

Ref: SSD./REG. 0455/2024

March 8, 2024

Re: Annual Ordinary Meeting of Shareholders

To: All Shareholders

Reference Documents:

1. Appropriation of profit and payment of dividend for the year 2023
2. Information of the directors retiring by rotation and proposed to be re-elected
3. Information of nominated person proposed for election as director
4. Directors' remuneration for the year 2023
5. Appointment and remuneration of auditors for the year 2024
6. Guidelines for proxy holder appointment, registration and documents required in order to attend the shareholders' meeting
7. Articles of Association (only those Articles relating to the shareholders' meeting)
8. Map of Bangkok Bank Public Company Limited

Attachments:

1. Summary of the Financial Information from the Annual Registration Statement / Annual Report for the year 2023 (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 31st Annual Ordinary Meeting of Shareholders on April 11, 2024, at 15.00 hrs. at the Bank's Head Office, at 333 Silom Road, Silom Sub-district, Bang Rak District, Bangkok, Thailand, to consider the following agenda:

- (1) To acknowledge the report on the results of operations for the year 2023

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 2023, 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, 2023

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, 2023, presenting the financial status and operating results of the Bank during the year 2023, 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 2023

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 2023 amounted to Baht 37,532,310,419.82 and the accumulated profit to

be appropriated in this year's annual ordinary meeting of shareholders amounted to Baht 238,044,981,767.22.

Board's recommendation: That the shareholders' meeting approve the appropriation of profit and the payment of dividend for the operating results of the year 2023 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 2023 amounting to Baht 500,000,000 (which had already been made as per the financial statements for the period ended December 31, 2023) and for the period of July - December 2023 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 2023.

3) to pay dividend for the operating results of the year 2023, which dividend was derived from retained earnings, at the rate of Baht 7.00 per ordinary share, totaling Baht 13,361,900,258 or about 35.60 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 22, 2023, and the remaining amount be paid on May 10, 2024 at the rate of Baht 5.00 per ordinary share and the record date for determining the shareholders who have the right to receive the dividend payment be April 24, 2024.

(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 2024, namely, Mr. Chatchawin Charoen-Rajapark, Mr. Chokechai Niljianskul, Mr. Bundhit Eua-arporn, Ms. Parnsiree Amatayakul, Mr. Suvarn Thansathit, Mr. Chong Toh, and Mr. Kobsak Pootrakool.

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 all the seven 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. Chatchawin Charoen-Rajapark, Mr. Chokechai Niljianskul, Mr. Bundhit Eua-arporn, Ms. Parnsiree Amatayakul, Mr. Suvarn Thansathit, Mr. Chong Toh, and Mr. Kobsak Pootrakool, 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 seven retiring directors, namely, Mr. Chatchawin Charoen-Rajapark, Mr. Chokechai Niljianskul, Mr. Bundhit Eua-arporn, Ms. Parnsiree Amatayakul, Mr. Suvarn Thansathit, Mr. Chong Toh, and Mr. Kobsak Pootrakool, possess suitable qualifications and with no disqualification 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 honesty. 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 seven retiring directors to the Board has already been approved by the Bank of Thailand.

Mr. Chokechai Niljianskul, Mr. Bundhit Eua-arporn and Ms. Parnsiree Amatayakul meet the required qualifications for independent directors. Meanwhile, Mr. Chatchawin Charoen-Rajapark has credit facilities with the Bank with total limit exceeding THB 20 million in value, and is an authorized director of a company which has credit facilities with the Bank with total limit exceeding THB 20 million in value. The Board (excluding the directors with an interest) has considered the qualifications of Mr. Chatchawin Charoen-Rajapark with respect to his business relationship with the Bank in accordance with the principle in Section 89/7 of Securities and Exchange Act B.E. 2535 as amended, and is of the opinion that the appointment of Mr. Chatchawin Charoen-Rajapark to be independent director will not affect his ability to perform his duties and to express his opinions independently, and is therefore relaxed pursuant to the Notification

of the Capital Market Supervisory Board No. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (as amended). Accordingly, the Board has considered and is of the opinion that Mr. Chatchawin Charoen-Rajapark, Mr. Chokechai Niljianskul, Mr. Bundhit Eua-arporn, and Ms. Parnsiree Amatayakul, possess the required qualifications as independent directors pursuant to the relevant laws and regulations. Besides, while serving their independent directorships during the current term, they have expressed their opinions independently and their performance of duties have been highly beneficial to the Bank's business.

