

## Invitation for Shareholders to Propose Agenda and Qualified Candidate for Nomination as Member of the Board of Directors for the 2024 Annual General Meeting of Shareholders

### Objective

The Bank values the importance of shareholders. For confidence and fair treatment of shareholders, the Bank has given shareholders an opportunity to propose an issue deemed important and beneficial as an agenda of the general meeting of shareholders as well as a qualified person for the Bank's director position prior to the 2024 Annual General Meeting of Shareholders in accordance with the Bank-specified criteria.

### Criteria for Granting Shareholders the Right to Propose Agenda and Qualified Candidate for Director Position

1. Shareholders who have the right to propose agenda or qualified candidate for director position shall have qualifications as follows:
  - 1.1 Being a shareholder or shareholders holding aggregate shares of not less than 1 (one) percent of the total voting rights of the Bank.
  - 1.2 Holding shares for a minimum period of 12 (twelve) consecutive months.
2. For the consideration of the agenda proposed by shareholders, shareholders shall provide details, together with complete relevant evidence, as follows:
  - 2.1 Name, address, and telephone number of the shareholder(s) submitting the proposal
  - 2.2 Amount of shares held and evidence of shareholding
  - 2.3 Objective, details of the proposal and other details to support the Board's consideration, such as facts, rationale, issue required consideration, etc
  - 2.4 For proposal to nominate candidate for directorship, please submit to the Bank a personal profile, work experience, address and telephone number of the candidate, as well as the candidate's written consent to the nomination.
  - 2.5 The candidate proposed to be elected as the Bank's director must have appropriate qualifications as required by relevant regulatory regulations, laws and the Bank's requirements as below.
    - 1) Director's qualifications according to the Public Limited Companies Act, B.E. 2535 (Section 68);
    - 2) Director's qualifications according to the Financial Institution Businesses Act, B.E. 2551 (Section 24);
    - 3) Director's qualifications according to the Securities and Exchange Act, B.E. 2535 (Section 103-104);
    - 4) Bank of Thailand's Notification No. SorNorSor. 2/ 2566 Re: Roles, Responsibilities, and Composition of the Board of Directors of Financial Institutions and Companies Within Financial Business Groups;

- 5) Bank of Thailand's Notification No. SorNorSor. 3/2564 Re: Regulations on the Approval of Appointment of Directors, Managers, Persons with Power of Management, or Advisors of Financial Institutions, Financial Institutions' Parent Companies, and Subsidiaries Undertaking Financial Business;
  - 6) Capital Market Supervisory Board's Notification No. ThorLorThor. 8/2557 Re: Criteria Governing Personnel in Capital Market Business;
  - 7) Capital Market Supervisory Board's Notification No. TorJor. 39/2559 Re: Permission Request for Offering of Newly Issued Shares (only in case of Independent Director and/or Audit Committee Member);
  - 8) Capital Market Supervisory Board's Notification No. TorThor/Nor/Khor. 7/2553 Re: Regulations, Conditions and Procedures for Being Director or Executive of Other Securities Companies;
  - 9) Securities and Exchange Commission's Notification No. GorJor. 3/2560 Re: Determination of Untrustworthy Characteristics of Company's Directors and Executives;
  - 10) Office of the Securities and Exchange Commission's Notification No. SEC. GorTor. (Wor) 15/2562 Re: Guidelines on Roles and Expectations in Performance of Directors of Securities Companies and Derivatives Business Operators; and
  - 11) The Bank's relevant requirements
3. Proposal that the Board of Directors may refuse to include on the agenda of the meeting:
- 3.1 The proposal is relevant to ordinary business operations and facts given by shareholders do not indicate reasonable grounds to suspect any irregularities;
  - 3.2 The proposal is beyond the Bank's capacity;
  - 3.3 The proposal was submitted to the shareholders' meeting for consideration during the previous 12 (twelve) months and received agreeing votes less than 10 (ten) percent of the total voting rights of the Bank, unless the facts pertaining to the resubmission are significantly changed from that of the previous proposal;
  - 3.4 The proposal is submitted by shareholders who are not fully qualified under item 1, or provide incomplete and insufficient documentary evidence or do not submit the proposal within specified timeframe;
  - 3.5 Any proposal that violates the applicable laws, rules, regulations of government agencies or regulators or involved agencies, or is not in compliance with the objectives, Articles of Association, and Codes of Conduct of the Bank;
  - 3.6 The proposal is stipulated by laws to be considered at shareholders' meeting which has been pursued regularly by the Bank;
  - 3.7 The proposal has already been undertaken by the Bank; and
  - 3.8 The proposal was previously submitted for consideration by other shareholders
4. Consideration process
- 4.1 Company Secretary is in charge of screening shareholders' proposals based on relevant criteria and regulatory requirements.

