



Criteria for shareholder to propose agenda and qualified candidate for director position of the 2024 Annual General Meeting of Shareholders

Objective

TISCO Financial Group Public Company Limited (“the Company”)’s shareholders, majority or minority, individual or institutional, are assured of their rights to receive equitable treatment and fair access to all necessary company information in a correct and timely manner, and for participation in the meetings of the shareholders. Thus, to facilitate and provide equal opportunity for shareholders to exercise the rights in the shareholders’ meeting following good corporate governance practices, the Company allow the shareholder to propose any matter, which deems significant and appropriate to be included as an agenda of the Annual General Meeting of Shareholders (“AGM”), and qualified candidate to be nominated as the Company’s director in advance of the meeting.

The Company set up clear and transparent criteria in accordance with the Good Corporate Governance to open opportunity for the shareholders to propose AGM agenda and director nominee in advance with the purpose of ensuring that the agenda will be carefully selected and truly beneficial to the company, and that the candidate has suitable qualification in compliance with related laws and regulations for the Nomination and Compensation Committee’s consideration and suggestion to the Board of Directors to further recommend to the shareholders’ meeting for the election as the company’s director.

Criteria for Shareholders Entitled to Submit the Aforementioned Proposals and for Nominating the Qualified Candidates for Director Election in the 2024 AGM

1. Submission period

September 1 to November 30, 2023

2. Qualifications: Being shareholders who meet any of the following eligibility criteria:

- Being the shareholder(s) of the Company at the date the shareholder proposes the agenda item or qualified candidate and must hold shares on record date to determine the right of the shareholders to attend the AGM of that year which can be either one shareholder or combined shareholders
- Holding not less than 100,000 shares of the total voting rights of the Company

3. Required Documents & Information

The Company requires the persons exercising their rights to provide documentation and the following information:

- (1) Personal document of all shareholders submitting the agenda
 - In case shareholders are individuals, copy of identification card or governmental officer identification card or driver license or passport (in case of non-Thai nationality) must be enclosed and certified true copies by the shareholder.

www.tisco.co.th

บริษัท ทีเอสซีไฟแนนเชียลกรุ๊ป จำกัด (มหาชน)
48/49 อาคารทีเอสซีทาวเวอร์ ชั้น 21 ถนนสาทรเหนือ แขวงสีลม เขตบางรัก กรุงเทพฯ 10500
โทรศัพท์ 02 633 6888 โทรสาร 02 633 6880

TISCO Financial Group Public Company Limited
21st Fl., TISCO Tower, 48/49 North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand
T. +66 (0) 2633 6888 F. +66 (0) 2633 6880



- In case shareholders are juristic persons, the copy of the Company's affidavit issued by Department of Business Development, Ministry of Commerce which was issued within the last six month as true and correct by the authorized person who signed the Proposal Form and affix the Company's seal (if any) or other related agencies and copy of identification card/passport (in case of non-Thai nationality) of authorized director must be enclosed and certified true copies by such director.
- (2) The evidence of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd. or custodian or Securities Paper and certified true copies by such shareholders.
- (3) In case shareholders have unified to propose the agenda, each shareholder must fill in the *"Proposed Agenda to the 2024 Annual General Meeting of Shareholders"* form and sign their names as evidence separately. Then the forms should be gathered into one set.
- (4) A statement as to whether the matter is proposed for acknowledgement, approval or consideration, together with the purpose and details of the proposed matter as well as useful information for consideration, reasons, issues for consideration, expected benefits for the Company and the shareholders. In general, the Company set up the agenda items of the AGM in the following order:
 - Agenda item 1 To ratify the Board of Directors' business activities conducted in the previous year
 - Agenda item 2 To approve the financial statements of the company and its subsidiaries
 - Agenda item 3 To approve the appropriation of profit from the previous year operating result and the dividend payment
 - Agenda item 4 To approve the appointment of auditors and their remuneration
 - Agenda item 5 To approve the number of directors and elect the directors
 - Agenda item 6 To approve the remuneration of directors
 - Agenda item 7 Other businesses (If any)
- (5) In case of nominating a person to be elected as the directors, the name of the candidate must be identified by filling the *"Proposed Qualified Candidate for Director Position to the 2024 Annual General Meeting of Shareholders"* form, and the nominated candidate(s) is required to fill out *"Resume of Proposed Candidate for Director Position"* form along with attaching the relevant document.

Shareholders can request the above-mentioned forms of *"Proposed Agenda to the 2024 Annual General Meeting of Shareholders"* or *"Proposed Qualified Candidate for Director Position to the 2024 Annual General Meeting of Shareholders"* or *"Resume of Proposed Candidate for Director Position"* and *"Consent Letter for Personal Data"* through email address at tisco_cs@tisco.co.th or via telephone number at +66 2633 6874 or +66 2633 6805.