The Board (excluding directors with interest) therefore recommended that Mr. Chatchawin Charoen-Rajapark, Mr. Chokechai Niljianskul, Mr. Bundhit Eua-arporn, Ms. Parnsiree Amatayakul, Mr. Suvarn Thansathit, Mr. Chong Toh, and Mr. Kobsak Pootrakool be re-elected to the Board.

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 elect a new director

Objective and reason: In order that the Board of Directors will be made up of directors who are knowledgeable, skillful and equipped with experience and expertise in various business fields.

Board's recommendation: The Board has agreed with the proposal of the Nomination and Remuneration Committee, which has considered the selection of suitable persons to nominate for appointment as new director in accordance with the selection process, policy, criteria and methods prescribed by the Bank, and recommended that Mr. Virapatna Thakolsri, be proposed to the shareholders for election to the Board as an independent director. Mr. Virapatna Thakolsri has been considered in accordance with the procedures prescribed by the Bank, has the required qualifications in accordance with the relevant rules and regulations and suitable for the Bank's business operation, and his proposed election as a new director has been consented by the Bank of Thailand. Mr. Virapatna Thakolsri has the knowledge, skills and expertise that will benefit the Bank's business operation. Nevertheless, Mr. Virapatna Thakolsri is an authorized director of companies that have credit facilities with the Bank, each with total limit exceeding THB 20 million in value. The Board has considered in accordance with the principle in Section 89/7 of Securities and Exchange Act B.E. 2535 as amended, and is of the opinion that the appointment of Mr. Virapatna Thakolsri to be independent director will not affect his ability to perform assigned duties and express his opinions independently, and is therefore relaxed pursuant to the Notification of the Capital Market Supervisory Board No. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares (as amended). Accordingly, Mr. Virapatna Thakolsri has the required qualifications to be independent director pursuant to the relevant laws and regulations.

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

(Details and brief background of the nominated persons are in Reference Document No. 3)

(6) To acknowledge the directors' remuneration for the year 2023

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. 4)

(7) 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 Ms. Nisakorn Songmanee, certified public accountant registration no. 5035, and/or Mr. Chavala Tienpasertkij, certified public accountant registration no. 4301, and/or Mr. Kasiti Ketsuriyong, certified public accountant registration no. 8833, all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as auditors of the Bank for the year 2024 with the remuneration in the amount of Baht 22,491,000 as considered and approved by the Audit Committee.

(Details are in Reference Document No. 5)

(8) Other Business

The record date for determining the shareholders who have the right to attend and vote at the 31st Annual Ordinary Meeting of Shareholders shall be March 7, 2024.

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. 6)

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, Bang Rak District, Bangkok 10500, or fax to 0-2231-4890. Please also provide the contact information of the shareholder together with such question(s).

Yours faithfully,

Bangkok Bank Public Company Limited

A handwritten signature in blue ink, appearing to read 'Kobsak Pootrakool'.

(Kobsak Pootrakool)

Director and Senior Executive Vice President, and Corporate Secretary

Remark: If any shareholder wishes to receive the Annual Registration Statement / Annual Report for the year 2023 (Form 56-1 One Report) in publication form, please contact 0-2230-1477-8, 0-2230-1784.

Details of Agenda No. 3

Appropriation of profit and payment of dividend for the year 2023

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 2023, the net profit from operations of the Bank amounted to Baht 37,532,310,419.82. The Board of Directors appropriated a part of the profit in the first half ending June 2023. 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 2023, details of which are as follows:

	Year 2023	Year 2022
Net profit for the year	Baht 37,532,310,419.82	Baht 26,390,071,389.07
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 7.00 per share	Baht 13,361,900,258.00	
Interim dividend at Baht 2.00 per share	Baht 3,817,685,788.00	
Final dividend at Baht 5.00 per share	Baht 9,544,214,470.00	
Dividend on ordinary shares at Baht 4.50 per share		Baht 8,589,793,023.00
Interim dividend at Baht 1.50 per share		Baht 2,863,264,341.00
Final dividend at Baht 3.00 per share		Baht 5,726,528,682.00
Dividend payout as percentage of net profit	35.60	32.54

