

Annual Report  
**2024**

**EVERYONE  
MATTERS**

# Content

04

Financial Highlights

05

Award and Pride for the year 2024

06

Message from the Chairman

08

Message from Vice president and CEO

10

## Part 1

Business Operation and  
Performance

11

Structure and Business Operation  
of The Bank

36

Risk Management

47

Steering Business towards Sustainability

77

Management Discussion and Analysis

106

General Information and Other Important  
Information

108

## Part 2

Corporate Governance

109

Corporate Governance Policy

124

Corporate Governance Structure

155

Report on Important Operational Results  
of Corporate Governance

175

Internal Control and Related Party  
Transactions

202

## Part 3

Financial Statements  
(Financial Statement for the  
Past 3 Years)

214

## Attachment

215

**Attachment 1** Details on Board of Directors,  
Executives, Controlling Persons, Corporate  
Secretary and Chief Financial Officer

242

**Attachment 2** Details on Internal Audit Head  
and Compliance Head

243

**Attachment 3** Details of Directors of Subsidiary

244

**Attachment 4** Business Assets and Details on  
Asset Valuation

251

**Attachment 5** Corporate Governance Policies  
and Guidelines for Corporate Governance and  
Business Ethics and Charter of the Board of  
Directors and Sub-committees

394

**Attachment 6** Report of the Audit Committee

398

**Attachment 7** Report of the Board of Directors'  
Responsibilities for Financial Reports

399

**Attachment 8** Independent Auditor's Report  
Financial Statements and Notes to the Financial  
Statements

## Vision, Mission

### Vision

“ Thai Credit Bank  
is committed to supporting customers to grow their  
businesses and improve their quality of life with the Bank’s  
unique microfinance services. ”

---

### Mission

1. To provide the best financial services to small enterprises (Micro SMEs) nationwide.
2. To promote financial literacy and discipline among all customers.
3. To create an organization where everyone is enthusiastic about, and proud of, what they are working on together.
4. To create value for shareholders by taking into consideration benefits for stakeholders.

# Financial Highlights

Consolidated Financial Statement			
		2024	2023
Key Financial Position (Million Baht)			
Total Assets		183,102	163,444
Loans		159,731	140,181
Deposits		132,600	116,762
Equity		23,032	17,505
Statements of Profit or Loss (Million Baht)			
Interest Income		18,138	15,913
Interest Expenses		(3,409)	(2,564)
Net Interest Income		14,729	13,349
Non-Interest Income		414	505
Total Operating Income		14,616	13,479
Total Other Operating Expenses		(5,831)	(4,943)
Expected Credit Loss		(4,249)	(4,083)
Income Tax		913	897
Profit for The Year		3,624	3,557
Financial Ratio			
Return on Asset (ROA)	(%)	2.09	2.32
Return on Equity (ROE)	(%)	17.88	22.31
Earnings per Share	(Baht)	2.95	3.05
Cost to Income Ratio	(%)	39.9	36.7
Capital Adequacy Ratio	(%)	17.7	16.3
Tier 1 Capital Ratio	(%)	15.4	13.8
Book Value	(Baht)	18.7	15.0
Gross NPLs Ratio	(%)	4.4	4.2
Allowance for expected credit loss against non-performing loans ratio	(%)	148.6	161.4
Number of Branches*		530	528

\* Including Lending Branch and Nano Kiosk





## Award and Pride for the year 2024

The Thai Credit Bank Public Company Limited has received 9 Pride Awards in 2024, reinforcing its position as a standard organization in business operations. Reflecting the recognition of the environment, governance and society, which has continuously won the trust of customers. All of this is the result of operating the business with the intention of creating fair and transparent financial opportunities and creating sustainable business growth.



November 4, 2024

‘Outstanding Innovative Company Award’ at the SET Awards 2024 organized by the Stock Exchange of Thailand



September 23, 2024

CSR Award of the Year 2024 from the Department of Social Development and Welfare Ministry of Social Development and Human Security



July 1, 2024

Honors Financial Discipline Campaign of the Year 2024 from The National Council of Women of Thailand Under The Royal Patronage of Her Majesty The Queen



October 31, 2024

5-Stars Corporate Governance Score from the Corporate Governance Report of Thai Listed Companies (CGR) 2024 organized by the Thai Institute of Directors Association (IOD)



September 2, 2024

Best SME Bank of The Year 2024 by The Global Economics UK



February 12, 2024

International Finance Awards 2023 in the category of Most Innovative SME Bank - Thailand 2023 by International Finance, UK



October 28, 2024

“Sustainable Knowledge Building” Award from the Securities and Exchange Commission (SEC)



August 28, 2024

Best Innovation in Retail Banking Thailand 2024 from International Banker magazine, UK



February 28, 2024

1<sup>st</sup> Runner-up Award for National Leader in Rural Development and Poverty Eradication by the Ministry of Home Affairs

## Message from the Chairman



“

The bank is dedicated to providing financial support to vulnerable groups, those with limited access to financial resources, women, and to promoting financial literacy in communities and among youth. This will enable them to succeed in their careers, reduce inequality, and foster sustainable social stability.

”

A white handwritten signature of Prof. Kitipong Uraepatanapong on a blue background.

Prof. Kitipong Uraepatanapong  
Chairman of Board of Directors

**Year 2024** Thai Credit Bank marks another year of success as a listed on the Stock Exchange of Thailand, demonstrating strong growth in its performance. Despite the challenges posed by geopolitical tensions, the spread of the pandemic, and conflicts or wars in various regions of the world, all of which have had an inevitable impact on the global economy, including the financial and banking sectors, the bank has continued to achieve positive results.

Moving forward, all businesses worldwide will place increasing emphasis on conducting operations in accordance with sustainability principles, particularly focusing on three key areas of responsibility: Environment, Social, and Governance (ESG).

**E - Environment** Although the bank's operations are not directly affected by environmental factors, it acknowledges the importance of environmental concerns. The bank considers these factors in its decision-making processes and supports customers and target groups that prioritize environmentally responsible business practices.

**G - Governance** The bank adheres strictly to regulations, corporate governance principles, transparency, fairness, and anti-corruption measures in its operations.

**S - Social** The bank is dedicated to providing financial support to vulnerable groups, those with limited access to financial resources, women, and to promoting financial literacy in communities and among youth. This will enable them to succeed in their careers, reduce inequality, and foster sustainable social stability. The bank has seen clear success in the social aspect, leading to partnerships and financial support for loans from prominent global financial institutions, such as the Asian Development Bank (ADB) and the International Finance Corporation (IFC).

In the future, Thai Credit Bank must ensure that it addresses all three pillars of ESG—Environment, Social, and Governance—by seamlessly integrating ESG principles into its regular business processes. A key driving force to achieve this will be the collaboration and unity of the bank's employees, ensuring transparency in operations and services, providing appropriate financial assistance to customers in need, and continuously enhancing financial literacy through initiatives like “Tang To Know-How,” which has garnered numerous accolades. These efforts contribute to society sustainably by reducing inequality, while concurrently promoting environmental sustainability through efficient resource utilization. Most importantly, ESG principles must be embedded across the entire supply chain, including employees, executives, customers, and partners. The bank must also collaborate with various stakeholders to achieve social objectives, including the reduction of social inequality.

The bank values its employees, as they are integral to its success. When employees and their families are content and have a promising future within the bank, customers are assured of receiving the highest level of service. This symbiotic relationship drives mutual success, reinforcing the notion that Thai Credit Bank is a bank for everyone. The bank's guiding philosophy remains, **“Everyone Matters.”**

## Message from Vice president and CEO



A white ink signature of Mr. Winyou Chaiyawan, written in a stylized, cursive script.

Mr. Winyou Chaiyawan  
Vice Chairman



A white ink signature of Mr. Roy Agustinus Gunara, written in a stylized, cursive script.

Mr. Roy Agustinus Gunara  
Chief Executive Officer



The year 2024 is another year of great gracious for “Thai Credit Bank”. Amidst the uncertainties and challenges, the Bank continues to demonstrate its strength and profitability. The net profit of the previous year set a record high for 6 consecutive years at 3,624.0 million baht, confirming confidence in continuous growth. The main factors driving this profit growth are continuous loan expansion and prudent risk management. The total loan outstanding at the end of 2024 reaches 163,158.6 million baht, an increase of 13.2 percent compared to the previous year. The non-performing loan (NPL) level was maintained at 4.4 percent. In addition, the Bank effectively maintained cost to income ratio (CIR) at a low level of 39.9 percent and the Net Interest Margin at a high level of 8.6 percent, which is considered the best in the banking industry.

In addition to the excellent performance, the Bank was also recognized by various organizations that ranked and awarded honorary awards to the Bank throughout the past year. The year of gracious began with the Bank Finance Journal. The April 2024 edition announced the results of the Bank of the Year 2024 rankings, which showed that the Bank was ranked 7th, an improvement from 9th place in the previous year, and was ranked 1st among banks with the highest return on assets (ROA). In addition, the Bank is much honored to receive awards from government agencies and various organizations, which are a confirmation of the Bank’s performance and approach to sustainable business operations, and reflect the Bank’s dedication to creating excellence in the areas of environment, governance and society. This year, the Bank received the following honors:

- Sustainability Award from Securities and Exchange Commission
- Corporate Social Responsibility (CSR) Award for year 2024 from Social Development and Welfare Department, Ministry of Social Development and Human Security
- Honorary Award for Financial Discipline Campaign for Year 2024 from Federation of Business and Professional Women’s Associations of Thailand Under The Royal Patronage of H.M. The Queen
- 1st Runner-up Award for National Leader in Rural Development and Poverty Eradication by the Ministry of Interior
- Outstanding Innovative Company Award from SET Awards 2024 by Securities and Exchange Commission
- Best SME Bank Award of The Year 2024 by the Global Economics Magazine, UK
- Best Innovation in Retail Banking Award of Thailand 2024 by International Banker Magazine, UK
- International Finance Awards 2023 for the Most Innovative SME Bank - Thailand 2023 by the International Finance Magazine, UK

Another significant milestone for the Bank was its first-time offering of ordinary shares to the general public through an Initial Public Offering (IPO). The Bank’s ordinary shares were listed for trading on the Stock Exchange of Thailand (SET) on February 9, marking the first listing of commercial bank shares on the SET in 10 years.

Despite market volatility in the first half of the year, the Bank’s listing on the Stock Exchange and share offering to investors was successful, receiving positive feedback from both institutional and retail investors, including world-class financial institutions. These institutions seek organizations that foster sustainability, improve community living standards, and create business opportunities for the public, aligning with the Bank’s vision. This unprecedented phenomenon in Thailand saw institutions such as the International Finance Corporation (IFC), a member of the World Bank Group, the Asian Development Bank, and the Foreign, Commonwealth & Development Office of the United Kingdom Government, trust and invest as shareholders of the Bank.

Finally, the Bank closed the year with great joy. With the excellent rating of 5 stars, this is the first year that the bank has participated in the corporate governance assessment project of Thai listed companies from the Thai Institute of Directors Association (IOD) in collaboration with the Stock Exchange of Thailand, reaffirming the excellence in corporate governance with good corporate governance that the bank has always adhered to. On behalf of Thai Credit Bank, I would like to convey the happiness and the firm determination of the Bank and all employees to be committed to conducting business responsibly and to give importance to providing financial services to the inaccessible (Financial Inclusion) in order to reduce social inequality, in accordance with the Bank’s philosophy that “Everyone Matters”.

# Part 1

## Business Operations and Performance



# 1 Structure and Operation of the Bank

## 1.1 Business Policy and Overview

Thai Credit Bank Public Company Limited (the Bank) has commenced business operations on January 18, 2007 under the scope of business and transaction of a retail commercial bank as announced by the Bank of Thailand ("BOT"). Later, Thai Credit Retail Bank Public Company Limited received approval to upgrade from a retail bank to a commercial bank under the name of "Thai Credit Bank Public Company Limited" and registered the name change with the Department of Business Development, Ministry of Commerce, on September 1, 2023. From September 1, 2023 onwards, Thai Credit Bank Public Company Limited has operated the business as a full commercial bank under the official name of the new legal entity.

In 2024, it was another step in growth when the Bank introduced newly issued ordinary shares and ordinary shares offered for sale by existing shareholders. The first day of trading on the Stock Exchange of Thailand in the financial / banking business segment using the abbreviation "CREDIT" with a market capitalization and creating a significant history. As a commercial bank that has raised capital (IPO) in 10 years.

The Bank aims to focus on providing Nano and Micro Finance and Micro SME loans to customers in Thailand who do not have adequate access to financial services as they should. These customers are an important cog in driving the country's economy. In addition, the Bank aims to provide these customers with fair access to credit in the system, as well as to support customers to grow their businesses and improve their quality of life with various types of loan services of the Bank. In addition, adhering to the philosophy of "Everyone Matters", the Bank believes that many target entrepreneurs still lack access to the loan services of large commercial banks and may resort to informal lending channels that charge high interest rates.

### 1.1.1 Vision, Mission & Values

#### Vision

Thai Credit Bank is committed to supporting customers to grow their businesses and improve their quality of life with the Bank's unique microfinance services.

#### Mission

- 1) To provide the best financial services to small enterprises (Micro SMEs) nationwide.
- 2) To promote financial literacy and discipline among all customers.
- 3) To create an organization where everyone is enthusiastic about, and proud of, what they are working on together.
- 4) To create value for shareholders by taking into consideration benefits for stakeholders.

#### Values

- 1) **Team Spirit:** Everything is accomplished with the power of the team.
- 2) **Credibility:** Success is born from mutual trust.
- 3) **Result Oriented:** Success comes from knowing how to plan. Set goals and take action to achieve them.
- 4) **Best Service:** Excellent service will make customers impressed to choose our service again and again.
- 5) **Leadership:** A leader is a giver. The goal is to develop the team to be successful.
- 6) **Integrity:** Knowing ourselves and being ethical, we can do the right thing at any time and in any situation.

#### DNA

- 1) Always Improving
- 2) One Direction
- 3) Customer Passion
- 4) Never Mislead

## 1.1.2 Strategy and Operations of Core Business

Thai Credit Bank is a growth company, and we have been branded as the fastest growing bank over the past decades, and while 2024 was a difficult year, we continue to deliver the fastest growth in the industry.

The Bank has adopted three key strategic growth principles: Core Product Growth, Digital Transformation, and New Business Growth. The Bank has exhibited the fastest growth in the industry consistently for more than a decade, focusing on sustainable financial services for the Micro segment and underserved customers. We place high importance on portfolio quality to ensure healthy growth in both the near and long term. The Bank's key success has always lies in its customer-centric approach, delivering exceptional value and developing highly flexible product designs to meet diverse needs. We aim to strengthen customer relationships through deep understanding and engagement, becoming true partners in driving business growth.

In response to Digital Transformation, the Bank is enhancing its information technology capabilities to support significant digital initiatives to improve its product and services. The Bank is fully aware that future growth and competitiveness depend largely on the strength of its digital platform capabilities. Finally, the Bank also emphasizes Growing the New Business, aiming to remain competitive while being cautious amid a challenging market environment. This is also proven with the fast growth in our retail loan business and in partnership program with Ascend Money Thailand.

Market Conduct is a key process in our daily operations to protect customers and ensure the sustainability of our business. By adhering to the Bank of Thailand's Market Conduct principles, we commit to protecting customers through transparency, responsible lending, and fair treatment. This means providing clear information, fair pricing, and appropriate advice, ensuring that our customers are well-informed and treated with integrity.

The Bank has been strengthening our competitive advantage by focusing on Sustainable Growth, offering flexible and competitive products and services, conducting sales activities, and improving business processes to enable healthy long-term growth. Risk Management and improving portfolio quality are key priorities to ensure strong and effective risk management and robust collection process to support growth and proper management during crisis. Customer Trust is another commitment to deliver impressive experience to customers, provide the best valuable products that help improve their business and community and gain strong trust from the customers. The Bank also focuses on Customer Relationships by building a strong team or sales team and improving our CRM platform to develop strong long-term relationship with our customers.

The Bank continues to maintain success in Cost Control and Productivity by adopting a balanced profit and cost management approach on process improvements and product developments. Headcount management is optimized to ensure efficiency. Moreover, the Bank emphasizes the principle of "Everyone Matters", focusing on customers and developing value to our customers and community.

Our bank is committed to improve our community especially through our literacy program which target to not only small business entrepreneurs but also students and salaried employees. Our program help many of the people to learn how to save, how to grow and manage their money using practical way that is easy to understand. Our famous Tang-To Know-How program has achieved more than 240,000 participants since its inception in 2017, with more than 60,000 people participated in 2024. We received more than 80% of Net Promoter Score (NPS) from our participants which implies the highest customer satisfactions due to its impact to their life.



### 1.1.3 Major Changes and Developments

- 1970** The Bank was founded as Thai Keha Credit Foncier Company Limited to engage in the financial service business.
- 2005** The Bank was registered as a public limited company named Thai Keha Credit Foncier Public Company Limited on July 28, 2005 with a registered capital of Baht 300.0 million and increased its registered capital to Baht 1,000.0 million.
- 2006** The Bank was licensed to operate a commercial bank on December 22, 2006 to operate a commercial bank business for retail businesses.
- 2007** The Bank officially opened its operations on January 18, 2007 to create level playing field with other financial institutions.
- The Bank has changed its name from Thai Keha Credit Foncier Public Company Limited to Thai Credit Bank Retail Bank Public Company Limited.
- 2008** The Bank increased its registered capital from Baht 1,000.0 million to Baht 1,500.0 million.
- 2010** The Bank increased its registered capital from Baht 1,500.0 million to Baht 2,000.0 million in April, 2010 and to Baht 3,000.0 million in October 2010.
- 2012** The Bank has changed the structure of its management team, whereby Mr. Winyou Chaiyawan became the Chief Executive Officer and Mr. Roy Agustinus Gunara ("Mr. Roy") became the Managing Director to support growth in The future is headed towards "The Best Retail Commercial Bank"
- 2013** The Bank began to operate lending branches, which are branches that only provide loan services and are in a community area near the establishment of micro enterprises and SMEs. This branch model differs from that of the general bank branches to inclusively serve demand for formal loans among retail business clients.
- 2014** The Bank increased its registered capital from Baht 3,000.0 million to Baht 3,125.0 million.
- 2015** The Bank has started providing Nano and Micro Finance Loans services, making it the first commercial bank to give micro enterprises safe, secure, and fair access to formal loans with no collateral or guarantor required.
- The Bank launched Home loan product (which is part of the home loan segment), which was developed from its home loans products and provides additional product features where customers can choose to use the loan to settle other type of loans to reduce the burden of interest expenses or to consolidate other debts into one credit line.
- The Bank increased its registered capital from Baht 3,125.0 million to Baht 4,125.0 million.
- 2016** The Tang To Know-how project was initiated to promote financial literacy and to inculcate knowledge in financial planning, savings, debt management, and financial risk management in times of crisis for the micro enterprises and SMEs as well as members of the general public that are salaried individuals. A good financial knowledge will help participants make better financial management decisions in the future and increase their ability to live a stable life and their self-esteem.
- 2017** The Bank increased its registered capital from Baht 4,125.0 million to Baht 5,156.25 million.
- 2018** Established Thai Micro Digital Solutions Co., Ltd. ("TMDS"), a subsidiary of the Bank with 99.99% of the total paid-up capital, to provide electronic financial transaction services through the application "Micro Pay" (Micro Pay e-Wallet).

**2019** TMDS obtained a license to operate designated payment service under supervision from the Bank of Thailand, and launched its "Micro Pay" application (Micro Pay e-Wallet), which was developed to serve consumers' demands in the cashless society and improve the efficiency of its lending branches and cash management.

The Bank launched SME loans for micro enterprises and SMEs, with and without collateral, for expanding business, providing working capital, or increasing liquidity.

The Bank has expanded its lending services to retail customers by launching personal revolving loans to serve targeted group of customers with medium to high regular income.

**2021** The Bank increased its registered capital from Baht 5,156.25 million to Baht 5,903.75 million to accommodate the aforementioned warrants.

**2022** The Bank launched the "Standby" campaign to communicate its commitment to stand by all customers during the prolonged outbreak of COVID-19 pandemic and the slowdown of the economy. The Bank saw the potential strength of the micro enterprises and SMEs, and launched SME OD products to provide working capital or to increase liquidity of its MSME customers.

The Bank submitted the application to the Bank of Thailand for the upgrade of its license from a retail commercial bank to a commercial bank. On September 2, 2022, the Minister of Finance granted the approval for the upgrade to a commercial bank. The Bank plans to expand its services to trade finance including providing loan services to business operators conducting trade finance.

The Bank launched its Mobile Banking application under the name "alpha by Thai Credit" to provide customers convenient access to financial services and an enhanced experience through mobile devices.

The Bank has established the Thai Credit Foundation to build upon its commitment in promoting and supporting financial literacy, with three main operating goals: (1) creating interesting, easy-to-understand, up-to-date content that promotes financial literacy; (2) enabling target group to easily access financial knowledge through in-class and online trainings; and (3) developing financial content and courses to strengthen finance, develop career and generate income.

**2023** The Bank increased its registered capital from Baht 5,850.67 million to Baht 6,174.20 million to facilitate the issuance and offering of ordinary shares to the public in the IPO.

The Bank expanded its personal revolving loan to new target groups (in addition to regular income customers) through entering into the right of claims purchase agreements and relevant agreements with Ascend Nano Co., Ltd. ("Ascend Nano") to purchase right of claims under loan agreements that Ascend Nano entered into with its debtors.

The Bank entered into a financing agreement with the International Finance Corporation (IFC) for a long-term loan to the amount of USD 105.0 million and drew down the entire amount of the facilities on June 27, 2023.

On August 17, 2023, Thai Credit obtained the commercial banking business license pursuant to the Financial Institution Business Act, B.E. 2551 (2008) from the Ministry of Finance to operate as a full commercial bank. On September 1, 2023, The Bank registered the change of company name and seal with the Ministry of Commerce, and commenced its operation under the name "Thai Credit Bank Public Company Limited" (formerly "The Thai Credit Retail Bank Public Company Limited").

**2024** The Bank has offered newly issued common shares through an Initial Public Offering (IPO) and listed them for trading on the Stock Exchange of Thailand on February 9, 2024, under the ticker symbol “CREDIT.” The estimated funds raised from the issuance and offering of these newly issued common shares, after deducting expenses related to the securities offering and other associated costs, amount to approximately 1,790 million Baht. These funds will be used to strengthen the Bank’s capital base, with approximately 895 million Baht allocated for expanding the loan portfolio and approximately 895 million Baht allocated for improving and developing the information technology systems to support digital transformation and enhance IT security infrastructure.

The restructuring of shareholders following the initial public offering (IPO) has received trust from renowned institutional investors, including the International Finance Corporation (IFC), a member of the World Bank Group (WBG), the Asian Development Bank (ADB), and E.SUN Commercial Bank, Ltd., one of the largest private banks headquartered in Taiwan.

The organizational structure has been changed with the appointment of Mr. Winyou Chaiyawan as Vice Chairman of the Bank’s Board of Directors and Mr. Roy Agustinus Gunara as Chief Executive Officer. Additionally, the position of Managing Director has been abolished as part of the organizational restructuring.

Launched a new product “alpha savings”, a digital savings account that offers interest up to 2% per annum and easy account opening through the 'alpha by Thai Credit' application, making saving money more convenient and aligning with the lifestyle of modern individuals. Additionally, a new advertisement campaign has been released to encourage Thai people to consider this smart saving option, which enhances financial security and provides a high return with a safe and convenient savings product for the future.

Launched the Green Loan product for microSME entrepreneurs, “SME Kla Hai,Klai Pian initiative”. This loan is designed to support environmentally friendly micro-SMEs or businesses seeking to invest in improving their business processes with a focus on social and environmental responsibility. The loan can be used for working capital, enhancing liquidity, expanding operations, or investing in business development or improvements, both with and without collateral.



1.1.4 Use of Funds Raised

The Bank has made an initial public offering (IPO) on January 23-26, 2024 amounting to 64,705,890 shares at an offering price of Baht 29 per share . On February 9, 2024, the Bank received proceeds from the offering of newly issued ordinary shares amounting to Baht 1,834.9 million (after deducting the cost of the offering of securities and other related expenses). Report on the use of the capital increase proceeds from the Initial Public Offering (IPO) ended December 31, 2024 as follows:

(Unit: Million)

Purpose of Use of Money	Estimated Spending Plan	Amount spent until June 30, 2024	Balance as of June 30, 2024
Strengthening the Bank’s capital to be used as capital for expanding the loan portfolio.	917.4	917.4	0
Improve and develop information technology systems in digital transformation and IT security and infrastructure.	917.4	172.95	744.44
Total	1,834.9	1,090.35	744.44

1.1.5 General Information

Name of Company	: Thai Credit Bank Public Company Limited
Head Office Address	: 123 Thai Life Assurance Building, Ratchapisek Road, Din Daeng Subdistrict, Din Daeng District, Bangkok 10400
Business Type	: Commercial Banks
Registration Number	: 0107548000552
Tel	: 0-2697-5454
Fax	: 0-2642-2122
Website	: <a href="https://www.thaicreditbank.com">https://www.thaicreditbank.com</a>
Registered Capital as of December 31, 2024	: 6,174,196,110.0 Baht
Capital Paid as of December 31, 2024	: 6,174,196,110.0 Baht
Total Shares Outstanding as of December 31, 2024	: 1,234,839,222 Shares

## 1.2 Nature of Business Operation

### 1.2.1 Revenue Structure

The following table shows the interest income broken down by source of income for the specified period.

Interest Income	As of December, 31					
	2022		2023		2024	
	Million Baht	Percentage	Million Baht	Percentage	Million Baht	Percentage
Interbank and Money Market Items	71.5	0.6%	340.5	2.1%	396.6	2.2%
Investments in Fixed Income	27.5	0.2%	62.6	0.4%	104.1	0.6%
Loans to Debtors	12,466.9	98.3%	15,389.8	96.7%	17,505.6	96.5%
Lease Purchase and Others	118.8	0.9%	120.1	0.8%	131.7	0.7%
<b>Total Interest Income</b>	<b>12,684.7</b>	<b>100.0%</b>	<b>15,913.0</b>	<b>100.0%</b>	<b>18,138.0</b>	<b>100.0%</b>

The following table shows the fee and service income and other operating income by type for the specified period.

Fee and Service Income	As of December, 31					
	2022		2023		2024	
	Million Baht	Percentage	Million Baht	Percentage	Million Baht	Percentage
Brokerage	2.3	0.4%	1.6	0.3%	1.2	0.3%
Handling Fees	32.8	6.2%	43.0	8.5%	22.6	5.5%
Assurance, Aval and Guarantee	455.0	86.2%	411.8	81.6%	327.1	79.0%
Others <sup>(1)</sup>	38.0	7.2%	48.4	9.6%	63.0	15.2%
<b>Total Fee and Service Income</b>	<b>528.1</b>	<b>100.0%</b>	<b>504.9</b>	<b>100.0%</b>	<b>413.9</b>	<b>100.0%</b>
Other Operating Income <sup>(2)</sup>	238.6		204.8		149.5	
<b>Total</b>	<b>766.7</b>		<b>709.7</b>		<b>563.4</b>	

Note: (1) Other items include stamp duty collected from customers and cheque issuance fee income, etc.

(2) Other operating income includes: Income from marketing support from insurance companies and other income from debt collection, etc.

## 1.2.2 Product Information

The Bank's products and services can be divided into three main categories: lending, receiving deposits, and brokering insurance products and investment units of mutual funds. The details are as follows:

### 1.2.2.1 Lending Business

The table below shows the details of the Bank's loan product group as at December 31, 2022, 2023 and 2024.

Loans to customers	As of December, 31					
	2022		2023		2024	
	Million Baht	Percentage	Million Baht	Percentage	Million Baht	Percentage
MicroSME Business Loans <sup>(1)</sup>	82,198.5	67.8%	96,777.3	67.1%	109,148.0	66.9%
Nano and Micro Finance <sup>(2)</sup>	19,181.9	15.8%	22,327.5	15.5%	22,200.1	13.6%
Home Loan <sup>(3)</sup>	18,522.4	15.3%	21,913.9	15.2%	25,070.1	15.4%
Personal Revolving loans and other retail loans <sup>(4)</sup>	1,395.2	1.2%	3,137.8	2.2%	6,740.4	4.1%
<b>Other Retail Loans</b>	<b>121,298.0</b>	<b>100.0%</b>	<b>144,156.5</b>	<b>100.0%</b>	<b>163,158.6</b>	<b>100.0%</b>

Note: (1) Micro-SME business loans include loans for small entrepreneurs, SME loans, rehabilitation loans (Soft Loan) another loans.

(2) Nano loans and micro credits for traders, including nano loans, micro credit loans, and micro plus loans.

(3) Home loans include home loans for money exchange and home refinancing loans.

(4) Other retail loans include mortgage reducing term assurance (MRTA) loans, multi-purpose loans, loans with gold as collateral and other retail loans that are not the key products.

## • MicroSME Business Loans

Micro SME business loans are a core product of the Bank, representing the highest proportion of loans to debtors. These loans provide financial services for working capital and funding to customers, enhancing business liquidity, supporting business expansion, or refinancing loans from other financial institutions. With a deep understanding of customer needs and experience in lending to small entrepreneurs and SMEs since 2012, the Bank continuously analyzes these needs. As a result, the Bank has developed products and services such as the 'Kla Hai Loan' for customers with strong financial performance and a solid credit history. The Bank offers a variety of products, including more than 10 sub-products, which cover a wide range of needs. These offerings include both secured and unsecured loans, serving individuals as well as legal entities.

The microSME business loan mainly consists of (a) Micro SME loans with collateral and the approved limit does not exceed the value of the collateral; (b) Micro SME loans with collateral and the approved limit is higher than the value of collateral, (c) Unsecured loans, (d) Overdraft loans, and (e) SME loans with the following details:

### (A) Micro SME loans with collateral and the approved limit does not exceed the value of collateral.

<b>Target Customer</b>	: Small entrepreneurs, both juristic persons and individuals, whose purpose is to be used as working capital. Enhance liquidity, expand business, or refinance business loans from other financial institutions.
<b>Loan Type</b>	: Term Loans
<b>Limit</b>	: Maximum amount of THB 35.0 million
<b>Loan Period</b>	: Maximum term of 20 years
<b>Interest Rate</b>	: Loan interest rate $\pm$ interest difference as determined by the bank.
<b>Collateral</b>	: real estate and/or Thai Credit Guarantee Corporation (TCG) provides joint guarantees.
<b>LTV Ratio</b>	: Not exceeding the value of the collateral.
<b>Product Examples</b>	: <ul style="list-style-type: none"> <li>• SME Kla Hai full MAX</li> <li>• SME Kla Hai</li> <li>• SME Kla Hai a single account for a single legal entity.</li> <li>• SME Kla Hai for special groups of customers</li> <li>• Micro SME Generic for Individual or Juristic Person Borrowers</li> <li>• Business Loans for Apartment Business Entrepreneurs</li> <li>• Business loans to buy establishments for small entrepreneurs</li> </ul>

### (B) Micro SME loans with collateral and the approved limit is higher than the value of the collateral.

<b>Target Customer</b>	: Small entrepreneurs, both juristic persons and individuals, whose purpose is to be used as working capital. Enhance liquidity, expand business, or refinance business loans from other financial institutions.
<b>Loan Type</b>	: Term Loans
<b>Limit</b>	: Maximum amount of THB 30.0 million
<b>Loan Period</b>	: Maximum term of 12 years
<b>Interest Rate</b>	: Loan interest rate $\pm$ interest difference as determined by the bank.
<b>Collateral</b>	: real estate and/or Thai Credit Guarantee Corporation (TCG) provides joint guarantees.
<b>LTV Ratio</b>	: Maximum approval limit is not more than 3 times the collateral value.
<b>Product Examples</b>	: SME Kla Hai full MAX for juristic person or individual borrowers. SME Kla Hai to exceed 100



**(C) Unsecured Loans**

- Target Customer** : Small entrepreneurs, both juristic persons and individuals, whose purpose is to be used as working capital. Enhance liquidity, expand business, or refinance business loans from other financial institutions.
- Loan Type** : Term Loans or Revolving Loans
- Limit** : Maximum amount of THB 7 million
- Loan Period** : Maximum term of 10 years
- Interest Rate** : Loan interest rate  $\pm$  interest difference as determined by the bank.
- Collateral** : without collateral
- Product Examples** : • SME Kla Hai full SPEED for corporate borrowers or individuals.  
• SME Kla Hai Standby Cash - Revolving Loans  
• SME Kla Hai Lady First - Revolving Loan  
• SME Kla Hai medical professionals and dentists.  
• Micro Plus Loans

**(D) Overdraft Loans**

- Target Customer** : Small entrepreneurs, both juristic persons and individuals, whose purpose is to be used as working capital. Enhance Liquidity
- Loan Type** : Overdraft Loans
- Limit** : Maximum amount of THB 20.0 million
- Loan Period** : 1 year and review the credit limit every year.
- Interest Rate** : Loan interest rate  $\pm$  interest difference as determined by the bank.
- Collateral** : real estate and/or Thai Credit Guarantee Corporation (TCG)
- LTV Ratio** : provides joint guarantees or without collateral
- Product Examples** : Not exceeding the value of the collateral.  
• SME Kla Hai collateralized Standby OD  
• SME Kla Hai Provide unsecured Standby OD

**(E) SME Loans, SME Kla Hai Kla Pian**

- Target Customer** : Small entrepreneurs in the category of juristic persons or individuals who operate environmentally friendly businesses or want to invest in improving/developing business processes to be socially or environmentally responsible. The purpose is to use it as working capital. Enhance liquidity, expand business, or for investment, or renovation or development, or to compensate for investment.
- Loan Type** : Term Loans or Revolving Loans
- Limit** : Maximum amount of THB 35.0 million
- Loan Period** : Maximum term of 12 years
- Interest Rate** : Loan interest rate  $\pm$  interest difference as determined by the bank.
- Collateral** : Real estate and/or Thai Credit Guarantee Corporation (TCG) provides joint guarantees or without collateral
- LTV Ratio** : Not exceeding the value of the collateral.
- Product Examples** : SME Kla Hai Kla Pian.



## • Nano and Micro Finance

The Bank recognizes the importance and necessity of developing credit products and services that meet the needs of micro enterprises, especially merchants, in order to provide them with access to a formal financial institution which requires no collateral. To help micro enterprises, which constitute the economic foundation of the country, to get through the ongoing crises and revive their business operations, The Bank offers a wide range of loans, with a fast loan approval process, to ensure that these businesses receive the funding they need in a timely manner.

Nano and microcredit loans for traders The main loan products are (a) Nano Finance, (b) Micro Finance, and (c) Micro Plus Loan, with the following details:

### (A) Nano Finance

- Target Customer** : Micro Enterprises. It is used for business circulation purposes.
- Loan Type** : Revolving Loans
- Limit** : Maximum amount of 100,000 Baht
- Loan Period** : 1 year and review the credit limit every year.
- Interest Rate** : 33% per annum
- Collateral** : No collateral
- Product Examples** : • Nano Finance for small businesses  
• Nano Finance for small businesses for OTOP entrepreneurs  
• Nano Finance for small businesses for online merchants



### (B) Micro Finance

- Target Customer** : Micro enterprises It is used for business circulation purposes.
- Loan Type** : Revolving Loans
- Limit** : Maximum amount of 200,000 Baht
- Loan Period** : 1 year and review the credit limit every year.
- Interest Rate** : 28% per annum
- Collateral** : No collateral
- Product Examples** : • Micro Finance for Small Businesses  
• Micro Finance for small businesses for OTOP entrepreneurs  
• Micro Finance for small businesses for online merchants

### (C) Micro Plus Loans

- Target Customer** : A small-scale entrepreneur who is an individual, registered as a business operator or has been registered for at least 2 years, with the purpose of business expansion, working capital, or enhancing liquidity.
- Loan Type** : Revolving loan
- Limit** : Maximum amount of 500,000 Baht
- Loan Period** : 1 year and review the credit limit every year.
- Interest Rate** : 28% per year
- Collateral** : No collateral
- LTV Ratio** : Not exceeding the value of the collateral as per the criteria set by the Bank of Thailand

• Home Loans

The Bank’s Home for Cash campaign began in 2015 with an aim to help reduce consumers' debt burden with this debt consolidation program as an increasing number of people have been saddled with multiple personal loans and other debts which come with high interest rates. Here’s a refined version of your text for better clarity and flow:

Customers can use their land, house, or condominium as collateral for the Home for Cash loan. By consolidating debt and using real estate as collateral, this loan offers longer repayment terms, reducing the monthly installment burden and better aligning with the customer's repayment capacity. Additionally, the interest rate is lower than that of personal loans, improving liquidity and helping customers establish better financial discipline through clear repayment schedules with a single bank.

The bank also offers a home refinance loan product for individuals who have already taken out housing loans with other financial institutions, along with additional credit in the form of a multipurpose loan. However, the bank does not currently provide home loans for purchasing new homes. The Home for Cash loan includes the following main loan products: (1) Home for Cash loan, (2) Home Refinance loan, and (3) Refinance Plus loan, as detailed below.

(A) Home for Cash

Target Customer	: General customers who are full-time employees, self-employed.
Loan Type	: Term Loans
Limit	: Maximum amount of 10.0 million baht
Loan Period	: Maximum term of 30 years
Interest Rate	: Loan interest rate ± interest difference as determined by the bank.
Collateral	: Real Estate
LTV Ratio	: Not exceeding the appraisal value according to the criteria of the Bank of Thailand.

(B) Refinance Home Loans

Target Customer	: General customers who are salaried employees or self-employed individuals wishing to transfer their housing loan obligations from other financial institutions.
Loan Type	: Term Loans
Limit	: Maximum amount of 20.0 million baht
Loan Period	: Maximum term of 30 years
Interest Rate	: Loan interest rate ± interest difference as determined by the bank.
Collateral	: Real Estate
LTV Ratio	: Not exceeding the appraisal value according to the criteria of the Bank of Thailand.

(C) Refinance Plus Loan

Target Customer	: General customers who are salaried employees or self-employed individuals wishing to transfer their housing loan obligations from other financial institutions, along with receiving additional credit for multi-purpose loans.
Loan Type	: Term Loans
Limit	: Maximum amount of 10.0 million baht
Loan Period	: Maximum term of 30 years
Interest Rate	: Loan interest rate ± interest difference as determined by the bank.
Collateral	: Real Estate
LTV Ratio	: Not exceeding the appraisal value according to the criteria of the Bank of Thailand.

- **Personal Loans**

The personal revolving loans include revolving loans for immediate drawdown, credit card debt refinancing or other personal loan refinancing. With no collateral or guarantor required, the maximum loan amount offered is THB 2 million. If the borrower's monthly income is at least THB 30,000.0, the loan amount shall be up to 5 times the borrower's average monthly income. If the borrower's monthly income is less than THB 30,000.0, the loan amount shall not exceed 1.5 times of the average monthly income (and in accordance with other conditions as determined by The Bank). Such loan amount is in accordance with the Bank of Thailand's rules. Under this revolving loan program, customers have the flexibility in choosing the frequency and quantum of their loan repayment on a monthly basis in the desired form within the framework set by The Bank, whether by paying the full amount, or making a minimum payment, thereby allowing the customers to manage their financial planning effectively. The maximum interest rate applicable to this revolving loan program is 25% per annum, which is the highest interest and fee rate permitted by the Bank of Thailand.

In addition, The Bank entered into the right of claims purchase agreement with Ascend Nano where the right of claims purchased thereunder is the right of claims under loan agreements that Ascend Nano entered into with its debtors ("right of claims under loan agreements"). The Bank will purchase the right of claims under loan agreements that satisfy The Bank's selection criteria as specified in the agreement. The Bank's entry into this agreement is to support its strategy of expanding personal revolving loan products to new target groups (in addition to the group of customers with fixed income).

When The Bank successfully accepts the transfer of right of claims under loan agreements from Ascend Nano, The Bank will be entitled to the outstanding principal, interest, related fees under those loan agreements, for which debtors will proceed to make payment for loan through the True Money Wallet Application and/or any other channels as agreed.

- **Other Retail Loans**

The bank also offers other retail loans such as loans with gold as collateral, hire-purchase loans for individual customers and other retail loans. As of December 31, 2024, other retail loans amounted to 228.12 million baht, or 0.1% of total loans.

### **Distribution Channels**

In providing loan services, the bank will reach out to customers through relationship managers and credit advisors. The bank has organized training for these staff members in both basic knowledge and specific techniques for each department to ensure they can properly convey financial knowledge and product details to customers. Additionally, the bank has structured its organization with checks and balances through the supervision of team managers, zone managers, and regional managers. These managers will communicate the organization's policies and strategies to monitor performance and the overall quality of loans to ensure that operations align with the same objectives. The Bank has credit advisors to support its Nano and Micro Finance segment. These credit advisors market The Bank's products to customers; accept their loan applications and subsequently pass on the application to the relationship team managers, zone managers, and regional managers for approval, in accordance with their relevant authorities. Additionally, the credit advisors also accept loan repayments from customers. To improve staff productivity and reduce reliance on manual processing, the credit advisors uses the Tels-nano system to help analyse loan quality and recommend appropriate loan amounts, while tablets and EDC system are used to receive payment and issue receipts to increase efficiency in terms of time and to reduce human error. To reach out to customers and facilitate their access to a formal financial institution, The Bank's branches are established across local communities in 74 provinces over all regions in Thailand. The Bank provides loan services via two types of branches: lending branches, and Nano credit kiosks. While lending branches are major branches located in big cities, Nano credit kiosks are their sub-branches situated in or near traditional markets. As of 31 December 2024, The Bank had 272 lending branches, and 228 Nano credit kiosks. MSME Loans and Nano and Micro Finance solutions are provided at most lending branches, where loan agreements are made, under relevant regulations.



Lending branch



Nano Credit Kiosk

Home loans and retail loans are loans that focus on individual customers that will be distributed through the relationship managers of retail customers and wealth banking customers at the Bank's branches. In addition to deposit branches, The Bank engages direct sales agents to advise on and market its Home for Cash product to potential customers, which improves The Bank's reach to new customers.



### 1.2.2.2 Deposit Business

The table below shows the details of the Bank's deposit products as of December 31, 2022, 2023 and 2024.

Deposits	As of December, 31					
	2022		2023		2024	
	Million Baht	Percentage	Million Baht	Percentage	Million Baht	Percentage
Current Account	40.1	0.0%	113.8	0.1%	114.0	0.1%
Saving Account	37,383.8	33.0%	36,456.8	31.2%	36,368.3	27.4%
Term Deposit Account	76,020.2	67.0%	80,191.0	68.7%	96,117.2	72.5%
<b>Total Deposit</b>	<b>113,444.1</b>	<b>100.0%</b>	<b>116,761.6</b>	<b>100.0%</b>	<b>132,599.5</b>	<b>100.0%</b>

Deposits are an essential source of funds for The Bank, as they are flexible and cost efficient. The Bank's deposit products are detailed below.

#### (A) Current Account

A current account is a deposit account for business owners or business operators who seek to conveniently make withdrawals through their cheque books and review their transactions through statements on a monthly basis.

	Current Deposit	Current Deposits Increase in Value
<b>Detail</b>	Current account that allows overdrafts (O/D)	Current account that pays interest
<b>Deposit Term</b>	No deposit period	
<b>Interest Rate</b>	Interest paid at the rate determined by the Bank	Interest paid monthly at the rate determined by The Bank
<b>Withdrawal</b>	Cheque books and ATMs of commercial banks nationwide, for individual holders of single accounts	



(B) Saving Account

This savings account is aimed at boosting the convenience of deposits and withdrawals for all groups of customers, including individual and corporate customers, and provide a basic service for them to begin or continue their savings or spending flexibly.

	Savings Account	Savings Plus Account	Biz Plus Account	Biz Defined Account
Detail	Savings account that offers high liquidity	Savings accounts with higher interest rates than savings accounts.	Savings account for general corporate customers and non-profit entities that pays a high interest rate which is similar to the interest rate under a term deposit account	Savings account for corporate customers, funds and insurance companies with an average savings of more than THB 50.0 million with The Bank for at least two consecutive years
Duration	No deposit period			
Interest Rate	Interest rate determined by the Bank			
	Paid monthly or half-yearly	Paid monthly		Paid half-yearly
Withdrawal	The Bank’s branches and ATMs of commercial banks nationwide		The Bank’s branches	

(C) Term Deposit Account

In order to promote savings and long-term financial planning for its customers, the bank offers higher interest rates for various term deposit products which specify clear and exact deposit terms and withdrawal timeframes.

	Fixed Deposit Account	Tanjai Fixed Deposit Account	Tax-Free Deposit Accounts
Detail	Fixed deposit accounts that pays interest at a fixed rate	Fixed deposit account that pays upfront interest at a high rate on the date of the deposit immediately on the date of deposit.	Tax-free fixed deposit account that pays high interest and requires a fixed amount of deposit every month
Duration	6 - 36 months	12 months	24 months and 36 months
Interest Rate	Paid upon the completion of the deposit term, or monthly	Paid on the date of deposit	Paid upon the completion of the deposit term
Withdrawal	The Bank’s branches		



## Distribution Channels

As of December 31, 2024, the Bank has 30 deposit service branches, most of which are located in Bangkok and its vicinity, to target individual customers and the bank with high-value and long-term savings needs. As a result, the Bank's deposit branches have a high level of deposits per branch. In addition, there is a channel for providing deposit services through the alpha by The Bank application that will help increase convenience for customers and reach a wider and faster customer group.

### 1.2.2.3 Insurance products and investment units brokerage business of mutual funds

The Bank distributes insurance products from several insurance companies on a non-exclusive basis, in order to have a comprehensive product choice that could meet the needs of its loan customers and retail customers. As of 31 December 2024, The Bank acted as a broker for five insurance companies: Thai Life Insurance, Thai Paiboon Insurance, Thai Health Insurance, Generali Insurance, Prudential and Muang Thai Life Assurance. This includes savings life insurance, pension life insurance, health insurance, fire insurance, and credit life insurance. These bancassurance products are marketed by relationship managers and branch officers who hold non-life insurance and/or life insurance broker licenses.

To provide its customers opportunities to invest and enjoy higher returns or tax incentives, The Bank is determined to introduce investment units, or mutual funds. They can also be used as a channel to manage funds through organising investment portfolios for use after retirement, financial planning and/or diversify risks effectively. Therefore, The Bank acts as a dealer of investment units of five asset management companies, which are One Asset Management Company Limited, MFC Asset Management Public Company Limited, Krungsri Asset Management Company Limited, Krungthai Asset Management Public Company Limited and Aberdeen Asset Management (Thailand) Asset Management Company Limited and offers their investment units at The Bank's deposit branches.

The Bank receives commissions and promotional service fees as its main compensation for its brokerage services in bancassurance products and distribution of mutual fund units. These payments are consistent with insurance premiums earned and the value of investment units sold by The Bank.

### 1.2.2.4 Foreclosed Properties

Under the Bank of Thailand's (BOT) debt relief measures in 2021, the initiative aimed to assist businesses with potential for recovery, but which needed time to recover from the impact of the COVID-19 pandemic. The goal was to help reduce financial burdens from existing loans with financial institutions, allowing businesses to return to normal operations in the future. The BOT provided loans to financial institutions to support the transfer of assets used as collateral to settle overdue debts with the financial institutions. This allowed businesses to transfer assets to settle debts with the financial institutions under the condition that they could buy the assets back at the transfer price and retain the right to lease the assets to continue their business operations normally. The objective was to prevent liquidity crises or defaults that could negatively impact the financial standing of businesses, financial institutions, and the stability of the national economy.

As of 31 December 2024, the net value of The Bank's foreclosed properties stood at THB 1,073.8 million, accounting for 0.6% of the total value of The Bank's assets, which consist properties under Asset Warehousing program in the amount of THB 770.3 million. The debtor may repurchase a property under Asset Warehousing program within 3-5 years at the transfer price and shall have the right to lease such property to operate its business in the ordinary course.

## 1.2.3 Marketing and Competition

The Bank is a bank that focuses on providing both MSME Loans and Nano and Micro Finance Loans to the underserved communities in Thailand. While The Bank has been recently granted an upgrade from a retail bank to a full commercial bank, there is no change to its business focus.

The Bank entered into the MSME Loans market in 2013, and expanded into the Nano and Micro Finance Loans market in 2015. Throughout the years, The Bank has developed a deep understanding of its target customer segment and established a robust credit and risk management framework across the Bank's end to end process, which are designed specifically to manage customers with high credit risks. As such, The Bank believes that it is in a position to service the rising demand from the large underserved population in Thailand.

The Bank has a lean cost structure due to its low cost branch network and efficient digital channels. This is further supported by high staff productivity driven by The Bank's continuous digital transformation initiatives and investment into personnel training. To fund its banking operations, The Bank has access to deposit-based funding which is cost efficient and flexible compared to other forms of funding. The Bank believes this provides it with a competitive advantage against other non-bank lenders which are not licensed to collect deposits in Thailand and may be targeting similar customer segments. Coupled with a highly experienced management team and strong branding within its target customer segment, The Bank believes that it has a strong foundation and unique business model that cannot be easily replicated by other competitor banks.

**The Bank's Competitive Strengths are as follows:**

- 1. The Bank has a unique business operation that makes The Company is able to occupy a stable and strong market position in the MSME and Nano and Micro Finance sectors, which are high-growth business sectors in Thailand. With a business model that combines the strengths of both commercial banks and business finance.**

The Bank has a unique business model that combines the advantages of both commercial banking and the finance business. The operations are clearly divided into two main segments:

**The first segment** is the deposit branch, primarily located in central urban areas such as shopping malls in Bangkok and its surrounding regions. This segment focuses on gathering deposits and providing general financial services, similar to other commercial bank branches. It enables the bank to build a low-cost deposit base and efficiently access funding sources.

**The second segment** is the loan branch, which operates in commercial buildings, similar to a finance business. These branches are located in market areas and communities, specializing in offering Nano and micro finance to small traders. Focusing solely on loan services, these branches do not provide deposit services, ensuring operational flexibility, low costs, and direct access to the target customer base.

The Bank's primary customers are small entrepreneurs and small businesses, often overlooked by larger banks due to their low credit requirements, high credit risk, limited financial documentation, and potential lack of sufficient collateral for loan applications. As a result, many entrepreneurs are forced to rely on informal loans with higher interest rates. This presents an opportunity for the bank to fill this gap by offering loans with greater transparency and lower interest rates, making it easier for small entrepreneurs to access capital.

The Bank's business model benefits from low deposit costs, enabling it to lend at higher interest rates compared to conventional lending. Additionally, there is significant potential for continuous growth, as this customer segment consistently requires working capital loans but struggles to access credit through traditional channels.

In addition, to increase service efficiency, the Bank has also developed the "MicroPay" application, which enables the Bank to operate efficiently and meet the needs of customers more widely and quickly.



## 2. Industry leading profitability and stellar growth with solid capital position to support future expansion

With its integrated business model, the bank has achieved outstanding performance, reflected through its strong financial ratios. According to the 2024 performance data, the bank achieved a record-high net profit of 3,624.0 million Baht. This was a continuous increase of 1.9% compared to the previous year

Growth rate of loans to debtors It has the highest credit growth rate. In the commercial banking sector, it increased by 13.2% compared to the same period last year to 163,158.6 million baht. This ratio represents the expansion of the loan portfolio, reflecting the still high demand for loans among the Bank's customers.

The Net Interest Margin (NIM) stands at the highest in the commercial banking sector at 8.6%, indicating its ability to generate profits. This highlights the Bank's effective business model, combining low deposit costs with high-interest loans to the retail customer segment, which is a key strength of the bank.

The Cost to Income Ratio (CIR) is the lowest in the commercial banking sector at 39.9%, indicating the efficiency of managing expenses compared to income. Reflecting the ability to control operating costs through the use of digital technology and effective branch management.

The Return on Equity (ROE) is high at 17.9%, higher than most commercial banks and almost close to that of the finance business group, reflecting the ability to generate returns to shareholders. It shows good operational efficiency and capital management.

## 3. Prudent credit risk management and provisioning supporting healthy asset quality

The Bank believes its healthy credit quality is attributable to its strong risk culture that has been firmly established across the end-to-end processes within the organisation. The Bank adopts an in-depth and multi-layer asset quality control and monitoring procedure and has a prudent credit underwriting process that is underpinned by a robust risk management framework. The risk management framework contains credit evaluation, credit limit management and collection management that are designed specifically for customers with potentially higher credit risk.

In addition, the Bank has also adopted technology to support the operation of risk management frameworks, such as the Strategic Decision Engine (SDE) and Tels-nano system, which have been continuously developed and improved and have used a large amount of customer data collected over a period of more than a period of time. Over the past 10 years, the system has helped Banks can assess the credit integrity of customers and help to effectively review credit line recommendations processed by such systems. In addition, the system improves the efficiency of the Bank's operations by reducing its reliance on discretionary assessments and manual processing. As a result, the Bank can carry out various operations more quickly.

### 1.2.4 Source of Funds

Deposits are placed by customers at the Bank's deposit branches, which are located in strategic areas, and constitute a main funding source for the Bank, giving the Bank a competitive edge. Funding through deposits comes with lower financial costs than borrowing through other types of debt instruments, except for Soft Loans. The Bank is determined to maintain a balance between financial costs, fund reserves and liquidity risk. This is achieved through interbank loans, borrowing from the money market, and the issuance of debt instruments and loans to ensure that the source of funds is aligned with the Bank's lending strategy.

Source of Funds	As of December, 31					
	2022		2023		2024	
	Million Baht	Percentage	Million Baht	Percentage	Million Baht	Percentage
Deposits	113,444.1	90.2%	116,761.6	82.2%	132,599.5	85.3%
Interbank Transactions and Money Market (Liabilities)	11,398.5	9.1%	22,757.4	16.0%	20,257.7	13.0%
Bonds Issued and Loans	889.9	0.7%	2,611.7	1.8%	2,635.7	1.7%
<b>Total</b>	<b>125,732.6</b>	<b>100.0%</b>	<b>142,130.7</b>	<b>100.0%</b>	<b>155,492.9</b>	<b>100.0%</b>

Note: (1) The Bank issued perpetual bonds which were recognized as additional Tier 1 Capital, with a face value of THB 1.15 billion and subordinated debentures which were recognized as Tier 2 Capital, with a face value of THB 1.7 billion.

As of December 31, 2022, 2023 and 2024, the Bank's loan-to-deposit ratio was 106.9 percent, 123.5 percent and 123.0 percent, respectively, and the liquidity coverage ratio (LCR) was 317.0 percent and 251.0 percent and 206.7 percent, respectively.



## 1.2.5 Assets Used in Business Operations


The Bank has its principal office in Bangkok. As of 31 December 2024, The Bank had 272 lending branches, 228 Nano credit kiosks, and 30 deposit branches. The fixed assets used in the business operations of the Bank and its subsidiary consist of: (1) buildings and equipment, including buildings, improvements to the leased property, office supplies, computers and peripherals, and right-of-use assets; (2) foreclosed properties, including assets acquired through debt repayment; (3) intangible assets, including software and front-end fees for the Interbank Transaction Management and Exchange service; and (4) trademarks.

The details and description of the assets used in business operations are provided in attachment 4 (Assets Used in Business Operations).

## 1.3 Shareholding Structure of the Bank

### 1.3.1 Shareholding and Operations of Subsidiaries

The Bank holds direct shares in 1 subsidiary as defined in the Notification of the Securities and Exchange Commission. The data as of December 31, 2024 shows the following details:

<b>Company Name</b> Thai Micro Digital Solutions Co., Ltd. ("TMDS")(Established on April 4,2018) 	<b>Business Type</b> Provide payment services under the supervision of The company has received a payment service business license under the supervision of the Bank of Thailand (June 21, 2019)
<b>Registered Capital</b> <b>350,000,000</b> Baht	<b>Bank Shareholding</b> <b>99.99</b> %



121/108 RS Tower, 41<sup>st</sup> Floor,  
Ratchadapisek Road, Din Daeng,  
Bangkok 10400



0-2697-5353



<https://www.thaimicrodigital.com/>

### 1.3.2 Structure of the Bank

The Bank's shareholding structure as of December 31, 2024 is summarized as follows:

No.	List of Shareholders	No. of Shares	% of Total Shares
1.	VNB Holding Company Limited	644,105,234	52.16
2.	Thai Life Assurance Public Company Limited	118,250,000	9.58
3.	OCA Investment Holdings I Pte. Ltd.	92,904,922	7.52
4.	Mr. Winyou Chaiyawan	60,300,690	4.88
5.	SOUTH EAST ASIA UK (TYPE A) NOMINEES LIMITED	52,000,000	4.21
6.	CGS INTERNATIONAL SECURITIES SINGAPORE PTE. LTD.	44,747,800	3.62
7.	Mrs. Mijitra Gunara	44,701,176	3.62
8.	ASIAN DEVELOPMENT BANK-SNA CUSTODY	35,588,200	2.88
9.	INTERNATIONAL FINANCE CORPORATION	29,117,600	2.36
10.	Mr. Veeravet Chaiyawan	24,056,500	1.95
11.	UBS AG SINGAPORE BRANCH	19,145,000	1.55
12.	PNL CLIENT CUSTODY ASSET ACCOUNT	18,389,500	1.49
13.	Chom Bueng Company Limited	8,537,400	0.69
14.	Thai NVDR Co., Ltd.	7,383,444	0.60
15.	N.C.B.TRUST LIMITED-NORGES BANK 30	6,206,900	0.50
	Other Shareholders	29,404,856	2.38
<b>Total</b>		<b>1,234,839,222</b>	<b>100.00</b>

Note: <sup>1</sup> The number of shares held by Mr. Winyou Chaiyawan through the custodian named UBS AG SINGAPORE BRANCH.

The Bank has 1,888 Thai shareholders with a total of 933,598,700 shares or 75.60% and 27 foreign shareholders with a total of 301,240,522 shares or 24.40% with a total of 1,915 shareholders.

## 1.4 Registered Capital and Paid-Up Capital

As of December 31, 2024, the Bank has a registered capital of Baht 6,174,196,110, divided into 1,234,839,222 ordinary shares with a par value of Baht 5 per share and a paid-up capital of Baht 6,174,196,110.

## 1.5 Issuance of Other Securities

### 1.5.1 Convertible Securities

As of the date of this document, The Bank has 2,775,000 units of warrants to purchase ordinary shares which have expired (December 7, 2024). which have expired (on December 7, 2024). The warrant holders have fully exercised their rights to purchase additional common shares of the bank in accordance with the warrants issued and allocated to the Bank's senior executives, as detailed below.

Type of Convertible Securities :	Warrants to purchase Thai Credit's newly issued ordinary shares issued to senior management of Thai Credit (Management Stock Option or "MSOP")
Number of Warrants Issued :	2,775,000 Units
Offering Price :	THB 0.00 per unit
Conversion Ratio :	One warrant per two ordinary shares
Exercise Price :	THB11.625 per share
Date of Exercise :	From the IPO date onwards and on a quarterly basis after the IPO date as specified in the terms and conditions
Term of Warrants :	2 years from the date of issuance (from December 8, 2022 to December 7, 2024)
Other Important Details :	<ul style="list-style-type: none"> <li>Limiting the transfer of warrants to the employees of the Bank, except for transfer by succession, as provided in the terms and conditions.</li> <li>The warrant holders will be prohibited from selling, disposing, and/or transferring the ordinary shares issued as a result of the exercise of the warrants for a period of six months from the IPO date.</li> <li>If a warrant holder ceases to be a member of the senior management of the Bank due to resignation, dismissal, or discharge in any situation, the warrant holder shall no longer be able to exercise the warrants and shall immediately return the warrants that are not exercised to the Bank. If the status of the warrant holder is terminated due to death, disappearance, disability, incompetency, or retirement, the legal heirs shall remain entitled to exercise the warrants.</li> </ul>

As of the expiration date of the warrant (December 7, 2024), the warrant holders have fully exercised their rights to purchase the Bank's newly issued common shares. These warrants were issued and allocated to the Bank's senior executives.

1.5.2 Debt Instruments

Debenture

As at 31 December 2023, the Bank has the following Perpetual Bonds:

- (1) The subordinated financial instruments, qualifying as Additional Tier 1 capital, amount to 1,150,000 units, with a par value of 1,000 Baht per unit, and a total offering value of 1,150.0 million Baht. These instruments were issued to VNB and OCA, the Bank’s major shareholders, in the amounts of 1,000,000 units and 150,000 units, respectively. These subordinated financial instruments are recognized as Additional Tier 1 capital according to the guidelines set by the Bank of Thailand and were issued to strengthen the Bank’s capital base.
- (2) The subordinated financial instruments, which qualify as Tier 2 capital, amount to 1,700,000 units, with a par value of 1,000 Baht per unit, and a total offering value of 1,700.0 million Baht. These instruments were fully issued to VNB, a major shareholder of the bank. The subordinated financial instruments are recognized as Tier 2 capital according to the criteria set by the Bank of Thailand and were issued to support future growth and the Bank’s upgrade to a full-fledged commercial bank.

The details of the perpetual bonds are summarized in the following table.