4. Conditions for Consideration

The Board has the right to refuse to incorporate the proposals of agenda item or nomination of candidate for director position submitted by the shareholder into the AGM meeting agenda in any of the following circumstances:

1. The shareholder submitting a proposal does not meet the qualification as in criteria No. 2 applicable to shareholders entitled to submit proposals.

2. Matters that violate to the laws, rules, regulations of government agencies or other governing agencies, or that are not complied with the objectives, the Article of Association, the shareholders' resolution, and the Corporate Governance of the Company.

3. Matters that are beneficial for specific person or group.

4. Matters relating to normal business practices of the company that the shareholders do not illustrate sufficient rationale for suspicion of irregularities.

5. Matters that are beyond the control of the company.

6. Matters those shareholders already proposed in shareholder meetings within the past 12 months and were supported by less than 10 percent of total voting shares, provided that the facts of said matters have not yet changed significantly.

7. The proposal, as stipulated by laws, for consideration at AGM, which has been pursued regularly by the Company.

8. The proposal already undertaken by the Company.

9. The proposal previously submitted for consideration by other shareholders.

10. As for the nominating persons to be elected as the directors, if the nominated person lacks qualifications which are required by applicable laws or regulatory rules or do not possess desired qualifications such as lack of experience, knowledge, ability, or field expertise that is considered beneficial or necessary for the Company's business. Any nominated person must have full qualifications according to the regulations of the Company's regulators and relevant laws, and any amendments as follows:

(1) Securities and Exchange Act B.E. 2535 (1992) and its Amendment

(2) Public Limited Companies Act B.E. 2535 (1992) and its Amendment

(3) Financial Institutions Business Act B.E. 2551 (2008)

(4) Notifications of the Securities and Exchange Commission

(5) Notifications of the Stock Exchange of Thailand

(6) Notifications of the Bank of Thailand

(7) Corporate Governance Code for Listed Companies 2017, the Securities and Exchange Commission

(8) Articles of Association and Rules of the Company

11. Other matters that the Board deems there are reasonable grounds to refuse to incorporate the shareholders' proposed AGM agenda item and qualified candidates for director position.



5. Channel for submission

The shareholder, fully qualified as in criteria No. 2, shall fill out the “Proposed Agenda Item” form and/or “Proposed Qualified Candidate for Director Position” and send to the Company unofficially through email address at tisco_cs@tisco.co.th or via facsimile number +66 2633 6818 before submitting the original form together with other supporting documents as required by the Company either in person or via registered post within November 30, 2023 (the postal stamp date) to the following address:

Corporate Secretary
Corporate Secretariat Office
TISCO Financial Group Public Company Limited
7th Floor, 48/49 TISCO Tower, North Sathorn Road,
Silom, Bangrak, Bangkok 10500

6. The Company’s decision process

- (1) The Company will initially review the proposal and/or the candidate before proposing to the Nomination and Compensation Committee and/or the Board of Directors for consideration.
- (2) The Nomination and Compensation Committee will consider the candidate’s qualification pursuant to the Company’s nomination process then make suggestion to the Board of Directors for further requesting approval from the Bank of Thailand before nominating the names of such persons in the Notice of the 2024 AGM for the shareholders’ consideration
- (3) The proposal matters and/or name of candidate approved by the Board of Directors and the Board of Directors’ opinion will be included in the notice of the 2024 Annual General Meeting of Shareholders as agenda/nominees proposed by shareholders.
- (4) For the proposal and/or disapproved by the Nomination and Compensation Committee or the Board, the Company shall inform the shareholder with the reason of the refusal at the AGM and/or through other appropriate information dissemination channels.
- (5) The Company reserves the rights not to consider the proposal and/or the nomination that does not meet the requirements mentioned in the Company’s criteria or unable to submit the Proposal Form and/or required evidence and documents within the deadline.
- (6) The Company will cut-off rights of shareholders if found that information provided is incomplete or ambiguous or incorrect or proposed by those shareholders who cannot be contacted or shareholders and/or director candidate are not considered fully qualified.

The Company’s decision is considered final, and the Company will announce the result of the proposal of agenda item and nominating person for directorship after the Board of Directors meeting in February 2024. Proposals that are accepted by the Board of Directors will be included as agenda item in the Notice of the Annual General Meeting of Shareholders for the year 2024.



The Proposed Agenda Item to the 2024 Annual General Meeting of Shareholders Form

Name-Surname of Proposer

Present/Contact Address

No.

Village/Building

Moo

Soi/Street

Road

Sub-district

District

Province

Postal Code

Country

Telephone No.

Facsimile No.

Mobile Phone No.