Details of Agenda No. 4

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

Name	Mr. Chatchawin Charoen-Rajapark	
Type of Director	- Independent Director	
Position	- Chairman of the Nomination and Remuneration Committee	
Date of Appointment to the Board	- 12 April 2021	
Years of Directorship	- 3	
Age	- 63	
Nationality	- Thai	
Educational Qualifications	- Ph.D. in Management, Massachusetts Institute of Technology, USA - Master's Degree in Management, Massachusetts Institute of Technology, USA - Bachelor's Degree in Electrical Engineering, Massachusetts Institute of Technology, USA	
IOD Training Program	- Role of the Compensation Committee (RCC), Class 7/2008 - Audit Committee Program (ACP), Class 19/2007 - Director Certification Program (DCP), Class 88/2007 - Director Accreditation Program (DAP), Class 52/2006	
Shareholding	460,000 shares or 0.02410%	
Family Relationship with Other Directors and Members of Management	- None	
Position in Other Listed Companies	- Independent Director, Chairman, Nomination and Remuneration Committee, and Member, Audit Committee, Ocean Glass Public Company Limited - Director, Eastern Star Real Estate Public Company Limited	
Position in Non-listed Companies	- Chairman, Rajapark Development Company Limited* - Chairman, Unlock Company Limited - Chairman, Presiplace Five Company Limited - Chairman, Supremum Company Limited - Chairman, NP-Complete Company Limited - Managing Director, President Hotel and Tower Company Limited - Director, Narathai Cuisine Company Limited	
Position in Competitor Companies / Other Companies in Bank Related Business	- None	
Work Experiences	- 28 April 2022 - Present - 12 April 2021 - Present - 22 April 2021 - April 2022 - 2018 - 2021 - 2018 - 2021 - 2014 - 2021 - 2010 - 2021	Chairman, Nomination and Remuneration Committee, Bangkok Bank Public Company Limited Independent Director, Bangkok Bank Public Company Limited Member, Nomination and Remuneration Committee, Bangkok Bank Public Company Limited Chairman, Terra Venture Company Limited Chairman, TerraVest Company Limited Chairman, Executive Committee, Eastern Star Real Estate Public Company Limited Chairman, Rajapark Development Company Limited**

Reference Document No. 2

- 2010 - 2018 Member, Nomination and Compensation Committee, Thai Insurance Public Company Limited
- 2009 - 2018 Chairman, Audit Committee, Thai Insurance Public Company Limited
- 2008 - 2018 Member, Policy and Strategy Committee, Thai Insurance Public Company Limited
- 2007 - 2018 Independent Director and Member, Audit Committee, Thai Insurance Public Company Limited
- 2005 - 2021 Executive Director, Eastern Star Real Estate Public Company Limited
- 2004 - 2005 Chairman, Hunters Asset Management Company Limited
- 1999 - 2005 Chairman, Audit Committee, American Standard Sanitaryware (Thailand) Public Company Limited
- 1996 - 2010 Vice Chairman, Rajapark Development Company Limited**
- 1996 - 1998 Director, Sri Dhana-DBS Securities Company Limited
- 1995 - 1997 Director and President, Sri Dhana Finance Public Company Limited
- 1993 - 2005 Director, American Standard Sanitaryware (Thailand) Public Company Limited
- 1992 - 2015 Executive Director, Pendulum Company Limited
- 1989 - 1995 Director and Senior Executive Vice President, Sri Dhana Finance Public Company Limited

Meeting Attendance in 2023

- Ordinary Shareholders' Meeting 1 out of 1
- Board of Directors' Meeting 12 out of 12
- Nomination and Remuneration Committee's Meeting 13 out of 13

Qualifications as Independent Director

As of February 22, 2024, Mr. Chatchawin Charoen-Rajapark has credit facilities with the Bank with total limit exceeding THB 20 million in value and is an authorized director of President Hotel and Tower Company Limited which has credit facilities with the Bank with total limit exceeding THB 20 million in value.

