



Invitation Letter

2026 Annual General Meeting of Shareholders

Monday, March 23, 2026 at 3 p.m.

Board Meeting Room, 5th Floor, No. 1 Q.House Lumpini Building
South Sathon Road, Thungmahamek, Sathon, Bangkok 10120



LH BANK

ธนาคารแลนด์ แอนด์ เฮ้าส์ จำกัด (มหาชน)
LAND AND HOUSES BANK PUBLIC COMPANY LIMITED

No. Thor Lor Hor (910)020/2026

March 9, 2026

Subject: An Invitation Letter to the 2026 Annual General Meeting of Shareholders

Dear: Shareholders,

- Enclosures:
- (1) A copy of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025
 - (2) 2025 annual report and a copy of the statements of financial position and the statements of comprehensive income for the year ended December 31, 2025
 - (3) Supporting documents for agenda 1 to 6 and the biographies of directors and certified public accountants proposed to the shareholders for appointment
 - (4) Bank's Articles of Association specifically for the shareholders meeting
 - (5) Three types of proxy forms (Form A, Form B and Form C) (Form B is recommended) with the biographies of independent directors who will be the proxy to attend the meeting on behalf of shareholders and definition of independent directors
 - (6) Map of venue for the 2026 Annual General Meeting of Shareholders
 - (7) Privacy notice

Land and Houses Bank Public Company Limited's the Board of Directors Meeting No. 2/2026, held on February 23, 2026, resolved to hold the 2026 Annual General Meeting of Shareholders on Monday, March 23, 2026 at 3 p.m. at the Board Meeting Room, 5th floor, No. 1, Q.House Lumpini Building, South Sathon Road, Thungmahamek, Sathon, Bangkok 10120. The bank has determined the meeting agenda as follows:

Agenda 1: To acknowledge the bank's performance for the year 2025

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the shareholders to acknowledge the bank's performance for the year 2025. (See Enclosure 2 and 3)

Agenda 2: To consider and approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2025

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the shareholders to approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2025, which have already been considered by the Audit Committee and audited by the certified public accountants as shown in the 2025 annual report and consented by the Board of Directors. (See Enclosure 2 and 3)

Agenda 3: To consider and approve the allocation of net profit for the year 2025 to the statutory reserve and dividend payment

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the shareholders to approve the allocation of net profit for the year 2025 to the statutory reserve and dividend payment as follows: (See Enclosure 3)

According to the performance for the year 2025, the bank posted the net profit for the year ended December 31, 2025 of Baht 2,655,077,912.07 without retained losses and therefore, allocated a portion of its annual net profit to the statutory reserve or not less than 5 percent. The bank has enough cash flow and profits to pay dividends according to the dividend payment policy. The bank, therefore, proposed the Annual General Meeting of Shareholders to approve as follows:

1. Allocate the 2025 net profit to the statutory reserve totaling Baht 133,000,000.00, accounting for at least 5 percent of the annual net profit. The bank has already allocated its net profit of Baht 95,300,000.00 to the statutory reserve. This time, it is deemed appropriate to set aside an additional net profit of Baht 37,700,000.00 to the statutory reserve.

2. Cash dividend payment at Baht 0.25 per share, in the amount of Baht 500,000,000.00. The dividend payment will be made on April 10, 2026.

Furthermore, the bank paid a cash interim dividend at Baht 0.55 per share, totaling Baht 1,100,000,000.00 on December 4, 2025. Combined with dividend payment of Baht 0.25 this time, the total dividend paid is Baht 0.80 per share, amounting to Baht 1,600,000,000.00.

Agenda 4: To consider and approve the appointment of directors to replace those retired by rotation

Opinion of the Board of Directors: At every annual ordinary meeting, one-thirds (1/3) of directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-thirds (1/3) shall vacate and a director who vacates under this section may be re-elected. At the 2026 Annual General Meeting of Shareholders, 4 directors who will retire by rotation are as follows:

- | | | |
|-----------------|---------------|---|
| 1. Mr. Pradit | Sawattananond | Independent director
Chairman of Audit Committee
Member of Sustainability and Corporate Governance Committee
Member of Nomination and Remuneration Committee |
| 2. Prof. Piphob | Veraphong | Independent director
Chairman of Sustainability and Corporate Governance Committee
Chairman of Nomination and Remuneration Committee
Member of Audit Committee |

