court	
IOD Training Program	- Director Accreditation Program (DAP), Class 9/2004	
Shareholding	- 150,000 shares or 0.00786%	
Family Relationship with Other Directors and Members of Management	- None	
Position in Other Listed Companies	- Independent Director, BEC World Public Company Limited	
Position in Non-listed Companies	- Director, Teijin Polyester Company Limited	
Position in Competitor Companies / Other Companies in Bank Related Business	- None	
Work Experiences	- 1 January 2018 - Present Member, Board of Executive Directors, Bangkok Bank Public Company Limited - 29 December 2011 - Present Director and Senior Executive Vice President, Bangkok Bank Public Company Limited	

- 2006 - 2015 Independent Director, Wave Entertainment Public Company Limited
- 2003 - February 2021 Independent Director, BEC-Tero Entertainment Public Company Limited
- 2001 - 2011 Senior Executive Vice President, Bangkok Bank Public Company Limited
- 1994 - 2001 Executive Vice President, Bangkok Bank Public Company Limited
- 1991 - May 2016 Director, Hi-Tech Nittsu (Thailand) Company Limited
- 21 April 1993 - 1994 Executive Officer, Bangkok Bank Public Company Limited
- 1988 - September 2016 Director, Thai Industrial Estate Company Limited
- 1982 - 21 April 1993 Executive Officer, Bangkok Bank Limited

Meeting Attendance in 2025	- Ordinary Shareholders' Meeting	1 out of 1
	- Board of Directors' Meeting	12 out of 12
	- Board of Executive Directors' Meeting	93 out of 98

Details of Agenda No. 4

Information of the directors retiring by rotation and proposed to be re-elected

Name	Ms. Niramarn Laisathit	
Type of Director	- Executive Director	
Position	- Director and Senior Executive Vice President - Member of the Board of Executive Directors	
Date of Appointment to the Board	- 26 January 2023	
Years of Directorship	- 3	
Age	- 58	
Nationality	- Thai	
Educational Qualifications	- Master's Degree in Business Administration, Saint Louis University, USA - Bachelor's Degree in Engineering, Chulalongkorn University	
IOD Training Program	- Director Certification Program (DCP), Class 319/2022 - Director Accreditation Program (DAP), Class 209/2023	
Shareholding	- 27,000 shares or 0.00141%	
Family Relationship with Other Directors and Members of Management	- None	
Position in Other Listed Companies	- Independent Director, Indorama Ventures Public Company Limited	
Position in Non-listed Companies	- Director, Electricity Generating Authority of Thailand - Director, Perennial HC Holdings Pte. Ltd - Director, Gateaux House Company Limited	
Position in Competitor Companies / Other Companies in Bank Related Business	- None	
Work Experiences	- 23 February 2023 - Present Member, Board of Executive Directors, Bangkok Bank Public Company Limited - 26 January 2023 - Present Director and Senior Executive Vice President, in charge of Corporate Banking, Bangkok Bank Public Company Limited - 2020 - Present Commissioner, PT Bank Permata Tbk - 2009 - Present Director, and Chairman, Risk Management Committee, Bangkok Bank (China) Company Limited - 2020 - January 2023 Senior Executive Vice President, in charge of Corporate Banking, Bangkok Bank Public Company Limited	

- 2020 - 29 December 2023 Director, RATCH Group Public Company Limited
- 2019 - 30 September 2023 Director, Electricity Generating Authority of Thailand
- 2019 - 2020 Senior Executive Vice President, Corporate Banking, Bangkok Bank Public Company Limited
- 2007- 2019 Executive Vice President, Corporate Banking, Bangkok Bank Public Company Limited
- 1996 - 2007 Executive Officer, Bangkok Bank Public Company Limited

Meeting Attendance in 2025	- Ordinary Shareholders' Meeting	1 out of 1
	- Board of Directors' Meeting	12 out of 12
	- Board of Executive Directors' Meeting	83 out of 98

Definition of Independent Director:

An independent director of the Bank shall have the following qualifications:

1. holds shares in an amount not exceeding 1 percent of the total number of shares with voting rights of the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, provided that shares held by such independent director shall also include shares held by any related person of the said independent director;

2. is not or has not been a director who participates in the management of the business of, an employee, officer or advisor who receives a salary from, or the controlling person of the Bank or the parent company, subsidiary, affiliate or same-level subsidiary company, a major shareholder or controlling person of the Bank, except in the case where such status has ended for not less than 2 years;