However, the regulations regarding the qualifications of independent directors in relation to business relationship with value exceeding the prescribed amount may be relaxed pursuant to 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) provided that the board of directors of the company has determined, according to the principle in Section 89/7 of Securities and Exchange Act B.E. 2535 (as amended), that the appointment of such a person would not affect his/her ability to perform assigned duties and express opinions independently, and relevant information be disclosed in the notice of shareholders' meeting on the agenda to consider appointment of an independent director.

The Board (excluding director with interest) has considered the business relationship of Mr. Chatchawin Charoen-Rajapark and President Hotel and Tower Company Limited, with the Bank as aforesaid in accordance with the principle in Section 89/7 of Securities and Exchange Act B.E. 2535 as amended, and is of the opinion that the appointment of Mr. Chatchawin Charoen-Rajapark to be independent director will not affect his ability to perform assigned duties and express opinions independently. The Bank also has measures in place to prevent conflict of interest, whereby a director with interest shall not attend and vote in any agenda that relates to him/her and his/her related person.

Remark: *Rajapark Development Company Limited (Juristic Person Registration Number 0105564143077)
 **Rajapark Development Company Limited (Juristic Person Registration Number 0105530028054)

Details of Agenda No. 4

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

Name	Mr. Chokechai Niljianskul	
Type of Director	- Independent Director	
Position	- Chairman of the Corporate Governance Committee - Member of the Risk Oversight Committee	
Date of Appointment to the Board	- 12 April 2017	
Years of Directorship	- 7	
Age	- 66	
Nationality	- Thai	
Educational Qualifications	- Bachelor's Degree in Laws (LL.B.), Thammasat University - Graduate Diploma Program in Business Law, Thammasat University - Certificate, Administrative Justice for Executives, Administrative Court Office, Class 3 - Certificate in Top Executives in the Energy Education Program, Thailand Energy Academy (TEA), Class 8 - Diploma, National Defence College of Thailand, the Joint State - Private Sector Course, Class B.E. 2551 - Executive Program Capital Market Academy (CMA), Class 30 - The Programme of Senior Executives on Justice Administration, Batch 26 - Certificate Course in Good Governance for Medical Executives, Class 10	
IOD Training Program	- Director Certification Program (DCP), Class 246/2017	
Shareholding	2,500 shares or 0.00013%	
Family Relationship with Other Directors and Members of Management	- None	
Position in Other Listed Companies	- None	
Position in Non-listed Companies	- Managing Director, Jakkapong Law Office Company Limited	
Position in Competitor Companies / Other Companies in Bank Related Business	- None	
Work Experiences	- 24 November 2022 - Present - 30 April 2019 - Present - 12 April 2017 - Present - 26 December 2019 - 24 November 2022 - February - April 2019 - 1999 - 2012 - 1981 - 1994	Chairman, Corporate Governance Committee, Bangkok Bank Public Company Limited Member, Risk Oversight Committee, Bangkok Bank Public Company Limited Independent Director, Bangkok Bank Public Company Limited Member, Corporate Governance Committee, Bangkok Bank Public Company Limited Member, Risk Management Committee, Bangkok Bank Public Company Limited Senior Legal Advisor & Litigator, Linklaters (Thailand) Limited Chief Officer, Jakkapong Law Office

Meeting Attendance in 2023	- Ordinary Shareholders' Meeting	1	out of	1
	- Board of Directors' Meeting	12	out of	12
	- Corporate Governance Committee's Meeting	4	out of	4
	- Risk Oversight Committee's Meeting	13	out of	13