3. Mr. Vichian	Amornpoonchai	Director
4. Dr. Supriya	Kuandachakupt	Independent Director Vice Chairman Chairman of Risk Oversight Committee Member of Audit Committee Member of Sustainability and Corporate Governance Committee Member of Nomination and Remuneration Committee

The Board of Directors, excluding the directors who have conflicts of interest in this matter, agreed with the proposal from the Nomination and Remuneration Committee, with the selection criteria by considering the qualifications of directorship according to laws and the bank's Articles of Association. As a result, qualified candidates with sound knowledge, ability and experience relevant to the nature of business of the bank have been selected. For the selection of independent directors, the qualifications of independent directors according to relevant laws and the bank's Articles of Association have also been added and they can express their opinions independently. The Board of Directors deemed it appropriate to propose the shareholders to appoint the 3 directors who will retire by rotation in the 2026 Annual General Meeting of Shareholders for another term, namely, Mr. Pradit Sawattananond, Prof. Piphob Veraphong, and Mr. Vichian Amornpoonchai, and appointed Ms. Nidaporn Assawateerakiat as independent director to replace Dr. Supriya Kuandachakupt.

The biographies of directors who will be proposed to shareholders to appoint them for another term, are attached herewith for consideration. (See Enclosure 3)

Agenda 5: To consider and approve the directors' remuneration

Opinion of the Board of Directors: The Board of Directors agreed with the proposal of the Nomination and Remuneration Committee and deemed it appropriate to propose the shareholders to approve the directors' remuneration as follows: (See Enclosure 3)

1. Directors' remuneration for the year 2026

(Unit: Baht)

Position	Directors' Remuneration (per month)	
	2026	2025
Chairman	100,000	100,000
Vice Chairman	100,000	100,000
Director	40,000	40,000

2. Meeting allowance for the year 2026

(Unit : Baht)

Position	Meeting Allowance (per time)													
	Board of Directors		Executive Committee		Audit Committee		Sustainability and Corporate Governance Committee		Nomination and Remuneration Committee		Risk Oversight Committee		Other Committees*	
	2026	2025	2026	2025	2026	2025	2026	2025	2026	2025	2026	2025	2026	2025
Chairman	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000
Vice Chairman Director	25,000	25,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Vice Chairman Executive Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note: *Other committees refer to the committee which regulators require, or should have or the Board of Directors deems necessary.

3. Directors' gratuity for the year 2025

The Board of Directors plays a key role in supporting the policies and making decisions on important issues for the bank together with the management. As a result, the bank has reflected sound performance and good image continuously. The bank has determined the directors' gratuity of not more than Baht 3,500,000.00 which is commensurate with their duties, responsibilities and workload. In addition, the allocation is subject to the discretion of the Board of Directors.

4. Other benefits

Referring to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2015 held on January 21, 2015, the bank shall provide other benefits regarding vehicles for the directors including any related expenses such as fuel, insurance premium, maintenance and salary for drivers. The Board of Directors has the authority to consider the appropriateness and approve the remuneration to be effective unless otherwise cancelled or amended by the shareholders meeting.

Agenda 6: To consider and approve the appointment of auditors and audit fee for the year 2026

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to propose the shareholders to approve the appointment of auditors and audit fee for the year 2026 which have been consented by the Audit Committee. The auditors of KPMG Phoomchai Audit Limited have been selected as the bank's auditors with the opinion that they have sound audit standards, work independently with accountability and audit the financial statements in a timely manner. In addition, the audit fee is commensurate with the scope of audit functions (See Enclosure 3) as follows:

- The audit fee for the year 2026 is Baht 6,250,000.00, increasing by Baht 240,000.00 or 3.99 percent from 2025.

- Other fees - None

It is deemed appropriate to delegate authority to the Board of Directors to consider the audit fee, which may increase in accordance with regulatory requirements, beyond the aforementioned audit fee, as appropriate.

The list of certified public accountants is as follows:

1. Ms. Orawan Chotiwiriyakul CPA Registration No. 10566
has been proposed to appoint as auditor in 2026 or
2. Mr. Chokechai Ngamwutikul CPA Registration No. 9728
has been proposed to appoint as auditor in 2026 or
3. Ms. Thitima Pongchaiyong CPA Registration No. 10728
has been proposed to appoint as auditor in 2026 or
4. Mr. Jedsada Leelawatanasuk CPA Registration No. 11225
has been proposed to appoint as auditor in 2026

The certified public accountants no. 1 – 3 have been proposed to act as the bank's auditors for the 3rd year and the certified public accountant no. 4 has been proposed to act as the bank's auditor for the 2nd year.

