



Notice of the Annual General Meeting of Shareholders for the Year 2024

TISCO Bank Public Company Limited



Thursday, April 18, 2024 at 10:00 hrs.



Conference Room, 12th Floor, TISCO Tower, North Sathorn Road



Hybrid Meeting


Registration at the meeting venue and
access to the e-AGM system will commence at 9:00 hrs.

The shareholders who intend to attend the meeting in person or via electronic means,
please study the meeting attendance procedures and the proxy as per Annex 8.

The Notice of Meeting and Proxy Forms are available for download from the Company's website
or by requesting via the specified channel as per Annex 12.

***In order to comply with the guidance of regulators,
No Souvenirs, Food, and Beverages provided.***

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For further information, please contact

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Investor Relations

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Ref. SorLorThor 002/2024

April 1, 2024

To : The Shareholders

Re : Notice of the Annual General Meeting of Shareholders for the year 2024

There shall be the Annual General Meeting of Shareholders for the year 2024 to be convened on **Thursday, April 18, 2024, at 10:00 hours** in the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand, in a form of Hybrid Meeting to consider the following agenda.

1. To ratify the Board of Directors' business activities conducted in 2023

Purpose and Rationale The Board clearly summarized all details of business activities providing reasonable explanations to support the results of the business operations for the year 2023 as described in the "Report from the Board of Directors" is provided in Annex 1, which is presented in the Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report).

Board of Directors' Opinion: The Board recommends the shareholders to ratify the Board of Directors' business activities conducted in 2023.

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of the shareholders who attend the meeting and cast their votes.

2. To approve TISCO Bank Public Company Limited's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2023

Purpose and Rationale: The Board of Directors shall arrange for preparation of the Financial Statements as of the end of the accounting period of TISCO Bank and shall submit to the shareholders at the Annual General Meeting to approve the Financial Statements. The Bank's statement of financial position and statement of comprehensive income For the year ending December 31, 2023 is provided in the Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report) which has been considered by the Audit Committee and verified by the certified public accountant in Annex 2 of this Notice of the Meeting as summarized below:

<i>(Unit: Million Baht)</i>	
Description	Bank Only
Total assets	275,102
Total liabilities	238,679
Total shareholders' equity	36,422
Net profit	4,888
Earnings per share (Baht)	5.30

Board of Directors' Opinion: The Board recommends the shareholders adopt TISCO Bank Public Company Limited's Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2023.

www.tisco.co.th

ธนาคารทีเอสโก้ จำกัด (มหาชน)
48/2 อาคารทีเอสโก้ทาวเวอร์ ถนนสาทรเหนือ แขวงสีลม เขตบางรัก กรุงเทพฯ 10500
ศูนย์บริการลูกค้า (24 ชม.) โทรศัพท์ 02 633 6000 โทรสาร 02 633 6800 อีเมล : ContactCenter@tisco.co.th

TISCO Bank Public Company Limited
TISCO Tower, 48/2 North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand
Contact Center (24 hrs.) Tel. 02 633 6000 Fax. 02 633 6800 E-Mail : ContactCenter@tisco.co.th

Required votes for resolution: The resolution for this agenda item requires the majority votes of the shareholders who attend the meeting and cast their votes.

3. To acknowledge the interim dividend payment and approve the appropriation of profit arising from the year 2023 operations as dividend payment

Objective and Reason: In year 2023, TISCO Bank recorded a net profit of Baht 4,888,437,532, increased by Baht 277,732,104 from year 2022.

In compliance with the Public Company Limited Act B.E. 2535 and the Bank of Thailand's regulations, dividend payment shall be paid based on standalone financial statement on cash basis after full appropriation of required statutory reserve. As the statutory reserve of the Bank already reached 10% of registered capital, it is therefore not required to appropriate the statutory reserve for year 2023, according to the law.

The Bank's full year profit and unappropriated retained earnings at year end 2023 based on standalone financial statement are shown as follows.

	<i>(Unit: Baht)</i>
Unappropriated Retained Earnings (December 31, 2022)	22,890,659,673
Interim dividend payment from profit arising from 2022 operations	(737,254,154)
Net Profit for the year 2023	4,888,437,532
Adjust non-cash item	(14,523,272)
Unappropriated Retained Earnings	27,027,319,779
Interim dividend payment from profit arising from 2023 operations	(3,686,270,768)
Remaining Unappropriated Retained Earnings (December 31, 2023)	23,341,049,011

For the year 2023, the Bank had net profit for the year at Baht 4,888,437,532. Adjusting for non-cash item of Baht 14,523,273 and the interim dividend payment during the year amounted to 3,686,270,768 Baht, the available remaining unappropriated profit from 2023 operations will be Baht 23,341,049,011. The Board therefore recommends the shareholders to consider additional dividend payment of Baht 0.75 per share, amounting to Baht 691,175,769, making the total dividend payment from year 2023 operations of Baht 4.75 per share, amounting to Baht 4,377,446,537.

The proposed dividend payment will be equivalent to total dividend payout ratio of 89.5% of the net profit for the year 2023, compared to dividend payout ratio of 89.1% for year 2022.

The capital level of TISCO bank at year end 2023 was strong with the BIS ratio of 22.4% and Tier I ratio of 18.9% , compared to the regulatory requirement of 11% and 8.5% , which is considered sufficient to support growth and withstand any uncertainties and volatilities in the foreseeable future.

To further strengthen the capital position, the remaining profit arising from the year 2023 operations after annual dividend payment will be appropriated as regulatory capital fund. Given the dividend payment, the available capital level is still sufficient for the potential growth in the future and well above the regulatory requirement.

Board of Directors' Opinion: The Board recommends the shareholders to acknowledge the interim dividend payment and approve the appropriation of profit arising from the year 2023 operations and dividend payment as follows;

- No legal reserve appropriation because the Bank's reserve has reached the amount required by laws;
- Appropriation of profit arising from the year 2023 operations as dividend payment for common shareholders and preferred shareholders at Baht 4.75 per share of which the Bank paid interim dividend at rate of Baht 4.00 per share amounting to Baht 3,686,270,768 during the year and will pay the remaining dividend at the rate of

Baht 0.75 per share of approximately Baht 691,175,769, making total dividend of Baht 4,377,446,537 to shareholders, with the record date to determine the list of shareholders entitled to receive dividend on April 18, 2024, and the dividend payment shall be made on May 10, 2024;

- Appropriation of remaining profit arising from the year 2023 operations after annual dividend payment as regulatory capital fund.

Required votes for resolution: The resolution of this agenda item requires the majority voting of the shareholders who attend the meeting and cast their votes.

4. To approve the appointment of the auditors and their remuneration for the year 2024

Objective and Reason: Pursuant to the Public Limited Companies Act B.E. 2535 (1992) and Section 43 of the Bank's Articles of Association which state that the annual general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Bank every year. The Audit Committee, in accordance with the Bank's External Auditor Selection Guidelines, had considered proposal for the appointment of the Bank's auditors for the year 2024. It is recommended the Board of Directors to propose the Annual General Meeting of Shareholders appointing Ms. Saranya Pludsri, or Ms. Wanwilai Phetsang, or Ms. Bongkot Kriangphanamorn of EY Office Limited as the Bank's auditors for the year 2024, all nominated auditors must be approved by the Bank of Thailand, considering that they are qualified under the regulations of the Bank of Thailand and the Office of the Securities and Exchange Commission, and have shown satisfactory performance. Total audit fees for the Bank will not be exceeding Baht 5,910,000. Details are in Annex 3.

Board of Directors' opinion: The Board concurs with the proposal of the Audit Committee and recommends the shareholders to approve the appointment of Ms. Saranya Pludsri, CPA License No. 6768, or Ms. Wanwilai Phetsang, CPA License No. 5315, or Ms. Bongkot Kriangphanamorn, CPA License No. 6777, of EY Office Limited as the Bank's auditors for the year 2024 with remuneration of not exceeding Baht 5,910,000. All nominated auditors must be approved by the Bank of Thailand. Any one of these auditors is authorized to certify the auditor's report.

Required votes for resolution: The resolution for this agenda item requires the majority votes of the shareholders who attend the meeting and cast their votes.

5. To approve the number of directors and the election of directors

Objective and Reason: According to Section 24 of the Bank's Articles of Association prescribed that the shareholders shall, from time to time, by resolution of a general meeting, determine the number of directors which shall be not less than five and not less than one half of the directors must domicile in Thailand. In addition, the number of directors who are persons of Thai nationality shall be in compliance with related laws.

In addition, Section 25 of the Bank's Articles of Association required that the whole board of directors shall be simultaneously elected at the general meeting of shareholders of each calendar year. The general meeting of shareholders shall elect directors in accordance with the cumulative voting procedure as shown herewith in Annex 8. Upon contemplating the Bank's need and for the best interest of the Bank, good corporate governance, laws and related regulations, the Nomination and Compensation Committee of the parent company shall identify qualified candidates who have knowledge, capabilities, experiences, and sufficient understanding of banking, finance, economics, information technology, laws or any other fields which are deemed appropriate and are lined with the Bank's business strategies, to the Board of Directors for further recommends to the shareholders for consideration.

The Board of Directors, after considering the recommendation of the Nomination and Compensation Committee of the parent company on the qualifications of the candidates in accordance with the TISCO's Guidelines for Board Composition and Selection Criteria, propose the shareholders to approve the number of directors at 11, namely Mr. Pliu Mangkornkanok, Assoc. Prof. Dr. Angkarat Priebjriwat, Ms. PENCHUN JARIKASEM, Ms. PONGPEN RUENGVIROYUDH,

Assoc. Prof. Dr. Sillapaporn Srijunpetch, Mr. Kanich Punyashthiti, Assoc. Prof. Dr. Vara Varavithya , Mr. Chi-Hao Sun (Howard Sun), Mr. Sakchai Peechapat, and Mr. Metha Pingsuthiwong to continue their office for another term, and one new director namely Mr. Makoto Honda. They are knowledgeable, competent, and experienced in significant work which can provide independent or useful suggestion to the Bank’s business operations. All nominated candidates have been approved by the Bank of Thailand. Candidates’ profiles and definition of Independent Director are as presented in Annex 4.

Board of Directors’ Opinion: The Board concurs with the proposal of the Nomination and Compensation Committee of the parent company and recommends the shareholders to approve the number of directors at 11 (eleven) and approve the election of the mentioned director candidates. The Board of Directors was of the view that the mentioned director candidates have complete qualifications and suitability for the Bank’s business, without prohibited characteristics for appointment as directors in accordance with applicable laws. In addition, the current directors have performed their duties with full responsibility, due care, and integrity in compliance with the regulatory requirements, objectives, the Bank’s Articles of Association, resolutions of the Board of Directors, as well as resolutions of the Annual General Meeting of Shareholders. Furthermore, Ms. Penchun Jarikasem, Ms. Pongpen Ruengvirayudh, Assoc. Prof. Dr. Sillapaporn Srijunpetch, Mr. Kanich Punyashthiti, and Assoc. Prof. Dr. Vara Varavithya are also qualified as Independent Directors as per the criteria specified by the Bank and are able to express his/ her independent opinions and in compliance with relevant criteria. All nominated candidates are approved by the Bank of Thailand, as shown in below list.

1.	Mr. Pliu Mangkornkanok	Non-Executive Director
2.	Assoc. Prof. Dr. Angkarat Priebjivat	Non-Executive Director
3.	Mr. Kanich Punyashthiti	Independent Director
4.	Ms. Pongpen Ruengvirayudh	Independent Director
5.	Ms. Penchun Jarikasem	Independent Director
6.	Assoc. Prof. Dr. Sillapaporn Srijunpetch	Independent Director
7.	Assoc. Prof. Dr. Vara Varavithya	Independent Director
8.	Mr. Chi-Hao Sun (Howard Sun)	Executive Director
9.	Mr. Makoto Honda	Executive Director
10.	Mr. Sakchai Peechapat	Executive Director
11.	Mr. Metha Pingsuthiwong	Executive Director

Required votes for resolution: The resolution for this agenda item required the majority votes of the shareholders who attend the meeting and cast their votes for the number of directors. For the approval of the election of director, the cumulative voting will be applied according to the Bank’s Articles of Association.

6. To approve the remuneration of directors

Objective and Reason Regarding the annual review of the remuneration of directors and to ensure that the remuneration is commensurate with their duties and responsibilities, as well as consistent with the remuneration of directors in commercial banking at the same level. The director’s remuneration for the year 2024 has been considered by the Nomination and Compensation Committee of TISCO Financial Public Company Limited and proposed to the Board of Directors, as per details in Annex 5

Board of Directors’ Opinion: The Board concurs with the proposal of the Nomination and Compensation Committee of the parent company and recommends the shareholders to approve the rates of remuneration for Directors and sub-committee members for the year 2024, shall remain at the same rate as that of 2023, except increasing meeting

fee rate for the Chairman of the Board which was appropriate with the scope of duties and responsibilities, as follows.

1. The monthly compensation for the Board of Directors remains at Baht 260,000 for Chairman of the Board and Baht 60,000 for Directors.
2. The meeting fee rate for the Board of Directors will be increased to Baht 75,000 for Chairman of the Board and retains at Baht 55,000 for Directors.
3. The meeting fee rate for Sub-committee remains at Baht 75,000 per meeting for the Chairpersons of the Executive Board, the Audit Committee, and the Risk Oversight Committee. The other members of Sub-committee shall receive a meeting fee of Baht 55,000 per meeting.
4. The non-monetary benefits offered to directors include group life and accident insurance or health insurance or medical benefit or travel insurance as appropriate, and Directors & Officers Liability Insurance, to be valid until amended.

Required votes for resolution: The resolution of this agenda item requires the vote of not less than two-thirds of the total number of votes of shareholders who attend the meeting.

7. Other businesses, if any

You are cordially invited to attend the meeting in the form of hybrid meeting (at Head office and via electronic media), at the above-mentioned date, hour, and venue. The Bank has set the date of closing registration book on March 25, 2024, to determine the list of shareholders who have the right to attend the Annual General Meeting of Shareholders for the year 2024.

For the shareholders or proxies who wish to attend the meeting via electronic media (e-AGM), please study the guidelines and Identification Documents Required for the Meeting Attendance as per Annex 8 and the method of use for the meeting system via electronic as attached in Annex 9. The Bank will send a username, password, and weblink to the shareholders according to the email address that you have registered. After the Bank has checked the names and the accuracy of various documents of shareholders or proxies. The registration system will be available from April 9, 2024, at 8:30 hours until the end of the Meeting on April 18, 2024.

For the shareholders who wish to attend the meeting in person, in order to facilitate the shareholders' travel to the venue of the Meeting, the Bank has prepared a map of the venue and methods of transportation to in Annex 14.

For shareholders who wish to appoint another individual as a proxy to attend the meeting on their behalf, please study the guidelines and documents or evidence for attending the shareholder meeting and grant a proxy as per Annex 8. Additionally, we would like to request that shareholders or proxies please bring a letter invitation or proxy form along with evidence required to show the right to attend the meeting. This letter and evidence must be presented to the registration officer on the day of the meeting.

The Bank also uploaded proxy forms (Forms A, B, and C) through the Bank's website. They are available for printing at www.tisco.co.th. Alternatively, you may request the original proxy form via email to tisco_cs@tisco.co.th or use only one of the forms as per Annex 12.

In addition, the shareholders can consider appointing a proxy to the Bank's independent directors to attend the meeting and cast votes on the shareholder's behalf in this meeting, the shareholder can inform your intention to vote on every agenda in Proxy Form B so that the Bank's independent directors can clearly vote according to your wishes. *Profiles of independent directors to be appointed appear in Annex 6.* In doing so, please complete and submit the attached proxy form together with identification documents by post to the Corporate Secretariat Office, TISCO Bank Public Company

Limited, 7th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500 or email at tisco_cs@tisco.co.th. If you have any questions concerning the agenda of this meeting, please submit them in advance to the Bank via the channels specified by the company (advance question form as attached in Annex 11), by April 11, 2024.

All shareholders can view the Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report), Sustainability Report and related document by scanning QR Code, as shown in the invitation letter or the Bank's website at www.tisco.co.th from April 1, 2024. Any shareholder who requires the publication form of our reports, please fill in the details in the "Requisition Form for supporting documents of the 2024 Annual General Meeting of Shareholders" Form attached in Annex 12 and provide the contact information.