Qualifications 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. Bundhit Eua-arporn	
Type of Director	- Independent Director	
Position	- Member of the Audit Committee - Member of the Nomination and Remuneration Committee	
Date of Appointment to the Board	- 12 April 2021	
Years of Directorship	- 3	
Age	- 58	
Nationality	- Thai	
Educational Qualifications	- Doctor of Philosophy in Engineering (Electric Power System), Imperial College, University of London, UK - Master's Degree in Electrical Engineering, Chulalongkorn University - Bachelor's Degree in Electrical Engineering, Chulalongkorn University - NUS Programme for Leadership in University Management Temasek Foundation - The Executive Program in Energy Literacy for a Sustainable Future, Thailand Energy Academy	
IOD Training Program	- IT Governance and Cyber Resilience Program, Class 17/2021 - Director Certification Program (DCP), Class 110/2009	
Shareholding	10,300 shares or 0.00054%	
Family Relationship with Other Directors and Members of Management	- None	
Position in Other Listed Companies	- Independent Director, Chairman, Nomination and Remuneration Committee, and Member, Risk Management Committee, PTT Oil and Retail Business Public Company Limited - Independent Director, Chairman, Nomination and Remuneration Committee, and Member, Audit Committee, Banpu Power Public Company Limited	
Position in Non-listed Companies	- Chairman, Board of Directors, CU Enterprise Company Limited - Chancellor, Chulalongkorn University - Electrical Engineering Lecturer, Faculty of Engineering, Chulalongkorn University	
Position in Competitor Companies / Other Companies in Bank Related Business	- None	
Work Experiences	- 28 April 2022 - Present - 12 April 2021 - Present - 2019 - 2023 - August - September 2017	Member, Audit Committee, and Member, Nomination and Remuneration Committee, Bangkok Bank Public Company Limited Independent Director, Bangkok Bank Public Company Limited Chairman, Board of Directors, AI & Robotics Venture Company Limited Director, Energy Reform Committee, Thailand's National Energy Reform Committee

	- 2017 - 2023	Independent Director, Chairman, Corporate Governance and Sustainable Development, and Member, Risk Management Committee, PTT Exploration and Production Public Company Limited
	- 2016 - 2023	Chairman, Board of Directors, Chamchuri Innovation Company Limited
	- 2015 - 2016	Expert Committee, Thailand Institute of Scientific and Technological Research
	- 2013 - 2016	Dean, Faculty of Engineering, Chulalongkorn University
	- 2011 - 2016	Committee, Chulalongkorn University Council, Executive Representative, Chulalongkorn University
	- 2007 - 2013	Director, Energy Research Center, Chulalongkorn University
Meeting Attendance in 2023	- Ordinary Shareholders' Meeting	1 out of 1
	- Board of Directors' Meeting	11 out of 12
	- Audit Committee's Meeting	17 out of 17
	- Nomination and Remuneration Committee's Meeting	13 out of 13
Qualifications 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. Suvarn Thansathit			
Type of Director	- Executive Director			
Position	- Director and Senior Executive Vice President - Member of the Board of Executive Directors - Member of the Risk Oversight Committee			
Date of Appointment to the Board	- 26 October 2006			
Years of Directorship	- 17			
Age	- 79			
Nationality	- Thai			
Educational Qualifications	- Master's Degree of Science in Commerce, University of Santo Tomas, the Philippines - Bachelor's Degree in Business Administration Management, University of the East, the Philippines - National Defence College of Thailand, Class 355			
IOD Training Program	- Director Certification Program (DCP), Class 63/2005			
Shareholding	8,860 shares or 0.00046%			
Family Relationship with Other Directors and Members of Management	- None			
Position in Other Listed Companies	- Director, Remuneration and Nomination Committee, Bangkok Insurance Public Company Limited - Chairman, Audit Committee, Lalin Property Public Company Limited			
Position in Non-listed Companies	- Chairman, Bualuang Ventures Limited - Chairman, Sinnsuptawee Company Limited - Independent Director, and Director, Remuneration and Nomination Committee, BKI Holding Company Limited - Director, Clinixir Company Limited			
Position in Competitor Companies / Other Companies in Bank Related Business	- None			
Work Experiences	- 30 April 2019 - Present	Member, Risk Oversight Committee, Bangkok Bank Public Company Limited		
	- 2007 - Present	Member, Board of Executive Directors, Bangkok Bank Public Company Limited		
	- 26 October 2006 - Present	Director and Senior Executive Vice President, Bangkok Bank Public Company Limited		
	- 2004 - April 2019	Member, Risk Management Committee, Bangkok Bank Public Company Limited		
	- 1996 - 2006	Senior Executive Vice President, Bangkok Bank Public Company Limited		
	- 1990 - 1996	Executive Vice President, Bangkok Bank Public Company Limited		
	- 1978 - 1990	Executive Officer, Bangkok Bank Public Company Limited		
Meeting Attendance in 2023	- Ordinary Shareholders' Meeting	1	out of	1
	- Board of Directors' Meeting	11	out of	12
	- Board of Executive Directors' Meeting	91	out of	98
	- Risk Oversight Committee's Meeting	11	out of	13