In case the above auditors cannot perform their duties, KPMG Phoomchai Audit Limited shall supply other certified public accountants from the company to audit and express their opinions on the bank's financial statements to substitute for them.

These 4 auditors above have no relationship and/or conflicts of interest with the company/ subsidiaries/ executives/ major shareholders or their connected persons.

Agenda 7: To consider other matters (if any)

Opinion of the Board of Directors: The Board of Directors deemed it appropriate to provide the shareholders with this agenda so that they can ask questions and/or express their opinions on various matters without having to pass any resolution. However, if the shareholders desire to propose any matter which requires a resolution, they are required to fulfill the provisions in the second paragraph of Section 105 of the Public Limited Companies Act B.E. 2535.

The bank has provided the rationale for shareholders to consider the agenda item mentioned above. (See Enclosure 3)

If any shareholder prefers granting a proxy to attend the meeting and vote on behalf or is willing to appoint the bank's independent directors to attend the meeting and vote on behalf, he/she should fill out the details in the proxy form affixed with signature. (See Enclosure 5)

Meanwhile, shareholders can study the details of the invitation letter for the 2026 Annual General Meeting of Shareholders and supporting documents via the bank's website at www.lhbank.co.th under the Investor Relation/Shareholders Information/Shareholders Meeting.

The bank would like to invite all shareholders to attend the 2026 Annual General Meeting of Shareholders at the date, time and venue mentioned above. The shareholders' registration will begin on Monday, March 23, 2026, from 2 p.m. until the meeting commences.

Yours sincerely,

A handwritten signature in blue ink that reads "Chayanam".

(Ms. Chayawan Budsayalap Thaidech)

Company Secretary

By order of the Board of Directors

Company Secretary Department

Tel. 0 2359 0000 Ext. 2021, 2024

Fax. 0 2677 7223

(Translation)

Minutes of the Extraordinary General Meeting of Shareholders No.1/2026

Land and Houses Bank Public Company Limited

Board Meeting Room, 5th Floor, No.1, Q.House Lumpini Building

South Sathon Road, Thungmahamek, Sathon, Bangkok, Thailand 10120

Friday, 23 January 2026

Meeting started at 3 p.m.

Directors attending in person

- | | | |
|-----------------|---------------------|---------------------------------------|
| 1. Mr. Lee, | Yu-Chou | Chairman |
| 2. Dr. Supriya | Kuandachakupt | Independent Director
Vice Chairman |
| 3. Mr. Pradit | Sawattananond | Chairman of the Audit Committee |
| 4. Prof. Piphob | Veraphong | Independent Director |
| 5. Mr. Pichai | Dusdeekulchai | Independent Director |
| 6. Mr. Rutt | Phanijphand | Director |
| 7. Mr. Naporn | Sunthornchitcharoen | Director |
| 8. Mr. Vichian | Amornpoonchai | Director |
| 9. Ms. Chiu, | Ya-Ling | Director |
| 10. | Mr. Liao, | Jen-Wen Director |
| 11. Mr. Shih, | Jiing-Fuh | Chief Executive Officer and President |

The chairman declared the meeting open and informed the meeting that 18 shareholders were present in person and proxy, representing 2,000,000,000 shares and accounting for 100 percent of the total paid-up share capital, constituting a quorum under the bank's Articles of Association. The bank has submitted the invitation letter to shareholders in advance.

The chairman introduced the directors attending the meeting and assigned Ms. Chayawan Budsayalap Thaidech, company secretary, to conduct the meeting according to the following agenda.

- 7 -

Disclaimer: This translation is intended to help foreigners understand the text only, not to be used as references.

In the case of any discrepancy found in the translated text, the Thai version shall prevail.

Agenda 1 To acknowledge the interim dividend payment

The company secretary reported to the shareholders meeting to acknowledge the interim dividend that according to the performance for the 9-month period ended September 30, 2025, audited by the certified public accountant, the bank had the net profit of Baht 1,905,285,998.46 without retained losses and therefore allocated the net profit to the statutory reserve and pay interim dividend as follows:

1. Allocated the net profit of Baht 95,300,000.00 to the statutory reserve or at least 5 percent of net profit
2. Paid the interim cash dividend at Baht 0.55 per share or Baht 1,100,000,000.00 on December 4, 2025.