- 4.2 If the shareholder is fully qualified according to the criteria, it will be presented to the Nomination, Remuneration and Corporate Governance Committee to consider the meeting's agenda and qualifications of the nominated person for the Bank's director election before submission to the Board of Directors for approval.
- 4.3 If any proposals are approved by the Board of Directors, the Bank will include them on the agenda in the Invitation Letter to shareholders. If any proposals are not approved by the Board of Directors, the Bank will notify the shareholders and clarify reasons in the shareholders' meeting and/or via other channels of information dissemination.
- 4.4 The Bank will notify the consideration results by January 2024. Any matters approved by the Board of Directors will be included in the agenda as specified in the Invitation Letter to 2024 Annual General Meeting of Shareholders.
5. Procedures and channels for proposal of agenda and qualified candidate for director position

Shareholders are required to make an intent letter and fill in "Proposed Agenda for 2024 Annual General Meeting of Shareholders Form" or "Nomination of Qualified Candidate for Director Election in 2024 Annual General Meeting of Shareholders" and enclose complete supporting documents as required. The nominated candidate is required to fill out the "Curriculum Vitae of Qualified Candidate for Director Election In the 2024 Annual General Meeting of Shareholders," enclose complete supporting documents as required, and submit them to the Bank through e-mail address: [cs@cimbthai.com](mailto:cs@cimbthai.com), or via registered mail to the following address from now on until 31 December 2023.

Company Secretary Company Secretary and Administration, 21 <sup>st</sup> floor, CIMB Thai Bank Public Company Limited 44 Langsuan Road, Lumpini, Patumwan, Bangkok 10330
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## Proposed Agenda to the 2024 Annual General Meeting of Shareholders Form

## 1. General Information

Name - Surname (Mr. / Mrs. / Miss / Company / Other): \_\_\_\_\_

Current Address:

No \_\_\_\_\_ Village / Building \_\_\_\_\_

Moo \_\_\_\_\_ Trok / Soi \_\_\_\_\_

Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_

Postal Code \_\_\_\_\_ Country \_\_\_\_\_

Tel \_\_\_\_\_ Fax \_\_\_\_\_

E-mail \_\_\_\_\_

Oversea Address: \_\_\_\_\_ **(For a non-Thai nationality, please specify overseas contact address)**

2. Number of Shareholding: \_\_\_\_\_ Shares, as of \_\_\_\_\_

3. Proposed Agenda: \_\_\_\_\_

Objective: ☐ For Acknowledgement ☐ For Approval ☐ For Consideration

Detail: \_\_\_\_\_

\_\_\_\_\_

☐ With attachments ☐ Without attachments

## 4. Supplementary Documents to be Enclosed with This Form

## 4.1 Evidence of shareholding, i.e.

☐ Certificate of shares held issued by securities companies, or any other certificates from Thailand Securities Depository Co., Ltd. or Stock Exchange of Thailand or custodian, or securities paper certified true copies by the shareholder

## 4.2 Evidence of identification, i.e.

☐ Natural person: Copy of valid national identification card or passport (in case of non-Thai nationality) must be enclosed with certifying of true copies by the shareholder☐ Juristic person: Copy of the company's affidavit, and copy of valid national identification card or passport (in case of non-Thai nationality) of authorized director(s) must be enclosed with certifying of true copies by the authorized director(s)

## 5. Representation and Warranty

I/We hereby represent and warrant that all information and supplementary documents are complete, accurate and true. I/We give my/our permission to the Bank to disclose the above information and supplementary documents.

\_\_\_\_\_  
Shareholder's Signature

(\_\_\_\_\_)

Date \_\_\_\_\_

Remarks:

In case where several shareholders would jointly propose the agenda, each shareholder must fill out "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.