3. is not related to any other directors, senior executive, a major shareholder, controlling person or any person to be nominated to be a director, senior executive or controlling person of the Bank or any subsidiary either as parent, spouse, sibling, child or spouse of a child, whether such relationship is by blood or by legal registration;

4. does not have nor used to have a business relationship with the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, such that it may interfere with the independent judgment of such independent director and is not nor used to be a significant shareholder or controlling person of any person with a business relationship with the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, except in the case where such status has ended for not less than 2 years;

The term 'business relationship' in the foregoing paragraph shall include normal business transactions, rental or lease of immovable property, transactions relating to assets or services, providing or receiving financial assistance through loans, guarantees, providing assets as collateral and any other similar actions which result in the Bank or the counterparty becoming indebted to the other party in the amount equal to three percent or more of the net tangible assets of the Bank or Baht 20 million, whichever is lower. The method for the calculation of the value of connected transactions under the Notification of the Capital Market Supervisory Board shall apply to the calculation of such indebtedness, *mutatis mutandis*, provided that all indebtedness incurred during the period of 1 year prior to the date of such business relationship shall also be included.

5. is not or has not been an auditor of the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, and is not a significant shareholder, controlling person or

partner of the audit firm employing the external auditor of the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, except in the case where such status has ended for not less than 2 years;

6. is not or has not been a provider of any professional services which includes being a legal advisor or financial advisor, and receiving service fees exceeding Baht 2 million per year from the Bank or the parent company, subsidiary, affiliate, major shareholder or controlling person of the Bank, and is not a significant shareholder, controlling person or partner of the firm providing such professional services, except in the case where such status has ended for not less than 2 years

7. is not a director appointed to be a representative of any other director of the Bank or a major shareholder, or a shareholder related to a major shareholder of the Bank;

8. does not carry on business of the same nature and in competition with the business of the Bank or its subsidiary and is not a significant partner in a partnership or a director who participates in the management of the business, or an employee, officer or advisor who receive a salary, or holds shares in the amount exceeding 1 percent of the total number of shares with voting rights of another company engaging in business of the same nature and in significant competition with the business of the Bank or its subsidiary;

9. does not have any other characteristics which would impact the ability to express independent opinions regarding the Bank's business operations.

The definition of Independent Directors of the Bank is the same as that prescribed by the Notification of the Capital Market Supervisory Board Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares.

Details of Agenda No. 5

Directors' remuneration for the year 2025

The Nomination and Remuneration Committee is assigned by the Board of Directors to consider the framework regarding the directors' remuneration. The Board of Directors has established the policy, criteria and methods to be adopted by the Nomination and Remuneration Committee in performing its duties and responsibilities. The remuneration of the directors is approved by the Board of Directors based on the framework proposed by the Nomination and Remuneration Committee, and the remuneration for an individual director will be reported by the Bank to the shareholders in the Annual Report of each year.

There are three types of remuneration for directors in 2025, namely, a monthly remuneration for a director and a committee member and an annual bonus for a director.

The structure and the amounts of the remuneration for directors in 2025 and 2024 are as follows:

Monthly Remuneration

Unit: Baht

	Monthly Remuneration	
	Year 2025	Year 2024
<u>Board of Directors</u>		
Chairman of the Board of Directors	550,000	450,000
Vice Chairman of the Board of Directors	400,000	300,000
Director	350,000	250,000
<u>Committees</u>		
Chairman of the Board of Executive Directors	250,000	250,000
Chairman of the Audit Committee	80,000	50,000
Chairman of the Nomination and Remuneration Committee	80,000	50,000
Chairman of the Risk Oversight Committee	80,000	50,000
Chairman of the Corporate Governance Committee	80,000	50,000
Member of the Board of Executive Directors	60,000	50,000
Member of the Audit Committee	60,000	50,000
Member of the Nomination and Remuneration Committee	60,000	50,000
Member of the Risk Oversight Committee	60,000	50,000
Member of the Corporate Governance Committee	60,000	50,000

The directors who are members of more than two committees will receive the highest remuneration for only two committees. The directors who are the employees of the Bank will not receive remuneration for their membership of committees.