Yours sincerely,

TISCO Bank Public Company Limited



(Mr. Pairat Srivilairit)

Corporate Secretary

By order of the Board of Directors

Corporate Secretariat Office

Tel: +66 2633 6815, +66 2633 6811

With concern about the personal data protection of the shareholders, TISCO Bank Public Company Limited has produced the Privacy Notice in relation to the collection, use, and disclosure of the shareholder's personal data in accordance with the Personal Data Protection Act B.E. 2562 (2019) and other related laws and regulations on the website at www.tisco.co.th. In case you grant proxy to another person for attending this meeting on your behalf, please notify that person of the mentioned Privacy Notice.

For consideration of Agenda 1: To ratify the Board of Directors' business activities conducted in 2023

Report from the Board of Directors

The year 2023 presented a series of challenges for both the Thai and global economies. The implementation of prolonged tightening monetary policies by major central banks worldwide, coupled with various geopolitical tensions and domestic structural issues in China, collectively hindered the overall global economic recovery. For Thailand, inflation surged in the first half of the year, prompting the Bank of Thailand to respond with policy rate increases, raising from 1.25% to 2.50%—the highest level in a decade. In the meantime, the pressure from high cost of living and escalating debt burdens persisted on the backdrop of already-high household debt levels, negatively suppressing consumer confidence and purchasing power. The export sector also suffered due to high economic volatility in trading partners, while private investment was put on hold amid slower demand and higher funding costs. Meanwhile, the tourism sector emerged as a key driver of economic growth for Thailand. The country saw over 28 million foreign tourist arrivals, providing support to domestic consumption in related sectors. Amid these struggles, Thailand's GDP showed timid growth at 1.9%.

Despite facing a challenging environment of a rising interest rate cycle and fragile economic recovery, TISCO still demonstrated resilience and achieved strong business performance, with a reported net profit of 4,888 million baht, representing a 6.0% growth compared to the previous year. The impact from rising interest rate increased the funding costs and tighten loan spread due to the continued repricing of deposit rates. Despite this, the Company's growth-focused strategy, particularly in floating rate lending and higher-yield products, shored up net interest income in conjunction with loan expansion. The lending business played a significant role, with the portfolio expanding by 6.8% in the past year, notably from an outstanding growth in corporate loan portfolio which increased by 31%. This success reflects TISCO's expertise in providing financial solution and advisory to corporate clients. TISCO also focused on expanding consumer loan portfolio by increasing financial accessibility for retail customers in remote areas. This effort included the opening of almost 200 new Somwang branches during the year, contributing to as high as 14% growth in consumer loan portfolio. In the wealth business, TISCO adhered to the position of "Holistic Financial Advisory" under the new concept of "Megatrend Retirement Planning", while the bank aimed to expand the client base focusing more on Mass Affluent individuals. It is TISCO's determination to be a reliable and long-term "Financial Partner" for the clients, emphasizing the dedication to providing life-long benefits through a collaborative approach that integrates both Wealth Creation and Wealth Protection.

In response to the evolving technological landscape in the financial sector, TISCO deployed robotic process automation called "Smart Assistance & Automation" in various operational areas to enhance productivity, reduce cost to serve, along with improving the capabilities of data analytics and risk management. TISCO aimed to streamline the day-to-day operations, create more efficient workflows, and enhance the overall effectiveness of credit screening processes. One notable initiative was the implementation of the Freedom platform, designed to provide accessibility for clients seeking financial advice and assistance to manage their debt burdens in a sustainable manner. The adoption of financial technology not only helped TISCO stay relevant in a fast-changing era but also allowed the institution to align its product and service offerings with evolving customer demands.

TISCO's strong adherence to resilient business principles is shown in the strong financial performance with a robust Return on Equity (ROE) at 13.5%, positioning at the top tier among Thai banking industry. Additionally, TISCO demonstrated a solid capital ratio (BIS) of 22.35%, highlighting our commitment to financial strength and stability. Therefore, TISCO was recognized with "Best Company Performance" award at the SET Awards 2023 as a testament to

the Company's dedication and efforts. Furthermore, TISCO was also honored with the "Best Public Company – Financial Industry 2023" award by Money & Banking Magazine for the third consecutive year. The name "TISCO" has gained significant recognition and high brand values, as affirmed by the "Thailand's Top Corporate Brands Award" from Chulalongkorn Business School for three consecutive years. The success achieved by TISCO is attributed to the strong collaboration and teamwork within the organization. The working environment, fostering ambition and satisfaction with a well-balanced life, has contributed to the overall positive atmosphere within the employees. TISCO's commitment to employee care and professionalism has long been our key motto. Consequently, TISCO Group received "Best Employer Awards 2023" by Kincentric Thailand for the second year.

TISCO's commitment to sustainability was seen through the integration of Sustainability Development framework into strategic plan, involving environmental, social, and governance aspects into daily operations. TISCO has carried on the support of low carbon economy with focus on reducing greenhouse gas emission and be accountable on environmental risks and opportunities as a transition path to achieve net zero commitment in the long-term. To contribute to green financing, TISCO has stimulated the lending of electric vehicles (EVs), aligning its financial activities with environmentally friendly initiatives. TISCO also places importance on responsible and fair lending practices, while responsibly discourages over-indebtedness in the society. TISCO has always prioritized financial literacy, viewing it as a core belief in creating financial sustainability among the Thai population. This commitment aligns with the goal to empower individuals with the knowledge and skills needed for financial management. Maintaining good governance with integrity is a fundamental aspect of TISCO's identity as a reliable financial institution. The Company emphasizes ethical practices, transparency, and accountability in the operations, ensuring that it remains trustworthy in the eyes of its stakeholders. The recognition of TISCO's sustainability efforts is reflected in the "Highly Commended Sustainability Awards" received at the SET Awards 2023. This long-term responsible and sustainable principles are central to our corporate strategy and business practices.

The economic outlook for 2024 presents a fragile scenario amid an uneven global recovery. Many central banks are reluctant to cut interest rates due to elevated core inflation levels worldwide. Ongoing geopolitical tensions contribute to further volatility in international trade, impacting the global economic rebound and business investment growth. In the case of Thailand, the country is anticipated to resume growth, driven by recovery momentum in the tourism sector and a modest improvement in private consumption. However, challenges persist, including the pressure from high household debt levels and the high cost of living, which continue to limit the purchasing power of the population despite decreasing inflation figures. The higher and longer interest rate environment exacerbates debt serviceability issues and prompts a delay in private investment. The banking industry stands amid multiple headwinds, including a potential margin slowdown after interest rate increases plateau, expenses especially those related to IT investment to enhance IT security and capability to cope with rapid technological changes and cyber threat, ongoing risks of asset quality deterioration, and credit costs required for NPLs management. In 2024, TISCO will celebrate our 55th year anniversary as a sustainable financial institution. TISCO expresses a commitment to a sustainable business approach with an aim to create responsible growth while maintaining prudent risk management practices. TISCO's long-term objective is to navigate through difficulties and maintain a strong risk-adjusted return to the shareholders with "Sustainable Focus".

The Board would like to express our sincere appreciation to our shareholders, clients, and business partners for their long-term support and trust, and special gratitude to our management team and staff for their dedication and commitment to the company. We wholeheartedly believe that with our teamwork and professionalism, TISCO can strive to be successful amid all the challenges.

Board of Directors

Remark

You can view the Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report) by scanning the QR code below.

Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report)

(Available in Thai)



For consideration of Agenda 2: To approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2023

Independent Auditor's Report

To the Shareholders of TISCO Bank Public Company Limited

Opinion

I have audited the accompanying financial statements of TISCO Bank Public Company Limited (the Bank), which comprise the statement of financial position as at 31 December 2023, and the related statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of TISCO Bank Public Company Limited as at 31 December 2023, its financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards and the Bank of Thailand's regulations.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Bank in accordance with the Code of Ethics for Professional Accountants including Independence Standards issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Bank's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Bank or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Bank's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Bank's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Bank's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Bank to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I am responsible for the audit resulting in this independent auditor's report.



Saranya Pludsri
Certified Public Accountant (Thailand) No. 6768

EY Office Limited
Bangkok: 27 February 2024

TISCO Bank Public Company Limited

Statement of financial position

As at 31 December 2023

(Unit: Thousand Baht)

	Note	2023	2022
Assets			
Cash		911,497	1,000,283
Interbank and money market items - net	3.2, 3.8	47,143,998	39,069,597
Financial assets measured at fair value through profit or loss	3.3	1,031,717	940,631
Derivatives assets	3.4	-	147,489
Investments - net	3.5, 3.8	2,893,823	3,239,972
Loans to customers and accrued interest receivables	3.6, 3.8		
Loans to customers		238,667,824	224,467,145
Accrued interest receivables and undue interest income		1,687,912	1,473,765
Total loans to customers and accrued interest receivables		240,355,736	225,940,910
Less: Deferred revenue		(10,965,919)	(11,276,276)
Less: Allowance for expected credit loss	3.7	(8,897,485)	(10,682,559)
Total loans to customers and accrued interest receivables - net		220,492,332	203,982,075
Properties foreclosed - net	3.9	24,919	6,476
Investment properties	3.10	26,786	28,152
Premises and equipment - net	3.11	781,343	701,655
Right-of-use assets - net	3.12	458,450	294,841
Intangible assets - net	3.13	21,179	19,605
Deferred tax assets	3.30	326,574	186,494
Other assets	3.14	989,028	1,297,445
Total assets		275,101,646	250,914,715

The accompanying notes are an integral part of the financial statements.

TISCO Bank Public Company Limited
Statement of financial position (continued)
As at 31 December 2023

(Unit: Thousand Baht)

	Note	2023	2022
Liabilities and equity			
Liabilities			
Deposits	3.15	210,730,004	189,834,243
Interbank and money market items	3.16	8,396,179	6,519,575
Liabilities payable on demand		237,434	256,708
Derivatives liabilities	3.4	28,690	-
Debts issued and borrowings	3.17	7,876,122	7,876,919
Lease liabilities	3.18	455,918	289,593
Provisions	3.19	1,021,719	853,703
Accrued interest payable		1,365,209	545,034
Income tax payable		624,673	663,585
Dividend payable	4	2,525,095	3,372,938
Other liabilities	3.20	5,418,217	4,768,079
Total liabilities		238,679,260	214,980,377

The accompanying notes are an integral part of the financial statements.

TISCO Bank Public Company Limited
Statement of financial position (continued)
As at 31 December 2023

(Unit: Thousand Baht)

	Note	2023	2022
Equity			
Share capital			
Registered			
104 preference shares of Baht 10 each	3.21	1	1
921,567,588 ordinary shares of Baht 10 each		9,215,676	9,215,676
		<u>9,215,677</u>	<u>9,215,677</u>
Issued and fully paid-up			
104 preference shares of Baht 10 each	3.21	1	1
921,567,588 ordinary shares of Baht 10 each		9,215,676	9,215,676
		<u>9,215,677</u>	<u>9,215,677</u>
Share premium on ordinary shares		2,543,024	2,543,024
Other components of equity	3.23	338,636	300,977
Retained earnings			
Appropriated - statutory reserve		984,000	984,000
Unappropriated		23,341,049	22,890,660
Total equity		<u>36,422,386</u>	<u>35,934,338</u>
Total liabilities and equity		<u>275,101,646</u>	<u>250,914,715</u>
		-	-

The accompanying notes are an integral part of the financial statements.



Mr. Sakchai Peechapat
(Executive Director)




Mr. Metha Pingsuthiwong
(President)

TISCO Bank Public Company Limited
Statement of comprehensive income
For the year ended 31 December 2023

(Unit: Thousand Baht, except earnings per share expressed in Baht)

	Note	2023	2022
Profit or loss:			
Interest income	3.24	16,686,321	13,479,617
Interest expenses	3.25	(4,035,727)	(2,075,598)
Net interest income		<u>12,650,594</u>	<u>11,404,019</u>
Fee and service income		1,574,304	1,742,177
Fee and service expenses		(90,881)	(96,569)
Net fee and service income	3.26	<u>1,483,423</u>	<u>1,645,608</u>
Net gain on financial instruments measured at fair value through profit or loss	3.27	48,408	162,874
Net gain on investments	3.28	5,252	2,401
Penalty fee income from loans		112,528	161,608
Other operating income		151,824	133,595
Total operating income		<u>14,452,029</u>	<u>13,510,105</u>
Operating expenses			
Employee expenses		3,143,414	3,284,292
Premises and equipment expenses		1,180,133	1,122,130
Taxes and duties		334,318	246,784
Intercompany supporting fee expenses	3.32	2,799,969	2,404,686
Other operating expenses		716,554	580,973
Total operating expenses		<u>8,174,388</u>	<u>7,638,865</u>
Expected credit loss	3.29	167,956	109,741
Profit from operations before income tax expenses		<u>6,109,685</u>	<u>5,761,499</u>
Income tax expenses	3.30	1,221,247	1,150,794
Profit for the year		<u>4,888,438</u>	<u>4,610,705</u>

The accompanying notes are an integral part of the financial statements.

TISCO Bank Public Company Limited

Statement of comprehensive income (continued)

For the year ended 31 December 2023

(Unit: Thousand Baht, except earnings per share expressed in Baht)

	Note	2023	2022
Other comprehensive income:			
<i>Other comprehensive income to be reclassified</i>			
<i>to profit or loss in subsequent periods</i>			
Gain (loss) on valuation of investments in debt instruments			
measured at fair value through other comprehensive income	3.23	(2,172)	250
Income tax effects	3.30	434	(50)
Other comprehensive income to be reclassified			
to profit or loss in subsequent periods - net of income tax (loss)		(1,738)	200
<i>Other comprehensive income not to be reclassified</i>			
<i>to profit or loss in subsequent periods</i>			
Changes in surplus on revaluation of assets	3.23	51,573	-
Actuarial gain (loss)		-21,064	38,900
Income tax effects	3.30	-6,101	-7,780
Other comprehensive income not to be reclassified			
to profit or loss in subsequent periods - net of income tax		24,408	31,120
Other comprehensive income for the year			
		22,670	31,320
Total comprehensive income for the year			
		4,911,108	4,642,025
Earnings per share			
Basic earnings per share (Baht per share)	3.31	5.30	5.00

The accompanying notes are an integral part of the financial statements.

TISCO Bank Public Company Limited

Statement of cash flows

For the year ended 31 December 2023

(Unit: Thousand Baht)

	2023	2022
Cash flows from operating activities		
Profit from operations before income tax	6,109,685	5,761,499
Adjustments to reconcile profit from operations before income tax to net cash provided by (paid from) operating activities		
Depreciation and amortisation	224,623	228,957
Expected credit loss	1,568,631	2,521,126
Other provisions	40,698	-
Reversal of allowance for impairment of properties foreclosed	(82)	(146)
Gain on disposal of investments in securities	(987)	(360)
Unrealised (gain) loss on foreign exchange transactions and trading derivatives	211,987	(204,326)
Gain on financial instruments measured at fair value through profit or loss	(91,086)	(166,895)
Loss on changes in fair value of investment properties	865	-
Gain on disposal/write-off of equipment and intangible assets	(791)	(2,477)
Gain on disposal of properties foreclosed	(17,193)	(38,983)
Employee benefit expenses	119,252	78,702
Decrease in accrued income	22,504	1,533
Increase in accrued expenses	617,712	408,266
Net interest income	(12,650,594)	(11,404,019)
Dividend income	(48,311)	(48,144)
Cash received on interest income	16,362,706	13,316,573
Cash paid on interest expenses	(2,251,614)	(1,563,367)
Cash received on dividend income	48,311	48,144
Cash paid on income tax	(1,405,440)	(964,391)
Profit from operating activities before changes in operating assets and liabilities	8,860,876	7,971,692

The accompanying notes are an integral part of the financial statements.

