



(Translation)

Criteria for Shareholders to Propose Agenda Items and Nominate Director Candidates in Advance for the 2027 Annual General Meeting of Shareholders

Objective

To promote good corporate governance, Krungthai Card Public Company Limited (the "Company") deems it appropriate to provide an opportunity for shareholders to propose agenda items for the Annual General Meeting of Shareholders and to nominate qualified candidates for consideration as directors of the Company at the 2027 Annual General Meeting of Shareholders in advance. This is to ensure that all shareholders are confident that the Company treats all shareholders fairly and equitably. The proposal of agenda items and the nomination of qualified candidates for consideration as directors of the Company must comply with the criteria specified by the Company as follows:

Criteria for Shareholders' Rights

1. Shareholder Qualifications

Shareholders proposing agenda items for the Annual General Meeting of Shareholders and nominating candidates as directors must possess the following qualifications:

1. Be a single shareholder or multiple shareholders collectively holding shares with voting rights totaling not less than 5 percent of the total voting rights of the Company, and must have continuously held such shareholding for not less than 1 year and still maintain shareholder status as of the date of proposing the agenda item or nominating a candidate as director, including having the right to attend the 2027 Annual General Meeting of Shareholders.
2. Must be able to provide complete evidence of such shareholding as specified in Clause 1.(1), such as a certificate from a securities company or other evidence from the Stock Exchange of Thailand or Thailand Securities Depository Company Limited.

2. Procedure for Proposing Agenda Items

2.1 Process for Consideration of Agenda Item Proposals

- 1) Shareholders who fully meet the qualifications under Clause 1 must complete the Agenda Item Proposal Form attached at the end of these criteria and submit it to the Board of Directors, or may informally notify the Company via e-mail at agm@ktc.co.th or through the Company's website at www.ktc.co.th by selecting the Investor Relations section, then selecting "Investor IR Contact" menu, and choosing "Contact Annual General Meeting (AGM)" topic, before submitting the original Agenda Item Proposal Form with signature as evidence, together with shareholding evidence according to the criteria in Clause 1 and additional supporting documents that will be beneficial for the Board of Directors' consideration (if any) by registered mail to the Company no later than 29 January 2027 at the following address:

**Office of President & CEO
Krungthai Card Public Company Limited
591 United Business Centre II, 14th Floor, Sukhumvit 33 Road,
North Klongton, Wattana, Bangkok 10110**

- 2) In the case where multiple shareholders collectively, all of whom fully meet the qualifications under Clause 1, propose an agenda item to the Board of Directors, the first shareholder must complete all information in the Agenda Item Proposal Form and sign as evidence, and the second shareholder onwards shall complete information only in Item 1 of the Agenda Item Proposal Form and sign as evidence for each shareholder. Then, compile the Agenda Item Proposal Forms, shareholding evidence, and additional supporting documents (if any) from all shareholders as one set to submit to the Board of Directors, or may informally submit the matter before sending the original as per (1).
- 3) In the case where a single shareholder or multiple shareholders collectively who fully meet the qualifications under Clause 1 propose more than one agenda item, the shareholder(s) must prepare one Agenda Item Proposal Form per agenda item with complete signatures as evidence, or may informally submit the matter before sending the original as per (1).
- 4) The Office of President & CEO will preliminarily screen and verify documents for the Board, whereby:
 - 4.1. For matters where shareholders provide incomplete or incorrect information, the Office of President & CEO will notify the shareholder(s) by 2 February 2027, and the shareholder(s) must rectify and submit documents to the Company by 5 February 2027.
 - 4.2. For matters proposed by shareholders who do not fully meet the qualifications under Clause 1, the Office of President & CEO will notify the shareholder(s) by 5 February 2027.

Moreover, if shareholders do not fully meet the qualifications under Clause 1 and/or shareholders cannot submit complete and correct documents within the time specified by the Company under Clause 2.1 (1) and/or (4) as the case may be, the Company will consider that the shareholder(s) have not exercised their right to propose agenda items for the Annual General Meeting of Shareholders.

- 5) The Board of Directors will consider the appropriateness of agenda items proposed by shareholders. Matters approved by the Board of Directors will be included as agenda items for the Annual General Meeting of Shareholders with the Board's opinion in the invitation to the Annual General Meeting of Shareholders. For matters not approved by the Board of Directors, the Company will inform shareholders at the Annual General Meeting of Shareholders under the agenda item "for acknowledgment," explaining the reasons for not including such matters as meeting agenda items. In the event that shareholders resolve by a majority vote of the total votes of shareholders attending the meeting and entitled to vote to approve the inclusion of such matter as a meeting agenda item, the Board will include such matter as an agenda item at the next shareholders' meeting to be held by the Company.