Annual Bonus

Unit: Baht

	Annual Bonus	
	Year 2025	Year 2024
Chairman of the Board of Directors	6,000,000	5,750,000
Vice Chairman of the Board of Directors	4,500,000	4,250,000
Chairman of the Audit Committee	4,500,000	4,250,000
Director	4,000,000	3,760,000

In 2025, the total remuneration of directors amounted to Baht 183.85 million, compared to Baht 152.30 million in 2024. Details of the remuneration for each director are presented in the Annual Registration Statement / Annual Report for the year 2025 (Form 56-1 One Report) under item 8.1.2 Meeting Attendance and Remuneration Payment to Each Board Member.

Details of Agenda No. 6**Appointment and remuneration of auditors for the year 2026**

To comply with Article 120 of the Public Companies Act B.E. 2535 as amended and Article 50 of the Articles of Association of the Bank, which stipulate that the annual ordinary meeting of shareholders shall appoint an auditor and determine the remuneration to be paid by the Bank each year, the Board of Directors of the Bank resolved at the meeting No. 2/2026 held on February 26, 2026, to request approval from the annual ordinary meeting of shareholders to appoint the auditor for the year 2026 and to approve the remuneration to be paid to the auditor as considered and recommended by the Audit Committee as follows:

1. To appoint the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditor of the Bank as follows:

Name	CPA Registration No.	Number of year of audit for the Bank
1. Mrs. Nisakorn Songmanee	5035	6
2. Mr. Chavala Tienpasertkij	4301	-
3. Mrs. Darunee Chantra	8625	-

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is an audit firm affiliated with Deloitte Touche Tohmatsu which is a leading audit firm recognized worldwide for its reputation, experience and expertise.

Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and the auditors named above are not directors, employees or otherwise employed by the Bank or its subsidiaries and do not have any relationship or any conflicts of interests with the Bank or its subsidiaries, its management or any person related thereto, in such a way as to affect the independence in the performance of their duties as auditors. The above-named auditors have been considered by the Office of Securities and Exchange Commission as being approved auditors.

The Audit Committee has considered the quality of the work of the auditor and reviewed the suitability in the performance of the duties of the auditor. The qualifications and the professional knowledge and experience of the 3 auditors proposed by Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. were also considered and their independence assessed and their qualifications evaluated according to the criteria established by regulatory authorities. The Audit Committee is of the opinion that it is appropriate to appoint the auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the Bank's auditor for 2026.

Furthermore, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. is also the auditor of 6 subsidiaries of the Bank, namely Bualuang Securities Public Company Limited, BBL Asset Management Company Limited, Sinnsuptawee Asset Management Company Limited, Bualuang Ventures Limited, BBL (Cayman) Limited and BSL Leasing Company Limited. For subsidiaries audited by the auditors of other auditing firms, the Board of Directors shall supervise their preparation of the financial statements on time.

2. To approve the audit fees totaling Baht 23,025,000 and the audit fees for special audit assignment totaling Baht 777,000, to authorize the Bank's management to consider and approve additional fees as appropriate in the event that the Bank requests the auditors to perform other functions. The audit fees and the audit fees for special audit assignments for the year 2026 are increased from the year 2025 in 6.33%.

	Unit: Baht	
	Year 2026	Year 2025
Audit fees	23,025,000	21,421,000
Audit fees for special audit assignments	777,000	965,000
Total	23,802,000	22,386,000

**Guidelines for proxy holder appointment, registration and documents required
in order to attend the shareholders' meeting 2026**

Appointment of proxy holder

In the event that a shareholder is not able to attend the shareholders' meeting in person, such shareholder may appoint any other person as proxy holder to attend the meeting. However, shareholder should carefully study the details of meeting agenda before appointing a proxy.

In this regard, the Ministry of Commerce has determined 3 types of proxy forms that are to be used to appoint a proxy holder, as follows:

1. Form A - is the general form which is not complicated and involves only the indication of the name and details of the proxy holder. Form A will give the proxy holder the right to consider and vote on behalf of the proxy grantor in every case as deemed appropriate.
2. Form B - is a form which provides details on how to vote for each agenda, whereby the proxy grantor may choose to either give the proxy holder the right to consider and vote on behalf of the proxy grantor in every case as deemed appropriate or require the proxy holder to vote on each agenda as determined by the proxy grantor. Form B consists of two documents, namely, the Proxy Form and the Annex to the Proxy Form.
3. Form C - is the form for the use of custodians, trustees or fund managers (hereinafter called "Custodians").