Email Address

Overseas Address (only for a non-resident, please specify overseas contact address)

Numbers of Share Holding

As of

or totaling

percent of all the voting shares

I would like to propose the agenda of the 2024 Annual General Meeting of Shareholders as follows:

Proposed Agenda

Objective

To approve

To consider

To acknowledge

Rationale/Details

And have the documents supporting the above proposal _____ pages in total.

I certify that all information in this form, the evidence of shares holding and other supporting documents are correct.

I (all of us) also certify that the total number of shares held (jointly) by me (all of us) is not less than 100,000 shares of all the voting shares. I hereby affix my signature as evidence below.

Signed by

Shareholder

(_____)

Date

- * If you are proposing more than one agenda, please use a duplicate of this form and fill in this form and sign their names.
- * In case shareholders have unified to propose the agenda item, each shareholder must fill in this form and sign their names as evidence separately. Then the forms should be gathered into one set.
- * All shareholders who propose agenda above shall signed their names in the Consent Letter for Personal Data Processing attached in this form.



Supplementary Documents to be enclosed with this form

(1) The evidence of Identification:

- Individual persons: copy of valid National ID card or governmental officer identification card or driver license or passport (in case of non- Thai nationality) , attached with certifying signatures of such shareholders;
- Juristic persons: copy of the company's affidavit issued by Department of Business Development, Ministry of Commerce or other related agencies, and copy of valid National ID card or passport (in case of non- Thai nationality) of authorized signatories, attached with certifying signatures of the authorized signatories;
- If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.

(2) The evidence of shareholding, i.e.

- The certificate of shares held issued by securities companies or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian or Securities Paper and certified true copies by such shareholders.

** Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card is not concealed, the Company will strikethrough the detail since such data is not required to be processed.*

The Company collects, uses, and discloses the personal data of shareholders following the Privacy Notice, detailed on the Company's website <https://www.tisco.co.th/en/privacy-notice.html>



Consent Letter for Personal Data Processing

I, _____ give consent to TISCO Financial Group Public Company Limited (“the Company”) to collect, use and disclose my personal data, including name, surname, date of share purchase, number of shares held and the ratio of shares held to all the voting shares, for the minutes and attachments of the general meetings of shareholders of the Company, and for specifying my personal data in the publicly disclosed minutes and attachment.

Signed by _____ Shareholder

(_____)

Date _____



**The Proposed Qualified Candidate for Director Position
of the 2024 Annual General Meeting of Shareholders Form**

Name-Surname of Proposer _____

Present/Contact Address

No. _____	Village/Building _____
Moo _____	Soi/Street _____
Road _____	Sub-district _____
District _____	Province _____
Postal Code _____	Country _____
Telephone No. _____	Facsimile No. _____
Mobile Phone No. _____	Email Address _____

Numbers of Share Holding _____ As of _____
or totaling _____ percent of all the voting shares

Qualified Candidate for Director Election

Representation and Warranty

I would like to such person for the Nomination and Compensation Committee's and the Board's consideration as a qualified candidate to be elected as TISCO Financial Group Public Company Limited's director. Such person has made his/her consent and certify that information disclosed in the attached "*Resume of Proposed Candidate for Director Position*" and other support documents is true and authentic. I agree that the Company may disclose such information and evidence. I hereby affix my signature as evidence below.

Signed by _____ Shareholder
(_____)
Date _____

- * In case shareholders have unified to propose the qualified candidate for director position, each shareholder must fill in this form and sign their names as evidence separately. Then the forms should be gathered into one set.
- * All shareholders who propose agenda above shall signed their names in the Consent Letter for Personal Data Processing attached in this form.



Supplementary Documents to be enclosed with this form

(1) The evidence of Identification:

- Individual persons: copy of valid National ID card or governmental officer identification card or driver license or passport (in case of non-Thai nationality), attached with certifying signatures of such shareholders;
- Juristic persons: copy of the company's affidavit issued by Department of Business Development, Ministry of Commerce or other related agencies, and copy of valid National ID card or passport (in case of non-Thai nationality) of authorized signatories, attached with certifying signatures of the authorized signatories
- If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.

(2) The evidence of shareholding, i.e.

- The certificate of shares held issued by securities companies or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian or Securities Paper and certified true copies by such shareholders.

(3) The evidence of shareholding, i.e.

- The certificate of shares held issued by securities companies or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian or Securities Paper and certified true copies by such shareholders.

** Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card is not concealed, the Company will strikethrough the detail since such data is not required to be processed.*

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Consent Letter for Personal Data Processing

I, _____ give consent to TISCO Financial Group Public Company Limited (“the Company”) to collect, use and disclose my personal data, including name, surname, date of share purchase, number of shares held and the ratio of shares held to all the voting shares, for the minutes and attachments of the general meetings of shareholders of the Company, and for specifying my personal data in the publicly disclosed minutes and attachment.