Details of Agenda No. 4

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

Name	Mr. Chong Toh	
Type of Director	- Executive Director	
Position	- Director and Senior Executive Vice President	
Date of Appointment to the Board	- 12 April 2022	
Years of Directorship	- 2	
Age	- 55	
Nationality	- Malaysia	
Educational Qualifications	- Master of Science in Management, Sloan School of Management, Massachusetts Institute of Technology, USA - Bachelor of Arts in Philosophy, Politics and Economics, Oxford University, UK	
IOD Training Program	- Director Accreditation Program (DAP), Class 54/2006	
Shareholding	34,000 shares or 0.00178%	
Family Relationship with Other Directors and Members of Management	- None	
Position in Other Listed Companies	- Director, Bumrungrad Hospital Public Company Limited	
Position in Non-listed Companies	- Executive Chairman, Bualuang Securities Public Company Limited - Chairman, Bangkok Capital Asset Management Company Limited - Chairman, Asia Cement Public Company Limited - Independent Director, NSR SEA Fund - Senior Advisor, Morgan Stanley Limited	
Position in Competitor Companies / Other Companies in Bank Related Business	- None	
Work Experiences	- 12 April 2022 - Present Director and Senior Executive Vice President, Bangkok Bank Public Company Limited - 2020 - Present Commissioner, PT Bank Permata Tbk - 2009 - Present Director, Bangkok Bank (China) Company Limited - 2017 - April 2022 Senior Executive Vice President, Bangkok Bank Public Company Limited - 2016 - September 2017 Independent Director, Univanich Palm Oil Public Company Limited - 2011 - 2017 Senior Executive Vice President, in charge of International Banking Group, Bangkok Bank Public Company Limited - 2009 - 2021 Independent Director, Asia Landmark Fund - 2006 - 2016 Director, Bangkok Bank Berhad, Malaysia - 2005 - 2011 Executive Vice President, International Banking Group, Bangkok Bank Public Company Limited - 2001 - 2005 President, Bualuang Securities Public Company Limited - 2000 - 2005 Executive Chairman, Bualuang Finance Company Limited - 2000 - 2001 President, Bualuang Finance Company Limited - 1999 - 2005 Director, Bualuang Finance Company Limited	
Meeting Attendance in 2023	- Ordinary Shareholders' Meeting	1 out of 1
	- Board of Directors' Meeting	11 out of 12

Details of Agenda No. 4

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

Name	Mr. Kobsak Pootrakool	
Type of Director	- Executive Director	
Position	- Director and Senior Executive Vice President - Member of the Board of Executive Directors - Member of the Corporate Governance Committee - Corporate Secretary	
Date of Appointment to the Board	- 12 April 2022	
Years of Directorship	- 2	
Age	- 55	
Nationality	- Thai	
Educational Qualifications	- Doctorate Degree in Macroeconomics and International Economics, Massachusetts Institute of Technology, USA - Bachelor's Degree in Mathematics and Economics, William College, USA	
IOD Training Program	- Company Secretary Program (CSP), Class 134/2023 - Director Accreditation Program (DAP), Class 196/2022 - Oliver Wyman, IT and Cyber Security Risk Management 2022	
Shareholding	8,200 shares or 0.00043%	
Family Relationship with Other Directors and Members of Management	- None	
Position in Other Listed Companies	- Independent Director, and Member, Audit Committee, and Enterprise Risk Management Committee, PTT Oil and Retail Business Public Company Limited	
Position in Non-listed Companies	- Chairman, Community Organizations Development Institute (Public Organization) - Chairman, Federation of Thai Capital Market Organizations - Chairman, Community Forest Foundation - Director, Kwam Suk Khong Cheewit Company Limited	
Position in Competitor Companies / Other Companies in Bank Related Business	- None	
Work Experiences	- 24 November 2022 - Present - 28 April 2022 - Present - 12 April 2022 - Present - 25 March 2022 - Present - 2020 - April 2022 - 2019 - 2020	Member, Corporate Governance Committee, Bangkok Bank Public Company Limited Member, Board of Executive Directors, Bangkok Bank Public Company Director and Senior Executive Vice President, Bangkok Bank Public Company Limited Corporate Secretary, Bangkok Bank Public Company Limited Senior Executive Vice President, Bangkok Bank Public Company Limited Secretary and Member, the Council of Economic Ministers