The meeting acknowledged the interim dividend payment.

Agenda 2 To approve the issuance and offering of Tier-2 subordinated debentures

The company secretary proposed the shareholders meeting to approve the issuance and offering of Tier-2 subordinated debentures in the amount of Baht 2,400 million with the greenshoe option of Baht 200 million and a 10-year tenor to replace the existing Tier-2 subordinated debentures worth Baht 2,400 million, which the bank planned to redeem it in 2026 to maintain capital adequacy as follows:

Issuer	Land and Houses Bank Public Company Limited
Type of Debt Instruments	Tier-2 subordinated debentures in the type that specifies the name of holders, unsecured subordinated debt, no proxy holder of fixed income fund, with ability to tolerate the loss of the issuer when the issuer has the operating results indicating that the issuer cannot continue its operation. This amount can be written off as bad debt (in whole or in part) once the regulator decides to provide financial assistance to the issuer according to the regulations of the Bank of Thailand.
Objective	To replace the existing Tier-2 subordinated debentures that are about to be matured to maintain capital adequacy
Total credit line	Baht 2,400 million with greenshoe option of Baht 200 million
Currency	Thai Baht

Coupon rate	Depending on market condition
Tenor	10 years from the date of issuance
Offering Method	Institutional investors and/or high net worth investors
Redemption of Debentures before Maturity	5 years from the date of issuance with the consent from the Bank of Thailand to redeem the debentures before maturity without consent from holders

The Board of Directors and/or Chief Executive Officer and/or President and/or a person designated shall be entrusted with power and authority to do the following:

1. To determine the details in connection with instrument, among other things, types, names, coupons, maturity, redemption period, appointing the representative of instrument holders as well as details regarding an offer for sale including but not limited to price, method and period to offer and allot such instruments

2. To appoint financial advisors, and/or underwriter, and/or credit rating agencies to credit rating of issuer and/or security, and/or other persons where such appointment is required under related rules and regulations or in any event as they deem fit.

3. To contact, negotiate, enter into, execute, and amend contracts and/or documents as well as to contact, furnish information, submit documentation to the Office of SEC and /or other agencies relating to the issuance and offering of such instruments and to do any and all acts and things necessary or requisite as they deem fit."

There were no questions from any shareholders.

The company secretary proposed the shareholders meeting to vote on the issuance and offering of Tier-2 subordinated debentures.

The meeting approved the issuance and offering of Tier-2 subordinated debentures with votes of not less than three-fourths (3/4) of shareholders who attended the meeting and had the voting right as follows:

Approved	2,000,000,000 Votes	Equivalent to	100.0%
Disapproved	- Votes	Equivalent to	-
Abstained	- Votes	Equivalent to	-

Agenda 3 To consider other matters

- None

The chairman opened the session for opinions and questions.

There were no other matters for consideration. The chairman thanked the shareholders for their participation in the Extraordinary General Meeting of Shareholders No.1/2026 and announced the meeting closed.

Meeting ended at 3.40 p.m.

Sign_____

(Mr. Lee, Yu-Chou)

Chairman

Sign_____

(Ms. Chayawan Budsayalap Thaidech)

Company Secretary

Supporting documents for Agenda 1

To acknowledge the bank's performance for the year 2025

Fact and Rationale

The bank's performance for the year 2025 and other information of the bank appeared in the 2025 annual report have been sent to shareholders together with the invitation letter to the 2026 Annual General Meeting of Shareholders. In addition, the 2025 annual report has been published on the bank's website at [www.lhbank.co.th/Investor Relations/Information for Shareholders/Annual Report](http://www.lhbank.co.th/Investor%20Relations/Information%20for%20Shareholders/Annual%20Report).

Opinion of the Board of Directors

The Board of Directors has considered the bank's performance for the year 2025 and other reports of the bank shown in the 2025 annual report and deemed it appropriate to propose the shareholders to acknowledge the bank's performance for the year 2025.

Voting

This agenda is for acknowledgement only.

Supporting documents for Agenda 2

**To consider and approve the statements of financial position
and the statements of comprehensive income for the year ended December 31, 2025**

Fact and Rationale

The statements of financial position and statements of comprehensive income for the year ended December 31, 2025 have been audited and certified by the certified public accountants from KPMG Phoomchai Audit Limited, the bank's auditor, and reviewed by the Audit Committee and the Board of Directors. The details of which are shown in the 2025 annual report.