Signed by _____ Shareholder

(_____)

Date _____



Please attach
colored photo
Size 2"

Resume of Proposed Candidate for Director Position

1. Name-Surname (1) in Thai _____ (Maiden Name _____)
 (2) in English _____ (Maiden Name _____)
2. Date of Birth _____ Age _____ years
3. Nationality _____ Gender _____
4. No. of Identification card Passport
5. Health Fit for the director position Not fit for the director position
6. Marital Status Single Married (with martial agreement) Married (without martial agreement) Divorce Widowed

7. Details on Spouse

	In Thai	In English
Name-Surname		
Maiden Name		

No. of Identification card Passport _____

Date of Birth _____ Nationality _____

Place of work _____

8. Children /Adopted Children

Number of Children/Adopted Children _____ (In case the sui juris, please indicate place of work)

1. Name-Surname

	In Thai	In English
Name-Surname		
Maiden Name		

No. of Identification card _____ Nationality _____

Date of Birth _____ Place of work _____

2. Name-Surname

	In Thai	In English
Name-Surname		
Maiden Name		

No. of Identification card _____ Nationality _____

Date of Birth _____ Place of work _____



9. Current Address

(1) Business Address

Name

No. Village/Bldg. Moo

Soi/Street Road Sub-district

District Province Postal Code

Country Telephone No. Facsimile No.

Mobile Phone No. Email Address

(2) Home Address

Name

No. Village/Bldg. Moo

Soi/Street Road Sub-district

District Province Postal Code

Country Telephone No. Facsimile No.

Mobile Phone No. Email Address

(3) Overseas Address (only for a non-resident, please specify overseas contact address)

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10. Professional Background

(1) Education

Institution	Level of Education	Degree and Major Subject	Year of Graduation (B.E.)

(2) Training/ Seminar course related to being director

Course	Organizer	Year Attended (B.E.)



11. Work Experiences up to present (10 years back in reverse chronological order)

Organization	If the company is listed on the local or overseas stock exchange? (yes/no)	Type of Business	Position (chairman/ independent director/non-executive director/ executive director/ management/employee)	From (B.E.)	To (B.E.)

12. Duties and Responsibilities of Current Position

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13. Current Political Official*/Social Activities [] None [] Yes

Organization	Address	Position

Clarification: If the answer is “yes”, please explain the actions to be taken to comply with relevant notifications

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If a person is a political official or holds any position within the scope of “prohibited characteristics” according to Sections 24 of the Financial Institution Business Act B.E.2551 and applicable Bank of Thailand Notifications

14. Knowledge, ability, and experience beneficial for financial institution

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.....

.....



15. Shareholding

(1) TISCO Financial Group Public Company Limited [] None [] Yes

Common Shares _____ shares Par 10 Baht Total _____ Baht

Preferred Shares _____ shares Par 10 Baht Total _____ Baht

In addition, all of my related persons hold shares in TISCO Financial Group as follows:

	Total	
	Common Shares	Preferred Shares
a. father, mother, or my adoptive parents;		
b. spouse,		
c. a child or an adopted child who is a minor;		
d. a company in which I or the person in b. or c. have the power of management ¹		
e. a company in which I or the person in b. or c. have the power to exercise control over the majority vote in a shareholders meeting;		
f. a company in which I or the person in b. or c. have the power to exercise control over the appointment or dismissal of directors;		
g. a subsidiary company of the company in d. or e. or f.;		
h. an affiliated company of the company in d. or e. or f.;		
i. a principal or a nominee with the characteristics as prescribed by the Bank of Thailand		

In case a person holds 20% or more of the total amount of shares sold, either directly or indirectly, in a company, it is assumed that the company is related to that person.

¹ "Person with power of management" means:

- (1) a manager, deputy manager, assistant manager, director of a financial institution or company, whichever is the case, or any person with equivalent rank, whatever the position may be named;
- (2) a person whom a financial institution or company has contracted to have partial or full power of management; or
- (3) a person who has the de factor power to exercise control over or dominate the manager or director, or the management of a financial institution or a company to comply with his/her order in formulating policy or conducting business of the financial institution or company.



(2) TISCO Bank Public Company Limited [] None [] Yes

Common Shares shares Par 10 Baht Total Baht

Preferred Shares shares Par 10 Baht Total Baht

In addition, all of my related persons hold shares in TISCO Bank as follows:

	Total	
	Common Shares	Preferred Shares
a. father, mother, or my adoptive parents;		
b. spouse,		
c. a child or an adopted child who is a minor;		
d. a company in which I or the person in b. or c. have the power of management ²		
e. a company in which I or the person in b. or c. have the power to exercise control over the majority vote in a shareholders meeting;		
f. a company in which I or the person in b. or c. have the power to exercise control over the appointment or dismissal of directors;		
g. a subsidiary company of the company in d. or e. or f.;		
h. an affiliated company of the company in d. or e. or f.;		
i. a principal or a nominee with the characteristics as prescribed by the Bank of Thailand		

In case a person holds 20% or more of the total amount of shares sold, either directly or indirectly, in a company, it is assumed that the company is related to that person.