## Nomination of Qualified Candidate for Director Election in the 2024 Annual General Meeting of Shareholders

## 1. General Information

Name - Surname (Mr. / Mrs. / Miss / Company / Other): \_\_\_\_\_

Current Address:

No \_\_\_\_\_ Village / Building \_\_\_\_\_

Moo \_\_\_\_\_ Trok / Soi \_\_\_\_\_

Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_

Postal Code \_\_\_\_\_ Country \_\_\_\_\_

Tel \_\_\_\_\_ Fax \_\_\_\_\_

E-mail \_\_\_\_\_

Oversea Address: \_\_\_\_\_ **(For a non-Thai nationality, please specify overseas contact address)**

2. Number of Shareholding: \_\_\_\_\_ Shares, as of \_\_\_\_\_

3. Name of a Qualified Candidate to be Nominated for Director Election:

## 4. Supplementary Documents to be Enclosed with This Form

## 4.1 Evidence of shareholding, i.e.

- [ ] Certificate of shares held issued by securities companies, or any other certificates from Thailand Securities Depository Co., Ltd. or Stock Exchange of Thailand or custodian, or securities paper certified true copies by the shareholder

## 4.2 Evidence of identification, i.e.

- [ ] Natural person: Copy of valid national identification card or passport (in case of non-Thai nationality) must be enclosed with certifying of true copies by the shareholder
- [ ] Juristic person: Copy of the company's affidavit, and copy of valid national identification card or passport (in case of non-Thai nationality) of authorized director(s) must be enclosed with certifying of true copies by the authorized director(s)

## 5. Representation and Warranty

I/We would like to nominate the mentioned person for consideration as a qualified candidate to be appointed as a director of CIMB Thai Bank Public Company Limited. Such person has made his/her consent and certified that the information disclosed in the attached "Curriculum Vitae of Qualified Candidate for Director Election In the 2024 Annual General Meeting of Shareholders" and other supplementary documents are complete, accurate, and true.

\_\_\_\_\_  
( ) Shareholder's Signature  
Date \_\_\_\_\_

Remarks:

In case where several shareholders would jointly nominate the qualified candidate, each shareholder must fill out "Nomination of Qualified Candidate for Director Election in the 2024 Annual General Meeting of Shareholders," and sign their names as evidence separately. Then the forms should be gathered into one set.

Curriculum Vitae of Qualified Candidate for Director Election  
in the 2024 Annual General Meeting of Shareholders

Color Photo  
2"

Part 1 General Information

1. Personal Information

1.1 Name - Surname (English) \_\_\_\_\_ (Maiden Name \_\_\_\_\_)  
(Thai) \_\_\_\_\_ (Maiden Name \_\_\_\_\_)

1.2 Type of Card

☐ National Identification Card

☐ Passport (only for non-Thai nationality)

Number \_\_\_\_\_ Issued By \_\_\_\_\_ Expiry Date \_\_\_\_\_

(Please attach a copy of national identification card or passport)

1.3 Date of Birth \_\_\_\_\_ Age \_\_\_\_\_ Years

1.4 Nationality \_\_\_\_\_

1.5 Marital Status ☐ Single ☐ Married ☐ Divorced

1.6 Spouse's Name \_\_\_\_\_ (Maiden Name \_\_\_\_\_)

1.7 Detail of Children

<u>Name - Surname</u>	<u>Date of Birth</u>	<u>Age (Year)</u>	<u>Place of Work</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

2. Current Address

2.1 Business Address

Name \_\_\_\_\_

No \_\_\_\_\_ Moo \_\_\_\_\_ Village / Building \_\_\_\_\_

Trok / Soi \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Tel \_\_\_\_\_ Fax \_\_\_\_\_ E-mail \_\_\_\_\_

2.2 Home Address

No \_\_\_\_\_ Moo \_\_\_\_\_ Village / Building \_\_\_\_\_

Trok / Soi \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Tel \_\_\_\_\_ Mobile \_\_\_\_\_ E-mail \_\_\_\_\_