Opinion of the Board of Directors

The Board of Directors had considered the statements of financial position and the statements of comprehensive income for the year ended December 31, 2025. The statements of financial position and the performance had duly reflected the essence of the financial reporting standards. Therefore, the Board of Directors deemed it appropriate to propose the shareholders to approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2025 which had been audited and certified by the certified public accountants.

Voting

The resolution on this agenda requires a majority vote of the shareholders who attend the meeting and cast their votes. If the votes are tied, the chairman of the meeting can exercise his casting vote.

Supporting documents for Agenda 3

To consider and approve the allocation of net profit for the year 2025 to the statutory reserve
and dividend payment

Fact and Rationale

According to the notification of the Bank of Thailand, the criteria for dividend payments are as follows:

1. According to the notification of the Bank of Thailand, Re: Requirements on Accounting for Financial Institutions, Section 8 Dividend Payment, states that:

1. Financial institutions should not pay dividend from unrealized profits or profits without real cash flows.
2. Financial institutions should not pay dividend from gains from sale of assets not considered a true sale which would result in higher-than-normal profits or lower-than-normal losses.

2. According to the Bank of Thailand's Notification, Re: Loan Classification and Provisioning for Financial Institutions detail, details are follows:

"In the period during which financial institutions have not yet written off impaired assets or have not yet set aside provisions for assets and obligations in full, irrespective of whether they are irrecoverable or not, the financial institutions shall neither pay the dividend nor any other forms of returns to its shareholders."

Dividend Payment Policy

The bank has the dividend payment policy by taking into account the performance and returns for the shareholders in the long term.

According to the performance for the year 2025, the bank posted the net profit for the year ended December 31, 2025 of Baht 2,655,077,912.07 without retained losses and, therefore, allocated a portion of its annual net profit to the statutory reserve or not less than 5 percent. The bank has enough cash flow and profits to pay dividend according to the dividend payment policy. The bank, therefore, proposed the Annual General Meeting of Shareholders to approve as follows:

1. Allocate the 2025 net profit to the statutory reserve totaling Baht 133,000,000.00, accounting for at least 5 percent of the annual net profit. The bank previously allocated its net profit of Baht 95,300,000.00 to the statutory reserve. This time, it is deemed appropriate to set aside an additional net profit of Baht 37,700,000.00 to the statutory reserve.

(As of December 31, 2025, the bank has set aside a statutory reserve of Baht 1,297,600,000, accounting for 6.49% of the registered capital.)

2. Pay cash dividend at Baht 0.25 per share, totaling Baht 500,000,000.00. The dividend payment will be made on April 10, 2026.

Furthermore, the bank paid a cash interim dividend at Baht 0.55 per share, totaling Baht 1,100,000,000.00 on December 4, 2025. Combined with dividend payment of Baht 0.25 this time, the total dividend paid is Baht 0.80 per share, amounting to Baht 1,600,000,000.00.

Table: Calculation of net profit allocation for the year 2025 and 2024

Descriptions	Year 2025		Year 2024	
Number of shares (Shares)	2,000,000,000	Shares	2,000,000,000	Shares
Net profit	2,655,077,912.07	Baht	2,010,343,631.62	Baht
(Less) - Allocate 5% of net profit to the statutory reserve	133,000,000.00	Baht	100,600,000.00	Baht
- Statutory reserve appropriated	95,300,000.00	Baht	70,000,000.00	Baht
- Additional statutory reserve	37,700,000.00	Baht	30,600,000.00	Baht
Remaining net profit	2,522,077,912.07	Baht	1,909,743,631.62	Baht
(Less) - Total interim dividend payment	1,100,000,000.00	Baht	850,000,000.00	Baht
Remaining net profit	1,422,077,912.07	Baht	1,059,743,631.62	Baht
Annual dividend payment	500,000,000.00	Baht	-	Baht
Remaining net profit	922,077,912.07	Baht	1,059,743,631.62	Baht
Total dividend payment	1,600,000,000.00	Baht	850,000,000.00	Baht
Interim dividend payout ratio	0.55	Baht/Share	0.425	Baht/Share
Annual dividend payout ratio	0.25	Baht/Share	-	Baht/Share
Dividend payout ratio per share	0.80	Baht/Share	0.425	Baht/Share
Proportion of dividend payment to net profit	60.26	%	42.28	%

Opinion of the Board of Directors

The Board of Directors deemed it appropriate to propose the shareholders meeting to approve the allocation of net profit for the year 2025 to the statutory reserve and dividend payment.

