



Criteria for shareholder to propose agenda and qualified candidate for director position of the 2022 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 2022 AGM

1. Submission period

September 1 to November 30, 2021

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 in order 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/passport (in case of non-Thai nationality) must be enclosed and certified true copies by the shareholder.
 - In case shareholders are juristic persons, the copy of the Company’s affidavit issued by Department of Business Development, Ministry of Commerce or other related agencies and

www.tisco.co.th

บริษัท ทีเอสซีไฟแนนเชียลกรุ๊ป จำกัด (มหาชน)
48/49 อาคาร ทีเอสซีทาวเวอร์ 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



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 2022 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:
 1. To certify the previous shareholders' meeting minutes
 2. To ratify the Board of Directors' business activities conducted in the previous year
 3. To approve the financial statements of the company and its subsidiaries
 4. To approve the appropriation of profit from the previous year operating result and the dividend payment
 5. To approve the appointment of auditors and their remuneration
 6. To approve the number of directors and elect the directors
 7. To approve the remuneration of directors
 8. 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 2022 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.

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 that 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)
 - (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, 2021 (the postal stamp date) to the following address:

Corporate Secretary
TISCO Financial Group Public Company Limited
Corporate Secretariat Office, 21th Floor
48/49 TISCO Tower, North Sathorn Road,
Silom, Bangrak, Bangkok 10500



6. The Company's decision process

(1) Proposing meeting agenda item

The proposal approved by the Board along with the Board's opinion will be included in the AGM agenda. For the proposal disapproved by the Board, the Company shall inform the shareholders with the reason of the refusal at the AGM and/or through other appropriate information dissemination channels.

(2) Nominating persons to be elected as the directors

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 2022 AGM for the shareholders' consideration. For the candidate 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.

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 2022. 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 2022.



The Proposed Agenda Item to the 2022 Annual General Meeting of Shareholders Form

Date _____

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	_____

Proposed Agenda _____

Objective To approve To consider To acknowledge

Rationale/Details _____

Supplementary Documents to be enclosed with this form

- (1) The evidence of Identification:
 - Individual persons: copy of valid National ID card/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
- (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.

(_____) Shareholder's signature

Remarks:

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.



**The Proposed Qualified Candidate for Director Position
of the 2022 Annual General Meeting of Shareholders Form**

Date _____

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 _____

Qualified Candidate for Director Election

Supplementary Documents to be enclosed with this form

- (1) The evidence of Identification:
- Individual persons: copy of valid National ID card/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
- (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.

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.

Shareholder's signature
(_____)

Remarks:

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.



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. (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 _____

6. Marital Status [] Single [] Married (with [] Married (without [] Divorce [] Widowed
 martial agreement) martial agreement)

Spouse's Name (in Thai) _____ (Maiden Name _____)
 (in English) _____ (Maiden Name _____)

Place of work _____ Nationality _____

No. of [] Identification card [] Passport _____

7. Children and Related Parties

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

Children/Adopted Children						Children/Adopted Children Spouse
Title/Name-Surname (Maiden Name) (in Thai-English)	No. of Identification Card/Passport	Date of Birth	Age (years)	Nationality	Place of work	Title/Name-Surname (Maiden Name) (in Thai-English)

(2) Parents

Title / Name-Surname **Father** _____ (Maiden Name _____)
 Title / Name-Surname **Mother** _____ (Maiden Name _____)

(3) Number of Sibling _____ (Please ✓ to identify relationship)

[] Elder [] Younger Title / Name-Surname _____ (Maiden Name _____)
 [] Elder [] Younger Title / Name-Surname _____ (Maiden Name _____)
 [] Elder [] Younger Title / Name-Surname _____ (Maiden Name _____)



8. 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.)

9. Work Experiences until Present

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.)

10. Duties and Responsibilities of Current Position



11. 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

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

12. 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	Common 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		

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 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.



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.

(2) **TISCO Bank 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	Common 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.

13. Specify your shareholding in other financial institutions where the holding is equal to or greater than 5 percent of total shares (including number of shares held by your related persons), and/or information on your senior management³ positions held in other financial institutions.

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.

³ Senior management means financial institution's managers, deputy managers, assistant managers and advisors who perform any duties in the capacity of a manager, deputy manager or assistant manager but holding the position as an advisor, including those who perform the similar duties but holding any other positions.