2.2 Reservation of Rights Not to Include the Following Matters as Meeting Agenda Items

- 1) Matters that violate laws, announcements, regulations, rules of government agencies or regulatory bodies overseeing the Company, or do not comply with the Company's objectives, Company's Articles of Association, shareholders' meeting resolutions, or good corporate governance practices.
- 2) Matters that serve the interests of specific persons or groups.

- 3) Matters related to the Company's normal business operations or matters under the management authority of the Board of Directors, and the facts alleged by shareholders do not indicate reasonable grounds for suspicion regarding irregularities in such matters.
- 4) Matters beyond the Company's authority to execute or matters not beneficial to the Company and shareholders as a whole.
- 5) Matters that shareholders have previously proposed to the shareholders' meeting for consideration within the past 12 months, and such matters received supporting votes of less than 10 percent of the total voting rights of the Company, where the facts of the matter have not significantly changed.
- 6) Matters for which shareholders provide incomplete information, or contain ambiguous or incorrect statements, and the proposing shareholder cannot be contacted.
- 7) Matters proposed by shareholders who do not fully meet the qualifications under the criteria in Clause 1 and/or matters proposed not in accordance with the procedures and/or methods specified by the Company.
- 8) Matters that the Company has already implemented.
- 9) Other cases as announced by the Securities and Exchange Commission, the Capital Market Supervisory Board, or other regulatory bodies.

3. Nomination of Candidates for Consideration as Directors

3.1 Qualifications and Prohibitions of Company Directors

- 1) Must possess correct and complete qualifications and have no prohibited characteristics under the Public Limited Company Act, the Securities and Exchange Act, and other relevant laws.
- 2) Must possess knowledge, ability, leadership, vision, morality, ethics, and a good work history, perform director duties with care (Duty of Care), honesty and integrity (Duty of Loyalty), comply with laws, objectives, regulations, and shareholders' meeting resolutions (Duty of Obedience), and disclose information to shareholders accurately, completely, and transparently (Duty of Disclosure).
- 3) Must possess knowledge and expertise in the business and industries in which the Company operates, including accounting-auditing, finance, investment management, marketing, public relations, advertising, other accounts, human resources, information technology, law, administration, management, strategic planning, risk management, or other areas beneficial to the Company's operations.
- 4) Must have an interest in the Company's business and be able to fully devote time.
- 5) Should not hold director or executive positions at multiple organizations simultaneously, nor be an executive or director in the same or competing business with the Company.
- 6) Must consent to being nominated for consideration as a director.

3.2 Additional Qualifications for Independent Directors or Audit, Corporate Governance and Sustainability Directors

- 1) Hold not more than 1 percent of shares with voting rights of the Company, parent company, subsidiaries, associated companies, or juristic persons with potential conflicts of interest, including shares held by related persons.
- 2) Not be or have been a director participating in management, employee, staff member, salaried advisor, or controlling person of the Company, parent company, subsidiaries, associated companies, same-level subsidiaries, or juristic persons with potential conflicts of interest (currently and during the 2 years prior to appointment).
- 3) Not have blood or legal relationships as father, mother, spouse, sibling, or child, including spouse of child, with executives, major shareholders, controlling persons, or persons nominated as executives or controlling persons of the Company or subsidiaries.