Voting

The resolution on this agenda requires a majority vote of the shareholders who attend the meeting and cast their votes. If the votes are tied, the chairman of the meeting can exercise his casting vote.

Supporting documents

Agenda 4 To consider and approve the appointment of directors to replace those retired by rotation

Fact and Rationale

The bank's Articles of Association, first paragraph of Article 18, states that "At every annual ordinary meeting, the one-thirds (1/3) of the directors shall retire by rotation. If the number of directors is not a multiple of three, the number of directors closest to one-thirds (1/3) shall retire." And the second paragraph of Article 18, states that "A director who retires by rotation under this section may be elected to resume their position for another term."

In the 2026 Annual General Meeting of Shareholders, 4 directors who will retire by rotation are as follows:

- | | | |
|-----------------|---------------|--|
| 1. Mr. Pradit | Sawattananond | Independent director
Chairman of Audit Committee
Member of Sustainability and Corporate Governance Committee
Member of Nomination and Remuneration Committee |
| 2. Prof. Piphob | Veraphong | Independent director
Chairman of Sustainability and Corporate Governance Committee
Chairman of Nomination and Remuneration Committee
Member of Audit Committee |
| 3. Mr. Vichian | Amornpoonchai | Director |
| 4. Dr. Supriya | Kuandachakupt | Independent Director
Vice Chairman
Chairman of Risk Oversight Committee
Member of Audit Committee
Member of Sustainability and Corporate Governance Committee
Member of Nomination and Remuneration Committee |

Nomination Process of Directors is as follows:

The Nomination and Remuneration Committee shall select and screen persons with proper qualifications, knowledge, experiences in various fields, adequate understanding in the area of banking, finance, economics, laws, etc., by taking into consideration the organizational requirements and good corporate governance principles. The directors shall have full qualifications required by laws and the bank's Articles of Association and meet the qualifications of independent directors specified by related laws and the bank's Articles of Association.

The Nomination and Remuneration Committee has nominated the list of qualified persons to the Board of Directors for consent before proposing it to the shareholders' meeting for approval.

Opinion of the Board of Directors

The Board of Directors, excluding the directors who have conflicts of interest in this matter, together with the proposal of the Nomination and Remuneration Committee, agreed to approve the appointment of 3 directors who will retire by rotation in the 2026 Annual General Meeting of Shareholders for another term, namely, Mr. Pradit Sawattananond, Prof. Piphob Veraphong, and Mr. Vichian Amornpoonchai, and appointed Ms. Nidaporn Assawateerakiat as independent director to replace Dr. Supriya Kuandachakupt.

The biographies of directors who will be proposed to shareholders to appoint them for another term, are attached herewith for consideration. (See Enclosure 3)

Voting

The resolution on this agenda requires a majority vote of the shareholders who attend the meeting and cast their votes according to the criteria and method of the bank's Articles of Association. If the votes are tied, the chairman of the meeting can exercise his casting vote.

Supporting documents

Agenda 5 To consider and approve the directors' remuneration

Fact and Rationale

According to the Public Companies Act B.E. 2535 (1992), the first paragraph of Section 90 states that "The company shall not pay money or any other property to the directors, except payment as remuneration under the Articles of Association of the company." The second paragraph states that "In the case where the Articles of Association of the company contain no provision on said matter, payment of remuneration under paragraph one shall be in accordance with the resolution of the meeting of shareholders, supported by votes not less than two-thirds of the total votes of shareholders present."

According to the Articles of Association of the bank, the first paragraph of Article 34 states “Remunerations and bonus of directors shall be in accordance with those specified by the meeting of shareholders”. The second paragraph states that “Director entitled to received remuneration from the bank in form of bonus, meeting allowance, pension, or other benefits in any form, stipulated the Article of Association or under consideration of the meeting of shareholders, which shall be fixed determined, or be under criteria to be determined from time to time, or be permanently determine unless be changed, together with allowances and welfares according to the bank’s regulations.”

Criteria for Determining Director’s Remuneration are as follows:

To determine the director’s remuneration, the Nomination and Remuneration Committee shall consider based on working experiences, knowledge, abilities, intention, dedication and various benefits that directors have contributed to the bank, compared with the listed companies in similar industry in the same size.

The remuneration has passed the respective committee to avoid conflicts of interest and ensure transparency. The Nomination and Remuneration Committee shall consider the appropriateness of remuneration prior to proposing it to the Board of Directors for consent before submitting it to the shareholders’ meeting for approval.