16. Report of business related to self, spouse, and minor. Please provide information of each and every company that the person applied for approval serves as a director, manager or person with power of management and also every company that the person together with spouse and minor holding shares totaling more than 5 percent of paid-up capital.

² "Person with power of management" means:

- (1) a manager, deputy manager, assistant manager, director of a financial institution or company, whichever is the case, or any person with equivalent rank, whatever the position may be named;
- (2) a person whom a financial institution or company has contracted to have partial or full power of management; or
- (3) a person who has the de facto power to exercise control over or dominate the manager or director, or the management of a financial institution or a company to comply with his/her order in formulating policy or conducting business of the financial institution or company.



(1) Company related to self

Business Group 1

No.	Company's Name	Listed domestic/overseas company (yes/no)	Type of business	Position	From – To (year)	% of shares held	Type of position (Chairman/Executive director/Authorized director) (yes/no)	Being granted credit form FI/ company within the solo consolidated group of FI applied for approval? (yes/no)

Business Group 2

No.	Company's Name	Listed domestic/overseas company (yes/no)	Type of business	Position	From – To (year)	% of shares held	Type of position (Chairman/Executive director/Authorized director) (yes/no)	Being granted credit form FI/ company within the solo consolidated group of FI applied for approval? (yes/no)



Business Group 3

No.	Company's Name	Listed domestic/overseas company (yes/no)	Type of business	Position	From – To (year)	% of shares held	Type of position (Chairman/Executive director/Authorized director) (yes/no)	Being granted credit form FI/ company within the solo consolidated group of FI applied for approval? (yes/no)

Total number of related _____ business group (s) _____ companies,

Total number of companies of which the person in charge of the chairman of the Board of Directors or executive director _____ business group (s)

Total number of companies listed on the local or overseas stock exchange _____ business group (s)

Clarification: If the person is in positions of the chairman of the Board of Directors, executive director or signatory director of more than 5 related business groups, please explain the actions to be taken to comply with relevant notifications

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(2) Company related to spouse

No	Company's Name	Type of business	Position	From – To (Year)	% of shares held	Being granted credit form FI / company within the solo consolidated group of FI applied for approval? (yes/no)



(3) Company related to minor children

No	Name of minor child	Company's Name	Type of business	Position	From – To (Year)	% of shares held	Being granted credit form FI / company within the solo consolidated group of FI applied for approval? (yes/no)

17. Record of lawsuit that I sued or being sued

None Yes

Court	Status (Plaintiff/ Defendant/ Claimant/ Complainant/ Litigant)	Type (Civil/Criminal/ Bankruptcy/ Administrative)	Offense	Amount	Court Case No.	Last Trial Date	Outcome

18. Record history of accusations, petitions, pending in litigations, investigation or interrogation by local and overseas government organizations e.g. State Audit Office of the Kingdom of Thailand (OAG), Office of the National Anti-Corruption Commission (NACC), Anti-Money Laundering Office (AMLO). For example, Bank of Thailand (BOT), The Office of the Securities and Exchange Commission (SEC), Office of Insurance Commission (OIC) Office of the Consumer Protection Board (OCPB) (Please specify "No" if there is no mentioned history)

None Yes (please specify)

Government organization making accusation/ petition or litigation/ doing investigation/ inflicting punishment	Issue	Date of accusation/ petition/litigation/ investigation/ punishment	Status of the litigation/ investigation/ punishment	Outcome

* e.g. State Audit Office of the Kingdom of Thailand (OAG), Office of the National Anti-Corruption Commission (NACC), Anti-Money Laundering Office (AMLO)



19. Record of investigations by former or current employers* None Yes

Employer	Issue	Date of investigation	Investigator	Investigation status	Outcome

* For an investigation related to the violation of laws or internal guidelines related to honesty, the financial institution shall also submit the documents as specified in Item 22 (8)

20. Prohibited qualifications or characteristics of a director and/or executive

a) General prohibited qualification as specified by the Notification of Capital Market Supervisory Board No. KorChor 3/2560 (2017) Re: Determination of Untrustworthy Characteristics of Company Directors and Executives

(1) being an insolvent person, an incompetent or a quasi-incompetent person Yes No

(2) being banned from holding or resuming the position of director, manager, Yes No

person with the managerial power, or advisor to a financial institution on the ground of having prohibited characteristics under the Law on Supervision of Financial Institutions, either Thai or foreign law, provided that such prohibited characteristics are related to any of the following matters:

(a) performing duties dishonestly, or engaging in dishonest, deceitful or fraudulent acts against assets;

(b) managing work in violation of law or in contrary to the order of the regulator, or managing or administering work inappropriately;

(c) acting in violation of law or acting unfairly or taking advantage of others.