No.	Instrument	Offering Value	Date of issuance	Redemption date	Interest rate per annum	Important terms and conditions
1.	Perpetual bonds to be deemed as additional Tier 1 Capital of the Bank No. 1/2021	1,150 Million baht	May 27, 2021	Upon dissolution	5.0 percent	<ul style="list-style-type: none"><li>• The Bank may redeem the bonds five years after their issuance date, subject to prior approval from the Bank of Thailand</li><li>• The Bank may repurchase the bonds at any time upon obtaining approval from the Bank of Thailand..</li><li>• The bonds are unsecured, and there is no requirement on financial ratios.</li></ul>
2.	Subordinated Instruments to be counted as the Bank’s Type 2 Capital No. 1/2023	1,700 Million baht	June 15, 2023	June 15, 2033	6.0 percent	<ul style="list-style-type: none"><li>• The Bank may redeem the bonds five years after their issuance date, subject to prior approval from the Bank of Thailand.</li><li>• The Bank may repurchase the bonds at any time upon obtaining approval from the Bank of Thailand.</li><li>• The bonds are unsecured, and there is no requirement on financial ratios.</li></ul>

Short-term Bills of Exchange

As at 31 December 2024, the Bank had unredeemed short-term bills of exchange amounting to Baht 16,270 million, which were issued to borrow money from the Bank of Thailand under the Soft Loan Program and from the Government Savings Bank under related lending programs.

## 1.6 Dividend Payment Policy

### 1. Bank's Dividend Payment Policy

The Bank has a policy to pay dividends to shareholders in accordance with the announcement of the Bank of Thailand, and as required by relevant laws. The Board of Directors of the Bank considers the dividend payment schedule by considering the ability to pay dividends from net profit according to the separate financial statements after deduction of corporate income tax and other reserves. The dividend payment shall not exceed the retained earnings according to the Bank's separate financial statements. The Bank will not consider paying dividends. The Board of Directors of the Bank will consider the ability to pay dividends. In accordance with the requirements of laws and regulations of the Bank based on the principle of prudence and taking into account various factors for the benefit of shareholders, such as economic conditions, economic conditions, and economic conditions. Operating Results and Financial Position Cash flow, investment and business expansion plans Reserves for debt repayment and compliance with conditions under various contracts or for working capital of the Bank, risks that may arise in the coming period, as well as other necessary and appropriate In the future, as the Board of Directors deems appropriate or appropriate.

However, The dividend payment must not significantly affect the normal operation of the Bank and be governed by law. Once the Board of Directors has approved the payment of the Bank's annual dividend, it must be presented for approval to the shareholders' meeting, except for the payment of interim dividends, which the Board of Directors has the authority to approve from time to time when the Board of Directors deems that the Bank has sufficient profits to do so. It must be reported to the shareholders' meeting at the next meeting.

The Board of Directors' Meeting No. 2/2023, held on February 22, 2023, approved in principle the rate of dividend payment for the period 2024 to 2027, which is expected to be in the range of 5% to 20% of net profit in each of the above years. However, before considering and approving the dividend payment each time. The Bank must comply with the law and consider to comply with the requirements set out in the dividend payment policy mentioned above.

### 2. Dividend Payment Policy of Subsidiaries

Annual dividend payment policy of each subsidiary The dividend payment shall not exceed the retained earnings according to the separate financial statements of the subsidiary and in the event that the financial statements of the subsidiary have accumulated losses. The subsidiary will not consider paying dividends. However, The Board

of Directors of a subsidiary may determine the dividend payment by considering the ability to pay dividends from the separate financial statements of the subsidiary after deducting corporate income tax and all types of reserves in accordance with the provisions of the laws and regulations of the subsidiary, taking into account the interests of the shareholders of the subsidiary and factors such as economic conditions. Operating Results and Financial Position Cash flow, investment and business expansion plans Reserves for repayment of liabilities and compliance with conditions under various contracts or as working capital of the subsidiary, risks that may arise in the coming period, as well as other necessary and appropriate circumstances, etc., as the Board of Directors of the subsidiary deems appropriate.

However, The dividend payment must not significantly affect the normal operations of the subsidiary and be governed by law. Unless otherwise provided for by the Subsidiary Articles of Association and within the legal framework of the country in which the Subsidiary is located. When the Board of Directors of the subsidiary has approved the annual dividend payment of the subsidiary. The Board of Directors of the Subsidiary has the authority to approve the payment of dividends from time to time when the Board of Directors deems that the Subsidiary has reasonable profits to do so. and report to the shareholders' meeting at the next meeting.



## 2 Risk Management

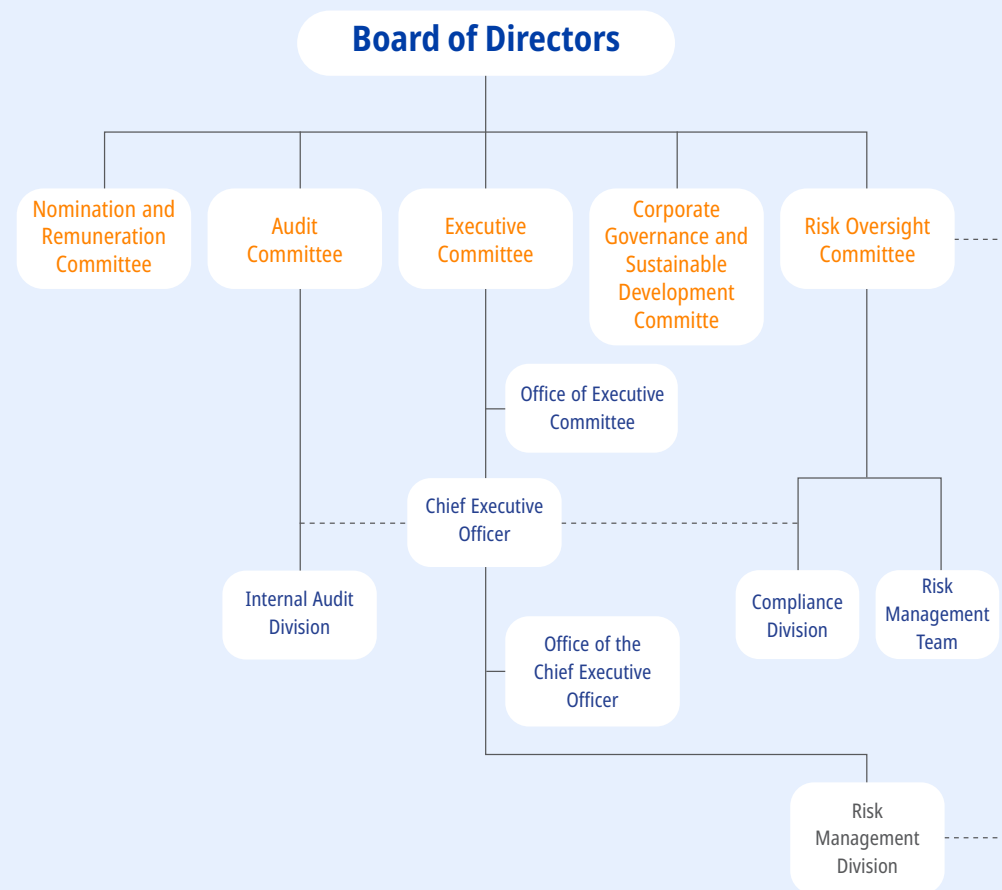
### 2.1 Policy and Risk Management Plan

Risk management is key of to the Bank's stable and sustainable. The Bank has a risk governance plan that focuses on the development and strengthening of the risk management system in various areas appropriately and covering all important aspects. In addition, it responds to credit quality challenges, especially in situations caused by external factors that the Bank cannot be controlled by formulating an effective management strategy and restructuring the organization within the Risk Management Group that covers risks and important processes as appropriate through the Risk Oversight Committee and the Risk Management Committee, as well as adhering to good governance principles and risk monitoring reporting system, management tools as well as processes to be used for appropriate risk management. Moreover, the Bank has encouraged all employees to know the operational guidelines related to risk management and their responsibilities through the risk management policy, related training courses and supervision in each field.

The Bank has structured the organization to balance power and efficient operational processes, as well as adhere to good governance principles and a risk monitoring reporting system, management tools as well as processes to be used for appropriate risk management.

### Risk Management Governance Structure

Organizational structure is a key principle used in the Bank's risk management. The Bank has established its director structure, committee and sub-committee structures, and the second line of defense to ensure an efficient process while improving overall risk management. This will also support The Bank's goal of pursuing continuous business growth and generating stable returns in the long run Thai Credit's organization structure is shown in the diagram below.





The Risk Oversight Committee takes direct charge of risk control and risk management, and will report risk issues to the Bank's Board of Directors. The Risk Oversight Committee determines the risk tolerance level and key risk indicators, and establishes risk response guidelines when a risk indicator falls in the warning level (Yellow Zone) and caution level (Red Zone), to ensure that these responses are reasonable and consistent with external circumstances and the Bank's future plans. In addition, the Bank has established sub-committees to monitor and review the adequacy and effectiveness of the operating system and compliance with the prescribed policies, namely: (a) the Risk Management Committee in charge of establishing a risk management policy framework, strategy and practices, in line with the Bank's business strategy, as well as the sub-committees under its supervision which will help with loan screening and supervision, collateral appraisal, debt restructuring, and the business continuity plan to ensure compliance with policies provided by the Risk Oversight Committee; and (b) the Assets and Liabilities Management Committee in charge of managing liquidity risk, risks arising from changes in interest rates, liquidity risks and ensuring the effective management of excess liquidity for maximum returns.

In addition, the Risk Management team is the main agency to supervise and monitor changes in the relevant risk levels, and then prepare risk analysis and reports to the relevant committees on a monthly basis. These reports must cover several areas of risk analysis, such as the growth and concentration of loans, loan quality, analysis and breakdown of long-term NPLs based on the year in which the loans are granted (vintage analysis), the overview of the money market and interest rates, and the Bank's liquidity. The reports must be made accessible in the dashboard system for operational teams, which will then utilize the data in their decision-making process and establish growth strategies that are within the Bank's risk appetite. The risk management team will present the summary of its risk management analysis to the Risk Management Committee and the Board of Directors monthly to ensure effective and prudent governance and risk management.

Moreover, the Internal Audit unit, under the supervision of the Audit Committee, is in charge of reviewing the sufficiency and efficiency of the risk management process, internal control systems, and operational processes, to ensure compliance with the standards and practices under the relevant rules and regulations.

The Bank has established a risk management framework. The risk management policy and guidelines were reviewed in 2024, in accordance with the resolution of the Board of Directors Meeting No. 9/2024 on September 24, 2024. The risk management process can be summarized as follows:

Risk Identification	Risk Measurement	Risk Monitoring and Control	Risk Reporting
<ul style="list-style-type: none"> <li>Strategic Risk</li> <li>Credit Risk</li> <li>Liquidity Risk</li> <li>Price risk</li> <li>Operational Risks</li> <li>Policy Risk, Rules and Regulations</li> <li>Risk from uncertainty of economic conditions</li> <li>Security Risks Cyber</li> </ul>	<p>Assess risks both qualitatively and quantitatively through consistent and appropriate methods and tools to measure risk as well as to be up-to-date with the current situation.</p>	<p>Determine the appropriate risk tolerance and in line with the Bank's strategy, including determining the trigger when the risk level is close to the risk ceiling for the purpose of determining risk mitigation measures.</p>	<p>Regularly report risks through a dashboard format that is detailed at all operational levels and at the management and board of directors' levels that summarize issues covering all important aspects.</p>

## 2.2 Risk factors

### Strategic Risk

Risks arising from the formulation of a strategic plan, the implementation plan and implementation are inappropriate or inconsistent with internal factors and the external environment. This has an impact on the revenue, profitability and capital of the Bank.

The Bank provides a strategic risk management framework in the process of preparing both long-term and short-term strategic plans to ensure stable and quality credit growth. The management will regularly monitor the performance according to the strategic plan. Additionally, the overall results will be evaluated by taking into account internal and external factors in order to be consistent in adjusting the strategic plan in accordance with the latest performance and situation. As well as the strategic risk management report to be submitted to the relevant management and committees to ensure that various operations are carried out as planned.

### Credit Risk

Credit risk arises when a customer or counterparty fails to fulfil contractual terms and conditions, including full or partial default by a debtor, and when the collateral value declines during a loan term. Improper credit risk management could lead to more NPLs, resulting in higher provisioning for expected credit loss. These higher costs of provisioning would affect the Bank's profitability.

In 2024, the Bank conducted an initial public offering (IPO) and began trading on the stock exchange to support the growth of its loan portfolio from existing customers such as micro-SME business loans, nano and micro finance, and other retail loans, as well as through the Bank's transition to a fully commercial bank. This transition enables the Bank to introduce products and services that cater to new customer segments, such as international trade products, among others

The Bank adheres to the principles of risk management to maintain a balance between credit growth and risk levels at an acceptable level of the Bank through the principles of risk management as follows.

1. To provide the organization to have a check and balance and determine the level of approval authority according to the level of risk (Risk-based Authority).
2. Determining the criteria for loan approval under the product program framework which covers the borrower's qualifications, interest rates, credit limits, and collateral, etc., to be used as a standard for offering products to customers. The framework of the loan program has been considered in terms of risk and consistent rate of return. In addition, it must be approved by the Risk Management Committee first.
3. Comprehensive credit analysis from identifying potential risks to banks. In transactions with customers, to determine guidelines for reducing credit risk appropriately according to measures such as appropriate credit types and credit limits, and to require collateral. In addition, the Bank also provides training for loan salespeople and loan advisors to have the knowledge to consider the quality of customers first because loan salespeople and loan advisors are the closest to customers.
4. To establish policy for obtaining loan collateral, which will be considered according to the type of asset, liquidity in demand in the market, and securities valuation to determine the appropriate ratio of credit limit to collateral value. The Bank will arrange for an external appraiser to evaluate the property and inspect the property before approving the loan. In addition, the Bank may provide a loan guarantee with the Thai Credit Guarantee Corporation (TCG) for some customers that the Bank considered that there is a high risk. The existence of such collateral and loan guarantees will help mitigate the impact on banks in case the customer defaults on the debt.
5. The Supervision of Concentration Control: the Bank has controlled the credit limit given to a particular customer or the same group of customers, and has stipulated that the loan is distributed to various industries. This is to prevent the risk of excessive fluctuations caused by an industry.

The Bank's credit risk management continues to focus on improving credit quality, managing non-income-generating debts with adequate support measures for all customer groups, and closely monitoring customers, including assessing the adequacy of reserves according to the risk characteristics of each product and in accordance with both domestic and international standards.

For important risk indicators, including determining the guidelines for action in the event that the risk indicators are in the Yellow Zone and Red Zone levels to be appropriate and in line with external conditions and the Bank's future growth plans both in-term of formulation/review policies, processes, risk management tool, following up, and risk report are as follows:

- Develop and improve credit risk management policies as well as lending guidelines to be modern in line with official regulations to respond to changes in the business sector and the current environment, such as providing sustainable assistance to debtors, providing loans to debtors in a responsible and fair manner, etc.
- Developing tools for credit risk management to be modern, such as improving the credit scoring model, improving the model for calculating reserve money, etc.
- The Credit Risk Stress Test is used to assess the impact on the adequacy of reserves and is used as a tool for planning capital adequacy for the Bank's business operations to be effective.
- Developing an effective risk monitoring tool and timely reporting of credit risk are enable for more effective risk management planning.

## Liquidity Risk

Liquidity risk is the risk caused by the inability of the Bank to meet its obligations. When the specified period is reached, due to the inability to provide sufficient financing or cash flow on time or the financing can be provided at an unacceptably high cost. This may affect the Bank's revenue and capital. An important source of funding for banks is deposits so the Bank's ability to mobilize deposits is a major factor in liquidity risk.

Factors that affect the ability to mobilize deposits depend on many factors such as competitive conditions, interest rate direction, and depositors' confidence in the Bank. The variety of deposit products that can attract depositors, the location of deposit branches, and the quality of management.

The Bank's overall liquidity remains high and sufficient for business operations. The ability to mobilize deposits with high efficiency is reflected in the high deposit rate per branch. The quality of deposits is high due to the deposit rollover rate that continues after a high maturity (Deposit rollover rate). In addition, banks have the potential to find other sources of funding, such as loans from world-renowned financial institutions. The International Finance Corporation (IFC) is a reflection of stability, reliability, and the confidence of depositors.

In liquidity risk management, the Bank adheres to the liquidity asset maintenance requirements, ensuring that assets remain above the acceptable threshold. Additionally, the Bank has policies focused on investing in high-quality, liquid assets while appropriately diversifying risks. The Bank has implemented a system of early liquidity warnings through risk indicators, which serve as tools to alert management and enable them to respond promptly to risks. The Bank has also established emergency contingency plans to address potential liquidity crises, including both general liquidity issues and those without prior warning signs. Furthermore, the Bank manages liquidity through highly liquid assets, such as deposits with the Bank of Thailand and commercial banks, trading bonds in the private repo market, lending and borrowing in the money market, and investing in government and state enterprise debt securities.

## Market Risk

The risk related to changes in the value of the Bank's assets, liabilities, and obligations arises from: (1) the inconsistency of the underlying interest rate for the underlying asset, which is the loan to the customer, and the main liability, which is deposits and transactions between the bank and the money market, which may affect revenue profit margin and cash flow of the bank. The change in interest rates also depends on relevant

macro factors, such as the policy rate, macroeconomic outlook, inflation, and monetary policy of the Bank of Thailand and other central banks, etc., and (2) fluctuations in the prices of securities in the money and capital markets in which the Bank has invested to manage liquidity risk. The prices of these securities are influenced by the supply and demand mechanisms in the market.

The Bank has managed to ensure that the maturity age of loans and deposits is consistent and has prepared a Reprising Gap report to closely monitor the direction of interest rates and customer behavior, and to assess the sensitivity to Net Interest Income (Net Interest Income Sensitivity) over the next 12 months to maintain the stability of net interest income. In addition, the majority of the Bank's investments are in government and state enterprise debt securities, as well as deposits with the Bank of Thailand and high-liquidity commercial banks. Furthermore, the management of risks related to price fluctuations is overseen by the Asset and Liability Management Committee and the Risk Management Committee.

## Operation Risk

Risk of damage due to inefficiencies, inadequacies or deficiencies in internal processes, personnel, work systems or information technology systems, and external events or factors that may affect the Bank's operating income and capital, including legal risks such as the risk of being sued or prosecuted according to the law, or being sanctioned by the authorities (such as comparative fines), etc.

The Bank has implemented a plan to improve its operational processes, incorporating systems for managing organizational data (Data Governance), data risk management, and personal data management in accordance with the Personal Data Protection Act. The Bank has engaged consultants with relevant expertise to ensure preparedness. Furthermore, the Bank continues to regularly prepare and present the Operational Risk Dashboard, as well as reports on other types of risks, to the Risk Management Committee and the Executive Committee. Additionally, the Bank has established

guidelines for managing operational risk, such as assessing risks, evaluating the effectiveness of internal controls, and developing risk indicators to track and report risks. These indicators serve as early warning signals, enabling the Bank to adapt and mitigate risks before they materialize and impact the Bank.

Operational risk management still covers risks caused by external factors beyond the Bank's control the Bank has prepared a Business Continuity Plan to cover both the Bank's head office and branches, as well as continuously reviewing and improving the business continuity plan to be more efficient. In order to be able to handle various emergencies that may occur in various forms and increase in severity, as well as to establish more backup operation centers to streamline management and ensure the Bank's ability to continue to serve customers or business partners in the event of an emergency, or at least be able to operate close to normal or return to normal operations within a reasonable time as well as regularly review and improve the business continuity plan to be more efficient.

In addition, the Bank has managed significant operational risks as follows:

- Internal Fraud Risk Management, External Fraud, including fraud from financial transactions, by having the Fraud Prevention Agency participate in the formulation of Fraud Prevention, Fraud Detection, Fraud Monitoring in the issuance of new products or services, or participate in the design, improvement of processes, or detection of fraud in various processes in order to manage fraud in a timely manner and appropriate to the complexity of the fraud. It available to prevent or reduce the impact and damage that may occur to the Bank, customers and service users.
- The management of information technology risks and the risks associated with the use of technology to enhance financial services and digital platforms is essential. The Bank has established an IT risk appetite level for the purpose of monitoring and managing important risks appropriately.

## Compliance Risk

The bank has the duty to comply with the laws and regulations of the authorities and regulatory agencies, such as the Financial Institutions Business Act, the Securities and Exchange Act, the Anti-Money Laundering Act, the Personal Data Protection Act, as well as relevant announcements and regulations. Risks arising from non-compliance with the laws, regulations, rules, standards, and practices applicable to the bank's transactions may result in financial loss, reputation damage, or intervention by regulatory authorities.

However, the Bank has a compliance unit responsible for providing legal and regulatory advice, monitoring changes in regulations from various regulatory, and developing a compliance risk management system. This includes identifying and assessing risks, as well as reviewing operations to ensure compliance with applicable regulations. The department regularly reports its findings to the management and the Risk Oversight Committee.

## Cyber Risk

Threats that come with technological advancements that can be responded to anytime, anywhere through complex and diverse electronic networks, this event is driven by consumer behavior that demands unlimited access to technology through various methods or technologies, such as Mobile Application, Omni-channel, etc. However, more channels create increased vulnerabilities and cybersecurity.

Therefore, the Bank is committed to continuously improving information technology security and cyber security. To build a stable technology security infrastructure. Establish proactive technology security measures to develop the skills and abilities of personnel, which is an important part of protecting the security of systems and data to manage risks caused by cyber threats that are constantly evolving.

The Cyber Risk Management Plan is to apply the Cyber Resilience Management Framework set by the Bank of Thailand to banks, including:

- 1) Establishing governance policies to oversee cyber risk management, ensure compliance with applicable laws and regulations, and promote risk awareness.
- 2) Risk Identification for hardware, software, and database data, which assesses risks at any time, even in the case of end of life or end of support. Risk management guidelines have been formulated, reviewed, monitored, and reported appropriately and adequately according to the level of risk.
- 3) Protection and Detection measures for architecture, tools, monitoring of the program development process, and change management by applying new technologies or tools to detect or detect abnormal behavior and alert threats.
- 4) Response and Recovery Plans ensure that the Bank is adequately prepared to manage and respond to cyber incidents efficiently. This includes conducting regular incident response drills to ensure preparedness and effectiveness in addressing such events when they occur.
- 5) Risk management on using services, connecting to, or accessing data from third parties (Third Party Risk Management), the scope of the Cyber Resilience Framework has been expanded to cover areas connected with third parties or important working system in order to tightly protect intrusion from connected points.
- 6) IT risk awareness is established to all personnel and the bank is pushed to become an IT risk culture to increase efficiency in business operation, competitiveness, being secure and ready to deal with technological and cyber threats that may occur.

## Investment Risks of Securities Holders

Investment risks affecting securities holders arise from the uncertainty that they may not receive the expected returns from their investments, which may arise from various factors, such as risks caused by changes in overall market conditions, the Company's operational capabilities, liquidity risk, interest rate risk, and other uncontrollable events.

However, the Bank has organized a management structure consisting of knowledgeable and capable personnel, committed to innovative products and services, and continuously designed products that meet the needs of current customers and customers with no access to finance in the system, for stable growth and good returns to the securities holders and society continuously and sustainably. In addition, the bank has a relatively high shareholder structure and ratio of foreign shareholders. This may be sensitive to the impact on the economic structure. Social, political, and foreign capital movements.

## Sustainability Risks

The Bank recognizes sustainability risks, which encompass environmental, social, and governance (ESG) factors. The management of these risks is conducted at the organizational level through integration and collaboration across all departments. Sustainability risks can affect the Bank's operations, performance, and reputation. The Bank has a wide range of stakeholders, including local communities surrounding its branches nationwide, supply chain partners, institutional shareholders who are aware of sustainability issues, regulatory organization, and regulatory authorities issuing banking licenses, and accounting institutions that establish standards for sustainability disclosures. These stakeholders are all mindful and concerned about sustainability. If the Bank fails to manage sustainability risks effectively, it could result in significant consequences, including financial or performance-related impacts


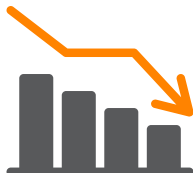
For more details about the sustainability, the Bank has prepared a Sustainability Development Report, which is disclosed on the Bank's website, The Investor Relations Category.



---




## 2.3 Emerging Risks

The Bank has assessed and analyzed risks to business operations that may occur in the next future for 3-5 years. This will have an impact on business operations, operations, financial position, as well as environmental, social, and good corporate governance issues as follows:

Potential Risk	Potential Impact on Banks	Impact Response Plans
<b>1 Geopolitical Risk</b> 	<p>Geopolitical risks are escalating, including the war between Russia and Ukraine and the war in the Middle East, as well as disputes that may arise from more intense and frequent missile maneuvers and developments. It may affect the growth of the Thai economy, such as the increase in energy and food prices. The value of trade is less due to the slowdown in the global economy, etc.</p>	<p>The Bank has consistently assessed the severity of conflicts and their potential impacts on both the Bank's operations and the risks that may affect the business of its customer. The Bank also implement measures to support business affected by geopolitical conflicts.</p> <p>In addition, the Bank has managed a Business Continuity Plan (BCP) to cover both the Bank's head office and branches through the preparation of the Operation Risk Dashboard to help the Bank respond to various emergencies that may occur in various forms and increase in severity, as well as to continuously build confidence in customers or business partners.</p>
<b>2 Volatile Financial Markets Risk</b> 	<p>Volatility in the financial market may result in fluctuations in interest rates, such as high interest rates and tight money conditions.</p>	<p>The Bank closely monitors uncertainties in the financial market, along with risk assessment and management to reduce the impact that may occur on the Bank's operations on a regular basis.</p> <p>In addition, the Bank has a policy of focusing on investing in quality assets, high liquidity, and appropriate risk diversification.</p>

Potential Risk	Potential Impact on Banks	Impact Response Plans
<div>3</div> <div>Rising Household Debt Risk</div> <div></div>	<p>Household debt remains at a high level, although the trend has slowed and decreased in recent years due to financial institutions being more cautious in lending, particularly, for car and motorcycle loans and home loans. However, other personal loans used for consumer goods are still accelerating, which may result in Non-Performing Loans (NPLs) continuing to increase.</p>	<p>The Bank focuses on balancing credit growth with the level of risk arising from the potential inability of customers or counterparties to comply with the terms and conditions of the contract, ensuring that this risk remains at an acceptable level. This is achieved through risk management measures such as a balanced organizational structure, comprehensive and appropriate credit and credit line analysis, guarantee and valuation policies on guarantees and collateral valuation, and tools to assess and monitor risks effectively.</p> <p>In addition, the Bank has closely monitored the Bank of Thailand's (BOT) policies, including the issuance of new measures to solve household debt problems or responsible lending, in order to adjust the strategy to suit the situation in a timely manner.</p>
<div>4</div> <div>Global Economy Slowdown Risk</div> <div></div>	<p>The slowdown in the global economy, especially the slow recovery of China and European countries, may result in pressure on the export sector, including fluctuations in Baht.</p>	<p>The Bank has assessed the risks arising from global crises or major events occurring abroad. It ensures that the both the Bank and its supply chain are continuously monitored for potential impacts, while also preparing and implementing appropriate risk management measures to maintain stable and quality credit growth. In addition, the Bank regularly evaluates its overall performance, considering both internal and external factors, to ensure operational flexibility. This allows the strategic plan to be adjusted as needed, in alignment with both short-term and long-term objectives</p>

Potential Risk	Potential Impact on Banks	Impact Response Plans
<div data-bbox="163 236 546 292"> <b>5</b> Government Policy Risk </div> <div data-bbox="360 344 553 536">  </div>	<p>Changes in government policies, including government plans and government budget allocations, such as economic stimulus measures, could result in a larger fiscal deficit and an increase in public debt. Although it stimulates the Gross Domestic Product (GDP).</p>	<p>The Bank has a compliance unit responsible for overseeing and ensuring operations are conducted in accordance with the law, rules, regulations standards, and guidelines that apply closely to the Bank's transactions, including developing a risk management system, identifying and assessing risks and review operations to comply with regulations and reports directly to the management and the Risk Committee on a regular basis.</p>
<div data-bbox="163 635 640 715"> <b>6</b> Accounting Standards Risk and Sustainability Disclosures </div> <div data-bbox="360 820 553 995">  </div>	<p>Currently, there is internal momentum from the Bank's awareness to disclose and manage sustainability aspects, as well as external pressure from the Bank's stakeholders who advocate for and set sustainability disclosure criteria. However, the clarity regarding the format of sustainability disclosure or accounting standards in this regard is still under study and preparation, with efforts underway to finalize the criteria. As a result, the Bank's preparations are not yet fully completed, and the complexity or novelty of the requirements may lead to delays in disclosure, inaccuracies in the information provided, or diminished confidence in the disclosures among general investors.</p>	<p>The Bank has always been aware of sustainability, especially in the social dimension, it has been actively managing sustainability for a long time, such as the Tang To project, which promotes financial literacy for customers and the community, and has been collaborating with government agencies or the community for a while. Regarding the management of sustainability disclosure in the form of accounting standards, the Bank has plans to address this by raising awareness among the responsible authorities and closely monitoring the progress from regulatory agencies on standards. The Bank has also assigned employees in the relevant departments for training to prepare for these initiatives. Furthermore, the Bank is preparing to request knowledge and capability sharing from institutional shareholders who are leading experts in sustainability and seeking technical assistance from these shareholders.</p>

Potential Risk	Potential Impact on Banks	Impact Response Plans
<div>7</div> <div>Climate-Related Risk</div> <div></div>	Climate change includes Physical Risks, such as natural disasters, which can result in direct damage to banks and supply chains, while Transition Risks, such as Carbon Tax measures, and changes in consumer behavior that are more environmentally conscious, may result in an increase in the cost of banks and supply chains, as well as business continuity.	The Bank recognizes the risks and significance of potential impacts from the Bank’s business operations, including environmental, social, and good governance issues, climate-related risks, opportunities, and impacts are regularly assessed. In addition, the Bank has improved its Environment & Social Management System (ESMS) to deal with risks, including the formulation of lending policies to support businesses with sustainable and environmentally friendly policies (Green Loan).

The Thai economy is expected to grow slightly more than anticipated, with GDP increasing from 1.9% in 2023 to 2.7% in 2024. This growth is primarily driven by tourism and exports, along with the continued recovery of private consumption and government stimulus measures. In addition, the interest rate cuts by various central banks due to lower inflation are expected to positively impact both the Thai economy and the global economy.

The main uncertainties and risks affecting the Thai economy arise from both domestic and international factors. Foreign factors that need to be closely monitored include the direction of the U.S. policy, especially the new trade war policy, which will raise import tariffs on all types of goods from trading partners. The U.S. is expected to increase tariffs on imports from China by 60% and on goods from other countries by 10%, which will have a negative impact on the Thai economy.

The impact of the trade war will not only cause uncertainty in the export sector but also affect the international trade system, in the short term, Thailand may benefit from fewer tariff hikes from The U.S. than China, but there is still a risk that China will use ASEAN and Thailand as a conduit to export Chinese products to The U.S. market, which will cause Thailand’s manufacturing sector to experience a recession and there is also a risk of further trade retaliation.

The government’s economic measures are necessary to stimulate the Thai economy through various measures and programs for the short and long term, such as (1) 10,000 Baht Giveaway Project (2) The Infrastructure Investment Project, (3) The Foreign Investment Support Project, (4) The Tourism and Service Sector Recovery Measures, and (5) The Agricultural Sector Support Measures through the farmer subsidy payment program and the debt moratorium, etc.

Another risk factor that has been studied, monitoring and solving the world's problems are risk factors such as Climate Change, Thailand has been affected by the transition from El Niño to La Niña, causing severe damage to the agricultural sector and in many areas, they are facing drought and severe flood problems. However, if you look back at the main natural disasters in Thailand, you will find that floods are the most common thing that Thailand faces. In order to alleviate these problems, it is necessary to adjust the strategy to sustainable development, focusing on investing in infrastructure systems such as water management systems, natural disaster warning systems, as well as crisis response plans. The adjustment of the strategy for sustainable development in accordance with Thailand's carbon reduction plan announced to other countries under the Paris Agreement.

## 3 Driving Sustainable Business Growth

### 3.1 Policies and goals regarding sustainability management

The Bank is a commercial bank that adheres to the vision and mission of focusing on business operations based on sustainable growth. It provides the best financial services to empower customers and entrepreneurs with accessible financial solutions, driving sustainability in society and the environment. Following the philosophy of Everyone Matters, it covers all 3 dimensions: environment, society/employees, and environment, social and governance (ESG) under good corporate governance and appropriate risk management.

The Bank emphasizes the management and operation of its business with integrity, transparency, and fairness, which aligns with the principles of good corporate governance, while adhering to social and environmental responsibility under the policies of “Market Conduct” and “Responsible Lending.” Throughout its business growth journey, the Bank strives to create innovative, simple, and transparent products by establishing policies, measures, and systems to prevent and manage conflicts of interest. It also controls, supervises, monitors, and ensures compliance with the established policies, measures, and systems, regularly reviewing the appropriateness of the Bank’s policies and related approaches at least once a year for the benefit of all stakeholders.

In 2024, the Bank conducted a review of its compliance with the principles of good corporate governance for listed companies (CG Code). The Bank also established key business objectives for sustainability and emphasized the application of good corporate governance practices across all of its operational activities and public disclosures, which are relevant to the Sustainable Development Goals (SDGs) of the “Paris Agreement”, the United Nations ISO26000 standard, and other related standards.

The Bank recognizes the importance of social and environmental responsibility, as well as its stakeholders in the value chain. It also understands the significance of developing into a sustainable bank (Sustainable Banking) to achieve long-term growth that benefits both the business and society. This has been established as the Bank’s mission, with key objectives as follows:

**1****Access Financial Capitals**

Creating opportunities to make it easier for clients to access Financial Capitals.

**2****Quality of Life**

Improving the Quality of Life of Customers

**3****Smart Entrepreneurs**

Creating Smart Entrepreneurs

**4****Better Environmental**

Better Environmental Care



The Bank has disclosed the full Corporate Sustainability Policy on the Bank's website with the topic of "Sustainable Development Report and Policy"

<https://www.thaicreditbank.com/th/>





## The Overview of the Sustainability Development Strategy

In addition, the Bank also focuses on the Creating Shared Value (CSV) in order to improve and develop the quality of life of people in society along with creating a competitive advantage in the business to achieve sustainability for the society and the Bank itself in three dimensions as follows;



### Thai Credit Bank

#### 1 Environment

"The Bank focuses on the long-term sustainable growth of its business and society by conducting its operations with environmental responsibility in various aspects. This includes raising awareness among employees, customers, and the community about environmental protection and the quality use of resources, as well as increasing social participation, community, and the Bank's customers.

In addition, the Bank has established a Risk Policy, Loan Policy, and credit evaluation process for businesses concerned with environmental impacts, aimed at reducing environmental risks that may arise from lending and protecting the Bank's reputation. Furthermore, the Bank emphasizes Responsible Lending for Environmentally Friendly Projects which does not have a negative effect to the community while expanding business opportunities to new customer groups and products..



Strategic  
Management

Risk Assessment and  
Management

#### 2 Social & Employee

The Bank is committed to providing customers and society with greater knowledge and understanding of money management, enabling access to a stable, safe, and fair financial system, through the consideration of responsible lending, as well as promoting financial literacy to help customers and society sustain their lives and operate businesses to create sustainable growth.

In addition, the Bank takes care of employees by defining employment policies, the remuneration management system, and various benefits to be appropriate and fair along with providing a good working environment, good occupational health, and work safety under international laws and guidelines. Furthermore, the Bank invests in the continuous development of its human resources through training programs and regularly communicates internal and external information to keep all employees informed across the organization.



Technology and  
Infrastructure  
Development

Human Resource  
Management

#### 3 Governance & Economic

The Bank adheres to the principles of Good Corporate Governance and has established policies on ethics and codes of conduct in line with international management systems. These policies cover the roles and responsibilities of the Board of Directors, executives, and employees, forming a mechanism that supports efficient operations and effective internal control, addressing risks effectively. Additionally, the Bank promotes a culture of behavior that prioritizes risk management, fairness, and transparency. As a result, the Bank is able to manage and control risks, consider stakeholders' interests comprehensively, and create maximum value for the Bank and stakeholders in a sustainable manner, ultimately contributing to the growth of the economy and society.



Regulatory Compliance and  
Governance and Internal  
Audit

Financial and Accounting  
Administration

## 3.2 Stakeholder Analysis in the Business Value Chain

### Business Value Chain

The Bank's executive committee, Executives, and Employees at all levels are committed to operating a sustainable banking responsibly, adhering to the principles of good governance to help drive the sustainable development of customers, business stakeholders, and the country as a whole. The focus is on managing the sustainability across the entire value chain, from upstream to downstream, by building stability with products and services that meet the needs of all stakeholders, along with effective risk management.



#### 1

### Design, Product Development and Innovation

The Bank has continuously designed and developed financial products to create long-term business growth. The goal is to ensure that everyone has fair and equitable access to financial services. To ensure that customers have a sustainable and healthy financial life.

Throughout the past period, the Bank has focused on developing financial products and services that are in line with the needs of the business sector and the general public. In addition, they are aware of the importance of being a part of building economic stability for Thailand.

- Sustainable Procurement
- Create and develop financial products, new financial services and solutions tailored to customers' needs.
- Creating a positive attitude and delivering knowledge to customers.

#### 2

### Sales Marketing and Credit Analysis

The Bank analyzes and develops financial products to meet a variety of customer needs, as well as to develop a fast service process. The loan approval system is not complicated, and the Bank always maintains a good relationship with customers by understanding the needs of all target customers. As a result, customers are confident in the quality and satisfaction of using the Bank's credit services or financial and investment products.

In addition, as a commercial bank that plays an important role in raising capital and allocating resources in the economy, the Bank has a responsibility to contribute to the country's security through environmental and social screening and assessment. This is to support customer growth and generate long-term returns, as well as reduce negative environmental and social impacts.

- Define ESMS Policy (Environmental and Social Management System)
- Environmental and Social Screening and Assessment (ESDD)
- Promote financial services and expand the customer base, including customer groups who unable to access to financial services in the system.
- Increase efficiency and develop solutions for resource utilization



### 3 Operations, Transactions, and Compliance

The Bank has established a Service Channels Policy to enable the Bank to manage its service channels and customer services in a fair manner, to manage risks and take care of customers in a comprehensive and appropriate manner, as well as to define the roles, duties and responsibilities of executives and employees who perform their duties related to the Bank's customer service through various service channels to ensure that the risk management process related to customer service channels is efficient, concise and appropriate, in accordance with the situation and technology used in customer service.

The Bank focuses on expanding its financial services branches through the form of deposit branches and lending branches to cover the entire region of the country.

- Efficient and sustainable business operations and processes

### 4 Payment and Billing

The Bank has a policy of monitoring and accelerating debts so that debts can be resolved quickly and promptly when customers encounter problems. This allows the bank to receive the highest debt repayment. It can reduce the debt classification and reserve setting of the bank as a way to prevent debt arrears that cause damage to the bank. To create a good experience for customers and to enable customers to continue their business.

In addition, the Bank has arranged for ethical debt collection monitoring in strict accordance with the BOT's guidelines, with close supervision of debt collection behavior of collection agency officials and debt collection.

- Sustainable products and services that meet the needs of consumers
- Deliver the experience To facilitate transactions for customers.

### 5 Service and Customer Relationship Building

The Bank has always attached great importance to maintaining good relationships with customers. The company has established a customer relationship management team and a call center to meet the needs of all target customer groups, including developing products and services that can effectively meet customer needs to provide a positive customer experience continuously.

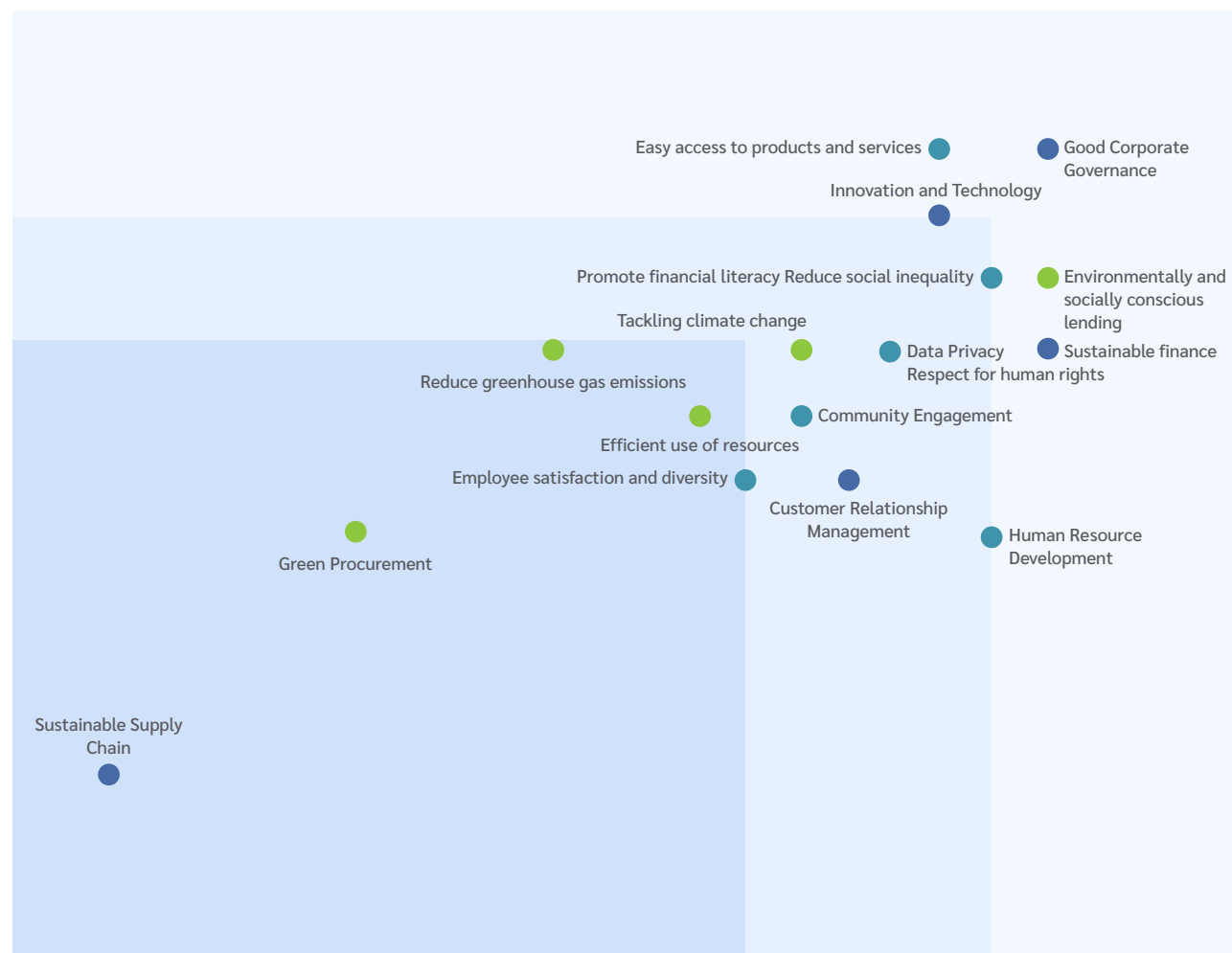
At the same time, the Bank has also publicized the Bank's financial product information through various channels so that the Bank's customers can access financial products comprehensively.

In addition, the Bank regularly supports and encourages all customers and the community to acquire financial knowledge and discipline. Through providing financial knowledge suitable for customers in each target group. This includes providing accurate information about financial services to support customers' businesses to grow steadily together with the Bank through the "Tang To Know-how" project.

- Taking care of the development of the services through providing excellent service.
- Building and maintaining strong relationships with customers
- Measures to provide timely and helpful assistance to customers with problems to the best of their ability.
- Increasing customer satisfaction

## Materiality Analysis

To ensure that the Bank's environmental, social/employee and governance/economic operations contribute to achieving the Sustainable Development Goals and respond appropriately to stakeholders, the Bank has identified and prioritized material sustainability issues. These issues may impact the Bank's business operations and stakeholders from internal and external factors to ensure effective sustainability operations and to considering important sustainability issues that affect businesses and stakeholders throughout the value chain in 2024, the Bank has prioritized sustainability issues as follows.



### 1 Environment Dimension

- 1 Environmentally and socially conscious lending
- 2 Tackling climate change
- 3 Efficient use of resources
- 4 Reduce greenhouse gas emissions
- 5 Green Procurement

### 2 Social & Employee Dimension

- 1 Easy access to products and services
- 2 Promote financial literacy
- 3 Reduce social inequality
- 4 Data Privacy
- 5 Respect for human rights
- 6 Community Engagement
- 7 Human Resource Development
- 8 Employee satisfaction and diversity

### 3 Governance & Economic Dimension

- 1 Good Corporate Governance
- 2 Sustainable finance
- 3 Innovation and Technology
- 4 Customer Relationship Management
- 5 Sustainable Supply Chain

## Analysis of stakeholders in the business's value chain

The Bank places significant emphasis on the management and operation of its business with integrity, transparency, and fairness, in accordance with the principles of good corporate governance throughout its business development process. A comprehensive survey was conducted to analyze and prioritize stakeholder groups, both internal and external, across the entire business value chain. This ensures that the Bank effectively meets the expectations of its stakeholders, while also fostering active participation through the establishment of various communication channels, such as the Annual General Meeting of Shareholders, customer satisfaction surveys, complaint management systems, and initiatives to enhance employee satisfaction. These efforts enable the Bank to address stakeholder needs and expectations, incorporating their feedback to periodically review the appropriateness of the Bank's policies and related guidelines. A thorough review of stakeholder needs and expectations is carried out on an annual basis. In 2024, the Bank classified stakeholders into seven groups, as follows:



### 1 Customers / Disadvantaged Groups / Vulnerable Groups

- Individuals and businesses that use the Bank's products and services, including deposit accounts, loans, investments, and other products.
- Groups of society that are at high risk of facing social problems. Economy or health

### 2 Employee

The person who works under Thai Credit Bank is responsible for ensuring compliance with the Bank's regulations and assisting customers with financial matters.

### 3 Partners

Businesses or individuals who provide goods or services to the Bank.

### 4 Competitor

- Fair Business Competition
- Competitors in the same market with similar goals, using different strategies.

### 5 Shareholders / Investors / Creditors

- An individual or organization that holds shares in a bank and wants a return on investment.
- Organizations or individuals who lend money to banks, including bondholders and other financial institutions.

### 6 Regulators and Government Agencies / Nonprofits and Advocacy Groups

- Conducting the Bank's activities to ensure compliance with laws and regulations.
- Organizations that have a stake in the social or environmental impact of the bank.

### 7 Environment, Society and Community

- Factors affecting the reputation of the Bank, Regulatory compliance, risk management, and sustainable lending/investment opportunities
- The local communities and society as a whole in the Bank operation, which are affected by the Bank's actions and support.

The Bank disclosed the details of expectations. The Bank's related operations and the approach to the participation of all groups of stakeholders in the 2024, Sustainability Report.



## 3.3 Sustainability Management in the Environmental Dimension

### 3.3.1 Policies and Environmental Practice Guidelines

The Bank aims to foster business growth while protecting the environment. The Bank has established environmental policies and operational guidelines that align with its strategy, setting clear goals and plans to help mitigate the impact of climate change and preserve the environment in a sustainable manner. This includes minimizing negative environmental effects by providing financial services to support environmentally friendly (Green Business), including energy conservation and biodiversity projects that reduce the impact of climate change.

The Bank has defined the types of businesses that do not qualify for lending, including those that may negatively impact the environment, society, and governance. The Bank has also announced policies concretely as part of the customer evaluation process, leading by using the Environmental and Social Management System (ESMS) as a guideline for the Group's business operations to relevant with domestic laws and related international regulations and standards which is integrated into the loan consideration process. This approach help the Bank ensure that all supported projects have appropriate environmental management following relevant laws and standards and reduce overall risk through Environmental and Social Screening and Assessment (ESDD), customers or businesses that do not have the negative impact on the environment and society throughout the customer value chain, including small businesses, individuals and vulnerable groups. This offers an opportunity for the Bank to present the correct knowledge and practice guidelines, helping these groups improve their processes

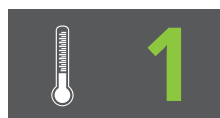
In addition, the Bank strives to raise awareness about the valuable use of all resources, a responsibility shared by executives and employees at all levels through the implementation of projects aimed at raising awareness of the importance of the environment, leading to concrete actions and sharing the knowledge both internally and externally including the customers, partners, community and the Bank's employees. The Bank also supports participation in energy conservation efforts to reduce greenhouse gas emissions from operations, which are concerned with sustainability and environmental impacts, including empowering the customer's abilities for sustainable growth.

The Bank has disclosed its environmental policy, the Company's greenhouse gas management plan, and the Environmental and Social Management System (ESMS) Implementation Standards Manual Policy, which are on the Bank's website with the topic of "Sustainable Development Report and Policy".

### 3.3.2 ENVIRONMENTAL PERFORMANCE







## Climate Change Management

The Corporate Governance and Sustainability Committee has assigned the Chief Executive Officer to work as a Climate Change Champion to work closely with the Thailand Taxonomy Working Group to apply the central standards used to classify and group Thailand's green economic activities to assess the Bank's status and grouping the customer activities.

Furthermore, the Bank is planning to control and reduce activities that contribute to greenhouse gas emissions by changing some electrical equipment with energy-saving alternatives, selecting air conditioners that reduce electricity consumption when installing new units or replacing old ones, launching a campaign to reduce document copying, and switching the type of car leased by the Bank at the end of the lease period from a 100% gasoline-powered vehicle to a hybrid vehicle. Additionally, the Bank is engaging BSI Group (Thailand) Co., Ltd. to verify the management of the organization's carbon footprint.



Indicators	Performance			Targets in 2025-2027
	2022	2023	2024	
Total Quantity of Greenhouse Gas Emissions (Tonnes of CO <sub>2</sub> e)	5,057	4,926	5,749	Reduce greenhouse gas emissions (average per number of employees) by 5% per year.
Scope 1 (Tonnes of CO <sub>2</sub> e)	749	790	925	
Scope 2 (Tonnes of CO <sub>2</sub> e)	4,308	4,136	4,462	
Scope 3 (Tonnes of CO <sub>2</sub> e)	N/A	N/A	362	



Design, product development, and environmentally friendly innovation. (Green Products & Services)

The Bank aims to contribute to mitigating the impact of climate change and protecting the environment in a sustainable manner by implementing projects related to promoting awareness of the importance of the environment for both youth and bank employees. Additionally, the Bank has defined the types of businesses that banks do not support lending, including the businesses that may have an impact on the environment, society, and governance, along with announcing the policies as part of the customer screening process concretely.



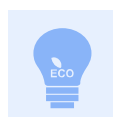
In addition, the Bank has implemented an Environmental and Social Management System (ESMS) policy to be used as a guideline for consideration of financial or investment services, including the provision of loans to customers that will not have a negative impact on the environment, society, community, employees, and stakeholders as well as promotes sustainable development in the future by determining the type of business that banks will not provide loans and do not transact with; currently, there are 18 groups. The Bank’s loan staff must conduct an audit to prevent those businesses from being included in the Bank’s loan consideration. In addition, the Bank’s loan staff is required to conduct customer audits by conducting Environment and Social Due Diligence (ESDD) to ensure that there is no negative impact occurs from the business on the environment, society, communities, or stakeholders due to the Bank’s lending activities.

In 2024, the Bank organized an E-learning course on the Environmental and Social Management System (ESMS) for relevant departments to raise awareness of environmental, social, and governance lending. A total of 827 employees from relevant departments such as Credit Analysis, Human Resources, and MSME participated, with 100% of the learners successfully passing the exam.

Indicators	Performance		
	2022	2023	2024
Percentage of customers who have passed ESDD (%)	N/A	N/A	100%
Proportion of green credit projects that are environmentally friendly (%)	N/A	N/A	SME K1a hai green loan

## 3 Energy Conservation and Green Business Processes

The Bank has organized various projects to support continuous environmental actions, such as:



### Energy Management

The Bank has plans to reduce energy consumption, such as the project to replace lighting bulbs in the Bank's offices with energy-saving bulbs, change the air conditioners from using R22 to R410 chemicals to reduce emissions of toxic gases to the environment, etc.

Indicators	Performance			Targets in 2025-2027
	2022	2023	2024	
Total Electricity Consumption (kWh)	N/A	8,283,929.5	8,924,173.03	The electricity consumption is reduced by 5% per employee amount.
Total Expense of Electricity Consumption (Baht)	N/A	47,160,410.6	47,310,890.89	
Percentage of total electricity consumption to total cost (%)	N/A	0.39	0.82%	
	N/A	2,076.17	2,055.31	



### Other Energy Conservation Projects

- The Earth Conservation Project from Yellow Robes has collaborated with Wat Chak Daeng to collect unused plastic water bottles recycle them into robes to be offered to monks. Currently, the Bank has donated used plastic bottles 34 times, with a total of 3,103.51 kg.
- Social Project: The Bank participated in a campaign to reduce the use of plastic bags by donating cloth bags and paper bags to public hospitals for patients to carry their medicines home. In 2024, the Bank donated a total of 1,500 paper and woven bags.



### The management of Water usage

The Bank has planned to reduce water consumption at its head office to reduce average water consumption by 5% per year.

Indicators	Performance			Targets in 2025-2027
	2022	2023	2024	
Total water consumption (cubic meters)	N/A	20,711	131,012.85	Reduce average water consumption by 5% per year.
Total effluent volume (cubic meters)	N/A	N/A	N/A	
Net Water Consumption (Cubic Meter)	N/A	20,711.0	131,012.85	
Total Water Cost (Baht)	N/A	397,622.5	2,406,320.41	
Percentage of total water consumption expenditure to total expenditure (%)	N/A	N/A	0.04%	

\* The water consumption in 2024 is calculated from the water utilization of the entire organization, while the water consumption in 2023 is calculated from the Head Office only.



Waste Management and unused Materials



The Bank has a waste management plan and materials that are no longer used, such as a campaign for employees to separate waste when disposed of and focus on plastic usage, installed RO water purifiers at the head office to provide employees with quality drinking water, thereby reducing the need to purchase plastic bottles water, develop and implement the e-document system for support agencies to increase operational efficiency and reduce printing, copying, and document storage.

In addition, the Bank has a campaign to raise awareness and contribute to waste reduction both in the workplace and in daily life. The Bank regularly communicates and organizes various related activities, including distributing cloth bags and water mugs to participating employees to replace plastic bags and disposable water cups. In 2025, the Bank plans to continue this campaign by increasing the frequency and variety of activities to engage more employees participating in the program. This includes campaigning for a reduction in printing or copying of paper documents by at least 5%.

Indicators	Performance			Targets in 2025-2027
	2022	2023	2024	
Total amount of garbage and waste (kg)	N/A	N/A	14,875.73	A decrease of at least 5% in 2025.
Total amount of waste and waste reused/ recycle (kg)	N/A	1,453.4	3,103.5	
Percentage of waste and hazardous waste reused/recycled per total amount of waste and hazardous waste (%)	N/A	1.52	12.9	



### 3.3 Sustainability Management in Social Dimension

#### 3.4.1 Policies and Social Practice Guidelines

Under the creation of long-term business growth, the Bank recognizes and prioritizes business operations with social responsibility by defining social policies and practices aligned with business strategy, law, related regulations, and other international standards through the implementation of projects both inside and outside the organization that demonstrate social responsibility and employees continuously. The Bank firmly believes that “if society can survive, the organization can also survive”. The Bank aims to improve the quality of life of people in society equally through creating shared value (CSV) between the organization and society by supporting necessary resources. In addition, the Bank uses its expertise to drive the community in the transformation to become self-reliant in a sustainable manner. It is ready to create benefits for the community and the country through increasing access to financial opportunities, such as developing a variety of products and meeting the needs of consumers. This includes financial services that can be accessed by everyone in an equal and fair manner. The Bank has established policies and guidelines for fair customer service (Market conduct) and responsible lending.

It includes respecting and inspecting human rights in all aspects of the operational process, the system and standards are based on transparency and fairness to assure all stakeholder groups of the Bank along with instilling good values and attitudes so that employees can be socially responsible in the long term.

In addition, the Bank focuses on improving the quality of life and financial literacy for the community and society and acts as an intermediary to drive change towards the Sustainable Development Goals (SDGs) through various activities of the Bank. This includes providing financial and business education with a commitment to conduct business in a socially responsible manner. Throughout the past period, The Bank has consistently prioritized conducting business with social responsibility and regularly carried out activities benefiting society and the environment.



The Bank disclosed its Social Policy, Policies, and Practice Guidelines on Human Rights and Social Responsibility, Labor, Safety, Occupational Health, and Working Environment Policy on the Bank's website with the topic the Report and Sustainable Development Policy.

<https://www.thaicreditbank.com/th/>



### 3.4.2 Social Performance



#### Human Rights Respecting

The Bank has established a human rights policy for all employees to adhere to as a guideline for their operations, to respect the dignity and humanity of all stakeholders of the Bank, as well as equality, promotion of women workers, supporting persons with disabilities adhering to the principles of the Universal Declaration of Human Rights, the UN Global Compact Principles, and the United Nations Guiding Principles on Business and Human Rights (UNGPs), as well as other relevant national and international human rights practices and principles, covering the organization and its supply chain. The Bank also incorporates Human Rights and Labor Social Responsibility Policy and Human Rights Due Diligence (HRDD) to enhance understanding and improve the Bank's human rights practices.

In addition, the Bank respects and supports the protection of human rights, ensuring no discrimination or exclusion of any person, no child labor, and no violation of the rights of vulnerable groups. The Bank will not provide financial services that do not respect and violate human rights and labor rights. This includes providing financial support to external organizations to support and employ people with disabilities to have the opportunity to generate income for themselves and their families. In the past year, the Bank has collaborated with the Thai Banks' Association to provide financial support to the Thai Red Cross Society to be used to employ people with disabilities to operate the Thai Red Cross Society, and the Bank has also collaborated with the Army to provide financial support to discharged personnel due to disabilities for vocational use.

The Bank communicates and discloses its human rights policy to employees, business partners, and other organizations in its value chain, as well as to society and communities that may be affected by the Bank's business operations, understand and be aware of it, and provide a system for receiving environmental complaints, social and governance from external parties via the Bank's website. The objective is to allow stakeholders to submit inquiries, concerns, or complaints related to human rights violations, equality, and unfair labor practices directly to the Bank's management.

In case the bank has a process to receive review and respond appropriately to communications from external stakeholders, the bank designates the executives of the groups/divisions that encounter human rights issues and the ESG officer to sign reports on any human rights issues that occur after receiving reports on human rights matters. The reports are then presented to the Managing Director for consideration and to initiate the next steps in the process. In order to bring into the process of consideration and find a solution to the complaint and notify the complainant of the result within 30 days from the date of receipt of the complaint, including remedies for what happened (if any), an additional period may be set according to the severity of the problem found.





The Bank has set up a system to receive complaints from employees on the Bank's intranet system so that employees can complain about rights violations. In 2024, there were 6 incidents and complaints through this system, including 3 human rights-related incidents, all of which were complaints about the performance and management of supervisors. The Human Resource Management has verified and investigated information from all relevant parties and held a meeting with employees who complained about the information obtained by the Human Resources Management Division from the investigation result, Human resource have also provided useful advice to employees in their work, making the employees satisfied and understanding and the 6 incidents can be resolved successfully. In addition, measures have been taken to prevent and correct incidents following the Bank's audit process.

In addition, The Bank has established a system for receiving environmental complaints, social and governance from external personnel on the Bank's website to be able to complain about the violation of rights, equality, and unfair treatment of labor directly to the Bank's management. The individuals, community, or any other stakeholders such as Civil Society Organizations may send their questions or concerns to the Bank's ESMS Communications by sending an email or letter to the following address:

**1. By E-mail**

E-mail: [ESMS@thaicreditbank.com](mailto:ESMS@thaicreditbank.com)

**2. By mail or verbal complaint**

Sent to: Executive of Human Resource Management Business Unit and  
Change Management Department  
Thai Credit Bank Public Company Limited  
121/78-79 RS Tower, 26<sup>th</sup> Floor, Ratchadapisek Road  
Din Daeng Subdistrict, Din Daeng District, Bangkok 10400

In 2024, there are no incidents and complaints through this system.



## Human Resource Management

The Bank recognizes the importance of human resources as a key factor in driving the Bank's business towards achieving its goals. Therefore, the Bank focuses on effective human resource management and development to support personnel in their continuous growth and progress, while fostering commitment to the organization. This approach ensures the Bank can retain employees over the long term, in compliance with labor protection laws and international practices, by respecting the rights, honor, dignity, and equality of all personnel. The Human Resource Management and Development Policy has been formulated to serve as a framework for the Bank's human resource management and development to increase the efficiency of the Bank's operations towards the set goals.