- 4) Not have business relationships with the Company, parent company, subsidiaries, associated companies, or juristic persons with potential conflicts of interest (currently and during the 2 years prior to appointment):
 - a) Nature of Relationships
 - Professional service relationships
 - Nature of relationship: Auditors, other professional service providers such as legal advisors, financial advisors, asset appraisers, etc.
 - Materiality threshold for non-independence:
 - For auditors: Prohibited in all cases
 - For other professional service providers: Transaction value exceeding 2 million Baht per year
 - Commercial/business relationships (calculation of obligations shall follow the method for calculating transaction values of connected transactions according to the regulations on connected transactions of the Stock Exchange of Thailand and the Capital Market Supervisory Board)
 - Nature of relationship: Covers all types of business transactions, including normal business transactions, real property lease/rental transactions, transactions relating to assets/services, and transactions providing or receiving financial assistance
 - Materiality threshold for non-independence: Transaction value of 20 million Baht or more, or 3 percent or more of Net Assets (NTA) of the Company, whichever is lower. In considering transaction value, transactions occurring during 6 months prior to the current transaction date shall be included.
 - b) Where relationships exist as per (a) with a juristic person, persons deemed not independent include major shareholders, directors (except independent directors / audit, corporate governance and sustainability directors), executives, or partners of such juristic person.
 - c) Time period prohibition for relationships per (a) and (b): Currently and 2 years prior to appointment.
- 5) Not be a director appointed to represent the Company's directors, major shareholders, or shareholders related to major shareholders of the Company.
- 6) Not be a director assigned by the Board of Directors to make decisions on the operations of the Company, parent company, subsidiaries, associated companies, same-level subsidiaries, or juristic persons with potential conflicts of interest.
- 7) Not be a director of the parent company, subsidiaries, or same-level subsidiaries only if they are listed companies.
- 8) Not have any other characteristics that prevent the ability to provide independent opinions.

3.3 Consideration Process

- 1) Shareholders who fully meet the qualifications under Clause 1 must complete the Director Candidate Nomination Form and the Information Form of the Nominated Candidate attached at the end of these criteria, or may informally notify the Company via e-mail at agm@ktc.co.th or through the Company's website at www.ktc.co.th by selecting the Investor Relations section, then selecting "IR Contact" menu, and choosing "Contact Annual General Meeting (AGM)" topic, before submitting the original Director Candidate Nomination Form and the Information Form of the Nominated Candidate with signature as evidence, together with shareholding

evidence according to the criteria in Clause 1, by registered mail to the Company no later than 29 January 2027, with the following supporting documents:

- 1.1. Evidence of consent from the nominated candidate in the Director Candidate Nomination Form.
- 1.2. Supporting documents for qualification consideration, including educational certificates of the nominated candidate.
- 1.3. Additional supporting documents that will be beneficial for the Board's consideration (if any).

All aforementioned documents shall be sent by registered mail to the Company at the following address:

**Office of President & CEO
Krungthai Card Public Company Limited
591 United Business Centre II, 14th Floor, Sukhumvit 33 Road,
North Klongton, Wattana, Bangkok 10110**

- 2) In the case where multiple shareholders collectively, all of whom fully meet the qualifications under Clause 1, nominate a qualified candidate as director to the Board of Directors, the first shareholder must complete all information in the Director Candidate Nomination Form and the Information Form of the Nominated Candidate with signature as evidence. For the second shareholder onwards, they shall complete information only in Item 1 of the Director Candidate Nomination Form with complete signatures as evidence for each shareholder. Then, compile the Information Form of the Nominated Candidate and shareholding evidence from all shareholders as specified in Clause 3.3 (1), together with additional supporting documents (if any) from all shareholders as one set to submit to the Board of Directors, or may informally submit the matter before sending the original as per (1).
- 3) In the case where a single shareholder or multiple shareholders collectively who fully meet the qualifications under Clause 1 nominate more than one qualified candidate as director of the Company, the shareholder(s) must prepare one Director Candidate Nomination Form and one Information Form of the Nominated Candidate per candidate with complete signatures as evidence, together with evidence of all nominated candidates, or may informally submit the matter before sending the original as per (1).
- 4) The Office of President & CEO will preliminarily screen qualifications and verify documents, whereby:
 - 4.1. If shareholders provide incomplete or incorrect information, the Office of President & CEO will notify the shareholder(s) by 2 February 2027, and the shareholder(s) must make corrections and submit documents to the Company by 5 February 2027.
 - 4.2. If the nominated candidate does not fully meet the qualifications or has prohibited characteristics under Clause 3.1 and/or 3.2, or the nominating shareholder does not fully meet the qualifications under Clause 1, the Office of President & CEO will send a letter to notify the shareholder(s) by 5 February 2027.

Moreover, if shareholders do not fully meet the qualifications under Clause 1 and/or shareholders cannot submit complete and correct documents within the time specified by the Company under Clause 3.3 (1) and/or (4) as the case may be, the Company will consider that the shareholder(s) have not exercised their right to nominate candidates as directors of the Company.

- 5) The Nomination and Remuneration Committee will consider the qualifications, knowledge, abilities, experience, and suitability to propose to the Board of Directors. The decision of the Board of Directors shall be final.