(3) having been sentenced to imprisonment by the court's final judgment and Yes No

it has not yet surpassed the three-year interval time after either the person completed the term of imprisonment or the period of sentence suspension ended, for any of the following offenses:

(a) an offense under Paragraph 2 of Section 281/2, Section 289 in conjunction with Section 90 (only in the case liable to public fraud) or Section 306 to Section 315 of the Securities and Exchange Act B.E. 2535 (1992);

(b) an offense under Section 92 to Section 100, Section 125 in conjunction with Section 16 (only in the case liable to public fraud) or Section 145 to Section 150 of the Derivatives Act B.E. 2546 (2003)



- (4) having been sentenced to imprisonment by the court's final judgment and it has not yet surpassed an interval of three years after either the person completed the term of imprisonment or the period of suspension of imprisonment ended, provided that the action taken hereto shall be based upon the commission of public offences regarding deceitful, fraudulent or dishonest management of assets; [] Yes [] No
- (5) having been subject to the court's final order of asset seizure for public revenue under the Counter Corruption Act, the Anti-Money Laundering Act or any other similar law and it has not yet surpassed an interval of three years after the date on which the court issued such order [] Yes [] No
- (6) having a demeanor constituting an offense under (3), which is a ground for the SEC Office to file a criminal complaint against such person with the inquiry official, and being under investigation by the inquiry official, or under consideration and prosecution of the public attorney, or the deliberation procedure in court [] Yes [] No
- (7) A person having a demeanor in the nature of offense under Section 238, Section 240 to Section 243, Paragraph 1 of Section 281/2 and Section 281/10 of the Securities and Exchange Act B.E. 2535 (1992) prior to the Amendment by the Securities and Exchange Act (No. 5) B.E. 2559 (2016), which is a ground for any of the following cases shall be deemed to have untrustworthy characteristics: [] Yes [] No
- (a) imprisonment by the court's final judgement for an offense resulting in the accusation or legal proceeding initiated by any entity other than the SEC Office;
 - (b) a criminal fine as deemed appropriate by the Criminal Fining Committee and notified in writing;
 - (c) a criminal complaint filed by the SEC Office with the inquiry official.
- (8) Any person subject to consideration of offense or being named in a written criminal complaint filed with the inquiry official, resulting in the possession of untrustworthy characteristics pursuant to the Notification of the Securities and Exchange Commission No. Kor Jor. 8/2553 Re: Determination of Untrustworthy Characteristics of Company Directors and Executives dated 23 April 2010, shall be deemed to have untrustworthy characteristics under this Notification, and such person shall be subject to removal from work position under Section 89/4 or Section 89/6 of the [] Yes [] No



Securities and Exchange Act B.E. 2535 (1992) until completion of the removal period or the conditions specified under the said Notification

b) Prohibited qualifications and characteristics of directors, managers or persons with power of management as specified under Section 24 of the Financial Institutions Business Act B.E. 2551

- (9) being a bankrupt or having been discharged from bankruptcy for less than five years [] Yes [] No
- (10) having been imprisoned by a final court judgment for an offense related to property committed with dishonest intent regardless of whether the penalty is pending or not [] Yes [] No
- (11) having been dismissed or discharged from government service, state organization or agency on a charge of dishonest act in office [] Yes [] No
- (12) having been a person with management authority holding a position of a financial institution during the period which its license is revoked unless a waiver is granted by The Bank of Thailand [] Yes [] No
- (13) having been removed from the position of director, manager or person with management authority of a financial institution under Section 89 (3)⁵, or Section 90 (4)⁶ or under the law governing securities and exchange unless a waiver is granted by the Bank of Thailand [] Yes [] No
- (14) concurrently being a director, a manager, an officer, or a person with management authority of any other financial institution unless a waiver is granted by the Bank of Thailand [] Yes [] No
- (15) being a manager or a person with management authority besides the position of director of a company being granted credits, guarantee, or aval by, or having contingent liabilities with TISCO Bank unless holding a position of director or advisor of the TISCO Bank which is non-executive or exempted in accordance with the regulation prescribed by the Bank of Thailand [] Yes [] No
- (16) being a government official, a member of the parliament, a senator, a member of district legislature, a district administrator or person holding any political position as prescribed by the Bank of Thailand [] Yes [] No

⁵ Section 89 In the event that the Financial Institutions, their directors, managers or Persons Authorized to Manage violate or fail to comply with this Act or Rules, regulations or notifications issued by virtue of this Act or the criteria prescribed in the license, the Bank of Thailand shall have the power to take the following actions:
(3) Issue an order to dismiss any or all of those directors, managers of Persons Empowered to Manage. Such order shall be deemed as a resolution of the meeting of shareholders.