The Bank has provided shareholders with the Proxy Form B which provides the proxy grantor with the right to determine how the proxy holder votes on each agenda. However, if a shareholder wishes to use another form, all three forms may be accessed and downloaded for use through our website at www.bangkokbank.com.

Filling out the Proxy Form

Proxy Form

- No. (1) - (2) - the Proxy Form sent to shareholders together with the notice of the shareholders' meeting has been pre-printed individually with the information of each shareholder regarding the name, nationality, address and the number of shares held, and has also been barcoded to provide greater convenience in the registration process. In the event that a shareholder uses any other Proxy Form, please ensure that all the information is correctly provided in full.
- No. (3) - a shareholder may appoint only one proxy holder to attend and vote at the shareholders' meeting, and may not split the shares and appoint multiple proxy holders to cast votes separately. The appointment of the proxy holder must be for the exact number of shares held

by the proxy grantor and cannot be an appointment for less than the total number of shares held (except in the case of Custodians). In the event that several proxy holders are appointed, the Bank shall allow only the proxy holder who holds the original Proxy Form to attend and vote at the shareholders' meeting. The name, age and address of the proxy holder are to be provided correctly in full. In the event that the shareholder wishes to appoint either Independent Director (Mr. Predee Daochai), Chairman of the Board of Executive Directors or Director and Senior Executive Vice President (Mr. Kobsak Pootrakool) as proposed by the Bank, the relevant information has already been pre-printed and the shareholder is requested to mark the box in front of the name of only one person who is the desired proxy holder.

No. (4) - for each agendum, the shareholder shall indicate, by marking the box, whether to give the proxy holder the right to consider and vote on behalf of the proxy grantor as deemed appropriate or to require the proxy holder to vote on each agendum as determined by the proxy grantor. In the latter case, the shareholder is requested to indicate the desired voting for each agendum by marking one of the boxes, whether *Approve* or *Disapprove* or *Abstain*. Please note that the vote for each agendum may not be split (except in the case of Custodians).

Signature - both the proxy grantor and the proxy holder are to sign the proxy form as indicated.

Stamp duty - Stamp duty of Baht 20 is to be affixed to the proxy form (as required by the relevant laws) In this regard, the Bank has prepared stamp duty to be posted on the proxy form for the convenience of shareholders.

Annex to the Proxy Form

In the event that there are items tabled for consideration outside of the agenda, the proxy grantor may indicate the details of such items, consisting of the item number, the item heading, and how the vote is to be cast in the Annex to the Proxy Form as attached.

If a shareholder wishes to cancel a proxy vote, the shareholder must submit a written cancellation notice, together with identification documents, to the Company Secretary by April 9, 2026.

Registration to attend the shareholder's meeting

Shareholders may register to attend the shareholders' meeting on April 10, 2026 beginning at 13.00 hours at the Head Office, 333 Silom Road, Silom Sub-district, Bangrak District, Bangkok, Thailand as shown on the map sent with this notice of the shareholders' meeting. The barcode system will be used to facilitate the registration process for those attending the shareholders' meeting. Therefore, shareholders

and proxy holders are kindly requested to present the barcoded Notification of Meeting, and/or the proxy form, that are sent to shareholders together with this notice of the shareholders' meeting and which had been pre-printed with a barcode, together with the relevant identification documents for registration on the date of the meeting.

Identification documents required for registration*:

1. For shareholders who are individuals:
 - 1.1. For shareholders who are individuals attending the meeting in person -
 - (1) Notification of Meeting as sent to shareholders, duly signed by the shareholder; and
 - (2) Identification documents of the shareholder, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens).
 - 1.2. For proxy holders representing shareholders who are individuals -
 - (1) Original copy of the Proxy Form and Annex to the Proxy form, duly and correctly filled out and signed by the shareholder as proxy grantor and the proxy holder;
 - (2) Certified copy of the identification documents of the shareholder, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens);
 - (3) Notification of Meeting as sent to shareholders, duly signed by the proxy holder; and
 - (4) Certified copy of the identification documents of the proxy holder, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens).
 - 1.3. For individual shareholders wishing to appoint either Independent Director (Mr. Predee Daochai), Chairman of the Board of Executive Directors or Director and Senior Executive Vice President (Mr. Kobsak Pootrakool) as their proxy holder, the following documents are to be sent by mail in the enclosed prepaid envelope by April 8, 2026 -
 - (1) Original copy of the Proxy Form and Annex to the Proxy Form, duly and correctly filled out and signed by the shareholder as proxy grantor;
 - (2) Certified copy of the identification documents of the shareholder, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens); and
 - (3) Notification of Meeting as sent to shareholders which has not been signed.

