



Criteria for shareholder to propose agenda and qualified candidate for director position of the 2025 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 2025 AGM

1. Submission period

September 1 to November 30, 2024

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.



- 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 2025 Annual General Meeting of Shareholders" form and "Consent Letter for Personal Data Processing" 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 acknowledge the annual report of the Board of Directors
 - 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 2025 Annual General Meeting of Shareholders" form, and the nominated candidate(s) is required to fill out "Resume of Proposed Candidate for Director Position" form and "Consent Letter for Personal Data Processing" along with attaching the relevant document.

Shareholders can request the above-mentioned forms of "Proposed Agenda to the 2025 Annual General Meeting of Shareholders" or "Proposed Qualified Candidate for Director Position to the 2025 Annual General Meeting of Shareholders" or "Resume of Proposed Candidate for Director Position" and "Consent Letter for Personal Data Processing" 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 of Directors 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. Matters proposed by shareholders whose qualifications do not meet the criteria set forth in Section 2, or provide incomplete, insufficient information or evidence, or do not comply with the criteria set by the company, or are not submitted within the specified period.
2. Matters that violate the laws, rules, regulations of government agencies or other governing agencies, or that do not comply with the objectives, the Article of Association, the shareholders' resolution, and the Corporate Governance of the Company.
3. Matters that are beneficial for a 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, has been pursued regularly by the Company.
8. The proposal has already been 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 “Consent Letter for Personal Data Processing” and send to the Company unofficially through email address at tisco_cs@tisco.co.th 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, 2024 (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 2025 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 2025 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 2025. 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 2025.