- 2019 - 2020 Deputy Secretary-General to the Prime Minister for Political Affairs
- 2017 - 2019 Minister at Office of the Prime Minister
- 2016 - 2017 Vice Minister at Office of the Prime Minister
- 2015 - 2017 Member, National Reform Steering Assembly
- 2014 - 2015 Member, National Reform Council
- 2014 - 2015 Member, the Constitution Drafting Committee
- 2010 - 2015 Executive Vice President, International Banking, Bangkok Bank Public Company Limited
- 2010 Division Executive, International Economic Division, Bank of Thailand
- 2009 - 2010 Division Executive, Monetary Policy Strategy Division, Monetary Policy Department, Bank of Thailand
- 2008 - 2009 Executive, Capital Market Research Institute and Assistant Manager, the Stock Exchange of Thailand
- 2008 Advisor, Capital Market Research Institute, the Stock Exchange of Thailand
- 2008 Division Executive, Macroeconomic Department, Bank of Thailand

Meeting Attendance in 2023	- Ordinary Shareholders' Meeting	1	out of	1
	- Board of Directors' Meeting	12	out of	12
	- Board of Executive Directors' Meeting	70	out of	98
	- Corporate Governance Committee's Meeting	2	out of	4

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

Information of nominated person proposed for election as director

Name	Mr. Virapatna Thakolsri	
Director Type	- Independent Director	
Age	- 60	
Nationality	- Thai	
Educational Qualifications	- Bachelor's Degree in Arts, Hartwick College, New York, USA	
IOD Training Program	- None	
Shareholding	- None	
Family Relationship with Other Directors and Members of Management	- None	
Position in Other Listed Companies	- None	
Position in Other Companies	- President, Biopharm Chemicals Company Limited - Director, Rothrapee Land Company Limited - Director, Bioland & Development Company Limited - Director, Bioholding Company Limited - Director, Rothrapee Company Limited - Director, Biolab Company Limited - Director, Thakolsri Farm Company Limited	
Position in Competitor Companies /Other Companies in Bank Related Business	- None	
Work Experience	- 1995 - Present President, Biopharm Chemicals Company Limited Director, Rothrapee Land Company Limited Director, Bioland & Development Company Limited Director, Bioholding Company Limited Director, Rothrapee Company Limited Director, Biolab Company Limited Director, Thakolsri Farm Company Limited	
Qualifications as Independent Director	<p>As of February 22, 2024, Mr. Virapatna Thakolsri is an authorized director of companies having credit facilities with the Bank, each with total limit exceeding THB 20 million in value, namely:</p> <ol style="list-style-type: none"> 1. Biopharm Chemicals Company Limited. 2. Biolab Company Limited. <p>However, the regulations regarding the qualifications of independent directors in relation to business relationship with value exceeding the prescribed amount may be relaxed pursuant to 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) provided that the board of directors of the company has determined, according to the principle in Section 89/7 of Securities and Exchange Act B.E. 2535 (as amended), that the appointment of such a person would not affect his/her ability to perform assigned duties and express opinions independently, and relevant information be disclosed in the notice of the shareholders' meeting on the agenda to consider appointment of an independent director.</p>	

The Board has considered and is of the opinion that Mr. Virapatna Thakolsri possesses knowledge, skills and experiences that will be beneficial to the operation of the Bank. With regard to the business relationship of Mr. Virapatna Thakolsri, Biopharm Chemicals Company Limited, and Biolab Company Limited with the Bank as aforesaid, the Board has considered in accordance with principle in Section 89/7 of Securities and Exchange Act B.E. 2535 as amended, and is of the opinion that the appointment of Mr. Virapatna Thakolsri to be independent director will not affect his ability to perform assigned duties and express opinions independently. Besides, the Bank has measures to prevent conflict of interest, whereby a director with an interest shall not attend and vote in any agenda that relates to him/her and his/her related person.