* The Bank may relax any such requirements as the Bank may deem appropriate.

2. For shareholders who are juristic persons:

2.1. For authorized directors of shareholders attending the meeting in person -

- (1) Notification of Meeting as sent to shareholders, duly signed by the juristic person's authorized director(s) attending the meeting and affixed with the seal (if any);
- (2) Certified copy of the identification documents of the juristic person's authorized director(s) attending the meeting, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens); and
- (3) Certified copy of the company registration certificate of the juristic person who is the shareholder, issued by the Ministry of Commerce not more than 1 year before the date of the meeting (*for juristic persons incorporated in Thailand*); or
Certified copy of the company registration certificate issued by the relevant authorities in the country of incorporation or the document from the juristic person showing the juristic person's name, the address of the head office, and the names of the individuals authorized to sign on behalf of the juristic person as well as conditions or limitations pertaining to such authority. In the event that such documents are in a language other than Thai or English, an English translation certified as correct is to be provided by the juristic person (*for juristic persons incorporated in other countries*).

2.2. For shareholders who are juristic persons appointing a proxy to attend the meeting -

- (1) Original copy of the Proxy Form and Annex to the Proxy Form, duly and correctly filled out and signed by the authorized director on behalf of the juristic person who is the shareholder and affixed with the seal (if any) as proxy grantor and signed by the proxy holder;
- (2) Certified copy of the identification documents of the authorized director of the juristic person who signed on behalf of the juristic person as proxy grantor, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens);
- (3) Certified copy of the company registration certificate of the juristic person who is the shareholder, issued by the Ministry of Commerce not more than 1 year before the date of the meeting (*for juristic persons incorporated in Thailand*); or
Certified copy of the company registration certificate issued by the relevant authorities in the country of incorporation or the document from the juristic person showing the juristic person's name, the address of the head office, and the names of the individuals

authorized to sign on behalf of the juristic person as well as conditions or limitations pertaining to such authority. In the event that such documents are in a language other than Thai or English, an English translation certified as correct is to be provided by the juristic person (*for juristic persons incorporated in other countries*).

- (4) Notification of Meeting as sent to shareholders, duly signed by the proxy holder; and
- (5) Certified copy of the identification documents of the proxy holder, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens).

2.3. For shareholders who are juristic persons wishing to appoint either Independent Director (Mr. Predee Daochai), Chairman of the Board of Executive Directors, or Director and Senior Executive Vice President (Mr. Kobsak Pootrakool) as their proxy holder, the following documents are to be sent by mail in the enclosed prepaid envelope by April 8, 2026 -

- (1) Original copy of the Proxy Form and Annex to the Proxy Form, duly and correctly filled out and signed by the authorized director on behalf of the juristic person who is the shareholder and affixed with the seal (if any) as proxy grantor;
- (2) Certified copy of the identification documents of the authorized director of the juristic person who signed on behalf of the juristic person as proxy grantor, namely, Thai National ID card or Civil servant identification card or Passport (for non-Thai citizens);
- (3) Certified copy of the company registration certificate of the juristic person who is the shareholder, issued by the Ministry of Commerce not more than 1 year before the date of the meeting (*for juristic persons incorporated in Thailand*); or Certified copy of the company registration certificate issued by the relevant authorities in the country of incorporation or the document from the juristic person showing the juristic person's name, the address of the head office, and the names of the individuals authorized to sign on behalf of the juristic person as well as conditions or limitations pertaining to such authority. In the event that such documents are in a language other than Thai or English, an English translation certified as correct is to be provided by the juristic person (*for juristic persons incorporated in other countries*); and
- (4) Notification of Meeting as sent to shareholders which has not been signed.

3. In case of the deceased shareholders:

The executor or administrator attending the meeting in person or appointing a proxy to attend the meeting shall also present a court order appointing an executor or an administrator certified by authorized officer.

4. In the case where the shareholders are incompetent persons or quasi-incompetent persons:

The curator or guardian attending the meeting in person or appointing a proxy to attend the meeting shall also present a court order appointing a curator or a guardian certified by authorized officer.