In addition, the Bank regularly organizes activities to increase employee engagement throughout 2024, including outing activities for employees of the entire organization. These activities coincide with various festivals such as New Year's Festival, and Songkran Festival to continue good culture, as well as channels for promoting the Bank's activities, including internal communications through HR Speak Up!, an online marketplace for selling employees' products such as Em Market, a public relations channel through TV on each floor, or Em Watch, etc. For Em Watch. In 2024, the Bank began installing communications at the headquarters and plans to expand to 114 branches in main cities by 2025. The installation will be further expanded to branches in secondary cities in 2026.



EmMarket ตลาดขายสินค้าของพนักงาน



EmMag



กิจกรรม Staff Outing 2024



EmWatch



หนังสือการ์ตูนสาระแน่น



กิจกรรม New Year Party 2024



To support innovation in the organization, The Bank has assigned the Human Resource Management unit, led by the Executive of Human Resource Management Strategy and Change Management, to be responsible for carrying out various activities aimed at creating an organizational culture with DNA, such as One Direction, Customer passion, Always improving and Never mislead. In addition, the Bank has established a system on its intranet to receive complaints from employees regarding violations of rights, equality, and unfair treatment, allowing them to directly report issues to the Bank's management.

In terms of banking compensation and benefits, the Bank annually compares its compensation and benefits packages with those of the banking industry using data from external consulting firms to ensure that the Bank's remuneration and welfare offerings are competitive and appropriate in the market. Additionally, the Bank has established a Nomination and Remuneration Committee, comprised of qualified directors, to guide and set appropriate policies for the Bank's operations.

The Bank has managed to supervise, promote, and develop human potential, which follows the strategic direction of the organization through employee training and development, providing opportunities for growth and development in the profession, as well as regularly educating and communicating environmental policies, social, employee, and corporate governance and related to other knowledge to all employees of the Bank regularly to prepare for the growth of the Bank and career growth according to the knowledge and abilities of employees.

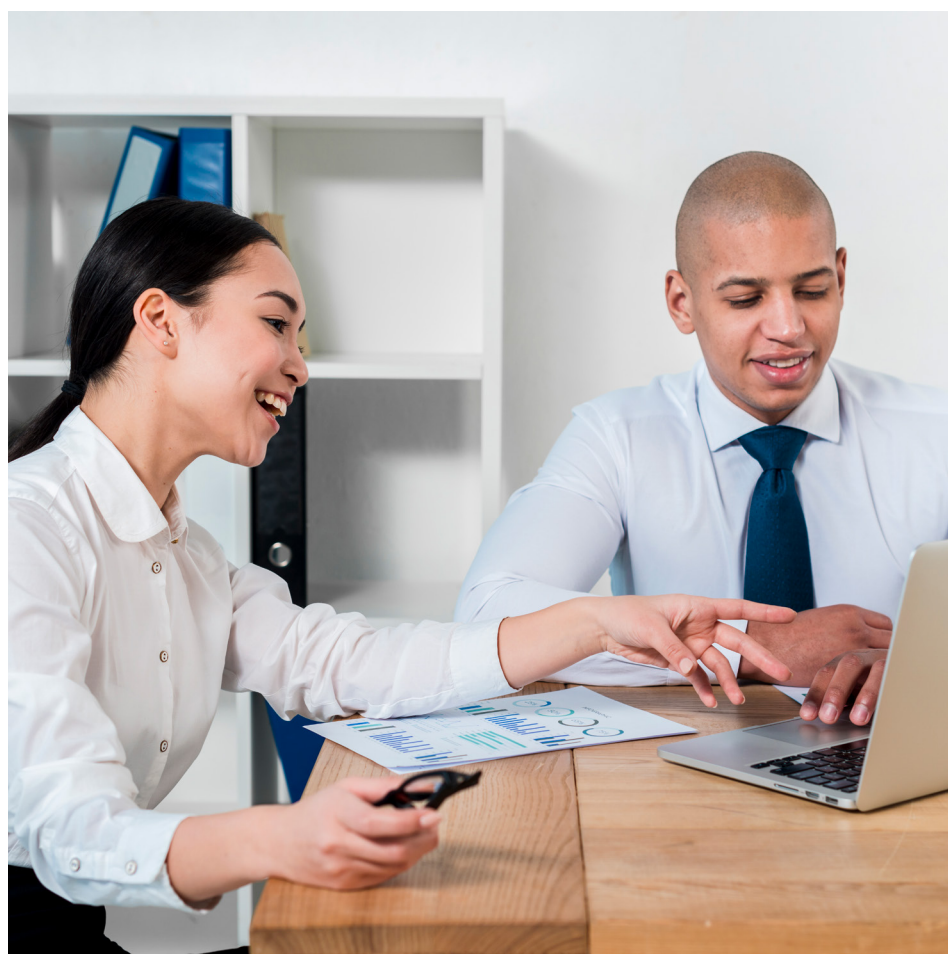
The Bank organizes the election of the Welfare Committee for 2 years a term to discuss and make suggestions to employers that are beneficial to employees. The committee held a meeting to review the benefits and factors that the Bank would like to consider for employees, which were not proposed in 2024. In 2024, the Bank, through its management, provided subsidies to employees with monthly incomes of less than 15,000 baht, for the amount of 1,000 baht per month, and employees with an income below 20,000 baht for the amount of 500 baht per month to help employees' monthly expenses.



Indicators	Performance			Targets in 2025-2027
	2022	2023	2024	
Employment				
Total Employees (Persons)	N/A	3,990	4,342	None
Total number of disabled people employed (Persons)	N/A	36.0	39	
Percentage of Senior Executives (%)	N/A	0.28	0.53	
Payment of Employee Compensation				
Total Employee Remuneration (Baht)	N/A	3,112,891,980.2	3,656,743,373.6	
Percentage of remuneration of male employees (%)	N/A	50.11	50.68	
Percentage of remuneration of female employees (%)	N/A	49.89	49.32	
Average remuneration ratio between female employees to male employees	N/A	0.79	0.97	
The proportion of Employees number Participating in the Provident Fund (%)	N/A	73.63	74.98	
Percentage of the amount contributed to the provident fund by the company to the total remuneration of employees (%)	N/A	3.58	3.75	
Employee Development				
Average number of training hours of employees (hours/person/year)	N/A	8.11	14.8	
Number of Employees Trained in Environmental Aspects of the Bank (%)			100% of the employees in the Credit Analysis, MSME, and Human Resource Management departments, total 827 persons	
Fostering Relationships and Engagement with Employees				
Employee Satisfaction (%)	82	83	81.2	
Total number of employees who voluntarily resigned (people)	N/A	996.0	1,158	
Percentage of total voluntary resignation per total employee (%)	N/A	25.0	26	
Major labour disputes	N/A	None	None	

## + 3 Occupational Health and Safety

The Bank has established and complied with the security policy, and occupational health, and working environment are strictly observed to prevent any harm that may affect the health and safety of employees and related individuals. Additionally, the Bank has established a Safety, Occupational Health, and Working Environment Committee, which consists of employees from both operational and executive levels. The committee meets monthly to ensure that the operations of employees and related individuals do not endanger their lives, physical health, mental well-being, or safety.



In 2024, the Bank organized training for Occupational Safety Officers in compliance with legal requirements. A total of 13 supervisor-level safety officers 6 executive-level safety officers attended the training, ensuring that employees are aware of occupational health and safety standards, as well as the roles and duties of occupational safety officers.

Indicators	Performance			Targets in 2025-2027
	2022	2023	2024	
Number of injury incidents from employee work operation to the point of being off work (Times)	N/A	0	0	0
Number of employees who have been injured at work to the point of being off work for more than 1 day (Person)	N/A	0	0	0
Rate of Occupational Injuries to the point of being off work (Person / 1 million work hours)	N/A	0	0	0
Rate of Occupational Injuries to the point of being off work (Person / 200,000 work hours)	N/A	0	0	0
Number of employees who died from work (Person)	N/A	0	0	0





## Anti-Corruption

The Bank has been certified as a member of the Thai Private Sector Collective Action Against Corruption (CAC) since 2015, with plans to renew its membership for the third time in 2025. However, in 2024, the bank did not organize any training on this matter. The goal for the years 2025-2027 is for all employees at every level to complete training and pass the required assessments according to the established criteria.



## **5** The Responsibility to Customers



### The Improvement of Customer Satisfaction

The Bank aims to develop products and services that meet consumer needs in a fair, safe manner while ensuring no negative impact on society and the environment. In 2024, the Bank launched a new product, SME Loans “SME Kla Hai Kla Pian” to support entrepreneurs looking to invest in business improvement and be responsible for the environment, SME Kla Hai Lady First initiative strengthens financial empowerment and support women entrepreneurs in Thailand to access capital sources that can create business growth and increase competitiveness.

The Bank conducts customer satisfaction assessments every year. The purpose is to be an indicator of the product or service of the business, including acknowledging the future needs to solve problems, designs, and developing products or services to meet customer needs or expectations. The Bank divides the evaluation topics into 6 topics as follows:





Indicators	Performance			Targets in 2025-2027
	2022	2023	2024	
The Score of MFin Customer Satisfaction (%)	64	71	65	None
Micro Pay Customer Satisfaction (%)	62	68	63	



Cybersecurity and Personal Data Prevention

The Bank has established a Personal Data Protection Policy and a Technology Security Policy to protect customers' personal information and technology security. The Bank has a policy of classifying information by requiring all employees and all levels to be responsible for carefully handling and protecting the Bank’s, customers’, partners’, or employees' information. In addition, guidelines have been set for the implementation of the data stratification policy, in strict accordance with the law, the Bank of Thailand's regulations and the Code of Conduct of Thai Credit Bank Public Company Limited.

In 2024, the Bank had no incidents or cases of cyber-attacks and personal information leaks.





### Green Procurement

The Bank has established policies and guidelines for procurement / fair selection of suppliers which have been consistently applied in the Bank's procurement processes to ensure transparency, for example, the regulations on receiving/giving gifts require that all procurement items with a value of 300,000 baht or more must be submitted for approval by the Procurement Committee including procurement with high prices must be imported into e-auction and the operation is inspected by both internal and external inspection agencies, etc.

In 2025, the Bank plans to apply the ESDD (Environment and Social Due Diligence) process to vendors with purchases of goods and services of 2 million baht or more.

Indicators	Performance			Targets in 2025-2027
	2022	2023	2024	
The proportion of partners who have passed the ESDD process (%)	N/A	N/A	N/A	Start applying the ESDD (Environment and Social Due Diligence) process with the vendor who purchases goods and services of 2 million baht or more
Number of workshops with partners	N/A	N/A	N/A	



### Products or Services that Create Financial Opportunities for People in Society

In 2024, the Bank continues to offer OTOP loans, which are unsecured loans aimed at supporting small entrepreneurs, especially OTOP entrepreneurs, to have more access to capital sources within the system. This is to enhance opportunities for product development, value addition and expansion of trade channels, as well as to promote the sustainable growth of local wisdom.

Indicators	Performance			Targets in 2025-2027
	2022	2023	2024	
Proportion of credit services that create financial opportunities for people in society (Baht)	N/A	N/A	100,000 (0.0015%)	Providing loan services for OTOP product entrepreneurs to meet the needs of this group of customers continuously



## Community and Social Development

The Bank is committed to conducting business in parallel with social and environmental protection. The Bank's policy focuses on developing the community and society through the "Tang To Know-How" Project to promote access to financial opportunities, provide financial literacy, and strengthen financial planning skills for the Bank's main customers, namely small entrepreneurs, SMEs, and micro-SMEs, has also extended the result to other target groups in the community and society, such as company employees, students, students, government officials, etc.

The Bank recognizes that promoting financial planning and management finances for customers and individuals will help build economic resilience, foster sustainable business growth and have a positive impact on improving the quality of life in surrounding communities. This initiative aligns with the Bank's operating philosophy of "Everyone Matters", and is an integral part of the Bank's strategy for sustainable business growth.



Business and finance knowledge transfer project to small entrepreneurs  
"Tang To Know-how"

The Bank recognizes the importance of providing basic financial literacy training to small entrepreneurs, especially vendors, which is the foundation of Thailand's economic development and the Bank's main customers under the vision of improving business quality along with the quality of life of microfinance customers and their families and support the United Nations Sustainable Development Goals in the field of equitable and inclusive education. The Bank is also committed to supporting and fulfilling the potential of entrepreneurs by promoting lifelong learning to be suitable for the environment and livelihood of small entrepreneurs. The results of the training program will not only be able to reduce the problem of household debt but it can still maintain the level of bad debts from occurring, can

create sustainability for small entrepreneurs to lay the foundation for the country's economic growth in a stable and strong manner.

The Bank has taken steps to improve the quality and standards of its training courses through the project "Tang To Know-how" (Financial Literacy). The course content is designed to be a valuable resource for small entrepreneurs, particularly vendors, helping them to navigate and overcome various challenges. In addition, participants also gain knowledge that can enhance their business potential, solve problems, and foster sustainable growth. As for the salaried group, the course covers personal financial management to build stability and wealth, as well as prepare for retirement and the participants will also receive a project training certificate.

## เส้นทางแห่งความสำเร็จ :

พัฒนาหลักสูตรเชิงลึกที่เน้นการนำไปปฏิบัติได้จริง  
เพื่อคุณภาพชีวิตและธุรกิจที่มั่นคง



**หลักสูตรบริหารการเงินเพื่อความมั่นคงในอนาคต  
สำหรับเจ้าหน้าที่หน่วยงานภาครัฐ**

เรียนรู้เพื่อบริหารจัดการเงิน บริหารจัดการหนี้ การหารายได้เสริม  
เพื่อยืดความยากจน และป้องกันหนี้ในกรรูปแบบ

# AWARD 2024

## 1 Honorary Award for the Financial Discipline Campaign

from the Federation of Business and Professional Women's Associations of Thailand under the Royal Patronage of Her Majesty the Queen in collaboration with the Ministry of Social Development and Human Security, the Stock Exchange of Thailand, the Thai Chamber of Commerce, the Thai Bankers Association, and the Council of Children and Youth Development Organizations under the Royal Patronage of Her Royal Highness Princess Maha Chakri Sirindhorn

## 2 The Award for an organization with outstanding performance in promoting social responsibility in the business sector (CSR Award)

the Department of Social Development and Welfare Ministry of Social Development and Human Security

## 3 Sustainability Award"

"Sustainability Award" from the Securities and Exchange Commission (SEC) which has passed consideration from many factors, including the implementation of activities with concrete measurable results.

## 4 The Leading of ESG Award about Social Product from the Event of Future Trends Award 2025

the Best Trend Leader of the Year Award, who are leading the new innovations with creative ideas and outstanding as well as create the highest value for society on a large scale including the changing of innovation in social aspect concretely.

Over the past 8 years, the project has made a remarkable positive impact. More than 220,000 people have been trained and over 270,000 individuals have followed financial literacy content through social media platforms such as Facebook, YouTube and TikTok. The excellence of the program has been continuously recognized through numerous prestigious awards and in 2024, the Bank received the following awards:





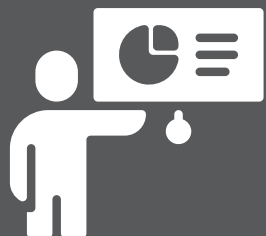
## 4 Aspects Policies

1 Economic and Social Development

2 Promotion of Education and Lifelong Learning

3 Environmental and Sustainable Development

4 Project Evaluation and Progress Tracking



## Strategy and Plan

The Bank has planned to develop and expand the scope of the "Tang To Know-How" ensuring that the content remains up-to-date and suitable for the times, as well as to expand access channels to cover the needs of all stakeholder groups thoroughly and effectively, especially the disadvantaged groups, low-income people, and people in remote communities. In addition, the Bank focuses on building a strong network of cooperation with partners both public and private in promoting community development, creating a financial planning course that is suitable for each target group, regularly monitoring and evaluating the project results, and creating quality internal lecturers who can transfer knowledge professionally through the organization of training courses. "Professional Speaker".



## Target

- In 2025, the Bank has set a target of 66,000 trainees, with a long-term goal of increasing the number of participants by at least 10% per year and a target of at least 80% satisfaction and referral score (excellent level).
- In addition, the Bank also focuses on the target of training participants who are the Bank's retail entrepreneurs for financial discipline and good financial behaviour to maintain their credit level of at least 80%.



## Affiliate Network

The Bank believes that strengthening communities from within will lead to sustainable development and reduce broader economic and social problems. This financial literacy promotion project will be the economic immune in the community to create a stable career and income and be self-reliant in the long run, relevant to the target of reducing inequality, creating opportunities, and improving the quality of life for everyone.



## Performance of the Tang To Know-how Project in 2024

“Tang To Know – how” organized training under the concept of “Financial Edutainment”, makes money fun, easy to understand, and practical application which all the training is free. In 2024, the Bank continues to transfer financial knowledge and participants from all regions across the country have organized training for target groups. In addition, the curriculum is designed to cover the content of each target group. Thus, the participants can learn about financial management effectively and, be able to apply it in daily life, in households and businesses, for financial immunity. The main target groups are divided into 4 groups as follows:

1

### A Group of Small Entrepreneurs (Vendors)

Courses specifically for vendors to learn how to manage their business, marketing, and money management in the basic business as well as learning about business and finance to build on small entrepreneurs to grow into SMEs stably and sustainably in the future, through more than 271 branches nationwide.

2

### Salaried people or regular income earners

The content focuses on money management, debt management, and setting financial goals to prepare for life until retirement to have well-being, self-reliance, and happiness at the end of life.

3

### Student Groups and Students

The course is designed specifically under the project name Tang To Know-how, the Tutor, tutoring is about making more money in your pocket which is focused on financial knowledge and applying the concept of savings in life as an important foundation before entering the working age.

4

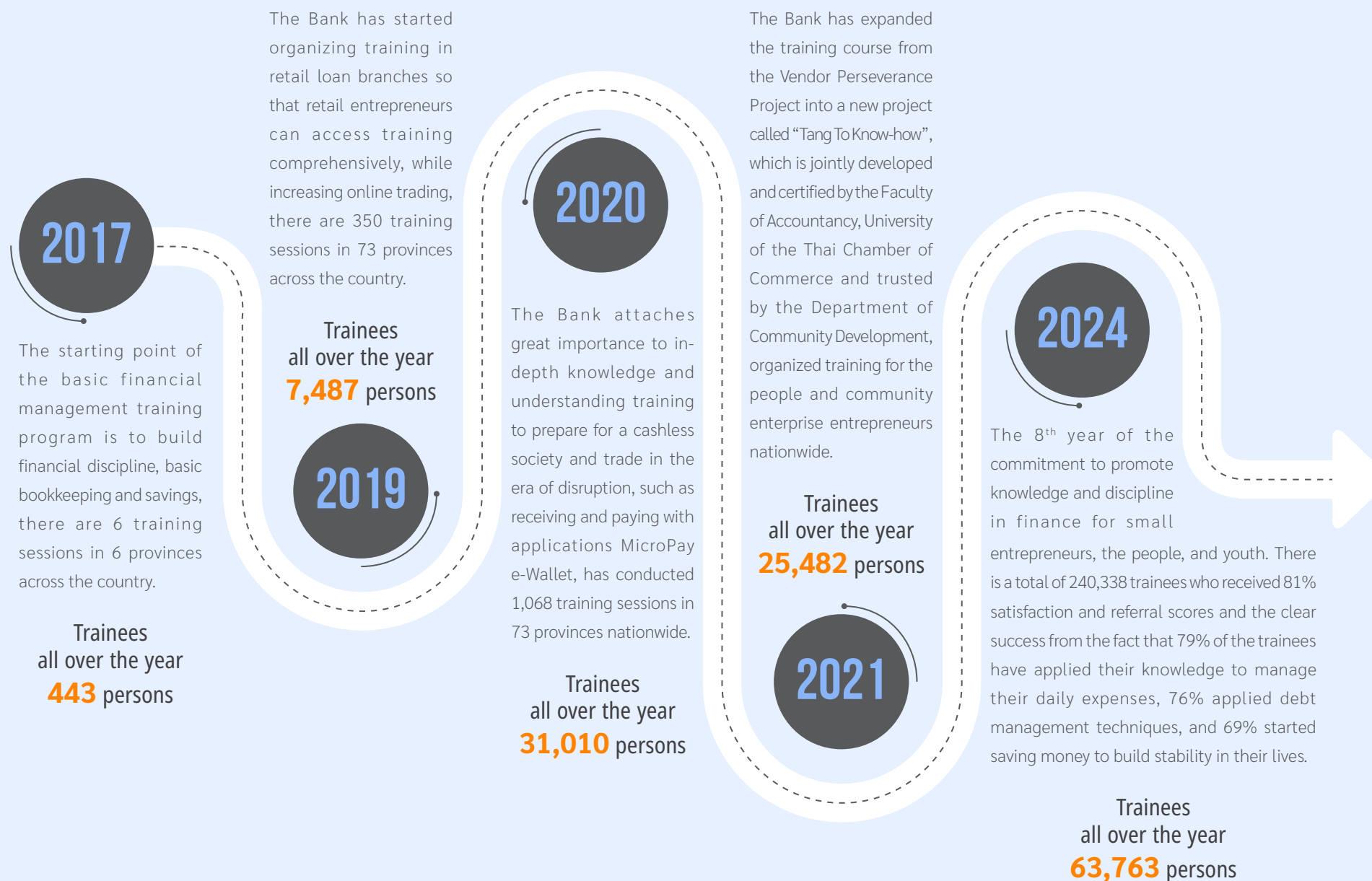
### Groups of Government Agencies, including people under the supervision of government agencies.

To learn about money management, debt management, and earning additional income to end poverty and close the debt cycle in all forms.





## MILESTONES OF "TANG TO KNOW-how" PROJECT



In addition, Thai Credit Bank also signed a Memorandum of Understanding (MOU) with Thai Credit Foundation. In promoting and supporting operations for the community and society, including:

1

### “Empower for Community” Project Strengthens Communities for Sustainable Well-being

1. Community Moo 14, Ban Suk Sabai, Lam Hei Subdistrict, Don Tum District, Nakhon Pathom Province
  - Promote organic fertilizer making and processing local products to create jobs and incomes, with a focus on developing the community to become self-reliant stable and sustainably for the second year. As a result, the community earned a total of 4,045 baht from the sale of processed products and 21,710 baht from clay preparation material products.
  - Promote knowledge of online business and marketing.
  - Promote vocational skills in processing local raw materials
2. Wat Sungwej Wisayaram Community, Wat Sam Phraya Subdistrict, Phra Nakhon District, Bangkok in the project “Sungwej Vijiit: Precious Heritage, Community Development”
  - Organizing financial education training for youth and community members
  - Scholarship grants to 3 schools, namely Watsungwej School; Watritsathep School and Watmaiamatarod School with a total of 30 scholarship recipients.



2

### “Empower for Children” Project

1. Children’s Day Gift Support Activities for Remote Schools
2. Essay Contest “New Gen and Modern Finance: “How to get ready for the Change”, the youth for 468 persons from all over the country is participated this project, and 77 people were selected.
3. The Project “Make Young to Tang To” promotes financial literacy and guidance for career development during school age in 4 schools with a total of 1,330 participants.
4. The “EMpower Dream School” Project by improving the infrastructure of 5 schools, namely Wattay Kho School, Pathum Thani Province; Ban Nongkuti School, Suphan Buri Province; Banchompoo School Phitsanulok Province; Ban Ko Khop School, Phang Nga Province and Banwangtakae School, Chaiyaphum Province.
5. Scholarship Sponsorship Activity for the “UTCC ACCOUNTING COMPETITION 2024”, University of the Thai Chamber of Commerce
6. The Activity “Delight...Give with Love”, donate necessary items and lunch for children with disabilities at the Foundation for the Welfare of the Disabled, and young children at the Foundation for Rehabilitation & Development of Children and Family-FORDEC.



3

### Other Activities supported by the Bank

1. The activity “Give with Heart, Give to the Homeless” passes on assistance by donating rice and dried food.
2. The activity “Passing on Kindness to the Northern People” to help alleviate the suffering and encourage the flood victims in the North.
3. EMpower Point activity open an opportunity to all employees to accumulate points for doing good deeds anytime, anywhere. At present, there are 1,217 employees participates in the Goodness Points Accumulation Project as 28% of the total employees and participated 1,908 activities, totally 10,020 hours.



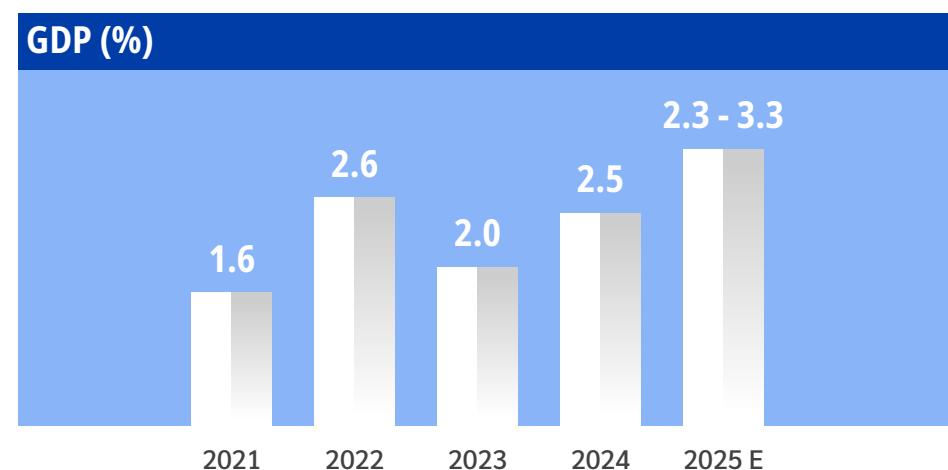
## 4 Management Discussion and Analysis (MD&A)

### 4.1 Economic Conditions and Capital Markets

#### Economic Outlook and Business Direction of Commercial Banks in 2024

**The global economy in 2024** has shown resilience, with moderate expansion, supported by slowing inflation gradual easing of monetary policy and recovery of international trade. Central banks in major economies have started to cut interest rates as inflation has fallen, which has helped strengthen financial stability and boost consumer and business confidence. In addition, developing economies and emerging markets have benefited from reduced financial pressures and a more favorable external economic environment, in the meantime, the inflation in advanced economies and emerging markets has moved closer to the target level. This has resulted in a more stable economic environment. However, there are still challenges to face such as geopolitical tensions, trade restrictions and a slowdown in China's economy, all of which are affecting trade and investment on a global scale.

**Thailand's economy continued to recover gradually in 2024**, with moderate growth, driven by the recovery of the tourism sector which returned to near pre-COVID-19 levels. Domestic consumption was supported by government stimulus measures such as the digital wallet program and the recovery of exports, especially in the electronics industry, inflation remains low but increases gradually. This is in line with the Bank of Thailand's target framework. However, the economy still faces many challenges that affect private investment and overall growth potential, such as high levels of household debt, political uncertainty, delays in public investment, and structural problems in the



manufacturing sector. In addition, risks from external factors, such as fluctuations in the global economy, monetary policy uncertainty, and international financial conditions, remain issues that need to be monitored closely. According to the latest report by the Office of the National Economic and Social Development Council (NESDC), In 2024, the **Thai economy is expected to grow by 2.5%**, accelerating from a 2.0% growth in 2023. In terms of expenditure, private consumption and government consumption are projected to grow by 4.4% and 2.5%, respectively. Public investment is expected to grow by 4.8%, while private investment is forecasted to decline by 1.6%. The value of exports in U.S. dollars is expected to increase by 5.8%.

In terms of production, the accommodation and food services sector, transportation and storage, wholesale and retail trade, and construction sectors are expected to grow by 9.5%, 9.0%, 3.8%, and 1.3%, respectively. Meanwhile, the industrial production sector and agriculture, forestry, and fisheries sector are expected to decline by 0.5% and 1.0%, respectively.

**The global economy** is expected to expand moderately in 2025, supported by lower inflation, accommodative monetary policy and strong labor markets in major economies. However, the global economy still faces significant risks from geopolitical tensions, such as the conflict in the Middle East and between Russia and Ukraine. This may affect the stability of energy supply and economic conditions on a global scale. In addition, the increase in trade barrier policies may cause uncertainty in the international trade and investment system. At the same time Structural challenges, such as problems in the industrial and real estate sectors in the United States and China, may be limiting economic growth potential. Developing and emerging market economies remain vulnerable to increased volatility from different monetary policies in different countries. This could further complicate the recovery and economic stability in these countries.

**The Thai economy in 2025** is expected to grow by 2.3% to 3.3% (with a central estimate of 2.8%), according to a report from the Office of the National Economic and Social Development Council (NESDC). Key factors supporting this growth include: (1) increased government spending, especially in investment expenditures; (2) continued growth in private consumption and improvement in private sector investment; (3) the ongoing recovery of the tourism and related services sectors; and (4) the continuous expansion of exports. It is anticipated that private consumption and investment will grow by 3.3% and 3.2%, respectively. The value of exports in U.S. dollars is expected to grow by 3.5%. Average inflation is projected to be between 0.5% and 1.5%, and the current account is expected to register a surplus of 2.5% of GDP.

**Overview of the commercial banking business in 2024:** commercial banks face several significant challenges, such as slowing loan growth due to tighter lending standards, high levels of debt repayment, and decreased borrower demand for loans. Additionally, non-performing loans are continuously increasing, especially in the small and medium enterprises (SMEs) and household sectors. This reflects the financial vulnerability that still exists in the midst of a delayed economic recovery. At the same time, delayed income recovery and high household debt levels continue to be limiting

economic activity and impacting financial stability at the macro level. Net profit margin from interest was pressured by lower interest rates and low loan expansion, this affects the Bank's interest income. Despite these challenges, the Commercial banks continue to demonstrate adaptability and resilience by maintaining profitability through increasing fee income, especially wealth management products. In addition, the Bank maintains a strong capital level, a high level of non-performing debt reserves, and sufficient liquidity, enabling the Bank to provide assistance to borrowers through the debt restructuring process and effectively cope with economic uncertainties.

**The commercial banking business outlook in 2025** is expected to maintain positive growth, supported by gradually improving economic conditions. This growth is driven by economic stimulus measures, increased government spending, the recovery of the tourism sector, and the improvement in private consumption, which contribute to loan growth, especially in the business sector. Demand for loans in the business sector is expected to be driven by large-scale investment projects and improved business confidence following the formulation of clear government policies. However, microcredit growth may still be impacted by pressures on the vulnerable household sector, including stricter lending measures. Meanwhile, credit quality is expected to continue facing pressure from the economic environment and high debt burden. However, the Bank's strong reserves and rescue measures from various sectors aimed at alleviating debtor pressure will help keep loan quality at a manageable level. In terms of performance, commercial banks are expected to maintain profitability, driven by net interest income and fee income. Although the decline in interest rates may put pressure on the net interest margin, banks will need to focus on cost management, improving operational efficiency, and applying technology to enhance productivity to support long-term growth. Overall, the commercial banks are poised for steady growth, supported by proactive policies and the outlook for economic recovery. However, commercial banks must continue adapting to the challenges of a highly competitive and rapidly changing financial environment to strengthen long-term potential and stability.

**Source:** Office of the National Economic and Social Development Council, Bank of Thailand, International Monetary Fund, Organization for Economic Cooperation and Development, Siam Commercial Bank Economic and Business Research Center, Bank of Ayudhya Public Company Limited, Land and House Bank Public Company Limited, Finansia Syrus Securities Public Company Limited.

## 4.2 Analysis of Operating Results and Financial Position

The bank is a commercial bank that focuses on providing loans to small-scale entrepreneurs and individual customers. Its main loan products include Micro SME loans, Nano and Micro Finance loans for small businesses, and home for cash for individual customers. The bank was established in 1970 with the goal of offering financial services and ensuring that everyone can access loans in a fair manner. Additionally, the bank is committed to supporting customers in growing their businesses and improving their quality of life through various loan services. The bank adheres to the philosophy of "Everyone Matters," which emphasizes the importance of all individuals. With its extensive experience, the bank has developed a deep understanding of its target customers and is able to offer a wide range of products and services that meet the needs of a diverse customer base, across different business sizes and types. The bank also believes there are many more target entrepreneurs who still cannot access loan services from large and medium-sized commercial banks, or who are burdened by the high-interest rates from borrowing outside the formal financial system. This belief positions the bank well to expand its loan portfolio and grow significantly, while achieving high profits through effective cost management and stringent risk management.

### Summary of the Operating Results in 2024

#### Performance

	Year 2023 Million Baht	Year 2024 Million Baht	Change %
Net Profit	3,556.8	3,624.0	1.9%
Earnings per share (Baht)	3.05	2.95	(3.3%)
Net Interest Income	13,349.0	14,729.2	10.3%
Non-interest income (expenses)	130.4	(113.0)	(186.6%)
Total net operating income	13,479.4	14,616.2	8.4%
Includes other operating expenses	4,942.8	5,830.7	18.0%
Expected credit losses	4,083.3	4,248.9	4.1%
Operating profit before income tax	4,453.3	4,536.6	1.9%

#### Financial Position

	Year 2023 Million Baht	Year 2024 Million Baht	Change %
Loans	144,156.5	163,158.6	13.2%
Total assets	163,444.3	183,101.8	12.0%
Deposit	116,761.6	132,599.5	13.6%
Total liabilities	145,939.2	160,069.5	9.7%

Performance Indicators

	Year 2023	Year 2024
	%	%
Net Interest Margin (NIM)	8.7%	8.6%
Return on assets (ROA)	2.32%	2.09%
Return on Equity (ROE)	22.31%	17.88%
Cost to Income Ratio	36.7%	39.9%

Asset Quality Ratio / Monetary Policy Analysis Ratio

	Year 2023	Year 2024
	%	%
Gross NPLs ratio	4.2%	4.4%
Allowance for expected credit losses on non-performing loans (NPL gross) (NPL Coverage ratio)	161.4%	148.6%
Loan to Deposit ratio	123.5%	123.0%
Tier 1 Capital Ratio	13.8%	15.4%
Total Funds to Risk Assets (CAR) Ratio	16.3%	17.7%

For the performance in 2024 compared to the same period of the previous year. The Bank’s net profit attributable to the Bank was Baht 3,624.0 million, an increase of 1.9 percent from Baht 3,556.8 million. In 2023, the Bank’s interest income grew in line with loans to debtors by 13.2 percent, as the Bank can maintain the growth rate of loans amid the unrecovering economic situation in all sectors. The Bank’s loan volume has increased in all major loan product groups, especially in the microSME business loan product group, personal loans, and home loans.

In addition, the Bank had a strong net interest rate differential of 8.6 percent, down slightly from 8.7 percent in the previous year. This is because the Monetary Policy Committee (MPC) decided to reduce the policy rate in the fourth quarter of 2024, resulting in the net profit per equity in 2024 still at a high level compared to the industry at 17.88%. The Bank and its subsidiaries have set allowances for credit losses for expected loans at an increase of 8.8 percent to maintain a high level of coverage ratio to accommodate economic uncertainty that may occur in the future.



## Analysis of the Bank's Performance

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
Interest Income	15,913.0	118.1%	18,138.0	124.1%	2,225.0	14.0%
Interest Expense	(2,564.0)	(19.0%)	(3,408.8)	(23.3%)	844.8	32.9%
<b>Net Interest Income</b>	<b>13,349.0</b>	<b>99.1%</b>	<b>14,729.2</b>	<b>100.8%</b>	<b>1,380.2</b>	<b>10.3%</b>
Revenue, fees and services	504.9	3.7%	413.9	2.8%	(91.0)	(18.0%)
Fees and services	(573.7)	(4.3%)	(674.5)	(4.6%)	100.8	17.6%
<b>(Income, Expense, Fees and Services)</b>	<b>(68.8)</b>	<b>(0.6%)</b>	<b>(260.6)</b>	<b>(1.8%)</b>	<b>191.8</b>	<b>278.8%</b>
Net loss from foreign currency Transactions (Loss)	(5.7)	0.0%	(2.0)	0.0%	3.7	(65.0%)
Net Profit from Investments	0.1	0.0%	0.1	0.0%	-	0.0%
Other Operating Income	204.8	1.5%	149.5	1.0%	(55.3)	(27.0%)
<b>Total Operating Income</b>	<b>13,479.4</b>	<b>100.0%</b>	<b>14,616.2</b>	<b>100.0%</b>	<b>1,136.8</b>	<b>8.4%</b>
<b>Other Operating Expenses</b>	<b>4,942.8</b>	<b>36.7%</b>	<b>5,830.7</b>	<b>39.9%</b>	<b>887.9</b>	<b>18.0%</b>
Expected credit losses	4,083.3	30.3%	4,248.9	29.1%	165.6	4.1%
Operating profit before income Tax	4,453.3	33.0%	4,536.6	31.0%	83.3	1.9%
Income tax	896.5	6.7%	912.6	6.2%	16.1	1.8%
Profit of the year	<b>3,556.8</b>	<b>26.4%</b>	<b>3,624.0</b>	<b>24.8%</b>	<b>67.2</b>	<b>1.9%</b>
<b>Basic earnings per share (Baht)</b>	<b>3.05</b>		<b>2.95</b>			

## Interest income, interest expense and net interest income

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Interest Income</b>						
Interbank and money market transactions	340.5	2.1%	396.6	2.2%	56.1	16.5%
Investments in Fixed Income	62.6	0.4%	104.1	0.6%	41.5	66.3%
Loans to debtors	15,389.8	96.7%	17,505.6	96.5%	2,115.8	13.7%
Leasing	119.8	0.8%	130.1	0.7%	10.3	8.6%
Other	0.3	0.0%	1.6	0.0%	1.3	433.3%
<b>Total Interest Income</b>	<b>15,913.0</b>	<b>100.0%</b>	<b>18,138.0</b>	<b>100.0%</b>	<b>2,225.0</b>	<b>14.0%</b>
<b>Interest Expense</b>						
Deposit	1,802.9	70.3%	2,471.0	72.5%	668.1	37.1%
Interbank and money market transactions	82.4	3.2%	157.4	4.6%	75.0	91.0%
Bonds issued and loans – Subordinated debentures	135.2	5.3%	183.8	5.4%	48.6	35.9%
The money was sent to the Deposit Protection Institute and the BOT.	542.9	21.2%	594.9	17.5%	52.0	9.6%
Other	0.6	0.0%	1.7	0.0%	1.1	183.3%
<b>Including interest expense</b>	<b>2,564.0</b>	<b>100.0%</b>	<b>3,408.8</b>	<b>100.0%</b>	<b>844.8</b>	<b>32.9%</b>
<b>Net Interest Income</b>	<b>13,349.0</b>		<b>14,729.2</b>		<b>1,380.2</b>	

## Non-interest income

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Revenue, fees and services</b>						
Certification, Receipt and Guarantee	1.6	0.3%	1.2	0.3%	(0.4)	(25.0%)
Handling Fees	43.0	8.5%	22.6	5.5%	(20.4)	(47.4%)
Brokerage	411.8	81.6%	327.1	79.0%	(84.7)	(20.6%)
Other <sup>(1)</sup>	48.4	9.6%	63.0	15.2%	14.6	30.2%
<b>Includes revenue, fees, and services</b>	<b>504.9</b>	<b>100.0%</b>	<b>413.9</b>	<b>100.0%</b>	<b>(91.0)</b>	<b>(18.0%)</b>
<b>Fees, fees and services</b>						
Fees and services related to ATM cards	60.4	10.5%	91.9	13.6%	(60.4)	(100.0%)
Loan Guarantee Fee	351.7	61.3%	432.0	64.1%	80.3	22.8%
Litigation costs	11.8	2.1%	8.2	1.2%	(3.6)	(30.5%)
Debt collection costs	101.3	17.7%	102.0	15.1%	0.7	0.7%
Other <sup>(2)</sup>	48.5	8.4%	40.4	6.0%	(8.1)	(16.7%)
<b>Fees and services are included.</b>	<b>573.7</b>	<b>100.0%</b>	<b>674.5</b>	<b>100.0%</b>	<b>100.8</b>	<b>17.6%</b>
<b>Net Income (Expenses) Fees &amp; Services</b>	<b>(68.8)</b>		<b>(260.6)</b>	<b>100.0%</b>	<b>(55.3)</b>	<b>(27.0%)</b>
<b>Other Operating Income</b>	<b>204.8</b>	<b>100.0%</b>	<b>149.5</b>		<b>3.8</b>	<b>(66.7%)</b>
Net loss from foreign exchange transactions	(5.7)		(2.0)			
Net Profit from Investments	0.1		0.1		-	0.0%
<b>Total non-interest income (expenses)</b>	<b>130.4</b>		<b>(113.0)</b>		<b>(243.3)</b>	<b>(186.6%)</b>

**Remarks:** <sup>(1)</sup> Others include stamp duty collected from customers and cheque issuance fee income, etc.

<sup>(2)</sup> Others include: Expenses for outsourcing registration work Expenses for outsourcing to survey and evaluate collateral, etc.

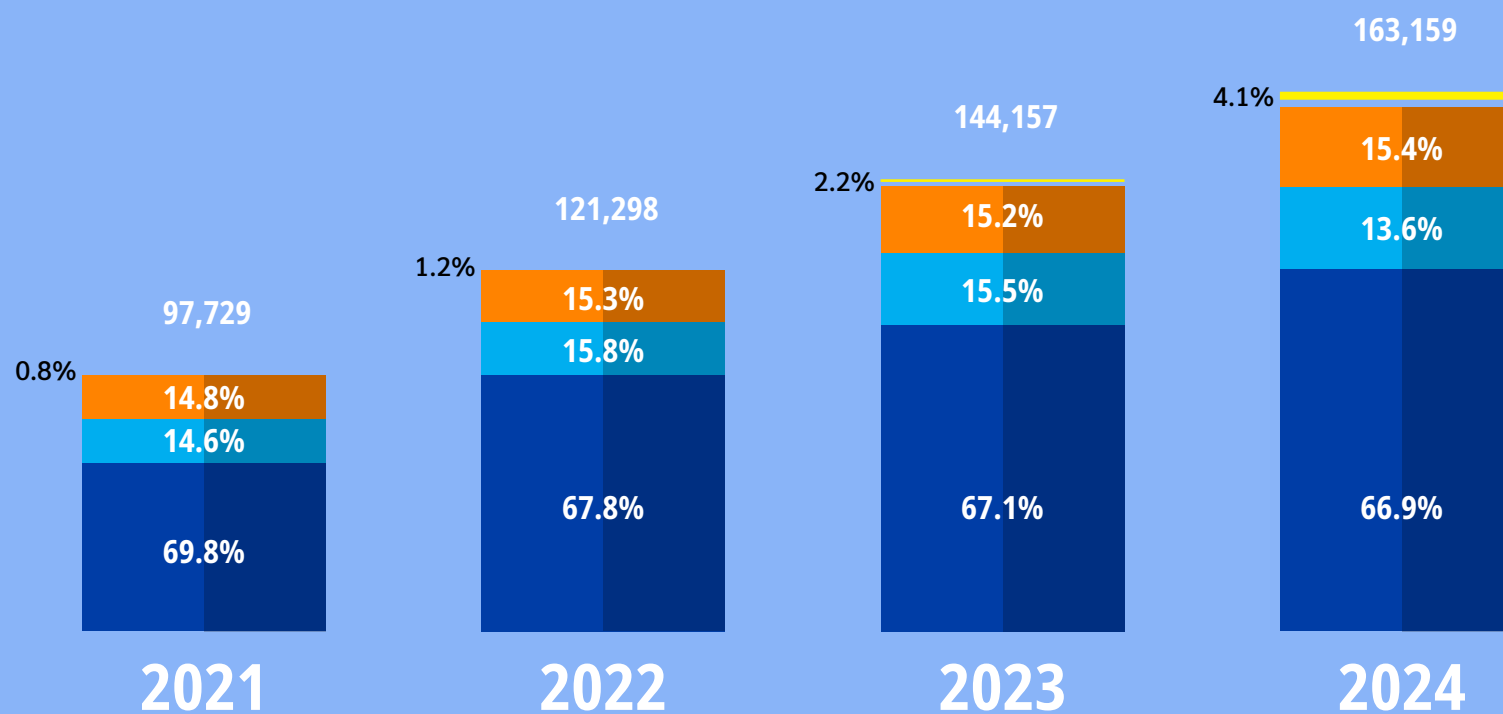
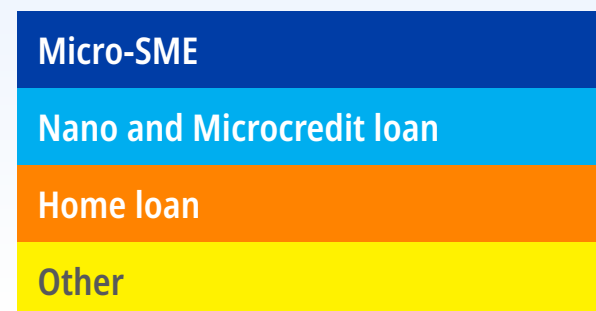
## Rate of return on income-generating financial assets Financing costs and interest rate differentials

	Year 2023 %	Year 2024 %	Change %
Return on Interbank and Money Market Transaction <sup>(1)</sup>	2.08%	2.74%	0.69%
Return on Investment <sup>(2)</sup>	1.69%	2.33%	0.64%
Rate of Return on Loans to Receivables <sup>(3)</sup>	11.20%	11.57%	(0.04%)
<b>Average Return on Income-Generating Assets<sup>(4)</sup></b>	<b>10.04%</b>	<b>10.58%</b>	<b>0.25%</b>
Deposit Cost <sup>(5)</sup>	2.04%	2.44%	0.4%
Interbank and Money Market Transaction Cost <sup>(6)</sup>	0.41%	0.72%	0.31%
Cost of Bonds Issued and Borrowing <sup>(7)</sup>	7.45%	7.01%	(0.42%)
<b>Average Financial Cost<sup>(8)</sup></b>	<b>1.87%</b>	<b>2.27%</b>	<b>0.04%</b>
<b>Net Interest Rate Margin<sup>(9)</sup></b>	<b>8.17%</b>	<b>8.31%</b>	<b>(0.15%)</b>
Deposit Protection Institution	0.01%	0.01%	0.0%
Contribution Rate to the Financial Institution System Rehabilitation and Development Fund	0.46%	0.46%	0.0%

- Note:**
- <sup>(1)</sup> The rate of return on interbank and money market transactions is calculated by dividing the interest rate on interbank and money market transactions (assets) by Monthly average balance of interbank and money market transactions (assets)
  - <sup>(2)</sup> The rate of return on investment is calculated by the interest on the investment divided by the average monthly balance of the investment.
  - <sup>(3)</sup> The rate of return on loans to debtors is calculated from the interest on loans to debtors divided by the average monthly balance of loans to debtors.
  - <sup>(4)</sup> Average return on income-generating assets It is calculated based on interest on income-generating financial assets. Divide by Monthly average balance of income-generating financial assets Income-generating assets are calculated from the total amount of loans to receivables, interbank transactions and net money market (assets) and net investments.
  - <sup>(5)</sup> Deposit cost is calculated from interest on deposits and remittances to the Deposit Protection Institute and the BOT. Divide by Average Monthly Balance of Deposits
  - <sup>(6)</sup> Interbank and market transaction costs are calculated from interest from interbank and money market transactions. Divide by The average monthly balance of transactions between banks and money markets.
  - <sup>(7)</sup> The cost of bonds issued and loans is calculated from the interest on bonds issued and loans. Divide by Monthly average balance of issued bonds and loans
  - <sup>(8)</sup> Average financial cost is calculated by taking interest expense and dividing it by the monthly average balance of financial liabilities that incur financial liabilities that incur expenses. Calculated from the total amount of deposits. Interbank and money market transactions (liabilities) and debt instruments issued and loans.
  - <sup>(9)</sup> Interest Rate Differential It is calculated by taking the return on financial assets that generate average income, minus Financial costs

# Structure of loans to debtors

Unit : Million Baht



### Loans to debtors are classified by type of receivable.

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
Micro SME Business Loan <sup>(1)</sup>	96,777.3	67.1%	109,148.0	66.9%	12,370.7	12.8%
Nano and Microcredit Loans for Traders <sup>(2)</sup>	22,327.5	15.5%	22,200.1	13.6%	(127.4)	(0.6%)
Home Loans <sup>(3)</sup>	21,913.9	15.2%	25,070.1	15.4%	3,156.2	14.4%
Personal Loan <sup>(4)</sup>	2,877.1	2.0%	6,511.3	4.0%	3,634.2	126.3%
Other Retail Loans <sup>(5)</sup>	260.7	0.2%	229.1	0.1%	(31.6)	(12.1%)
<b>Total Loans to Debtors<sup>(6)</sup></b>	<b>144,156.5</b>	<b>100.0%</b>	<b>163,158.6</b>	<b>100.0%</b>	<b>19,002.1</b>	<b>13.2%</b>

**Remark:** <sup>(1)</sup> Micro-SME business loans consist of loans for small entrepreneurs, SME loans, and soft loans. and other loans.

<sup>(2)</sup> Nano loans and microcredit for small businesses include: Nano loans, nano loans, SS loans, microcredit loans, and Micro Plus Loans

<sup>(3)</sup> Home loans for money, including home loans for money and home refinance loans.

<sup>(4)</sup> Personal loan includes personal loan and personal loan from partnership program

<sup>(5)</sup> Other retail loans include: Mortgage Protection Insurance (MRTA) Loans, Multi-Purpose Loans, Loans with Gold As collateral and other retail loans that are not the main products.

<sup>(6)</sup> Loans to debtors means loans to debtors before accrued interest and interest income that is not yet due. Allowance for expected credit losses

### Interest Income

The Bank's interest income increased by 14.0 percent from 15,913.0 million baht for the year ended December 31, 2023 and 18,138.0 million baht for the year ended December 31, 2024, this was mainly due to an increase in interest income from loans to receivables of 2,115.8 million baht due to the growth in the Bank's main loan product group. In particular, in the microSME business loan segment, personal loans, and home loans, income from interbank transactions and money market transactions and investments in debt securities increased.

### Interest Expense

The Bank's interest expense increased by 32.9 percent from 2,564.0 million baht. For the year ended December 31, 2023 and 3,408.8 million baht for the year ended December 31, 2024, this was mainly due to an increase in interest expense from deposits of 668.1 million baht compared to the same period of the previous year, due to the increase in the amount of deposits, especially the Alpha Savings Program, Fixed Deposit Program and Instant Fixed Deposit. As a result, the remittance expenses to the Deposit Protection Institute and the BOT increased by 52 million baht compared to the same period of the previous year.



## Net Interest Income

For the reasons mentioned above, the Bank's net interest income in 2024 is at 14,729.2 million baht, an increase of 10.3 percent compared to the same period of the previous year.

## Net fee and service income

The Bank's net fee and service expenses were 260.6 million baht. An increase of 191.8 million baht or 278.8% from the same period of the previous year. This was mainly due to the loan guarantee fee (TCG). This is in line with the increase in new lending of micro-SME loans and nano and microcredit loans.

## Other Operating Expenses

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
Employee Expenses	3,284.3	66.4%	3,852.1	66.0%	567.8	17.3%
Remuneration of Directors	17.5	0.4%	32.1	0.6%	14.6	83.4%
Expenses related to buildings and equipment	671.8	13.6%	752.3	12.9%	80.5	12.0%
Taxes and duties	496.1	10.0%	566.1	9.7%	70.0	14.1%
Other <sup>(1)</sup>	473.1	9.6%	628.1	10.8%	155.0	32.8%
<b>Total</b>	<b>4,942.8</b>	<b>100.0%</b>	<b>5,830.7</b>	<b>100.0%</b>	<b>887.9</b>	<b>18.0%</b>
Other operating expense ratios to operating income.						
<b>(Cost-to-income ratio)<sup>(2)</sup></b>		<b>36.7%</b>		<b>39.9%</b>		

**Remarks:** <sup>(1)</sup> Others include document transportation expenses, marketing expenses,

<sup>(2)</sup> Other operating expense ratios The cost-to-income ratio is calculated by dividing the ratio of other operating expenses divided by operating income.

Operational Efficiency

	Year 2023	Year 2024	Change
Number of Lending branches	500	500	0
Number of Deposit Branches	28	30	2
Other operating expense ratios per operating income (%)	36.6%	39.9%	3.3%
Loan Volume per Loan Branch <sup>(1)</sup> (Million Baht)	300.1	308.4	2.8%
Amount of deposits per deposit branch <sup>(2)</sup> (Million Baht)	4,324.5	4,572.4	5.7%
Number of customers (CIF)	345,099	470,556	36.4%

**Remarks:** <sup>(1)</sup> Operating income per branch is calculated from operating income divided by the average number of branches each year, which is the number of branches at the beginning of the year combined with the number of branches at the end of the year and divided by two.

<sup>(2)</sup> Loan volume per loan branch is calculated from loans to receivables and accrued interest and allowance for expected credit losses divided by the average number of lending branches each year, which is based on the number of lending branches at the beginning of the year combined with the number of lending branches at the end of the year, and divide by two.

Other operating expenses of the Bank increased by 18.0 percent from 4,942.8 million baht for the year ended December 31, 2023 to 5,830.7 million baht for the year ended December 31, 2024, this was mainly due to an increase in employee expenses of 567.8 million baht in line with the increase in the number of employees follow the growth of the Bank and the expansion of deposit branches. In 2024, the Bank increased the number of deposit branches by 2 branches at Mega Bangna and Siam Paragon for a total of 30 branches and increasing RM employees, cashiers, and accelerating debt and legal collection to increase more debt collection capacity, expenses related to buildings and

equipment increased by 80.5 million baht from the continuous investment to improve and develop the information technology system in the digital transformation and the security infrastructure of the information technology system and an increase in taxes of 70.0 million baht, which is in line with the higher number of contract transactions of the bank including more online marketing.

However, other operating expense ratios to the Bank’s operating income are still at a low level if compared to the industry at 39.9 percent for the year ended December 31, 2024.

## Expected credit losses

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Expected credit losses</b>						
Investments in debt instruments measured at fair value through other comprehensive gains and losses.	(20.1)	(0.5%)	(11.3)	(0.3%)	8.8	(43.8%)
Loans to receivables and accrued interest and interest income that are not yet due.	4,079.5	99.9%	4,231.2	99.6%	151.7	3.7%
Other financial assets	22.4	0.5%	29.1	0.7%	6.7	29.9%
Credit line obligations and financial guarantee agreements	1.5	0.1%	(0.1)	(0.0%)	(1.6)	(106.7%)
<b>Total</b>	<b>4,083.3</b>	<b>100.0%</b>	<b>4,248.9</b>	<b>100.0%</b>	<b>165.6</b>	<b>4.1%</b>
<b>Expected credit loss to average credit cost) <sup>(1)</sup>bps)</b>	<b>296</b>		<b>265</b>			

**Remark:** <sup>(1)</sup> Expected credit losses per average lending (bps) are calculated by taking out expected credit losses divided by loans to receivables, including accrued interest and average unpaid interest income at the beginning of the period and at the end of the period.

The Bank has set an expected credit loss of 4,248.9 million baht for the year ended December 31, 2024, this was an increase of 4.1 percent compared to the expected credit loss of 4,083.3 million baht for the year ended December 31, 2023, this is in line with the growth of loans to debtors. However, the ratio of expected credit losses to average loans decreased compared to the previous year due to the expected return to normal credit losses in the second half of 2024, the main factor from emerging non-performing loans decreased from better debt management and quality after the Bank added a collection team in the first quarter of 2024 to enhance its ability to take care of customers more effectively.

As a result of the above provisions, the ratio of expected credit losses to the average loans of the Bank has been decreased to 265 bps for the year ended December 31, 2024, compared to 296 bps for the year ended December 31, 2023.

## Income tax expenses

The Bank's income tax expense was 912.6 million baht. An increase of 1.8 percent from 895.5 million baht. This is in line with the increase in the Bank's profit before income tax.

## Profit for the year/period

Net profit for the year 2024 was 3,624.0 million baht. An increase of 1.9 percent from 3,556.8 million baht for the 2023 period, the main factor was the increase in interest income, which was in line with the Bank's higher loans. However, the Bank's earnings per share were 2.95 baht per share in 2024, a slight decrease from 3.05 baht per share in 2023 as a result of an increase in paid-up capital from 1,164,583,332 shares to 1,234,839,222 shares this is from the increase of issued and paid-up capital from the initial public offering (IPO) and the exercise of the right to purchase capital increase shares of the Bank issued to senior executives or MSOPs.

## Important Items in the Statement of Financial Position

### Assets

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
Cash	513.4	0.3%	535.2	0.3%	21.8	4.2%
Net interbank and money market items	15,484.7	9.5%	16,346.7	8.9%	862.0	5.6%
Financial assets measured at FVTPL	-	-	20.5	0.0%	20.5	100.0%
Net Investments	2,993.7	1.8%	2,149.4	1.2%	(844.3)	(28.2%)
Loans to receivables and net accrued interest	140,180.6	85.8%	159,731.3	87.2%	19,550.7	13.9%
Net properties for sale	910.8	0.6%	1,073.8	0.6%	163.0	17.9%
Net Building and Equipment	1,340.8	0.8%	1,479.7	0.8%	138.9	10.4%
Net Intangible Assets	245.3	0.1%	281.9	0.2%	36.6	14.9%
Deferred tax assets	211.5	0.1%	81.0	0.0%	(130.5)	(61.7%)
Net Other Assets	1,563.5	1.0%	1,402.3	0.8%	(161.2)	(10.3%)
<b>Total Assets</b>	<b>163,444.3</b>	<b>100.0%</b>	<b>183,101.8</b>	<b>100.0%</b>	<b>19,657.5</b>	<b>12.0%</b>

### Net interbank and money market items

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Domestic</b>						
Bank of Thailand	2,864.4	18.5%	2,465.9	15.1%	(398.5)	(13.9%)
Commercial Banks	9,445.6	61.0%	7,659.0	46.9%	(1,786.6)	(18.9%)
Specialized Financial Institutions	3,000.0	19.4%	6,000.0	36.7%	3,000.0	100.0%
Other financial institutions	-	0.0%	50.0	0.3%	50.0	100.0%
<b>Total</b>	<b>15,310.0</b>	<b>98.9%</b>	<b>16,174.9</b>	<b>99.0%</b>	<b>864.9</b>	<b>5.6%</b>

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
Plus accrued interest income and interest income that is not yet due.	3.6	0.0%	1.7	0.0%	(1.9)	(52.8%)
<b>Domestic Inclusion</b>	<b>15,313.6</b>	<b>98.9%</b>	<b>16,176.6</b>	<b>99.0%</b>	<b>863.0</b>	<b>5.6%</b>
foreign						
US Dollar	171.1	1.1%	170.1	1.0%	(1.0)	(0.6%)
<b>Total</b>	<b>171.1</b>	<b>1.1%</b>	<b>170.1</b>	<b>1.0%</b>	<b>(1.0)</b>	<b>(0.6%)</b>
Plus accrued interest income and interest income that is not yet due.	-	-	-	-	-	-
Overseas	171.1	1.1%	170.1	1.0%	(1.0)	(0.6%)
<b>Total</b>	<b>15,484.7</b>	<b>100.0%</b>	<b>16,346.7</b>	<b>100%</b>	<b>862.0</b>	<b>5.6%</b>

## Net Investments

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Investments in debt securities that measure fair value through comprehensive profit and loss</b>						
Government and State-Owned Enterprises Securities	2,971.6	99.3%	2,134.9	99.4%	(836.7)	(28.2%)
Private debt securities	19.7	0.6%	12.1	0.6%	(7.6)	(38.6%)
<b>Total</b>	<b>2,991.3</b>	<b>99.9%</b>	<b>2,147.0</b>	<b>99.9%</b>	<b>(844.3)</b>	<b>(28.2%)</b>
Allowance for potential credit losses	(18.8)	(0.6%)	(8.0)	(0.4%)	(26.8)	142.6%
<b>Investments in equities that measure fair value through comprehensive profit and loss</b>						
Equities that are not in demand in the domestic market.	2.4	0.1%	2.4	0.1%	-	0%
<b>Total</b>	<b>2.4</b>	<b>0.1%</b>	<b>2.4</b>	<b>0.1%</b>	<b>-</b>	<b>0%</b>
<b>Total Net Investment</b>	<b>2,993.7</b>	<b>100.0%</b>	<b>2,149.4</b>	<b>100.0%</b>	<b>(844.3)</b>	<b>(28.2%)</b>

## Net properties for sale

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
Real estate	907.7	99.7%	1,076.5	100.3%	168.8	18.6%
Vehicles	4.6	0.5%	-	-	-	-
<b>Total</b>	<b>912.3</b>	<b>100.2%</b>	<b>1,076.5</b>	<b>100.3%</b>	<b>164.2</b>	<b>18.0%</b>
Less allowance for impairment losses	(1.5)	(0.2%)	(2.7)	(0.3%)	1.2	80.0%
<b>Net properties for sale</b>	<b>910.8</b>	<b>100.0%</b>	<b>1,073.8</b>	<b>100.0%</b>	<b>163.0</b>	<b>17.9%</b>

Net properties for sale are unsold assets received from debt repayment, including assets under the Bank of Thailand's (BOT) measures to support the transfer of collateral for debt repayment or the debt moratorium program to assist potential business operators who need time to recover from the impact of COVID-19. The Bank of Thailand will provide loans to banks in the form of low-interest loans (soft loans) to facilitate the transfer of assets as collateral to pay off outstanding debts. This is conditional on the debtor's ability to buy back within 3-5 years at the transferred price, with the right to lease the property back for normal business operations. Most of the real estate involved consists of land and buildings. However, the debt moratorium program ended in April 2023.