TISCO Bank Public Company Limited
Statement of cash flows (continued)
For the year ended 31 December 2023

(Unit: Thousand Baht)

	2023	2022
Operating assets (increase) decrease		
Interbank and money market items	(8,056,905)	(10,002,621)
Loans to customers	(17,960,678)	(18,333,269)
Properties foreclosed	(18,361)	129,506
Other assets	288,185	(119,703)
Operating liabilities increase (decrease)		
Deposits	20,895,761	21,908,924
Interbank and money market items	1,876,604	(1,412,241)
Liabilities payable on demand	(19,274)	(17,724)
Short-term debts issued and borrowings	(797)	-
Provision for long-term employee benefits	(28,271)	(27,175)
Other liabilities	(751,803)	(656,163)
Net cash flows from (used in) operating activities	5,085,337	(558,774)
Cash flows from investing activities		
Cash paid for purchase of investments in securities	(5,769,080)	(9,854,783)
Cash received from disposal of investments in securities	6,126,506	13,537,591
Cash paid for purchase of building improvements, equipment and vehicles	(82,298)	(34,830)
Cash paid for purchase of intangible assets	(6,699)	(3,323)
Cash received from disposal of building improvements, equipment and vehicles	1,360	2,733
Net cash flows from investing activities	269,789	3,647,388
Cash flows from financing activities		
Cash received from issuance of long-term debentures	-	2,800,000
Cash paid for redemption of long-term debentures	-	(3,820,000)
Cash paid on lease liabilities	(172,544)	(168,035)
Dividend paid	(5,271,368)	(1,999,802)
Net cash flows used in financing activities	(5,443,912)	(3,187,837)
Net decrease in cash	(88,786)	(99,223)
Cash at beginning of the year	1,000,283	1,099,506
Cash at end of the year	911,497	1,000,283
	-	
Supplement cash flows information		
Non-cash transactions		
Right-of-use assets	328,992	70,043
Transfer-in of properties foreclosed in settlement of loans to customers	885,543	1,391,648

The accompanying notes are an integral part of the financial statements.

TISCO Bank Public Company Limited
Statement of changes in equity
For the year ended 31 December 2023

(Unit: Thousand Baht)

	Issued and fully paid-up		Share premium on ordinary shares	Other components of equity			Retained earnings		
	Preference shares	Ordinary shares		Surplus (deficit) on changes in value of investments			Appropriated	Unappropriated	Total
				measured at fair value through other comprehensive income	Surplus on revaluation of assets	Total			
Balance as at 1 January 2022	1	9,215,676	2,543,024	104	302,536	302,640	984,000	21,619,444	34,664,785
Dividend paid (Note 4)	-	-	-	-	-	-	-	(3,372,938)	(3,372,938)
Profit for the year	-	-	-	-	-	-	-	4,610,705	4,610,705
Other comprehensive income for the year	-	-	-	200	-	200	-	31,120	31,320
Total comprehensive income for the year	-	-	-	200	-	200	-	4,641,825	4,642,025
Transfer surplus on revaluation of assets to retained earnings	-	-	-	-	(1,863)	(1,863)	-	2,329	466
Balance as at 31 December 2022	1	9,215,676	2,543,024	304	300,673	300,977	984,000	22,890,660	35,934,338
Balance as at 1 January 2023	1	9,215,676	2,543,024	304	300,673	300,977	984,000	22,890,660	35,934,338
Dividend paid (Note 4)	-	-	-	-	-	-	-	(4,423,525)	(4,423,525)
Profit for the year	-	-	-	-	-	-	-	4,888,438	4,888,438
Other comprehensive income for the year (loss)	-	-	-	(1,738)	41,259	39,521	-	(16,851)	22,670
Total comprehensive income for the year (loss)	-	-	-	(1,738)	41,259	39,521	-	4,871,587	4,911,108
Transfer surplus on revaluation of assets to retained earnings	-	-	-	-	(1,862)	(1,862)	-	2,327	465
Balance as at 31 December 2023	1	9,215,676	2,543,024	(1,434)	340,070	338,636	984,000	23,341,049	36,422,386

The accompanying notes are an integral part of the financial statements.

For consideration of Agenda 4: To approve the appointment of the auditors and their remuneration for the year 2024

Pursuant to the Public Limited Companies Act B.E. 2535 and Section 43 of the Bank's Articles of Association which state that the annual general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Bank every year. The Audit Committee, in accordance with the Bank's External Auditor Selection Guidelines, had considered proposal for the appointment of the Bank's auditors for the year 2024. The Board of Directors concurred with the proposal of the Audit Committee and considered it appropriate for the meeting of shareholders to consider as follows.

To appoint the auditor

To consider appointing auditors of EY Office Limited for the year 2024, based on the quality of work, the firm's credentials, proficiency, and audit delivery timeframe. All nominated auditors must be approved by the Bank of Thailand. Any one of these auditors is authorized to certify the auditor's report. The proposed auditors and their profiles are presented herewith.

Name of auditors	CPA License Number	No. of working years with the Company
1. Ms. Saranya Pludsri	6768	1 year
2. Ms. Wanwilai Phetsang	5315	None <i>(Having never signed on the auditor's reports)</i>
3. Ms. Bongkot Kriangphanamorn	6777	None <i>(Having never signed on the auditor's reports)</i>

Auditors' Profile No. 1

Name	: Ms. Saranya Pludsri
Age	: 50 years
Education	: - Master Degree in Business Administration, Thammasat University - Bachelor Degree in Accounting, Thammasat University
CPA License Number	: 6768
Year of Registration	: 2008
Current Position	: 2017 - Present Audit Partner, EY Office Limited
Other Position	: None
Work Experiences	: 1996-Present EY Office Limited
Number of working years with TISCO Group	: 1 year
Direct or indirect benefit or interest in the Company, its subsidiaries, management, the Company's major shareholders or related persons	: None

Auditors' Profile No. 2

Name : Ms. Wanwilai Phetsang
Age : 52 years
Education : - Master Degree in Business Administration, Thammasat University
- Bachelor Degree in Accounting, Thammasat University
CPA License Number : 5315
Year of Registration : 1997
Current Position : Audit Partner, EY Office Limited
Other Position : None
Work Experiences : 2012-Present Audit Partner, EY Office Limited
1994-Present EY Office Limited
Number of working years with TISCO Group : None (*Having never signed on the auditor's reports*)
Direct or indirect benefit or interest in the Company, its subsidiaries, management, the Company's major shareholders or related persons : None

Auditors' Profile No. 3

Name : Ms. Bongkot Kriangphanamorn
Age : 47 years
Education : - Master Degree in Accounting, Thammasart University
- Bachelor Degree in Accounting, Chulalongkorn University
CPA License Number : 6777
Year of Registration : 2008
Current Position : Audit Partner, EY Office Limited
Other Position : None
Work Experiences : 2017-Present Audit Partner, EY Office Limited
1999-Present EY Office Limited
Number of working years with TISCO Group : None (*Having never signed on the auditor's reports*)
Direct or indirect benefit or interest in the Company, its subsidiaries, management, the Company's major shareholders or related persons : None

To approve the audit fees

To consider approving the audit fees for the year 2024 at total audit fees for the Bank will not be exceeding Baht 5,910,000 the following table exhibits details of audit fee;

	<i>(Unit: Baht)</i>		
	<u>Y2024</u>	<u>Y2023</u>	<u>Changes (%)</u>
	5,910,000	5,800,000	1.9

The total fee quoted by EY Office Limited for the year 2024 amounted to Baht 5,910,000 increases by 1.9% due to audit workload following the expansion of business loan portfolios and more new regulatory requirements that increase more complicated audit tasks.

For consideration of Agenda 5: To approve the number of directors and the election of directors

Candidate's Profile No. 1



Name - Surname	: Mr. Pliu Mangkornkanok
Proposed Director Status	: Non-Executive Director
Number of years holding directorship up to the present term (as of March, 31 2024)	: 15 years 6 months (First appointment in September 2008, Latest appointment in April 2023)
Age	: 76
Nationality	: Thai
Education	: - Master of Business Administration (Finance), University of California at Los Angeles, USA - Master of Science (Industrial Engineering), Stanford University, USA - Bachelor of Engineering (Industrial Engineering), Chulalongkorn University
Director Training	: <u>Training Courses/Seminars organized by Thai Institute of Directors</u> - Hot issue for Director: Climate Governance 2023 - Directors Leadership Certification Program 0/2021 - AGM in Pandemic Time - National Director Conference 2021 - Independent Director Forum: Tips and Tricks for Dealing with Questions in AGM - Board of the Year, Board of the Future - Tough Boardroom Situations - Independent Directors Share Lessons Learned - Social Responsibilities in Action - Board Matters and Trends - Director Briefing: Burning Issues Directors Need to Hear in the Year of the Dog - Strategic Board Master Class - Role of Financial Sector in Fighting Corruption - Audit Committee Program - Role of Chairman Program - Director Certification Program <u>Training Courses/Seminars organized by the Bank of Thailand (BOT) jointly with the Securities and Exchange Commission (SEC) and the Office of Insurance Commission (OIC)</u> - Cyber Resilience Leadership: Tone from the Top - Cyber Resilience Leadership: Herd Immunity - Cyber Resilience Leadership: SMART Goal <u>Training Courses/Seminars organized by SEC</u> - Cyber Armor: Cyber Incident Management: The Board's Essential Role
TISCO Bank Shareholding	: - None.

Meeting Attendance in 2023	:	- Board of Directors	6 out of 6 meetings (100%) (physical meeting: 5 / virtual meeting: 1)
Position in TISCO Group	:	- Chairman of the Board / Non-Executive Director, TISCO Financial Group Plc. - Chairman of the Board / Non-Executive Director, TISCO Bank Plc.	
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	:	- None.	
Position in Other Company with Conflict of Interest	:	- None.	
Position in Other Listed Company (1 company)	:	- Vice Chairman / Member of Human Resources Committee / Independent Director / Chairman of the Audit Committee, Star Petroleum Refining Plc.	
Position in Other Non-listed Company (3 companies)	:	- Director, Amata Spring Development Co., Ltd. - Director, Chuchawal-Royal Haskoning Co., Ltd. - Advisor, Design 103 International Ltd.	
Position in Other Organization (2 organizations)	:	- Vice Chairman, TISCO Foundation - Advisor, Sem Pringpuangkeo Foundation	
Work Experience (within 5 years)	:	- Independent Director, TISCO Financial Group Plc. - Independent Director, TISCO Bank Plc. - Director, Design 103 International Ltd. - Director, Sem Pringpuangkeo Foundation - Advisor, Thai Institute of Directors	

Candidate's Profile No.2



- Name - Surname : Assoc. Prof. Dr. Angkarat Priebjriwat
- Proposed Director Status : Non-Executive Director
- Number of years holding directorship up to the present term (as of March, 31 2024) : 15 years 6 months
(First appointment in September 2008, Latest appointment in April 2023)
- Age : 69
- Nationality : Thai
- Education : - Doctor of Philosophy (Accounting), New York University, USA
- Master of Science (Accounting), Thammasat University
- Bachelor of Business Administration (Accounting), Thammasat University
- Director Training : Training Courses/Seminars organized by Thai Institute of Directors
- Hot issue for Director: Climate Governance 2023
- IOD National Director Conference 2021
- Board of the Year, Board of the Future
- DCP Series: How to Develop a Winning Digital Strategy
- Audit Committee Forum: Learn, unlearn and relearn – Audit Committee in the Age of Disruption
- Role of Financial Sector in Fighting Corruption
- Driving Company Success with IT Governance
- Anti-Corruption for Executive Program (ACEP)
- Monitoring Fraud Risk Management Program
- Monitoring the System of Internal Control and Risk Management Program
- Role of Chairman Program
- Monitoring the Internal Audit Function Program
- Audit Committee Program
- Director Certification Program
- Director Accreditation Program
Training Courses/Seminars organized by Bank of Thailand
- IT Governance & Cyber Resilience
Training Courses/Seminars organized by the Bank of Thailand (BOT) jointly with the Securities and Exchange Commission (SEC) and the Office of Insurance Commission (OIC)
- Cyber Resilience Leadership: SMART Goal
Training Courses/Seminars organized by SEC
- Cyber Armor: Data-driven Cybersecurity and Intelligence Threats Assessment
- Cyber Armor: Cyber Threat Lessons Learned for Board of Directors
Training Courses/Seminars organized by Thai Institute of Directors with the Stock Exchange Thailand
- Director Forum “Engaging Board in ESG: The Path to Effective Sustainability”
- TISCO Bank Shareholding : - None.

Meeting Attendance in 2023	:	<ul style="list-style-type: none"> - Board of Directors 6 out of 6 meetings (100%) (physical meeting: 6 / virtual meeting: none) - Risk Oversight Committee 6 out of 6 meetings (100%) (physical meeting: none / virtual meeting: 6) - Joint Meeting for ROC and AC 1 out of 1 meeting (100%) (physical meeting: none / virtual meeting: 1)
Position in TISCO Group	:	<ul style="list-style-type: none"> - Chairperson of the Risk Oversight Committee / Chairperson of the Governance and Sustainability Committee / Non-Executive Director, TISCO Financial Group Plc. - Chairperson of the Risk Oversight Committee / Non-Executive Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	:	<ul style="list-style-type: none"> - None.
Position in Other Company with Conflict of Interest	:	<ul style="list-style-type: none"> - None.
Position in Other Listed Company (1 company)	:	<ul style="list-style-type: none"> - Independent Director / Member of the Audit Committee / Member of the Corporate Governance Committee, PTT Exploration and Production Plc.
Position in Other Non-listed Company (1 company)	:	<ul style="list-style-type: none"> - Director / Member of the Audit Committee, TSFC Securities Plc.
Position in Other Organization (4 organizations)	:	<ul style="list-style-type: none"> - Member of the Audit Committee, Thai Public Broadcasting Service (Thai PBS) - Government Accounting Standards Committee, Comptroller General's Department, Ministry of Finance - Advisor to Listed Company Regulatory Department, Stock Exchange of Thailand - Chairman of Subcommittee on Finance and Accounting of the Energy Conservation Fund, Ministry of Energy
Work Experience (within 5 years)	:	<ul style="list-style-type: none"> - Advisor to the Fundraising and the Listing and Disclosure Department, Securities and Exchange Commission - Independent Director / Member of the Audit Committee / Member of the Risk Management Committee, TOT Corporation Plc. - Member of Finance and Accounting Subcommittee, State Railway of Thailand - Director / Member of the Audit Committee, The Tourism Authority of Thailand - Independent Director, Bio Science Animal Health Co., Ltd. - Chairperson of the Risk Management Committee / Independent Director / Chairperson of the Audit Committee, COL Plc. - Independent Director / Member of Audit Committee / Chairperson of the Audit Committee, TISCO Financial Group Plc. - Independent Director / Member of Audit Committee / Chairperson of the Audit Committee, TISCO Bank Plc.

Candidate's Profile No.3



Name - Surname	:	Ms. PENCHUN JARIKASEM
Proposed Director Status	:	Independent Director
Number of years holding directorship up to the present term (as of March, 31 2024)	:	2 years 1 month (First appointment in April 2022, Latest appointment in April 2023)
Age	:	69
Nationality	:	Thai
Education	:	- Master of Business Administration, Thammasat University - Bachelor of Arts, Chulalongkorn University
Director Training	:	<u>Training Courses/Seminars organized by Thai Institute of Directors</u> - Advanced Audit Committee 47/2023 update - IT Governance and Cyber Resilience Program - Risk Management Program for Corporate Leaders - Board Matters and Trends - Ethical Leadership Program - Role of Chairman Program - Advanced Audit Committee Program - Director Certificated Program - Director Accreditation Program <u>Training Courses/Seminars organized by Capital Market Academy (CMA)</u> - Capital Market Academy Leadership (CMA 4)
TISCO Bank Shareholding	:	- None.
Meeting Attendance in 2023	:	- Board of Directors 6 out of 6 meetings (100%) (physical meeting: 6 / virtual meeting: none) - Audit Committee 13 out of 13 meetings (100%) (physical meeting: 13 / virtual meeting: none) - Joint Meeting for ROC and AC 1 out of 1 meeting (100%) (physical meeting: none / virtual meeting: 1)
Position in TISCO Group	:	- Chairperson of the Audit Committee / Member of the Nomination and Compensation Committee / Independent Director, TISCO Financial Group Plc. - Chairperson of the Audit Committee / Independent Director, TISCO Bank Plc.
Position in Other Company with Conflict of Interest	:	- None.
Position in Other Listed Company (2 companies)	:	- Independent Director / Chairperson of the Audit Committee, PTT Exploration and Production Plc. - Independent Director / Chairperson of the Audit Committee, Osotspa Plc.
Position in Other Non-listed Company (1 company)	:	- Independent Director / Chairperson of the Audit Committee, Ritta Holdings Co., Ltd.
Position in Other Organization (1 organization)	:	- Advisory Committee for Fund Raising and Listed Company Oversight, The Securities and Exchange Commission (SEC)

- Work Experience (within 5 years)** :
- Subcommittee on Finance and Accounting, The Energy Conservation Fund
 - Member of Audit Committee / Chairperson of the Risk Management Committee / Advisor, PTT Exploration and Production Plc.
 - The working group established to resolve accounting issues, The Energy Conservation Fund
 - Subcommittee on Consideration of Debt Securities, Derivatives and Structured Products, The Securities and Exchange Commission (SEC)
 - Director / Chairperson of the Finance and Accounting Subcommittee, State Railway of Thailand
 - Subcommittee for Finance and Budgeting Improvement, Office of The Public Sector Development Commission (OPDC)
 - Member of the Audit Committee, TISCO Financial Group Plc.
 - Member of the Audit Committee, TISCO Bank Plc.