5. In the case where the shareholders are minors:

The parent or legal guardian attending the meeting in person or appointing a proxy to attend the meeting shall also present a copy of minor's house registration.

For those shareholders or individuals attending the meeting who have changed the title preceding the name or changed the name or surname, documentary evidence of such change shall be presented for registration purposes.

Articles of Association (only those Articles relating to the shareholders' meeting)

Article 14. During the period of twenty-one days prior to the date of each general meeting of shareholders, the Company may suspend the registration of share transfers by notifying the shareholders at the head office and at every branch office not less than fourteen days before the date the Company commences the suspension of the registration of share transfers.

Article 15. The Board of Directors of the Company shall comprise at least five directors. Not less than half of the total number of directors shall have residence within the Kingdom of Thailand, and not less than three-fourths of the total number of directors shall be persons of Thai nationality.

Article 16. Election of directors shall be conducted in accordance with the following rules and procedures:

(1) Each shareholder shall have one vote for each share held.

(2) At any shareholders meeting to elect directors, each shareholder may exercise his voting right by electing candidates one by one or by electing a whole group comprising a number of candidates which is equal to the number of directors to be elected at the meeting at one time, as the general meeting of shareholders may deem appropriate. In exercising the right to vote in either of the two options as aforesaid, each shareholder shall give all the votes that he is entitled to exercise as specified in (1) above to each candidate, and each shareholder may not divide his votes into portions to various candidates.

(3) The candidates who receive the highest votes in their respective order of the votes shall be elected as directors in the number equal to the number of the directors of the Company or the number of the directors to be elected at such meeting. In the event of a tie of votes which causes the number of candidates to be elected to exceed the number of the directors of the Company or the number of the directors to be elected at such meeting, the chairman shall have a casting vote.

Article 17. At every annual ordinary meeting of shareholders, one-third of the total number of the directors of the Company shall retire. If the number of directors is not a multiple of three, the number of directors nearest to one-third shall retire.

The directors to retire from their offices in the first and second years following the registration of the Company shall be determined by drawing lots. In every subsequent year, the directors who have been in office longest shall retire.

Retired directors may be re-elected.

Article 26. The directors shall have the right to receive remuneration from the Company in the form of rewards, meeting allowances, gratuity, bonus or benefits in any other manner under these Articles of Association or in accordance with the resolution of the general meeting of shareholders. For that

purpose, the general meeting of shareholders may determine the remuneration by fixing a certain amount of money or by prescribing rules and may fix it from time to time or with continuous effect until amended. Furthermore, the directors shall receive per diem allowances and welfare benefits according to the Company's rules and regulations.

Article 30. The Board of Directors shall arrange for an annual ordinary meeting of shareholders within four months from the last day of the fiscal year of the Company. Meetings other than that mentioned above shall be called extraordinary meetings. The Board of Directors may call an extraordinary meeting of shareholders whenever the Board deems appropriate.

The meeting of the shareholders may be conducted by electronic means in accordance with the rules and procedures under the provisions of the laws on electronic meeting.

Article 32. In calling a general meeting of shareholders, the Board of Directors shall send notices of the meeting specifying the place, date, time, and agenda of the meeting, as well as the subject matters to be submitted to the meeting with reasonable details, and clearly stating which one will be for information, for approval or for consideration, as the case may be, together with the opinions of the Board of Directors in such matters, and shall send notices to the shareholders and the Registrar for their information not less than seven days before the date of meeting. Furthermore, publication of notices calling a meeting shall also be made in a newspaper for a period of three consecutive days, which shall end not less than three days before the date of meeting. Alternatively, such publication may be made by electronic means in accordance with the rules prescribed by the Registrar.

The place of the meeting to be held as specified in the first paragraph shall be in the locality where the head office of the Company is located or any other locality as the Board of Directors deems appropriate.

Where the meeting of shareholders is held via electronic means, it shall be deemed that the head office of the Company is the place of the meeting.

Article 33. At a general meeting of shareholders, there shall be shareholders and proxies (if any) present at the meeting in a number of not less than twenty-five persons or not less than one-half of the total number of shareholders, whichever is the lesser number, and in either case such shareholders shall hold shares totaling not less than one-third of the total number of shares sold, in order to constitute a quorum, unless otherwise stipulated by the Acts.