Details of Agenda No. 6

Directors' remuneration for the year 2023

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 2023, 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 2023 and 2022 are as follows:

Monthly Remuneration

Unit: Baht

	Monthly Remuneration	
	Year 2023	Year 2022
<u>Board of Directors</u>		
Chairman of the Board of Directors	450,000	450,000
Vice Chairman of the Board of Directors	300,000	300,000
Director	250,000	250,000
<u>Committees</u>		
Chairman of the Board of Executive Directors	250,000	250,000
Member of the Board of Executive Directors	50,000	50,000
Member of the Audit Committee	50,000	50,000
Member of the Nomination and Remuneration Committee	50,000	50,000
Member of the Risk Oversight Committee	50,000	50,000
Member of the Corporate Governance Committee	50,000	50,000

Directors who are members of more than one committee are eligible for remuneration of only one committee and directors who are executive employees of the Bank are not eligible to receive committee remuneration.

Annual Bonus

Unit: Baht

	Annual Bonus	
	Year 2023	Year 2022
Chairman of the Board of Directors	5,500,000	5,500,000
Vice Chairman of the Board of Directors	4,000,000	4,000,000
Chairman of the Audit Committee	4,000,000	4,000,000
Director	3,520,000	3,520,000

In 2023, the total remuneration of directors amounted to Baht 141.205 million, compared to Baht 136.714 million in 2022. Details of the remuneration for each director are presented in the Annual Registration Statement / Annual Report for the year 2023 (Form 56-1 One Report) under item 8.1.2 Meeting Attendance and Remuneration Payment to Each Board Member.

Details of Agenda No. 7

Appointment and remuneration of auditors for the year 2024

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. 2/2024 held on February 22, 2024, to request approval from the annual ordinary meeting of shareholders to appoint the auditor for the year 2024 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. Ms. Nisakorn	Songmanee	5035	4
2. Mr. Chavala	Tienpasertkij	4301	-
3. Mr. Kasiti	Ketsuriyonk	8833	-

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 2024.

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 oversee timeliness of their preparation of financial statements.

2. To approve the audit fees totaling Baht 21,421,000 and the audit fees for special audit assignment totaling Baht 1,070,000, 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 2024 are increased from the year 2023 in 5%.

Unit: Baht

	Year 2024	Year 2023
Audit fees	21,421,000	20,530,000
Audit fees for special audit assignments	1,070,000	890,000
Total	22,491,000	21,420,000

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

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 Vice Chairman of the Board of Directors, Chairman of the Audit Committee, or the President 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 agenda, 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 agenda as determined by the proxy grantor. In the latter case, the shareholder is requested to indicate the desired voting for each agenda by marking one of the boxes, whether <i>Approve</i> or <i>Disapprove</i> or <i>Abstain</i> . Please note that the vote for each agenda 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 10, 2024.

Registration to attend the shareholder's meeting

Shareholders may register to attend the shareholders' meeting on April 11, 2024 beginning at 13.00 hours at the Head Office, 333 Silom Road, Silom Sub-district, Bang Rak 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 Vice Chairman of the Board of Directors, Chairman of the Audit Committee, or the President as their proxy holder, the following documents are to be sent by mail in the enclosed prepaid envelope by April 9, 2024 -
 - (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.
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

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

- (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 Vice Chairman of the Board of Directors, Chairman of the Audit Committee, or the President as their proxy holder, the following documents are to be sent by mail in the enclosed prepaid envelope by April 9, 2024 -
- (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 have the right to vote.

For the purpose of voting, each share shall be counted one vote. If any shareholder has interests 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 more than five percent of the total number of shares sold 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 five percent of the total number of shares sold.

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.

* "Acts" refers to the act on public limited companies, the act on commercial banking, the act on securities exchange and any other acts of legislations related to the operation of the Bank.

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 more than five percent of the total number of shares sold 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 five percent of the total number of shares sold.

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, staff member, employee or officer 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.

Head Office

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