⁶ Section 90 In the event that the Financial Institutions have financial positions or operate their businesses in a manner that may cause damage to the public, the Bank of Thailand shall have the power to do the following:

(4) Order those Financial Institutions to dismiss some or all directors, managers or Persons Empowered to Manage and appoint other persons to replace them immediately as seem suitable and such order shall be deemed as a resolution of the meeting of shareholders.



(17) being an official or former official of the Bank of Thailand in accordance with the regulation prescribed in the notification of the Bank of Thailand Yes No

(18) being a person having any prohibited characteristic or lacking any following qualification as prescribed by the Bank of Thailand No.

SorNorSor.3/2021 as illustrated below:

Honesty, Integrity and Reputation

(18.1) having been imprisoned by a final court judgment for an offense related to forgery and alteration under the Criminal Code or for computer-related offenses under the Computer Crime Act. Yes No

(18.2) having been imprisoned by a final court judgment for an offense related to financial business operations and payment systems Yes No

(18.3) having been imprisoned by a final court judgment for committing a preliminary offense or committing an offense of money laundering or has been subject to a judgment or an order of the court that the property shall be vested in the state according to the law on anti-money laundering or is a person who is defined as a person who has acts of terrorism or proliferation of weapons of mass destruction or have been sentenced to the final judgment for an offense of financial support for terrorism or financial support base to the proliferation of weapons of mass destruction according to the law on prevention and suppression Financial support for terrorism and the proliferation of weapons of mass destruction Yes No

(18.4) being a director, manager, managing partner or management authority of the financial business operator and the payment system while the business license is revoked or revocation of business registration by that person involved or responsible for the revocation Authorization or revocation of registration Yes No

(18.5) having been removed from being a director, manager or authorized person in the management of financial institutions parent company of financial institutions or a subsidiary that operates financial business according to the law governing financial institutions business or has been withdrawn or removed from office due to disqualification or having prohibited characteristics of directors or executives of specialized financial institutions or has been withdrawn from being a director, manager or person with power of management of a Yes No



securities company under the law on Securities and Exchange or has been removed from being a director, manager or authorized person in the management of life insurance companies under the law on life insurance or non-life insurance companies according to the law on non-life insurance unless the removal or vacation of office is not related to Integrity or dishonesty

(18.6) having been removed, by Bank of Thailand, Securities and Exchange Commission Office, Office of Insurance Commission or government agencies both in the country and abroad accuse, complain, or are being prosecuted for fraud or dishonestly, unless it appears that the case is final without guilt [] Yes [] No

(18.7) having or having shown any behavior that indicates the omission of legitimate duties to supervise juristic persons or businesses in which one has director, manager or management authority of financial institutions parent company of financial institutions Subsidiary company that operates financial business or specialized financial institutions which acting not compliance with the laws, rules, regulations and the internal operational manuals, including resolutions of the Board of Directors or General Meeting of Shareholders, in credit underwriting, decision-making for investment or any acts, which may reduce public confidence in the overall financial institution or damage to the reputation or operating status of such a business, such as causing the BIS Ratio to drop below the regulatory requirement, or failure to maintain sufficient liquid assets as required by law, or causing damage to the customer of financial institutions significantly. [] Yes [] No

(18.8) there is a reasonable ground to suspect that an act or has ever done an act which constitutes or causes fraud or defrauding the public; or is the treatment of consumers dishonestly or unfairly [] Yes [] No

(18.9) there is a reasonable ground to suspect that the act or has done an act which causes or causes Discrimination or exploitation for one's own or a group's interests or participation in any decision which may cause conflict of interest or there is a reason to suspect that the behavior that shows implied actions in a way that is dishonest [] Yes [] No



(Competence, Capability and Experiences)

- (18.10) being a holder of any other political positions by laws on Counter-corruption include Members of Vice Minister Committee or Vice Minister under Regulations of Office of the Prime Minister concerning Vice Minister Committee B.E. 2546 Yes No
- (18.11) being a director, manager, employee or person with power of management other financial institutions or Specialized Financial Institutions at the same time unless exempted from the Bank of Thailand
- (18.12) being a person whose tenure as a Bank of Thailand official ended less than 1 year ago in the position of Assistant Governor of the Bank of Thailand or those in equivalent or higher positions or segments or those who in position of senior director or those in equivalent, with legitimate authority to decide and determine the governance policy or supervise and examine the financial institutions Yes No
- (18.13) having or having had a record showing the lack of accounting standards, risk management standards or other professional standards for business undertaking, established by relevant government agencies or standardization agencies, both domestically and abroad, such as window dressing to conceal the actual financial status or performance results, intended omission of disclosure of material information, revocation of professional license Yes No

(Financial Soundness)