In compliance with the roles and responsibilities of the Board of Directors in overseeing the operation of the bank for the best interest of the bank and its shareholders, the Board of Directors has considered the matter together with the proposal of the Nomination and Remuneration Committee, and agreed with the directors’ remuneration as follows:

1. Directors’ remuneration for the year 2026

Table: The comparison of directors’ remuneration in 2026 and 2025

(Unit: Baht)

Position	Directors’ Remuneration (per month)	
	2026	2025
Chairman	100,000	100,000
Vice Chairman	100,000	100,000
Director	40,000	40,000

2. Meeting allowance for the year 2026

Table: The comparison of meeting allowance in 2026 and 2025

(Unit : Baht)

Position	Meeting Allowance (Per Time)													
	Board of Directors		Executive Committee		Audit Committee		Sustainability and Corporate Governance Committee		Nomination and Remuneration Committee		Risk Oversight Committee		Other Committees*	
	2026	2025	2026	2025	2026	2025	2026	2025	2026	2025	2026	2025	2026	2025
Chairman	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000	30,000
Vice Chairman Director	25,000	25,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000
Vice Chairman Executive Director	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Note: *Other Committees refer to the committee which regulators require, or should have or the Board of Directors deems necessary.

3. Directors' gratuity for the year 2025

The Board of Directors plays a key role in supporting the policies and making decisions. As a result, the bank has reflected good performance and good image continuously. The bank has determined the directors' gratuity of not more than Baht 3,500,000.00 which is commensurate with their duties, responsibilities and workload. In addition, the allocation is subject to the discretion of the Board of Directors.

Table: Directors' gratuity for the year 2025 and 2024

(Unit : Baht)

Directors' Gratuity	
2025 (For 5 Directors)	2024 (For 5 Directors)
3,500,000	1,960,000

4. Other benefits

Referring to the resolution of Extraordinary General Meeting of Shareholders No. 1/2015 on January 21, 2015, the bank shall provide other benefits regarding vehicles for directors including any related expenses such as fuel, insurance premium, maintenance, and salary for drivers. The Board of Directors had considered the appropriateness, and approved the remuneration to be effective unless otherwise cancelled or amended by the shareholders meeting.

Opinion of the Board of Directors

The Board of Directors has considered the matter accompanied by the proposal of the Nomination and Remuneration Committee and deemed it appropriate to propose the shareholders to approve the directors' remuneration as mentioned above as it was appropriate and commensurate with their duties and responsibilities.

Voting

The resolution in this agenda requires a vote of no less than two-thirds (2/3) of the total number of votes of the shareholders who attend the meeting.

All directors who have direct conflicts of interest will be refrained from voting in this agenda. Nonetheless, in case shareholders have appointed directors as proxies, the directors are entitled to vote in this agenda on behalf of shareholders as usual, unless otherwise specified in the proxy form.

Supporting documents

Agenda 6 To consider and approve the appointment of auditors and audit fee for the year 2026

Fact and Rationale

1. The bank's Articles of Association

Section 59, auditors shall be appointed by the annual ordinary meeting of shareholders of every year. In appointing the auditor, the former auditor may be re-appointed, provided this shall comply with the rules and regulations of the Bank of Thailand or other relevant governmental agencies.

Section 60, the remuneration of the auditor shall be determined by the meeting of shareholders.

2. The notification of the Bank of Thailand regarding the regulations on the approval of an auditor of a financial institution

The Board of Directors deemed it appropriate to propose the meeting to appoint the auditors from KPMG Phoomchai Audit Limited to be the auditors of the bank for the year 2026.

- The audit fee for the year 2026 is Baht 6,250,000.00, increasing by Baht 240,000.00 or 3.99 percent from 2025.

- Other fees - None

It is deemed appropriate to delegate authority to the Board of Directors to consider the audit fee, which may increase in accordance with regulatory requirements, beyond the aforementioned audit fee, as appropriate.