In addition, the bank uses a method of valuing properties for sale similar to the method applied to properties for sale under the debt suspension program, using an external appraiser for valuation. The assessment period differs: for the Bank's unsold assets received from debt repayment, the valuation is conducted annually, while assets under the BOT's measures to support the transfer of collateral for debt repayment are assessed every 5 years.

Net properties for sale increased from 910.8 million baht as of December 31, 2023, to 1,073.8 million baht as of December 31, 2024, mainly due to the increase in debtors who transferred assets for debt repayment compared to the previous year.



## Net Building and Equipment

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
Building	227.1	16.9%	217.1	14.7%	(9.9)	(4.4%)
Rental Building Renovation	115.2	8.6%	135.3	9.1%	20.1	17.4%
Furnishings & Office Supplies	51.8	3.9%	53.4	3.6%	1.6	3.1%
Computers and equipment	132.6	9.9%	179.8	12.2%	47.2	35.6%
Right-of-Use Assets	801.1	59.7%	891.0	60.2%	89.9	11.2%
Other	13.0	1.0%	3.1	0.2%	(9.9)	(76.2%)
<b>Total Net Building &amp; Equipment</b>	<b>1,340.8</b>	<b>100.0%</b>	<b>1,479.7</b>	<b>100.0%</b>	<b>139.0</b>	<b>10.4%</b>

Net building and equipment increased from 1,340.8 million baht as of December 31, 2023 to 1,479.7 million baht as of December 31, 2024. Increase in Right of Use assets of leases due to the renewal of leases for office buildings and branches. The increase in the renovation of leased buildings due to the opening of new branches, as well as the increase in computers and equipment to improve the Bank's work efficiency.

## Net Intangible Assets

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
Computer Software	118.8	48.4%	165.4	58.7%	46.6	39.2%
ITMX Service Entry Fee <sup>(1)</sup>	32.6	13.3%	32.6	11.6%	-	0.0%
Computer software in development	93.9	38.3%	83.8	29.7%	(10.1)	(10.8%)
<b>Total Net Intangible Assets</b>	<b>245.3</b>	<b>100.0%</b>	<b>281.8</b>	<b>100.0%</b>	<b>36.5</b>	<b>14.9%</b>

**Note:** <sup>(1)</sup> ITMX services are: Services from external providers providing services to the Bank regarding Prompt Pay system, ATM and Micro Pay E-Wallet system.

Net intangible assets increased from Baht 245.3 million as of December 31, 2023 to 281.8 million baht as of December 31, 2024, mainly due to an increase in computer software to improve work efficiency, provide services to customers, and continuously develop mobile applications of the Bank.

## Net Other Assets

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
Advance Expenses - TCG	205.2	13.1%	208.1	14.8%	2.9	1.4%
Debtors are waiting for compensation from the government according to the government policy transactions.	201.8	12.9%	189.3	13.5%	(12.5)	(6.2%)
Accounts Receivable	354.4	22.7%	243.0	17.3%	(111.4)	(31.4%)
Accrued fee income	86.4	5.5%	52.7	3.8%	(33.7)	(39.0%)
Advance payment on behalf of the customer	194.0	12.4%	294.3	21.0%	100.3	51.7%
Contractual collateral	113.8	7.3%	168.9	12.0%	55.1	48.4%
Net Other Receivables	208.1	13.3%	100.6	7.2%	(107.5)	(51.7%)
Deposit and security deposit	74.9	4.8%	82.3	5.9%	7.4	9.9%
Counter Service Receivables	34.7	2.2%	18.3	1.3%	(16.4)	(47.3%)
Other	90.2	5.8%	44.7	3.2%	(45.5)	(50.4%)
<b>Total</b>	<b>1,563.5</b>	<b>100.0%</b>	<b>1,402.2</b>	<b>100.0%</b>	<b>(161.3)</b>	<b>(10.3%)</b>

Net other assets decreased from 1,563.5 million baht as of December 31, 2023 to 1,402.2 million baht as of December 31, 2024, mainly due to a decrease in receivables by 111.4 million baht. Net other receivables decreased by Baht 107.5 million. In terms of the annual fee of the guarantee scheme (TCG) with some customers, the Bank will charge customers for the following month and debtors awaiting compensation from the government according to government policy transactions from the special soft loan program from the Ministry of Finance, a decrease of 12.5 million baht.

## Tiered loans and allowances for expected credit losses

	Year 2023		Year 2024	
	Loans	Allowance for expected credit losses	Loans	Allowance for expected credit losses
Tier 1 (Financial Assets with no IncreaseSignificant credit risk)	128,753.6	3,173.7	145,320.3	2,557.6
Tier 2 (Financial Assets with Increase) Significant credit risk)	14,262.7	2,383.7	16,833.6	3,095.4
Tier 3 (Impairment Financial Assets Credit)	7,037.5	4,315.8	8,316.5	5,086.0
<b>Total</b>	<b>150,053.8</b>	<b>9,873.2</b>	<b>170,470.4</b>	<b>10,739.0</b>

As of December 31, 2024, the allowance for expected credit losses for loans was 10,739.0 million baht. This was an increase of 865.8 million baht or 8.8% from the same period last year, which was in line with the growth of loans to debtors. However, the expected allowance for credit losses to non-performing loans was 148.6 percent as of 31 December 2024, down from 161.4 percent as of December 31, 2023.

## Credit Quality

	Year 2023	Year 2024	Change
<b>Gross NPLs (Million Baht)</b>			
<b>Non-performing loans by business type</b>			
MicroSME Business Loans	3,597.7	3,995.5	397.8
Nano and Microcredit Loans for Traders	2,191.1	2,453.3	262.2
Home Loans	290.4	563.1	272.7
Personal Loan	29.1	203.7	174.6
Other Microloans	7.3	12.8	5.5
<b>Total non-performing loans</b>	<b>6,115.6</b>	<b>7,228.4</b>	<b>1,112.8</b>
<b>Gross NPLs ratio</b>			
Gross NPLs ratio <sup>(1)</sup>	4.2%	4.4%	0.2%
<b>Gross NPLs ratio by business type</b>			
MicroSME Business Loans	3.7%	3.7%	0.0%
Nano and Microcredit Loans for Traders	9.8%	11.1%	1.3%
Home Loans	1.3%	2.2%	0.9%
Personal Loan	1.0%	3.1%	2.1%
Other microloans	2.8%	5.6%	2.8%
<b>Allowance for expected credit losses</b>			
Expected credit loss (Million Baht)	4,079.5	4,231.2	151.7
Allowance for expected credit losses (Million Baht)	9,873.2	10,739.0	865.8
Allowance for Expected Credit Losses to Non-Performing Loans <sup>(2)</sup> (percent) .....	161.4%	148.6%	(12.8%)
Expected credit loss allowance ratio to total loans <sup>(3)</sup> (percent) .....	6.8%	6.6%	(0.2%)

**NOTE:** <sup>(1)</sup> Non-performing loans to total loans are calculated from loans with credit impairment divided by the total amount of loans to debtor for that period.

<sup>(2)</sup> Allowance for expected credit losses to non-performing loans calculated based on the expected credit loss allowance that will occur to non-performing loans before deducting allowances for expected credit losses for that period.

<sup>(3)</sup> Allowance for expected credit losses to total loans calculated by taking allowance for expected credit losses occur divided by the loan to debtors for that period.

### Non-performing loans before allowance for expected credit losses (gross NPLs) and gross NPLs ratio

Non-performing loans before allowance for expected credit losses (Gross NPLs) increased by 18.2 percent from 6,115.6 million baht as of December 31, 2023 to 7,228.4 million baht as of December 31, 2024. The gross NPLs ratio increased slightly from 4.2 percent as at December 31, 2023 to 4.4 percent as at December 31, 2024, in line with the Bank's forecast. This is mainly due to the end of the BOT's debtor assistance measures in 2023, resulting the increase in non-performing loans, as well as uncertain overall domestic economic conditions, which may affect the credit quality and solvency of bank debtors, such as the Thai economic outlook is expected to recover slowly, the high proportion of household debt and uncertainty of economic and political policy.

### Allowance for Expected Credit Losses to Non-Performing Loans (coverage ratio)

Allowance for Expected Credit Losses to Non-Performing Loans, the coverage ratio decreased from 161.4 percent as of December 31, 2023 to 148.6 percent as of December 31, 2024, mainly due to non-performing loans before allowance for expected credit losses (gross NPLs) increased as mentioned above. However, the Bank will continue to help debtors with interest rate reduction, installment reduction, extension of debt repayment period, etc.

## Debt

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
Deposit	116,761.6	80.0%	132,599.5	82.8%	15,837.9	13.6%
Interbank and money market transactions	22,757.4	15.6%	20,257.7	12.7%	(2,499.7)	(11.0%)
Debt repayment when asked	145.6	0.1%	45.1	0.0%	(100.5)	(69.0%)
Derivative liabilities	152.1	0.1%	165.2	0.1%	13.1	8.6%
Bonds issued and loans	2,611.8	1.8%	2,635.7	1.7%	23.9	0.9%
Debt Estimation	296.4	0.2%	379.2	0.2%	82.8	27.9%
Other liabilities	3,214.3	2.2%	3,987.2	2.5%	772.9	24.0%
<b>Total</b>	<b>145,939.2</b>	<b>100.0%</b>	<b>160,069.6</b>	<b>100.0%</b>	<b>14,130.4</b>	<b>9.7%</b>

## Deposits by Type

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
Current Account	113.8	0.1%	114.0	0.1%	0.2	0.2%
Savings Account	36,456.8	31.2%	36,368.3	27.4%	(88.5)	(0.2%)
Time Deposit Account	80,191.0	68.7%	96,117.2	72.5%	15,926.2	19.9%
<b>Total Deposit</b>	<b>116,761.6</b>	<b>100.0%</b>	<b>132,599.5</b>	<b>100.0%</b>	<b>15,837.9</b>	<b>13.6%</b>
1 year and less than 1 year	100,955.2	86.5%	128,622.9	97.0%	27,667.7	27.4%
More than 1 year	15,806.4	13.5%	3,976.6	3.0%	(11,829.8)	(74.8%)
Rollover Rate <sup>(1)</sup>		94.0%		95.9%		
Current and Savings Ratio (CASA)		31.3%		27.5%		
Loan to deposit ratio <sup>(2)</sup>		123.5%		123.0%		

**Note:** <sup>(1)</sup> Rollover Rate is the rate at which the customer deposits funds with the Bank continuously when the deposit products available with the Bank have expired.

<sup>(2)</sup> Loan-to-deposit ratio Calculated by dividing the loan amount to the debtor by the deposit at the end of the period.

## Interbank transactions and net money markets

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
<b>Domestic</b>						
Bank of Thailand	18,651.7	82.0%	15,803.4	78.0%	(2,848.3)	(15.3%)
Specialized Financial Institutions	26.2	0.1%	467.5	2.3%	441.3	1,684.4%
Others	524.9	2.3%	441.8	2.2%	(83.1)	(15.8%)
<b>Total</b>	<b>19,202.8</b>	<b>84.4%</b>	<b>16,712.7</b>	<b>82.5%</b>	<b>(2,490.1)</b>	<b>(13.0%)</b>
<b>Foreign</b>						
US Dollar	3,554.6	15.6%	3,545.0	17.5%	(9.6)	(0.3%)
<b>Total of Overseas</b>	<b>3,554.6</b>	<b>15.6%</b>	<b>3,545.0</b>	<b>17.5%</b>	<b>(9.6)</b>	<b>(0.3%)</b>
<b>Total of Domestic and International</b>	<b>22,757.4</b>	<b>100.0%</b>	<b>20,257.7</b>	<b>100.0%</b>	<b>(2,499.7)</b>	<b>(11.0%)</b>

The Bank's deposits as of December 31, 2024 were 132,599.5 million baht. An increase of 15,837.9 million baht or 13.6% from the same period of the previous year. This was mainly due to the significant growth in fixed deposit products of 15,926.2 million baht or 19.9 percent, supporting the growth of loans, as well as the opening of two additional deposit branches in 2024.

The ratio of current deposit and savings to total deposits (CASA) was 27.5 percent, a decrease from the same period last year, as fixed deposits increased more than current deposits and savings deposits. However, the ratio of loans to deposits remained high at 123.0 percent as of December 31, 2024, a decrease from 123.5 percent as of December 31, 2023.

## Shareholders' Equity

Registered Capital  
 Issued and paid-up capital  
 Excess share value  
 Other elements of the owner's equity.  
 Retained earnings  
     Allocated  
         Legal reserve  
     Not yet allocated

	Year 2023	Year 2024	Change
	Million Baht	Million Baht	Million Baht
Registered Capital	6,174.2	6,174.2	-
Issued and paid-up capital	5,822.9	6,174.2	351.3
Excess share value	768.2	2,329.3	1,561.1
Other elements of the owner's equity.	(12.2)	(12.9)	0.7
Retained earnings			
Allocated			
Legal reserve	569.4	617.4	48.0
Not yet allocated	10,356.8	13,924.3	3,567.5
<b>Total</b>	<b>17,505.1</b>	<b>23,032.3</b>	<b>5,527.2</b>

## Bonds issued and loans

	As of December 31, 2023		
	Year of Maturity	Interest Rate (%)	Amount (Million Baht)
Subordinated debentures that are counted as Tier 1 funds	2569 <sup>(1)</sup>	5%	935.7
Subordinated debentures that are counted as Tier 2 funds	2576	6%	1,700.0
<b>Total</b>			<b>2,635.7</b>

	As of December 31, 2024		
	Year of Maturity	Interest Rate (%)	Amount (Million Baht)
Subordinated debentures that are counted as Tier 1 funds	2569 <sup>(1)</sup>	5%	911.8
Subordinated debentures that are counted as Tier 2 funds	2576	6%	1,700.0
<b>Total</b>			<b>2,611.8</b>

**NOTE:** <sup>(1)</sup> It is the year in which the right to redeem early begins.



The Bank's owner's equity as of December 31, 2024 was 23,032.3 million baht. This was an increase of 31.6 percent from 17,505.1 million baht as of December 31, 2023, mainly due to the increase in the value of ordinary shares and excess ordinary shares from the Bank's initial public offering (IPO) in February 2024, Increase in issued and paid-up capital from the exercise of the right to purchase newly issued shares of the Bank issued to senior executives or MSOP. This includes an increase in profits incurred during the period.

## Capital

	Year 2023		Year 2024		Change	
	Million Baht	%	Million Baht	%	Million Baht	%
Common Equity Tier 1	15,431.4	80.3%	20,477.1	83.7%	5,045.7	32.7%
Additional Tier 1	861.1	4.5%	861.1	3.5%	-	0.0%
Total Tier 1 capital	16,292.5	84.8%	21,338.2	87.2%	5,045.7	31.0%
Tier 2 capital	2,919.3	15.2%	3,132.4	12.8%	213.1	7.3%
<b>Total capital</b>	<b>19,211.8</b>	<b>100.0%</b>	<b>24,470.6</b>	<b>100.0%</b>	<b>5,258.8</b>	<b>27.4%</b>
<b>Risk Assets</b>	<b>118,002.6</b>		<b>138,581.4</b>		<b>20,578.8</b>	<b>17.4%</b>

## Capital Adequacy Ratio

	Year 2023	Year 2024	Change
	%	%	%
Common Equity Tier 1 to Risk Assets	13.1%	14.8%	1.7%
Tier 1 to Risk Assets	13.8%	15.4%	1.6%
Total capital to risk asset ratio	16.3%	17.7%	1.4%

As of December 31, 2024, the Bank has legal capital in accordance with Basel III criteria. 24,470.6 million baht. It is divided into Tier 1 legal funds of 21,338.2 million baht. The Tier 1 fund increased from the same period last year. The main factor was the increase in the value of ordinary shares and the excess value of ordinary shares from the Bank. The initial public offering (IPO) was held and was divided into Tier 2 legal funds of Baht 3,132.4 million.

In addition, the Bank's total capital-to-risk asset ratio was 17.7 percent, the Tier 1 capital ratio to risky assets was 15.4 percent, and the Tier 1 equity ratio to risky assets was 14.8 percent, which was higher than the minimum rate set by the BOT of 11.0 percent, 8.5 percent and 7.0 percent, respectively.

## Cash Flow Statement

	Year 2023 Million Baht	Year 2024 Million Baht	Change Million Baht
Net cash is derived from (spent in) operating activities.	(4,286.4)	(2,247.9)	2,038.5
Net cash earned from (spent in) investment activities.	(357.1)	799.3	1,156.4
Net cash is derived from (spent in) financing activities.	4,652.8	1,470.4	(3,182.4)
<b>Cash and cash equivalents net increase (decrease)</b>	<b>9.3</b>	<b>21.8</b>	<b>12.5</b>
Cash and cash equivalents at the start of the year/period	504.1	513.4	9.3
<b>Cash and cash equivalents at the end of the year/period</b>	<b>513.4</b>	<b>535.2</b>	<b>21.8</b>

## Net Cash Flow from (Spent In) Operating Activities

For the year ended December 31, 2024, net cash spent from the Bank's operating activities amounted to 2,247.9 million baht, decreased from 4,286.4 million baht. For the year ended December 31, 2023, this was mainly due to an increase in loans to receivables of 22,382.4 million baht from the previous year, in line with spending more loans in interbank and money market activities of 3,340.8 million baht (1). This was mainly due to the Bank's excess liquidity management, which was offset by an increase in deposits of 15,876.6 million baht and operating profit before changes in operating assets and liabilities of 7,955.9 million baht.

<sup>(1)</sup> Interbank and money market transactions including assets and liabilities.

## Net cash flow from (spent in) investment activities

For the year ended December 31, 2024, net cash from the Bank's investment activities amounted to 799.3 million baht from the previous cash flow from use 357.1 million baht. For the year ended December 31, 2023, this was mainly due to cash received from the disposal and redemption of investments measured at fair value through other comprehensive gains and losses of 15,900.1 million baht, cash was offset by the purchase of investments measured at fair value through other comprehensive gains and losses of 14,968.3 million baht and cash for the purchase of buildings and equipment of 174.5 million baht.

## Net cash flow from (spent in) financing activities

For the year ended December 31, 2024, net cash earned from the Bank's financing activities amounted to 1,470.4 million baht, a decrease from 4,652.8 million baht for the year ended December 31, 2023. The mainly reason for this decrease was the cash received from issuing common shares amounting to 1,833.4 million baht, offset by cash payments for interest on long-term loans and subordinated debentures of 298.8 million baht.

## Debt Burden

As of December 31, 2024, the Bank's total interest-bearing liabilities were subordinated debt securities with a par value of 1,150 million baht, the interest rate is 5% per annum and the interest payment is scheduled twice a year in May and November every year. The Bank has the right to start redeeming its subordinated debt securities in 2026, and the subordinated debt securities distribute in a limited circle with a par value of 1,700 million baht, the interest rate is 6% per annum and the interest payment is scheduled twice a year in June and December every year for a period of 10 years.

	As of December 31, 2024			
	Fully paid in installments (Million Baht)			
	Total	Within 1 year	More than 1 year to 5 years	More than 5 years
<b>Obligations from Operating Leases</b>				
Obligations from Operating Leases	63.3	35.6	27.7	-
<b>Capital expenditure obligations</b>				
Other buildings and computer systems	121.2	111.0	10.2	-
<b>Other obligations</b>				
Consulting fees and service fees for computer systems	32.0	26.5	5.5	-
Employment contracts and other service charges	89.0	47.7	41.2	-
<b>Total</b>	<b>305.4</b>	<b>220.8</b>	<b>84.6</b>	<b>-</b>
	As of December 31, 2023			
	Fully paid in installments (Million Baht)			
	Total	Within 1 year	More than 1 year to 5 years	More than 5 years
<b>Obligations from Operating Leases</b>				
Obligations from Operating Leases	67.6	42.2	25.4	-
<b>Capital expenditure obligations</b>				
Other buildings and computer systems	124.8	114.5	10.3	-
<b>Other obligations</b>				
Consulting fees and service fees for computer systems	31.8	23.9	7.9	-
Employment contracts and other service charges	112.4	56.3	56.1	-
<b>Total</b>	<b>336.6</b>	<b>236.9</b>	<b>99.7</b>	<b>-</b>

## 4.3 Financial Ratios

### Liquidity Ratio

Liquid Asset Ratio<sup>(1)</sup>

Liquidity Ratio<sup>(2)</sup> (Times)

Average Cash Flow Ratio<sup>(3)</sup> (Times)

### Profitability ratio

Net Profit Margin<sup>(4)</sup>

Average Return on Equity<sup>(5)</sup>

Average Return on Investment<sup>(6)</sup>

Average rate of return on income-generating assets<sup>(7)</sup>

Average Financial Cost<sup>(8)</sup>

Net Interest Rate Margin<sup>(9)</sup>

Net Interest Income Margin<sup>(10)</sup>

### Operational efficiency ratio

Net Interest Income to Average Assets<sup>(11)</sup>

Average Non-Interest Income to Total Assets<sup>(12)</sup>

Return on Average Assets<sup>(13)</sup>

Average Asset Turnover<sup>(14)</sup>

December 31		
2022	2023	2024
Presented as a percentage, unless otherwise stated.		
18.1%	13.6%	12.5%
0.19	0.15	0.13
(0.04)	(0.04)	(0.02)
20.9%	26.4%	24.8%
18.9%	22.3%	17.9%
0.5%	2.0%	2.7%
9.86%	10.04%	10.58%
1.45%	1.87%	2.27%
8.41%	8.17%	8.31%
8.9%	8.7%	8.6%
8.6%	8.7%	8.5%
0.1%	0.1%	(0.1%)
1.82%	2.32%	2.09%
8.7%	8.8%	8.4%

December 31		
2022	2023	2024
Presented as a percentage, unless otherwise stated.		
9.4	8.6	7.5
106.0%	120.6%	120.6%
106.9%	123.5%	123.0%
88.1%	80.0%	82.8%
-	-	20.3*
177.4%	161.4%	148.6%
6.9%	6.8%	6.6%
0.3%	1.0%	0.9%
3.9%	4.2%	4.4%
3.6%	3.9%	4.3%
15.2%	16.3%	17.7%
14.1%	13.8%	15.4%
12.9%	13.1%	14.8%
39.5%	36.7%	39.9%
338	296	265

**Note:**

- (1) Liquid-asset ratio is calculated by taking the sum of cash, interbank transactions and net money market (assets). Financial assets that are measured in fair value through profit or loss and net investments, divided by the sum of deposits and transactions between banks and money markets (liabilities) at the end date of that period.
- (2) Liquidity ratio is calculated by taking the total current assets, divided by the total current liabilities at the end date of that period. Total current assets consist of cash, interbank transactions, and net money market (assets), financial assets that measure fair value through profit or loss, and net investment.
- (3) Total current liabilities consist of deposits not exceeding 1 year and transactions between banks and money markets (liabilities).
- (4) The average cash flow liquidity ratio is calculated based on cash flow from operations divided by the average current liabilities at the beginning and the end of the period. Total current liabilities consist of deposits not exceeding 1 year and transactions between banks and money markets (liabilities).
- (5) Net profit margin is calculated based on the latest 12 months of net profit. Divide by the total operating income for the last 12 months for that period.

- (5) Average return on equity is calculated by taking the net profit for the period divided by the average total equity at the beginning and at the end of the period.
- (6) Average total of return on invested capital is calculated by taking the sum of interest income from interbank transactions and the money market, interest income from investments and profit (loss) from investments divided by the sum of net interbank and money market transactions (assets) and average net investments at the beginning and at the end of the period.
- (7) Average rate of return on income-generating assets is calculated based on interest on income-generating financial assets, divided by the monthly average balance of income-generating financial assets. Income-generating assets are calculated from the total amount of loans to receivables, net interbank and money market transactions (assets), and net investments.
- (8) Average financial cost is calculated by taking interest expense and dividing by the monthly average balance of financial liabilities that incur expenses, calculated from the total amount of deposits, interbank and money market transactions (liabilities), debt instruments issued, and loans.
- (9) Net interest rate margin is calculated by taking the return on financial assets that generate average income, subtracting the average finance cost for that period.
- (10) Net interest income margin is calculated by dividing net interest income and income-generating assets, consisting of transactions between banks and money markets, investments, and loans to the average debtor at the beginning and end of the period.
- (11) The ratio of net interest income to average assets is calculated by dividing net interest income by the average total assets at the beginning and at the end of the period.
- (12) Average non-interest income to total assets ratio calculated by dividing net non-interest income by average total assets at the beginning and end of the period, non-interest income, including net fee and service income, net loss from foreign exchange transactions. Net profit from investments and other operating income.
- (13) Return on Average Assets is calculated based on net profit divided by the average total assets at the beginning and at the end of the period.
- (14) Average asset turnover rate is calculated by taking total revenue divided by the average total assets at the beginning and at the end of the period, total income, including net interest income. Net fee and service income Net loss from foreign exchange transactions Net profit from investments and other operating income
- (15) Average debt-to-equity ratio is calculated by taking the average total debt divide by the average equity at the beginning and at the end of the period.
- (16) Loan-to-loan ratio calculated by lending money to debtors divide by the sum of the deposits, debt repayment upon demand and debt securities issued and loans at the end of the period.
- (17) Loan-to-deposit ratio calculated by lending money to debtors divide by the deposit at the end of the period.
- (18) Total Deposits to Liabilities Ratio calculated from deposits divide by total liabilities at the end of the period.
- (19) Dividend Payout Rate calculated from the use of dividends divided by net profit at the end of the period.
- (20) Allowance for expected credit losses to non-income-generating loans calculated by taking the allowance for expected credit losses divided by non-income-generating loans for that period.
- (21) Allowance for expected credit losses to total loans, calculated by taking the allowance for expected credit losses divided by the loan to the debtor for that period.
- (22) Ratio of bad debts to total loans calculated from the write-off bad debt of loans to debtors, and accrued interest and interest income that is not yet due, divide by loans to debtors and accrued interest and interest income that is not yet due for that period.
- (23) Non-performing loans to total loans are calculated from loans with credit impairment divide by the total amount of loans to the debtors for that period.
- (24) Ratio of accrued interest and Interest income that is not yet due to be paid per the total loan calculated from accrued interest and interest income that is not yet due divided by loans to receivables including accrued interest and interest income that is not yet due.
- (25) Capital adequacy ratio is calculated by dividing the sum of Tier 1 and Tier 2 funds by risk assets for that period.
- (26) Common Equity Tier 1 assets ratio is calculated by combining Tier 1 equity and Tier 1 funds as financial instruments divide by risk assets for that period.
- (27) Common Equity Tier 1 calculated by taking the Tier 1 fund that is the owner's equity divided by the risk assets for that period.
- (28) Ratio of operating expenses to total operating income calculated by taking the sum of employee expenses, remuneration of directors, buildings and equipment expenses, taxes, and other expenses divided by total operating income.
- (29) Expected credit losses per average loans (bps) are calculated by taking the expected credit losses divided by loans to receivables, including accrued interest and unpaid interest income, average at the beginning and at the end of the period.

\* Currently under consideration for approval by the Annual General Meeting of Shareholders for the year 2025



## 4.4 Factors or Events that May Significantly Affect Financial Position or Performance in the Future

The global economic outlook in the near future remains uncertain, which may affect the bank's operations such as economic slowdown in major economies, trade countermeasures between the U.S. and China, escalating conflicts in the Middle East, and slow recovery in consumer spending in China could have significant impacts. In Thailand, the economic outlook for 2025 is expected to continue growing at a low level, with a slow recovery under pressure from cyclical and structural factors. These include trends in interest rates, industry competition, domestic demand which may slow more than expected, and an overall slowdown in credit and financial products. However, there are supportive factors from the tourism sector, which continues to improve with an increase in foreign tourist arrivals and higher spending per person compared to the previous year. Private consumption is expanding, driven by income factors and additional support from government economic stimulus programs, which may have a greater impact than expected. As a result, financial institutions remain cautious in expanding credit.

Business operations in 2025 are expected to be full of challenges, amidst uncertainties from various factors. The bank expects slight growth in the lending business in 2025, in line with the economic recovery. The bank's main strategy for 2025 will continue to focus on the growth of core lending, with an emphasis on sustainable growth for small business customers and those who lack access to formal credit services. The bank will focus on managing high-quality loans carefully and prudently, ensuring excellence in operations to exceed customer expectations with valuable products and services. The approach will remain customer-centric, designing flexible products that align with the ever-changing business conditions of customers.

Additionally, the bank places great importance on building strong relationships with customers by implementing strategies to understand and engage them, ensuring that the bank can be a key player in driving the growth of their businesses smoothly and sustainably in the future. To respond to both current and future digital trends in the banking industry, the bank is enhancing its information technology capabilities to support digital transformation, marking a crucial step in this ongoing process. Furthermore, the bank focuses on strategies for new business growth to compete cautiously in a growing and challenging market, aligning with the bank's long-term operational plans for effective management and continuous growth..



## 5 General Information and Other Material Facts

### 5.1 General information

<b>Company Name</b>	: Thai Credit Bank Public Company Limited
<b>Head Office Location</b>	: 123, 1 <sup>st</sup> Floor, Thai Life Assurance Building Ratchadapisek Road, Din Daeng Subdistrict, Din Daeng District Bangkok 10400
<b>Telephone</b>	: +66(0) 2697 5454
<b>Fax</b>	: +66(0) 2642 2122
<b>Website</b>	: www.thaicreditbank.com

#### References

#### Securities Registrar

<b>Securities Registrar</b>	: Thailand Securities Depository Co., Ltd. 93 Ratchadapisek Road, Din Daeng Subdistrict, Din Daeng District, Bangkok 10400 Tel: +66(0) 2009 9000 Fax: +66(0) 2009 9991 SET Contact center: +66(0) 2009 9999
-----------------------------	---

#### Auditor

<b>Auditor</b>	: Ms. Thitima Pongchaiyong Certified Public Accountant No. 10728 and/or Mr. Chanchai Sakulkoedsin, Certified Public Accountant No. 6827 and/or Miss Pantip Gulsantithamrong Certified Public Accountant No. 4208 and/or Miss Orawan Chotviriyakul Certified Public Accountant No. 10566  KPMG Bhumchai Audit Limited 1 Empire Tower, 50 <sup>th</sup> Floor, South Sathorn Road, Yannawa, Sathorn Bangkok 10120 Tel: +66(0) 2677 2000 Fax: +66(0) 2677 2222
----------------	--

### 5.2 Other Factors that May Affect Investment Decisions

#### Legal Disputes

The Bank and its Subsidiaries are not parties to the lawsuit or parties in the following cases:

1. The cases that may have a negative impact on the assets of the Bank and its Subsidiaries (cases that the capital amount is more than 5% of the equity of the Bank's shareholders or subsidiaries, as the case may be, as of the end of the latest fiscal year)
2. The cases that have a significant impact on business operations, but the impact cannot be assessed numerically.
3. The cases that are not caused by normal business operations.



Business activity of company and subsidiaries  
Data expressed in units





# Part 2

## Corporate Governance



## 6 Corporate Governance Policy

### 6.1 Overview of Corporate Governance Policies and Guidelines

The Bank is managed by adhering to the principles of good governance in accordance with the rules of the Bank of Thailand, The Securities and Exchange Commission ("the Office") and the Stock Exchange of Thailand (SET). The Company recognizes the importance of business operations and the development of the existing level of corporate governance for long-term sustainable business growth and encourage management that is ethical, transparent, verifiable, and free from corruption. This principle is not only to build confidence in shareholders, investors and all stakeholders but it can also create benefits and good business results for the Bank and overall benefit its competitiveness and sustainable growth of the Bank, whereby the Bank establishes guidelines for good governance and good corporate governance. The details are summarized as follows.

1. Defining the objectives and key goals of the business for sustainability, with the Bank's Board of Directors placing great importance on establishing clear and appropriate objectives and goals for the organization's operations. These goals serve as the guiding principles in shaping a business model that creates value and benefits for the organization, customers, partners, employees, shareholders, stakeholders, and society as a whole
2. The Bank's Board of Directors is responsible for determining or approving a good and effective risk governance framework, which includes risk appetite, policies and strategies for risk management, as well as ensuring that the Bank has a risk management system and process that can process risks as a whole to cover all significant risks (Comprehensive Risk Management Policy and Process).
3. Effective remuneration structure to ensure that the Bank has a remuneration structure that reflects the objectives and risks of each department, takes into account the long-term stability of the Bank, maintains quality personnel, and maintains the honest and efficient performance of personnel.
4. Whistleblowing Policy and Procedure to ensure that the Bank has an internal monitoring process and reports acts that may be illegal against the policy. This will help those involved to be treated fairly and encourage the reporting and resolution of fraud or illegal acts or internal rules widely.
5. Internal control and internal inspection policies has established to monitor and control potential damages and errors in a timely manner.
6. Disclosure of governance information to ensure that the Bank's stakeholders receive important information to make adequate investment decisions or transactions with the Bank. This will help supervise the Bank's operations to be transparent and fair.
7. Maintaining financial credibility and information disclosure to ensure that the system for preparing financial reports and disclosure of important information is accurate, adequate, and timely in accordance with relevant standards rules and related guidelines.
8. Supporting participation and communication with shareholders by ensuring that shareholders are treated equally and that shareholders can fully exercise their basic rights as shareholders.
9. Promoting innovation and responsible business operations by promoting actions to add value to the Bank in accordance with the ever-changing environmental factors. This may cover defining a business model, ways of thinking, the perspectives in the design and development of products and services, analysis, improvement of production processes, services, and work processes, as well as cooperation with partners.

## 6.1.1 Policies and Guidelines on the Board of Directors

### 1. Nomination and Appointment of Directors

The Bank has a process for recruiting personnel to be appointed as directors. Persons who hold the position of directors must go through the process of nomination and remuneration in accordance with the procedures of the law and the principles of good corporate governance. The qualifications are carefully evaluated to obtain individuals with knowledge and expertise according to the specialized knowledge table. The Board Skill Matrix is set forth by presenting to the Nomination and Remuneration Committee to consider the qualifications and suitability and then propose to the Board of Directors for consideration and approval of the appointment or to the shareholders' meeting for the election of directors (As the case may be).

However, Nomination and Remuneration Committee is responsible for considering and selecting and recruiting qualified individuals in terms of experience, knowledge, the ability to benefit banks and others, taking into account the needs of the organization; good corporate governance and a diverse board composition to create diverse opinions in the board of directors from different business backgrounds and experiences.

#### Qualifications of the Directors

- 1) Directors must be persons with knowledge, ability, and experience that is useful and appropriate for business operations, leadership, broad vision, understand the Bank's business operations and be able to see the overall picture of the business well, as well as be able to perform their duties and express opinions independently, be honest and ethical in business operations, and be able to devote sufficient time to performing their duties.
- 2) Directors must be fully qualified and not possess any prohibited characteristics as prescribed in the Public Limited Companies Act B.E. 2535 (1992) (as amended) ("The Public Limited Companies Act, B.E. 2535 (1992), as amended. Public Company") Securities and Exchange Act B.E. 2535 (1992) (as amended) ("Securities Act") Financial Institutions Business Act, B.E. 2551 (2008) (as amended) ("The Financial Institutions Business Act, B.E. 2551 (2008) (as amended) Financial Institution

Business") Payment System Act B.E. 2560 (2017), other laws and regulations, including the BOT's Notification on the Criteria for Considering and Approving the Appointment of Directors manager, the person who has the authority to manage or advise the financial institution must not have any characteristics that indicate lack of suitability to be entrusted to manage the Bank's business as announced by the Securities and Exchange Commission and executives of the company that issued securities in accordance with the Notification of the Capital Market Supervisory Board on the criteria for displaying the names of persons in the information system for the list of directors and executives of the company that issued securities.

- 3) Directors must not engage in business or become partners or directors in other juristic persons in Thailand that are engaged in the same business and are in competition with the business of the Bank and its subsidiaries, whether for their own benefit or the benefit of other persons, unless they notify the shareholders' meeting before the appointment resolution is made. The directors must notify the Bank without delay if there is an interest, directly or indirectly, in a contract entered into or holds by the Bank in shares or debentures, increase or decrease in banks or affiliates.
- 4) The director can be the chairman of the committee or executive directors (one or more); in other companies, not more than 3 business groups, excluding positions in the Bank. If it is a non-business group, each company shall be counted as one business group, and if it is a company acquired by the Bank through debt restructuring, it shall be counted as the same group as the companies in the Bank's financial business group, unless otherwise instructed by the BOT.
- 5) Directors can serve as directors of other listed companies which listed on the stock exchanges both domestically and internationally. The total number of companies shall not exceed 5 companies, including the Bank as one listed company on the Stock Exchange, but excluding companies listed on the Stock Exchange acquired through debt restructuring, unless otherwise instructed by the BOT.



## Definition of Independent Director

In addition to the qualifications of directors, independent directors must have the following additional qualifications:

- 1) The independent directors must meet the requirements of the Capital Market Supervisory Board's announcement on the application for permission and permission to offer newly issued shares, in particular, they have no business or participation in the management of the Bank, or have no interests related to the Bank or any other characteristics that make it unavailable to give opinions or make decisions or vote on the Bank's operations independently.
- 2) Must not be or have been a director who is not an independent director and not be or have been the Chief Executive Officer, Authorized Managing Director, Advisor or Employee of the Bank and its financial business companies, unless such position or status is vacated for a period of not less than 2 years prior to the date of application for approval with the Bank of Thailand, and must not have any business related to or involved in the management of the Bank or have any interests. that may affect their independent decision-making.
- 3) Independent directors shall hold the position for a continuous period of not more than 9 years from the date of their first appointment as independent directors, including the period of office as an independent director in other companies in the Bank's financial business group. In the event that an independent director is to be appointed to continue to hold the position. The Board of Directors of the Bank should reasonably consider such necessity and the independent director must be removed from being a Managing Director, Authorized Management, Advisors or Employees of the Bank and its financial business companies for a period of not less than 2 years prior to the date of application for approval with the Bank of Thailand.

An independent director who has resigned before completing a full 9-year term may be reappointed as an independent director, even if less than 2 years have passed since leaving the position of independent director at the Bank and its financial business group companies, provided that during this period, they have not held positions as a

director, manager, authorized person, consultant, or employee of the Bank or any of its financial business group companies. The term of office must be counted from the term of office of an independent director every time.

## 2. Determination of Remuneration for Directors and Executives

The Nomination and Remuneration Committee is responsible for reviewing the remuneration of directors and propose to the Board of Directors for consideration and approval to the Annual General Meeting of Shareholders by considering remuneration. The directors will consider appropriately, in accordance with their duties and responsibilities, according to the size and business operations as well as the performance of their work, and bring the best interests of shareholders as well as be comparable to organizations in the same business group. The Nomination and Remuneration Committee shall consider and propose the remuneration of the executives appropriate to the assigned roles, duties and responsibilities to the Board of Directors for consideration and approval.

## 3. Independence of the Board of Directors from Management

The obligations of the Board of Directors and the management are clearly separated. In other words, the Chairman of the Board of Directors and the Chief Executive Officer are not the same person. The roles and responsibilities of the Board of Directors and the Chairman of the Board of Directors are determined. The Chief Executive Officer is clearly stated in the Charter.

## 4. Director Development

The Bank promotes and facilitates directors to receive training or participate in seminars in courses that are beneficial for the proper performance of their duties. In order to continuously improve operations.

In case there is a newly appointed director. The Bank provides orientation or information to the directors to be aware of their roles and duties. Responsibilities, Nature of Business, Objectives, Main Goals Vision, Mission and Laws Related to the Bank's Business Operations.

## 5. Evaluation of the Performance of Directors' Duties

In order to comply with the principles of good corporate governance, the Board of Directors shall conduct an evaluation of the performance of the Board of Directors and sub-committees at least once a year, and the Company Secretary and the Secretary of each sub-committee meeting will submit the evaluation form and collect the evaluation results and propose them to the Board of Directors for consideration and development and improvement of operations to achieve the set objectives. There are 2 types of evaluation formats for directors' performance: group and individual evaluations.

### 6.1.2 Policies and Guidelines Relating to Shareholders and Stakeholders

#### 1. Shareholders' Rights and Equal Treatment of Shareholders

The Board of Directors recognizes and attaches importance to the rights of the Bank's shareholders by encouraging shareholders to exercise their rights and not infringe upon the rights of shareholders. Receiving appropriate, adequate, and timely information, as well as being able to fully attend the voting and expressing opinions. The Board of Directors has established a policy on good corporate governance in accordance with the principles of the Stock Exchange of Thailand. Taking into account the rights of shareholders other than those prescribed by law, such as (1) the right to trade shares, (2) the right to share the Bank's profits, (3) the right to receive adequate relevant information through the Bank's website and/or the website of the Stock Exchange of Thailand or by other means. (4) The right to attend the meeting to exercise the right to vote independently at the shareholders' meeting to appoint or remove directors. Consideration of Remuneration of Directors Appointment of Auditors, Payment of Dividends (5) The right to propose the agenda in advance and the nomination of candidates for election of directors and to participate in decision-making on important matters of the Bank by requiring all shareholders to have the right to vote according to the number of shares held and each share has the right to vote for each share. In addition, The Board of Directors must also be aware of and prioritize the rights of shareholders. The Company shall not take any action that infringes or deprives shareholders of their rights.

In addition to the basic rights that the Bank has for shareholders, in 2024, the Bank has taken various actions to promote the exercise of shareholders' rights. as follows:

- **Determination of the Date, Time and Place of the Shareholders' Meeting**

The Board of Directors of the Bank held a shareholders' meeting as follows: Annual General Meeting Once a year within 4 months from the date of The Bank may call an extraordinary general meeting of shareholders on a case-by-case basis if there is an urgent need to propose an agenda in special cases that affect the interests of shareholders. In 2024, the Bank has set the date of the Annual General Meeting of Shareholders on Wednesday, April 24, 2024 at 01.00 P.M. In accordance with the Decree on Electronic Meetings B.E. 2563 (2020) and other relevant laws and regulations.

- **Sending the meeting invitation letter**

The Bank's Board of Directors has a policy to encourage shareholders' participation in decision-making by providing them with adequate and appropriate information and sufficient time to study before the meeting. The bank has sent out the shareholder meeting invitations along with the relevant documents for each agenda item, detailing the background of each issue to ensure shareholders have enough information for making decisions. Each agenda clearly specifies whether it is for acknowledgment or for consideration, as agreed by the Bank's Board of Directors for that particular agenda

In 2024, the Bank sent a meeting notice to shareholders to inform them at least 28 days in advance of the meeting and have included details of the shareholder meeting invitation letter along with information supporting each meeting agenda, it will also be published on the Bank's website 28 days before the meeting so that shareholders have enough time to study and understand important matters, the announcement was made through the Stock Exchange of Thailand to inform shareholders, the Bank also published announcements in daily newspapers to notify the date, time, and location of the meeting and the meeting agenda for 3 consecutive days, not less than 7 days before the meeting date.

- **Assigning proxies to other persons to attend the shareholders' meeting and vote on their behalf.**

In case the shareholders are unable to attend the meeting in person. The Bank provides an opportunity for shareholders to appoint proxies to other persons to attend the meeting and vote on their behalf, or to lobby the Bank's independent directors by providing the information of the independent directors in the invitation letter in full to consider shareholders as proxies by filling out the proxy form B. which shareholders can determine the direction of voting.

- **Attendance at the Shareholders' Meeting of the Board of Directors**

Therefore, the Bank attaches great importance to the shareholders' meeting and encourages the Bank's directors, the Chairman of the Board of Directors and directors of various sub-committees, as well as executives and auditors, to attend the shareholders' meeting to provide additional information and answer questions to shareholders. The Chairman of the meeting will give shareholders the opportunity to inquire and show their opinions. In 2024, the Chairman of the Board of Directors, Chairman of all sub-committees under the supervision of the Board of Directors of the Bank, the Chief Executive Officer and Chief Financial Officer of the Bank, as well as the Bank Accountant, attended the 2024 Annual General Meeting of Shareholders in full.

- **Recording of the fully report of the shareholders' meeting**

The Bank has arranged for the fully recording of the Minutes of the 2024 Annual General Meeting of Shareholders. There is a record of name list of Directors and executives who attended the meeting, proportion of directors present, the voting methods, vote counts, substantive statements, questions and answers, opinions expressed during the meeting, and the resolutions passed. These resolutions are separated by the number of votes in favor, against, and abstentions for each agenda item, clearly and completely. The Bank discloses the resolutions of the General Meeting of Shareholders via the SET channel within the specified time (by April 24, 2024, the date of the 2024 Annual General Meeting) and sends the minutes of the meeting to the official authorities within 14 days from the date of the general meeting and

publishes the minutes of the Annual General Shareholders Meeting on the Bank's website.

## 2. Maintenance of financial creditability and disclosure of information

In order to comply with the principles of good corporate governance. The Board of Directors monitors and supervises the management, maintenance of financial creditworthiness and disclosure of information. As determined by the Bank's policy, it can be summarized as follows:

1. The Board of Directors is responsible for ensuring that the system for the preparation of financial reports and disclosure of important information is accurate, adequate, timely and in accordance with relevant rules, standards and guidelines.
2. The Board of Directors of the Bank will monitor and ensure that the companies in the financial business group have sufficient financial liquidity and debt repayment capacity. If a situation arises in which the business is facing financial difficulties or is likely to face difficulties, the Board of Directors will ensure that the business has a plan to solve the problem or has another mechanism that can solve the financial problem, while considering the rights of stakeholders and ensuring reasonableness.
3. The Board of Directors has a policy to prepare a sustainability report as appropriate and consider the appropriateness of disclosing legal compliance information, anti-corruption policy, the treatment of employees and stakeholders, including fair treatment and respect for human rights, as well as social and environmental responsibility, may be disclosed in the Annual Registration Statement/Annual Report (Form 56-1 One Report) of the Bank and may be prepared as a separate document as the Bank deems appropriate.
4. The Board of Directors shall supervise the management to appoint an Investor Relations Department to communicate and disseminate information that is beneficial to shareholders, investors, analysts, and related parties in an appropriate, equitable and timely manner, as well as providing a disclosure policy for the management of the disclosure of confidential information and information affecting the Bank's securities prices, as well as a guideline for personnel to understand the same throughout the organization.

5. The Board of Directors encourages the use of information technology in the dissemination of information. In addition to disseminating information in accordance with the prescribed rules and through the SET's channels, the Board of Directors will also arrange for the disclosure of information in both Thai and English through other channels, such as the Bank's website and the presentation of updated information.

### 3. Promoting Innovation and Responsible Business Conduct

In order to comply with the principles of good corporate governance, the Board of Directors of the Bank will monitor and supervise the management, promotion of innovation and responsible business operations as determined by the Bank's policies. It can be summarized as follows:

1. The Board of Directors of the Bank attaches great importance to supports the creation of innovations that create value for the business while creating benefits for all related stakeholders and is socially and environmentally responsible. It will promote actions to add value to the Bank according to the factor of environmental that always change. This may cover defining the business model, the perspectives in the design and development of products and services analysis, improvement of production processes, services and work processes, as well as cooperation with partners.
2. The Board of Directors will monitor and supervise the management to conduct business in a socially and environmentally responsible manner and reflect it in the action plan to ensure that all parties of the organization are operating in accordance with the objectives, the main objectives and strategic plans of the business and take into account the role of stakeholders, as well as provide a mechanism to ensure that the business operates ethically, responsible for society and the environment and do not violate the rights of stakeholder. This is to guide all sectors in the organization to achieve the main objectives and goals of the business in a sustainable manner, and to adequately disclose important and relevant information to stakeholder reliable and timely.
3. The Board of Directors will monitor and supervise the management of the allocation and management of resources in an efficient and effective manner. Taking into account the impact and resource development throughout the value chain in order to achieve the main objectives and goals in a sustainable manner.

4. The Board of Directors will provide an enterprise-level information technology governance and management framework that is in line with the needs of the business. It also ensures the use of information technology to increase business opportunities and develop operations, risk management to enable the business to achieve the main objectives and goals of the organization.

### 4. Protection Against the Use of Internal Data

The Bank is committed to conducting its business in compliance with the law and adhering to the principles of Good Corporate Governance, which emphasize the management of the Bank's internal information. This is particularly important in the Bank's operations, where directors, executives, or employees may need to review and access internal information that could impact the price of the Bank's securities or investment decisions, and such information cannot be disclosed to the public. Therefore, the use of inside information is critical and must be properly managed to prevent it from being improperly disclosed or used for inappropriate purposes. This not only constitutes a legal violation but can also harm the Bank's reputation. As such, the Bank has established a policy to prevent the misuse of inside information, with the aim of providing clarity, communication, and guidance to the Bank's personnel regarding the prevention of inside information misuse.

However, The Bank has established a policy to prevent the use of internal information in relation to the prohibition of securities trading by requiring directors and executives, including executives in the accounting or finance departments who are at the managerial level or equivalent of the Bank, Employees in agencies related to internal information, including spouses or persons living in the household of spouses and minor children of such persons who are informed of material internal information that affects changes in price or securities value. The Bank shall refrain from trading in the Bank's securities for a period of 30 days prior to the publication of the quarterly and annual financial statements, or the disclosure of information on the Bank's financial position and status and within 24 hours after the Bank has disclosed such financial statements (Blackout Period).The bank will inform the board of directors and executives including those holding management positions in the accounting or finance department who are department managers or equivalent of the bank and the Bank's auditors to refrain

from trading in the Bank's securities in writing at least 30 days prior to the disclosure of information to the public, and directors and executives, including executives in the accounting or finance departments who are managers or equivalent of the Bank, who are informed of material inside information that affects changes in price or value of securities, shall not trade the Bank's securities until the expiration of the 24-hour period after the disclosure of the information to the public, and shall not disclose such material information to any other person.

The Bank has also designated the Board of Directors Executives and employees acknowledge the relevant announcement of the SEC that the directors of the SEC and executives are responsible for reporting changes in securities holdings to the SEC in accordance with the SEC Act. 59 of the Securities and Exchange Act B.E. 2535 (1992) and as prescribed in Notification Sor Jor 6/2567 by reporting within 3 business days from the date of change in securities holding, except for cases where the value of each transaction is less than 3 million baht. The Company shall report within 3 business days from the date of the transaction with a cumulative value of 3 million baht or upon the expiration of 6 months from the date of the first transaction and whichever comes first, and notify the Company Secretary for acknowledgement to prepare a record of changes

and a summary of the number of securities of directors and individual executives to be presented to the Board of Directors at the next meeting. Additionally, also notified the penalty if there is a violation or non-compliance with the requirements.

In addition, the Board of Directors of the Bank's executives and employees are obliged to strictly comply with the Bank's Charter and Code of Conduct and the Guidelines for the Use of Internal Information under the Securities Act and other relevant rules.

However, these guidelines are set out in the Bank's Internal Data Protection Policy, which is reviewed annually and in 2024, it has been approved by the Board of Directors.

In addition, the Bank has communicated policies to prevent the use of internal information related matters to directors, executives, and employees for general acknowledgment by sending an email to inform them about the said policy and have been placed the document on the Bank's intranet system.

The results of the policy compliance monitoring Directors and executives are prohibited from using the Bank's internal information for personal benefit as follows:

(1) Report on Changes in Securities Holdings of Directors and Executives of the Bank and its subsidiaries for the year 2024.

	Name	Position	Number of Ordinary Shares	Bank		Subsidiaries	
				31 Dec 24	31 Dec 23 <sup>(1)</sup>	31 Dec 24	31 Dec 23 <sup>(1)</sup>
1	Prof. Kitipong Uraepatanapong	Chairman of the Board of Directors	34,400	0.00	-	-	-
	Spouse	(Independent Director)	-	-	-	-	-
	Underage children		-	-	-	-	-
2	Mr. Winyou Chaiyawan <sup>(2)</sup>	Vice Chairman,	60,300,690	4.88	-	0.00	0.00
	Spouse	(Executive Director)	-	-	-	-	-
	Underage children		-	-	-	-	-
3	Mr. Chamnong Watanagase	Director	103,400	0.01	-	-	-
	Spouse	(Independent Director)	-	-	-	-	-
	Underage children		-	-	-	-	-

	Name	Position	Number of Ordinary Shares	Bank		Subsidiaries	
				31 Dec 24	31 Dec 23 <sup>(1)</sup>	31 Dec 24	31 Dec 23 <sup>(1)</sup>
4	Mr. Supachai Sukhanindr	Director	10,000	0.00	-	-	-
	Spouse	(Indepent Director)	-	-	-	-	-
	Underage children		-	-	-	-	-
5	Miss Ada Ingawanij	Director	86,200	0.01	-	-	-
	Spouse	(Indepent Director)	-	-	-	-	-
	Underage children		-	-	-	-	-
6	Mr. Guarav Malik	Director	-	-	-	-	-
	Spouse	(Non Executive Director)	-	-	-	-	-
	Underage children		-	-	-	-	-
7	Mr. Stephen Tirador Briones	Director	-	-	-	-	-
	Spouse	(Non Executive Director)	10,300	0.00	-	-	-
	Underage children		-	-	-	-	-
8	Miss Krisana Aramkulchai	Director	103,400	0.01	-	-	-
	Spouse	(Executive Director)	-	-	-	-	-
	Underage children		-	-	-	-	-
9	Mr. Roy Augustinas Gunara	Director	1,325,300 <sup>(3)</sup>	0.11	-	0.00	0.00
	Spouse	(Executive Director)	44,701,176	3.62	-	-	-
	Underage children		-	-	-	-	-
10	Mr. Natus Kittawaranon	Assistant Managing Director	510,000	0.04	-	-	-
	Spouse	(Management)	-	-	-	-	-
	Underage children		-	-	-	-	-



	Name	Position	Number of Ordinary Shares	Bank		Subsidiaries	
				31 Dec 24	31 Dec 23 <sup>(1)</sup>	31 Dec 24	31 Dec 23 <sup>(1)</sup>
11	Mr. Kamolphu Phuredithsakul	Assistant Managing Director	525,000	0.04	-	-	-
	Spouse	(Management)	-	-	-	-	-
	Underage children		-	-	-	-	-
12	Mr. Veeravet Chaiyawan	Assistant Managing Director	24,056,500	1.95	-	-	-
	Spouse	(Management)	-	-	-	-	-
	Underage children		-	-	-	-	-
13	Mr. Kittipant Sriwannawit	Assistant Managing Director	300,000	0.02	-	-	-
	Spouse	(Management)	-	-	-	-	-
	Underage children		-	-	-	-	-
14	Mr. Sarawooth Savejnarong	Assistant Managing Director	200,000	0.02	-	-	-
	Spouse	(Management)	-	-	-	-	-
	Underage children		-	-	-	-	-
15	Miss. Achara Ruangchay	Assistant Managing Director	234,400	0.02	-	-	-
	Spouse	(Management)	-	-	-	-	-
	Underage children		-	-	-	-	-
16	Mr. Tsz Ying Christopher Chan	Assistant Managing Director	224,100	0.02	-	-	-
	Spouse	(Management)	-	-	-	-	-
	Underage children		-	-	-	-	-
17	Mr. Pichart Roongwarasopit	Assistant Managing Director	210,000	0.02	-	-	-
	Spouse	(Management)	-	-	-	-	-
	Underage children		-	-	-	-	-

Remark: <sup>(1)</sup> The Bank is listed on the Stock Exchange of Thailand on February 8, 2024, so the data for the year 2023 cannot be displayed.

<sup>(2)</sup> Mr. Winyou Chaiyawan holds 60,300,690 shares in his own name and 19,145,000 shares through custodian under the name of UBS AG SINGAPORE BRANCH, totaling 79,445,690 shares.

<sup>(3)</sup> including 325,300 shares held in Thai NVDR Co., Ltd.

- (2) Monitoring report on directors and executives for not allowed to use the Bank's internal information for personal gain. In the past year, the Bank did not find any directors and persons related to internal information have traded securities during the period when the Bank has suspended trading.

## 5. Prevention of Conflicts of Interest

In order to comply with the principles of good corporate governance. The Board of Directors of the Bank shall monitor and supervise the management of conflict-of-interest prevention as prescribed in accordance with the Bank's policy. Directors, executives and employees shall endeavor to avoid any action that may give rise to a conflict of interest and are obliged to comply with the following requirements and considerations: It can be summarized as follows:

1. Disclose and submit information on their interests and related parties by reporting to the Bank Secretary and the Bank Secretary must submit this interest report to the Chairman of the Bank's Board of Directors, the Chairman of the Audit Committee and the Chairman of the Risk Supervision Committee within 7 business days from the received date to inform the Bank and its subsidiaries of the relationship and transactions in a manner that may cause a conflict of interest immediately before the transaction is made. The Bank will conduct a survey of the list of stakeholders and transactions at the end of each year. The survey will be conducted with both directors, Executives and/or related persons, including related employees, and present information to the Audit Committee and the Board of Directors at least once a year.
2. Avoid transactions between each other or related parties that may cause conflicts of interest with the Bank or its subsidiaries, and do not act in any manner that is contrary to the interests of the Bank or its subsidiaries or seek personal benefits and/or related persons, and strictly comply with the Bank's Code of Conduct.
3. The Directors, executives and employees of the Bank, including sub-committee members, who have an interest in a meeting on any agenda must inform the meeting of their interest by not attending the meeting and not participating in expressing their opinions and approve the agenda under consideration matters in which they have direct or indirect interests or conflicts of interest in order To ensure that the decisions of the Bank's Board of Directors and/or the board of subcommittee meetings are fair regarding to the benefit of the Bank and its shareholders. The minutes of the meeting must also be recorded in writing.
4. The following acts that result in the Company's directors, executives and/or related persons receiving other financial benefits than are normally appropriate or cause the Company or its subsidiaries to suffer damages shall be deemed to be acts that are significantly contrary to the interests of the Company and its subsidiaries.
  - 4.1 Transactions between banks or subsidiaries and directors executives or related persons who do not comply with the rules related to the transaction or connected transaction in accordance with the relevant laws and announcements and the Bank's Connected Transaction Policy.
  - 4.2 Using the perceived Bank's information or its subsidiaries unless it has already been disclosed to the public.
  - 4.3 Use of assets or business opportunities of the Bank or its subsidiaries in violation of relevant laws and notices.
5. In the case of a connected transaction or a connected transaction, which is a normal transaction with a commercial agreement with general commercial conditions in the manner that a person should act with a general counterparty in the same situation, with commercial bargaining power without influence in his or her status as a director, executive or related person (depending on the case) as approved in principle by the Board of Directors, the Bank shall prepare a summary of the report for the Audit Committee and the Board of Directors to acknowledge and give opinions on each quarter in which the transaction is made.

6. For other connected transactions that are not ordinary transactions, the Audit Committee shall first consider and give an opinion on the necessity of entering into the transaction and the appropriateness of the price of the transaction, and shall proceed in accordance with the rules related to the connected transaction in accordance with the relevant laws and notices and the Bank's Connected Transaction Policy.
7. Supervise and take responsibility for the Bank and its subsidiaries to have an appropriate internal control system, risk management system, and fraud and corruption prevention system. It is effective and concise enough to ensure that the actions of the Bank and its subsidiaries are in compliance with the Bank's policies, the Bank's regulations as well as relevant laws and notices.
8. The Board of Directors shall supervise the Bank and its subsidiaries to comply with relevant laws and notices. In addition, disclose information in accordance with the law and relevant announcements.
9. Establish a clear system to demonstrate that the subsidiary has an adequate system to disclose significant transaction information in accordance with the prescribed criteria continuously and reliably, and provide a channel for the Bank's directors and executives to receive information from the subsidiary to monitor its operating performance and financial position. Reporting between subsidiaries and the Bank's directors and executives and conducting significant transactions of subsidiaries effectively. In addition, the Bank must provide a mechanism for auditing such systems in its subsidiaries by providing direct access to information from the Audit Committee and the Bank's internal auditors, and the results of the audit of such systems shall be reported to the Bank's Board of Directors Audit Committee, the Bank's members of the Risk Oversight Committee and executives acknowledged, to ensure that the subsidiaries consistently follow the established work systems.
10. Avoid shareholding, being a director, executives or consultants in businesses that conduct similar business with the Bank or its subsidiaries or are business competitors of the Bank or its subsidiaries. Shareholding and Directorship Executives or advisors in other organizations may do so if the shareholding or holding of such position is not contrary to the interests of the Bank and does not affect the performance of duties in the Bank or its subsidiaries. In addition, it must comply with relevant laws and notices. Moreover, the Bank has communicated policies to prevent related conflicts of interest to directors, executives, and employees for general acknowledgment by sending email to inform them for the said policy and the documents have been placed in the Bank's intranet system as well.