Candidates approved by the Board of Directors will be included in the shareholders' meeting agenda items with the Board's opinion. For candidates not approved, the Company will notify in writing the shareholder(s) who nominated such candidate.



Agenda Item Proposal Form

1	Date	_____
	Name-Surname of the Proposer	_____
	Address	_____

	Telephone	_____
	E-mail	_____
	Number of shares held in KTC	_____ shares
	Shares being held from	_____ to _____ (date)
2	Proposed Agenda Item	Subject _____

3	Objectives (for acknowledgment, for approval or for consideration)	

4	Facts and Reasons of Proposal	_____

5	Other Information (necessary for decision making)	_____

6	Additional Supporting Documents submitted with this form	_____

I hereby certify the accuracy of the above information, including the additional supporting documents attached hereto totaling _____ pages.

(Signed) _____ Shareholder
(_____)

Date _____

Remark: The proposer must sign to certify the accuracy of every page of additional supporting documents.



Director Candidate Nomination Form

1. Date _____
Name-Surname of _____
the Proposer _____

Address _____

Telephone _____
E-mail _____

Number of shares held in KTC _____ shares
Shares being held from _____ to _____ (date)

2. I wish to nominate (Mr./Mrs./Miss) _____, aged _____ years, as a director of the Company, who possesses complete qualifications and has no prohibited characteristics according to the Company's criteria, with evidence of consent from the nominated candidate, together with the Information Form of the Nominated Candidate and supporting documents for qualification consideration, including educational certificates and additional supporting documents with signature certification on every page, totaling _____ pages.

I certify that the information in this form, shareholding evidence, consent evidence, and all supporting documents are completely accurate. As evidence, I have signed as below.

(Signed) _____ Shareholder

(_____)

Date _____

3. I, (Mr./Mrs./Miss) _____, the nominated candidate as director, certify that I possess complete qualifications and have no prohibited characteristics according to the Company's criteria, with complete and accurate supporting documents submitted, and I acknowledge and consent to this nomination. As evidence, I have signed as below.

(Signed) _____ Nominated Candidate

(_____)

Date _____

Information Form of Nominated Candidate

1. (Mr./Mrs./Miss): _____
2. Nationality: _____
 [] ID card
 [] Passport (in the case of a foreign citizen)
 No. _____ Expiration date _____
 (Please attach a copy of ID card which religion information must be blacked out or a copy of passport.)
3. Date of Birth: _____ Age: _____ years
4. Marital Status: ☐ divorced ☐ married
 Name of Spouse _____
 Date of Birth: _____ Age: _____ years
 Number of children _____
 1. _____ Date of Birth _____
 2. _____ Date of Birth _____
 3. _____ Date of Birth _____
5. Current Address/Contact Address:
 No. _____ Village/Building _____ Road _____
 District _____ Province _____ Zip Code _____
 Country _____ Tel. _____ E-mail _____
6. Number of KTC shares held _____ shares as of _____
 Number of KTC shares held by spouse _____ shares as of _____
 Number of KTC shares held by minor children _____ shares as of _____
7. Education background (Please attach educational certificates)

Period (B.E.)	Institute	Degree	Major

8. Training courses organized by the Thai Institute of Directors (IOD)

Course Name	Year of Training
☐ Director Certification Program (DCP)	_____
☐ Director Accreditation Program (DAP)	_____
☐ Audit Committee Program (ACP)	_____
☐ The Role of Chairman (RCM)	_____
☐ Finance for Non-Finance Director (FN)	_____
☐ Others (please specify)_____	_____
☐ Others (please specify)_____	_____

9. Work experiences (up to present)

Period (B.E.)	Company	Position	Type of Business

10. Positions held in non-Listed companies or other listed companies

Company	Position	Shareholding Percentage

11. Record of filing or being sued (except for misdemeanor offenses)

Court	Status Plaintiff/Defendant/Petitioner	Type (Civil/Criminal/Bankruptcy)	Charge or Offense	The Amount of money in dispute	Case Result

12. Direct and indirect Interests or transactions with parent company, subsidiaries, associated companies, and related companies. (Please specify the nature of activities and interests with clear amounts of benefits/losses)

13. Shareholding or participation as partner in partnerships or as director of companies operating business of the same nature and competing with the Company's Business. (Please specify name of partnership/company name/number of shares held as percentage of registered capital and type of business operated)

I acknowledge the privacy protection notice of the owner of personal data. According to KTC's personal data protection policy specified www.ktc.co.th/en/about/pdpa, which may be revised and updated in the future.