- (18.14) having defaulted on paying principal or interest to a financial institution a specialized financial institutions or credit granting company whether domestically or abroad or classified as assets and financial obligations with credit impairment. (non-performing) Yes No

c) Prohibited qualifications and characteristics of directors as specified under Section 86 of the Public Limited Companies Act B.E.2535

- (19) operate any business which has the same nature as and is in competition with the business of the company or become a partner in an ordinary partnership or become a partner with unlimited liability in a limited partnership or become a director of a private company or any other company operating business which has the same nature as and is in competition with the business of the company Yes No



d) Qualifications and characteristics of an independent director as per Corporate Governance Policy and Code of Conducts which are more stringent than those specified by the Notification of the Capital Market Supervisory Board No. TorChor. 39/2559 and Notification of the Bank of Thailand No. SorNorSor. 1/2566 Re. Corporate Governance of Financial Institution

- (20) 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 [] Yes [] No
- (21) neither being nor having been a non-independent directors of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years [] Yes [] No
- (22) neither being nor having been an executive director, managers, persons with power of management, advisor, employee, or staff who receives salary, or a controlling person of the company, its parent company, subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest unless the foregoing status has ended not less than two years [] Yes [] No
- (23) not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the company or its subsidiary [] Yes [] No
- (24) not having a business relationship 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 years [] Yes [] No
- (25) 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 [] Yes [] No



- (26) neither being nor having been any professional advisor including legal [] Yes [] No
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
- (27) not being a director who has been appointed as a representative of the [] Yes [] No
company's director, major shareholder or shareholders who are related to
the company's major shareholder
- (28) not undertaking any business in the same nature and in competition to the [] Yes [] No
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 per cent 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
- (29) not having any characteristics which make him/her incapable of expressing [] Yes [] No
independent opinions with regard to the company's business affairs
- (30) not being an independent director for more than nine (9) consecutive [] Yes [] No
years in TISCO or its subsidiaries

21. Consent Letter for Personal Data

I (Mr./Mrs./Miss) _____ give consent to TISCO Financial Group
Public Company Limited ("the Company") to collect, use and disclose my personal data, including name,
surname, date of share purchase, number of shares held, the ratio of shares held to all the voting shares, and my
sensitive personal information which includes my race, religion, and blood type as shown in the copy of the
identification card which I have given to the Company as well as background checks with relevant agencies for
the purpose of complying with the law.



22. Representation

By signing below, I, the person nominated to be considered for the position of director of the Company TISCO Financial Group Public Company Limited, acknowledge, accept, and consent to this nomination. Including certifying that they are fully qualified and have no prohibited characteristics according to the law and the company's criteria, as well as certifying that the details in the aforementioned profile form are correct and complete, and that the supporting documents submitted herein are true in all respects. I give consent to the Company to collect, use and disclose my personal data, including for the minutes and attachments of the general meetings of shareholders of the Company, and for specifying my personal data in the publicly disclosed minutes and attachment.

Signed by _____ Candidate
(_____)
Date _____

Required documents certified by nominated candidates (Please specify reasons for unavailable items)

- (1) Copy of valid National ID card
- (2) Copy of house registration
- (3) Educational records / certificates
- (4) Evidence of tax payment of the previous year
- (5) Reference letter from a present or latest company (Company Testifying Form for non-residents)
- (6) Immigration documents / Copy of valid passport (in case of non-residents)
- (7) The evidence of shares held such as a certified true copy of the share certificate (if any).
- (8) Reference letter or other document from financial institution or credit granting company or credit bureau or other related agency to warrant that is not defined as sub-standard borrower, doubtful, doubtful of loss or loss.
- (9) Confirmation of approval intent or confirmation of appointment intent
 - (9.1) Confirmation of approval intent or confirmation of appointment intent from the chairman of the nomination committee – if the person applied for approval is investigated or had been investigated by the former or current employer for the violation of laws or internal guidelines related to honesty; and
 - (9.2) Confirmation of approval intent or confirmation of appointment intent from the chairman of the board of director – if the person applied for approval is to serve as the director, manager, or equivalent position but with different job title is investigated or had been investigated by the former or current employer for the violation of laws or internal guidelines related to honesty

On this, for a foreign bank branch, it may use the confirmation of approval intent and confirmation of appointment intent from the committee or person responsible for approving or evaluating the performance of senior executives of the foreign bank branch at the regional office or head office.



(10) Other evidence or information that would be beneficial to the verification of qualifications (if any)

** Please conceal your religion on the certified true copy of the identification card. In case that the religion on the copy of your identification card is not concealed, the Company will strikethrough the detail since such data is not required to be processed.*

The Company collects, uses, and discloses the personal data of shareholders following the Privacy Notice, detailed on the Company's website <https://www.tisco.co.th/en/privacy-notice.html>