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Candidate's Profile No.4



Name - Surname	:	Ms. Pongpen Ruengvirayudh	
Proposed Director Status	:	Independent Director	
Number of years holding directorship up to the present term (as of March, 31 2024)	:	2 years 1 month	(First appointment in April 2022, Latest appointment in April 2023)
Age	:	69	
Nationality	:	Thai	
Education	:	<ul style="list-style-type: none"> - Master of Business Administration, Thammasat University - Master of Business Administration (Finance), Katholieke University, Belgium - Bachelor of Business Administration, Thammasat University 	
Director Training	:	<p><u>Training Courses/Seminars organized by Thai Institute of Directors</u></p> <ul style="list-style-type: none"> - IOD's National Director Conference 2023: Delivering "Net Zero" Together - Director's Briefing topic on Sustainability trends in business across industries - Hot issue for Director: Climate Governance - Risk Management Program for Corporate Leaders - Director Certification Program <p><u>Training Courses/Seminars organized by the Bank of Thailand (BOT) jointly with the Securities and Exchange Commission (SEC) and the Office of Insurance Commission (OIC)</u></p> <ul style="list-style-type: none"> - Cyber Resilience Leadership: SMART Goal <p><u>Training Courses/Seminars organized by SEC</u></p> <ul style="list-style-type: none"> - Easy Listening: Accounting Knowledge that AC should not miss 2022 (online) - Cyber Armor: Capital Market Board Awareness 2023": Cyber Incident Management: The Board's Essential Role <p><u>Training Courses/Seminars organized by Thai Institute of Directors with the Stock Exchange Thailand</u></p> <ul style="list-style-type: none"> - Director Forum "Engaging Board in ESG: The Path to Effective Sustainability" <p><u>Training Courses/Seminars organized by the Thai Institute of Directors (IOD) jointly with the Stock Exchange Thailand (SET) and the SEC</u></p> <ul style="list-style-type: none"> - AC Forum 2023 | Detection of Accounting Irregularities in Fast Growing Business: The Role of Audit Committee <p><u>Training Courses/Seminars organized by the Federation of Accounting Professions (TFAC) jointly with the SEC with the SET with the IOD and with TLCA</u></p> <ul style="list-style-type: none"> - The importance of the audit committee and confidence in the Thai capital market 	
TISCO Bank Shareholding	:	- None.	
Meeting Attendance in 2023	:	- Board of Directors	6 out of 6 meetings (100%) (physical meeting: 5 / virtual meeting: 1)
		- Audit Committee	13 out of 13 meetings (100%) (physical meeting: 11 / virtual meeting: 2)

- Joint Meeting for ROC and AC 1 out of 1 meeting (100%)
(physical meeting: none / virtual meeting: 1)
- Position in TISCO Group** : - Lead Independent Director / Member of the Audit Committee / Member of the Governance and Sustainability Committee / Independent Director, TISCO Financial Group Plc.
- Member of the Audit Committee / Independent Director, TISCO Bank Plc.
- Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest** : - None.
- Position in Other Company with Conflict of Interest** : - None.
- Position in Other Listed Company (1 company)** : - Independent Director / Member of the Audit Committee, SCG Packaging Plc.
- Position in Other Non-listed Company** : - None.
- Position in Other Organization (4 organizations)** : - Chairperson of the Monetary Policy Subcommittee, Thai Health Promotion Foundation
- Associate Judge, Central Intellectual Property and International Trade Court
- Chairperson of the Investment Seeking Benefits from Money and Assets Supervision Subcommittee, Equitable Education Fund
- Qualified member, Dhurakij Pundit University Council
- Work Experience (within 5 years)** : - Honorary Director of the Corporate Bond Stabilization Fund (BSF) Committee / Chairperson of the Supervisory Board of ABF Thailand Bond Index Fund (ABFTH), The Bank of Thailand
- Member of the Investment Management Subcommittee, Social Security Fund
- Member of Risk Management Subcommittee / Director, Government Pension Fund
- Chairperson, Sukhumvit Asset Management Co., Ltd.
- Director / Chairperson of the Executive Board / Chairperson of the Corporate Governance Committee, Government Savings Bank
- Member of the National Wage Committee No. 19, Ministry of Labor

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Candidate's Profile No. 5



- Name - Surname : Assoc. Prof. Dr. Sillapaporn Srijunpetch
- Proposed Director Status : Independent Director
- Number of years holding directorship up to the present term (as of March, 31 2024) : 1 year 8 months
(First appointment in June 2022, Latest appointment in April 2023)
- Age : 61
- Nationality : Thai
- Education : - Doctor of Philosophy (Accounting), Manchester Business School, University of Manchester, UK
- Master of Business Administration, The George Washington University, U.S.A
- Master of Accounting, Thammasat University
- Bachelor of Accounting (Honors), Thammasat University
- Director Training : Training Courses/Seminars organized by Thai Institute of Directors
- Director Briefing 4/2023: Building a Cyber-Resilient Board: Strategies for Effective Cybersecurity Oversight
Training Courses/Seminars organized by the Thai Institute of Directors (IOD) jointly with the Stock Exchange Thailand (SET) and the SEC
- AC Forum 2023 | Detection of Accounting Irregularities in Fast Growing Business: The Role of Audit Committee
- TISCO Bank Shareholding : - None -
- Meeting Attendance in 2023 : - Board of Directors 6 out of 6 meetings (100%)
(physical meeting: 6 / virtual meeting: none)
- Audit Committee 13 out of 13 meetings (100%)
(physical meeting: 13 / virtual meeting: none)
- Joint Meeting for ROC and AC 1 out of 1 meeting (100%)
(physical meeting: none / virtual meeting: 1)
- Position in TISCO Group : - Member of the Audit Committee / Independent Director, TISCO Financial Group Plc.
- Member of the Audit Committee / Independent Director, TISCO Bank Plc.
- Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest : - None.
- Position in Other Company with Conflict of Interest : - None.
- Position in Other Listed Company (1 organization) : - Independent Director, Member of the Audit Committee and Member of the Corporate Governance Committee, Principal Capital Plc.
- Position in other non-listed company : - None.
- Position in Other Organization (3 organizations) : - Chair of the Accounting Education and Technology Committee, Federation of Accounting Professions under The Royal Patronage of His Majesty the King
- Member of the Audit Committee / Independent Director, The Thailand Automotive Institute

- Member of the Audit Committee / Independent Director, Institute for Small and Medium Enterprises Development

Work Experience (within 5 years) : - Member of the Audit Committee / Independent Director, CS LOXINFO Plc.
 - Faculty Member of Department of Accounting, Faculty of Commerce and Accountancy, Thammasat University

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Candidate's Profile No.6



Name - Surname	:	Mr. Kanich Punyashtithi
Proposed Director Status	:	Independent Director
Number of years holding directorship up to the present term (as of March, 31 2024)	:	2 years 11 months (First appointment in April 2021, Latest appointment in April 2023)
Age	:	55
Nationality	:	Thai
Education	:	<ul style="list-style-type: none"> - Master of Laws (cum laude), The Catholic University Leuven, Belgium - Master of Laws, The University of Michigan, USA - Master of Laws, Harvard University, USA - Bachelor of Laws, Chulalongkorn University
Director Training	:	<ul style="list-style-type: none"> <u>Training Courses/Seminars organized by Thai Institute of Directors</u> <ul style="list-style-type: none"> - Director Certification Program - Director Accreditation Program - Board Nomination and Compensation Program <u>Training Courses/Seminars organized by Thailand Institute of Justice</u> <ul style="list-style-type: none"> - High Level Justice Process Administrators Certificate Class 17 <u>Training Courses/Seminars organized by SEC</u> <ul style="list-style-type: none"> - Cyber Armor: Capital Market Board Awareness No.2 <u>Training Courses/Seminars organized by National Defense College (THAILAND)</u> <ul style="list-style-type: none"> - National Defense Course (NDC), Class 64
TISCO Bank Shareholding	:	- None.
Meeting Attendance in 2023	:	- Board of Directors 6 out of 6 meetings (100%) (physical meeting: 6 / virtual meeting: none)
Position in TISCO Group	:	<ul style="list-style-type: none"> - Member of the Governance and Sustainability Committee / Member of the Nomination and Compensation Committee / Independent Director, TISCO Financial Group Plc. - Independent Director, TISCO Bank Plc.
Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest	:	- None.
Position in Other Company with Conflict of Interest	:	- None.
Position in Other Listed Company (1 company)	:	- Independent Director / Member of the Audit Committee / Member of the Nomination and Compensation Committee, Thai President Foods Plc.
Position in Other Non-listed Company (6 companies)	:	<ul style="list-style-type: none"> - Independent Director / Member of the Audit Committee /Chairman of Corporate Governance Committee, Muang Thai Life Assurance Plc. - Director, B.Grimm S.Napa Solar Power Co., Ltd. - Director, SNC (2015) Co., Ltd. - Legal Advisor, Siam Piwat Co., Ltd.

- Legal Advisor, S. Napa (Thailand) Co., Ltd.
 - Legal Advisor, Global Utilities Service Co., Ltd.
- Position in Other Organization (7 organizations)** :
- Committee Member, Consideration and Reformation Committee of Partnership and Companies Law
 - Director, Chitralada Technology Institute
 - Director, The National Identity Foundation
 - Director, Prince Mahidol Foundation
 - Director, H.R.H. Princess Maha Chakri Sirindhorn Foundation for Chitralada School
 - Vice Chairman, Rajpracha Samasai School Foundation
 - Director, H.R.H. Princess Maha Chakri Sirindhorn Foundation for the Faculty of Arts, Chulalongkorn University
- Work Experience (within 5 years)** :
- Independent Director / Chairman of Nomination and Remuneration Committee / Member of the Audit Committee, Thitikorn Plc.
 - Assistant Professor / Vice Dean, Chulalongkorn University
 - Director, Law Reform Commission of Thailand Committee
 - Director, Pangjee Design Co., Ltd.

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Candidate's Profile No.7



- Name - Surname : Assoc. Prof. Dr. Vara Varavithya
- Proposed Director Status : Independent Director
- Number of years holding directorship up to the present term (as of March, 31 2024) : 1 year 3 months
(First appointment in December 2022, Latest appointment in April 2023)
- Age : 55
- Nationality : Thai
- Education : - Doctor of Philosophy (Computer Engineering), Iowa State University, USA
- Master of Computer Engineering, Iowa State University, USA
- Bachelor of Engineering (First-Class Honors), King Mongkut's University of Technology North Bangkok
- Director Training : Training Courses/Seminars organized by Thai Institute of Directors
- Director Certification Program 349/2023
Training Courses/Seminars organized by the Bank of Thailand (BOT) jointly with the Securities and Exchange Commission (SEC) and the Office of Insurance Commission (OIC)
- Cyber Resilience Leadership: SMART Goal
Training Courses/Seminars organized by the Securities and Exchange Commission (SEC)
- Cyber Armor: Capital Market Board Awareness 2023: Cyber Incident Management: The Board's Essential Role
- TISCO Bank Shareholding : - None.
- Meeting Attendance in 2023 : - Board of Directors 6 out of 6 meetings (100%)
(physical meeting: 5 / virtual meeting: 1)
- Risk Oversight Committee 6 out of 6 meetings (100%)
(physical meeting: none / virtual meeting: 6)
- Joint Meeting for ROC and AC 1 out of 1 meeting (100%)
(physical meeting: none / virtual meeting: 1)
- Position in TISCO Group : - Member of the Risk Oversight Committee / Independent Director, TISCO Financial Group Plc.
- Member of the Risk Oversight Committee / Independent Director, TISCO Bank Plc.
- Position in Rival Companies/ Connected Business that may Cause Conflicts of Interest : - None.
- Position in Other Company with Conflict of Interest : - None.
- Position in Other Listed Company : - None.

- Position in other non-listed company : - None.
- Position in Other Organization : - Dean, Faculty of Digital Technology, Chitralada Technology Institute
(1 organization)
- Work Experience (within 5 years) : - Faculty Member of the Department of Digital Technology, Chitralada
Technology Institute
- Faculty Member of the Department of Electrical Engineering, King
Mongkut's University of Technology North Bangkok

Additional qualification for independent director

Type of relationship with the Company	Yes	No
1. Being close relative of management or major shareholder of the Company or its subsidiaries		✓
2. Having the following relationship with the Company, parent company, subsidiary company, associated company or any juristic persons who might have a conflict of interest at present or during the past 2 years;		
2.1 Taking part in the management or being an employee, staff member, advisor who receives a regular salary		✓
2.2 Being professional services provider, e.g. auditor, legal advisor		✓
2.3 Having business relation that is material and could be barrier to independent judgment		✓

Candidate's Profile No.8



Name - Surname : Mr. Chi-Hao Sun (Howard Sun)

Proposed Director Status : Executive Director

Number of years holding directorship up to the present term (as of March, 31 2024) : 12 years 8 months
(First appointment in June 2011, Latest appointment in April 2023)

Age : 47

Nationality : Taiwanese

Education : - Master of Science (Finance), Bentley University, USA
- Master of Business Administration, Boston University, USA
- Bachelor of Arts (Economics), Taipei University, Taiwan

Director Training : - None.

TISCO Bank Shareholding : - None.

Meeting attendance in 2023 : - Board of Directors 6 out of 6 meetings (100%)
(physical meeting: 6 / virtual meeting: none)
- Executive Board 12 out of 12 meetings (100%)
(physical meeting: 6 / virtual meeting: 6)

Position in TISCO Group : - Member of the Executive Board / Executive Director, TISCO Financial Group Plc.
- Member of the Executive Board / Executive Director, TISCO Bank Plc.

Positions in Rival Companies/ Connected Business that May Cause Conflicts of Interest : - None.

Position in Other Company with Conflict of Interest : - None.

Position in Other Listed Company : - None.

Position in Other Non-listed Company (1 company) : - Senior Vice President, CDIB & Partners Investment Holding Corporation

Position in Other Organization : - None.

Work Experience (within 5 years) : - None.

Candidate's Profile No.9 (New)



Name : Mr. Makoto Honda

Proposed Director Status : Executive Director

Current Position : - None.

Number of years holding directorship up to the present term : - None.

Age : 59

Nationality : Japanese

Education : - Bachelor of Business Administration, Meiji University

Director Training : - None.

TISCO Bank Shareholding : - None.

Meeting attendance in 2023 : - No directorship in TISCO Financial Group Plc. and TISCO Bank Plc. -

Position in TISCO Group : - No directorship in TISCO Financial Group Plc. and TISCO Bank Plc. -

Positions in Rival Companies/ Connected Business that May Cause Conflicts of Interest : - None.

Position in Other Company with Conflict of Interest : - None.

Position in Other Listed Company (1 company) : - Executive officer and Vice President of International Business Unit, Tokyo Century Corporation

Position in Other Non-listed Company (2 companies) : - Management, PT Century Tokyo Leasing Indonesia
- Director, TISCO Tokyo Leasing Co., Ltd.