## 6. Anti-Corruption

An effective process in place to confirm compliance with anti-corruption and business bribery laws and regulations, including: U.S. Foreign Corrupt Practices Act The US Foreign Corrupt Practices Act ("FCPA")) (collectively, the "Anti-Bribery Regulations") and to support the prevention of corruption in all types of banking transactions, all executives, managers and employees (whether full-time, part-time or temporary) (collectively, "Employees") of the Bank and its subsidiaries or branches worldwide (collectively, the "Bank"). Employees are responsible for familiarizing themselves with this policy and applying the provisions of this policy in the performance of their duties. However, This Policy shall also apply to all brokers and agents (including shareholders or any person acting on behalf of the Bank). The policy will be reviewed every 3 years, which was last reviewed and approved by the Board of Directors Meeting No. 10/2023 on August 30,2023, with the following details:

### (1)Anti-Corruption Policy

The Bank has no policy to provide political assistance, either financially or in other forms, to provide political support, either directly or indirectly, to political parties, officials of political parties, candidates, organizations or individuals related to politics.

## (2) Penalties

The directors, executives and employees are responsible for strictly complying with this policy. Violation or non-compliance with this Anti-Corruption Policy is a disciplinary violation and is punishable in accordance with regulations, policies, regulations, orders, notices and laws. The Bank may impose disciplinary penalties in addition to the civil and criminal penalties imposed by law enforcement authorities. The severity of the disciplinary penalty will depend on the severity of the violation of the relevant policy. Disciplinary action may be a warning. Attending additional training on compliance with anti-corruption policies or dismissal.

The Bank has communicated the anti-corruption policy and related procedures to the directors. Executives and employees have been informed of the policy by sending an email to acknowledge the policy and providing documents in the Bank Intranet system.

In addition, the Bank has signed a letter of intent to participate in the Thai Private Sector Collective Action Against Corruption (CAC) project, which is supported by the Government and the Office of the National Corruption Prevention and the Bank has been renewed as a CAC member for the first time since 2012 and has been renewed every 3 years, the last time CAC membership was renewed was in 2022.

## 7. Environment, Social & Employee and Governance for Sustainable Banking

The Bank adheres to the Bank's commitment to operate sustainable banking in a responsible manner by focusing on promoting sustainability in three dimensions called ESG which are included Environment, Social and Employee, and Governance through the operation of the Bank and all employees. The Company focuses on sustainable business and social growth in the long term. Conducting business with environmental responsibility and under the principles of good corporate governance for the sustainable operation of the Bank.

The Bank deems it appropriate to formulate an environmental policy, Environment, Social & Employee and Governance for Sustainable Banking by focusing on promoting sustainability in three dimensions as follows:

### 1.1 Environment

The Bank's executives, executives and employees at all levels focus on sustainable business and social growth in the long term. The Bank conducts business with environmental responsibility in various aspects by raising awareness among employees about environmental protection and the use of quality resources, as well as efforts to engage with the community and customers of the Bank in order to promote awareness of environmental conservation. In addition, the Bank has established a risk policy, loan policy and credit consideration process for businesses that take into account environmental impacts to reduce the environmental risks that may arise from lending and the impact on the Bank's reputation. The Bank also focuses on Responsible Lending for environmentally friendly projects. This will expand business opportunities to new customer groups and products.

### 1.2 Social and Employee

The Bank is determined to provide customers and the general public with knowledge and understanding of money management used in business and daily life and have the opportunity to be able to access a stable financial system. Safe and fair by consider to the Responsible Lending. The Bank is committed to making all employees aware of their responsibility to strengthen and maintain the Bank's reputation and prestige by maintaining the highest professional standards and behaving in accordance with the ethical framework and code of conduct. This includes fair and customer protection and adequate information disclosure. The criteria for management policy guidelines for providing fair services to customers (Market Conduct) are used to supervise the Bank's business operations. The Bank's chief executives of the Group and Divisions have communicated to the Bank's employees and are aware of the Bank's seriousness

in providing fair services and expressing their commitment to providing fair services and show commitment and determination to provide fair service, including assigning executives of agencies under their control responsible for supervising and controlling the performance of all employees involved in managing service provision fairly within the framework set by the Bank.

### 1.3 Governance

The Bank adheres to the Good Corporate Governance Policy and the Bank's Ethics and Code of Conduct as set forth by the Bank and has been promulgated in terms of the roles and duties of the Board of Directors, Senior Executives and Employees at all levels, which is a mechanism to support effective and risk-sensitive internal operations and controls, and to promote risk-sensitive behavior and corporate culture that consider to risk, fairness and transparency. This will enable the Bank to manage risks and take into account stakeholders comprehensively. Create appropriate value for the Bank in the long term as well as support sustainable socio-economic growth. In addition, the Bank has adopted an international management system, such as the framework under the Thailand Quality Award, to further develop the Bank's management.





## 6.2 Code of Business Ethics

The Bank is managed in accordance with the Bank of Thailand's Corporate Governance Guidelines. In accordance with the principles of good corporate governance of the Securities Commission and the Stock Exchange of Thailand, the Bank has established the Code of Conduct as a framework for business operations for Directors, Executives, Employees, and all related parties are acknowledged and should perform their duties with a conscience that adheres to integrity. The Bank is responsible for maintaining the Bank's reputation as well as behaving in a manner that is appropriate for conducting business professionally, including being responsible and taking into account the impact on the economy. The Code of Conduct covers various aspects: Code of Conduct for the Bank, Code of Conduct for Customers and Society, Code of Conduct for Supervisors, Subordinates and Associates, Code of Conduct for Themselves, Code of Conduct for Directors of the Bank and Code of Conduct for Bank Executives.

The Bank has communicated and disseminated the Code of Conduct to Directors, Executives and Employees by sending an email to acknowledge the policy, as well as providing documents on the Bank's website and intranet.

However, In the past year, the Bank did not find any directors. or the Bank's executives commit an offense due to issues related to the Code of Business Ethics.

## 6.3 Major policy changes and developments Guidelines and Corporate Governance System

### 6.3.1 Major Developments in Corporate Governance Policies and Governance Systems

In 2024, the Bank has reviewed the policy, guidelines and corporate governance system to enhance governance efficiency and enhance corporate governance standards in line with the principles of good corporate governance for listed companies of the Securities and Exchange Commission and good practices regarding to the international standards, as summarized below.

- Establish a policy on significant transactions that fall under the category of acquisition and disposal of assets to supervise the Bank's management to ensure transparency and prevent the transfer of benefits. Establish guidelines for approving significant transactions that fall under the category of acquisition or disposal of assets, as well as to protect the interests of shareholders as a whole, and to provide shareholders with information about the acquisition or disposal of asset.
- Review and update the information disclosure policy by adding objectives and the policy scope to clarify and increase the roles and responsibilities of all employees of the Bank and its subsidiaries. The Bank is responsible for disclosing important information by notifying the Bank Secretariat to immediately disclose the information to the Stock Exchange.
- Review and update the Internal Information Protection Policy. The Bank has added definitions such as "Important Information", "Internal Information", "Form 59", and "Executive", etc., and increased the scope of policy enforcement, including adjusting the guidelines for reporting securities trading in accordance with the criteria that have been adjusted by the Securities and Exchange Commission.



- Review and update the Charter of the Board of Directors and sub-committees to be in line with the roles, duties and responsibilities of directors and sub-committees, such as the addition of the roles and duties of the Chairman of the Board.
- Review and update the Connected Transaction Policy to comply with the relevant criteria and to increase clarity in the policy, added the definition of Stakeholders and Executives require compliance with the manual of practice standards on transactions with related stakeholders and connected transactions.
- Review and update the Operational Policy on the Prevention and Suppression of Money Laundering and the Prevention and Suppression of the Financing of Terrorism and the Proliferation of Weapons of Mass Destruction. In order to comply with the promulgated guidelines, the Bank has added content on data sharing to support the sharing of information between banks and other organizations both inside and outside the financial business group. The relevant laws, rules and regulations used by reference are updated to be up to date.

### 6.3.2 Application of the 2017 Principles of Good Corporate Governance for Listed Companies of the Securities and Exchange Commission

The Board of Directors No. 12/2024 dated on December 19, 2024 considered the application of the principles of good corporate governance for listed companies of the Office of the Securities and Exchange Commission. It has considered and realized its role and duties as a leader of the organization. The Board of Directors has carefully considered the Code of Practice and understands the benefits and importance of applying the Code of Practice to create value for the organization in a sustainable manner. In the past year, it was found that most of the Bank's operations have complied with the rules, with some matters that have not yet been applied to the Bank's business operations. The Board of Directors has considered and recorded it as part of the resolution.

### 6.3.3 Compliance with the Principles of Good Corporate Governance in ther Matters.

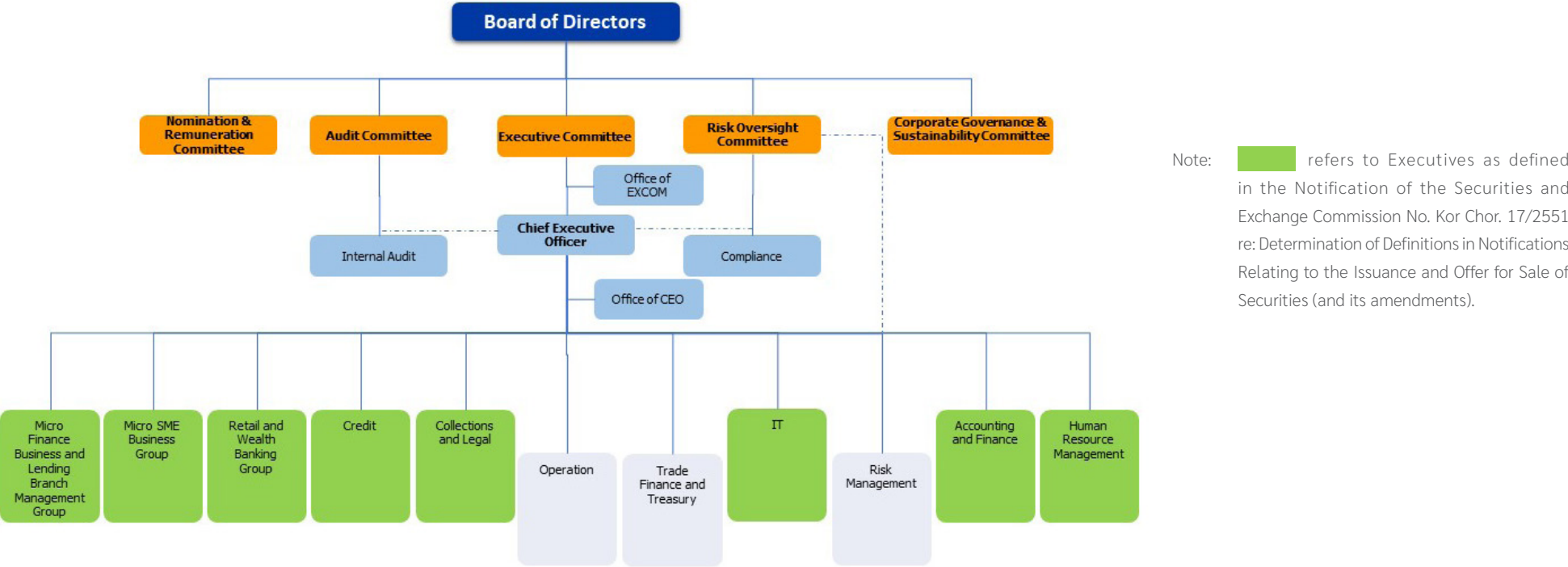
In 2024, the Bank and its subsidiaries have implemented various matters related to good corporate governance. In order to comply with the principles of good corporate governance as follows:

- There were no cases of violations regarding the use of inside information for profit.
- There were no cases of violation or non-compliance with the rules for inter-party transactions, trading and misconduct rules regarding the prevention of conflicts of interest.
- There were no complaints about illegal acts, corruption, or significant business ethics.
- There were no complaints about labor and human rights practices and continued to operate the business with strict respect for human rights with ethical and humane principles for all human beings equally.
- It does not appear that the Bank and its subsidiaries have infringed copyright and intellectual property in any way.
- There are no disputes, lawsuits with competitors, and there are no collectives for business monopolies.

# 7 Corporate Governance Structure and Important Information about the Board of Directors, Sub-Committees, Executives, Employees, and Others

## 7.1 Organizational Management Diagram

As of December 31, 2024, the Bank's corporate governance structure consists of the Board of Directors and 5 Sub-Committees: (1) the Audit Committee, (2) the Nomination and Remuneration Committee, (3) the Risk Oversight Committee, (4) the Executive Committee, and (5) the Corporate Governance and Sustainability Committee as follows:



On February 20, 2024, the Board of Directors passed a resolution appointing Mr. Roy Agustinas Gunara to take the position of Chief Executive Officer and is effective from March 22, 2024, instead of Mr. Winyou Chaiyawan who has resigned from the position. Therefore, Mr. Winyou will continue to serve the position as Vice Chairman of the Board of Directors, Chief Executive Officer, Member of the Risk Oversight Committee, and Member of the Corporate Governance and Sustainability Committee of the Bank. The position of Vice Chairman of the Board of Directors is a new position approved by the Board of Directors on February 14, 2024, and will be effective from April 1, 2024, onwards.

## 7.2 Board of Directors

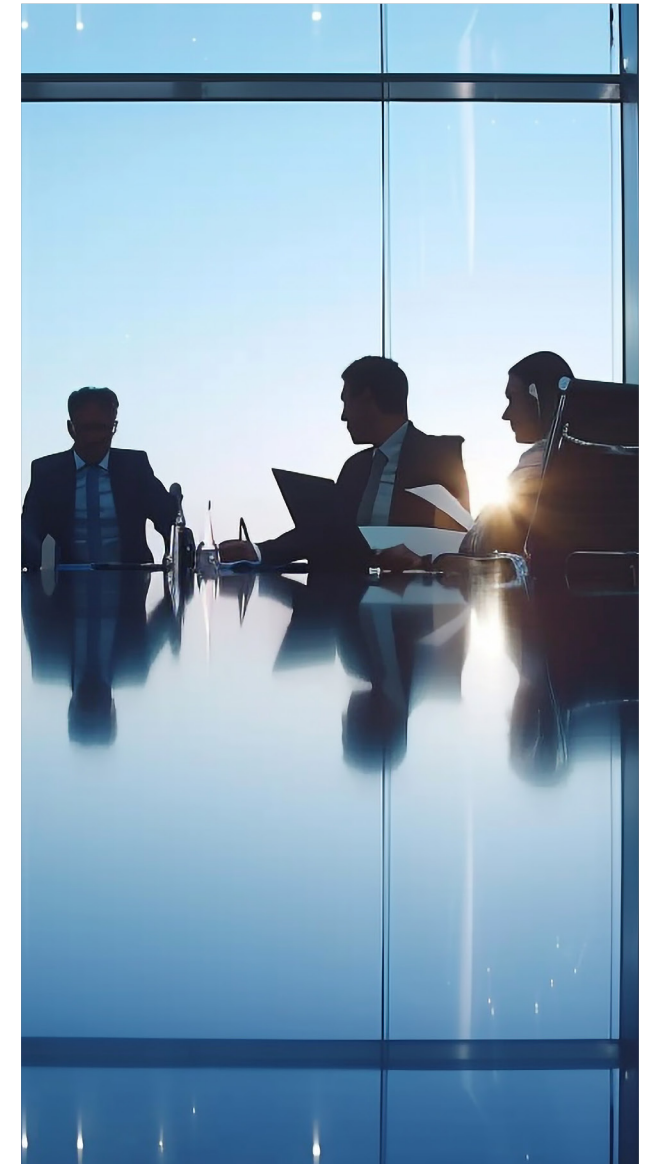
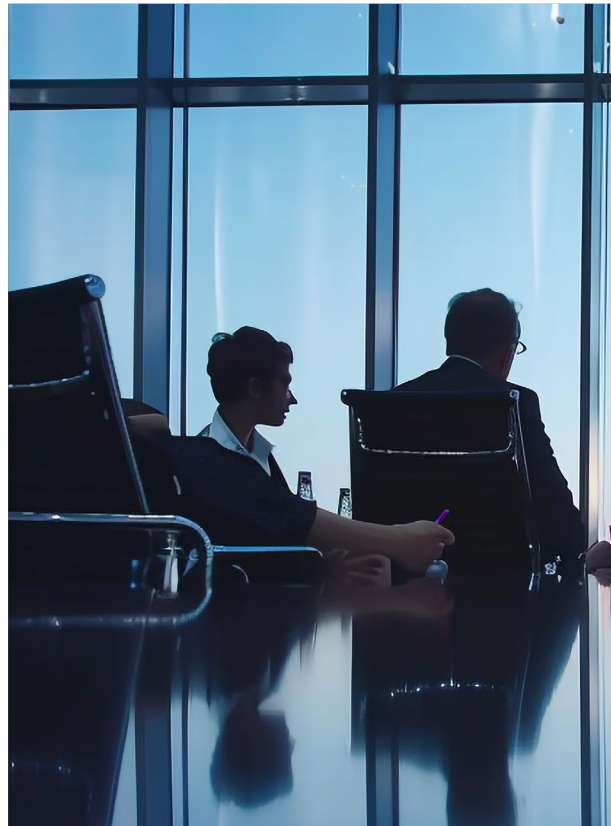
### 7.2.1 The Composition of the Board of Directors of the Bank

The Board of Directors of the Bank consists of the Independent Directors, the Non-Executive Directors, and the Executive Directors not less than 5 persons but not more than 11 persons, and there is number of the Independent Directors not less than 1/3 of the total number of directors.

In addition, the Bank's Board of Directors consists of knowledgeable persons with a wide range of abilities, experiences, and skills suitable for size and complexity, business type, and risk including the strategies and the sustainability of business operations in the long term. There are the Independent Directors who are knowledgeable and experienced in reviewing the reliability of the financial statements at least for 1 person and the Directors who are knowledgeable and experienced in information technology at least 1 person.

This is to ensure that the performance of the duties of the Board of Directors has a balance of power at an appropriate level, is inspectable, and follows the good governance policy. The Chairman of the Board of Directors and the Chief Executive Officer of the Bank are not the same person and have clearly separate obligations.

As of 31 December 2024, there are 9 members on the Board of Directors which consist of 4 Independent Directors, 3 Executive Directors, and 2 Non-Executive Directors. Therefore, the Board of Directors consists of Independent Directors not less than 1/3 of the total amount and qualified in accordance with relevant laws.



## 7.2.2 Board of Directors Information

As of December 31, 2024, the Board of Directors consists of 9 directors as follows:

Name	Position / Type	Serving on the Sub-Committee under the supervision of the Board of Directors
<b>1</b> Prof. Kitipong Uraepatanapong	Chairman of the Board of Directors/ Independent Director	Chairman of the Corporate Governance & Sustainability Committee
<b>2</b> Mr. Chamnong Watanagase	Director/ Independent Director	Chairman of the Audit Committee
<b>3</b> Miss Ada Ingawaniij	Director/ Independent Director	Member of the Audit Committee, and Member of the Corporate Governance & Sustainability Committee
<b>4</b> Mr. Supachai Sukhanindr	Director/ Independent Director	Chairman of the Nomination and Remuneration Committee, Member of the Risk Oversight Committee, and Member of the Audit Committee
<b>5</b> Mr. Stephen Tirador Briones	Director/ Non-Executive Director	Member of the Nomination and Remuneration Committee & Chairman of the Risk Oversight Committee
<b>6</b> Mr. Gaurav Malik	Director/ Non-Executive Director	Member of the Nomination and Remuneration Committee & Member of the Risk Oversight Committee
<b>7</b> Miss Krisana Aramkulchai	Director/ Executive Director	-
<b>8</b> Mr. Winyou Chaiyawan	Director/ Executive Director	Member of the Risk Oversight Committee, and Member of the Corporate Governance & Sustainability Committee
<b>9</b> Mr. Roy Agustinus Gunara	Director/ Executive Director	Member of the Risk Oversight Committee
Mr. Pornthep Permpornpat <sup>(1)</sup>	Secretary	-

Note: <sup>(1)</sup> The Board of Directors of the Bank passed a resolution on February 14, 2024, appointing Mr. Pornthep Permpornpat as the Corporate Secretary in place of Miss Pattanajit Varaphitsith. Effective from February 20, 2024, onwards.

### The Director who is authorized to Signate the Commitment of the Bank

Two of the three directors are co-signed and stamped with the Bank's important seal. (1) Mr. Winyou Chaiyawan (2) Miss Krisana Aramkulchai and (3) Mr. Roy Agustinus Gunara .

## 7.2.3 Roles and Responsibilities of the Board of Directors

### Scope, Authority, and Responsibilities of the Board of Directors

The Board of Directors aims to fulfill its duties to achieve the Bank's important strategies and policies, including ensuring that the Bank has a mechanism to control, supervise, monitor, and monitor the Bank's operations effectively and continuously so that the Company operates its business fairly and transparently and is accountable to all stakeholders under the principles of good corporate governance which the Charter of the Board of Directors has stated the duties and responsibilities are as follow:

#### The Overview of Governance Banking

1. Setting out the Bank's operational policies and closely monitoring the Bank's position and the results of its operations by overseeing relevant staff to regularly present important information regarding Thai credit's position and operations in all aspects to the Board of Directors meetings.
2. Determine the Bank's overall strategic direction and goals and considering approval of Thai credit's vision, missions, and key policies and strategies by ensuring that Thai credit takes sustainable business operations into account.
3. Supervise the management of the Bank's policies in an efficient and effective manner in accordance with the laws, objectives, and articles of association of the Bank. The resolutions of the Board of Directors meeting, Resolutions of the Shareholders' Meeting, and the delegation of authority and monitoring the operations of Directors, Executives, and Management Team to ensure compliance with laws and Thai credit's goals, key policies, and strategies.
4. Ensuring that those with management authority, Executives, and management have the ability to manage the Bank's business and possess suitable qualifications and preparing a succession plan for Executives.
5. To consider an appointment and approval of the charter of the sub-committees, which consist of the audit committee, the executive committee, the risk oversight committee and the nomination and remuneration committee, as well as other

sub-committees (if any), shall consider and approve changes in the composition of the committee, including significant changes to the performance of the appointed sub-committees, as well as consider the appointment and removal of members of the sub-committees.

6. To determine the scope of the mandate and/or the approval authority schedule, Delegation of Authority to the Board of Directors Sub-committees, and bank officials at various levels on internal control, credit consideration, risk analysis, and the formation of obligations, asset trading, and other legal transactions at an appropriate and concise level to prevent damage to the Bank, stakeholders and the public as well as consider and approve expenses for the Bank's operations.
7. To consider and approve the Bank's business plan, and financial report, and approve the Bank's dividend payment.

#### The Relevant Compliance

1. Ensuring Thai credit's regulatory compliance, whereby the Managing Director supervises relevant business units to present any modifications and changes to applicable notifications and laws, including circular letters, to a Board of Directors meeting as soon as received from relevant supervisory authorities, and to regularly report all cases of violation of legal provisions or regulations to a Board of Directors meeting. If any violations have taken place the Directors must urgently find a solution to prevent any further such misconduct.
2. To supervise the Bank and its subsidiaries to maintain an accounting system, prepare financial reports, and audit financial statements in accordance with applicable rules and guidelines.
3. Overseeing Thai credit to analyse debtors' credit status and obligations and setting out guidelines for solving problems and for monitoring progress if any debtors encounter problems
4. Following up on audit results, the BOT's orders, and reports of both external and internal auditors, and mandating relevant staff to strictly follow the orders or rectify failures.

## Risk Management

1. To define a Risk Governance Framework to support the Bank's business operates in line with the set direction and goals.
2. Define overall risk management policies and strategies. The Bank's policy on transactions or issuance of new products and the level of risk tolerance shall be in line with the Bank's Risk Profile, and Business Model, and take into account the Bank's systemic importance, including the strength of its capital and liquidity position. It must be prepared in writing and communicated to the relevant persons. However, the change of policies and strategies above must be approved earlier by the Board of Directors.
3. To ensure that the Bank has policies and business procedures that are consistent with the overall risk management policies and strategies and the approved risk tolerance level.
4. Assign and supervise senior management to set a risk limit in accordance with the acceptable level of risk, as well as communicate to relevant parties on a regular basis for acknowledgment and understanding. As well as controlling risks within the acceptable risk level and the prescribed risk ceiling.
5. Assign and supervise senior management to formulate detailed policies. The overall risk management process and system and various types of risks, including guidelines or practices for identifying, assessing, monitoring, controlling, and reporting risks, as well as an effective information system that can support the management and reporting of all significant risks of the Bank both now and in the future, and involved with the Bank's strategy, at a minimum, it must cover credit risk. In terms of markets, operations, liquidity, reputation, strategy, and information technology, as well as in line with the Bank's risk characteristics, taking into account the Bank's systemic importance, and assessing risks from market and macroeconomic conditions.
6. To approve the organizational structure that is conducive to monitoring, supervising, controlling, and monitoring operations in accordance with policies, strategies, processes, and procedures for risk management. The chain of command or reporting must be balanced and independent between the agency that poses the risk and the risk management function.
7. Ensure that a risk-conscious corporate culture is cultivated by supervising the communication of risk management policies and strategies, including acceptable risk levels and risk ceilings, which may be in the form of acceptable risk level requirements. The Risk Appetite Statement (RAS) is intended to make all employees in the organization understand and realize its importance.
8. Review and check the adequacy and effectiveness of the overall risk management policies and strategies and the acceptable level of risk at least once a year or when there are significant changes such as risk characteristics, business strategies, systemic importance of the Bank, market and macroeconomic conditions to improve policies and strategies to suit the changing situation.
9. Monitor the risk profile, both overall and different types of risks, risk management performance, and compliance status with a risk-taking corporate culture, as well as significant factors and issues. Reports must be received from the relevant sub-committees and executives on a regular basis. Senior management must ensure that such reports are accurate, complete, and timely and reflect the nature of risks, including the adequacy of capital and liquidity of the Bank.
10. Ensure that the Bank has stable and sufficient capital and liquidity to support business operations both in the present and in the future and comply with the requirements and criteria of the BOT.
11. Supervise the management of information technology and measures to maintain the security of the information technology system.



## Good Corporate Governance

1. Ensure that the Bank's corporate governance policies are clearly and in writing under the principles of good corporate governance, which concerns all stakeholders appropriately, and fairly in business without exploiting customers and the public in terms of loans, deposits, Off-balance sheet transactions, or other matters, including taking care of the Bank disclosure of important corporate governance information following the rules prescribed by relevant laws and regulations to support and demonstrate the Bank's good corporate governance under the rules prescribed by relevant laws and regulations, and to encourage communication to all employees in the Bank to be informed and seriously adhered to, such as corporate governance principles, code of conduct and business ethics, ethics and morality of directors, management Authority and Employees Anti-Corruption Policy whistleblowing policy and inside information use policy, etc.
2. To ensure that the process for the nomination and election of directors is transparent which is based on the Bank's operation strategy and determines the remuneration of directors and sub-directors appropriately.
3. To consider the management structure, and the succession plan for senior management, including the Chief Executive Officer, and supervise the annual evaluation of the performance of executives at the highest level of the Bank and effective executives. The Company has a system for determining the remuneration of executives that is prudent, transparent, and in line with responsibilities and performance to create both short-term and long-term incentives and can be compared with the remuneration standards in the same industry. However, The Board of Directors may assign the relevant sub-committee to do so on its behalf.
4. To ensure that there is a policy on determining remuneration and determining the appropriate remuneration structure and evaluation of employees, as well as monitoring the management and development of the number, knowledge, skills, experience, and motivation of personnel in appropriate.
5. Ensure that there is a process and channels for receiving and handling complaints from those who wish to report whistleblowing or all stakeholders effectively, and provide opportunities for all stakeholders to contact/complain.
6. To supervise the process of submitting reports from external auditors and comments from the Bank's management to the Bank's management. The Bank management may need to clarify to the Board of Directors if there is a very delay in the submission of the report.
7. Ensure that the balance of power of the management and/or major shareholders and the balance of power in the Board of Directors of the Bank are at an appropriate level, with priority on the proportion or number of independent directors in the Board of Directors of the Bank and effectively perform the balancing duties.
8. Ensure that the information delivery process is in place so that the Board of Directors receives sufficient information from management for the implementation of its authority, duties and responsibilities completely.
9. To ensure that the Bank manages the provision of services to customers in a fair manner in accordance with relevant announcements and regulations.
10. To ensure that the performance of the Board of Directors is evaluated annually. The Board of Directors shall evaluate the performance of the Board of Directors as a Whole and self-assessment on an individual basis and follow up on the results of the evaluation of the Board of Directors and sub-committees.

## Internal Control

1. Ensure that the Bank and its subsidiaries have appropriate and effective internal controls and internal audits, and cover various activities that can reflect the possibly sudden error including having an organizational structure that facilitates independent and effective control, supervision, and monitoring (Three Lines of Defense) to monitor the implementation of the prescribed policies and procedures, as well as legality, rules and regulations, BOT's orders, and internal rules or regulations of the Bank itself. The Bank also regularly conducts a process to assess the appropriateness of

internal controls and internal audits of the Bank and its subsidiaries to reduce the risk of fraud and abuse of power including preventing illegal activities. The Board of Directors must approve the appointment, transfer, and removal of the Head of the Risk Management Department and the Head of the Internal Audit Unit and notify the Financial Institution Business Supervision Department and the Financial Institution Policy Division of The BOT within 15 days from the changing date. The Board of Directors may assign an appropriate sub-committee to proceed with this mission on their behalf.

2. To ensure that senior management and management report on important matters of the Bank. There is a process for reporting information so that the Board of Directors receives information promptly and sufficiently to enable it to comply with its authority. duties and responsibilities completely.

### Consideration of material transactions and prevention of conflicts of interest

1. Control, prevent, monitor, and manage conflicts of interest that may arise between the Bank and its subsidiaries, and their stakeholders, management, Board of Directors, executives, or shareholders shall supervise the prevention of improper use of the assets of the Bank and its subsidiaries and transactions with persons related to the Company and/or its subsidiaries. Additionally, the Bank will ensure that a policy for managing conflicts of interest is established or approved.
2. To consider, approve, and/or give opinions on transactions that have a significant impact on the business, including the acquisition of assets of the Bank or its subsidiaries, connected transactions between the Bank or its subsidiaries and connected persons as prescribed in the Securities Act, as well as relevant regulations of the Stock Exchange of Thailand and the Capital Market Commission and to consider and approve the principles of commercial agreements with general commercial conditions in transactions between banks or subsidiaries and directors, executives, or related persons. To determine the framework for the management

and the management to have the authority to conduct such transactions within the framework and scope of relevant laws and regulations, as well as to consider and/or give opinions on the Bank's transactions (if the value of the transaction does not fall under the conditions that must be considered and approved by the shareholders' meeting) in accordance with the relevant laws, announcements, rules and regulations.

3. Ensure that the Bank determines the policies on lending and investment to persons related to the Bank.
4. Determine the authority and duties of the Chief Executive Officer, as well as approve regulations, orders, and announcements, and prepare a power of attorney to the relevant third party.

### Others

1. Dedicate sufficient time to perform duties, attend the meeting of the Board of Directors and the shareholders' meeting, except in case of force majeure by the directors who are unable to attend the meeting, must notify the Chairman of the Board of Directors or the Corporate secretary in advance of the meeting. The directors are required to attend at least 75% of the total number of meetings held each year during the director's tenure unless there is a reasonable reason and necessity.
2. Study and understand the roles, duties, and responsibilities of the director as stipulated in the Public Company Act, the Financial Institutions Business Act, and the Securities Act as well as relevant laws, notices, and circulars currently and in the future.
3. The development of knowledge and operational ability continuously, attend training or participate in courses related to the performance of director duties or seminar activities that continuously increase knowledge in work performance.



#### 7.2.4 Roles and Duties of the Chairman of the Board of Directors

The Charter of the Board of Directors stipulates that the Chairman of the Board of Directors has the following duties and responsibilities:

1. Convene a meeting of the Board of Directors and supervise the delivery of the meeting invitation letter and other documents so that the Board of Directors receives sufficient and timely information.
  2. To be the Chairman of the Board of Directors Meeting
  3. Serve as the chairman of the shareholders' meeting by controlling the meeting in accordance with the law, terms, and regulations of the Bank. The meeting shall be conducted in accordance with the order of agenda set out in the meeting invitation letter unless otherwise resolved by the meeting.
  4. Strengthening the Good Corporate Governance Standards of the Board of Directors
  5. Strengthen good relationships between executive and non-executive directors.
  6. Ensure that the communication between directors and shareholders is effective.
  7. Perform duties as prescribed by law, specifically as the duty of the Chairman of the Board.
-

## 7.3 The Sub-Committee

The Board of Directors has appointed directors with appropriate knowledge and expertise as sub-committees, assisting in screening and overseeing important matters in each area and providing recommendations to the Board of Directors. The meeting dates of each committee have been scheduled in advance throughout the year and a charter has been established to define the clear roles and responsibilities of each sub-committee. There are a total of five sub-committees as follows: (1) the Audit Committee, and (2) the Nomination and Remuneration Committee. (3) Risk Oversight Committee, (4) Executive Committee, and (5) Corporate Governance and Sustainable Development Committee as follows:

Each sub-committee has a charter approved by the Board of Directors, which outlines its objectives, composition, qualifications, powers and responsibilities, appointments and terms of office, meetings, quorum, and voting procedures. The charter is required to be reviewed as appropriate. However, each sub-committee must report the performance to the Board of Directors.

### 7.3.1 Audit Committee

The Audit Committee is appointed by the Board of Directors with a minimum of three members, at least 1 member must have sufficient knowledge and experience to be able to review the reliability of financial statements, as well as meet the criteria set by the Securities and Exchange Commission, the Capital Market Supervisory Commission, and the Bank of Thailand. The scope, authority, and responsibilities of the Audit Committee have been determined. According to the Charter of the Audit Committee, the Audit Committee is responsible for supporting the Board of Directors to provide independent and impartial advice on the adequacy of management in various matters as follows:

#### Auditor & Financial Reporting

1. Consider, select, and propose the appointment and dismissal of independent persons to act as auditors and propose auditors' remuneration.
2. Attend meetings with the auditor to acknowledge the results of the review or audit of the quarterly financial statements and the semi-annual and annual financial statements, as well as attend meetings with the auditor without the presence of the management at least once a year and consider with the auditor any problems or limitations arising from the review or audit of the financial statements to consider further solutions as well as evaluating the performance of auditors on an annual basis.
3. To review the preparation of financial statements and related financial reports accurately and adequately, and to disclose information accurately and completely under accounting principles and accounting practices, relevant accounting standards, including official requirements, and consider that it is complete and consistent with the information acknowledged by the Audit Committee.
4. Consider the Group's policy on the use of non-assurance services by auditors and review the use of such services to ensure that it does not affect the independence of auditors.
5. Review the progress monitoring report of the amendment by the management on a regular basis to obtain reasonable confidence that the management has acted on the audit results and the auditor's recommendations.

#### Governance Risk Management, Internal Control System, and Internal Audit

1. Review and advise on the Bank's regulatory processes to ensure compliance with the prescribed processes.
2. Review and assess the suitability, efficiency and effectiveness of governance Risk Management Internal control and internal audit by reviewing reports from the Internal Audit Division and discussing its observations.
3. Review and provide advice on the risk management process established and overseen by the management team. Monitor the results of risk management and consider reports from the Bank's management. Additionally, discuss and coordinate with the Bank's management on key risk information and internal controls, including



the risk management effectiveness assessment policy and the evaluation of risk management outcomes, as well as the Code of Business Ethics, the orders and recommendations of the Bank of Thailand (BOT), and the policies of the Financial Business Groups.

4. Acknowledging reports of significant matters from the operations of financial service providers, and financial advisory, and ensuring internal control reports to the management and the Board of Directors.
5. Review the Bank's compliance with the Securities and Exchange Act, the requirements of the Stock Exchange or laws related to the business of financial institutions.
6. Review and monitor the progress of the management's corrective action guidelines regarding issues detected from internal audits and official agencies.
7. Approve the consideration of appointment, transfer, and dismissal, consider the independence as well as evaluate the performance of the Top Chief Executive Officer of the Internal Audit Unit.
8. Review and approve the Internal Audit Policy and Internal Audit Charter in line with the IIA's International Professional Practices Framework and the scope of work for providing confidence and advisory services, as well as financial changes, risk management, and corporate governance process of the Bank and to reflect the development of the internal audit profession.
9. Consider and approve the annual budget, the structure, manpower ratio, and resources required to perform the internal audit Unit's operations, including assessing the need to increase human resources that may be in the form of permanent or outsourcing services. The Bank also reports on the performance of the Internal Audit Unit to the Board of Directors to provide advice or improvement to correct defects in the operation or management of the Internal Audit Unit and related departments.

10. Consider, review, and approve the Bank's annual risk-based Internal Audit Plan, the process of coordinating the relevant audit plans and evaluating the results of the audit on an annual basis, as well as enquiring about the scope of the planned audit to ensure that the audit plan will help detect the possibility of fraud or defects in the internal control system.
11. Evaluate the overall performance of the Internal Audit Division and external agencies providing internal audit services. Review the performance compared to the internal audit plan, including reviewing the internal audit report and communicating or presenting it to the management, as well as arranging for the quality of the internal audit work to be evaluated by an independent external auditor at least once every 5 years.
12. Review and advise the management on issues from the special investigation, including asking the Head of the Internal Audit Unit about the completion of the internal audit work or any other work but was not reported to the Audit Committee, if so, it will inquire whether there are any important issues from the work, as well as ask the top management of the agency to investigate whether evidence of corruption was found during the internal audit operation and evaluate whether any additional action should be taken to deal with the incident.

### Connected transactions or transactions that may have a conflict of interest

1. Consider connected transactions or transactions that may have a conflict of interest and consider the acquisition or disposal of assets of the Bank and its subsidiaries to be reasonable and in the best interests of the Bank, and by relevant laws and regulations of the relevant authorities, as well as the accurate disclosure of information about such transactions, complete and compliant with the requirements of the authorities and relevant laws.
2. The Audit Committee will supervise policies and measures against bribery and corruption to ensure that the Bank complies with its legal and ethical obligations.

Others

1. Prepare the report of the Audit Committee by disclosing it in the annual report, which consists of information as specified in the requirements of the Stock Exchange of Thailand on the qualifications and scope of operation of the Audit Committee.
2. Report to the Board of Directors for improvement within the time deemed appropriate by the Audit Committee. In the event that the Audit Committee finds or suspects that there are any of the following items or actions:
  - (1) The items that may occur the conflicts of Interest
  - (2) Corruption or there are irregularities or major deficiencies in the internal control system.
  - (3) In the event of violation of the Law on Financial Institution Business, the Securities and Exchange Act, the Requirements of the Stock Exchange of Thailand, the Requirements of the Bank of Thailand, other laws related to the Bank’s business, and other laws. Therefore, if the Board of Directors or the Executives fail to make the necessary improvements within the time frame specified by the Audit Committee, the Audit Committee shall disclose these actions in its annual report and report to the Bank of Thailand.
3. In performing their duties within the scope of their responsibilities, the Audit Committee has the authority to summon and direct the management, heads of departments, or employees of the Bank and its subsidiaries to provide their opinions, attend meetings, or submit documents as deemed necessary. Additionally, the committee may seek independent opinions from other professional advisors when deemed necessary, at the Bank’s expense, the commissioning process must follow the Bank’s procedures.
4. Any other operations as assigned by the Board of Directors and approved by the Audit Committee.
5. Evaluate the performance of the Audit Committee annually, in the form of group and individual evaluation to review performance and use the evaluation results to develop and improve operations more efficiently to achieve the set objectives.

As of December 31, 2024, the Bank’s Audit Committee consists of 3 directors as follows:

Name	Position	Positions on the Board of Directors
1. Mr. Chamnong Watanagase	Chairman of the Audit Committee	Independent Director
2. Mr. Supachai Sukhanindr	Member of the Audit Committee	Independent Director
3. Miss Ada Ingawanij	Member of the Audit Committee	Independent Director

Miss Ada Ingawanij is an Audit Committee member who has sufficient knowledge and experience to review the reliability of the Bank’s financial statements.

Miss Chorkaew Kaewmorakot is the Secretary of the Audit Committee as appointed by the Audit Committee meeting.

7.3.2 The Nomination and Remuneration Committee

The Nomination and Remuneration Committee is appointed by the Board of Directors. The number and composition of the Board of Directors are deemed appropriate, with a minimum of 3 members. All members of the Nomination and Remuneration Committee must be independent directors or non-executive directors, whose scope, authority, duties and responsibilities of the Nomination and Remuneration Committee have been determined according to the Charter of the Nomination and Remuneration Committee. The important details are summarized as follows:

Recruitment

1. Consider the composition and qualifications of the Board of Directors both as a whole and individually, ensuring they are suitable for the size, type, and complexity of the Bank’s business. This includes education, knowledge, expertise, skills, experience, and specific competencies related to the Bank’s business.



2. Consider the independence of each independent director to ensure that the independent directors of the Bank are fully qualified and do not have any prohibited characteristics as specified to laws and regulations, as well as relevant charters.
3. Consider the qualifications of the Chief Executive Officer who are suitable for the Bank's business management in order to achieve the set vision, it should cover both education, experience, knowledge, and expertise and consider the important and relevant business environment factors such as economic and industrial conditions and trends, as well as business competition.
4. To select and nominate qualified persons to hold various positions to propose to the Board of Directors and/or the General Meeting of Shareholders (as the case may be) for consideration and approval of appointment to the following positions:
  - 4.1 Director of the Bank
  - 4.2 Directors in various sub-committees who are directly delegated their duties and responsibilities by the Board of Directors.
  - 4.3 The Authorized Person in the Bank's Management
  - 4.4 Bank Advisor
5. Establish policies, criteria, and procedures for recruitment (including but not limited to directors and management authorities) that are qualified and consistent with the established structure and qualifications and follow the principles of good corporate governance.
6. Ensure that the Board of Directors and its sub-committees comply with the required number of directors and their composition as outlined in law, regulations, and relevant charters, while being suitable for the Bank's structure and adaptable to a changing environment. It must also ensure the establishment of mechanism or tool to support the process of selecting and nominating individuals to serve as directors and sub-committees' members, ensuring that the composition of the Board of Directors of the Bank and its sub-committees includes individuals with the appropriate behavior, knowledge, competence, and experience in various fields. This will support the Bank's long-term operations and align with its direction and strategy.
7. Ensure that the Bank has a succession plan and continuity plan for management that is appropriate. This may be prepared in the form of a performance evaluation report and its impact on the Bank's management, or in any other format the Bank deems appropriate.
8. Supervise the disclosure of the Bank's policies and details of the nomination process regarding directors and management authority in the Bank's Annual Report.
9. Have the ability to hire external consultants and/or independent experts in relevant fields to advise and assist the Nomination and Remuneration Committee in achieving its objectives.
10. Responsible to the Board of Directors and accountable for providing clarifications, answering questions about the remuneration of the Bank's directors at the shareholders' meeting.
11. Encourage the Bank to allow minority shareholders to nominate candidates for the position of directors of the Bank.
12. Perform any other duties related to the nomination as assigned by the Board of Directors.
13. In performing its duties within the scope of responsibility, the Nomination and Remuneration Committee shall have the authority to summon and instruct the management, heads of departments, or employees of the Bank and its subsidiaries to provide their opinions, attend meetings or submit documents as deemed necessary, as well as seek independent opinions from other professional advisors when deemed necessary at the Bank's expense. The commissioning process must follow the Bank's procedures.

Remuneration

- 1. Define policies for determining remuneration and other benefits, including the amount of the remuneration and other benefits that reflect the objective, duties and responsibilities, and related risks with clear and transparent rules and adherence to the principles of good corporate governance to propose to the Board of Directors and/or the shareholders' meeting (as applicable) for approval and submit the policy to the Bank of Thailand (upon request). Additionally, the policy should be discussed with the Risk Oversight Committee to ensure that the policy on remuneration can reflect the Bank's significant risks.
- 2. To ensure that the Bank's directors, directors of the sub-committees and persons with management authority of the Bank, including heads of key departments, receive remuneration appropriate to their duties and responsibilities to the Bank. Any person assigned additional duties and responsibilities shall also receive remuneration that is commensurate with the assigned duties. An appropriate remuneration policy framework shall be proposed to the Board of Directors and/or the Shareholders' Meeting (as applicable) for approval.
- 3. Determining the Guidelines for evaluating the performance of the Bank's directors, Sub-Committee directors, persons with management authority of the Bank, as well as heads of key departments of the Bank, to consider adjusting the annual return by taking into account their duties, responsibilities, and risks, as well as giving importance to increasing the value of shareholders' equity in the long term for consideration and evaluation.
- 4. Organize annually evaluate the performance of the Board of Directors and authorized management personnel to ensure they are capable of fulfilling their respective roles and responsibilities. Additionally, provide recommendations for improving the overall efficiency and performance of the Board of Directors and authorized management personnel.

- 5. Review the management's proposal on the remuneration policy framework for Directors of the Bank, Sub-Committees Directors, and the Authorized Management Personnel, including the heads of key departments of the Bank, to provide recommendations to the Board of Directors.
- 6. Disclose policies on remuneration in various forms and prepare remuneration reports. These reports should include details on the factors used to evaluate overall performance, objectives, and operations, along with the opinions of the Nomination and Remuneration Committee. Additionally, include the methods and tools used for determining remuneration that reflect any associated risks, if applicable, in the Bank's Annual Report.
- 7. Any other operations related to the determination of remuneration as assigned by the Board of Directors.
- 8. In performing the performance within the scope of duties, the Nomination and Remuneration Committee shall have the authority to summon and instruct the management team, heads of departments, or employees of the Bank and its subsidiaries to provide their opinions, attend meetings or submit documents as deemed necessary. The committee may also seek independent opinions from other professional advisors when deemed necessary at the Bank's expense. The commissioning process must adhere to the Bank's procedures.

As of December 31, 2024, the Bank's Nomination and Remuneration Committee consists of 3 directors as follows :

Name	Position	Positions on the Board of Directors
1. Mr. Supachai Sukhanindr	Chairman of the Nomination and Remuneration Committee	Independent Director
2. Mr. Stephen Tirador Briones	Member of the Nomination and Remuneration Committee	Non - Executive Director
3. Mr. Gaurav Malik	Member of the Nomination and Remuneration Committee	Non - Executive Director

Mr. Sarawooth Savejnarong is the Secretary of the Nomination and Remuneration Committee as appointed by the Meeting of Nomination and Remuneration Committee.

### 7.3.3 The Risk Oversight Committee

The Risk Oversight Committee is appointed by the Board of Directors, with the number of members determined to be appropriate, with a minimum of 3 members. The committee may include directors, executives, or other individuals, with at least half of the total members being independent directors or non-executive directors. Additionally, at least one member of the Risk Oversight Committee must possess knowledge, expertise, and an understanding of risks related to the business of financial institutions. The scope, authority, duties, and responsibilities of the Risk Oversight Committee are defined according to its Charter. The key details are summarized as follows

1. Advise the Board of Directors on the Bank's risk governance framework.
2. Review the adequacy and effectiveness of the overall risk management policies and strategies, including the acceptable level of risk at least once a year, or whenever there is a significant change. The Risk Oversight Committee should engage in discussions and exchange opinions with the Audit Committee to assess whether the Bank's risk management policies and strategies address all types of risks, including emerging risks, and whether these policies and strategies are being implemented efficiently and effectively".
3. Coordinate with the Audit Committee on key risk and internal control information, ensuring that the Audit Committee can review and approve the internal audit plan. This will help provide reasonable assurance that the Bank has an appropriate internal control system for risk management, including compliance with and proper application of the risk management system.
4. Ensure that executive and the head of risk management units adhere to risk management policies and strategies, including acceptable risk levels.
5. Ensuring that the Bank's capital and liquidity management strategies are designed to address various risks and align with the acceptable level of risk as approved.
6. Report to the Board of Directors on the risk position, the effectiveness of risk management, and the compliance with the risk-aware corporate culture, highlighting key issues and areas for improvement to ensure alignment with the Bank's risk management policies and strategies."
7. Evaluate the efficiency and effectiveness of the performance of the Executive of the Risk Management Department.
8. Approve and review the compliance regulator's roadmap.
9. Determine the structure and force rate of the compliance regulator's framework.
10. To consider and scrutinize the work on regulatory compliance in the following matters and to propose to the Board of Directors for approval.
  - 10.1 Compliance Policy
  - 10.2 Compliance Unit Charter
  - 10.3 The policy review and assessing the effectiveness of compliance risk management.
  - 10.4 Appointment, transfer, including annual performance evaluation and remuneration of compliance agency executives.
11. Annual Compliance Report
12. Perform any other tasks as assigned by the Board of Directors.
13. In performing its duties within the scope of responsibilities, the Risk Oversight Committee shall have the authority to summon and instruct the management, heads of departments, or employees of the Bank and related subsidiaries to provide their opinions, attend meetings, or submit documents as deemed necessary. Additionally, the committee may seek independent opinions from other professional advisors when necessary, at the Bank's expense. The commissioning process must follow the Bank's procedures

As at December 31, 2024, the Bank's Risk Oversight Committee consists of 5 directors as followings:

Name	Position	Positions on the Board of Directors
1. Mr. Stephen Tirador Briones	Chairman of the Risk Oversight Committee	Non-Executive Director
2. Mr. Supachai Sukhanindr	Member of the Risk Oversight Commttee	Independent Director
3. Mr. Gaurav Malik	Member of the Risk Oversight Commttee	Non-Executive Director
4. Mr. Winyou Chaiyawan	Member of the Risk Oversight Commttee	Executive Director
5. Mr. Roy Agustinus Gunara	Member of the Risk Oversight Commttee	Executive Director

Mrs. Suwimol Visavavigrant is the Secretary of the Risk Oversight Committee as appointed by the Meeting of the Board of Directors of the Risk Oversight Committee.

7.3.4 Executive Committee

The Board of Directors has appointed a Executive Committee, with a number and composition deemed appropriate, but with a minimum of 3 members . The Executive committee consists of both directors and executives of the Bank. The scope, authority, duties, and responsibilities of the Executive committee have been defined in accordance with the Charter of the Executive committee. The following are the key details:

1. Operating and administering the Bank’s business in accordance with the objectives, rules, policies, regulations, requirements, orders, the resolutions of the Board of Directors and Shareholders' Meetings.

2. Consider, review, and prepare business strategies, business plans including financial targets and annual budgets, management structure, policies, human resource management, and various administrative powers of the Bank for the Bank’s Board of Directors to consider and approve, as well as consider and moderate proposals of the management as well as important new plans.
3. Supervise the Bank’s operations in accordance with its objectives, regulations, policies, regulations, strategies, and business plans to achieve the objectives. This includes implementing policies and strategies, establishing a strong risk governance framework, and ensuring compliance with risk management policies, acceptable risk levels, the remuneration policy, and corporate governance principles approved by the Board of Directors. These policies must be strictly practiced and thoroughly implemented within the Bank, with progress reported to the Board of Directors periodically.
4. Review and oversee the Bank’s operations across various aspects in accordance with the prescribed laws and regulations, including supervising the expenditure according to the budget approved by the Board of Directors.
5. The Bank Controlling the Bank’s risks to ensure they are at appropriate and acceptable levels and within the risk limits specified under the policy approved by the Board of Directors, and to limit damage that may arise from business operations to a level that will cause no significant impact on Thai credit's financial position. The Executive Committee is also committed to procuring personnel with knowledge, ability, and understanding of financial techniques and relevant businesses sufficient to perform risk management and internal control functions. In addition, it must be informed of internal audit reports with respect to the measures for preventing, detecting, and solving problems, and in the event that damage or potential damage arises.
6. Review the risk management process and system, including the risk ceiling, regularly or whenever there is a significant event that may affect the stability of the Bank.

7. To consider and review matters that require approval or agreement from the Board of Directors or the shareholders' meeting before presenting them to the Board of Directors for approval.
8. To consider and approve transactions, including those in the Bank's ordinary course of business, those concerning execution of agreements, investment in or trading of Thai credit's assets, human resource management, finance, and general administration, and transactions that support Thai credit's normal business, under general trading conditions, in the amount not exceeding the budget approved by the Board of Directors or in line with the principles that have been approved by the Board of Directors. However, those transactions are subject to the rules of the Securities and Exchange Commission ("SEC"), the CMSB, and the SET, regarding related party transactions, and the acquisition and disposition of assets, as well as any other applicable laws and the delegation of authority specified by the Board of Directors.
9. To consider and approve the loan applications or issuance of instruments for long-term fund raising for business operations within the limit permitted under the delegation of authority prescribed by the Board of Directors.
10. Consider and approve the supplies, operating expenses, including considering and reviewing or approving the hiring of consultants, procurement, and the expenses in the investment within the limits specified by the Board of Directors.
11. To consider and approve the procedures and practices in the Bank's operations.
12. Consider and approve the preparation, cancellation, or material changes to the Bank's organisational structure, chain of command, chain of reporting, or management authority, covering the selection, hiring, rotation, training, and termination of employment of the Bank's employees at an executive level. The Executive Committee must also assist the Board of Directors in ensuring that those with management authority are appropriately qualified and capable of managing the Bank's business. It must also clearly determine the duties and responsibilities of each business unit under the chain of command to facilitate efficient and effective risk management and supervision, control, and audit of operations, and ensure that the controlling units can perform their duties professionally and independently, without being influenced by any business units. In addition, it is responsible for coordinating with the Nomination and Remuneration Committee to consider and monitor succession planning, manpower planning, and establishment of rules for remuneration payment and for performance assessment of Executives, and subsequently reporting to the Board of Directors.
13. Cultivate a risk-based corporate culture and communicating risk management policy and strategies, acceptable risk levels, and risk limits to create awareness of their importance among the Bank's employees, including duties and responsibilities and risks arising in an operational process. The Executive Committee is also responsible for supervising and ensuring strict compliance with the set policies, rules, regulations, and operational procedures.
14. Report the the results of operations to the Board of Directors on a regular basis, including any other matters necessary and appropriate to be presented to the Board of Directors for acknowledgment. Any resolutions or important actions within its scope of duties will be reported at the next Board of Directors meeting.
15. Report on risk status, risk management efficiency and guidelines, the status of compliance with risk-based corporate culture, and relevant significant risk factors, issues, and deficiencies to the Bank's Board of Directors and relevant sub-committees on a regular basis or as soon as they are detected to determine timely solutions, and ensuring that reporting is conducted in an accurate, complete, and timely manner and can reflect the Bank's risks, capital adequacy, and liquidity.
16. Report on the status of audits by the Bank's compliance unit, and important regulations and orders to the Board of Directors for acknowledgement.

17. Being entitled to authorise one or more persons to perform any action under its supervision or delegating any authority to any person within a period of time that is deemed appropriate. The Executive Committee may cancel, revoke, or change any authorised person or the authorisation as it deems appropriate.

The Executive Committee's delegation of authority, duties, and responsibilities must not constitute the delegation or sub-delegation that allows an authorised person to approve any transaction in which he or she or a related person (as defined under the notifications of the CMSB or the SET), has an interest, or may have any other conflicts of interest with Thai credit or its subsidiary. The approval of that transaction must be proposed to the Board of Directors meeting or the shareholders meeting (as the case may be) for consideration and approval, unless the transaction is conducted in the ordinary course of business or supports the Bank's normal business under a trade agreement in the same way that a prudent person would act with a general counterparty in the same situation, with the bargaining power to negotiate terms without being influenced by the status of a Director, Executive, or related person and having the same conditions as an agreement executed for a transaction with a third party (at arm's length), in which case the trade agreement must be approved by the Bank's Board of Directors or in accordance with the principles that have been approved by the Board of Directors..

18. Perform any other tasks as assigned by the Board of Directors.

19. In performing the duties within the scope of duties, the executive committee shall have the authority to summon and instruct the management, heads of departments or employees of the Bank and related subsidiaries to give their opinions, attend meetings or submit documents as deemed necessary, as well as seek independent opinions from other professional advisors when deemed necessary at the Bank's expense. The commissioning process must be in accordance with the Bank's procedures.

The Executive Committee will have the same authority, duties, and responsibilities as the Management Committee, which have been assigned and announced by the Board of Directors in accordance with the resolutions of a Board of Directors meeting or the Bank's regulations, announcements, and orders, including those attached to the Announcement No. 076/2564 re: Sub-committees, and its amendments, including the Bank's regulations, announcements, and orders issued prior to the said announcement.

As of December 31, 2024, the Bank's Executive committee consists of 2 Executive Directors and 9 executives of the bank as follows:

Name	Position	Positions on the Board of Directors
1. Mr. Winyou Chaiyawan	Chief Executive Officer	Executive Director
2. Mr. Roy Agustinus Gunara	Deputy Chief Executive Officer	Executive Director
3. Mr. Kamolphu Phuredithsakul	Administrative Officer	-
4. Mr. Natus Kittawaranon	Administrative Officer	-
5. Mr. Kittipant Sriwannawit	Administrative Officer	-
6. Mr. Tsz Ying Christopher Chan	Administrative Officer	-
7. Mr. Pichart Roongwarasopit	Administrative Officer	-
8. Mr. Veeravet Chaiyawan	Administrative Officer	-
9. Mr. Sarawooth Savejnarong	Administrative Officer	-
10. Mrs. Suwimol Visavavigrant	Administrative Officer	-
11. Miss Puckjira Vudhesethakrit	Administrative Officer	-

Mrs. Bongkot Sirivallop is the Secretary of the Board of Directors as appointed by the Board of Directors.



### 7.3.5 The Corporate Governance and Sustainable Development Committee

The Corporate Governance and Sustainable Development Committee is appointed by the Board of Directors with the number and composition as the Board of Directors deems appropriate, with a minimum of 3 members, consisting of directors, executives or other persons, and has determined the scope, authority, duties and responsibilities of the Corporate Governance and Sustainable Development Committee according to the Charter of the Corporate Governance and Sustainable Development Committee, the important details are summarized as follows:

1. Define the Bank's scope, policies, and operational guidelines regarding the environment, society, employees, business ethics, good corporate governance, occupational safety, health, and work environment and regularly presenting on these topics to the Board of Directors, as well as emphasising sustainable creation of business value in line with the principles and standards of good corporate governance, at both local and international levels, as appropriate, to achieve its vision, main goals, and business strategies, by referencing the United Nations' sustainable development goals ("SDGs").
2. Consider reviewing the scope, policies, and practices on environmental, social, employee, the Bank's Code of Business Ethics, good corporate governance, occupational safety, health, and work environment and ensuring these are appropriate to the Bank's business operations and in line with international operational guidelines and the SET's guidelines, and advising the Board of Directors to consider continuous improvements. When doing this, it will emphasise the environment in the supply chain of the Bank's business to encourage the Bank's sustainable growth.
3. Recommend guidelines and advise the Board of Directors on matters related to good corporate governance and sustainable development to encourage sustainability in three dimensions, namely the environment, society and employees and governance.
4. Monitoring the operations of the Bank's Board of Directors and Executives to ensure that they comply with the policy on the environment, society, employees, and governance for sustainable banking, business ethics, the policy on business

operations under the principles of good corporate governance, and the policy on occupational safety, health, and work environment. To ensure that all business units carry out operations in accordance with the Bank's objectives, main goals, and strategic plans to drive its business towards sustainability, the Corporate Governance and Sustainability Development Committee may assign the Executives of the human resource management unit to collect data and prepare reports to present the results of operations to the Board of Directors, together with relevant business units.

5. Promote Encouraging the dissemination of knowledge to the Bank's employees, including communication of the culture of good corporate governance and sustainable development, and encouraging their regular participation in social activities for sustainable development.
6. Consider and monitor the disclosure of information on good corporate governance and sustainable development in the Bank's Annual Registration Statement/Annual Report (Form 56-1 One Report).
7. Perform other duties as assigned by the Board of Directors.

As of December 31, 2024, the Bank's Corporate Governance and Sustainability Committee consists of 3 directors as follows:

Name	Position	Positions on the Board of Directors
1. Prof. Kitipong Uraepatanapong	Chairman of the Corporate Governance and Sustainable Development Committee	Chairman of the Board of Directors (Independent Director)
2. Miss Ada Ingawanij	Member of the Corporate Governance and Sustainable Development Committee	Independent Director
3. Mr. Winyou Chaiyawan	Member of the Corporate Governance and Sustainable Development Committee	Executive Director

Ms. Khemaruthai Asavanont is the Secretary of the Corporate Governance and Sustainable Development Committee, as appointed by the Board of Directors.