Table: Audit fees for the year 2026 and 2025

Audit Fee (Baht)		Change: Increase (Decrease)	
2026	2025	Amount (Baht)	Percent
6,250,000	6,010,000	240,000	3.99

- The list of the certified public accountants is as follows:

1. Ms. Orawan Chotiwiriyakul CPA Registration No. 10566
has been proposed to appoint as auditor in 2026 or
2. Mr. Chokechai Ngamwutikul CPA Registration No. 9728
has been proposed to appoint as auditor in 2026 or
3. Ms. Thitima Pongchaiyong CPA Registration No. 10728
has been proposed to appoint as auditor in 2026 or
4. Mr. Jedsada Leelawatanasuk CPA Registration No. 11225
has been proposed to appoint as auditor in 2026

The certified public accountants no. 1 – 3 have been proposed to act as the bank's auditors for the 3rd year and the certified public accountant no. 4 has been proposed to act as the bank's auditor for the 2nd year. Their biographies are attached herewith for consideration. (See Enclosure 3)

In case the above auditors cannot perform their duties, KPMG Phoomchai Audit Limited shall supply other certified public accountants from the company to audit and express their opinions on the bank's financial statements to substitute for them.

These 4 auditors above have no relationship and/or conflicts of interest with the company/ subsidiaries/ executives/ major shareholders or their connected persons.

Opinion of the Board of Directors

The Board of Directors has considered the matter together with the proposal of the Audit Committee, and deemed it appropriate to propose the shareholders to appoint KPMG Phoomchai Audit Limited as the bank's auditors for the year 2026 and fix the audit fee for the year 2026 in the amount of Baht 6,250,000.00 with the opinion that they have sound audit standards, work independently with accountability and audit the financial statements in a timely manner. In addition, the audit fee is commensurate with the scope of audit functions.

Voting

The resolution on this agenda requires a majority vote of the shareholders who attend the meeting and cast their votes. If the votes are tied, the chairman of the meeting can exercise his casting vote.

**Biographies of certified public accountants
who will be proposed to shareholders for appointment**



Name: Ms. Orawan Chotiwiriyakul
Partner
KPMG Phoomchai Audit Limited

Age (Years): 42

Education:

- Master's Degree of Accounting, Thammasat University
- Bachelor's Degree of Accounting, Kasetsart University

Number of direct holding of shares: - None

Number of spouse and minor child holding of shares: - None

Work experience She has more than 20 years of experience providing audit for financial services including banking businesses, securities, asset management and insurance. She works as an engagement quality control reviewer for various companies and a leader in audit banking sector and representative of the firm to discuss with the Bank of Thailand. She has been a TFAC sub-committee working group to support and consider solutions after adopting TFRS 9 financial instruments.



Name: Mr. Chokechai Ngamwutikul
Partner
KPMG Phoomchai Audit Limited

Age (Years): 44

Education:

- Master's Degree of Business Administration, Chulalongkorn University
- Bachelor's Degree of Business Administration, Chulalongkorn University

Number of direct holding of shares: - None

Number of spouse and minor child holding of shares: - None

Work experience He has more than 22 years of experience providing professional audit services to several companies in accordance with IFRS, US GAAP and Stock Exchange of Thailand (SET) requirements. Also, he has managed several complex audits for clients in a variety of industries, primarily in banking, leasing, insurance, electronics, manufacturing services and non-profit organizations. He is currently the lead engagement partner on publicly traded companies in Thailand, international companies, and various non-public companies. His audit experience ranges from SET filings and financial statement audits to the successful implementation of integrated audits.

**Biographies of certified public accountants
who will be proposed to shareholders for appointment**



Name: Ms. Thitima Pongchaiyong
Partner
KPMG Phoomchai Audit Limited

Age (Years): 44

Education:

- Bachelor Degree of Accountancy, Bangkok University (First Class Honors)
- Certificate from Modern Banking Business Executive Development Program (MOBEX XXIII)

Number of direct holding of shares: - None

Number of spouse and minor child holding of shares: - None

Work experience She has over 20 years of auditing experience in financial services, including financial institutions under the supervision of the Bank of Thailand for more than 12 years and is considered one of KPMG's accounting experts. She has provided financial statement audits and audit of internal control and has been an engagement partner for a number of financial services clients.



Name: Mr. Jedsada Leelawatanasuk
Director
KPMG Phoomchai Audit Limited

Age (Years): 39

Education:

- Bachelor's Degree of Accounting, Chulalongkorn University

Number of direct holding of shares: - None

Number of spouse and minor child holding of shares: - None

Professional experience: He has more than 16 years of experience providing audit for financial services including banking, manufacturing, leasing, life and non-life insurance businesses. He has been an advisor and an instructor for in-house trainings on the preparation of audit financial statement for clients both insurance business and based on Thai Financial Reporting Standards (TFRS).