14. Relationship of myself, my spouse or my minor child/ adopted minor child with other juristic person(s) categorized into Business Group⁴ are as follows: (In case of having relationship with more than 3 business groups, additional table could be added)

Business Group 1

I, my spouse or my minor child/ adopted minor child have relationship with juristic persons categorized under Business Group 1 as detailed follows:

Relationship	None	Yes		Type of Business	Since (year)
		Name of Related Person	Name of Juristic Person If the company is listed on the local or overseas stock exchange?		
1. Holding of shares with voting right in an amount exceeding 50% of total number of voting right					
2. Having control of majority voting rights in the shareholders' meeting					
3. Having control over appointment or removal of at least half of all directors					
4. Being a Chairman of the Board of Director					
5. Being an Executive Director					
6. Being a Non-Executive Director					
7. Being an Independent Director					
8. Being a Manager or the next four executives succeeding the Managing Director					
9. Being a finance/accounting Manager					

If the above-mentioned name of Juristic receives credits from FI/company within the solo-consolidated group of FI applied for approval [] No [] Yes; _____

⁴ Business group mean

- (1) Group of companies comprises of parent, subsidiary and associated companies
- (2) Group of companies under same person empowered to manage



Shareholding of myself and my related persons, listed under item 2-8 in the below table, in other juristic person(s) categorized as Business Group 1

Name of Juristic Person _____

- None of juristic person that I and my related persons, listed under item 2-8 in the below table, hold shares in an amount exceeding 5 percent
- There is juristic person(s) that I and my related persons, listed under items 2-8 in the below table, hold shares in an amount exceeding 5 percent as detailed follows:

	Shareholding Percentage
1. Reporter	
2. Spouse	
3. Minor Child/ Adopted Minor Child	
4. Ordinary Partnership in which person in 1), 2) or 3) is a partner	
5. Limited Partnership in which person in 1), 2) or 3) is an unlimited liability partner or a limited liability partner who collectively holds contribution in an amount exceeding 30% of the total contribution of the limited partnership	
6. Limited Company or Public Limited Company in which person in 1), 2), 3), 4) or 5) collectively holds shares in an amount exceeding 30% of the total shares sold of that company	
7. Limited Company or Public Limited Company in which person in 1), 2), 3), 4) , 5) or 6) collectively holds shares in an amount exceeding 30% of total shares sold of that company	
8. Juristic Person over which I have the power of management as a representative	
Total	



Business Group 2

I, my spouse or my minor child/ adopted minor child have relationship with juristic persons categorized under Business Group 2 as detailed follows:

Relationship	None	Yes		Type of Business	Since (year)
		Name of Related Person	Name of Juristic Person If the company is listed on the local or overseas stock exchange?		
1. Holding of shares with voting right in an amount exceeding 50% of total number of voting right					
2. Having control of majority voting rights in the shareholders' meeting					
3. Having control over appointment or removal of at least half of all directors					
4. Being a Chairman of the Board of Director					
5. Being an Executive Director					
6. Being a Non-Executive Director					
7. Being an Independent Director					
8. Being a Manager or the next four executives succeeding the Managing Director					
9. Being a finance/accounting Manager					

If the above-mentioned name of Juristic receives credits from FI/company within the solo-consolidated group of FI applied for approval No Yes; _____

Shareholding of myself and my related persons, listed under item 2-8 in the below table, in other juristic person(s) categorized as Business Group 2

Name of Juristic Person _____

- None of juristic person that I and my related persons, listed under item 2-8 in the below table, hold shares in an amount exceeding 5 percent
- There is juristic person(s) that I and my related persons, listed under items 2-8 in the below table, hold shares in an amount exceeding 5 percent as detailed follows:



	Shareholding Percentage
1. Reporter	
2. Spouse	
3. Minor Child/ Adopted Minor Child	
4. Ordinary Partnership in which person in 1), 2) or 3) is a partner	
5. Limited Partnership in which person in 1), 2) or 3) is an unlimited liability partner or a limited liability partner who collectively holds contribution in an amount exceeding 30% of the total contribution of the limited partnership	
6. Limited Company or Public Limited Company in which person in 1), 2), 3), 4) or 5) collectively holds shares in an amount exceeding 30% of the total shares sold of that company	
7. Limited Company or Public Limited Company in which person in 1), 2), 3), 4) , 5) or 6) collectively holds shares in an amount exceeding 30% of total shares sold of that company	
8. Juristic Person over which I have the power of management as a representative	
Total	