## 7.4 Executives

### 7.4.1 List of Executives of the Bank as of December 31, 2024

The Executives of the Bank consist of 21 executives as follows:

Name	Position
1. Mr. Roy Agustinus Gunara	Chief Executive Officer
2. Mr. Kamolphu Phuredithsakul	First Executive Vice President of the Micro Finance Business and Lending Branch Management Group
3. Mr. Natus Kittawaranon	First Executive Vice President of the Micro SME Business Group
4. Mr. Veeravet Chaiyawan	First Executive Vice President of the Retail and Wealth Banking Group
5. Mr. Kittipant Sriwannawit	First Executive Vice President of the Finance and Accounting Business Unit
6. Miss Achara Ruangchay	First Executive Vice President of the Credit Business Unit
7. Mr. Tsz Ying Christopher Chan	First Executive Vice President of the Information Technology Business Unit
8. Mr. Sarawooth Savejnarong	First Executive Vice President of the Human Resource Management Business Unit
9. Mr. Pichart Roongwarasopit	First Executive Vice President of the Collections and Legal Business Unit
10. Mrs. Suwimol Visavavigrant	Executive Vice President of Risk management
11. Miss Natthita Loveera	Executive Vice President of Compliance
12. Miss Puckjira Vudhesethakrit	Executive Vice President of Operations
13. Miss Nathasa Suracheewakrit	Executive Vice President of Operations
14. Miss Korkaew Tribamrongsuk	Executive Vice President of Digital Transformation
15. Miss Cholticha Klanjaturas	Executive Vice President of Micro Finance Collections
16. Miss Pratanporn Peetaneelawat	Executive Vice President of Micro SME/SME Collections
17. Miss Chorkaew Kaewmorakot	Executive Vice President of Internal Audit
18. Miss Porntip Sae Lor	Executive Vice President of Financial Planning and Analysis
19. Mr. Nimit Rotchanarak	Executive Vice President of Micro SME Sales Network 3 (MicroSME Business Administration Department, Network 3)
20. Mr. O-Larn Skoldaechar	Executive Vice President of Micro SME Sales Network 2
21. Mrs. Thanawan Nitibhon	Executive Vice President of Group Strategic Management

Note: No. 1-9 refers to executives as defined by the SEC.

No. 1-21 refers to executives as defined by the Bank of Thailand.

On February 20, 2024, the Board of Directors resolved to appoint Mr. Roy Agustinus Gunara as the Chief Executive Officer, effective from March 22, 2024, replacing Mr. Winyou Chaiyawan, who resigned from the position of Chief Executive Officer.

### Scope, Authority and Responsibilities of the Chief Executive Officer

1. Define the Bank's vision and mission to propose to the Executive Directors and the Board of Directors for consideration and approval as a framework for the management and supervision of business operations related to the general administration of the Bank. This includes managing and supervising business operations to align with the Bank's vision, mission, strategy, business plan, main operating plan, budget, goals, and business policies approved by the Board of Directors, ensuring that the plans and management are aligned in the same direction.
2. Define strategies, business plans, main operating plans, budgets, goals, and policies for business operations to ensure sustainable growth under good corporate governance, and propose for approval by the Board of Directors. Supervise the overall management to ensure operations align with the vision, mission, strategy, business plan, main operating plan, budget, goals, and business policies, and communicate these to the management to ensure alignment with the approved strategies.
3. Regularly report the performance and/or progress to the Executive Committee and the Board of Directors regarding the management and supervision of business operations related to the general administration of the Bank, as per the approved business plan, budget, goals, and business policies. In case of significant issues or actions that may affect the Bank's operations or conflict with good governance practices, ethical standards, or business ethics, the chief executive officer must report to the Executive Committee and/or the Board of Directors within an appropriate time frame.
4. Supervise the preparation of financial reports and disclosure of significant information in accordance with applicable regulations and practices.
5. Ensure the reporting of the Bank's performance to shareholders in the Annual General Meeting and through the annual report.
6. Oversee and manage the Bank's operations to ensure compliance with policies, business plans, applicable laws, regulations, objectives, and the Bank's bylaws, with responsibility, care, and integrity, maximizing the Bank's interests while ensuring compliance with related-party transaction rules and asset acquisition and disposal guidelines.
7. Continuously manage the development and improvement of the Bank's operational efficiency in various areas.
8. Undertake feasibility studies for new projects and manage special projects that impact shareholders.
9. Issue regulations, orders, manuals, announcements, records, or guidelines as needed, which are not otherwise defined by the Board of Directors, to ensure employees comply with the Bank's policies and maintain discipline.
10. Announce the interest rates for deposits and loans, fees, and other conditions in accordance with guidelines set by the relevant subcommittees of the Bank.
11. Ensure that the management and executives actively participate in fostering and promoting the values and corporate culture of ethics and good governance, acting as role models.
12. To hold monthly meetings with the internal audit and compliance teams to discuss organizational issues and propose corrective actions for implementation.

13. Represent the Bank in public relations and communication with stakeholders, including shareholders, and support the Board of Directors in providing appropriate and consistent communication channels with these groups.
14. Serve as the representative or authorized individual of the Bank in external dealings with regulatory authorities or any legal transactions, as delegated by the shareholders' meeting, Board of Directors, or Executive Committee (as applicable), or in accordance with the delegation of authority outlined in the Bank's bylaws.
15. Review and approve the organizational structure and the responsibilities of various departments, and modify the structure when necessary.
16. Approve employee compensation structures, salary increases, bonuses, and benefits for positions lower than the Chief Executive Officer, and propose these for approval by the Nomination and Remuneration Committee and/or the Board of Directors.
17. Approve the work rules and employee code of conduct to be adhered to by the Bank's staff.
18. Oversee the recruitment, appointments, transfers, dismissals, and layoffs of Bank employees in accordance with the approved delegation of authority or staffing plans, including the approval of external legal office appointments and consultants.
19. Approve operational expenses both within and outside the approved budget in accordance with the Bank's guidelines and/or delegation of authority.
20. Approve and authorize purchases and contracts for the benefit of the Bank, in accordance with the Bank's rules and/or delegation of authority.
21. Approve financial transactions related to various business operations of the Bank, in accordance with the Bank's guidelines and/or delegation of authority, including adjusting approval limits for employees or authorized individuals as deemed necessary.
22. Delegate authority to one or more individuals to perform tasks on behalf of the Chief Executive Officer within the scope defined by the Bank's power of attorney, regulations, or Board resolutions, ensuring that there are no conflicts of interest.
23. Perform any other duties as assigned by the Board of Directors, subcommittees, and/or Executive Committee, including tasks required by law or relevant regulations.
24. The Chief Executive Officer is prohibited from attending meetings or approving transactions in which they or any individual with a conflict of interest (as defined by securities regulations or the Bank of Thailand) may have a personal interest or stand to benefit, unless such transactions adhere to the approved policies or criteria set by the shareholders' meeting and/or the Board of Directors.
25. The Chief Executive Officer reports directly to the Board of Directors and the Executive Directors and must comply with the guidelines and policies established by the Board and Executive Directors. The Bank will periodically review the Chief Executive Officer's authority, duties, and responsibilities to ensure they are in alignment with the Bank's evolving conditions and business needs.

## 7.4.2 Policies and Procedures for Determining Executives' Remuneration

The remuneration for executive must align with their roles and responsibilities in overseeing the operations of the Bank, taking into account the Bank's performance, business outcomes, the business environment, and the overall economic conditions. It must also comply with the resolutions set by the shareholders' meeting.

The Nomination and Remuneration Committee is responsible for assessing the performance of the Bank's Chief Executive Officer and the Board of Directors will be annually informed of the results of this performance assessment. The remuneration of the Chief Executive Officer and the Managing Director will be determined in a prudent and transparent manner based on their responsibilities and performance in order to create both short-term and long-term motivation. The remuneration must also be comparable to the standard remuneration in the same industry.

In addition, the Chief Executive Officer is in charge of assessing the performance and remuneration of Executives in lower positions, under the framework and policies set forth by the Board of Directors. Their remuneration will be determined based on the Bank's results of operations, their implementation of policies assigned by the Board of Directors, and their performance of duties and responsibilities in line with the principles of pay for their position. Gender differences do not affect the determination of the remuneration of employees. The remuneration and benefits are provided based on performance efficiency and consistency, in line with the principles of pay for performance, in order to retain and motivate employees and ensure high performance, capacity, and devotion to the organisation. Bonuses are also part of the annual remuneration and are paid to employees based on their performance and the Bank's results of operations in each year.

Executives who are employees receiving regular salaries will not receive the remuneration for the Bank's Directors. Any Executives who are directors or executives of the Bank's subsidiary will not receive the remuneration for the directors or executives of the subsidiary



### 7.4.3 Remuneration for Senior Executives

#### Monetary Remuneration

For the fiscal year ended on December 31 2024, the Bank paid the Bank's executive remuneration for 9 people, including salaries and bonuses, in total amount 196,050,365.00 baht.

#### Other Remuneration

For the fiscal year ended on 31 December 2024, the Bank paid its Executives remuneration in the forms of provident fund contributions, mobile phone service charges, and fuel costs for onsite visitations, life insurance premiums, health insurance premiums, accommodation costs, and so forth. Furthermore, the Chief Executive Officer and the Managing Director have received additional remuneration in the form of cars specifically prepared for those holding the positions of Chief Executive Officer and Managing Director.





Table Showing the Shareholding in the Bank of the Management (The Number of Outstanding Ordinary Shares is 1,234,839,222 shares)

No.	Director	Number of Ordinary Shares Held <sup>(1)</sup>		Change Increase/Decrease (Shares)	Shareholding in the Bank (%)
		December 31, 2023 <sup>(2)</sup>	December 31, 2024		
1	Mr. Roy Agustinus Gunara	-	46,026,476	-	3.73
2	Mr. Kamolphu Phuredithsakul	-	525,200	-	0.04
3	Mr. Natus Kittawaranon	-	510,000	-	0.04
4	Mr. Veeravet Chaiyawan	-	24,056,500	-	1.95
5	Mr. Kittipant Sriwannawit	-	300,000	-	0.02
6	Miss Achara Ruangchay	-	234,400	-	0.02
7	Miss Puckjira Vudhesethakrit	-	224,100	-	0.02
8	Mr. Tsz Ying Christopher Chan	-	200,000	-	0.02
9	Mr. Sarawooth Savejnarong	-	210,000	-	0.02
10	Mr. Pichart Roongwarasopit	-	169,400	-	0.01
11	Mrs. Suwimol Visavavigrant	-	-	-	-
12	Miss Natthita Loveera	-	130,300	-	0.01
13	Miss Nathasa Suracheewakrit	-	-	-	-
14	Miss Korkaew Tribamrongsuk	-	18,000	-	0.00
15	Miss Cholticha Klanjaturas	-	107,000	-	0.01
16	Miss Pratanporn Peetaneelawat	-	126,800	-	0.01
17	Miss Chorkaew Kaewmorakot	-	19,300	-	0.00
18	Miss Porntip Sae Lor	-	124,400	-	0.01
19	Mr. Nimit Rotchanarak	-	46,000	-	0.00
20	Mr. O-Larn Skoldaechar	-	-	-	-
21	Mrs. Thanawan Nitibhon	-	100,000	-	0.01

Note: The list and positions of executives are listed in Section 7.4.

<sup>(1)</sup> Shares of spouse and minor children are already included.

<sup>(2)</sup> The Bank is listed as listed securities on the Stock Exchange of Thailand on February 8, 2024.  
Therefore, it is not possible to display the data in 2023.

## 7.5 The Personnel

As of December 31, 2024, the Bank and its subsidiaries had a total of 4,394 employees, divided into 4,343 full-time employees and 51 temporary employees (excluding the top four executives as defined in the Notification of the Securities and Exchange Commission No. Koh Joh 17/2551).

Details on the total number of employees, separated by work line for the specified period.

Business Unit	No. of Employees (Persons) As of December 31, 2024 4,394 Persons		
	Full-time Employees	Temporay Employees	Total
1. The Office of the Chief Executive Officer and The Office of Chairman of Executive Committee	79	-	79
2. Micro Finance Business and Lending Branch Management Group	1,417	1	1,418
3. Risk Management	65	-	65
4. Operations	165	4	169
5. Credit	101	-	101
6. Collections and Legal	710	5	715
7. Micro SME Business Group	871	15	886
8. Finance and Accounting	36	-	36
9. Human Resource Management	84	1	85
10. Internal Audit	27	-	27
11. Compliance	18	-	18
12. Retail and Welth Banking Group	353	4	357
13. Information Technology	353	12	365
14. International Trade and Treasury Operations	12	-	12
15. Thai Micro Digital Solutions Co., Ltd.	52	9	61
<b>No. of Employees in Total</b>	<b>4,343</b>	<b>51</b>	<b>4,394</b>

Note: Excluding the top four executives as defined in the Notification of the Securities and Exchange Commission No. Koh Joh 17/2551

### 7.5.1 Personnel Management and Development Policy

The Bank recognizes the importance of human resources as a key factor in driving the Bank's business to achieve its goals. Therefore, the Bank has focused on good and efficient human resource management and development to support the employee's progress in their work field continuously and also bounding to the organization. This is so that the Bank can maintain the employee to work with the Bank continuously; under labor protection laws and international practices respect the rights, honor, dignity, and equality of all personnel. This Human Resource Management and Development Policy has been formulated to be used as a framework for the Bank's management and human resource development to increase the efficiency of the Bank's operations towards the set goals.

#### (1) Labor practices and respect for human rights

The Bank adheres to the principles of human rights and labor rights in accordance with labor laws and employment related regulations in the countries where it operates as well as international human rights principles. The bank emphasizes equality and non-discrimination in all dimensions, including age, gender, education, marital status, political opinions, race, religion, belief and disability. The organization promote diversity by ensuring that all employees are treated equally and fairly throughout their employment, from hiring to termination. This is supported by clear, written process, non-discriminatory compensation and equal opportunities for all employees groups by managing remuneration based on performance evaluations with clear work goals and performance, ensuring transparency, fairness, and compliance with environmental policies, social responsibility, employee welfare, and corporate governance of the Bank.

## (2) Organizational Structure and Manpower Rate

The Bank manages its organizational structure effectively. The roles, duties, and responsibilities of each department are clearly defined as the same standards, as well as the manpower ratio, is managed to be suitable for the organizational structure, workload, and nature of work to manage employee costs efficiently and maximize benefits.

## (3) Recruitment and Hiring

The Bank develops a recruitment process, selection, and hiring of the employees who will join the event to obtain personnel with appropriate qualifications to be involved with the business strategy and have the potential to develop to meet the business goals in the future. The Bank adheres to the principle of recruiting qualified personnel from both within the Group and from external parties in line with the Bank's business expansion plan in a transparent manner and it has determined the qualifications and abilities of employees to match the job description and characteristics that are appropriate to the corporate culture.

Employment can be divided into 2 types: Full-time employment, Fixed-term employment (Contract Employment: Permanent and Yearly), and Temporary Employment (Outsourcing).

## (4) Employment after Retirement

The Bank provides employment opportunities after retirement based on the expertise and capabilities of the retirees, as well as the relevance of the job description. Retired employees who remain in good health continue to work effectively can contribute to the Bank by sharing their knowledge and experience with the next generation of employees.

## (5) Compensation and Welfare Administration

The Bank's compensation management ensures appropriate and fair benefits within a business environment that adheres to the principle of "Pay for Position." Gender differences do not influence the determination of employee compensation. Additionally, the principle of "Pay for Performance" is applied, considering consistent performance and behavior to retain and motivate high-performing, talented, and dedicated employees who contribute to the organization.

The Bank provides welfare and benefits, in addition to basic benefits as required by law, to all employees without discrimination, based on the principle of appropriateness according to their duties and responsibilities. Full-time employees receive welfare such as life insurance and accident insurance as well as protection in case of disability and disability caused by work, annual health check-ups, maternity leave, medical examination, dental treatment assistance, loans welfare, various types of grants, the right to participate in the provident fund. In addition, there are benefits for family members of employees, such as funeral allowances, etc. An annual contract employee receive life insurance and accident insurance, including coverage for disability or work-related injury, as well as various types of leave as required by law.

## (6) Administrative Performance

The Bank provides an opportunity for employees to participate in the formulation of work plans and performance indicators (KPIs) in collaboration with their supervisors, ensuring alignment with the Bank's objectives. The performance evaluation system is conducted twice a year. Employees and supervisors are required to monitor progress in the second quarter, followed by an annual performance evaluation in the fourth quarter. This system provides an opportunity for supervisors and employees to engage in discussions, covering areas such as planning, progress monitoring, capacity development, and fostering a strong relationship between supervisors and employees.

## (7) The Appointment, Transfer, and Promotion

Appointments and transfers shall be made on an equal basis and based on the appropriate knowledge, competence, and actions or practices of those employees.

Promotion to a higher level of responsibility and supporting employees with outstanding performance is to maintain employees who are knowledgeable, talented, and good people to grow into leaders of the organization which consider from the criteria as specified by the Bank which are (1) performance above the prescribed standards, (2) competency or good behavior at work, and (3) potential at a higher and appropriate position level.

## (8) Employee Capacity Development

The Bank aims to develop employees with the necessary knowledge and skills aligned with the business direction to enhance the organization's competitiveness, both now and in the future. This is achieved through effective career management and knowledge development initiatives. The Bank's development approach focuses on educating employees while promoting work ethics to deliver professional and accurate services to customers. The training is provided through various methods, including classroom sessions, online training, and e-learning, all of which are designed to align with the Bank's environmental policies, social responsibility, employee welfare, and corporate governance.

The Bank aims to create opportunities for employees' career advancement paths, manage high-potential candidates, and prepare succession plans. This is to prepare employees at the designated position level with the appropriate qualifications and potential for higher positions, as well as to fill vacant positions when needed.

## (9) Receiving Complaints from Employees

The Bank listens to opinions and suggestions of employees equally and impartially, providing channel for employees to report matters or suggestions for the Bank to correct or improve its operations. These complaints are directed to executive, with procedures in place to protect the confidentiality of the whistleblower in accordance with the established whistleblower protection process. The complaints will be processed according to the procedures outlined in the Whistleblowing Policy for handling fraud and misconduct.

## (10) Quality of Life, Safety and Occupational Health

The Bank strengthens the working environment and occupational health of employees to ensure a safe and good quality of life. In addition, employees must be trained on work safety and maintaining the workplace environment, as well as maintaining the environment of the neighboring community.

## (11) Layoff

Termination generally occurs when an employee fails to pass the probationary period or upon the employee's voluntary resignation in writing, or if the Bank terminates the employee for any reason. .

When the number of employees with unsatisfactory performance needs to be reduced (which is currently not the case). For example, the Bank may consider employees whose performance is below the benchmark, with the number of consecutive years of work below the benchmark, etc. Employees who are considered for dismissal are paid statutory compensation, as well as other money as required by law.

## (12) Human Resource Management by Information Technology System

The Bank aims to continuously develop information technology systems in human resource management by transforming various information systems into user-friendly programs that employees can conveniently use on their own. This will reduce procedures and the number of documents, while enabling the Bank to analyze data more efficiently.

## 7.5.2 The Succession Plan

The Bank's Executive Succession Plan recognizes the importance of being prepared to develop personnel to replace key positions. In the event that the holder of a key executive position is unable to perform their duties until the end of their term, or if the position becomes vacant for any other reason, the plan aims to reduce the risks or impacts from the potential shortage of personnel in important positions that may arise in the future. The Bank has established a Succession Plan to ensure the continuity of operations and organizational management, with an emphasis on a suitable and transparent personnel selection process. The succession planning is outlined as follows:

### 1. Chief Executive Officer

- When the position of Chief Executive Officer becomes vacant, or the incumbent is unavailable to perform their duties. The Board of Directors may consider appointing the Managing Director as the Acting CEO until the nomination and selection of a qualified candidate, following the criteria specified by the Bank, are made.

The nomination and selection of qualified candidates, according to the criteria specified by the Bank, must focus on individuals who are visionary, knowledgeable, competent, experienced, and aligned with the corporate culture. The Nomination and Remuneration Committee will consider and propose to the Board of Directors the appointment of a suitable candidate to fill the position.

### 2. Executives at the level of Assistant Managing Director and above

When the Bank needs to appoint personnel to hold positions at the level of Assistant Managing Director or higher, or if a person holding such a position becomes unavailable to perform their duties, the Bank will present the selected successor to the Chief Executive Officer for approval. The succession planning for the Bank at the executive level includes the following steps:

Analyze the Bank's business situation in terms of strategy Policies, and Action Plans

- Analyze the Bank's business situation in terms of strategy, policies and action plans
- Assess the readiness of manpower to align with the Bank's strategy, both in the short and long term.
- Define manpower readiness plan by preparing an employee development plan and recruiting employees to prepare for replacement when vacancies become available.
- Determine the qualities and abilities that consist of the knowledge, skills, personality, and attitude required of the employee in that position.
- Evaluate the performance and potential of employees for consideration and selection of potential employee groups.
- Identify employees who are expected to be the successors from the group of potential employees, which must be notified to employees in advance to prepare for job learning and determine a backup successor.
- Prepare an Individual Development Plan for employees who are expected to be successors to develop leadership skills and job knowledge to prepare for their duties before the incumbent retires or leaves the position early.
- Develop and evaluate employees who are expected to be successors to see if the development and the performance are as expected results; if it does not meet expectations, take action as follows:
  - Conduct the selection and succession plan for the new position, or
  - Develop an alternate successor (if any) or
  - Recruitment and selection from outsourced candidates.

When a position becomes vacant, and a fully qualified successor assumes the role with increased responsibilities, necessary adjustments to positions and promotions should be proposed accordingly. The selection process for personnel to participate in the project must be transparent, fair, and approved by the Nomination and Remuneration Committee. It will then be considered and proposed to the Bank's Board of Directors for the appointment of suitable candidates to fill the position.

7.5.3 The Significant Changes in the Number of Personnel in the Past 3 Years

In the past three years, the Bank had 3,652 employees as of December 31, 2022, and in 2023, the number of employees was 3,990, an increase of 10.01% from the previous year, and as of December 31, 2023, the number of employees increased to 4,342, an increase of 8.82% from the previous year. The value of loans to receivables and net accrued interest increased from Baht 121.3 billion as of December 31, 2022 to Baht 144.2 billion as of December 31, 2023 and increased to Baht 163.2 billion as of December 31, 2024, including increasing the number of personnel to support the Digital Transformation Project.

7.5.4 Employee Compensation

Employee remuneration (excluding executives) of the Bank and its subsidiaries for the fiscal year ended December 31, 2024 is equal to 3,460,693,008.58 million baht. The remuneration for such employees consists of salaries, bonuses, provident funds, and other remuneration such as mobile phone bills, car fuel expenses and accommodation benefits, etc.

7.5.5 The Provident Fund

Currently, the Bank and its subsidiaries have a provident fund under the management of Aberdeen Asset Management (Thailand) Ltd., under the name "TCB Registered Provident Fund", which is registered with the SEC. As of December 31, 2024, the number of employees participating in the provident fund program is as follows:

Company	No. of Employees Participating in the Provident Fund (Persons)	No. of Employees in Total	Proportion of Employees Participating in the Provident Fund/Total Employees
Thai Credit Bank Public Company Limited	3,256	4,342	75%

7.5.6 Significant Labor Disputes in the Past 3 years.

- None -



## 7.6 Other Important Information

### 7.6.1 The Person Assigned to be Directly Responsible for overseeing accounting operations

Mrs. Panida Sriphattha, the Bank's Senior Vice President ("SVP") of accounting and taxation, was assigned to be directly responsible for overseeing accounting operations and supervising the Bank's accounting transactions to ensure efficiency and compliance with the Bank's regulations, requirements, and rules, as well as accounting standards.

The information and details regarding the person assigned to be directly responsible for overseeing the Bank's accounting operations can be found in Appendix No. 1 (Details of Directors, Executives, Controlling Persons, Executives in the Accounting and Finance Department, Persons with Direct Responsibility for Accountancy, and Corporate Secretary).

### 7.6.2 เลขาธุรการบริษัท

The Board of Directors of the bank, on February 14, 2024, resolved to appoint Mr. Pornthep Permthorpipat as the Corporate secretary, replacing Miss Pattanajit Woraphisit, effective from February 20, 2024. The Board has determined the scope of authority, duties, and responsibilities of the Corporate Secretary. The Corporate Secretary must undergo training courses related to the performance of the duty of the corporate secretary, be knowledgeable and understanding of the principles of good corporate governance and good practices of good corporate governance or other qualifications that help the company secretarial work to be carried out, as well as well-rounded and understanding of the Bank's business, to support the effective operation of the Board of Directors.

### 7.6.3 The Head of the Internal Audit

The Board of Directors meeting passed a resolution to appoint Ms. Chorkaew Kaewmorakot, the Executive Vice President ("EVP") of the internal audit department and as the head of internal audit.

Ms. Chorkaew Kaewmorakot was considered to have sufficient knowledge to fulfil this role per the Bank's guidelines, principles of good corporate governance, risk assessment and internal control, both at the business level and at an entity level. The qualifications of the person holding the position of head of internal audit can be found in Appendix No. 2 (under the topic of Details of the Head of Internal Audit).

### 7.6.4 Head of compliance

The Board of Directors Meeting passed a resolution to appoint Ms. Natthita Loveera, the Executive Vice President of compliance department and the head of compliance. Miss Natthita Loveera was considered to have sufficient knowledge in terms of the performance of operations in the Bank so she was appointed to supervise the Bank's compliance business unit. The qualifications of the person holding the position of head of compliance can be found in Appendix No. 2 (under the topic of Details of the Head of Compliance).

### 7.6.5 Investor Relations

The Bank has established the Investor Relations and assigned Miss Ratinan Wongwatcharanon to serve as the Investor Relations Officer to serve as the center for disclosing important information to shareholders and investors, including financial information.

The contact information of the Investor Relations Department is:



02-697-5300 ext. 4197



ir@thaicreditbank.com

The Bank conducts investor relations activities with executives including the investor relations, to benefit shareholders, investors, and securities analysts. These activities aim to strengthen relationships with shareholders, enhance the Bank's image, build credibility, and demonstrate a commitment to creating long-term sustainable value for shareholders. The Bank's key activities in 2024 are summarized as follows:

Format of the Meeting	Meetings
Securities Analyst and Fund Manager Meeting	4
Listed Companies Meet Investors	1
Conference call	12
Investor/Analyst Meetings (Company Visit)	15
Exclusive Interview	3
Roadshow (Domestic&International)	4
Site Visit	1

7.6.6 Auditor’s Remuneration

The Audit Committee reviews the qualifications of the auditors, taking into account their independence, suitability, performance and interests, and proposes the appointment of the Bank's auditors to the Board of Directors each year. Including the remuneration of the auditor to be proposed to the shareholders' meeting for approval. The list of auditors proposed for appointment as bank auditors shall consist of auditors who have been approved by the Bank of Thailand and the Securities and Exchange Commission of Thailand in 2024. The remuneration of the Bank's Audit Office consists of:

Audit Fee

For the fiscal year ended on December31, 2024, the Bank has appointed KPMG Phoomchai Audit Limited (“KPMG Audit”) as the auditor of the Bank and its subsidiaries with the following names and remuneration of auditors:

- 1. Ms. Thitima Pongchaiyong (Certified Public Accountant No. 10728) and/or
- 2. Mr. Chanchai Sakulkoedsin (Certified Public Accountant No. 6827) and/or
- 3. Miss Pantip Gulsantithamrong (Certified Public Accountant No. 4208) and/or
- 4. Miss Orrawan Choteviriyakul (Certified Public Accountant No. 10566)

Whom are in the SEC’s approved auditor list, under the supervision of KPMG Audit, to act as an auditor of the Bank and its Subsidiary, and resolved to approve the audit fees paid to KPMG Audit, totaling THB 6,380,000. <sup>1</sup>

Non-Audit Fee

For the fiscal year ended on 31 December 2024, the Bank paid service fees (Non-Audit Fee) with KPMG Phoomchai Business Consulting Company Limited (“KPMG Advisory”), which is a subsidiary. The same as KPMG totals THB 34,300<sup>2</sup>, which is a service fee related to external training course.

The aforementioned auditor and the audit firm for which the auditors work was not considered as a person or company related to the Bank, which is in line with the accounting standards regarding the disclosure of information about related persons or companies.

<sup>1</sup> The service fee does not include VAT and other expenses such as travel and paperwork costs, which may be added as usual for the audit.  
<sup>2</sup> The service fee does not include VAT.

## 8 Report on Key Operating Results Related to Corporate Governance

### 8.1 Summary of the Board of Directors' performance in previous years

In 2024, the Board of Directors reviewed the vision, mission, aims and core values, taking into account various factors, including changes in the business environment, future trends. The competitive situation in the market is to be up-to-date in accordance with the business direction of The Bank Bank and to supervise, review and monitor the management's work in accordance with policy, strategies and business plans with efficiency and effectiveness. Including compliance with the laws, rules and regulations of relevant agencies.

#### 8.1.1 Nomination, development, and evaluation of the Board of Directors

##### Nomination of Directors, Chief Executive officer and Executives

The bank's board of directors has appointed the Nomination and Remuneration Committee to be responsible for recruiting and selecting individuals with diverse knowledge, skills, and experience that are suitable for the nature of the business and its risks. These individuals should contribute to the long-term operations of the bank and align with its business direction, strategies, and sustainable development goals in order to hold positions as bank directors and members of sub-committees.

For this recruitment process, the Bank has established a nomination process whereby the members of the Board of Directors are selected from qualified professionals or experts in various fields who have appropriate qualifications and do not have any characteristics prohibiting them from holding a position on the Board of Directors under the relevant laws. In addition, the composition of the Committee shall take into account the proportions, number and diversity of the members, including their skills, knowledge, abilities, independence, gender, age and ethnicity are taken into account on the basis of a table indicating the expertise of Board Skill Matrix as information

for consideration. The expertise required for the Board of Directors includes banking and finance, corporate strategy, accounting, marketing and branding sustainability development, risk management, human resources, legal, international trade information and digital technology.

The Board of Directors consists of independent directors, non-executive directors, and executive directors. The number of directors is determined by a shareholders' meeting but must not be fewer than five and no more than eleven. At least one-third of the directors, but no fewer than three, must be independent directors. These directors must have experience, knowledge, or a broad set of skills that are suitable for the size, complexity, nature of the business, and risks, as well as the long-term strategy and operations of the Bank. Additionally, the Board must include at least one independent director who has adequate knowledge and experience to review the reliability of financial statements, and at least one director with knowledge or experience in information technology. At least half of the total number of Directors must reside in the Kingdom of Thailand, and at least three-quarters of the total number of Directors must have Thai nationality, unless exempted under relevant BOT rules and regulations.

The Nomination and Remuneration Committee will nominate a person to take a position of a director when the term is terminated and proposes to take a position as a director for another term. The Nomination and Remuneration Committee considers the time dedication of the directors, relationship with management, self-development, and past performance, including meetings attendance, participation in meetings, and responsible and honest performance of duties, etc. The persons nominated for election as directors must be approved by the Bank of Thailand before proposing to the shareholders' meeting or the meeting of the Board of Directors, as the case may be, for further appointment.

The bank grants shareholders the right to propose individuals for consideration to be elected as directors, in accordance with the principles of good corporate governance. The bank has established criteria for shareholders to exercise this right and has made these criteria publicly available on its website

The shareholders who will nominate a person to be considered for election as a director must have the following qualifications:

1. To propose individuals for election as directors, the shareholder must hold voting rights and own at least 5 percent of the total number of voting shares of the Bank as of the nomination date. This can be either a single shareholder or a combination of several shareholders
2. Must be able to provide proof of shareholding as required by the Bank, such as a copy of a certified share certificate or a certificate from the Securities Company or other evidence from the Stock Exchange of Thailand or Thailand Securities Depository Company Limited.

The Bank's Nomination and Remuneration Committee considers and screens the nominees proposed by shareholders in accordance with the Bank's nomination process and nominates nominees to the Board of Directors for consideration and approval by the Bank of Thailand before finalizing the list of nominees to be included in the notice of the Annual General Meeting of Shareholders, the shareholders shall consider further election. The details of the knowledge and expertise of the directors who have been evaluated are as follows:

#### Knowledge and Expertise of the Board of Directors (Board Skills Matrix) (as of December 31, 2024)

Board members	Independent Director	Non-Executive Directors	Executive Directors	Knowledge & Expertise										
				Management	Banking & Financial Service	Strategic	Finance and Accounting	Marketing & Branding	Sustainability Development and CG	Risk management	Human Resource	Law and Regulation	International Business	Information & Digital Technology
1 Prof.Kitipong Urapeepatanapong	○			○	○	○		○	○	○	○	○	○	
2 Mr. Chamnong Watanagese	○			○		○	○							
3 Mr. Stephen Tirador Briones		○		○	○	○				○	○		○	
4 Miss Ada Ingawanij	○			○	○	○	○	○	○	○			○	
5 Mr. Supachai Sukhanindr	○			○	○	○		○		○	○		○	○
6 Miss Krisana Aramkulchai			○	○	○		○			○				
7 Mr. Gaurav Malik		○		○	○	○				○				○
8 Mr. Winyou Chaiyawan			○	○	○	○	○	○	○	○				
9 Mr. Roy Agustinus Gunara			○	○	○	○		○		○	○			
<b>Total</b>	<b>4</b>	<b>2</b>	<b>3</b>	<b>9</b>	<b>8</b>	<b>8</b>	<b>4</b>	<b>5</b>	<b>3</b>	<b>8</b>	<b>3</b>	<b>1</b>	<b>4</b>	<b>2</b>

At the 2024 Annual General Meeting of Shareholders, the Bank has a total of 9 directors, so there are 3 directors who must retire according to the term of office, as follows:

1. Mr. Supachai Sukhanindr      Independent Director
2. Miss Ada Ingawanij      Independent Director
3. Mr. Roy Agustinus Gunara      Committee, and Chief Executive Officer

The Board of Directors, excluding the involved directors, has approved the recommendations of the Nomination and Remuneration Committee after careful consideration to the qualifications and suitability of the nominees, which are deemed beneficial to the Bank's operations, including the composition of the Board of Directors, it is concluded that the three directors who have to leave their positions according to the term of office are fully qualified, not prohibited by any applicable legal provisions and possess the knowledge, competence and experience in the financial industry. Therefore, the shareholders propose that the shareholders' meeting consider electing the 3 directors who have been terminate the term to take the position as directors of the Bank for another term.

For the nomination of the Chief Executive Officer, the Bank has set out the criteria for the nomination of the Chief Executive Officer, which must be qualified and not have any prohibited characteristics as announced by the Office of the Securities and Exchange Commission of the Stock Exchange of Thailand, The Financial Institutions Business Act B.E. 2551 (2008) and other relevant notices and laws as well as the appointment and nomination of directors. In terms of the appointment of the Chief Executive Officer must be a member of the Board of Directors who has passed the Procedures for Consideration of Nomination Based on Criteria for Nomination of Directors and the Board of Directors appointed him as the Chief Executive Officer and then proposed to the Bank of Thailand for approval respectively.

However, the executives will go through the nomination process according to the Bank's nomination process, which will be considered by the Chief Executive Officer in the final order.

## Term of office of the Bank's directors

At the Annual General Meeting of Shareholders Directors must resign from office for one-third of the total number of directors of the Bank. If the number of directors cannot be divided into thirds, the number closest to one-third shall be divided. The directors who are required to leave their positions shall be considered the directors who have been in office for the longest time. If there are several directors who have been in office for the same number of years at any one time, which is more than the number of directors who have to leave office at that time, the lottery method shall be used. However, the outgoing director may be re-elected to serve the position. The Independent Directors shall hold office for no more than 9 consecutive years from the date of their first appointment as Independent Directors.

The term of office for directors on the sub-committees, including the Audit Committee, Risk Management Committee, Nomination and Remuneration Committee, Corporate Governance and Sustainable Development Committee, and Executive Committee, shall be three years. This term is in line with the term of office of the Bank's directors, provided they also serve as directors of the Bank.

## Holding a Position as a Director in another Company

In order for directors to fully dedicate themselves to the management of the Bank, it is stipulated that directors and executives may hold the position of Chairman or Executive Director (either one or both positions) in no more than three business groups, excluding positions held within the Bank. If a company is not part of a business group, each company is considered one business group. If the company was acquired by the Bank through debt restructuring, it is counted as part of the same business group as the Bank's financial business group, unless otherwise instructed by the Bank of Thailand (BOT). Furthermore, directors may hold positions as directors in other listed companies, both domestic and international, but the total number of such positions may not exceed five companies, including the Bank as one listed company. Companies acquired through debt restructuring are not included in the count of listed companies, unless otherwise instructed by the BOT.

### 8.1.2 The Development of Directors and Executives

The Bank encourages its directors and executives to attend seminars and training courses that enhance their ability to perform their duties, improve skills and acquire the knowledge necessary to fulfill their responsibilities effectively. These seminars are organized by the Thai Institute of Directors Association, the Stock Exchange, or other independent institutions, and are aligned with the established plan and budget. The goal is to continuously improve their operations and apply the knowledge gained for the further benefit of the Bank.

Information on the Training and Knowledge Development of Directors and Executives in 2024.

Directors and Executive	Program
<b>Directors</b>	
1. Miss Ada Ingawanij	• Insight in SET Program: AC Focus for Growth and Sustainability in the Capital Market, The Stock Exchange of Thailand
2. Mr. Supachai Sukhanindr	• Risk Management Program for Corporate Leader (RCL34/2567)
	• Director Leadership Certification Program (DLCP 14/2567)
3. Mr. Winyou Chaiyawan	• ESG in the Boardroom: A Practical Guide for Board 4/2024: Thai Institute of Directors (IOD)
	• Communication and Coordination for the CEO of Isra Institute and Impression
<b>Executive</b>	
1. Mr. Veeravet Chaiyawan	• Thai Listed Companies Association
	• Executive Education Batch 33 Capital Market Academy, The Stock Exchange of Thailand



### 8.1.3 The Evaluation of the Performance of the Board of Directors

#### The Evaluation of the Performance of the Board of the Bank's Directors as a whole

The Bank's Board of Directors conducts an annual performance evaluation of the entire Board once a year and reports the evaluation results to the Board. This is to ensure that the Board is aware of whether its activities over the past year were fully and appropriately carried out in accordance with its scope of authority and duties, as well as in line with good corporate governance principles. The evaluation results are then used to make improvements for the following year. The corporate secretary is responsible for compiling and summarizing the results for the Board's review.

The performance evaluation form for the Board of Directors is based on the model provided by the Stock Exchange of Thailand, with modifications made to ensure the content is suitable and aligned with the powers, duties, and responsibilities of the Board. The evaluation is divided into six main categories: (1) Board Structure and Qualifications (2) Roles, Duties, and Responsibilities of the Board (3) Board Meetings (4) Relationship with the executive (5) Board Development. Each category includes various subtopics, totaling 22 items, with a scoring range of 1-4, from strongly disagree to strongly agree.

The summary of the self-assessment results for 2024 of the Board of Directors as a whole shows an overall average score of 3.93, which is higher than the 2023 score of 3.89.

#### The Performance Evaluation of Individual Board of directors

In 2024, the Bank's Board of Directors conducted an individual performance evaluation using a Cross Evaluation method. The self-assessment form for the Board w has been adjusted the content to be appropriate and involved with the characteristics of the board of directors. It included a total of 22 questions, which evaluated the Board's roles, duties, and responsibilities, strategic organizational development, cultural enhancement, and good corporate governance. The scoring scale ranged from 1 to 4, with 1 being strongly disagree and 4 being strongly agree.



The summary of the individual self-assessment results of the Bank's Board of Directors (using the Cross Evaluation method) for 2024 shows an overall average score of 3.85, higher than the 3.77 score in 2023.

### 8.1.4 Performance Evaluation of the Chief Executive Officer

The Bank shall conduct an evaluation of the performance of the Chief Executive Officer by the Nomination and Remuneration Committee, evaluate and present it to the Board of Directors meeting for approval of the performance of the Chief Executive Officer on an annual basis. The performance evaluation of the Chief Executive Officer consists of:

1. Evaluation of plans and targets of internal performance indicators and level of achievement
2. Measuring Leadership Performance, Defining the Strategy, Strategy Execution, Financial Planning and Performance, Relationship with the Board of Directors, External relations, Management and relationship with personnel, succession, knowledge of products and services, and personal characteristics, and the third part is the development of the Chief Executive Officer, meeting attendance.

The performance evaluation of the Chief Executive Officer will be conducted by self-evaluation and the Nomination and Remuneration Committee will evaluate and propose to the Board of Directors for approval.

Summary of the performance evaluation results of the Chief Executive Officer for the year 2024 with a score scale from 0-4, from no action in that matter to excellent performance in that matter, with the overall average score of all categories is at 3.86.

### 8.1.5 Meetings Attendance of Directors

The bank has set a monthly schedule for the Board of Directors meetings. The Corporate Secretary will notify the directors of the meeting dates for the entire year in advance. Additional meetings may be scheduled as necessary. The Corporate Secretary will send the invitation letter with the agenda and supporting documents to the directors

at least 7 days before the meeting so that the directors have sufficient time to study the information except in case of urgent necessity. The agenda of the meeting is clearly categorized and the Bank's performance is regularly monitored. All directors are responsible for attending every meeting of the Board of Directors at least 75% of the number of meetings held in each meeting, unless there is a necessity.

In addition, during the meeting, The Chairman of the Board of Directors allocates sufficient time for the meeting and is open to all directors to express their opinions freely, and executives related to the agenda are invited to attend the meeting to provide additional information to the directors. All directors can attend the meeting in person or through electronic media, and the Bank will arrange for the written minutes of the meeting covering the essence to be completed in a timely manner and keep the minutes of the meeting approved by the Board of Directors.

In addition, The Board of Directors requires non-executive directors to attend the meeting at least once a year to provide an opportunity to discuss various issues related to the Bank's business, including issues of interest and desire to discuss.

In 2024, the Bank's Board of Directors held a total of 12 meetings, including one meeting for non-executive directors, without the management was held in November. The Meetings of the Board of Directors in 2024 were as follows:



**(1) The Board of Directors Meeting**

Name	No. of Meetings Attended / Total Number of Meetings December 31, 2024		
	In Person	Via the Electronic Channel	Total
1. Prof.Kitipong Uraepatanapong	10	2	12
2. Mr. Chamnong Watanagase	11	1	12
3. Mr. Stephen Tirador Briones	8	3	11
4. Miss Ada Ingawanij	12	-	12
5. Mr. Supachai Sukhanindr	9	3	12
6. Miss Krisana Aramkulchai	12	-	12
7. Mr. Gaurav Malik	4	8	12
8. Mr. Winyou Chaiyawan	12	-	12
9. Mr. Roy Agustinus Gunara	10	2	12

**(2) The Shareholders' Meeting**

Name	No. of Meetings Attended / Total Number of Meetings December 31, 2024
1. Prof.Kitipong Uraepatanapong	1/1
2. Mr. Chamnong Watanagase	1/1
3. Mr. Stephen Tirador Briones	1/1
4. Miss Ada Ingawanij	1/1
5. Mr. Supachai Sukhanindr	1/1
6. Miss Krisana Aramkulchai	1/1
7. Mr. Gaurav Malik	1/1
8. Mr. Winyou Chaiyawan	1/1
9. Mr. Roy Agustinus Gunara	1/1

**(3) Non-Executive Directors Meeting (Independent Director)**

Name	No. of Meetings Attended / Total Number of Meetings December 31, 2024
1. Prof. Kitipong Uraepatanapong	1/1
2. Mr. Chamnong Watanagase	1/1
3. Miss Ada Ingawanij	1/1
4. Mr. Supachai Sukhanindr	1/1

### 8.1.6 The Remuneration of Directors

The bank considers director remuneration based on industry practices, ensuring that the remuneration is set at an appropriate level that aligns with the roles, duties, and responsibilities of the directors. This is to ensure that the remuneration is sufficient to attract and retain directors who are committed to fulfilling their duties and contributing to the success of the bank. The Nomination and Remuneration Committee reviews the director remuneration annually and submits the findings to the Board of Directors for approval. The proposed remuneration is then included in the agenda for the Annual General Meeting of shareholders for final approval.

#### The structure of the directors' compensation consists of

##### Monetary remuneration

- Retaining Fee: This is the compensation that the bank pays on a monthly basis while serving in the position of Chairman, Director, and Chairman of Sub-committees.
- Meeting allowance: This is the remuneration paid to the Chairman and Directors for attending each meeting of the Board of Directors or Sub-Committee of the Bank, which is paid on a one-time basis only when attending the meeting.
- Special remuneration: This is the remuneration that the Bank pays to directors once a year, and it is determined by the Bank's performance each year.

##### Non-monetary remuneration

Annual medical expenses (group) at the same rate and conditions as senior management.

#### The Details of Remuneration of Directors are as follows:

The Annual General Meeting of Shareholders of the year 2024, held on April 24, 2024, resolved to approve the remuneration of the Board of Directors and 5 sub-committees which are: 1) the Board of Directors, 2) the Audit Committee, 3) the Risk Oversight Committee, 4) the Nomination and Remuneration Committee and 5) Corporate Governance Committee





Position	2024	
	Retaining Fee (Baht/per month)	Meeting Allowance <sup>(1)</sup> (Baht/Meeting/ Person)
<b>The Board of Directors</b>		
The Chairman	200,000	70,000
The Vice Chairman	190,000	60,000
Member/Membr of Independent Committee	100,000	40,000
Executive Director	-	-
<b>The Audit Committee</b>		
The Chairman	60,000	50,000
Member	-	30,000
<b>The Nomination and Remuneration Committee</b>		
The Chairman	-	50,000
Member	-	30,000
<b>The Risk Oversight Committee</b>		
The Chairman	-	50,000
Non-Executive Director	-	30,000
Executive Director	-	-
<b>The Corporate Governance and Sustainable Development Committee</b>		
The Chairman	-	50,000
Non-Executive Director	-	30,000
Executive Director	-	-
<b>Executive Committee</b>		
The Chairman	500,000	100,000
Member	-	-

Remark: <sup>(1)</sup> The meeting allowance as mentioned above is paid for the meeting of the Board of Directors. The shareholders' meeting by independent directors will not receive a meeting allowance.

<sup>(2)</sup> The Executives who are employees and receive regular salaries will not be remunerated as directors of the Bank.



The following table shows the remuneration of directors in monetary form in the form of monthly retaining fee, meeting allowances and special remuneration for the year ended December 31, 2024

Name	Board of Directors		Audit Committee		Nomination and Remuneration Committee		Risk Oversight Committee		Corporate Governance and Sustainable Development Committee		Special Remuneration	Total
	Retaining Fee (per month)	Meeting Allowance	Retaining Fee (per month)	Meeting Allowance	Retaining Fee (per month)	Meeting Allowance	Retaining Fee (per month)	Meeting Allowance	Retaining Fee (per month)	Meeting Allowance		
1. Prof. Kitipong Uraepatanapong	2,000,000	840,000	-	-	-	-	-	-	-	200,000	2,700,000	5,740,000
2. Mr. Chamnong Watanagase	800,000	480,000	640,000	600,000	-	-	-	-	-	-	1,350,000	3,870,000
3. Mr. Stephen Tirador Briones	800,000	440,000	-	-	-	90,000	-	600,000	-	-	1,350,000	3,870,000
4. Miss Ada Ingawanij	800,000	480,000	-	360,000	-	-	-	-	-	120,000	1,350,000	3,110,000
5. Mr. Supachai Sukhanindr	800,000	480,000	-	360,000	-	150,000	-	360,000	-	-	1,350,000	3,500,000
6. Miss Krisana Aramkulchai	-	-	-	-	-	-	-	-	-	-	-	-
7. Mr. Gaurav Malik	800,000	480,000	-	-	-	90,000	-	330,000	-	-	1,350,000	3,050,000
8. Mr. Winyou Chaiyawan	-	-	-	-	-	-	-	-	-	-	-	-
9. Mr. Roy Agustinus Gunara	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>6,000,000</b>	<b>3,200,000</b>	<b>640,000</b>	<b>1,320,000</b>	<b>-</b>	<b>330,000</b>	<b>-</b>	<b>1,290,000</b>	<b>-</b>	<b>320,000</b>	<b>9,450,000</b>	<b>22,550,000</b>

The Table Presenting the Change of the Bank Ordinary Shareholding <sup>(1)</sup> of the Bank's Directors

Directors	No. of Ordinary Shares Held		Change Increase/Decrease (Shares)	Shareholding in the Bank (%)
	December 31, 2023 <sup>(2)</sup>	December 31, 2024		
1. Prof. Kitipong Uraepatanapong	-	34,400	-	0.00
2. Mr. Chamnong Watanagase	-	103,400	-	0.01
3. Mr. Stephen Tirador Briones	-	10,300	-	0.00
4. Miss Ada Ingawanij	-	86,200	-	0.01
5. Mr. Supachai Sukhanindr	-	10,000	-	0.00
6. Miss Krisana Aramkulchai	-	103,400	-	0.01
7. Mr. Gaurav Malik	-	-	-	-
8. Mr. Winyou Chaiyawan <sup>(3)</sup>	-	60,300,690	-	4.88
9. Mr. Roy Agustinus Gunara	-	45,701,176	-	3.70

Remarks: <sup>(1)</sup> Shares of spouse and minor children are included.

<sup>(2)</sup> The Bank is listed on the Stock Exchange of Thailand on February 8, 2024. Therefore, the data for the year 2023 are unavailable to perform.

<sup>(3)</sup> Mr. Winyou Chaiyawan holds shares in his own name for 60,300,690 shares and hold shares through Custodian "UBS AG SINGAPORE BRANCH" amount 19,145,000 shares. Total amount 79,445,690 shares converting to 6.43 percentage.

### 8.1.7 Governance of Subsidiaries and Associated Companies

The Bank has a policy to invest in companies whose operations support the Bank's business operations, which are consistent with the Bank's goals, visions, and strategic plans for the growth of the Bank group, which will increase the Bank's results of operations or profits, or to invest in synergies to increase the Bank's competitiveness and drive the Bank forward to achieve its goal to become a leading operator in its core businesses. The Bank, its subsidiary and/or its associates may consider making additional investments in other businesses that have growth potential, or that may drive the expansion of, or bring benefits to, the existing business of the Bank group and which would generate healthy returns on investment. To make an investment decision for the Bank, its subsidiary and/or its associates, the Bank will analyse the feasibility of the investment, its potential, the proportion of the investment, the expected profits and any relevant risk factors arising from the investment. Procedures for this investment analysis will be properly established and will be subject to approval and/or permission from the Bank's Board of Directors meetings and/or the Bank's shareholder meetings (as the case may be). Any investment made by the Bank, its subsidiary and/or its associates must comply with any relevant provisions provided in any relevant notifications of the Bank of Thailand, the Capital Market Supervisory Board, and the relevant Notification of the Stock Exchange Board of Thailand

#### Code of Practice for Supervision of Operations of Subsidiaries and Associates

(1) The Bank will appoint representatives to be directors and/or executives in each subsidiary and/or associate. The number of representatives so appointed will be at least pro rata to the Bank's shareholding in the subsidiary or associate, if possible, unless the Bank's Board of Directors are of the opinion that the directorship structure and management structure in that company, allows a smaller number of directors and/or executives than the number of directors or executives pro rata to the Bank's shareholding in the company, will have no effect on the Bank's power to establish policies and perform operations that are material, that it will have effects on the

subsidiary's or associate's financial position and operating results, or that proper checks and balances are in place in the subsidiary or associate.

The Bank's Board of Directors' meetings will consider and approve the appointment of the Bank's representatives as directors and/or executives in each subsidiary or associate by taking into account their suitability for each company, unless that subsidiary or associate is of a sufficiently small size that no material effects will be caused to the Bank's financial position and operating results. The Bank's Board of Directors may consider assigning the Chief Executive Officer or Managing Director to appoint the Bank's representatives to be directors and/or executives in the subsidiary or associate with an objective to ensure that representatives manage the operations of that subsidiary and/or associate in accordance with applicable laws and the Bank's good corporate governance policy and other relevant policies, and that the Bank will be able to acknowledge and monitor the operations of that subsidiary and/or associate to the extent permissible under applicable laws and relevant policies.

- (2) The Bank will supervise its representatives in each subsidiary and/or associate to ensure that the performance of their duties complies with laws, objectives and the Bank's articles of association, including resolutions of the Board of Directors and shareholders meetings; conforms with the good corporate governance policy and business code of conduct; and that they perform their duties with honesty, carefulness, responsibility, and morality, as well as following up and providing advice to ensure that the operations of the subsidiary and/or associate will achieve the set goal, and that any issues that may arise will be dealt with in a proper and timely manner..
- (3) The Bank will take any necessary action possible to ensure that its subsidiary and/or associate discloses their financial position, operating results, potential conflict of interest transactions and material information to the Bank, as well as any information which must be disclosed to regulators and government agencies



- (4) The Bank will closely monitor the operations and operating results of its subsidiary and/or associate and will offer its opinions or suggestions to the Bank's Board of Directors and the Board of Directors of the subsidiary and/or associate, to the extent possible. These opinions and suggestions will support the goal to improve their businesses and promote continuous development and growth.
- (5) Directors of subsidiary and/or associates who are the Bank's representatives must consider, monitor and give necessary advice to the subsidiary and/or associate regarding the establishment of clear work systems to ensure the efficiency and effectiveness of their business operations.

### The Additional Operational Supervision Practices for Subsidiaries

- (1) If a transaction by a subsidiary can be considered as an acquisition or disposal of an asset or a related parties transaction under relevant notifications of the Capital Market Supervisory Board and the SET Board of Governors and approval needs to be obtained from the Bank's Board of Directors or a shareholders meeting (as the case may be); and/or constitutes a transaction for which prior approval must be obtained from competent authorities under applicable laws, the subsidiary may enter into the transaction only when approval has been obtained from the Bank Board of Directors meeting, a shareholders meeting, and/or a competent authority (as the case may be)
- (2) If a transaction is performed by a subsidiary or an event otherwise takes place in relation to a subsidiary which requires the Bank to disclose any information under any notification, rule or regulation to competent regulators, including an obligation under the Regulation of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Disclosure of Information and Other Acts of a Listed Company, its directors and/or executives who are the Bank's representatives must report to the Bank as soon as they are aware of the subsidiary's plan to enter into such transactions or such an event has occurred

- (3) The Bank has policies to ensure that its subsidiary has risk management systems and internal control systems that are suitable, sufficiently prudent and have a sufficient workforce to ensure that these systems are efficiently implemented to prevent any potential corruption to subsidiary. In addition, the Bank and the internal control department of the Bank will ensure that they have sufficient internal control systems in place to monitor and supervise the subsidiary's operations to protect their assets from illegal or unauthorised use by Directors or Executives and to prevent any transaction with a potentially Conflicting Person or a Connected Person, so that the Bank's Directors and Executives can efficiently monitor and supervise the results of its subsidiary's operations, their financial position, related party transactions, and material transactions. In addition, the Bank's internal auditors and Audit Committee, who have direct access to the internal data of its subsidiary, will report their audit results to the Bank's Board of Directors to ensure that this subsidiary strictly complies with the work systems established.
- (4) Directors of subsidiary who are the Bank's representatives must ensure that the annual budget of the subsidiary will be proposed for consideration and approval from a the Bank Board of Directors meeting before the subsidiary summon their own board of directors' meetings to approve it, unless otherwise specified in the delegation of authority of the subsidiary that has been approved by a the Bank Board of Directors meeting.

## 8.1.8 Monitoring to Ensure Compliance with Good Corporate Governance Policies and Practices

### 1. Compliance with Good Corporate Governance Policies and Practices

The Bank places importance on the rights of its shareholders; its continued responsibility for its shareholders and interested parties; equal treatment for all shareholders; taking the roles of interested parties into account; and disclosure and transparency. The Bank's Board of Directors emphasises responsibilities for their duties and compliance with

good corporate governance principles to increase confidence among shareholders, investors and all interested parties. The Bank's Board of Directors therefore agree that a good corporate governance policy, which includes key principles from the structure, roles, duties, and responsibilities of the Bank's Board of Directors and subcommittees to principles regarding transparent, clear and verifiable management of Executives, should be established to ensure that the operations of the Bank are fair and within the best interests of its shareholders and all interested parties.

A policy for business operations under the Bank's good corporate governance principles. The policy provides guidelines in nine areas for the Bank's Directors, Executives, and employees to understand and adhere to in their performance of duties, as detailed below:

- To determine the main objectives and goals of the business for sustainability.
- To determine or approve a good and efficiently in risk governance framework
- Effective remuneration structure
- Whistleblowing Policy and Procedure
- Internal Control and Internal Audit Policy
- Disclosure of corporate governance information for the Bank's stakeholders
- Maintaining financial credibility and disclosure of information
- To support the engagement and the communication to the shareholders
- To Promote the innovation and responsible business practices

The Bank will continue to monitor and ensure its compliance with these good corporate governance policies and practices.

## 2. Prevention of Conflict of Interest

The Bank places importance on the transparent consideration of transactions and prioritises the potential benefits for the Bank. It therefore focuses on the prevention of transactions that may cause conflicts of interest, connected transactions, or related party transactions. The bank has established a Conflict-of-Interest Policy to control and prevent conflicts of interest. This policy ensures that the directors, executives, and

employees of the bank understand and comply with the relevant laws and regulations. The bank has communicated this policy to all directors, executives, and employees. The key principles of the policy are as follows:

The bank's Directors, Executives, and employees must try to refrain from any acts that may directly or indirectly cause a conflict of interest, and must disclose and provide information about any interest, and any interest of their interested persons, to the Bank's Board of Directors to ensure that any relationship or transactions they will potentially have with the Bank and its subsidiary that may cause a conflict of interest will be acknowledged before they are initiated. The Bank also schedules a survey to create a list of interested parties and interested transactions which involve Directors, Executives, and/or Connected Persons, including the employees involved, at the end of every year and reports the survey results to the Audit Committee and the Board of Directors at least once a year.

## 3. Exploitation of inside information

The Bank has established a policy to prevent exploitation of inside information; ensure clear understanding, communication, and guidelines on the prevention of inside information exploitation for the Bank's personnel; and ensure that the Bank's personnel of all levels comply with its charters, the code of conduct of the Bank, practices on the use of inside information under the Securities and Exchange Act, and other relevant rules and regulations to prevent disclosure of any confidential information and the illegal use of inside information.

- Ensure that each department establishes a system for the management and storage of internal information to prevent unauthorized disclosure to external parties. The use or transmission of internal information should be limited to those who need to know or require it to perform their duties only.

- Directors and executives, including those in positions equivalent to vice president or above in the financial and accounting departments, as well as employees in departments associated with inside information, and their spouses, cohabiting partners, and minor children who have access to material inside information that may affect the price or value of securities, are prohibited from trading the Bank's securities for a period of 30 days prior to the release of the quarterly or annual financial statements, or any disclosure regarding the financial status and position of the Bank, and until 24 hours after the Bank has made such information publicly available (Blackout Period).
- Directors, executives, including those holding accounting or financial positions at the level of manager or equivalent, as well as the Bank's auditors, including those responsible for bankruptcy planning and management under the Bankruptcy Act, are required to prepare, disclose, and submit reports regarding the acquisition and changes in the holdings of securities and futures contracts, including those of their spouses, cohabiting partners, minor children, and any legal entity in which the director, spouse, cohabiting partner, or minor child collectively holds more than 30% of the total voting rights of the entity.

During 2024, the Corporate Secretary informed the directors and executives of the period of prohibition of trading in the Bank's securities (Blackout Period) 30 days prior to the publication of the quarterly and annual financial statements, or the disclosure of information on the Bank's financial position and status and within 24 hours after the Bank has made such information publicly available. This information was notified to the directors as an agenda item, and notifications were sent to executives and employees via email.

In 2024, the Bank did not find any wrongdoing or received any whistleblowing or complaints regarding the use of inside information contrary to policies and principles of good corporate governance.

#### 4. Anti – Corruption Policy

The Bank is committed to combating all forms of corruption and encourages its Board of Directors, Executives, and employees to prevent bribery and combat corruption in any form. The Bank understands the importance of the prevention of bribery and corruption and in order to help monitor and report any forms of bribery. The Bank has communicated such policies to all Directors, Executives, and employees for their acknowledgement.

The Bank has established a channel for the whistleblowing of any violations of laws or codes of conduct, or any act that implies corruption or any improper conduct. Any violation of, or non-compliance with, the Anti-Corruption Policy constitutes a disciplinary violation of The Bank's policies and may cause the violator to be punished under applicable regulations, policies, rules, orders, notifications, laws, principles, or other relevant provisions, potentially also constituting a civil or criminal offense. In addition to any civil or criminal penalty issued by competent courts or regulators, The Bank may take additional disciplinary action at a level consistent with the severity of the violation of the applicable policies. The Bank's disciplinary actions may include warnings, additional training on the Anti-Corruption Policy, and termination of employment.

However, in 2024, the Bank received 59 complaints (one person per case) regarding behaviour indicating corruption and investigated the report without delay. From the results of the investigation, it was found that the employees were actually corrupt and the employees who committed the fraudulent acts were immediately dismissed from their employee status in total 59 cases.

#### 5. Whistleblowing

The Bank understands that it is important to prevent any corruption and misconduct that may arise from operations and communication with interested parties which may have influence on its decision making and business operations. When individuals discover any incident that is in violation of the Bank policies or is non-compliant with applicable laws or practices for corporate governance, business codes of conduct, or

other work regulations of the Bank, including any act that implies corruption, individuals can report those issues via this channel or other suitable channels for complaints and whistleblowing as follows:

- Via Ms Form in the Bank's Intranet
- By E-mail  
Email: [employeeecare@thaicreditbank.com](mailto:employeeecare@thaicreditbank.com) or [whistleblower\\_IA@thaicreditbank.com](mailto:whistleblower_IA@thaicreditbank.com)
- By post or verbally.  
Submit to the Audit Committee, Chairman of the Audit Committee, Independent Director, Chief Executive Officer of Human Resources Department or Chief Executive Officer of Internal Audit Department.  
Thai Credit Bank Public Company Limited  
Address: 121/78-79 RS Tower, 26<sup>th</sup> Floor, Ratchadapisek Road, Din Daeng Sub-district, Din Daeng District, Bangkok 10400

All reported information and relevant documents will be kept confidential. The Bank has put in place measures to protect whistleblowers and any individuals cooperating in an investigation that arises due to whistleblowing.