Position in Other Organization : - None.

Work Experience (within 5 years) : - Director, PT Big Ecommerce Bersama
- Director, PT Bumi Cakrawala Perkasa
- Managing Director, Mizuho Bank Ltd.

Candidate's Profile No.10



- Name - Surname : Mr. Sakchai Peechapat
- Proposed Director Status : Executive Director
- Number of years holding directorship up to the present term (as of March, 31 2024) : 6 years 11 months
(First appointment in April 2017, Latest appointment in April 2023)
- Age : 57
- Nationality : Thai
- Education : - Master of Business Administration (International Business), University of Hawaii at Manoa, USA
- Bachelor of Engineering (Civil Engineering), Kasetsart University
- Director Training : Training Courses/Seminars organized by Thai Institute of Directors
- Board Nomination and Compensation Program
- IOD National Director Conference 2021
- Innovating from Necessity: The Digital Business Building Imperative in the Current Crisis
- Board of the Year, Board of the Future
- Director Certification Program
- Director Accreditation Program
Training Courses/Seminars organized by Thailand Insurance Leadership
- Thailand Insurance Leadership Program (TILP)
Training Courses/Seminars organized by the Bank of Thailand (BOT) jointly with the Securities and Exchange Commission (SEC) and the Office of Insurance Commission (OIC)
- Cyber Resilience Leadership: Herd Immunity
Training Courses/Seminars organized by National Defense College (Thailand)
- National Defense Course (NDC), Class 66
- TISCO Bank Shareholding : - None.
- Meeting attendance in 2023 : - Board of Directors 6 out of 6 meetings (100%)
(physical meeting: 6 / virtual meeting: none)
- Executive Board 12 out of 12 meetings (100%)
(physical meeting: 12 / virtual meeting: none)
- Risk Oversight Committee 6 out of 6 meetings (100%)
(physical meeting: none / virtual meeting: 6)
- Joint Meeting for ROC and AC 1 out of 1 meeting (100%)
(physical meeting: none / virtual meeting: 1)
- Current Position : - Chairman of the Executive Board / Member of the Risk Oversight Committee / Executive Director / Group Chief Executive, TISCO Financial Group Plc.
- Chairman of the Executive Board / Member of the Risk Oversight Committee / Executive Director, TISCO Bank Plc.

Positions in Rival Companies/ Connected Business that May Cause Conflicts of Interest : - None.

Position in Other Company with Conflict of Interest : - None.

Position in Other Listed Company : - None.

Position in Other Non-listed Company (1 company) : - Independent Director, T.Man Pharmaceutical Plc.

Position in Other Organization (1 organization) : - Director, TISCO Foundation

Work Experience (within 5 years) : - Independent Director, AXA Insurance Plc.
- Chief Operating Officer / Senior Executive Vice President / President, TISCO Financial Group Plc.
- President, TISCO Bank Plc.

Candidate's Profile No.11



Name - Surname	:	Mr. Metha Pingsuthiwong
Proposed Director Status	:	Executive Director
Number of years holding directorship up to the present term (as of March, 31 2024)	:	3 years 0 month (First appointment in April 2021, Latest appointment in April 2023)
Age	:	57
Nationality	:	Thai
Education	:	- Master of Business Administration (Finance), University of Wisconsin-Milwaukee, USA - Bachelor of Engineering (Electrical Engineering), Chulalongkorn University
Director Training	:	<u>Training Courses/Seminars organized by Thai Institute of Directors</u> - Director Certification Program <u>Training Courses/Seminars organized by Bank of Thailand</u> - IT Governance & Cyber Resilience - Bangkok Sustainable Banking Forum <u>Training Courses/Seminars organized by Federation of Thai Capital Market Organizations</u> - Capital Market Outlook
TISCO Bank Shareholding	:	- None.
Meeting Attendance in 2023	:	- Board of Directors 6 out of 6 meetings (100%) (physical meeting: 6 / virtual meeting: none) - Executive Board 12 out of 12 meetings (100%) (physical meeting: 12 / virtual meeting: none) - Risk Oversight Committee 6 out of 6 meetings (100%) (physical meeting: none / virtual meeting: 6) - Joint Meeting for ROC and AC 1 out of 1 meeting (100%) (physical meeting: none / virtual meeting: 1)
Position in TISCO Group	:	- Member of the Executive Board / Executive Director / Chief Operating Officer, TISCO Financial Group Plc. - Member of the Executive Board / Member of the Risk Oversight Committee / Executive Director / President, TISCO Bank Plc.
Positions in Rival Companies/ Connected Business that May Cause Conflicts of Interest	:	- None.
Position in Other Company with Conflict of Interest	:	- None.
Position in Other Listed Company	:	- None.
Position in Other Non-listed Company (1 company)	:	- Director, Dole Thailand Ltd.
Position in Other Organization	:	- None.
Work Experience (within 5 years)	:	- Senior Executive Vice President / First Executive Vice President, TISCO Financial Group Plc.

- Senior Executive Vice President - Wealth management & Banking Services / First Executive Vice President - Retail Banking, TISCO Bank Plc.
- Chairman of the Board / Member of the Audit Committee / Director, TISCO Securities Co., Ltd.
- Chairman of the Board / Member of the Audit Committee / Director, TISCO Asset Management Co., Ltd.
- Director, K-Line (Thailand) Co., Ltd.

Definition of Independent Director

A person to be nominated or appointed as an independent director must comply with the announcement of the Bank of Thailand, the Capital Market Supervisory Board, the Securities and Exchange Commission, the Stock Exchange of Thailand, including qualifications according to the requirements as defined in the policy and guidelines of TISCO's Corporate Governance, all of which are summarized below.

1. holding shares not exceeding 0.50* per cent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director.
2. neither being nor having been a non-independent Director of TISCO, its subsidiary and affiliate, same-level subsidiary, or juristic person who may have conflict of interest, or has left from such status but for less than two years.
3. neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary, affiliate, or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years.
4. not being a person related by blood or registration under laws, (such as father, mother, spouse, sibling, and child, including spouse of the children) of executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary.
5. not having a business relationship as specified by the Capital Market Supervisory Board with the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, in the manner which may interfere with his independent judgment, and neither being nor having been a major shareholder, non-independent director or executive of any person having business relationship with the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two (2) years.
6. neither being nor having been an auditor of the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years.
7. neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiary, affiliate or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing relationship has ended not less than two years.
8. not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder.
9. not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary companies or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary companies.
10. not having any characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business affairs.
11. Not being an independent director for more than nine consecutive years in TISCO or its subsidiaries

** Remark: This requirement is stricter than the regulation of the Capital Market Supervisory Board, which stipulates a maximum of one percent.*

For consideration of Agenda 6: To approve the remuneration of directors

The Nomination and Compensation Committee of TISCO Financial Group Public Company Limited (“TISCO NCC”) shall review directors’ remuneration and consider appropriate remuneration for director every year for director(s) who do not hold any directorship in TISCO and/or is employee or holds full time position in TISCO Group of companies.

The Board concurs with the proposal of TISCO NCC and recommends the shareholders to approve the rates of remuneration for Directors and sub-committee members for the year 2024, shall remain at the same rate as that of 2023, except increasing meeting fee rate for the Chairman of the Board which was appropriate with the scope of duties and responsibilities, as follows.

1. The monthly compensation for the Board of Directors remains at Baht 260,000 for Chairman of the Board and Baht 60,000 for Directors.
2. The meeting fee rate for the Board of Directors will be increased to Baht 75,000 for Chairman of the Board and retains at Baht 55,000 for Directors.
3. The meeting fee rate for sub-committees remains at Baht 75,000 per meeting for the Chairperson of the Executive Board, the Chairperson of the Audit Committee, and the Chairperson of the Risk Management Committee. The other members of sub-committees shall receive a meeting fee of Baht 55,000 per meeting.
4. Retaining the non-monetary benefits offered to directors include group life and accident insurance or health insurance or travel insurance or medical benefits as appropriate, and Directors & Officers Liability Insurance, to be valid until amended.

Summary of the monetary benefits and the non-monetary benefits are as follows.

- Monetary Remuneration

(Unit: Baht)

	April 2023 - Present		Proposed to AGM 2024		Changed (percentage)
	Monthly Fee	Meeting Fee	Monthly Fee	Meeting Fee	
Board of Directors					
Chairman	260,000	70,000	260,000	75,000	Meeting fee increased by 7%
Member	60,000	55,000	60,000	55,000	-
Executive Board					
Chairman	None	75,000	None	75,000	-
Member	None	55,000	None	55,000	-
Risk Oversight Committee					
Chairperson	None	75,000	None	75,000	-
Member	None	55,000	None	55,000	-
Audit Committee					
Chairperson	None	75,000	None	75,000	-
Member	None	55,000	None	55,000	-

- Non-monetary Remuneration

1. Group life and accident insurance, or health insurance, or travel insurance, or medical benefits as appropriate
2. Directors & Officers Liability Insurance (D&O).

The scope of authority, duties, and responsibilities of the Board of Directors, Chairman of the Board, all Board Committees, as well as individual remuneration are shown in Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report) or the Bank's website at www.tisco.co.th.

Profile of Independent Directors to be appointed as a Proxy No. 1

Name - Surname : Ms. PENCHUN JARIKASEM
 Type of Director / Current Position : Independent Director, Chairperson of Audit Committee
 Age : 69
 Address : 48/2 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500
 Positions in Rival Companies/ Connected Business that may Cause Conflicts of Interest : - None -
 TISCO Shareholding : - None -
 Special Interest in any agenda : - Agenda 5: To approve the number of directors and the election of directors
 - Agenda 6: To approve the remuneration of directors

Profile of Independent Directors to be appointed as a Proxy No. 2

Name - Surname : Ms. PONGPEN RUENGVIROYUDH
 Type of Director / Current Position : Independent Director, Audit Committee Member
 Age : 69
 Address : 48/2 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500
 Positions in Rival Companies/ Connected Business that may Cause Conflicts of Interest : - None -
 TISCO Shareholding : - None -
 Special Interest in any agenda : - Agenda 5: To approve the number of directors and the election of directors
 - Agenda 6: To approve the remuneration of directors

Profiles of independent directors to be appointed as a Proxy No. 3

Name - Surname : Assoc. Prof. Dr. SILLAPAPORN SRIJUNPETCH
 Type of Director / Current Position : Independent Director / Audit Committee Member
 Age : 61
 Address : 48/2 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500
 Positions in Rival Companies/ Connected Business that may Cause Conflicts of Interest : - None -
 TISCO Shareholding : - None -
 Special Interest in any agenda : - Agenda 5: To approve the number of directors and the election of directors
 - Agenda 6: To approve the remuneration of directors

Remarks:

- Shareholders should study details of meeting agenda before making the decision to assign a proxy.
- If you grant proxy status to any of the foregoing directors of the Bank to attend the meeting and vote on your behalf, please refer to the Procedures for Meeting Attendance via Electronic Media, per Annex 9 by submitting the request form via electronic media or sending a well-completed proxy form together with identity verification documents to the Bank in advance of the scheduled meeting date. The Bank directors who are proxy holders affirm that they will perform in accordance with the action assigned by the shareholders who have granted them a proxy.
- Detailed profiles of the above three directors are shown in the Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report) and can be found on the Bank's website, www.tisco.co.th

Proxy Form A

(Baht 20 of duty stamp must be affixed)

Written at _____
Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
Residing at _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____

(2) Being a shareholder of **TISCO Bank Public Company Limited** holding a total number of _____ shares,
having the voting right equals to _____ votes as follows:
Common share _____ shares, equal to voting right of _____ Votes
Preferred share _____ shares, equal to voting right of _____ votes

(3) hereby appoint

(1) _____ Age _____ years
Residing at _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____ ; or

(2) _____ Age _____ years
Residing at _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____ ; or

(3) _____ Age _____ years
Residing at _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____

anyone of the above as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2024 on Thursday, April 18, 2024 at 10:00 hours at the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand, and via electronic media (in a form of Hybrid Meeting), or any adjournment thereof to any other date, hour, and venue.

Any business carried on by the proxy holder in the said meeting, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed _____ Proxy Grantor Signed _____ Proxy Holder
(_____) (_____)

Signed _____ Proxy Holder Signed _____ Proxy Holder
(_____) (_____)

****IMPORTANT****

Please attach the copy of ID card duly certified by shareholder and proxy.



Remarks:

1. A proxy grantor must appoint and authorize only one proxy holder to attend and vote at the meeting. The total number of shares held by such proxy grantor may not be split for more than one proxy in order to separate votes.
2. *An individual shareholder who wishes to appoint the Bank's independent directors*, please submit the original copy of the completed proxy form together with all required documents, of shareholders, as described in the Guidelines and Identification Document Required for Meeting Attendance, per Annex 8.
3. *An individual shareholder who wishes to appoint the individual or juristic person*, please submit the original copy of the completed proxy form together with all required documents, of shareholders and proxy holder, as described in the Guidelines and Identification Document Required for Meeting Attendance, per Annex 8.
4. A shareholder may appoint Independent Directors to be the proxy as follow; (*details of directors as shown in Annex 6*)
 - 1) Ms. Penchun Jarikasem
 - 2) Ms. Pongpen Ruengvirayudh
 - 3) Assoc. Prof. Dr. Sillapaporn Srijunpetch

Please return your completed proxy well form together with all required documents to the Corporate Secretariat Office
by 17:00 hours of Thursday, April 11, 2024 (as postmarked by Thailand Post)
to allow sufficient time for the Bank's document verification process.

Proxy Form B

(Baht 20 of duty stamp must be affixed)

Written at _____
Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
Residing at _____

(2) Being a shareholder of **TISCO Bank Public Company Limited** holding a total number of _____ shares,
having the voting right equals to _____ votes as follows:
Common share _____ shares, equal to voting right of _____ votes
Preferred share _____ shares, equal to voting right of _____ votes

(3) hereby appoint

(1) _____ Age _____ years
Address _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____ ; or

(2) _____ Age _____ years
Address _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____ ; or

(3) _____ Age _____ years
Address _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____

anyone of the above as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2024 on Thursday, April 18, 2024 at 10:00 hours at the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand, and via electronic media (hybrid meeting), or any adjournment thereof to any other date, hour, and venue.