In the event that after one hour from the time fixed for any general meeting of shareholders, the number of shareholders present is still inadequate to form a quorum, and if such general meeting of shareholders was requested by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called by the shareholders' request, the meeting shall be called again, and, in this case, notices calling the meeting shall be sent to shareholders not less than seven days before the meeting. In the second meeting, a quorum is not required.

Article 34. Unless otherwise stipulated by these Articles of Association or by the Acts, the decision or the resolution of the general meeting of shareholders shall be passed by the majority vote of the shareholders who attend the meeting and cast their votes.

For the purpose of voting, each share shall be counted one vote. If any shareholder has a special interest in any matter on which the meeting shall pass resolution, he shall have no right to vote on such matter, except to vote on the election of directors.

Where any shareholder holds shares exceeding the amount prescribed by the Acts without having been granted an exception or permission under the Acts, he shall only be entitled to vote at the general meetings of shareholders on account of the portion of shares that is not in excess of the amount prescribed by the Acts

In case of a tie of votes, the chairman of the meeting shall have a casting vote.

Article 35. The annual ordinary general meeting of shareholders shall consider the following matters:

- (1) Acknowledgement of the report of the Board of Directors concerning the Company's operating performance during the preceding year, together with opinions on the future business operation.
- (2) Consideration and approval of the balance sheet, and the profit and loss statement.
- (3) Consideration and approval of the profit allocation.
- (4) Election of directors in place of those directors retiring by rotation.
- (5) Appointment of an auditor and fixing of his remuneration.
- (6) Other matters.

Article 36. The chairman of the Board shall be the chairman of the general meeting of shareholders. If the chairman is absent or is unable to discharge his duties, and if a vice-chairman is present, he shall act as chairman. If there is no vice-chairman or if there is one but he is not able to discharge his duties, the shareholders shall elect one among themselves to be chairman of that general meeting.

Article 37. The chairman of the general meeting of shareholders has the duty to conduct the meeting in compliance with these Articles of Association and in the order of the agenda stated in the notices calling a meeting, unless the general meeting passed a resolution changing the order of priority in the agenda with a vote of not less than two-thirds of the number of the shareholders attending the meeting.

Article 38. Shareholders may authorize other persons as proxies to attend and vote at any meeting of shareholders on their behalf, provided that the instrument appointing proxies shall be submitted to the chairman of the Board of Directors or to the person designated by the chairman of the Board of Directors at the place of and prior to the meeting. The instrument for appointing proxies shall be made in the form specified by the Registrar.

The authorization under the first paragraph may also be granted via electronic means with method that ensures security and is credible that such authorization has been granted by the shareholders in accordance with the rules prescribed by the Registrar.

Article 41. The Board of Directors shall arrange for the preparation of the balance sheet and the profit and loss statement as of the last day of the accounting period of the Company, and submit them to the annual ordinary meeting of shareholders for approval.

The Board of Directors shall arrange for the auditor to examine the balance sheet and the profit and loss statement prepared in accordance with the foregoing paragraph, so that the audit thereof shall be completed before submission to the meeting of shareholders.

Article 43. Dividends shall be paid out of profit only. The profits remaining after the payment of dividends may be allocated as reserves of various kinds, as the Board of Directors may deem proper.

The Board of Directors may from time to time pay to the shareholders such interim dividend as appeared to the Directors to be justified by the profits of the Company. After the distribution of the dividends, the shareholders shall be informed of such distribution at the next general meeting.

The payment of dividends shall be made within the period prescribed by the Acts. A written notice shall be sent to the shareholders and a publication of the notice of such payment of dividends shall also be made in a newspaper. Alternatively, such publication may be made by electronic means in accordance with the rules prescribed by the Registrar.

Article 44. Where any shareholder holds shares exceeding the amount prescribed by the Acts without having been granted an exception or permission under the Acts, the Company shall not pay dividend or any other form of money as bonus to such shareholder on account of the portion of shares in excess of the amount prescribed by the Acts.