Business Group 3

I, my spouse or my minor child/ adopted minor child have relationship with juristic persons categorized under Business Group 3 as detailed follows:

Relationship	None	Yes		Type of Business	Since (year)
		Name of Related Person	Name of Juristic Person If the company is listed on the local or overseas stock exchange?		
1. Holding of shares with voting right in an amount exceeding 50% of total number of voting right					
2. Having control of majority voting rights in the shareholders' meeting					
3. Having control over appointment or removal of at least half of all directors					



Relationship	None	Yes		Type of Business	Since (year)
		Name of Related Person	Name of Juristic Person If the company is listed on the local or overseas stock exchange?		
4. Being a Chairman of the Board of Director					
5. Being an Executive Director					
6. Being a Non-Executive Director					
7. Being an Independent Director					
8. Being a Manager or the next four executives succeeding the Managing Director					
9. Being a finance/accounting Manager					

If the above-mentioned name of Juristic receives credits from FI/company within the solo-consolidated group of FI applied for approval No Yes; _____

Shareholding of myself and my related persons, listed under item 2-8 in the below table, in other juristic person(s) categorized as Business Group 3

Name of Juristic Person _____

- None of juristic person that I and my related persons, listed under item 2-8 in the below table, hold shares in an amount exceeding 5 percent
- There is juristic person(s) that I and my related persons, listed under items 2-8 in the below table, hold shares in an amount exceeding 5 percent as detailed follows:

	Shareholding Percentage
1. Reporter	
2. Spouse	
3. Minor Child/ Adopted Minor Child	
4. Ordinary Partnership in which person in 1), 2) or 3) is a partner	
5. Limited Partnership in which person in 1), 2) or 3) is an unlimited liability partner or a limited liability partner who collectively holds contribution in an amount exceeding 30% of the total contribution of the limited partnership	
6. Limited Company or Public Limited Company in which person in 1), 2), 3), 4) or 5) collectively holds shares in an amount exceeding 30% of the total shares sold of that company	



	Shareholding Percentage
7. Limited Company or Public Limited Company in which person in 1), 2), 3), 4) , 5) or 6) collectively holds shares in an amount exceeding 30% of total shares sold of that company	
8. Juristic Person over which I have the power of management as a representative	
Total	

15. 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

16. Record of accusations, petitions, trials (including those in trial process) by local and overseas government organizations* None Yes

Government organization making accusation/petition or bringing the case to trial	Issue	Date of accusation/ petition/trial	Investigation status	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)

17. 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)



18. 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, 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: [] Yes [] No
- (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 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: [] Yes [] No
- (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 Securities and Exchange Act B.E. 2535 (1992) until completion of the removal period or the conditions specified under the said Notification [] Yes [] No

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
- (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 [] 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.



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

- (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 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 [] Yes [] No
- (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 [] Yes [] No



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.

(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 aboard, 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 aboard 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. 10/2561 Re. Corporate Governance of Financial Institution

- (20) neither business or involvement in the administration or has no interest related to financial institutions or does not have any other characteristics that prevent independent opinions, decisions, or resolutions relating to the operations of the financial institution Yes No
- (21) 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
- (22) 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
- (23) 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
- (24) 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
- (25) 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 Yes No



- company, subsidiary, affiliate or juristic person who may have conflicts of interest unless the foregoing relationship has ended not less than two years
- (26) 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
- (27) 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 [] Yes [] No
- (28) 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 [] Yes [] No
- (29) 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 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. [] Yes [] No
- (30) not having any characteristics which make him/her incapable of expressing independent opinions with regard to the company's business affairs [] Yes [] No

19. 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) 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.
- (8) Confirmation of approval intent or confirmation of appointment intent



- (8.1) 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
- (8.2) 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.
- (9) Other evidence or information that would be beneficial to the verification of qualifications (if any)

I (Mr./Mrs./Miss/ _____) _____,

who has been nominated for election as TISCO Financial Group Public Company Limited's director certify that the information provided above is true and the supporting documents submitted herewith are authentic. I also hereby give my permission to TISCO Financial Group Public Company Limited to disclose such information or supporting documents in order to verify my resume with any relating agencies.

Candidate's signature

(_____)

Date _____