(4) I/We hereby authorize the proxy holder to vote on my/our behalf at the meeting as follows:
Agenda 1 To ratify the Board of Directors' business activities conducted in 2023
 (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
 (b) Proxy holder shall vote in accordance with my/our intention as follows:
 For Against Abstain

Agenda 2 To approve the Statement of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2023
 (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
 (b) Proxy holder shall vote in accordance with my/our intention as follows:
 For Against Abstain

Agenda 3 To approve the appropriation of profit arising from year 2023 operations and dividend payment
 (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
 (b) Proxy holder shall vote in accordance with my/our intention as follows:
 For Against Abstain
and acknowledge the interim dividend payment

Agenda 4 To approve the appointment of the auditors and their remuneration for the year 2024

- (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- (b) Proxy holder shall vote in accordance with my/our intention as follows:
- For Against Abstain

Agenda 5 To approve the number of directors and the appointment of directors

- (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- (b) Proxy holder shall vote in accordance with my/our intention as follows:

5.1 To approve the number of directors at 11

- For Against Abstain

5.2 To approve the election of directors *(Please refer to the Bank's Articles of Association as detailed in Annex 10)*

Total number of shares held: _____ equal to voting rights for director election of: _____ votes

Electing all directors by equally splitting votes for each director

Electing certain director(s) by splitting votes as follows:

1. Mr. Pliu Mangkornkanok	<input type="checkbox"/> For	_____	votes
2. Assoc. Prof. Dr. Angkarat Priebjrivat	<input type="checkbox"/> For	_____	votes
3. Ms. PENCHUN Jarikasem	<input type="checkbox"/> For	_____	votes
4. Ms. Pongpen Ruengvirayudh	<input type="checkbox"/> For	_____	votes
5. Assoc. Prof. Dr. Sillapaporn Srijunpetch	<input type="checkbox"/> For	_____	votes
6. Mr. Kanich Punyashthiti	<input type="checkbox"/> For	_____	votes
7. Assoc. Prof Dr. Vara Varavithya	<input type="checkbox"/> For	_____	votes
8. Mr. Chi-Hao Sun	<input type="checkbox"/> For	_____	votes
9. Mr. Makoto Honda	<input type="checkbox"/> For	_____	votes
10. Mr. Sakchai Peechapat	<input type="checkbox"/> For	_____	votes
11. Mr. Metha Pingsuthiwong	<input type="checkbox"/> For	_____	votes
	Total	_____	votes

Agenda 6 To approve the remuneration of directors

- (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- (b) Proxy holder shall vote in accordance with my/our intention as follows:
- For Against Abstain

- (5) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.
- (6) In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendas specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed _____	Proxy Grantor	Signed _____	Proxy Holder
(_____)		(_____)	
Signed _____	Proxy Holder	Signed _____	Proxy Holder
(_____)		(_____)	

****IMPORTANT****

Please attach the copy of ID card duly certified by shareholder and proxy



Remarks:

1. A proxy grantor must appoint and authorize only one proxy holder to attend and vote at the meeting. The total number of shares held by such proxy grantor may not be split for more than one proxy in order to separate votes.
2. In agenda regarding the appointment of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
3. In case there is any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form B.
4. **An individual shareholder who wishes to appoint the Bank's independent directors**, please submit the original copy of the completed proxy form together with all required documents, of shareholders, as described in the Guidelines and Identification Document Required for Meeting Attendance, per Annex 8.
5. **An individual shareholder who wishes to appoint the individual or juristic person**, please submit the original copy of the completed proxy form together with all required documents, of shareholders and proxy holder, as described in the Guidelines and Identification Document Required for Meeting Attendance, per Annex 8.
6. A shareholder may appoint Independent Directors to be the proxy as follow; *(details of directors as shown in Annex 6)*
 1. Ms. Penchun Jarikasem
 2. Ms. Pongpen Ruengvirayudh
 3. Assoc. Prof. Dr. Sillapaporn Srijunpetch

Please return your completed proxy well form together with all required documents to the Corporate Secretariat Office **by 17:00 hours of Thursday, April 11, 2024** (as postmarked by Thailand Post) to allow sufficient time for the Bank's document verification process.

Annex to Proxy Form B

Appointment if proxy by a shareholder of TISCO Bank Public Company Limited in connection with the Annual General Meeting of Shareholders for the year 2024 to be convened on Thursday, April 18, 2024 at 10:00 hours at the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand, and via electronic media (hybrid meeting), or any adjournment thereof to any other date, hour, and venue.

Agenda No. _____ Re: _____
 (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
 (b) Proxy holder shall vote in accordance with my/our intention as follows:
 For Against Abstain

Agenda No. _____ Re: _____
 (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
 (b) Proxy holder shall vote in accordance with my/our intention as follows:
 For Against Abstain

Agenda No. _____ Re: _____
 (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
 (b) Proxy holder shall vote in accordance with my/our intention as follows:
 For Against Abstain

Agenda No. _____ Re: _____
 (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
 (b) Proxy holder shall vote in accordance with my/our intention as follows:
 For Against Abstain

Agenda No. _____ Re: **The election of directors (continued)**
Name _____
 For _____ votes
Name _____
 For _____ votes
Name _____
 For _____ votes
Name _____
 For _____ votes
Name _____
 For _____ votes

Proxy Form C

(For foreign shareholders who have custodian in Thailand only)

(Baht 20 of duty stamp must be affixed)

Written at _____
Date _____ Month _____ Year _____

(1) I/We _____
Residing at _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____
as being the custodian of _____
who is a shareholder of TISCO Bank Public Company Limited, holding a total amount of _____ shares
and having the voting right equivalent to _____ votes, the details of which are as follows:
Common share _____ shares, having the voting right equivalent to _____ votes
Preferred share _____ shares, having the voting right equivalent to _____ votes

(2) hereby authorize

(1) _____ Age _____ years
Residing at _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____ ; or
(2) _____ Age _____ years
Residing at _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____ ; or
(3) _____ Age _____ years
Residing at _____ Road _____ Sub-district _____
District _____ Province _____ Postal Code _____

(3) I/We authorize the proxy holder to attend the meeting and vote as follows:
 Grant proxy the total amount of shares held and entitled to vote.
 Grant proxy the partial share held as follows:
 Common share _____ shares, entitled to voting right of _____ votes
 Preferred share _____ shares, entitled to voting right of _____ votes
Total voting rights _____ votes

anyone of the above as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2024 on Thursday, April 18, 2024 at 10:00 hours at the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand, and via electronic media (hybrid meeting), or any adjournment thereof to any other date, hour, and venue.

(4) I/We hereby authorize the proxy holder to vote on my/our behalf at the meeting as follows:
Agenda 1 To ratify the Board of Directors' business activities conducted in 2023
 (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
 (b) Proxy holder shall vote in accordance with my/our intention as follows:
 For _____ votes Against _____ votes Abstain _____ votes

**Agenda 2 To approve the Statement of Financial Position and Statement of Comprehensive Income
for the year ended December 31, 2023**

- (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- (b) Proxy holder shall vote in accordance with my/our intention as follows:
- For _____ votes Against _____ votes Abstain _____ votes

Agenda 3 To approve the appropriation of profit arising from the year 2023 operations and dividend payment

- (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- (b) Proxy holder shall vote in accordance with my/our intention as follows:
- For _____ votes Against _____ votes Abstain _____ votes
- and acknowledge the interim dividend payment**

Agenda 4 To approve the appointment of the auditors and their remuneration for the year 2024

- (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- (b) Proxy holder shall vote in accordance with my/our intention as follows:
- For _____ votes Against _____ votes Abstain _____ votes

Agenda 5 To approve the number of directors and the appointment of directors

- (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- (b) Proxy holder shall vote in accordance with my/our intention as follows:

5.1 To approve the number of directors at 11 (thirteen)

- For _____ votes Against _____ votes Abstain _____ votes

5.2 To approve the election of directors *(Please refer to the Bank's Articles of Association as detailed in Annex 10)*

Total number of _____ equal to voting rights _____ votes
shares held: _____ for director election of: _____

- Electing all directors by equally splitting votes for each director
- Electing certain director(s) by splitting votes as follows:

1. Mr. Pliu Mangkornkanok	<input type="checkbox"/>	For	_____	votes
2. Assoc. Prof. Dr. Angkarat Priebjrivat	<input type="checkbox"/>	For	_____	votes
3. Mr. Kanich Punyashthiti	<input type="checkbox"/>	For	_____	votes
4. Ms. Pongpen Ruengvirayudh	<input type="checkbox"/>	For	_____	votes
5. Ms. Penchun Jarikasem	<input type="checkbox"/>	For	_____	votes
6. Assoc. Prof. Dr. Sillapaporn Srijunpetch	<input type="checkbox"/>	For	_____	Votes
7. Assoc. Prof. Dr. Vara Varavithya	<input type="checkbox"/>	For	_____	Votes
8. Mr. Chi-Hao Sun	<input type="checkbox"/>	For	_____	votes
9. Mr. Makoto Honda	<input type="checkbox"/>	For	_____	votes
10. Mr. Sakchai Peechapat	<input type="checkbox"/>	For	_____	votes
11. Mr. Metha Pingsuthiwong	<input type="checkbox"/>	For	_____	votes
		Total	_____	votes

Annex to Proxy Form C

(For foreign shareholders who have custodian in Thailand only)

Appointment if proxy by a shareholder of TISCO Bank Public Company Limited in connection with the Annual General Meeting of Shareholders for the year 2024 at 10:00 hours at the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand, and via electronic media (hybrid meeting), or any adjournment thereof to any other date, hour, and venue.

Agenda No. _____ Re: _____

- (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- (b) Proxy holder shall vote in accordance with my/our intention as follows:
 - For _____ votes Against _____ votes Abstain _____ votes

Agenda No. _____ Re: _____

- (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- (b) Proxy holder shall vote in accordance with my/our intention as follows:
 - For _____ votes Against _____ votes Abstain _____ votes

Agenda No. _____ Re: _____

- (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- (b) Proxy holder shall vote in accordance with my/our intention as follows:
 - For _____ votes Against _____ votes Abstain _____ votes

Agenda No. _____ Re: _____

- (a) Proxy holder is entitled to consider and cast the votes on my/our behalf in all respects as deemed appropriate
- (b) Proxy holder shall vote in accordance with my/our intention as follows:
 - For _____ votes Against _____ votes Abstain _____ votes

Agenda No. _____ Re: The election of directors (continued)

Name _____
 For _____ votes

Name _____
 For _____ votes

Name _____
 For _____ votes

Name _____
 For _____ votes

Name _____
 For _____ votes

Guidelines for Registration, Proxies, Documents or Evidence Required for Meeting Attendance,
Voting Process, and Vote Counting

Identity Verification Documents for Meeting Attendance

1. For Individual Shareholders

- 1.1 In case of attendance in person: A copy of document issued by a government agency, bearing the shareholder's photograph, which has not yet expired, such as identification card or driving license or passport, certified true and correct by the shareholder.
- 1.2 In case of appointed a proxy:
 - (1) The Proxy Form B, as per Annex 7 of the Notice of the Meeting, completely filled in and signed by the proxy grantor and the Proxy.
 - (2) A copy of identification document of the shareholder issued by a government agency, as specified in item 1.1 and certified true and correct by the proxy grantor.
 - (3) A copy of identification document of the proxy issued by a government agency, as specified in item 1.1 certified true and correct by the proxy.

2. For Juristic Shareholders

- 2.1 In case of attendance in person by the authorized representative:
 - (1) A copy of identification document of the director authorized to represent the company issued by a government agency containing details as specified in item 1.1, certified true and correct by the director.
 - (2) A copy of the juristic person certificate, issued by the Department of Business Development, Ministry of Commerce, of a shareholder, not longer than 6 months from the issue date of the certificate, certified true and correct by the director authorized to represent the company, affixed with the company seal (if any).
- 2.2 In case of appointed a proxy:
 - (1) The Proxy Form B, as per Annex 7 of the Notice of the Meeting, filled in and signed and sealed (if any) by the director authorized to represent the company and signed by the proxy.
 - (2) A copy of the juristic person certificate, issued by the Department of Business Development, Ministry of Commerce, of a shareholder, not longer than 6 months from the issue date of the certificate, certified true and correct by the director authorized to represent the company, affixed with the company seal (if any).
 - (3) A copy of identification document of the director authorized to represent the company issued by a government agency containing details as specified in item 1.1, certified true and correct by the directors.
 - (4) A copy of identification document of the proxy issued by a government agency containing details as specified in item 1.1, certified true and correct by the proxy.

3. For Non-Thai Shareholders or Juristic Persons Incorporated under Foreign Law

- (1) Shareholder or proxy, being a natural person, attending the meeting must a copy of identification card or passport for foreign national, certified true and correct by the shareholder or proxy.
- (2) Shareholder or proxy of the juristic person shall use a copy of the juristic person certificate, issued by a government agency in a country where the juristic person is located. There shall be a list of the directors authorized to represent the juristic person, together with binding conditions and location of Head Office, and a copy of identification card or passport, certified true and correct by the director authorized to represent the company.
- (3) The Proxy Form, Form C, attached to the Notice of the Meeting, filled in and signed by the proxy grantor and the proxy.

(4) English translation is required to be attached for any original document which is not made in English and such translation must be certified true and correct by the shareholder.

4. For Foreign Shareholders Appointing a Custodian in Thailand

- (1) All documents similar to those specified in item 3.(2) – 3.(3) above.
- (2) Power of Attorney granted by the shareholder authorizing the custodian to sign the Proxy Form on his/her behalf.
- (3) Letter certifying that the custodian, who signs the Proxy Form, is permitted to engage in the custodian business.

5. In Case Shareholders Deceased

In this case, the administrator of the deceased's estate attending the meeting in person or appointing a proxy to attend the meeting on his/her behalf must use a copy of the court order appointing him/her as administrator of the deceased's estate, signed by the authorized person.

6. In Case Shareholders are Minor

Their parents or legal guardians attending the meeting in person or appointing a proxy to attend the meeting on their behalf must use a copy of identification card or house particular, or birth certificate of their minors.

7. In Case Shareholders are Incompetent Persons or Quasi-incompetent Persons

The guardian or curator attending the meeting in person or appointing a proxy to attend the meeting on his/her behalf must use a copy of the court order appointing him/her as a guardian or curator, signed by the authorized person.

The Bank will refuse the registration and not allow the shareholder and/or the proxy to attend the meeting of shareholders in any of the following cases:

1. the issuing date of the photocopied Affidavit or Certificate of Incorporation of the shareholder (as referred to under clause 2.1 (b) and 2.2 (b) above) is later than one year prior to the date of this meeting of shareholders; or
2. the proxy form is not signed by the proxy grantor and/or the proxy; or
3. there is any change in material information contained in the proxy form without the proxy grantor's signature certifying on every change; or
4. the identification documents of the proxy grantor and/or the proxy required for the registration are lacking or incomplete.

The photocopy of your identification document you provided may contain Sensitive Personal Data, such as race, religion, blood type. The Bank has no intention or policy to collect, use and/or disclose your Sensitive Personal Data contained in such photocopy. You are advised to redact such data before submitting to the Bank. Otherwise, the Bank reserves the right to redact it. In case the Bank is unable to redact due to technical issues, the Bank shall collect such photocopy as being part of your identification document only.

The Bank reserves the right to request additional registration documents for verification.

Meeting Attendance

Channel 1 Instruction for attending the Annual General Meeting of Shareholders in the Conference Room, 12th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand (Physical Meeting)

The Bank will accept registration for attending the Annual General Meeting of Shareholders for the year 2024, from 08:30 hours onward, at 1st Floor, TISCO Tower, North Sathorn, per the attached map (Annex 14). The Bank has used the barcode system in the registration. For quicker registration, shareholders and/or proxies are requested to bring Invitation Letter with barcode attached to the Notice of the Meeting, for presenting to the registration officers on the meeting date.

Self-Attending

- 1.1 Contact the registration desk and submit the Invitation Letter with barcode, together with identification documents required for meeting attendance.
- 1.2 Receive voting ballots for each agenda item.

1. For Proxies

2.1 Appointment of Proxy

The Bank has provided Proxy Forms A, B, C for shareholders, as specified by the Department of Business Development, Ministry of Commerce. It shows clearly each item in order that the shareholders who are unable to attend the Meeting by themselves can consider appointing other persons, or any of the Bank's directors in the proposed list. The shareholder may appoint the following directors as proxy:

- | | |
|---|--|
| 1. Mr. Pliu Mangkornkanok | Chairman of the Board and Non-Executive Director |
| 2. Assoc. Prof. Dr. Angkarat Priebjrivat | Non-Executive Director and Chairperson of the Risk Oversight Committee |
| 3. Ms. PENCHUN Jarikasem | Independent Director and Chairperson of the Audit Committee |
| 4. Ms. Pongpen Ruengvirayudh | Independent Director and Member of the Audit Committee |
| 5. Assoc. Prof. Dr. Sillapaporn Srijunpetch | Independent Director and Member of the Audit Committee |
| 6. Mr. Sakchai Peechapat | Executive Director, Member of Risk Oversight Committee and Chairman of the Executive Board |

(Profiles of independent directors to be appointed as a proxy are in the Annex 6)

In this circumstance, the completed Proxy Form and Registration and Voting Form shall be returned to the Bank at least one business day in advance of the meeting date in order that the Forms are submitted to the directors who are appointed as a proxy for further action.

Shareholders may appoint more than one Proxy to ensure flexibility in cases where any of the Proxies are unable to attend the Meeting, another Proxy can attend the Meeting on his/her behalf. However, only one Proxy is eligible to attend the Meeting and cast vote. Splitting votes is not allowed, except for the case of foreign shareholder with custodian in Thailand. Voting by such shareholder may be split by specifying the number of "For" votes, "Against" votes or "Abstain" votes, with the sum of the votes not exceeding the total votes held, exercised or granted.

To cast vote in each agenda item, the shareholders or Proxies can only cast vote as "For" votes, "Against" votes or "Abstain" votes. Each Proxy Form can be used in the following cases:

- Proxy Form A is a simple and general form (for all shareholders)
- Proxy Form B clearly indicates items for voting by a proxy.
- Proxy Form C is used exclusively for foreign shareholders appointing the custodian in Thailand.