In 2024, the Bank received 14 complaints from employees through the whistleblowing process in the form of MS form-whistleblowing, email, and letter. It can be classified into groups of matters to be notified as follows: The behavior of the supervisor who behaved inappropriately (11 cases), the delayed service provision of other agencies that did not meet expectations (2 cases), and the employee was named as an employee in more than 1 place in the social security system (1 case). The Human Resources Management Agency has conducted an audit. The Human Resources Management Department has conducted an audit. The performance of such supervisors is comparable to the work regulations and guidelines specified in the Code of Conduct and notified to the supervisor, as well as report to the executives of the department for acknowledgement, so that the operation can be improved correctly and appropriately. The executives of the department and the Human Resource Department will conduct further reviews.

## 8.2 The Performance of the Audit Committee in the Past Year

The Audit Committee assists the Board of Directors in carrying out its duties and responsibilities in the financial monitoring and reporting process. It reviews the Bank's internal control system and audit processes, ensuring that the Bank conducts its business with good governance and complies with relevant criteria and laws. In 2024, the Audit Committee held a total of 12 meetings, and the results of the Audit Committee's important duties were summarized in the Audit Committee's report, which appears in Attachment 6 (Audit Committee Report).

### Meetings Attendance of the Audit Committee

The Details of the Audit Committee’s meeting are as follows:

Name	No. of Meetings Attended December 31, 2024		
	In Person	Via the Electronic Channel	Total (12 meetings)
1. Mr. Chamnong Watanagase	12	-	12
2. Miss Ada Ingawanij	12	-	12
3. Mr. Supachai Sukhanindr	12	-	12

## The Evaluation of the Performance of the Audit Committee as a whole

The performance evaluation form of the entire Audit Committee is an evaluation model of the SET and has been adjusted the content to be appropriate and involved with the authorities and responsibilities of the Audit Committee are divided into 4 main categories: (1) Composition and qualifications of the Audit Committee, (2) Powers, (3) Duties and responsibilities, and (4) Meetings, with a total of 20 items and a score level is 1-4 from strongly disagree to strongly agree.

The summary of the self-assessment results for 2024 of the Audit Committee as a whole shows an overall average score of 4.00, which is more than in 2023 for 3.92 scores.

## Evaluation of the performance of the Individual Audit Committee

In 2024, the Audit Committee evaluated the performance of the Individual Audit Committee (Self -evaluation) and has been adjusted the content to be appropriate and involved with the characteristics of the Audit Committee and the main topics are understanding in roles and duties and the responsibility of the Audit Committee, offering opinions, meeting attendance, giving the advisory and etc., in total of 16 items.

The summary of the self-assessment results of the Audit Committee on an individual basis in 2024 shows an overall average score of 3.98, which is higher than the score of 3.97 in 2023.

## 8.3 Performance of the Nomination and Remuneration Committee in the past year

The Nomination and Remuneration Committee is responsible for supporting the Board of Directors in determining the criteria and system for recruitment, payment of remuneration and other benefits to directors, the authority who responsible in the management of the Bank's employee and companies in the financial business group are clear, transparent, and in accordance with the principles of corporate governance. The important actions in 2024 are summarized as follows: Consider the personnel who have come to hold important positions of the Bank. Consider and improve the remuneration of the Committee for reviewing 8 policies as assigned by the Board of Directors, including considering and approving the performance evaluation of the Bank's executives, etc.

## Meetings Attendance of the Nomination and Remuneration Committee

Name	Meeting Attendance December 31, 2024		
	In Person	Via the Electronic Channel	Total (3 meetings)
1. Mr. Stephen Tirador Briones	3	-	3
2. Mr. Supachai Sukhanindr	3	-	3
3. Mr. Gaurav Malik	3	-	3

## The Evaluation of the Performance of the Nomination and Remuneration Committee as a whole

The Performance Evaluation Form of the Nomination and Remuneration Committee is an evaluation model of the SET and has been adjusted the content to be appropriate and involved with the authorities and responsibilities of the Nomination and Remuneration Committee are divided into 3 main categories: (1) Structure and qualifications of the Nomination and Remuneration Committee (2) Meetings of the Nomination and Remuneration Committee (3) Roles, duties and responsibilities of the Nomination and Remuneration Committee There are a total of 23 items and a score level is 1-4 from strongly disagree to strongly agree

The summary of the self-assessment results for 2024 of the Nomination and Remuneration Committee as a whole shows an overall average score level of 3.70.

## The Individual Evaluation of the Performance of the Nomination and Remuneration Committee

In 2024, the Nomination and Remuneration Committee conducted an individual evaluation of the performance (self-evaluation) and an individual self – evaluation of the Nomination and Remuneration Committee was adjusted to be appropriate and involved with the characteristics of the Nomination and Remuneration Committee. The main topics in the evaluation were (1) the structure and qualifications of the sub-committees, (2) the sub-committee meetings, their roles and duties, and (3) the responsibilities of the sub-committees, with a total of 14 topics.

The summary of the self-assessment results of the Nomination and Remuneration Committee on an individual basis in 2024 shows an overall average score of 3.67.

## 8.4 The Performance of the Executive Committee in the Past Year

The Board of Directors is responsible for supervising the Bank's operations in accordance with the objectives, regulations, policies, regulations, strategies, and business plans to achieve the objectives, the Risk Governance Framework This includes strictly implementing policies in various areas approved by the Board of Directors and periodically reporting progress to the Board of Directors in accordance with the policy, the Bank's goals and strategies as set and assigned by the Board of Directors and to achieve agility as well as alleviating the mission of the Board of Directors. In 2024, the executive committee held a total of 12 meetings, including important actions such as reviewing the business plan and annual budget, consideration, moderation, formulation and annual review of various policies, consideration/approval of expenses for office space management, including system development, procurement/installation of tools/equipment to enhance operational efficiency and customer service, approval/review of product programs, loans, consideration and screening of important reports, such as crisis testing according to the guidelines of the Bank of Thailand and the report on the disclosure of information on the Bank's capital maintenance, etc.



## Meetings Attendance of the Executive Committee

Name	Meeting Attendance December 31, 2024		
	In Person	Via the Electronic Channel	Total (12 meetings)
1. Mr. Winyou Chaiyawan	12	-	12
2. Mr. Roy Agustinus Gunara	10	-	10
3. Mr. Kamolphu Phuredithsakul	12	-	12
4. Mr. Natus Kittawaranon	11	-	11
5. Mr. Kittipant Sriwannawit	11	-	11
6. Mr. Tsz Ying Christopher Chan	11	-	11
7. Mr. Pichart Roongwarasopit	11	1	12
8. Mr. Veeravet Chaiyawan	11	-	11
9. Mr. Sarawooth Savejnarong	12	-	12
10. Mrs. Suwimol Visavavigrant	12	-	12
11. Miss Puckjira Vudhesethakrit	11	-	11

## The Evaluation of the Performance of the Executive Committee as a whole

The performance evaluation of the Executive Committee follows the evaluation format of the Stock Exchange of Thailand, with the content revised to be suitable and aligned with the powers, duties, and responsibilities of the Executive Committee. The evaluation is divided into three main categories as follows: (1) Composition and qualifications of the Executive Committee, (2) Procedures and actions in Executive Committee meetings to ensure that the committee performs its duties effectively during meetings, and (3) Roles, duties, and responsibilities of the Executive Committee. The evaluation consists of 14 items, with a scoring scale from 1 to 4, ranging from strongly disagree to strongly agree.

The summary of the self-assessment results for 2024 of the executive committee as a whole shows an overall average score of 3.91, which is the same as the average score level in 2023.

## The Individual Evaluation of the Performance of Executive Committee

In 2024, the Executive Committee conducted individual performance evaluations using a self-assessment method. The self-assessment for the Executive Committee members was improved to align with the specific nature of the Executive Committee. The main topics of the evaluation included preparation and study of information relevant to the matters for consideration, providing opinions and participation in meetings, as well as the effective performance of the directors' duties as defined. A total of 11 evaluation criteria were included.

The summary of the self-assessment results of the Executive Committee on an individual basis in 2024 shows an overall average score of 3.71, which is higher than the average score of 3.78 in 2023.



## 8.5 The Performance of the Risk Oversight Committee in the Past Year

The Risk Oversight Committee is responsible for supporting the Board of Directors in effectively establishing the Bank's risk management framework in various aspects and in accordance with the Bank's risk management and management policies so that the Bank can appropriately manage the risks associated with the increasingly volatile and complex financial environment and be able to implement policies and strategies efficiently and effectively by in 2024, the Risk Oversight Committee held a total of 12 meetings, and the key actions in 2024 were summarized as follows: (1) Approval of the annual work plan of the regulator and compliance with the criteria. (2) To consider and approve the preparation and review of the Bank's policies related to risk management. (3) Inspection and follow up the implementation and readiness of compliance according to the Personal Data Protection Act (4) Coordinate and cooperate with the Audit Committee to evaluate and provide recommendations on the Bank's internal control system to the management. (5) Evaluate the efficiency and effectiveness of the performance of the Chief Executive Officer of the Risk Management Team. (6) To consider and check the work of regulatory compliance, including providing opinions and improving the annual random review of compliance with the compliance criteria of the Compliance Supervisory Agency to be more complete as assigned by the Board of Directors, etc.

## Attendance Statistics of the Risk Oversight Committee

The Details of Meetings Attendance of the Risk Oversight Committee are as follows:

Name	Meeting Attendance December 31, 2024		
	In Person	Via the Electronic Channel	Total (12 meetings)
1. Mr. Stephen Tirador Briones	12	-	12
2. Mr. Supachai Sukhanindr	10	2	12
3. Mr. Gaurav Malik	5	6	11
4. Mr. Winyou Chaiyawan	11	-	11
5. Mr. Roy Agustinus Gunara	12	-	12

## The Evaluation of the Performance of the Risk Oversight Committee as a whole

The performance evaluation form of the Risk oversight Committee as a whole is an evaluation model of the SET. The content has been updated to be appropriate and involved with the authority and duties , the responsibilities of the Risk oversight Committee are divided into 3 main categories: (1) Composition and qualifications of the Risk Oversight Committee (2) Conduct of the Risk Oversight Committee meetings so that the Committee can perform its duties effectively at the meetings 3) Roles, duties and responsibilities of the Risk Oversight Committee with a total of 13 items and the score level is from 1-4 , from should be strongly disagree to strongly agree .

The summary of the self-assessment results for 2024 of the Risk Oversight Committee as a whole shows an overall average score of 3.69, which is lower than the average score of 3.83 in 2023.

## The Individual Evaluation of the Performance of the Risk Oversight Committee

In 2024, the Risk Oversight Committee has conducted an individual evaluation of the performance (Self-evaluation). The Self-evaluation form of the Risk Oversight Committee has been adjusted the content to be appropriate and involve with the characteristics of the Risk Oversight Committee, the main topics of the assessment are the preparation for studying information on matters to be considered, sharing opinions and meeting participation, including the effective performance of the duties of the directors as prescribed with a total of 11 topics.

The summary of the self-assessment results of the Risk Oversight Committee on an individual basis in 2024 shows an overall average score of 3.71, which is lower than the average score of 3.80 in 2023.

## 8.6 The Performance of the Corporate Governance and Sustainable Development Committee in the Past Year

Corporate Governance and Sustainable Development Committee is responsible for recommending and advising the Board of Directors on matters related to good corporate governance and sustainable development, including setting the scope, policies, and practices on environmental, social, employee and corporate governance as well as safety, occupational health and work environmental. In 2024, the Corporate Governance and Sustainable Development Committee held a total of 4 meetings. The important actions in 2024 can be summarized as follows: (1) Monitoring the management of the management in the field of environmental protection, society, employees and corporate governance, the Bank's code of business ethics good corporate governance, as well as safety, occupational health, and work environmental (2) Consider reviewing policies related to corporate governance and sustainable development. (3) Review the Bank's compliance with the CG Code for listed companies for the year 2024 and emphasize on the application of the CG Code in all of the Bank's operational activities and public disclosure. (4) Advise the organizers in conducting the survey under the Corporate Governance Survey of Thai Listed Companies in 2024 and is another important part of the Bank to accomplish the assessment high score in 5-star level from the Corporate Governance Report of Thai Listed Companies (CGR) in 2024.

Name	Meeting Attendance December 31, 2024		
	In Person	Via the Electronic Channel	Total (4 meetings)
1. Prof. Kitipong Urapeepatanapong	4	-	4
2. Miss Ada Ingawanij	4	-	4
3. Mr. Winyou Chaiyawan	4	-	4

## **The Evaluation of the Performance of the Corporate Governance and Sustainable Development Committee as a whole**

The performance evaluation form of the Corporate Governance and Sustainable Development Committee is an evaluation model of the SET. The content has been updated to be appropriate and in line with the authority and duties, responsibilities of the Corporate Governance and Sustainable Development Committee are divided into 2 main categories: (1) Self-assessment (2) Group assessment with a total of 26 questions and a score level 1-4 from strongly disagree to strongly agree.

The summary of the self-assessment results for 2024 of the Corporate Governance and Sustainable Development Committee as a whole shows an overall average score of 3.90, which is higher than the average score of 3.69 in 2023.

## **The Individual Evaluation of the Performance of the Corporate Governance and Sustainable Development Committee**

Corporate Governance and Sustainable Development Committee has conducted an individual evaluation of the performance (Self-evaluation). The Self-evaluation form of the Corporate Governance and Sustainable Development Committee as individual has been adjusted the content to be appropriate and involve with the characteristics of the Corporate Governance and Sustainable Development Committee. The main topics of the assessment are personal qualifications, the readiness to perform duties, the participation in presenting opinions that are their own specialized knowledge and are beneficial to the operation, roles, duties, and responsibilities with a total of 12 topics.

The summary of the self-assessment results of the Corporate Governance and Sustainable Development Committee on an individual basis in 2024 shows an overall average score of 3.78, which is higher than the average score of 3.69 in 2023.

---

## 9 Internal Control and Related Party Transactions

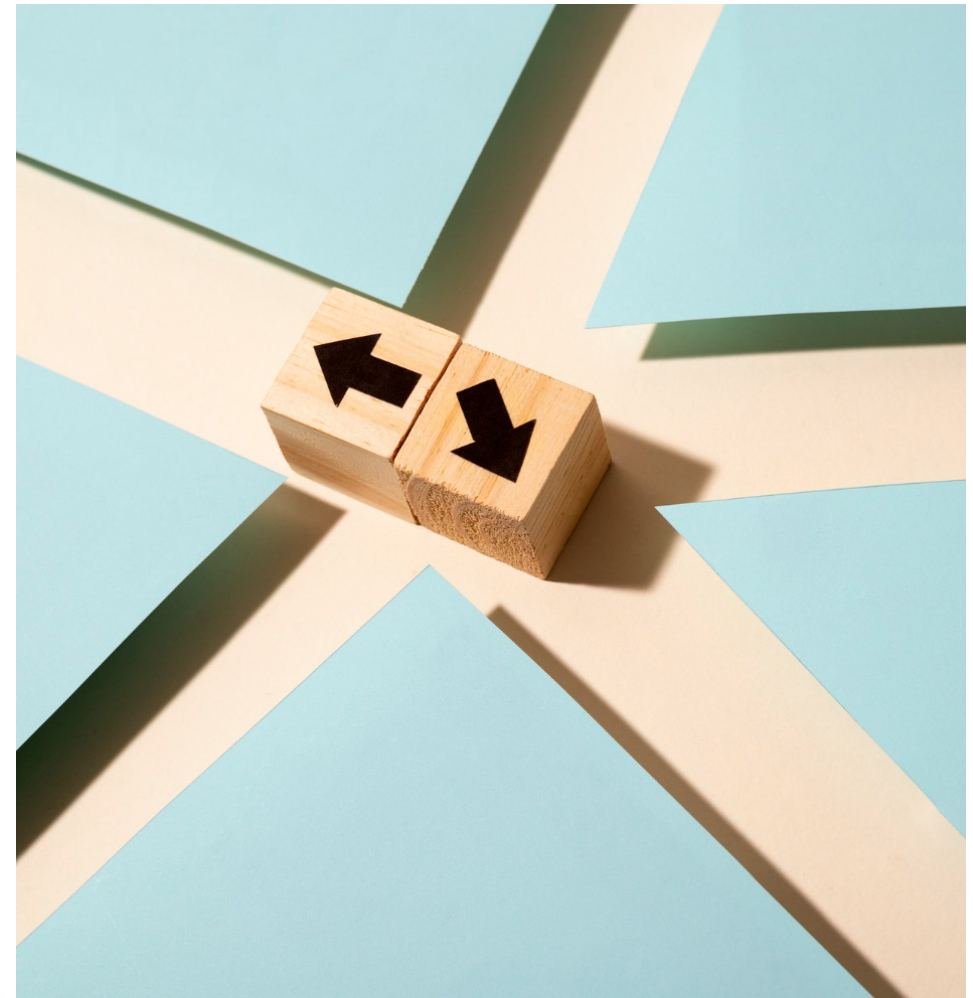
### 9.1 Internal Control

#### 9.1.1 Internal Control Systems

The Board of Directors recognizes the importance of having a good internal control system to help prevent and manage risks or damages to the Bank and its stakeholders. All departments of the Bank are required to hold to good internal control practices, which are relevant to the concept of the Committee of Sponsoring Organizations of Treadway Commission (COSO) and have been set as a core policy to establish an appropriate and adequate internal control system.

The Bank continuously develops its internal control system to enhance its effectiveness, as it recognizes that a good and appropriate internal control system can help oversee operations in all areas of the Bank, leading to strong performance and sustainable growth. Therefore, the Bank has established an organizational structure with clear lines of authority, scope, powers, and duties. The Bank adopts the Three Lines Model of governance, based on international practices, as a framework for overseeing and defining the roles and responsibilities of involved parties throughout the organization. The model segregates key duties to create a balance of power among business units, regulatory units, and internal audit functions. These three areas work together through defined processes and internal controls at each level, which help achieve objectives and support governance and risk management.

Additionally, the Bank requires that executives and employees at all levels have defined roles, responsibilities, and obligations to ensure sufficient and appropriate internal control in operations. Policies and procedures are established in writing, and the effectiveness of the internal control system is regularly evaluated. The key elements of the internal control system defined by the Bank can be summarized according to the components of the COSO international internal control framework as follows:





## 1. Control Environment

The Bank has a Board of Directors and subcommittees, which are composed of individuals with the necessary knowledge, expertise, and experience that are beneficial to the Bank's operations. These bodies are responsible for overseeing, setting the Bank's objectives and goals, as well as formulating key policies, separate from the Executive Committee, which manages operations in accordance with the directions set by the Board. The Bank has documented the powers, duties, and responsibilities of the Board of Directors and subcommittees in its corporate governance policy. Additionally, charters for the Board of Directors and subcommittees have been developed, specifying guidelines regarding composition, qualifications, roles, responsibilities, meetings, tenure, and compensation of the Board members. Furthermore, the Bank's corporate governance policy stipulates that the Board may seek professional advice from external consultants on business operations as necessary to assist in making appropriate decisions..

The Bank determines the responsibilities of the board of directors, executives and employees shall perform their duties in accordance with the Code of Business Ethics, including the treatment of stakeholders, including shareholders, employees and directors, customers, business partners, partners, competitors, and the governance office with fidelity. This has been written on the Bank's Business Ethics and Business Operating Policies under the Bank's Good Corporate Governance Guidelines for executives and employees to comply with, including stipulating that executives and employees are prohibited from seeking personal benefits and engaging in business that is competitive or conflicts of interest with the Bank. The Bank has also established an anti-corruption policy by prohibiting directors, executives, managers, and employees involved in or supporting any corruption forms directly and indirectly. In addition, the Bank has established penalty regulations if there is a violation of the Bank's regulations in the Operating Regulations. The Bank communicates the Employee Code of Conduct to executives and employees through orientation and email before starting work, as well as the announcement of the Employee Code of Conduct, the Bank's anti-corruption policy and regulations related to working on the Bank's portal, as well as requiring employees to sign an acknowledgment of the anti-corruption policy every year.

The Bank mandates that all employees ensure the operations of their respective departments strictly comply with the relevant regulations. The Bank has established a system for monitoring and controlling operations to ensure adherence to the Bank's code of ethics through the compliance unit and the internal audit unit. Reports are submitted to the Risk Oversight Committee and the Audit Committee accordingly. Non-compliance with the Bank's standards and business practices is considered an integral part of the risk assessment and self-control framework. Each department's management and employee are responsible for conducting an annual evaluation, with the results reported to the Risk Management Committee. Additionally, the Bank undergoes annual assessments by regulatory authorities, with audit findings and follow-up actions reported to the relevant committees on a regular basis, should any issues need to be addressed.

The Bank has established an internal monitoring process and reported acts that may be illegal against policies, regulations, internal procedures and the Code of Business Ethics and specifies clear whistleblowing channels and procedures, and requires the protection of whistleblowers and the confidentiality of information related to complaints so that they can be processed without interference. There is a process to investigate and consider penalties according to the level of offenses committed. The whistleblowing channels include Notification directly to the Chairman of the Audit Committee or an Independent Director, Audit Committee, Executive of Internal Audit, or Executive of Human Resource Management.

Therefore, the Bank attaches great importance to human resource management, so it has established policies and procedures to procure, develop, and retain personnel with appropriate knowledge and abilities, a regular review process of policies and practices including determining the performance evaluation process, providing appropriate incentives or rewards to personnel with good performance and managing personnel whose performance does not meet their targets, , including regularly communicating the prescribed processes to management and employees. However, to setting business goals, the Bank also attaches great importance to compliance with official regulations, which is also a factor in evaluating performance.



## 2. การประเมินความเสี่ยง (Risk Assessment)

The Bank attaches great importance to risk management, the Risk Management Committee and the Risk Management Department are responsible for analyzing various types of risks and monitoring the Bank's risk tolerance level as determined by the Board and the matter from the deliberations of the Risk Oversight Committee is reported to the Board of Directors regularly.

The Board of Directors has established a risk management policy that covers both external and internal factors to be comprehensive and consistent with the strategy and direction of the business to implement various actions related to risk management, the policy has been approved by the Board of Directors, which the Bank communicates to all executives and employees. The Board of Directors has assigned the Risk Oversight Committee to advise the Board on the Bank's risk governance framework, oversee strategies for capital and liquidity management to accommodate risks in line with acceptable risk levels. The Bank supervises the Bank's senior management to comply with risk management policies and strategies, including the acceptable risk level, as well as reviews the adequacy and effectiveness of the overall risk management policies and strategies, as well as reviews the acceptable risk level at least once a year or when there are significant changes, and reports to the Bank's Board of Directors on the risk position, risk management efficiency, and compliance status of the risk culture, as well as significant factors and issues, and what needs to be improved to be consistent with the Bank's risk management policies and strategies.

The Bank prepares financial reports in compliance with generally accepted accounting principles, which are audited by a certified public accountant approved by the Securities and Exchange Commission and the Bank of Thailand.

The Bank has identified risks and prepared policies, operational standards manuals, and risk management that may occur and affect the Bank. The Bank's risk management reports have been prepared and proposed to the Risk Management Committee, the Risk Oversight Committee and the Board of Directors on a monthly basis.

- At the corporate level, the Bank conducts a composite rating on an annual basis by assessing risks based on 5 factors consisting of capital adequacy, earning capacity, good governance, compliance and market conducts. It covers 7 risk categories which are strategic risk, credit risk, market risk, liquidity risk, operational risk (including legal risk), information technology risk and reputational risk. The assessments are reported to the Executive Committee and the Board of Executive Officers and also submitted to Board of Directors.
- At the Bank's business process level, Risk Control Self-Assessment (RCSA) is conducted annually with the principle that all executives and staff in the Bank are responsible and involved in the risk assessment and control process inherent in their work to identify risks that significantly affect the Bank and assess the effectiveness of its control activities used by the Bank to control such risks and presented to the Risk Management Committee.

## 3. Control Activities

The Bank designs control measures at both the organizational and business process levels of the Bank through policies and operational procedures, considering that they are suitable for the nature of business operations, scope of operation, and complexity of the nature of the work environment and related risk factors. Internal control measures have been established in writing, including manual control and application control, as well as checks and balances as part of the operational processes at the organizational level and various operational processes by the business processes that are suitable for business operations and the control environment, and cover various processes appropriately, as well as define the scope, authority, and approval hierarchy of executives at each level in the approval authority table clearly, concisely, and there is a separation of important responsibilities in the field of approval, recording of accounting and information and the duty of custody and storage of assets are separated clearly. In particular, business agencies (Front Office) and support agencies (Back Office) to be able to prevent corruption. In addition, the Bank has established a policy on transactions

with relevant stakeholders to be the practice guideline for executives and employees, the details of the transactions are shown in the notes to the financial statements and the annual report.

In addition, the Bank has established relevant IT policies and procedures to guide operations for employees who use information systems, information administrators, information system developers, as well as executives in various departments who have an authority to approve the use of information technology systems. The Bank also defines the IT security policy which includes data loss prevention.

#### 4. Information and Communication

The Bank collects and considers relevant information, both internal and external to analyze and make decisions on various matters. The Bank considers the reliability of the data sources used, the Bank has an information technology system that has been continuously developed to support financial and operational information to monitor and evaluate the results under the prescribed internal control system, and to be able to correct significant deficiencies promptly, as well as to provide useful and accurate information system information for the decisions of the Board of Directors and Executives of the Bank.

#### 5. Monitoring

The Audit Committee is responsible for considering the adequacy of the Bank's internal control system by supervising the operations of the Internal Audit function and works closely with the Bank's auditors which focuses on the adequacy of the internal control system, compliance with government regulations and review important accounting policies, including disclosure of the Bank's information.

The Compliance Unit is responsible for reviewing and monitoring the performance of departments within the Bank to ensure compliance with the rules, and important official regulations. In addition, the Bank has also designated a credit review unit under the Risk Management Division, which is independent of the loan approval process, to review the operational processes related to credit transactions from the beginning to the end of the process, including the accuracy of the receivable's classification, reserves and debiting of assets from the account.

The Internal Audit Unit has the independence to operate from the management, which reports directly to the Audit Committee. The Internal Audit Division regularly coordinates with the management to ensure that the work of the Internal Audit is relevant and in line with the Bank's strategic and operational needs through all internal audit activities. The Internal Audit Division prepares an annual audit plan and a three-year audit plan to cover important tasks and transactions and serves as a guideline for the operation of the Internal Audit Division to achieve the set objectives, the Internal Audit Division will prepare an audit report which will analyze to the source of the problem also provides suggestions to provide appropriate solutions to the problems and prevent recurrence of errors includes monitor and reporting the progress of the implementation of the plan to resolve the audit observations which are the internal audit unit, the auditor, and the Bank of Thailand's orders shall be acknowledged by the Audit Committee every month as well as reports to the Executive Committee on a monthly basis and reports to the Risk Oversight Committee on a quarterly basis. Except for internal audits, the Internal Audit Division also provides advice and suggestions to executives and other departments within the Bank, to be an advisor as mentioned; it still maintains independence and impartiality in the performance.

The Internal Audit unit focuses on the development of personnel knowledge and abilities in terms of business understanding, risk, internal control, Internal Audit Professional Standards, and Skills Required for Internal Audit Operations. The Bank defines that the personnel of the internal audit line are required to regularly participate in training both inside and outside the organization, the internal audit unit also provides the training as well.

In addition, the Internal Audit unit uses Data Analytics to support operations to be more efficient and faster. In order to control the quality of internal audit work, Internal Audit unit has performed internal Quality Assurance Review annually, by the department independent from the internal auditors, and hires an independent expert to perform external Quality Assurance Review every five years to evaluate and review the quality of internal audit work as well as identify opportunity of improvement continuously.

### **9.1.2 Head of Internal Audit**

The Audit Committee has appointed Miss Chokaew Kaewmorakot as the head of internal audit, the chain of command of the Internal Audit Division shall be directly the Audit Committee. The qualifications of the person holding the position of the head of internal audit can be found in Appendix 2.

### **9.1.3 Appointment, rotation, removal, and promotion of the head of internal audit**

The Audit Committee or the Board of Directors of the Bank shall consider and approve the appointment, transfer, and removal of the head of internal audit.

---



## 9.2 Related Party Transactions

### 9.2.1 Details of persons who may have conflicts and relationships for the fiscal year ending December 31, 2024

Persons who may have Conflicts and the Nature of Business Operation	Relationship
<b>1</b> V.C. Property Company Limited (“V.C. Property”) Holding Company	<ul style="list-style-type: none"> <li>V.C. Property is an indirect shareholder of the Bank through VNB Holding Company Limited. When combined with other related companies of V.C. Property, namely Thai Life Insurance Public Company Limited (“TLI”) and other minority shareholders of the Bank. The total shareholding in the Bank is 61.8%.</li> <li>V.C. Property has a Board of Directors Executives and close relatives of the Bank’s directors and executives are shareholders in the proportion of 100.0%, which include the following persons:               <ol style="list-style-type: none"> <li>Mr. Winyou Chaikawan (“Mr. Winyou”), who serves as the Vice Chairman of the Board of Directors. and Chief Executive Officer of the Bank. The Company holds a 20.0% stake in V.C. Property.</li> <li>Mr. Veerawet Chaikawan (“Mr. Veeravet”) He is the Assistant Managing Director of the Bank’s Retail and Treasury Business Group. has a 7.0% stake in V.C. Property.</li> <li>Mr. Vanich Chaikawan (father of Mr. Winyou and Mr. Veeravet) (“Mr. Vanich”) The Company holds a 20.0% stake in V.C. Property.</li> <li>Mr. Chai Chaikawan (brother of Mr. Winyou and Mr. Veeravet) (“Mr. Chai”) The Company holds a 23.0% stake in V.C. Property.</li> <li>Mrs. Chachada Malakul Na Ayutthaya (sister of Mr. Viñu and Mr. Veeravet) (“Mrs. Chachada”) The Company holds 10.0% of the shares in V.C. Property.</li> <li>Miss Veena Chaikawan (sister of Mr. Winyou and Mr. Veeravet) (“Miss Veena”) The Company holds 10.0% of the shares in V.C. Property, and</li> <li>Mrs. Warang Chaikawan (sister of Mr. Winyou and Mr. Veeravet) (“Mrs. Warang”) The Company holds 10.0% of the shares in V.C. Property.</li> </ol> </li> <li>There is 1 joint director, namely:               <ol style="list-style-type: none"> <li>Mr. Winyou</li> </ol> </li> <li>There are executives as directors. 1 person is:               <ol style="list-style-type: none"> <li>Mr. Veeravet</li> </ol> </li> </ul>

<sup>1</sup> Related persons and shareholders under the same controlling authority of V.C. Property Co., Ltd. includes: (a) Nakorn Pathom Land and House Co., Ltd. (“NAKORN PATHOM”) Holding shares in the Bank 125,000 and (b) Sura Sumpun Company Limited. (“SURA SUMPUN”) Thachaisri Co., Ltd. (“THACHAISRI”) GLX Bangkok Co., Ltd. (“GLX BANGKOK”) Yartsamphan Co., Ltd. (“YARTSAMPHAN”) Theparak Business Co., Ltd. (“THEPARAK”) Pathum Thani Jutemill Co., Ltd. (“PAHTUM THANI JUTEMILL”) Best Civil Co., Ltd., (“BEST CIVIL”) and Sub Degree Co., Ltd. (“SUB DEGREE”), in which each company holds shares in the bank. 200 Total Shares 1,600 share.

Persons who may have Conflicts and the Nature of Business Operation	Relationship
<b>2 VNB Holding Company Limited (“VNB”)</b> <b>Holding Company</b>	<ul style="list-style-type: none"> <li>• VNB is a shareholder of the Bank, holding a direct stake in the Bank in the proportion of 52.2%.</li> <li>• Mr. Winyou, Mr. Veeravet and their close relatives, including Mr. Chai, Mr. Vanich, Ms. Chachada, Miss Veena and Ms. Warang, are indirect shareholders in VNB in the proportion of 100.0% (through their shareholding in V.C. Property, in which Mr. Winyou, Mr. Veeravet and their close relatives hold 100.0% of the shares in VNB and V.C. Property holds 100.0% of the shares in VNB).</li> <li>• There are 8 directors as follows: <ul style="list-style-type: none"> <li>(1) Mr. Winyou</li> <li>(2) Ms. Krisana Aramkulchai (“Ms. Krisana”)</li> <li>(3) Mr. Roy Agustinus Gunara (“Mr. Roy”)</li> <li>(4) Mr. Stephen Tirador Briones (“Mr. Stephen”)</li> <li>(5) Mr. Chamnong Watanagase (“Mr. Chamnong”)</li> <li>(6) Mr. Supachai Sukhanindr (“Mr. Supachai”)</li> <li>(7) Prof. Kitipong Urapeepatanapong (“Prof. Kitipong”)</li> <li>(8) Miss Ada Ingawanij (“Miss Ada”)</li> </ul> </li> </ul>
<b>3 OCA Investment Holding Co., Ltd. (“OCA”)</b> <b>Legal Entity Established under the Laws of Singapore Olympus Bolt Holdings L.P. (“Olympus Bolt Fund”) is the total shareholder in OCA.</b>	<ul style="list-style-type: none"> <li>• OCA is the major shareholder of the Bank, holding a direct stake in the Bank in the proportion of 7.5%.</li> <li>• There is 1 joint director, namely: <ul style="list-style-type: none"> <li>(1) Mr. Guarav Malik</li> </ul> </li> </ul>

Persons who may have Conflicts and the Nature of Business Operation	Relationship
<b>4 Thai Life Insurance Public Company Limited (“TLI”)</b> <b>Life insurance business</b>	<ul style="list-style-type: none"> <li>• TLI is a shareholder of the Bank, with a direct stake in the Bank in the proportion of 9.6%.</li> <li>• V.C. Property, which is an indirect shareholder in the Bank in the proportion of 61.8%, also holds 50.8% of the shares in TLI, and Mr. Winyou and Mr. Veeravet and their close relatives are Mr. Vanich, Mr. Chai, Ms. Chachada, Ms. Veena and Ms. Warang, who hold direct shares in TLI totaling 8.62%.</li> <li>• There is 1 co-executive, namely: (1) Mr. Winyou</li> </ul>
<b>5 Thai Paiboon Insurance Public Company Limited (“TPB”)</b> <b>The non-life insurance business covers 4 types of insurance: car insurance, fire insurance, Marine and transport insurance and miscellaneous insurance</b>	<ul style="list-style-type: none"> <li>• The joint shareholder is V.C. Property, which is an indirect shareholder of the Bank. When combined with other related companies of V.C. Property (excluding the proportion held by TLI), namely Chaiyawan Company Limited (“CHAIYAWAN”), T.A.B. TAB BROKER LIMITED (“TAB BROKER”) AND THAI RATCHADA BROKER LIMITED (“TRB”) The total shareholding in TPB is 66.4%.</li> <li>• TLI, a shareholder of the Bank, holds a direct stake in TPB in the proportion of 10.0%.</li> <li>• Mr. Veeravet and his close relatives include: Mr. Chai, Mrs. Chachada, Miss Veena, Mrs. Nontana Chaiyawan (mother of Mr. Winyou and Mr. Veeravet) and Mrs. Warang hold shares in TPB. When included with other related companies of the aforementioned persons, namely CNT LIQUOR CO., LTD. (“CNT LIQUOR”) Suan Phueng Co., Ltd. (“SUANPHUENG”) and Thai Niyom (69) Co., Ltd. (“THAI NIYOM”) The total shareholding in TPB is 23.0%.</li> </ul>
<b>6 Thai Health Insurance Public Company Limited (“TH”)</b> <b>Non-life insurance business for health insurance</b>	<ul style="list-style-type: none"> <li>• V.C. Property, an indirect shareholder of the Bank, holds direct shares in TH. When combined with other related companies of V.C. Property, namely Petch Trading Company Limited (“PT”). The total shareholding in TH is 54.0%.</li> <li>• Mr. Winyou, Mr. Veeravet and his close relatives include Mr. Vanich, Mr. Chai, Mrs. Chachada, Miss Veena. Mrs. Warang and Mrs. Nontana hold shares in TH. When combined with other related companies of such persons (excluding the proportion held by V.C. Property and related companies of V.C. Property), namely Chai Brothers Co., Ltd. (“CHAI BROTHERS”) and Thai Niyom (69) Co., Ltd. (“THAI NIYOM”), the total shareholding in TH is 46.0%.</li> <li>• There is 1 joint director, namely: (1) Mr. Winyou</li> </ul>



Persons who may have Conflicts and the Nature of Business Operation	Relationship
<b>7 V. One Asset Co., Ltd. (“V.ONE”)</b> <b>Operating a hotel, renting apartments and condominiums, and a distributor of beer and beverage products of Thai Asia Pacific Company. Brewery Co., Ltd. (“TAPB”)</b>	<ul style="list-style-type: none"> <li>• The joint shareholder is V.C. Property, which is an indirect shareholder of the Bank, holding shares in V.ONE. Together with other related companies of V.C. Property, namely Sura Sumpun Company Limited (“SURA SUMPUN”), PT. Shining Joint Company THAI KHUM CO., LTD. (“THAIKHUM”), T.C. Insurance Broker Service Co., Ltd. (“TCIB”), C.Laing Co., Ltd. (“C.LAING”) and TPB have a total shareholding in V.ONE with a total of 96.3%.</li> <li>• Mr. Winyou and Mr. Veeravet and their close relatives are: Mr. Vanich, Mr. Chai, Miss Veena, Mrs. Chachada and Mrs. Warang hold a total of 3.7% of shares in V.ONE.</li> <li>• There are executives as directors. 1 person is: (1) Mr. Veeravet</li> </ul>
<b>8 Yartsamphan Co., Ltd. (“YARTSAMPHAN”)</b> <b>Engaged in real estate trading and leasing business.</b>	<ul style="list-style-type: none"> <li>• The joint shareholder is V.C. Property, which is an indirect shareholder of the bank, holding shares in YARTSAMPHAN. Together with other related companies of V.C. Property, namely Pluak Daeng Eastern Estate Co., Ltd. (“PLUAKDAENG”), has a total shareholding in YARTSAMPHAN with a total of 96.2%.</li> <li>• Close relatives of the bank’s directors and executives, including Mr. Vanich and Miss Veena, hold shares in YARTSAMPHAN. When included with other related companies of such persons (excluding the proportion held by V.C. Property), namely Jerdsee Company Limited (“JERDSEE”) in the proportion of 3.8% (excluding the proportion held through V.C. Property).</li> <li>• There is 1 joint director, namely: (1) Mr. Winyou</li> </ul>
<b>9 Fortuna Capital Co., Ltd. (“FC”)</b> <b>Operating a rental business</b>	<ul style="list-style-type: none"> <li>• Mr. Winyou, Mr. Veeravet and his close relatives, including Mr. Vanich, Mr. Chai, Mrs. Warang, Miss Veena and Mrs. Chachada, hold a total of 100.0 % of the shares in FC.</li> </ul>

Persons who may have Conflicts and the Nature of Business Operation	Relationship
<b>10</b> Fortuna Capital Co., Ltd. (“FC”) Operating a rental business	<ul style="list-style-type: none"> <li>V.C. PROPERTY, an indirect shareholder of the Bank holds shares in THACHAISRI, together with other related companies of V.C. Property, namely THAIKHUM, Sakhorn Liquor Co., Ltd. (“SAKHORN LIQUOR”), SURA SUMPUN, V.C. LIQUOR CO., LTD. (“VC LIQUOR”) SUKHOTHAI ASSET CO., LTD. (“SUKHOTHAI ASSET”), YARTSAMPHAN AND C.LAING hold a total of 88.0% of the shares in THACHAISRI.</li> <li>Mr. Veeravet and his close relatives, Miss Veena, hold shares in THACHAISRI. When combined with other related companies (excluding the stakes held by V.C. Property and related companies of V.C. Property), namely FC, Wellglass Company Limited (“WELLGLASS”) and Tha Na Company Limited (“THA NA”) has a total shareholding in THACHAISRI for 12.0 % in total.</li> </ul>
<b>11</b> JERDSEE Co., Ltd. (“JERDSEE”) Engaged in real estate trading business.	<ul style="list-style-type: none"> <li>Mr. Winyou, Mr. Veeravet and his close relatives including Mr. Vanich, Mr. Chai, Ms. Warang, Miss Veena and Ms. Chachada holds shares in JERDSEE. However, together with other related companies of the person, CNT LIQUOR has a total shareholding in JERDSEE in the proportion of 100.0%.</li> </ul>
<b>12</b> Mahaphol Apartment Co., Ltd. (“MA”) Operating a real estate rental business.	<ul style="list-style-type: none"> <li>The joint shareholder is V.C. Property, which is an indirect shareholder of the Bank, holding shares in MA. Together with other related companies of V.C. Property, V.ONE and VC LIQUOR, the total shareholding in MA is 98.9%.</li> <li>Mr. Veeravet and his close relatives, Miss Veena, hold a total of 1.1% of shares in MA (excluding the shares held by V.C. Property and its related companies).</li> </ul>
<b>13</b> V.73 Co., Ltd. (“V.73”) Engaged in real estate leasing and trading business.	<ul style="list-style-type: none"> <li>V.C. Property, an indirect shareholder of the Bank, holds 80.0% of V.73's shares.</li> <li>Mr. Winyou, Mr. Veeravet and his close relatives, including Mr. Vanich, Mr. Chai, Ms. Chachada, Miss Veena and Mrs. Warang, hold a total of 20.0% of shares in V.73 (excluding the proportion held through VC Property).</li> </ul>
<b>14</b> TAP Trading Co., Ltd. (“TAP”) Engaged in the wholesale business of alcoholic beverages.	<ul style="list-style-type: none"> <li>The joint shareholder is V.C. Property, which is an indirect shareholder of the Bank and holds 53.7% of the shares in TAP.</li> </ul>

Persons who may have Conflicts and the Nature of Business Operation	Relationship
<b>15</b> Hotels & Resorts Co., Ltd . (“H&R”) Operating a hotel, resort and condominium business.	<ul style="list-style-type: none"> <li>The related companies of V.C. PROPERTY are namely, C. LAING, V.ONE, TPB, WAN BROTHERS, AND SUKHOTHAI ASSET, hold 94.6 percent of H&amp;R's shares.</li> <li>Mr. Winyou and his close relatives, Mr. Chai and Mrs. Warang, hold shares in H&amp;R. When combined with other related companies (excluding the holdings held by related companies of V.C. Property), CNT LIQUOR and WELLGLASS have a total stake of 5.4% in H&amp;R.</li> <li>There is one executive as directors which is: (1) Mr.Veeravet</li> </ul>
<b>16</b> T.C. Insurance Broker Services Co., Ltd. (“TCIB”) Engaged in life insurance brokerage business.	<ul style="list-style-type: none"> <li>The joint shareholder is V.C. Property, which is an indirect shareholder of the Bank, holding 100.0% of the shares in TCIB.</li> <li>There is one executive as directors which is: (1) Mr. Veeravet</li> </ul>
<b>17</b> WELLGLASS Co., Ltd. (“WELLGLASS”) Engaged in the business of warehousing and storage of goods.	<ul style="list-style-type: none"> <li>The joint shareholder is V.C. Property, which is an indirect shareholder of the Bank, holding 0.8% of the shares in WELLGLASS.</li> <li>Mr. Veeravet, a close relative of the Bank’s Directors and Executives, namely Miss Veena, holds a total of 99.2% of shares in WELLGLASS</li> </ul>
<b>18</b> T.L. MANAGEMENT CO., LTD. (“TL”) Accounting Services	<ul style="list-style-type: none"> <li>The joint shareholder is V.C. Property, which is an indirect shareholder of the Bank, holding 99.2% of the shares in TL.</li> <li>Close relatives of the Bank's directors and executives include Mr. Chai, Miss Veena, Mrs. Warang and Mrs. Chachada hold a total of 0.8% of the shares in TL (excluding the proportion held through V.C. Property).</li> <li>There is one executive as directors which is: (1) Mr. Veeravet</li> </ul>
<b>19</b> Thai Life 52 Co., Ltd. (“TL.52”) Engaged in the business of consulting agents and brokers.	<ul style="list-style-type: none"> <li>The joint shareholder is V.C. Property, which is an indirect shareholder of the Bank, holding shares in TL.52. When combined with other related companies of V.C. Property, namely THACHAISRI and TL, they have a total shareholding in TL.52 with a total of 96.0%.</li> <li>BANTHAL, a related company of the directors, the Bank’s executives and close relatives of the Bank's directors and executives hold 4.0% of the shares.</li> </ul>

Persons who may have Conflicts and the Nature of Business Operation	Relationship
<b>20</b> Thai Asia Pacific Brewery Co., Ltd. (“TAPB”) Engaged in the production of malt and liquor made from malt rice.	<ul style="list-style-type: none"> <li>V.C. Property, an indirect shareholder of the Bank, holds 53.7% of the shares in TAPB.</li> </ul>
<b>21</b> Petch Trading Co., Ltd. (“PT”) Engaged in real estate trading and leasing business.	<ul style="list-style-type: none"> <li>The joint shareholder is V.C. Property, which is an indirect shareholder of the Bank, holding shares in PT. Together with other related companies of V.C. Property, namely THAIKUM, SURA SUMPUN, TL52, PLUAKDAENG, C.LAING YARTSAMPAN, VC LIQUOR, THACHAISRI, TCIB and SUKHOTHAI ASSET, the total shareholding in PT is 78.3%.</li> <li>Mr. Winyou, Mr. Veeravet and his close relatives are: Mr. Chai, Miss Veena and Ms. Warang hold shares in PT. When combined with other related companies (excluding the shareholding held by V.C. Property and related companies of V.C. Property), TOONCHAI and BANTHAI have a total shareholding in PT at 21.7%.</li> </ul>
<b>22</b> WAN BROTHERS Co., Ltd. (“WAN BROTHERS”) Engaged in real estate trading and leasing business.	<ul style="list-style-type: none"> <li>The related companies of V.C. Property are namely, V.ONE, SURA SUMPUN, RUAMSONGSAENG, TCIB and VC LIQUOR, hold 59.5% of the shares in WAN BROTHERS.</li> <li>Close relatives of the Bank's directors and executives, namely Mr. Vanich and Miss Veena, hold a total of 40.5% of shares in WAN BROTHERS.</li> </ul>
<b>23</b> GLX Bangkok Co., Ltd. (“GLX”) Holding Company	<ul style="list-style-type: none"> <li>The joint shareholder is V.C. Property, which is an indirect shareholder of the Bank, holding shares in GLX. Together with other related companies of V.C. Property, namely PT CHAIYAWAN, has a total shareholding in GLX in the proportion of 100.0%.</li> </ul>
<b>24</b> BBGI Public Company Limited (“BBGI”) Holding Company	<ul style="list-style-type: none"> <li>The spouse of the Bank's director (Mr. Supachai), Mrs. Sutthida Sukhanindr (“Mrs. Sutthida”), is an executive of BBGI.</li> </ul>

Persons who may have Conflicts and the Nature of Business Operation	Relationship
<b>25</b> <b>TAB BROKER CO., LTD. (“TAB BROKER”)</b> <b>Non-life insurance brokerage business</b>	<ul style="list-style-type: none"> <li>The joint shareholder is V.C. Property, an indirect shareholder of the Bank, holds shares in TAB BROKER. When combined with other related companies of V.C. Property, namely PT, has a total shareholding in TAB BROKER in the proportion of 86.8%.</li> <li>Close relatives of the Bank's directors and executives, including Mr. Vanich, Mr. Chai and Mr. Vichai, hold a total of 0.6% of shares in TAB BROKER.</li> </ul>
<b>26</b> <b>V.C. LIQUOR Co., Ltd . (“VC LIQUOR”)</b> <b>Engaged in real estate trading and leasing business.</b> <b>Engaged in the business of lending money.</b>	<ul style="list-style-type: none"> <li>The joint shareholder is VC Property, which is an indirect shareholder of the Bank, holds shares in VC LIQUOR. Together with other related companies of V.C. Property, namely SURA SUMPUN, V.ONE YARTSAMPHAN, PLUAKDAENG, WAN BROTHERS, and TCIB, the total shareholding in VC LIQUOR is 58.4%.</li> <li>Mr. Veeravet and his close relatives include: Mr. Chai, Miss Veena, Mrs. Warang and Mrs. Chachada hold shares in VC LIQUOR. When combined with other related companies (excluding the stake held by V.C. Property and related companies of V.C. Property), TOONCHAI has a total shareholding in VC LIQUOR at 40.8%.</li> </ul>
<b>27</b> <b>Sub Sri Thai Public Company Limited (“SST”)</b> <b>is engaged in the business of providing document/asset storage services, leasing and managing space to support the storage of goods, etc</b>	<ul style="list-style-type: none"> <li>Mr. Supachai holds 10.5% of direct shares in SST.</li> <li>Close relatives of the directors Mrs. Inthira and Mr. Supasit hold a total of 27.4% of shares in SST.</li> </ul>
<b>28</b> <b>Thai Credit Foundation, a foundation with a vision to develop, promote society and the economy for small entrepreneurs and the underprivileged for a better quality of life of people in Thai society.</b>	<ul style="list-style-type: none"> <li>There are 2 joint directors , namely: <ul style="list-style-type: none"> <li>(1) Mr. Winyou</li> <li>(2) Mr. Roy</li> </ul> </li> <li>In addition, there are also bank executives as directors for 4 persons as below: <ul style="list-style-type: none"> <li>(1) Mr. Kittipant Sriwannawit (“Mr. Kittiphant”)</li> <li>(2) Mr. Veeravet</li> <li>(3) Mr. Natus Kittawaranon (“Mr. Natus”)</li> <li>(4) Mr. Kamolphu Phuredithsakul (“Mr. Kamolphu”)</li> </ul> </li> </ul>

Persons who may have Conflicts and the Nature of Business Operation	Relationship
<b>29</b> Chaियawan Family <sup>1, 2</sup>	<ul style="list-style-type: none"> <li>Mr. Winyou (Vice Chairman of the Board of Directors, Member of the Risk Oversight Committee, Member of the Corporate Governance and Sustainable Development Committee) Mr. Veeravet (the Bank's executives) and/or their families, a total of 8 members (the “Chaियawan Family”). as follows               <ol style="list-style-type: none"> <li>Mr. Winyou</li> <li>Mr. Veeravet</li> <li>Mr. Vanich</li> <li>Mr. Chai</li> <li>Miss Veena</li> <li>Mrs. Warang</li> <li>Mrs. Nontana</li> <li>Mrs. Chachada</li> <li>Miss Natchaya Taepaisitpongse</li> </ol> </li> </ul>
<b>30</b> Mr. Roy Group	<ul style="list-style-type: none"> <li>Mr. Roy (Director, Member of the Risk Oversight Committee and Chief Executive Officer of the Bank) and/or his family a total of 8 members (“Mr. Roy Group”) as follows:               <ol style="list-style-type: none"> <li>Mr. Roy</li> <li>Mrs. Michittra Gunara</li> <li>Mr. Sebastian Agustinas Gunara</li> <li>Miss Irene Theresa Gunara</li> <li>Master Richard Antonio Gunara</li> <li>Miss Elizabeth Patricia Gunara</li> <li>M.P.Tien Kalangi</li> <li>Mr.Ray A.Gunara</li> </ol> </li> </ul>

<sup>1</sup> Grouping of Chaियawan family is a family-based grouping only. It is not a grouping under Section 258 of the Securities and Exchange Act B.E. 2535 (1992 ) (as amended) or a grouping in a manner as prescribed in the Notification of the Capital Market Supervisory Board on the Determination of Relationships or Behaviors Characterized as Joint Actions with Other Persons and Actions under Section 246 and Section 247.

<sup>2</sup> Chaियawan's family, including Mr. Chad Chaियawan, who passed away on May 2, 2021.



Persons who may have Conflicts and the Nature of Business Operation	Relationship
<b>31</b> Miss Krisana Group	<ul style="list-style-type: none"> <li>Miss Krisana (Director of the Bank) and/or her families, a total of 9 members (“Ms. Krisana Group”) as follows: <ul style="list-style-type: none"> <li>(1) Miss Krisana</li> <li>(2) Miss Jintana Aramkulchai</li> <li>(3) Mr. Pong Nivetpathomwat</li> <li>(4) Mr. Tanaphol Nivetpathomwat</li> <li>(5) Mr. Wichai</li> <li>(6) Mr. Dilok Permpoonthanala</li> <li>(7) Miss Kanokporn Aramkulchai</li> <li>(8) Miss Kamolphan Nivetpathomwat</li> <li>(9) Miss Nantpas Lertchanyarak</li> </ul> </li> </ul>
<b>32</b> Prof. Kittipong Urapeepatanapong	<ul style="list-style-type: none"> <li>Prof. Kittipong is an Independent Director, Chairman of the Board of Directors and Chairman of the Bank’s Corporate Governance and Sustainability Committee.</li> </ul>
<b>33</b> Mr. Chamnong Watanakase	<ul style="list-style-type: none"> <li>Mr. Chamnong is an Independent Director and Chairman of the Audit Committee of the Bank.</li> </ul>
<b>34</b> Miss Ada Group	<ul style="list-style-type: none"> <li>Miss Ada (Independent Director, Audit Committee and Member of Corporate Governance and Sustainability Committee of the Bank) and/or her families, a total of 2 members (“Miss Ada Group”) as follows: <ul style="list-style-type: none"> <li>(1) Miss Ada</li> <li>(2) Mrs. Sudaphan Ingawanij</li> </ul> </li> </ul>
<b>35</b> Mr. Stephen	<ul style="list-style-type: none"> <li>Mr. Stephen is an Independent Director. Chairman of the Nomination and Remuneration Committee, Director of the Risk Oversight Committee and Member of Audit Committee of the Bank.</li> </ul>

Persons who may have Conflicts and the Nature of Business Operation	Relationship
<b>36</b> Mr. Supachai Group	<ul style="list-style-type: none"> <li>Mr. Supachai (Independent Director, Member of the Nomination and Remuneration Committee and Member of the Bank's Risk Supervision Committee) and/or his families, a total of 2 members ("Mr. Supachai Group") as follows:               <ol style="list-style-type: none"> <li>Mr. Supachai</li> <li>Mrs. Sutthida</li> </ol> </li> </ul>
<b>37</b> Mr. Kamolphu Group	<ul style="list-style-type: none"> <li>Mr. Kamolphu (the Bank's executives) and/or his families, a total of 3 members ("Mr. Kamolphu Group") as follows:               <ol style="list-style-type: none"> <li>Mr. Kamolphu</li> <li>Mrs. Pimyada Puriditsakul</li> <li>Miss Vinda Chalermwanphen</li> </ol> </li> </ul>
<b>38</b> Mr. Kittipant Group	<ul style="list-style-type: none"> <li>Mr. Kittipant (the Bank's executives) and/or his families, a total of 4 members ("Mr. Kittipant Group") as follows:               <ol style="list-style-type: none"> <li>Mr. Kittipant</li> <li>Miss Rungrat Sriwanwit</li> <li>Miss Sirirat Sriwanwit</li> <li>Mr. Sutat Sriwanwit</li> </ol> </li> </ul>
<b>39</b> Mr. Sarawooth Savejnarong ("Mr. Sarawooth")	<ul style="list-style-type: none"> <li>Mr. Sarawooth is an Executive of the Bank.</li> </ul>
<b>40</b> Mr. Natus	<ul style="list-style-type: none"> <li>Mr. Natus is an Executive of the Bank.</li> </ul>
<b>41</b> Miss Achara Ruangchay ("Miss Achara")	<ul style="list-style-type: none"> <li>Ms. Achara is an Executive of the Bank.</li> </ul>
<b>42</b> Mr. Pichart Group	<ul style="list-style-type: none"> <li>Mr. Pichart Roongwarasopit (the Bank's Executives) and/or his families, a total of 3 members ("Mr. Pichart Group") as follows:               <ol style="list-style-type: none"> <li>Mr. Pichart Roongwarasopit</li> <li>Mrs. Sudarat Mahasrisaengphet</li> <li>Mrs. Sukanya Sae-tia</li> </ol> </li> </ul>

## Details of Related Party Transactions for the years ended December 31, 2023 and December 31, 2024

### 1. Items that still have continued to occur in the future

Item Type	Persons who may have conflicts	List	Item Value (Million Baht)		Necessity and reasons for the list
			Year 2023	Year 2024	
1 Operating Income					
1.1 Income from Insurance Brokerage Services	Thai Life Assurance Public Company Limited (“TLI”)	1. TLI			The remuneration and commercial terms received by the Bank from TLI TPB and TH are not inferior to the remuneration and commercial terms that the person may have a conflict with to a third party for the same type of insurance product group. (Arm’s Length Basis)
	Thai Life Insurance Public Company Limited (“TLI”)	• Income from insurance brokerage services	288.6	227.3	
	Thai Paiboon Insurance Public Company Limited (“TPB”) and Thai Health Insurance Company Limited (“TH”) (Juristic person in which the Chaiyawan Family holds shares)	• Accrued income	26.2	11.8	
		2. TPB			
		• Income from insurance brokerage services	32.1	36.1	
		• Accrued income	2.0	3.2	
		3. TH			
		• Income from insurance brokerage services	267.8	202.6	
		• Accrued income	49.6	32.2	
1.2 Revenue from management services	VNB Holding Co., Ltd . / (“VNB”) (Major shareholder of the Bank)	VNB			The Bank has guidelines for setting service rates in accordance with the cost of the Bank's services. Each year, plus the marginal profit margin (Cost Plus ) which is in line with the rate set out in the Announcement of the Operating Regulations for Connected Transactions.
		• Revenue from services	0.5	1.2	
		• Accrued income	None	0.0	
		• Advance income from services	None	0.2	

Item Type	Persons who may have conflicts	List	Item Value (Million Baht)		Necessity and reasons for the list
			Year 2023	Year 2024	
1.3 Income from leasing building space	VNB Holding Co., Ltd . / (“VNB”) (Major shareholder of the Bank)	VNB			The bank charges the rental rate based on the contractual rental rate at the bank. Lease space from a third party plus a marginal profit margin (Cost Plus), which is a rate that is in line with the predetermined rate, and has a condition for paying rent on a monthly basis, which is in line with the terms and conditions for paying rent that the Bank leases the space from a third party.
		• Income from leasing building space	0.2	0.2	
		• Accrued rent	0.0	None	
		• Accrued electricity bill	0.0	0.0	
1.4 List of welfare loans and interest received	Mr. Roy Agustinus Gunara	Mr. Roy			The Bank has a loan welfare program for employees as part of the employee benefits provided by the Bank to all personnel, including the Bank. For each type of welfare loan, which is in accordance with the Bank's relevant loan welfare announcement.
		• Loans	4.7	2.3	
		• Interest income	0.5	0.1	

Item Type	Persons who may have conflicts	List	Item Value (Million Baht)		Necessity and reasons for the list
			Year 2023	Year 2024	
1.5 Revenue, Fees and Service Charges	Thai Life Insurance Public Company Limited (“TLI”) and Thai Health Insurance Company Limited (“TH”)	1. TLI			Fee income from banking services Such fees are charged at the same rate as those charged by third-party clients and are subject to general trading conditions.
		• Fee and service charge revenue	0.6	1.0	
		2. TH			
		• Fee and service charge revenue	0.0	0.0	

## 2 Operating costs

2.1 Expenses from renting land and building space to establish the head office and branches, and related service fees.	Juristic person of Chaikawan family Directors and/or close relatives of directors of the Bank hold shares and/or hold the position of director.	1. VC Property			The rental rates, service fees and/or related expenses are within the range of the rental rates, service charges and/or related expenses of leasing space in the same building and/or nearby areas, and the general trade conditions for the space in the same building and/or nearby areas. In addition, the transaction of leasing assets from persons related to the directors or management authority of the Bank is a transaction that requires the approval of the Bank. Therefore, the Bank has asked for approval and the BOT has approved the above asset lease transaction of the Bank.
		• Expenses related to renting a commercial building	1.2	1.2	
		• Security Deposit and Deposit	0.1	0.1	
		2. TLI			
		• Expenses related to the rental of building space and commercial buildings and building maintenance services.	9.9	11.6	
		• Security Deposit and Deposit	2.3	2.7	
		• Accrued expenses	0.0	0.1	
		3. V.ONE			
		• Costs related to renting building space	31.8	33.2	
		• Security Deposit and Deposit	8.1	8.3	
		4. YARTSAMPHAN			
		• Costs related to renting building space	4.0	4.0	
		• Security Deposit and Deposit	1.0	1.0	

Item Type	Persons who may have conflicts	List	Item Value (Million Baht)		Necessity and reasons for the list
			Year 2023	Year 2024	
		<b>5. FC</b>			
		• Expenses related to renting a commercial building	0.7	0.7	
			0.2	0.2	
		• Security Deposit and Deposit			
		<b>6. THACHAISRI</b>			
		• Expenses related to renting a commercial building	0.2	0.2	
			0.0	0.0	
		• Security Deposit and Deposit			
		<b>7. JERDSEE</b>			
		• Costs related to renting building space	1.1	1.2	
		• Security Deposit and Deposit	0.3	0.3	
		<b>8. MA</b>			
		• Costs related to renting building space	1.4	1.5	
		• Security Deposit and Deposit	0.3	0.3	
<b>2.2</b>	<b>The bank's insurance premium cost</b>	Thai Paiboon Insurance Public Company Limited / ("TPB")	<b>1. TPB</b>		It is a normal business support program of the Bank with the same terms of trade as other policies of third-party insurance companies.
			• Premium Cost	1.2	0.7
			• Insurance premiums paid in advance	0.1	None
			• Accrued insurance premiums	0.0	None



Item Type	Persons who may have conflicts	List	Item Value (Million Baht)		Necessity and reasons for the list
			Year 2023	Year 2024	
2.3 List of subordinated debentures with no maturity date and interest expenses.	VNB Holding Co., Ltd. / (“VNB”) (Major shareholder of the Bank) and OCA Investment Holding Company Limited (“OCA”) (Shareholder of the Bank)	<b>1. VNB</b>			The transaction is reasonable and beneficial to the Bank. Interest is paid according to the rate and conditions of the Perpetual Bond issued in 2021 to strengthen the Bank's capital and capital structure.
		• Subordinated debentures	792.8	813.6	
		• Interest Expense	68.9	70.8	
		• Accrued interest	4.8	4.8	
		<b>2. OCA</b>			
		• Subordinated debentures	118.9	122.0	
2.4 Deposit and Interest Expense	Group of Directors, Executives and juristic persons of Chaikawan Family, Directors and/or close relatives of directors of the Bank hold shares and/or hold the position of director.	<b>Related juristic persons and related management groups and employees.</b>			The Bank has set the same interest rate and interest payment guidelines for all customers for the same type of deposit account. Including persons who may have such conflicts.
		• Total Deposit	3,612.8	5,336.7	
		• Interest Expense	23.2	28.8	
		• Accrued interest	3.6	9.8	
2.5 Receiving the Bank's Important Document Retention Service	SABSRI THAI PUBLIC COMPANY LIMITED / (“SST”) (The Bank's directors are Mr. Supachai as a shareholder)	<b>1. SST</b>			The transaction is reasonable and is to support the Bank's business by the Bank. It is necessary to store all important documents according to the criteria specified by the Bank of Thailand (BOT).
		• List of costs for storing documents	5.1	4.4	
		• Accrued items for document storage	0.8	0.4	

Item Type	Persons who may have conflicts	List	Item Value (Million Baht)		Necessity and reasons for the list
			Year 2023	Year 2024	
2.6 Debentures Tier 2 Subprime and Interest Expense	VNB Holding Co., Ltd. / (“VNB”) (Major shareholder of the Bank)	<b>1. VNB</b> <ul style="list-style-type: none"> <li>10-year subordinated debentures</li> <li>Interest Expense</li> <li>Accrued interest</li> </ul>	1,700	1,700	The list is reasonable. This is because the interest rate of such debentures is similar to the yield of 10-year subordinated securities in the secondary market of debentures of other banks. When adjusted for risk compensation, the credit rating is similar to that of the bank.
			55.9	102.3	
			4.8	4.8	
2.7 Donation to Thai Credit Foundation /	Thai Credit Foundation (The joint directors include Mr. Winyou Chaiyawan, (2), Mr. Roy Agustinas Gunara, and the Bank's executives are the directors. The four members are (1) Mr. Kittipant Sriwannawit, (2) Mr. Veeravet Chaiyawan, (3) Mr. Natus Kittawaranon and (4) Mr. Kamolphu Phuredithsakul.	<b>1. Thai Credit Foundation</b> <ul style="list-style-type: none"> <li>Donation to Thai Credit Foundation</li> </ul>	2.0	2.0	The Bank has donated money to support the operation of various foundations to promote their operations under the Articles of Association and Rules of Conduct of the respective foundations.
2.8 Donations to Childline Thailand Foundation	Childline Thailand Foundation Mr. Chamnong Watanagase's spouse is the Chairman of the Board	<b>1. Childline Thailand Foundation</b> <ul style="list-style-type: none"> <li>Donation to Childline Thailand Foundation</li> </ul>	2.0	None	
2.9 Investor Relations Consultant Fee List /	Fenway Ventures Company Limited (The Bank's director is Mr. Stephen Tirador Brioness, a shareholder and a director)	<b>1. Fenway Ventures</b> <ul style="list-style-type: none"> <li>List of Investor Relations Consulting Fees</li> </ul>	None	1.0	Fenway Ventures Co., Ltd. Experience in the capital market, including experience in dealing with domestic and foreign investors.