2.3 Oversea Address \_\_\_\_\_ **(For a non-Thai nationality, please specify overseas contact address)**

\_\_\_\_\_

### 3. Professional Background

#### 3.1 Education

<u>Institution</u>	<u>Degree or Major Subject</u>	<u>Year of Graduation</u>

#### 3.2 Training or Seminar Course related to Directorship of Listed Company / Financial Institution

<u>Course</u>	<u>Organizer</u>	<u>Year of Attendance</u>

### 4. Working Experience

<u>Organization</u>	<u>Type of Business</u>	<u>Position</u>	<u>Period</u> (Month / Year - Month / Year)

### 5. Duties and Responsibilities under Present Positions

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### 6. Shareholding in CIMB Thai Public Company Limited as of \_\_\_\_\_ (the proposal date)

Common shares \_\_\_\_\_ shares

Spouse's common shares \_\_\_\_\_ shares

Minor Children (1) \_\_\_\_\_ Common shares \_\_\_\_\_ shares

(2) \_\_\_\_\_ Common shares \_\_\_\_\_ shares

(3) \_\_\_\_\_ Common shares \_\_\_\_\_ shares

7. Related Businesses of Yourself, Spouse, and Minor Children (for all companies now serving as director, executive or person with power of management, and all businesses now holding shares)

7.1 Related Businesses of Yourself

<u>Name of Company</u>	<u>Type of Business</u>	<u>Position in Business</u>	<u>Period (Year)</u>	<u>% of Shares Held</u>
● Business Group #1				
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
● Business Group #2				
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
● Business Group #3				
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

7.2 Related Businesses of Spouse and Minor Children

<u>Name of Company</u>	<u>Type of Business</u>	<u>Position in Business</u>	<u>Period (Year)</u>	<u>Relationship</u>	<u>% of Shares Held</u>
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

Remarks (1) "Business Group" means

(1.1) Group of companies that consist of parent company, subsidiary company or associated company

(1.2) Group of companies under control of the same person

(2) "Related Businesses of Yourself"

(2.1) Classify in accordance with definition of Business Group under (1). In case the company is not a business group, each company will be considered as a separate business group.

(2.2) In case where a position of such business is chairman, executive director, or director with signatory authority, please clarify it clearly.

8. Litigation Records (Except Petty Offences)

<u>Court</u>	<u>Status</u>	<u>Type of Suit</u>	<u>Charge or</u>	<u>Litigated</u>	<u>Case</u>	<u>Judgment</u>
	<u>(Plaintiff / Defendant</u>	<u>(Civil / Criminal /</u>	<u>Accusation</u>	<u>Sum</u>	<u>No.</u>	
	<u>/ Interpleader)</u>	<u>Bankruptcy)</u>				
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

9. Required Documents Certified by Nominated Candidates **(Please specify reasons for unavailable items)**

- ☐ Copy of national identification card
- ☐ Copy of house registration
- ☐ Educational records / certificates
- ☐ Evidence of tax payment of the previous year
- ☐ Reference letter from a present or latest company (Company Testifying Form for non-Thai nationality)
- ☐ Immigration documents / Copy of valid passport (in case of non-Thai nationality)
- ☐ Reference letter or other document from financial institution or credit granting company or credit bureau or other related agency to warrant of not defined as a borrower of sub-standard, doubtful, doubtful of loss, or loss classification

Part 2 Qualifications and Prohibited Characteristics

I hereby acknowledge that in the Bank's nominating process, the Bank will consider the qualifications and prohibited characteristics of directors under the relevant laws of which I am well aware, and I certify that:

- ☐ I have qualifications without any prohibited characteristics specified by the laws governing the Public Limited Companies Act B. E. 2535, Financial Institutions Businesses Act B. E. 2551, and Securities and Exchange Act B.E. 2535, including relevant notifications
- ☐ I lack certain qualification(s) or have some prohibited characteristics specified by the laws governing Public Limited Companies Act B.E. 2535, Financial Institutions Businesses Act B.E. 2551, and Securities and Exchange Act B.E. 2535, including relevant notifications, as follows:

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Part 3 Consent and Confirmation

I (Mr. / Mrs. / Miss / Other \_\_\_\_\_) \_\_\_\_\_, a person who is nominated for the Bank's director, certify that above details and supplementary documents are complete, accurate, and true. I hereby give my permission to the Bank to disclose such information and supplementary documents.

\_\_\_\_\_  
(\_\_\_\_\_) Candidate's Signature  
Date \_\_\_\_\_