Such Proxy Forms can be downloaded from the Bank's website, www.tisco.co.th, or you can request the hard copy via the specified channel as per Annex 12.

2.2 Contact the documents checkpoint and submit the documents as follows.

- Registration Form with barcode and the proxy form, with only one of the above proxy forms, filled in correctly and completely signed by the proxy grantor and the proxy. The Bank will be responsible for Baht 20 stamp duty.
- Identification documents required for meeting attendance, as the case may be.

2.3 Contact registration desk, submit document as in 2.2, which has been verified.

- 2.4 Receive voting ballots for each agenda item.
- 2.5 For shareholders wishing to cancel the proxy appointment, please do so within April 11, 2024 at 17:00 hours, by submitting a notification letter together with identity verification documents to the Chairman of the Board via tisco_cs@tisco.co.th or registered post to Corporate Secretariat Office, TISCO Bank Plc., 7th Floor, 48/2 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500.

Channel 2 Instruction for attending the Annual General Meeting of Shareholders via Electronic Media (e-AGM)

1. Self-Attending via Electronic Media (e-AGM)

Please refer to Procedures for Meeting Attendance via Electronic Media, per Annex 9 by submitting a request form via electronic media from April 9, 2024, at 8:30 hours until the end of the meeting.

2. For Proxies to appoint other persons to attend via Electronic Media

- 2.1 The shareholders who are unable to attend the Meeting by themselves via Electronic Media can consider appointing other persons, or any of the Company's directors in the proposed list as specified in item 1.1-1.2 certified true and correct by the proxy.
- 2.2 In case of appointing the Company's directors as proxy, please refer to Procedures for Meeting Attendance via Electronic Media, per Annex 9 by submitting a request form via electronic media or sending a well-completed proxy form together with identity verification documents using the enclosed return envelope to the Company in advance of the schedule meeting date. This is to ensure orderly preparation for the meeting.
- 2.3 In case of appointing persons other than the Company's directors as proxy, please refer to the Procedures for Meeting Attendance via electronic Media, per Annex 9. The registration system will be available from April 9, 2024, at 8.30 hours until the end of the meeting.
- 2.4 The Bank will examine documents to confirm the right to attend the meeting. After passing the authentication process, the company will deliver a username and password with a Weblink to log in to the Annual General Meeting of Shareholders via Electronic Media. In this regard, the shareholders are kindly requested to refrain from disclosing your username and password to others. In case your username and password are lost or have not been received by April 15, 2024, please contact the Company immediately.
- 2.5 The registration system will be available 2 hours in advance before the opening of the meeting, the streaming will be start at 10.00 hours.
- 2.6 The Bank will be responsible for Baht 20 stamp duty.

Voting Process and Vote Counting Procedures

Voting Process

1. The Chairman of the Meeting shall propose the shareholders to cast their votes for each agenda item.
2. The shareholder and/or the proxy wishing to cast their votes as "Against" votes or "Abstain" votes are required to mark in a box as "Against" votes or "Abstain" votes on the ballots, and the ballots will be collected for counting with a barcode system.
3. The shareholder and/or the proxy, who will cast vote as "For" votes or do not indicate any mark on the ballots, will be assumed to have approved the agenda item as proposed by the Chairman. They do not have to submit the ballots to the officers. All ballots will be collected after the Meeting.
4. Shareholders, who "For" votes, cancel the most recent vote or do not cast vote, will be assumed to have approved the agenda item as proposed by the Chairman.
5. After announcement of the voting results, the voting of such agenda item shall be deemed completed.

6. For e-AGM, shareholders wishing to cast their votes as “For”, “Against” or “Abstain” can cast votes via electronic media or do not indicate any vote, will be assumed to have approved the agenda item as proposed, per details as in Annex 9.
7. In case of technical issues before or during the meeting, please contact Inventech Systems (Thailand) Co., Ltd., per details as in confirmation email.

Voting Counting Procedures

1. One share shall be counted one vote and the majority of votes shall be deemed a resolution, except as stated otherwise by law. In case a tie of votes, the Chairman shall have a deciding vote.
2. In counting the voting results for each agenda item, the Bank will deduct the total votes of shareholders or proxies attending the meeting via electronic media as “For” by deducting “Against and “Abstain” of votes from the total votes of shareholder entitled to vote attending the meeting and proxies.
3. The announcement of total votes counted, there will be announcement of votes counted as “For”, “Against”, and “Abstain”, invalid ballots and not entitled to vote. The total shares, under shareholders, present at the meeting both physically and via electronic media, will be counted. In case the shareholders leave the meeting while the meeting is in progress, the votes of such shareholders will be deducted from the system.
4. One share shall be counted one vote and the majority of votes shall be deemed a resolution for agenda of the number of directors. Voting on only one aspect with all voting rights shall not apply to voting for the appointment of directors in agenda of approving the number of directors and the appointment of directors. The shareholder and/or the proxy may vote to elect all directors by equally splitting votes for each director or specifying the number of votes for certain directors. The Bank has implemented cumulative voting for director appointment, as details are stated in Section 25 of the Bank’s Articles of Association, to allow minority shareholders to exercise their rights in the nomination of directors. The cumulative voting procedures are as follows;
 - (1) Each shareholder shall have a number of votes equal to the number of shares multiplied by the number of the directors to be elected.
 - (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director of directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number.
 - (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest and shall be elected as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining elections shall be made by drawing lots.

Example: A listed company has 1,000 paid-up shares holding by the following shareholders;

Mr. A holds	600 shares,
Ms. B holds	200 shares, and
Other 8 shareholders hold	200 shares

At the shareholders’ ordinary general meeting, the Company wishes to elect 3 directors. There are 3 existing directors due for retirement, namely Mr. Kanok, Mr. Hiran, and Mr. Annop. Mr. A, a major shareholder, proposes that the existing 3 directors are re-elected for another term. Meanwhile, Ms. B proposes a new director, Mr. Pitsanu, for election.

Voting example:

Mr. A has the right for	1,800 votes (600 shares x 3 directors)
Ms. B has the right for	600 votes (200 shares x 3 directors)
Other 8 shareholders have the right for	600 votes (200 shares x 3 directors)

Shareholders	Voting Results				Total Votes
	Mr. Kanok	Mr. Hiran	Mr. Annop	Mr. Pitsanu	
Mr. A	600	600	600	-	1,800
Ms. B	-	-	-	600	600
Other shareholders	200	200	-	200	600
Total	800	800	600	800	3,000

As a result, Mr. Kanok, Mr. Hiran and Mr. Pitsanu will be elected as directors.

As the above example, the cumulative voting for director election would allow minority shareholders to propose their candidates and elect them as representatives in the board of directors.

Contact for suggestions or questions related to the Annual General Meeting of Shareholders

In order for the meeting to begin as quickly as feasible and in compliance with the agenda prescribed by law. Your submitted questions will be taken into consideration at the meeting. You may submit recommendation or questions in advance of the meeting date on April 11, 2024 by using the question form as per Annex 11 and submitting it through the following channels:


- By email at tisco_cs@tisco.co.th, or
- By post to Corporate Secretariat Office, TISCO Bank Public Company Limited, 7th Floor, TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok 10500


During the meeting, shareholders who attend the meeting via Electronic Media can submit the recommendation or questions concerning the agenda of this meeting through the meeting system, per details as in Annex 9.

Guidelines for attending of Electronic Meeting by Inventech Connect

- I. In case shareholders and proxies to attend the meeting via electronic media.

Step for requesting Username & Password via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://serv.inventech.co.th/TISCOBANK152746R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 steps
 - Step 1 Fill in the information shown on the registration page
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, the system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**** Merge user accounts, please using the same email and phone number ****

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that **electronic registration will be available from April 9, 2024, at 8:30 a.m. onward until the meeting ends on April 18, 2024.**


3. The electronic conference system will be available on April 18, 2024 at 08:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors


For Shareholders who authorize one of the Bank's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Bank by mail to the following address. The proxy form and required documents shall be delivered to the Bank by within April 11, 2024 at 5.00 p.m.

Corporate Secretariat Office
TISCO Bank, 7th Floor, TISCO Tower,
48/2 North Sathorn Road, Silom, Bangrak, Bangkok 10500

If you have any problems with the software, please contact Inventech Call Center

 +66 2-931-9130

 @inventechconnect

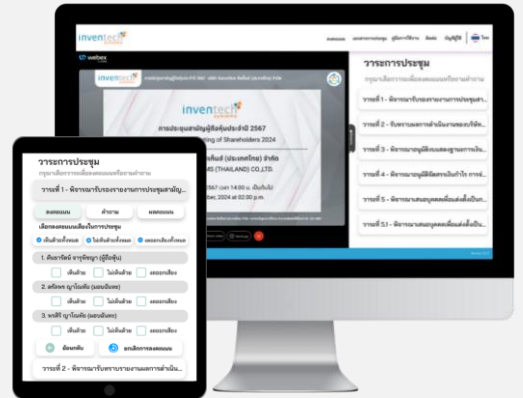
 The system available during 9 – 18 April 2024 at 08.30 a.m. – 05.30 p.m.
(Specifically excludes holidays and public holidays)



Report a problem
@inventechconnect

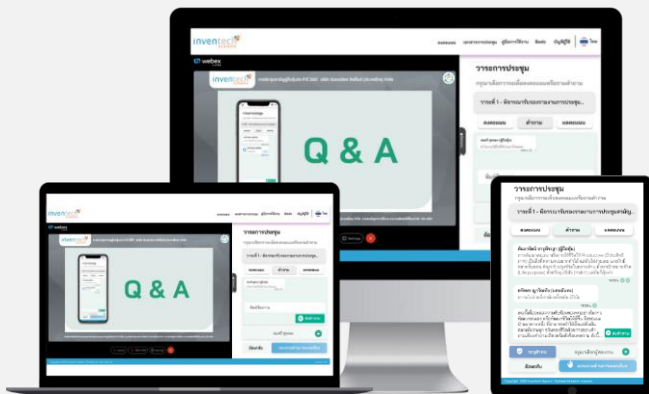
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via InvenTech Connect



- Select which agenda
 - Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
 - 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then your can open the microphone and camera

How to use InvenTech Connect



User Manual e-Request



User Manual e-Voting



Video of using InvenTech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements

- High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
- High Quality Video: Must be have internet speed at 1.0 Mbps.
- Standard Quality Video: Must be have internet speed at 0.5 Mbps.

2. Equipment requirements.

- Smartphone/Tablet that use IOS or android OS.
- PC/Laptop that use Windows or Mac OS.

3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge ** The system does not supported internet explorer.

Incase shareholders and proxies to attend the meeting via meeting room as follows :

Step for requesting via register

1. Incase in person

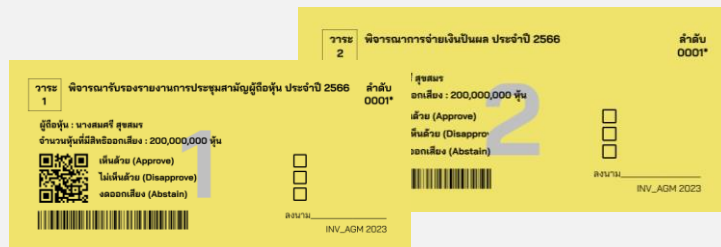
- 1 Document for register
- 2 Wait for inspector and register
- 3 Received a ballot

2. Incase in proxy

- 1 Document for inspector
- 2 Wait for inspector
- 3 Document for register
- 4 Wait for register
- 5 Received a ballot

3. Join meeting in meeting room

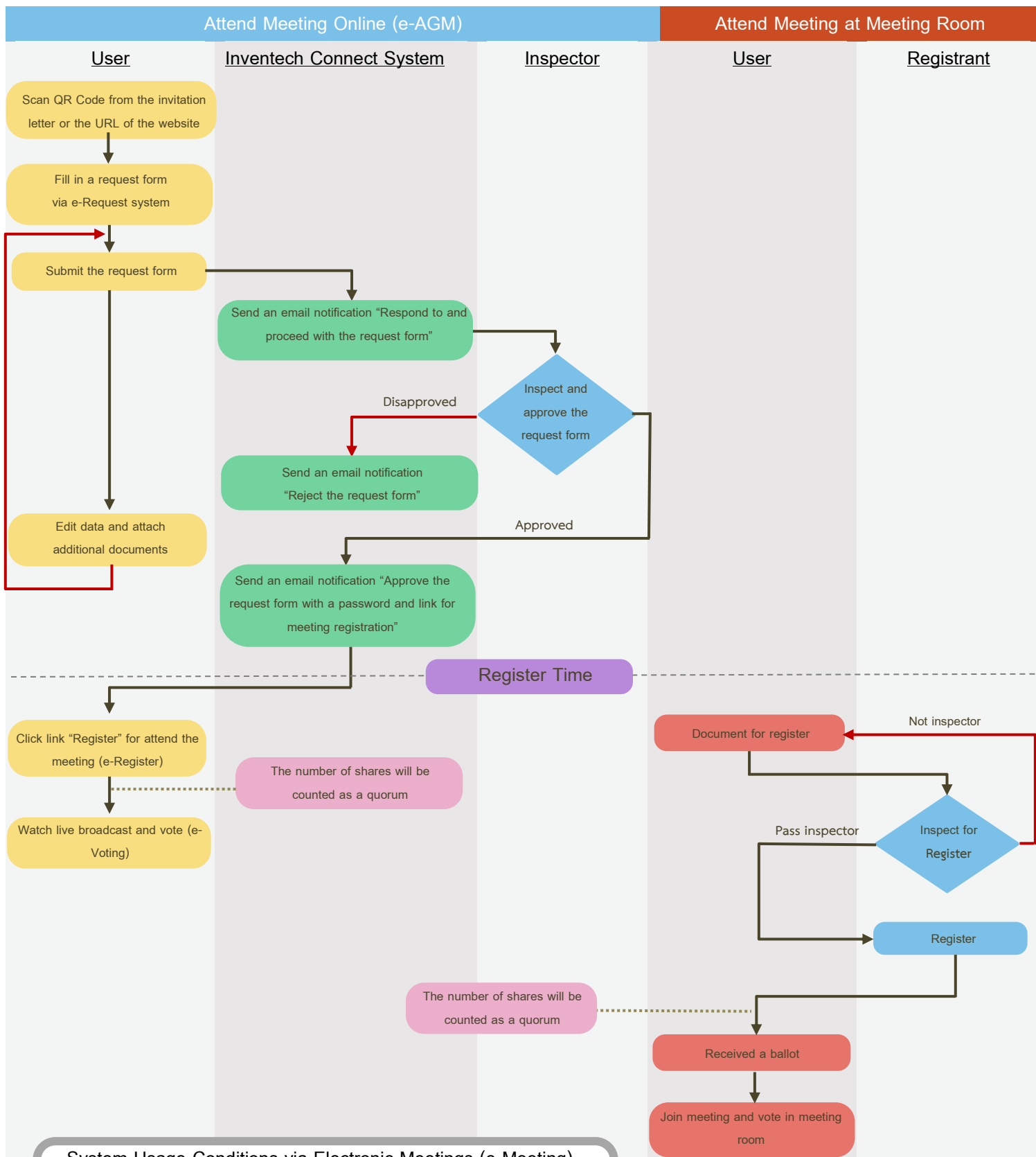
4. vote as they wish in ballot



Guidelines for Attending the Meeting via Electronic Meeting or Attending the Physical Meeting

Before the meeting date

On the meeting date



System Usage Conditions via Electronic Meetings (e-Meeting)

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.

Articles of Association of the Company specifically relating to the Shareholders' Meeting

CHAPTER III General Meeting of Shareholders

Section 15 Ordinary General Meeting

The Board of Directors shall hold the annual Ordinary general meeting of shareholders within four months from the date ending the accounting period of the Company.

Section 16 Extra-Ordinary General Meeting

All other meetings of shareholders in addition to the Ordinary general meeting specified in Section 14 hereof shall be called Extra-Ordinary meeting.

An extra-ordinary meeting may be summoned by the Board of Directors at such date, time and place as they may determine, subject, however, to the requirement that due notice thereof be given as provided in Section 17 hereof.