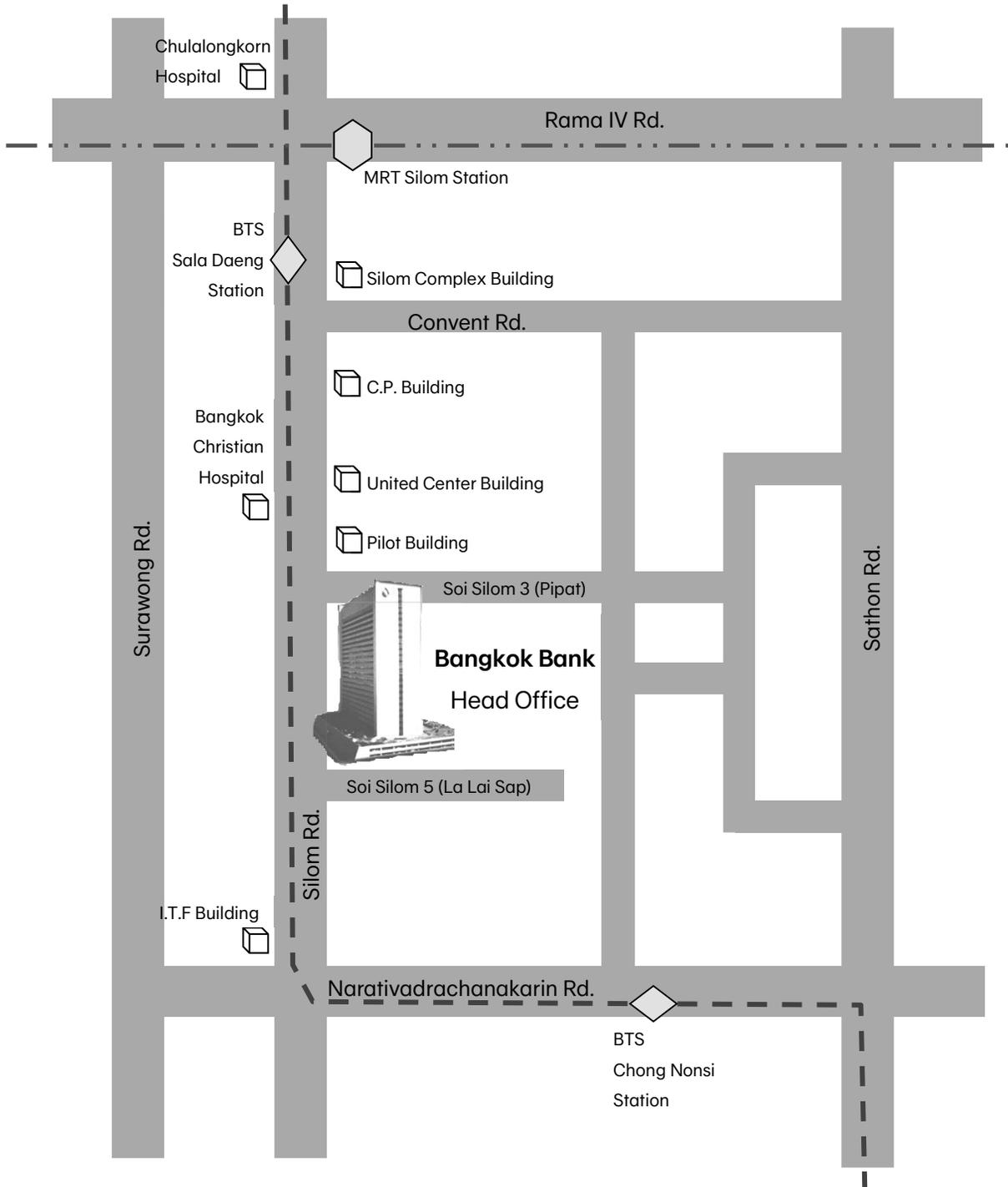
Article 45. The Company shall allocate to a reserve fund a portion of the annual net profit, which amount must not be less than ten percent of the annual net profit deducted by the accumulated losses brought forward (if any) until the reserve fund reaches an amount of not less than twenty five percent of the registered capital.

Article 47. The auditor shall not be a director, officer, employee or person holding any position in the Company.

Article 49. The auditor has the duty to attend every general meeting of shareholders at which the balance sheet, the profit and loss statement and the problems relating to the accounts of the Company are to be considered in order to give explanations to the shareholders about the auditing of accounts. The Company shall also send to the auditor the reports and documents of the Company that are to be sent to the shareholders for such general meeting of shareholders.

Article 50. The annual ordinary meeting of shareholders shall appoint an auditor and fix the auditing fee to be paid by the Company every year. A former auditor may be re-appointed.

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333 Silom Road, Silom Sub-district, Bangrak District, Bangkok



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