Any shareholders holding an aggregate number of shares not less than ten percent of the total number of shares sold, may request in writing to the Board of Directors to convene an extra-ordinary meeting of shareholders. The requisition must specify the subject and reasons for which the meeting is required to be summoned. Pursuant to such requisition, the Board of Directors must summon such meeting within forty-five days after the requisition is received.

Section 17 Shareholders Meeting Convening

In addition to convening shareholder meetings in accordance with applicable laws, the Board of Directors may convene such meetings via electronic means, which shall have legal force likewise, a meeting held as prescribed by the law.

Section 18 Notice of the Meetings

Notice of every meeting of shareholders shall be sent to all shareholders whose names and addresses appeared in the register of shareholders and to the registrar, not less than seven days before the date set for the meeting. In case of a shareholder residing in Thailand, such notice shall be delivered personally to the shareholder or his representative or sent by registered mail; and in case of a shareholder residing abroad, such notice shall be sent by telex, cable, facsimile or any other sophisticated telecommunication and confirmed by a registered letter airmailed on the same day.

The Board of Directors shall also cause notice of the meeting to be published in a local newspaper for a period of not less than three consecutive days and at least three days prior to the date of the meeting.

The Board of Directors shall determine the place for each meeting of shareholders.

All notices for general meetings of shareholders must contain the place, date, time and agenda of the meeting, and the matters proposed to be considered at any such meeting with appropriate details. The notice must be clearly specified in respect of each matter whether it is to be proposed to inform the meeting, to obtain the approval or to be considered, as the case may be, including the opinion of the Board of Directors on the said matters.

Section 19 Agenda of Meeting

The Chairman of the shareholders' meeting has the duty to conduct the meeting in compliance with the articles of association of the company relating to meeting and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.

Upon completion of consideration of the matters referred to in the first paragraph, the shareholders holding shares an aggregate number of shares not less than one-third of the total number of shares sold may request the meeting to consider other matter in addition to those indicated in the notice calling for the meeting.

If the meeting has not concluded the consideration of the matters according to the sequence of the agenda as referred to in the first paragraph or the matters raised by shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven days prior to the date of the meeting, deliver to the shareholders notice calling the meeting which indicates the place, date, time and the agenda of the meeting. The notice calling the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.

Section 20 Quorum

In order for a quorum of the meetings of shareholders to be constituted, at least twenty five shareholders and proxies (if any) or at least one half of the total number of shareholders, whichever is lower, holding an aggregate of at least one third of the total shares sold must be present at the meeting.

If after one hour from the meeting time has lapsed and the quorum is not present, the meeting shall be dismissed if it is called upon a request of the shareholders, otherwise it shall be postponed and held again within 30 days of the first meeting date upon a seven days' advance notice. In the substituting meeting, a quorum is not needed.

Section 21 Conduct of Meetings

The Chairman of the Board of Directors shall preside over the general meeting of shareholders as chairman of the meeting. In the event that either no Chairman of the Board of Directors presents at the general meeting or present but unable to perform his/her duty; the shareholders present shall elect one of them to preside as the chairman of the meeting.

The chairman of the meeting of shareholders has duties to conduct the meeting to be in accordance with the Articles of Association and in order of the agenda as arranged in the notice of the meeting, unless the meeting resolves to change order of the agenda with votes not less than two-third of the number of shareholders present.

Upon completion of consideration the subject containing in the agenda, shareholders holding an aggregate number of shares not less than one-third of the total number of sold shares may request the meeting to consider other matters in addition to those specified in the notice of meeting.

Section 22 Voting

Every shareholder presenting in person or being represented by proxy shall be entitled to one vote for each share held by him, irrespective of the method of voting adopted at any general meeting.

The resolution of the general meeting shall be supported by votes as follows:

- (1) In a normal case, by the majority of votes of the shareholders present and voting. In the event of an equality of votes, the chairman of the meeting shall give the casting vote.
- (2) In the following cases, by votes not less than three-fourth of the total votes of the shareholders present and qualified to vote;
 - (a) a sale or transfer of business of the Company, in whole or in essential part, to other person;
 - (b) a purchase or acceptance of transfer of business of other company or private company to be the Company's own;
 - (c) entering into, amending, or terminating a lease of business of the Company in whole or in essential part; entrusting other person with the management of the Company; or amalgamating business with other persons with the objective to share profit and loss.

Section 23 Proxies

A shareholder may attend and participate at a general meeting either in person or by proxy. Every instrument appointing a proxy shall be in accordance with the form specified by the Registrar.

The proxy shall be transmitted either to the Chairman or the person designated by the Chairman at the place of the meeting before the proxy holder enters into the meeting.

CHAPTER IV Directors

Section 24 Number of Directors

The shareholders shall, from time to time, by resolution of a general meeting, determine the number of directors which shall not be less than five.

The meeting of shareholders shall elect the directors in the number as determined in the foregoing paragraph, provided that not less than one half of the directors must domicile in Thailand. In addition, the number of directors who are persons of Thai nationality shall be in compliance with related laws.

Section 25 Election of Directors

The general meeting of shareholders shall elect directors in accordance with rules and procedures as follows:

- (1) Each shareholder shall have a number of votes equal to the number of shares multiplied by the number of the directors to be elected.
- (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number.
- (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be elected as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining elections shall be made by drawing lots.

Section 26 Term of Office and Retirement of Directors

At the shareholders' Ordinary general meeting of each calendar year, the whole board of directors shall be simultaneously elected. However, the former board of directors shall remain in office to conduct the business of the company for the time being, as necessary, until the new board of directors takes office.

A director who vacates office under this section may be re-elected.

Section 27 Removing from Directors before Expiration of Office

In addition to vacating office on expiration of term of office, directors shall vacate office upon:

- (1) Death;
- (2) Resignation;
- (3) Dispossession of qualification or possession of disqualification pursuant to the laws
- (4) The meeting of shareholders resolving to remove with the votes of not less than three-fourth of number of shareholders present and eligible to vote, and representing an aggregate number of shares not less than one half number of shares held by shareholders present and eligible to vote;
- (5) The court issuing an order to remove.

Section 28 Removal and Filling of Vacancies

A director can be elected or removed only by the shareholders at a general meeting, provided, however, that any vacancy occurring in the Board of the Directors otherwise than by rotation or retirement, as provided in Section 24 hereof, may be filled up by the remaining Directors, unless, the term of the original director is less than two months. For the purpose thereof, the resolution of the Board of Directors shall be passed by vote of not less than three-fourth of number of remaining Directors, but any person so appointed shall hold office only for the remainder of the term of the

director to whom he has succeeded. If a general meeting of the shareholders remove a director, and elect another in his stead, the person so elected shall hold office only for the remainder of the term of the director so removed.

Section 29 Resignation of Directors

Any director who wishes to resign from office shall tender a letter of resignation to the Company, and resignation shall take effect the date on which the letter of resignation reaches the Company.

The director who resigned from office under paragraph one may notify the Registrar of his resignation.

CHAPTER VI Account, Finance and Audit

Section 41 Dividend

No dividend shall be paid out of any money other than profits. In the event that the Company still has an accumulative loss or is unable to maintain capital adequacy as required by law after dividend payment, no dividend shall be paid.

Dividend shall be paid equally according to the numbers of shares, unless otherwise specified for the preferred shares in this Article. Payment of dividend shall be subject to shareholders' approval.

The Board of Directors may from time to time pay interim dividend when they see that the Company has sufficient profit to do so and, after the interim dividend has been paid, they shall report to the next meeting of shareholders.

Payment of dividend shall be made within one month from the date of the general meeting of shareholders or of the Board of Directors pass the resolution as the case may be. However, a notice thereof shall be sent to the shareholders and also published in a local newspaper for a period of not less than three consecutive days.

In the event the Company still cannot sell its shares up to the number registered or the Company has registered an increase of capital, the Company may pay dividend in full or in part by issuing new ordinary shares to the shareholders, with approval from the general meeting of shareholders.

Subject to payment of the dividend as set forth in the above paragraphs, the Board of Directors shall determine the excess amount of the Company's profit after the appropriation to be appropriated to the unappropriated retained earnings. The Board of Directors shall report the appropriation to the next meeting of shareholders.

Section 42 Reserve Fund

The Company shall allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital.

Section 43 Auditors

The ordinary general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year.

The auditor must not be a director, staff, employee, or person holding any position in the Company.

In case that it is a requirement from the authority governing the Company's business operations (if any) to grant approval for the auditor appointed by the general meeting of shareholders and in case that the Company's auditor is not granted an approval from such governing authority, the Board of Directors shall;

- (1) summon an extra-Ordinary meeting to consider appointing new auditor or;
- (2) propose and recommend the auditor for the Bank of Thailand's approval, after which an extra-Ordinary meeting is summoned to appoint such auditor

If vacancy of the auditor occurs before the expiration of his/her term, the Board of Directors should proceed with (1) or (2) stated above by mutatis mutandis.

The auditor has the duty to attend the meeting of shareholders every time the Balance Sheet, Profit and Loss Account, and problems pertaining to accounting of the Company are to be considered.

The auditor shall have powers to examine accounts, documents and other documentary evidences related to income and expenditure as well as assets and liabilities of the Company during working hours of the Company. In this connection, the auditor is empowered to interrogate the directors, staff, employee, persons holding any position in the Company, and agents of the Company, including the power to instruct said persons to give facts or furnish documents pertaining to the operations of the Company.



Question Form for 2024 Annual General Meeting of Shareholders
TISCO Bank Public Company Limited
on Thursday, April 18, 2024

Attention Corporate Secretariat Office
TISCO Bank Public Company Limited

I/We, (Name-Surname/Company Name/Fund Name)

Please indicate with ✓ in the blank ()

being a shareholder of the TISCO Bank Public Company Limited

being a proxy of who is a shareholder of
the TISCO Bank Public Company Limited

wish to submit question(s) relating to the agenda item(s) for the 2024 Annual General Meeting of Shareholders as follows:

.....
.....
.....
.....
.....
.....
.....
.....
.....

Remarks: Please submit the completed within April 11, 2024 via;

- By email: tisco_cs@tisco.co.th or
- By post: Corporate Secretariat Office, TISCO Bank Public Company Limited, 7th Floor,
TISCO Tower, North Sathom Road, Silom, Bangrak, Bangkok 10500,

Should you have any query or suggestion, please contact.

Corporate Secretariat Office, TISCO Bank Public Company Limited

Tel +66 2633 6815, +66 2633 6811



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Requisition Form for supporting documents of the 2024 Annual General Meeting of Shareholders

Shareholder(s) may choose to request the supporting documents by one of the following methods:

1. Email to tisco_cs@tisco.co.th
2. Please mark ✓ in and fill out the following details and return this form to TISCO via mail by business reply service as appeared on the back of this form
 - 2024 Notice of the Annual General Meeting of Shareholders
 - Proxy Form
 - Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report)

Address for receiving of the printed documents:

Name-Surname	.....	Tel	.....
Address no	.....	Road	.....
District	.....	Province	.....
		Sub-District	.....
		Postal Code	.....

Should you have any query or suggestion, please contact:

Corporate Secretariat Office, TISCO Bank Public Company Limited

Tel +66 2633 6815, +66 2633 6811

Should you wish to receive the above-mentioned documents before the date of the Shareholders' Meeting (April 18, 2024), please submit the completed requisition form to Corporate Secretariat Office within April 5, 2024.

Remark: TISCO has announced a Privacy Notice, notifying shareholders of details about the collection, use, and disclosure of your personal data. Please see further details at www.tisco.co.th.

QR Code Downloading Procedures for the 2024 Notice of Annual General Meeting of Shareholders and Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report)

TISCO Bank Public Company Limited would like to send to the shareholders notice and documents regarding the 2024 Annual General Meeting of Shareholders and the 2023 Annual Registration Statement and Annual Report (Form 56-1 One Report) in the form of e-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The aforementioned documents could be downloaded from the QR Code (as shown in Annex 1) by following the step below.



2024 Notice of Annual General Meeting of Shareholders



Annual Registration Statement and Annual Report 2023
(Form 56-1 One Report)

For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR Code Reader, Facebook or LINE.

For Android System

1. Open applications such as QR Code Reader, Facebook or LINE.

How to scan the QR Code with LINE application

Open LINE application → Click on "Add Friend" → Choose "QR Code" → Scan the QR Code

How to scan the QR Code with Facebook application

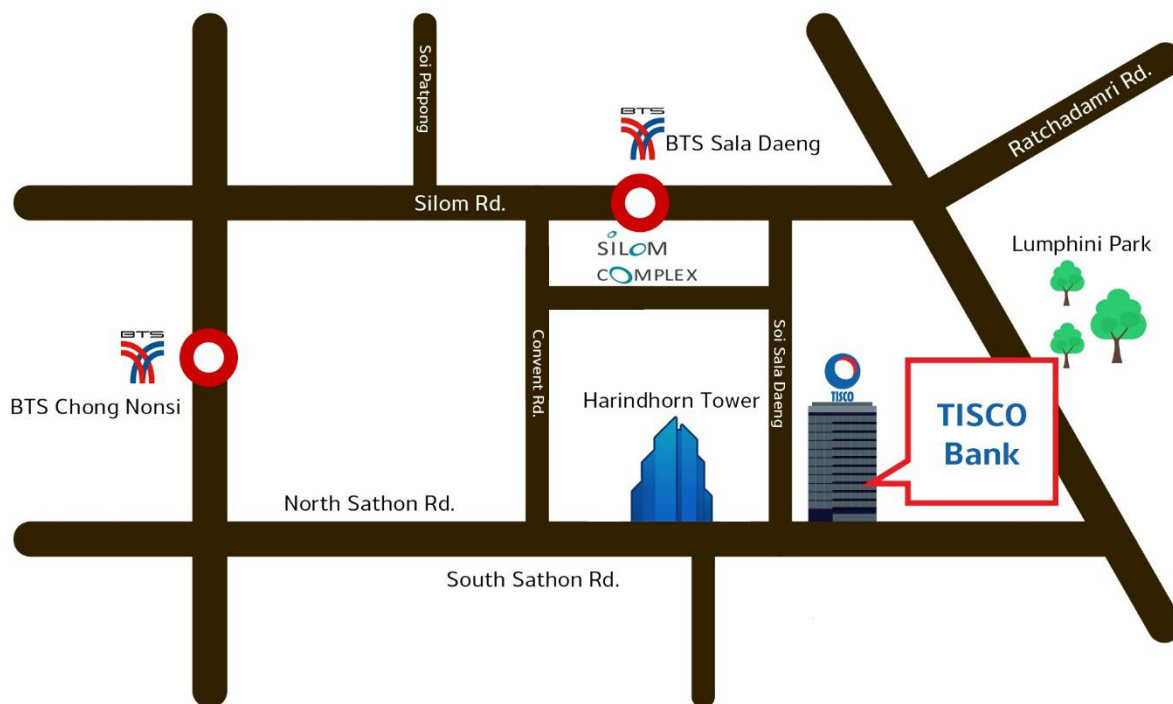
Open Facebook application → Click on "Search" tab at the top of the page → Choose QR Code sign → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.

Map of Venue of the Annual General Meeting of Shareholders for the year 2024

at Conference Room, 12th Floor, TISCO Tower, North Sathon Road, Silom, Bangrak, Bangkok

(The registration for attending the Meeting will be held at 1st Floor, TISCO Tower from 08.30 hours onward)



Remark: To facilitate shareholders and proxies in travelling to the Meeting venue,

- For those travelling to the Meeting venue by private cars, the Company has reserved car parking space on the B1 to B4 Floor of TISCO Tower.
- For those travelling to the Meeting venue by bus, the bus routes passing TISCO Tower are 17, 22, 62, 67, and 149.
- For those travelling to the Meeting venue by BTS Skytrain station, please get off at Sala Daeng Station Exit No. 4
- For those travelling to the Meeting venue by MRT subway station, please get off at Silom Station Exit No. 2 or Lumphini Station Exit No. 2
- For those needing special assistance, such as wheelchair, please inform us in advance at +66 2633 6815 or +66 2633 6811, in order to provide proper facilitation.



TISCO Bank Public Company Limited

48/2 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok, 10500 Thailand

Tel. 0 2633 6000 www.tisco.co.th