Item Type	Persons who may have conflicts	List	Item Value (Million Baht)		Necessity and reasons for the list
			Year 2023	Year 2024	
3 Other items					
3.1 Provision for the cost of the life insurance broker license renewal training course	Thai Life Insurance Public Company Limited / (“TLI”)	1. TLI <ul style="list-style-type: none"><li>Provision for the cost of the life insurance broker license renewal training course</li></ul>	0.0	0.0	The sending of the Bank's personnel to participate in the training course for the renewal of the life insurance broker license is for the Bank's personnel to participate in the training course. Qualified to be a life insurance agent according to OIC. set

## 2. Items that will not occur in the future

Item Type	Persons who may have conflicts	List	Item Value (Million Baht)		Necessity and reasons for the list
			Year 2023	Year 2024	
4 Other items					
4.1 Transaction of the Bank’s Tender Offer for the Purchase of Ordinary Shares From Major Shareholders	VNB Holding Co., Ltd . / (“VNB”) (Major shareholder of the Bank) and OCA Investment Holding Company Limited (“OCA”) (Shareholder of the Bank)	1. VNB <ul style="list-style-type: none"><li>Retained earnings (decreased)</li><li>Warrants to purchase ordinary shares</li></ul>	(122.5)	None	The Bank plans to restructure its capital by issuing newly issued ordinary shares to be offered to all existing shareholders in proportion

Item Type	Persons who may have conflicts	List	Item Value (Million Baht)		Necessity and reasons for the list
			Year 2023	Year 2024	
		<b>2. OCA</b> <ul style="list-style-type: none"> <li>Retained earnings (decreased)</li> <li>Warrants to purchase ordinary shares</li> </ul>	(18.4)	None	to the Bank's capital restructuring. In order to restructure the Bank's capital to be clear and simple before the initial public offering (IPO), the Bank has repurchased the Warrants from Warrant holders (VNB and OCA).
<b>4.2 Expenses from renting land and building space to establish the head office and branches, and related service fees.</b>	Juristic person of Chaiyawan family Directors and/or close relatives of directors of the Bank hold shares and/or hold the position of director.	<b>1. M&amp;H</b> <ul style="list-style-type: none"> <li>Costs related to renting building space</li> </ul>	0.0	None	The Bank has already relocated the branch and has leased the space from a third party for the benefit of expanding the branch area to support more services to the Bank's customers.

## 9.2.2 Measures or Procedures for Approving the Entry into the Related Parties Transaction or Connected transaction and the Policy and Futur of Related Party Transactions

### Measures and Procedures for Approving the Related Parties Transaction or Connected transaction

**Related Parties Transaction or Connected transaction** or means a transaction between the Bank or its subsidiaries and related person of the Bank.

The Related Parties Transaction or Connected transactions is divided into 5 types as follows

- (1) Normal business transactions are commercial transactions that the Bank or its subsidiaries normally conduct in the Bank's business operations.
- (2) Ordinary business support transaction means a commercial transaction in which a general business with the same characteristics as the bank or its subsidiaries is engaged in to support the ordinary business transaction of the company.
- (3) Rental Listing or lease of real estate for up to 3 years is a short-term lease or lease of real estate with a lease term of not more than 3 years and cannot be shown to have general commercial conditions.
- (4) Transactions related to assets or services that are transactions of acquisition or sale of assets, rights, providing or receiving service.
- (5) Transactions for providing or receiving financial assistance means transactions of giving or receiving financial assistance by receiving, lending, or guarantees, giving assets as collateral for liabilities, including other similar circumstances.
- (6) Connected transactions other than those specified in (1) to (5).

In entering into the related parties transaction or connected transaction of the Bank and its subsidiaries, the Bank will comply with the Securities and Exchange Act B.E. 2535 (1992) (as amended) (the **"Securities Act"**), as well as the regulations, notices, orders or requirements of the Securities and Exchange Commission, the Capital Market and Stock Exchange Commission (**"SET"**) as well as comply with the requirements regarding the disclosure of information on connected transactions in accordance with the rules set forth in the Articles of Association. Such announcements, orders or regulations, including the financial reporting standards set by the Federation of Accounting Professions under the Royal Patronage (**"the Federation of Accounting Professions"**) and other relevant rules, however, the stakeholders will not be able to participate in the approval of such transactions.

In the event that such law requires that the related parties transaction or connected transaction must be approve by the Board of Directors of the Bank and/or the shareholders, the Bank will arrange a meeting of the Audit Committee to consider and give an opinion on the necessity of the transaction and the reasonableness of the transaction. In entering into a normal business transaction or a normal business support transaction which is a commercial agreement with general commercial conditions, and the inter-party transaction or related party transaction as following principles:

- (1) The related parties transaction or connected transactions that are normal businesses transaction or normal businessess support transaction that is a commercial agreement with general commercial terms.

The bank's board of directors has approved, in principle, that the executive committee, the Chief Executive Officer (CEO), and the management may approve transactions between themselves or related transactions that are part of normal business activities or transactions supporting regular business activities, which are trade agreements with general commercial terms between the bank and/

or its subsidiaries, and individuals who may have conflicts of interest or related persons of the bank. This applies if such transactions are conducted with the same commercial terms as would be made with independent contracting parties under similar circumstances, with bargaining power free from influence due to their status as individuals who may have conflicts of interest or related persons of the bank. These transactions must not result in the transfer of benefits and/or must be demonstrated to have reasonable or fair pricing or terms. The bank will prepare a summary report of such transactions to be submitted to the audit committee and the board of directors on a quarterly basis.

## **(2) The related parties transaction or connected transactions that are Other Transactions**

The related parties transaction or connected transactions that are other transactions must comply with the criteria for consideration of transaction size and compliance with the criteria for entering into connected transactions. If it is to be presented to the Board of Directors and/or shareholders (as the case may be), it must be considered and given an opinion by the Audit Committee first. The Bank shall comply with the Securities Act and the regulations, announcements, orders or requirements of the Securities and Exchange Commission. The Capital Market and Stock Exchange Commission. This includes compliance with the requirements regarding the disclosure of information on related transactions or related transactions in accordance with the rules set forth under the regulations. Such announcements, orders or requirements, including financial reporting standards set by the Federation of Accounting Professions and other relevant rules.

In case, the related parties transaction or connected transactions is considered that may occur, the Audit Committee may assign the Bank to appoint a person with special knowledge, such as an independent auditor, asset appraiser or an independent financial advisor, to provide opinions on the inter/related party transactions so that the Audit Committee and the Board of Directors and/or shareholders (as the case

may be) can use them as decision-making information to ensure that the transaction is necessary and reasonable by consider to the top benefit of the Bank. The Bank will disclose the the related parties transaction or connected transactions in the Annual Registration Statement (Form 56-1 One Report) and notes to the financial statements audited by the auditor in accordance with the requirements of the Bank's Financial Reporting Standards and/or any other reporting forms (as the case may be) in accordance with relevant rules and laws.

## **The Criteria and Approval of the related parties' transaction or the future of connected transactions**

The Bank has set out the rules and procedures for the connected transactions in accordance with the criteria for entering into connected transactions as follows.

1. The consideration of the connected transactions, the Bank will apply the same pricing guidelines and commercial agreements as the people should do with a general counterparty in the same situation with fair agreement and conditions, reasonable and bring maximum benefits to the Bank.
2. In case, the goods or services have clear standard price characteristics and there are many transaction makers of such characteristics in the market, the Bank will make the best effort to find out about the information of the characteristic's prices, and market standards to compare with the related party transactions.
3. In case, the product or service is unique or made to order regarding the specific demand, makes it impossible to compare the prices of goods or services. The Bank should demonstrate the profit margin and/or benefits, as well as the terms of trade received by the Bank from the connected transactions which is not different from transactions of other partners, and other conditions or agreements are not different.
4. The Bank may take advantage of the reports of independent assessors which are addressed on the list of the SEC appointed by the Bank or its subsidiaries to compare prices for significant connected transactions to ensure that such prices are reasonable and for the best benefits of the Bank.



5. Related persons may enter into transactions with the Bank or its subsidiaries only after such transactions have been approved by the Bank's shareholders' meeting, unless the transaction is a commercial agreement in the same manner as that of a general party in the same situation with commercial bargaining power without influence in his status as related persons (as the case may be) and it is a commercial agreement that complies with the requirements for transactions with connected person approved by the Board of Directors and acknowledged by the Audit Committee, or in accordance with the principles approved by the Board of Directors, or the size or nature of the transaction does not require approval from the Bank's shareholders' meeting following the criteria for entering into connected transactions.
6. If the Bank has other connected transactions that fall under the criteria for entering into related party transactions, the Bank must strictly comply with such rules.
7. The Bank must disclose information on transactions that may have a conflict of interest or related party transactions following the rules prescribed by the SET by disclosing it in the Annual Registration Statement (56-1 One Report) or any other report form (as the case may be) and disclosing information on related party transactions to the Stock Exchange of Thailand in accordance with the rules of the Stock Exchange of Thailand as well as related party transactions with the Bank in accordance with accounting standards and review the related party transaction according the audit plan by the internal audit must be reported to the internal audit committee and there are the measure of control, inspection and ensure that the actual transactions are reviewed at random, accurately meet the contract, policy, or specified conditions.

### 9.2.3 Future Trends of Related Parties Transaction or connected transactions

The Bank is likely to enter into related parties transaction or connected transactions in the future as in the past year, such as income from insurance brokerage services, income from management services, income from leasing of building space, interest received from welfare loans, revenue from fees and service charges, expenses from leasing land, buildings and building spaces, as well as related services Expense from the interest of subordinated debentures with no maturity date (Perpetual Bonds), which is considered as Tier 1 Fund, expense from Interest expense from subordinated debentures, which is considered as Tier 2 Fund, Insurance premiums related to the Bank's operation, expenses for executive seminars and training expenses for the Bank's employees, interest expenses, and expenses for transportation and document storage services, etc., The Bank will proceed in line with the Bank's inter-party transaction policy.



# Part 3

## Financial Statements (Financial Statement for the Past 3 Years)



# Financial Statements

Thai Credit Bank Public Company Limited and its Subsidiary

Statements of financial position

	Consolidated			The Bank		
	31 December			31 December		
	2024	2023	2022	2024	2023	2022
<b>Assets</b>						
	<i>(in thousand Baht)</i>					
Cash	535,223	513,458	504,097	535,223	513,458	504,097
Interbank and money market items, net	16,346,703	15,484,690	19,184,537	16,343,306	15,480,064	19,183,555
Financial assets measured at FVTPL	20,457	-	-	20,457	-	-
Investments, net	2,149,411	2,993,746	2,922,750	2,149,411	2,993,746	2,922,750
Investments in subsidiary, net	-	-	-	350,000	350,000	250,000
Loans to customers and accrued interest receivables, net	159,731,345	140,180,600	117,456,900	159,731,345	140,180,600	117,456,900
Properties for sale, net	1,073,842	910,811	770,741	1,073,842	910,811	770,741
Premises and equipment, net	1,479,737	1,340,750	1,002,205	1,476,389	1,335,825	996,828
Intangible assets, net	281,860	245,266	185,441	254,402	222,100	165,918
Deferred tax assets, net	81,003	211,505	412,508	80,481	211,230	412,362
Other assets, net	1,402,217	1,563,506	750,292	1,411,331	1,597,535	764,351
<b>Total assets</b>	<b>183,101,798</b>	<b>163,444,332</b>	<b>143,189,471</b>	<b>183,426,187</b>	<b>163,795,369</b>	<b>143,427,502</b>

	Consolidated			The Bank		
	31 December			31 December		
	2024	2023	2022	2024	2023	2022
Liabilities and equity						
	<i>(in thousand Baht)</i>					
<b>Liabilities</b>						
Deposits	132,599,489	116,761,613	113,444,149	132,818,643	117,017,345	113,621,873
Interbank and money market items	20,257,742	22,757,398	11,398,479	20,257,742	22,757,398	11,398,479
Liabilities payable on demand	45,092	145,601	72,581	45,092	145,601	72,581
Derivative liabilities	165,198	152,106	-	165,198	152,106	-
Debt issued and borrowings	2,635,669	2,611,763	889,930	2,635,669	2,611,763	889,930
Provisions	379,171	296,460	254,994	377,277	295,445	254,396
Other liabilities	3,987,157	3,214,261	2,747,761	3,897,847	3,146,248	2,678,753
<b>Total liabilities</b>	<b>160,069,518</b>	<b>145,939,202</b>	<b>128,807,894</b>	<b>160,197,468</b>	<b>146,125,906</b>	<b>128,916,012</b>

	Consolidated			The Bank		
	31 December			31 December		
	2024	2023	2022	2024	2023	2022
<i>Equity</i>						
<i>(in thousand Baht)</i>						
Share capital						
Authorised share capital						
1,234,839,222 ordinary shares of Baht 5 each	6,174,196	6,174,196		6,174,196	6,174,196	
659,816,666 ordinary shares of Baht 10 each			6,598,167			6,598,167
Issued and paid-up share capital						
1,234,839,222 ordinary shares of Baht 5 each	6,174,196	-	-	6,174,196	-	-
1,164,583,332 ordinary shares of Baht 5 each	-	5,822,917	-	-	5,822,917	-
582,291,666 ordinary shares of Baht 10 each	-	-	5,822,917	-	-	5,822,917
Warrants	-	-	288,938	-	-	288,938
Premium on share capital	2,329,329	768,239	768,239	2,329,329	768,239	768,239
Other reserves	(12,931)	(12,191)	1,228	(12,931)	(12,191)	1,228
Retained earnings						
Appropriated						
Legal reserve	617,420	569,398	389,831	617,420	569,398	389,831
Unappropriated	13,924,266	10,356,767	7,110,424	14,120,705	10,521,100	7,240,337
<b>Total equity</b>	<b>23,032,280</b>	<b>17,505,130</b>	<b>14,381,577</b>	<b>23,228,719</b>	<b>17,669,463</b>	<b>14,511,490</b>
<b>Total liabilities and equity</b>	<b>183,101,798</b>	<b>163,444,332</b>	<b>143,189,471</b>	<b>183,426,187</b>	<b>163,795,369</b>	<b>143,427,502</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Statements of profit or loss and other comprehensive income

	Consolidated			The Bank		
	Years ended			Years ended		
	31 December			31 December		
	2024	2023	2022	2024	2023	2022
	<i>(in thousand Baht)</i>					
Interest income	18,137,962	15,912,973	12,684,736	18,137,951	15,912,968	12,684,736
Interest expenses	(3,408,772)	(2,564,011)	(1,632,385)	(3,409,397)	(2,564,554)	(1,632,813)
<b>Net interest income</b>	<b>14,729,190</b>	<b>13,348,962</b>	<b>11,052,351</b>	<b>14,728,554</b>	<b>13,348,414</b>	<b>11,051,923</b>
Fees and service income	413,937	504,927	528,138	444,182	527,492	544,358
Fees and service expenses	(674,564)	(573,713)	(587,394)	(756,279)	(625,302)	(602,316)
<b>Net fees and service expenses</b>	<b>(260,627)</b>	<b>(68,786)</b>	<b>(59,256)</b>	<b>(312,097)</b>	<b>(97,810)</b>	<b>(57,958)</b>
Losses on foreign exchange transactions, net	(1,941)	(5,722)	-	(1,952)	(5,736)	-
Gains on investments, net	143	122	75	143	122	75
Other operating income	149,517	204,813	238,554	154,156	209,303	244,329
<b>Total operating income</b>	<b>14,616,282</b>	<b>13,479,389</b>	<b>11,231,724</b>	<b>14,568,804</b>	<b>13,454,293</b>	<b>11,238,369</b>
<b>Other operating expenses</b>						
Employee expenses	3,852,131	3,284,327	3,040,448	3,806,200	3,248,202	3,015,869
Directors' remuneration	32,100	17,510	16,490	32,100	17,510	16,490
Premises and equipment expenses	752,297	671,754	602,859	745,066	666,548	598,404
Taxes and duties	566,050	496,059	411,409	565,871	495,814	411,371
Others	628,138	473,147	365,195	601,708	454,890	344,476
<b>Total other operating expenses</b>	<b>5,830,716</b>	<b>4,942,797</b>	<b>4,436,401</b>	<b>5,750,945</b>	<b>4,882,964</b>	<b>4,386,610</b>
Expected credit loss	4,248,888	4,083,289	3,835,409	4,248,888	4,083,289	3,835,409
<b>Profit from operations before income tax</b>	<b>4,536,678</b>	<b>4,453,303</b>	<b>2,959,914</b>	<b>4,568,971</b>	<b>4,488,040</b>	<b>3,016,350</b>
Income tax	912,646	896,523	607,393	912,881	896,690	607,514
<b>Net profit</b>	<b>3,624,032</b>	<b>3,556,780</b>	<b>2,352,521</b>	<b>3,656,090</b>	<b>3,591,350</b>	<b>2,408,836</b>



Thai Credit Bank Public Company Limited and its Subsidiary  
Statements of profit or loss and other comprehensive income

	Consolidated			The Bank		
	Years ended			Years ended		
	31 December			31 December		
	2024	2023	2022	2024	2023	2022
	<i>(in thousand Baht)</i>					
<b>Other comprehensive income</b>						
<i>Items that will be reclassified subsequently to profit or loss</i>						
Gains (losses) on investments in debt instruments						
at fair value through other comprehensive income	5,463	(1,643)	(1,404)	5,463	(1,643)	(1,404)
Gains (losses) on cash flow hedges	11,625	(31,702)	-	11,625	(31,702)	-
Income tax relating to components of other comprehensive income						
will be reclassified subsequently to profit or loss	(3,418)	6,669	281	(3,418)	6,669	281
	<u>13,670</u>	<u>(26,676)</u>	<u>(1,123)</u>	<u>13,670</u>	<u>(26,676)</u>	<u>(1,123)</u>
<i>Items that will not be reclassified subsequently to profit or loss</i>						
(Losses) gains on investments in equity instruments designated						
at fair value through other comprehensive income	(9)	23	63	(9)	23	63
(Losses) gains on remeasurements of defined benefit obligations	(10,640)	12,506	12,124	(10,580)	12,319	11,472
Income tax relating to components of other comprehensive income						
will not be reclassified subsequently to profit or loss	2,130	(2,506)	(2,437)	2,118	(2,469)	(2,307)
	<u>(8,519)</u>	<u>10,023</u>	<u>9,750</u>	<u>(8,471)</u>	<u>9,873</u>	<u>9,228</u>
<b>Total other comprehensive income, net</b>	<u>5,151</u>	<u>(16,653)</u>	<u>8,627</u>	<u>5,199</u>	<u>(16,803)</u>	<u>8,105</u>
<b>Total comprehensive income</b>	<u>3,629,183</u>	<u>3,540,127</u>	<u>2,361,148</u>	<u>3,661,289</u>	<u>3,574,547</u>	<u>2,416,941</u>
<b>Earnings per share</b>						
Basic earnings per share <i>(in Baht)</i>	2.95	3.05	2.28	2.98	3.08	2.34
Diluted earnings per share <i>(in Baht)</i>	2.95	3.01	2.18	2.97	3.04	2.24

## Thai Credit Bank Public Company Limited and its Subsidiary

## Statements of cash flows

	Consolidated			The Bank		
	Years ended			Years ended		
	31 December			31 December		
	2024	2023	2022	2024	2023	2022
	<i>(in thousand Baht)</i>					
<b>Cash flows from operating activities</b>						
Profit from operations before income tax	4,536,678	4,453,303	2,959,914	4,568,971	4,488,040	3,016,350
<i>Adjustments to reconcile profit from operations before</i>						
<i>income tax to net cash receipts (payments) from operating activities</i>						
Depreciation and amortisation	287,487	259,234	279,817	282,825	254,893	276,247
Expected credit loss	4,248,888	4,083,289	3,835,409	4,248,888	4,083,289	3,835,409
Provision for employee benefits	76,042	64,502	57,437	75,223	63,898	56,876
Provision for dismantling of leasehold improvement	1,790	3,254	519	1,790	3,254	519
Provision for performance guarantee contracts	-	(6,113)	-	-	(6,113)	-
Contract liabilities	369	211	(14)	-	-	-
Share-based payment expenses	-	13,238	1,164	-	13,238	1,164
Losses on disposal of properties for sale	935	3,923	(332)	935	3,923	(332)
Gains on disposal of premises and equipment	(287)	(799)	(52)	(287)	(799)	(52)
Losses on write-off of premises and equipment	400	36	-	400	36	-
Gains on write-off of right-of-use assets and lease liabilities	(6,304)	(7,964)	(3,069)	(6,304)	(7,964)	(3,069)
Gains on investments	(143)	(122)	(75)	(143)	(122)	(75)
Net amortisation of discount (premium) on investments	(89,499)	(53,400)	5,752	(89,499)	(53,400)	5,752
Losses on foreign exchange transactions	1,941	5,722	-	1,952	5,736	-
Net interest income	(14,729,190)	(13,348,962)	(11,052,351)	(14,728,554)	(13,348,414)	(11,051,923)
Interest received	16,619,796	14,505,745	11,738,943	16,619,796	14,505,745	11,738,943
Interest paid	(2,449,816)	(2,289,095)	(1,571,878)	(2,450,441)	(2,289,637)	(1,572,437)
Dividend income	(36)	(52)	(57)	(36)	(52)	(57)
Income tax paid	(543,107)	(803,186)	(559,306)	(543,107)	(803,186)	(559,306)
Profit from operations before changes in operating assets and liabilities	7,955,944	6,882,764	5,691,821	7,982,409	6,912,365	5,744,009

## Thai Credit Bank Public Company Limited and its Subsidiary

## Statements of cash flows

	Consolidated			The Bank		
	Years ended			Years ended		
	31 December			31 December		
	2024	2023	2022	2024	2023	2022
	(in thousand Baht)					
<b>Cash flows from operating activities</b>						
<i>(Increase) decrease in operating assets</i>						
Interbank and money market items	(865,894)	3,696,712	(8,234,928)	(867,123)	3,700,356	(8,235,438)
Loans to customers	(22,382,416)	(25,467,656)	(24,852,244)	(22,382,416)	(25,467,656)	(24,852,244)
Properties for sale	(165,185)	(145,467)	(428,483)	(165,185)	(145,467)	(428,483)
Other assets	61,590	(723,358)	(112,900)	183,663	(819,190)	(120,317)
<i>Increase (decrease) in operating liabilities</i>						
Deposits	15,876,636	3,444,437	25,094,049	15,840,058	3,522,445	25,050,061
Interbank and money market items	(2,474,939)	7,807,192	(1,339,271)	(2,474,939)	7,807,192	(1,339,271)
Liabilities payable on demand	(100,509)	73,020	(16,343)	(100,509)	73,020	(16,343)
Provision for employee benefits paid	(5,719)	(9,219)	(6,696)	(5,719)	(9,219)	(6,696)
Other liabilities	(147,376)	155,217	205,474	(265,752)	231,316	198,915
<b>Net cash used in operating activities</b>	<b>(2,247,868)</b>	<b>(4,286,358)</b>	<b>(3,999,521)</b>	<b>(2,255,513)</b>	<b>(4,194,838)</b>	<b>(4,005,807)</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Statements of cash flows

	Consolidated			The Bank		
	Years ended			Years ended		
	31 December			31 December		
	2024	2023	2022	2024	2023	2022
	<i>(in thousand Baht)</i>					
<b><i>Cash flows from investing activities</i></b>						
Interest received	102,712	56,119	31,638	102,700	56,113	31,638
Dividend received	36	52	57	36	52	57
Acquisition of investments measured at fair value through other comprehensive income	(14,968,315)	(15,211,978)	(11,273,000)	(14,968,315)	(15,211,978)	(11,273,000)
Proceeds from disposal and redemption of investments measured at fair value through other comprehensive income	15,900,143	15,213,032	14,039,074	15,900,143	15,213,032	14,039,074
Acquisition of investments in subsidiary	-	-	-	-	(100,000)	-
Acquisition of premises and equipment	(174,533)	(335,160)	(122,444)	(174,236)	(333,892)	(121,955)
Proceeds from disposal of premises and equipment	669	938	63	669	936	61
Acquisition of intangible assets	(61,442)	(80,137)	(41,243)	(54,919)	(73,877)	(36,421)
<b>Net cash from (used in) investing activities</b>	<b>799,270</b>	<b>(357,134)</b>	<b>2,634,145</b>	<b>806,078</b>	<b>(449,614)</b>	<b>2,639,454</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Statements of cash flows

	Consolidated			The Bank		
	Years ended			Years ended		
	31 December			31 December		
	2024	2023	2022	2024	2023	2022
	(in thousand Baht)					
<b>Cash flows from financing activities</b>						
Payment of lease liabilities	(128,755)	(116,100)	(151,207)	(127,918)	(115,140)	(150,230)
Proceeds from issuing share capital	1,833,448	-	1,556,250	1,833,448	-	1,556,250
Proceeds from exercising of stock options	64,519	-	-	64,519	-	-
Proceeds from long-term borrowings from financial institution	-	3,672,130	-	-	3,672,130	-
Interest paid for long-term borrowings and subordinated debentures	(298,849)	(173,365)	-	(298,849)	(173,365)	-
Proceeds from subordinated debentures	-	1,700,000	-	-	1,700,000	-
Payment for repurchase of warrants	-	(429,812)	-	-	(429,812)	-
<b>Net cash from financing activities</b>	<b>1,470,363</b>	<b>4,652,853</b>	<b>1,405,043</b>	<b>1,471,200</b>	<b>4,653,813</b>	<b>1,406,020</b>
<b>Net increase in cash</b>	<b>21,765</b>	<b>9,361</b>	<b>39,667</b>	<b>21,765</b>	<b>9,361</b>	<b>39,667</b>
Cash at 1 January	513,458	504,097	464,430	513,458	504,097	464,430
<b>Cash at 31 December</b>	<b>535,223</b>	<b>513,458</b>	<b>504,097</b>	<b>535,223</b>	<b>513,458</b>	<b>504,097</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Statements of cash flows

	Consolidated			The Bank		
	Years ended			Years ended		
	31 December			31 December		
	2024	2023	2022	2024	2023	2022
	(in thousand Baht)					
Supplementary disclosures of cash flows information						
Non-cash transactions:						
Gains (losses) on investments in debt instruments at fair value						
through other comprehensive income	5,463	(1,643)	(1,404)	5,463	(1,643)	(1,404)
(Losses) gains on investments in equity instruments designated						
at fair value through other comprehensive income	(9)	23	63	(9)	23	63
Gains (losses) on cash flow hedges	11,625	(31,702)	-	11,625	(31,702)	-
Increase in properties for sale due to debts settlement	168,889	170,927	457,902	168,889	170,927	457,902
Decrease in payable for acquisition of equipment	(1,362)	(1,984)	(3,694)	(1,355)	(1,947)	(3,743)
Increase (Decrease) in payable for acquisition of intangible assets	563	43	(128)	-	-	-





# Attachment

---

## Attachment 1-8



# Attachment 1

Attachment 1 Details of Directors, Executives, Persons with managerial authority, The person taking the highest responsibility in finance and accounting, Person having accounting control and corporate secretary

## ❖ Directors



### 1. Prof. Kitipong Uraepatanapong

Chairman (Independent director) and Chairman of the Corporate Governance and Sustainability Development Committee

Age 69

Date of appointment as a bank director

16 July 2021

Shareholding in Thai credit (%): 0.003

Family relationship between Directors and Executives: None

Educational qualifications

- Honorary Doctorate of Laws, Jurisprudence Academic Category, Hat Yai University

- Master of Laws, the University of British Columbia, Canada
- Master of Laws, Chulalongkorn University
- Bachelor of Laws, Chulalongkorn University

## Training

### IOD Training

- Board Nomination and Compensation Program (BNCP) Class 16/2023
- ESG in the Boardroom- A Practical Guide for Board 0/2022
- Director Leadership Certification Program (DLCP), Class 0/2021
- IT Governance and Cyber Resilience Program (ITG), Class 15/2020
- Role of the Chairman Program (RCP), Class 21/2009
- Director Certification Program (DCP), Year 2000

### Other training

- The Thai Barrister at Law, the Thai Bar Association
- Diploma in Top Executive Program in Commerce and Trade (TEPCoT), Class 1, Commerce Academy
- Diploma from the National Defence College, National Defence Studies Institute, the National Defence College
- Diploma in Director Executive Program, Class 4, Capital Market Academy

- Certificate in Corporate Governance Program, Director Executive Program, School of Management, Yale University
- Certificate of Completion on Company Directors, Australian Institute of Directors
- Certificate in Executive Program, J.L. Kellogg School of Management, Northwestern University

#### Current positions

##### Positions at Thai Credit Bank Public Company Limited

2021 - Present    Chairman (Independent director) and Chairman of the Corporate Governance and Sustainability Development Committee

##### Positions in Other Listed Companies

2020 - Present    Chairman  
Chotiwat Manufacturing Public Company Limited / carrying on the business of trading and manufacturing fresh food, ready-to-eat food, frozen food, canned food, seasonings, drinks, or other groceries

2019 - Present    Independent director, and member of the Risk Oversight Committee  
Pruksa Holding Public Company Limited / a holding company

2019 - Present    Independent director, and Chairman of the Corporate Governance and Nomination Committee  
SCG Packaging Public Company Limited / a holding company

##### Positions in Non-listed Companies

2024- Present    Chairman  
Stock Exchange of Thailand SET Foundation Thailand Capital Market Development Fund (CMDf)

2024- Present    Advisor  
Capital Market Research Institute (CMRI)

2023 – Present    Honorary Chairman  
Thai Institute of Directors

2022 – Present    Director  
RNAH (Ramathibodi Nursing Home)

2022 - Present    Independent director, Chairman of Sustainability Committee and member of The Nomination & Remuneration Committee  
CJ More Company Limited / a holding company

2022 - Present    Chairman of the Legal Subcommittee  
The Stock Exchange of Thailand

2022 - Present    Director  
Committee supporting economic and investment stimulus measures by attracting high-potential foreigners to Thailand

2022 - Present    Independent director, member of audit and risk management committee

	Thainamthip Corporation Limited / conducting business of retail non-alcoholic drinks 2022 – 2023	Chairman
2021 - Present	Chairman (Independent director) VNB Holding Company Limited / a holding company	
2019 - Present	qualified director of the Steering Committee Office of National Higher Education Science Research and Innovation Policy Council / a state agency	
2019- 2021	Director The Stock Exchange of Thailand	
2017 - Present	Chairman (Authorized) Cheevamitr Social Enterprise Company Limited / conducting health-related activities	
2011 - Present	Chairman of the Legal, Tax Committee Board of Trade of Thailand	
2001 - Present	Director Siam Piwat Company Limited / a holding company	
1999 - Present	Executive director (No authorized) (work consideration) Siam Piwat Holding Company Limited / conducting activities of a holding company that does not invest mainly in financial businesses	
1993 - Present	Director Business Strategic Holding Limited / carrying on the business of leasing and managing its own immovable property or leased property for residential purposes	

#### Work experiences (in the last five years):

2022 – 2023	Chairman Thai Institute of Directors
2019 – 2024	Independent director, and member of the Environment, Social and Governance (ESG) Committee SCG Chemicals Public Company Limited / a holding company
2019 - 2020	Vice Chairman of the Sub-Committee of the Securities Investor Protection Fund (SIPF) The Stock Exchange of Thailand
2019 - 2020	Member of the sub-committee of the Derivatives Investor Protection Fund (DIPF) The Stock Exchange of Thailand
2019-2021	Director The Stock Exchange of Thailand
2018-2021	Director Rachakarn Asset Management Company Limited / conducting funding activities, in addition to lending
2018 - 2020	Chairman of the Disciplinary Sub-Committee The Stock Exchange of Thailand
2018 - 2020	Vice Chairman of the Legal Sub-committee The Stock Exchange of Thailand
2017 - 2021	Director (Authorized)

The Hub 99 Company Limited / carrying on the business of buying and selling its own immovable property for residential purposes

2008 - 2020

Chairman

Baker & McKenzie Limited / providing legal advisory services



## 2. Miss Ada Ingawanij

Independent director, member of the Audit Committee, and member of the Corporate Governance and Sustainability Development Committee

Age 56

Date of appointment as a bank director

15 November 2022

Shareholding in Thai credit (%): 0.007

Family relationship between Directors and Executives: None

Educational qualifications

- Master of Science (MSc.) in International Banking and Finance Studies, University of Southampton, England
- Bachelor of Economics and Accounting, University of Southampton, England

### Training

#### IOD Training

- Advance Audit Committee Program (AACP) Class 47/2023
- Director Leadership Certification Program Class 6/2022
- Board Nomination & Compensation Program (BNCP), Class 12/2021
- Board Matters and Trends, Class 5/2018
- Director Certification Program (DCP), Class 206/2015

#### Other training

- Director Executive Program, Capital Market Academy, Class 22/2016
- Director Executive Program - Greater Mekong Sub region, Class 4, Capital Market Academy
- Leadership ACT, Slingshot Group, Class of 2021
- Advanced Master of Management (AMM), National Institute of Development Administration, Class 7/2021
- Security management course for senior executives, Class 3/2022, National Defense Studies Institutes

- Top Executive program in Commerce and Trade (TEPCOT), Class 15/2023, University of Thai Chamber of Commerce
- Cyber Resilience Leadership : Mission for Embracing the Future of AI & Cybersecurity, SEC
- Insight in SET: AC Focus: Knowing all about growth and sustainability in the capital market", Stock Exchange of Thailand

#### Current positions

##### **Positions at Thai Credit Bank Public Company Limited**

2022 - Present Independent director, Member of the Audit Committee, and Member of the Corporate Governance and Sustainability Development Committee

##### **Positions in Other Listed Companies**

2020 - Present Independent director, Director of the Audit Committee, and Director of the Nomination and Remuneration Committee  
Thai Reinsurance Public Company Limited / carrying on the reinsurance business

##### **Positions in Non-listed Companies**

2024 - Present Director and Chairman of Audit committee  
Automotive Asiatic (Thailand) Co.,Ltd./ Automotive parts and equipment  
2024 - Present Director (Authorized)  
Leadersbridge Co.,Ltd / Management consulting

2022 - Present Independent director and member of the Audit Committee  
VNB Holding Company Limited / a holding company  
2019 - Present Director (No Authorized)  
Foundation for Public Policy and Good Governance / a foundation  
2009- Present Advisory committee to Investment Committee  
The Thai Red Cross Society / a charitable organisation

#### **Work experiences (in the last five years):**

2023 - 2024 Independent director and Chairman of the Audit Committee  
Thonburi Bamrungmuang Hospital / a hospital  
2019 - 2023 Independent director, member of the Audit Committee, and member of the Nomination, Remuneration and Corporate Governance Committee Sukhumvit Asset Management Company Limited / carrying on the business of asset management  
2019 - 2020 Senior advisor  
International Finance Corporation / a financial institution





### 3. Mr. Chamnong Watanagase

Independent director, and Chairman of the Audit Committee

Age 72

Date of appointment as a bank director

17 March 2017

Shareholding in Thai credit (%): 0.008

Family relationship between Directors and Executives: None

Educational qualifications

- M.B.A., University of Central Missouri, USA
- Bachelor of Laws, Thammasat University
- Bachelor of Accounting, Chulalongkorn University

Training

IOD Training

- Board Nomination and Compensation Program (BNCP), Class 8/2019
- Board that Makes a Difference (BMD), Class of 2017

- Chartered Director, Class of 2007
- Director Certification Program Refresher Course, Class of 2006
- Audit Committee Refreshers' Course, Class of 2005
- Audit Committee Program (ACP), Class 1/2002
- Director Certification Program (DCP), Class 5/2001

Other Training

- Advanced Certificate of Proficiency in English, National Institute of Development Administration
- Doctor of Political Science (Mandatory Program), Class 1, Thammasat University Certificate of Director Executive Program, Class 6, Capital Market Academy
- Tactical Hostage Rescues, US Marshal Service, Department of Justice, (for USIA officers), Baton Rouge, Louisiana, USA, 1990 (one month)
- Marketing & Sale Training Course Development, Tack Training International, London, UK, 1991 (five weeks)

Current positions

Positions at Thai Credit Bank Public Company Limited

2017 - Present Independent director, and Chairman of the Audit Committee

Positions in Other Listed Companies

-None-

Positions in Non-listed Companies

2013 - Present Independent director and Chairman of the Audit Committee

VNB Holding Company Limited / a holding company

#### Work experiences (in the last five years):

2014 - 2023	Independent director, Chairman of the Audit Committee Pranda Jewelry Public Company Limited / carrying on the business of manufacturing and selling jewelry
2013 - 2023	Independent director, and chairman of the Audit Committee LDC Dental Public Company Limited / provider of medical services
2011 - 2021	Vice president Thai Investors Association/ an association



#### 4. Mr. Supachai Sukhanindr

Independent director, Member of the Audit Committee, Chairman of the  
Nomination and Remuneration Committee, and Member of the Risk Oversight  
Committee

Age 52

Date of appointment as a bank director

18 July 2019

Shareholding in Thai credit (%): 0.001

Family relationship between Directors and Executives: None

#### Educational qualifications

- Doctor of Philosophy in Computer Systems Management and Information Technology, Washington University, USA
- Master of Finance, Mercer University, USA
- Bachelor of Business Administration in Quantitative Business Analysis, Chulalongkorn University

#### Training

##### IOD Training

- Risk Management Program for Corporate Leader (RCL34/2024)
- Director Leadership Certification Program (DLCP 14/2024)
- Advance Audit Committee Program (AACP), Class 42/2021
- IT Governance and Cyber Resilience Program (ITG), Class of 13/2020
- Financial Statements for Directors (FSD), Class 33/2017
- Diploma Examination (DE), Class 55/2017
- Director Certification Program (DCP), Class 231/2016

##### Other Training

- Capital Market Academy Program, Class 19, Capital Market Academy
- Director Executive Program in Energy Science, Class 10, Thailand Energy Academy
- Senior Anti-Corruption Strategic Executive Programme, Class 10
- Top Executive Programme in Commerce and Trade (TEPCOT), University of Thai Chamber of Commerce, Class 10
- Ultra Wealth, Ultra Wealth Management Company Limited, Class 1
- The Fundamentals of Digital Marketing Continuing Professional Education (CPE), Google Digital Garage Linked in LEARNING
- The Belt and Road China Economic Overseas Training Course, University of International Business and Economics
- Blockchain Technologies: Business Innovation and Application, MIT Sloan School of Management
- Crypto Currency: MIT Media Labs
- Certified Block chain & Finance Professional / Certified NFT Expert / Certified Metaverse Expert: Block chain Council
- Cyber Armor Capital Market Board Awareness:SEC
- Climate Action Leaders Forum /Thailand Greenhouse Gas Management Organizaton

#### Current Positions

#### Positions at Thai Credit Bank Public Company Limited

2562 - Present Independent director, Member of the Audit Committee, Chairman of the Nomination and Remuneration Committee, and Member of the Risk Oversight Committee

#### Positions in Other Listed Companies

2021 - Present Director, and member of the Nomination and Remuneration Committee and chairman of Risk Committee  
One Origin Public Company Limited / carrying on the immovable property business, restaurant business, and hotel business

2020 - Present Independent director, and member of the Nomination Committee  
nForce Secure Public Company Limited / supplier of cybersecurity solutions

2020 - 2021 Independent Director and Member of Audit committee  
Project Planning Service Public Company Limited / carrying on the immovable property business and construction business

2013 - Present Chairman of the Advisory Board Sub Sri Thai Public Company Limited / carrying on the business of investing in the food business and in the warehouse business

2013 - Present Advisor to Executive committee Mud & Hound Public Company Limited / carrying on the restaurant business

#### Positions in Non-listed Companies

2021 - Present Advisor

	mai Listed Company Association
2020 - Present	Director Foundation for the Protection of Environment and Tourism / a foundation
2019 - Present	Independent director, member of the Risk Oversight Committee, and member of the Audit Committee VNB Holding Company Limited / a holding company
2018 - Present	Director Fivel Company Limited / carrying on the business of training and seminars
2006 - Present	Chairman Ruamsupakit Company Limited / carrying on the house leasing business and hotel business

#### Work experiences (in the last five years):

2015 - 2020	Director The Ultrawealth Group Company Limited / carrying on the service business of organising academic training and seminars
2020 - 2021	Independent Director and Member of Audit committee Project Planning Service Public Company Limited / carrying on the immovable property business and construction business



#### 5. Miss Krisana Aramkulchai

Director (Authorized director)

Age 77

Date of appointment as a bank director

20 July 2001

Shareholding in Thai credit (%): 0.008

Family relationship between Directors and Executives: None

Educational qualifications

Bachelor of Accounting, Bangkok University

Training

IOD Training

- Director Certification Program (DCP), Class 198/2014

Other Training: -

Current positions

Positions at Thai Credit Bank Public Company Limited

2007 – Present Director (Executive Director)

Positions in Other Listed Companies

None

Positions in Non-listed Companies

2017 - Present    Director

VNB Holding Company Limited / a holding company

Work experiences (in the last five years): None



6. Mr. Stephen Tirador Brioness

Director, member of the Nomination and Remuneration Committee, and  
Chairman of the Risk Oversight Committee

Age 57

Date of appointment as a bank director

1 October 2014

Shareholding in Thai credit (%): Spouse: Nuchjaree Briones, Hold a Direct  
shareholding of 0.001

Family relationship between Directors and Executives: None

Educational qualifications

- M.B.A. in Finance and International Business, Columbia Business School, USA
- Bachelor of Arts (East Asian, Focus: Southeast Asia and Japan), Columbia College, USA

Training

IOD Training

- Director Certification Program (DCP), Class 326/2022
- Director Accreditation Program (DAP), Class 108/2014

Other Training: -

Current positions

Positions at Thai Credit Bank Public Company Limited

2014 - Present                      Director, member of the Nomination and  
Remuneration Committee, and Chairman of the Risk  
Oversight Committee

Positions in Other Listed Companies

None

Positions in Non-listed Companies

2024 – Present    Chief Country Representative  
Natixis Corporate & Investment Banking (Thailand) (under  
group BPCE) / Representative office

2018 - Present    Director and Chairman of the Risk Oversight Committee  
VNB Holding Company Limited / a holding company

Work experiences (in the last five years):

2021 - 2024 Authorized Director  
Fenway Ventures Company Limited / giving advice and consultancy on management

2004 - 2022 Managing Director and Country Manager  
ING Bank, N.V. / a financial institution



#### 7. Mr.Gaurav Malik

Director, member of the Nomination and Remuneration Committee, and member of the Risk Oversight Committee

Age 53

Date of appointment as a bank director

19 August 2019

Shareholding in Thai credit (%): None

Family relationship between Directors and Executives: None

Educational qualifications

- Post Graduate Program in Management, Indian Institute of Management Bangalore, India

- Master of Science in Mathematics and Computer Applications, Indian Institute of Technology Delhi, India

#### Training

##### IOD Training

- Director Accreditation Program (DAP), Class 193/2022

#### Other Training: -

#### Current positions

#### Positions at Thai Credit Bank Public Company Limited

2019 - Present Director, member of the Nomination and Remuneration Committee, and member of the Risk Oversight Committee

#### Positions in Other Listed Companies

None

#### Positions in Non-listed Companies

2022 – Present Director  
Constant Energy Singapore Pte. Ltd. / a venture capital company

2021 - Present Director  
Constant Energy Vietnam Pte. Ltd. / a venture capital company

2021 - Present Director  
Constant Energy Singapore III Pte. Ltd. / a venture capital company

2021 - Present Director

	Constant Energy Singapore Holding Pte. Ltd. / a venture capital company
2019 - Present	Managing Director and Authorized Director Olympus Capital Asia Pte Ltd. / Private Equity
2015-Present	Director Olympus ACF Pte. Ltd. / a venture capital company
2015 - Present	Director (Authorized) OCA Investment Holdings I Pte. Ltd. / a venture capital company
2015 - Present	Director (Authorized) OCA V Holdings Pte Ltd. / a venture capital company
2015 - Present	Director (Authorized) AEP II Holdings Pte. Ltd. / a venture capital company
2012 – Present	Director (Authorized) Koi Structured Credit Pte. Ltd. / a venture capital company
2009 - Present	Director (Authorized) Olympus Capital Holdings Asia India Advisors Pvt. Ltd. / a venture capital company

**Work experiences (in the last five years):**

2019 – 2021	Director Singapore American School / an educational institution
2015 – 2021	Director

	AEP Investment Holdings I Pte. Ltd. / a venture capital company
2013 - 2020	Director (Authorized) Olympus Capital Holdings Asia Pte. Ltd. / a venture capital company
2008 - 2020	Director Quattro Global Services / Business Process Outsourcing



**8. Mr.Winyou Chaiyawan**

Vice Chairman of Board (Authorized director), Chairman of the Executive Committee, member of the Risk Oversight Committee, Executive Director, and member of the Corporate Governance and Sustainability Development Committee

**Age 52**

**Date of appointment as a bank director**

21 July 2004



**Shareholding in Thai credit (%):** Direct holding 4.88 of shares by holding 60,300,690 shares in its own name and holding 1.55 of shares by holding 19,145,000 shares through a custodian named UBS AG SINGAPORE BRANCH.

**Family relationship between Directors and Executives:** Elder Brother of Mr. Veeravet Chaiyawan

#### **Educational qualifications**

- M.B.A. from UCLA Anderson School of Management, USA
- Bachelor of Business Administration, Finance and Banking, Thammasat University

#### **Training**

##### **IOD Training**

- ESG in the Boardroom (3/2024)
- Corporate Governance for Capital Market Intermediaries, Class of 2015
- Director Accreditation Program (DAP), Class of 2016

##### **Other Training**

- Chartered Financial Analyst, CFA Institute
- Director Executive Program, Class of 2012, Capital Market Academy
- Leadership Development Program (LDP), Class of 2015, Thai Listed Company Association (TLCA)
- Ultra Wealth, Ultra Wealth Management Company Limited, 2016

- Cyber Resilience, Class of 2017, the Bank of Thailand
- Cyber Resilience Leadership, Class of 2019, the Bank of Thailand
- Cyber Resilience Leadership: Mission for Embracing the Future of AI & Cybersecurity ;SEC
- Communication and Coordination for CEO Isra institute and Impression

#### **Current positions**

##### **Positions at Thai Credit Bank Public Company Limited**

- |                |  |
|----------------|--|
| 2024 – Present | Vice chairman of Board (Authorized director), member of the Risk Oversight Committee, Chairman of the Executive Committee, and member of the Corporate Governance and Sustainability Development Committee |
| 2007 – 2024    | Chief Executive Officer, Director, member of the Risk Oversight Committee, Chairman of the Executive Committee, and member of the Corporate Governance and Sustainability Development Committee            |

##### **Positions in Other Listed Companies**

- |                |   |
|----------------|---|
| 2022 – Present | Deputy Chief Executive Officer, Partnership Group Thai Life Insurance Public Company Limited / a life insurance company |
| 2016 – Present | Deputy Chief Executive Officer Thai Life Insurance Public Company Limited / a life insurance company                    |

### Positions in Non-listed Companies

2022 - Present	Chairman Thai Credit Foundation / foundation
2020 - Present	Director Thai Health Insurance Public Company Limited / carrying on the health insurance business
2019 - Present	Executive director Phasuk Company Limited / carrying on the business of trading and leasing out immovable property
2019 - Present	Executive director Union Land Company Limited / carrying on the business of leasing out assets
2018 - Present	Chairman Thai Micro Digital Solutions Company Limited / providing electronic payment services and electronic fund management services
2017 - Present	Director, member of the Risk Oversight Committee and managing director VNB Holding Company Limited / a holding company
2011 - Present	Executive director Chaiyawan Company Limited / carrying on the securities investment business
2010 - Present	Executive director Yart Samphan Company Limited / carrying on the business of trading and leasing out immovable property

2009 - Present	Executive director V.C. Property Company Limited / a holding company
----------------	---

### Work experiences (in the last five years):

2021 - 2023	Independent Director and Chairman of Audit Committee GMO-Z COM Securities (Thailand) Limited / a securities company
2021 - 2022	Director Bay Computing Company Limited / providing security services for technological systems
2016 - 2022	Senior Executive Vice President Thai Life Insurance Public Company Limited / a life insurance company
2015 - 2020	Independent director SBI Thai Online Securities Company Limited / carrying on the business of a securities broker



9. Mr. Roy Augustinas Gunara

Director (Authorized director), member of the Risk Oversight Committee,  
Executive Director, and Managing Director and Chief of executive officer

Age 56

Date of appointment as a bank director 15 May 2012

Shareholding in Thai credit (%): Directly holds 0.081 of shares and spouse, Mrs.  
Mijitra Gunara directly holds shares for 3.62

Family relationship between Directors and Executives: None

Educational qualifications

- M.B.A. in Finance, University of Illinois, USA
- Bachelor of Science in Electrical Engineering, Drexel University, USA

Training

IOD Training

- Director Certification Program (DCP) รุ่นที่ 112/2552
- Director Accreditation Program (DAP) รุ่นที่ 117/2558

Other Training: None

Current positions

Positions at Thai Credit Bank Public Company Limited

2024 – Present Director (Authorized director), member of the Risk Oversight  
Committee, Executive Director and and Chief of Executive officer

2012 - 2024 Director (Authorized director), member of the Risk Oversight  
Committee, Executive Director and Managing Director

Positions in Other Listed Companies: None

Positions in Non-listed Companies

2022 - Present Vice Chairman  
Thai Credit Foundation / foundation

2018 - Present Director (Executive Director) and member of the Risk Oversight  
Committee  
VNB Holding Company Limited / a holding company

2018 - Present Director (Executive Director)  
Thai Micro Digital Solutions Company Limited / providing  
electronic payment services, and electronic fund management  
services

Work experiences (in the last five years): None

Executives, Controlling Persons

(According to the definition of the Capital Market Supervisory Board)

❖ Executives

1. Mr.Kamolphu Phuredithsakul

Assistant Managing Director of Micro SME Business Group

Age 57

Date of appointment as executive: 26 April 2013

Shareholding in Thai credit (%): 0.042

Family relationship between Directors and Executives: None

Educational qualifications

- M.B.A. in International Trading, Sul Ross State University, USA

- Bachelor of Business Administration in Marketing, Bangkok University

#### Training

- Professional Certificate Sales Management, Class of 1985, Bangkok Business College
- Executive Development Program (EDP), Thai Listed Companies Association, Class of 2017

#### Current positions

2022 - Present	Director Thai Credit Foundation / Foundation
2020 - Present	Director (Authorized) and Managing director Thai Micro Digital Solutions Company Limited / providing electronic payment services, and electronic fund management services
2013 - Present	Assistant Managing Director of Micro Finance Business and Lending Branch Management Group Thai Credit Bank Public Company Limited / a financial institution

Work experiences (in the last five years): None

#### 2. Mr. Natus Kittawaranon

Assistant Managing Director of Micro SME Business Group

Age 45

Date of appointment as executive: 29 June 2016

Shareholding in Thai credit (%): 0.041

Family relationship between Directors and Executives: None

#### Educational qualifications

- Master of Economics in Business Economics, Kasetsart University
- Bachelor of Economics program, Maejo University
- 

#### Training

TCLA Executive Development Program (EDP), Class of 2019

#### Current positions

2022 - Present	Director Thai Credit Foundation / Foundation
2015 - Present	Assistant Managing Director Micro SME Business Group Thai Credit Bank Public Company Limited / a financial institution
2015 – Present	Assistant Managing Director of Micro SME Business Grou Thai Credit Bank Public Company Limited / a financial institution

Work experiences (in the last five years): None

#### 3. Mr. Veeravet Chaiyawan

Assistant Managing Director of Retail and Wealth Banking Group

Age 43

Date of appointment as executive: 9 July 2018

Shareholding in Thai credit (%): 1.948

**Family relationship between Directors and Executives:** younger brother of Mr.

Winyou Chaiyawan

#### Educational qualifications

- M.B.A. in marketing, Simon Graduate School of Business, University of Rochester, USA
- Bachelor of Commerce and Accountancy in Marketing, Thammasat University

#### Training

- TCLA Executive Develop Program (EDP), Class of 2017
- Executive Education Batch 33/ Capital Market Academy

#### Current positions

2022 - Present Director  
Thai Credit Foundation / Foundation

2010 - Present Director (Managing director)  
Pluakdaeng Eastern Estate Company Limited / carrying on immovable property businesses

2020 - Present Director (Managing director)  
Thai Life Group Company Limited / carrying on immovable property businesses

2017 - Present Director (Managing director)  
Chaiyawan Company Limited / carrying on the securities investment business

2017 - Present Director and managing director

T.C. Insurance Broker Service Company Limited / carrying on businesses as a life and non-life insurance broker, and other businesses to support these businesses

2015 - Present Director (Managing director)  
Toonchai Company Limited / carrying on the business of investing in securities

2014 - Present Director (Managing director)  
Thai Niyom (69) Company Limited / carrying on the business of investing in securities

2013 - Present Director (Managing director)  
Hotel & Resorts Company Limited / carrying on hotel and apartment businesses

2013 - Present Director (Managing director)  
V. One Asset Company Limited / carrying on hotel and apartment businesses

2011 - Present Director (Managing director)  
T.L. Management Company Limited / providing accounting services

2010 - Present Director (Managing director)  
Theparak Business Company Limited / carrying on immovable property businesses

2009 - Present Director  
V.C. Property Company Limited / a holding company

2009 - Present Assistant Managing Director of Retail and Wealth Banking Group  
Thai Credit Bank Public Company Limited / a financial institution

Work experiences (in the last five years): None

#### 4. Mr.Kittipant Sriwannawit

Assistant Managing Director of Finance and Accounting

Age 55

Date of appointment as executive: 19 April 2012

Shareholding in Thai credit (%): 0.024

Family relationship between Directors and Executives: None

Educational qualifications

- Master of Laws in Economic Law, Chulalongkorn University
- M.B.A. in Finance, Kasetsart University
- Bachelor of Accounting, Thammasat University

Training

- TCLA Executive Development Program (EDP), Class of 2018
- e-Learning CFO's Orientation Course (Thai Version), October 2022
- Executive Development Program (EDP Class of 2018)
- Specialist Bar in Taxation: the Best Practice
- Advanced Relationship Management in Banking
- SET50 Index Option Corporate Secretary Development Program
- CFO's Refresher Course, SET

Current positions

2022 – Present Director and Treasurer

Thai Credit Foundation / Foundation

2018 - Present Director

Thai Micro Digital Solutions Company Limited / providing electronic payment services, and electronic fund management services

2008 - Present Assistant Managing Director of Finance and Accounting

Thai Credit Bank Public Company Limited / a financial institution

Work experiences (in the last five years): None

#### 5. Miss Achara Ruangchay

Assistant Managing Director of Credit

Age 51

Date of appointment as executive: 29 June 2016

Shareholding in Thai credit (%): 0.019

Family relationship between Directors and Executives: None

Educational qualifications

- -Bachelor of Economics in Finance and Banking, University of the Thai Chamber of Commerce

Training: None

Current positions

2016 – Present Assistant Managing Director of Credit

Thai Credit Bank Public Company Limited / a financial institution

Work experiences (in the last five years): None

#### 6. Mr.Tsz Ying Christopher Chan

Assistant Managing Director of Information Technology

Age 63

Date of appointment as executive: 23 May 2016

Shareholding in Thai credit (%): 0.018

Family relationship between Directors and Executives: None

Educational qualifications

- Bachelor of Mathematics, University of Windsor, Canada
- Bachelor of Computer Science, University of Windsor, Canada

Training: None

Current positions

2018 – Present Director  
Thai Micro Digital Solutions Company Limited / providing electronic payment services, and electronic fund management services

2016 - Present Assistant Managing Director of Information Technology  
Thai Credit Bank Public Company Limited / a financial institution

Work experiences (in the last five years): None

#### 7. Mr. Sarawooth Savejnarong

Assistant Managing Director of Human Resource Management

Age 59

Date of appointment as executive: 6 November 2014

Shareholding in Thai credit (%): 0.016

Family relationship between Directors and Executives: None

Educational qualifications

- Master of Business Administration, Bangkok University
- Master of Industrial Microbiology, Chulalongkorn University
- Bachelor of Industrial Microbiology, Chulalongkorn University

Training: None

Current positions

2014 - present Assistant Managing Director of Human Resource Management  
Thai Credit Bank Public Company Limited / a financial institution

Work experiences (in the last five years): None

#### 8. Mr. Pichart Roongwarasopit

Assistant Managing Director of Collections and Legal

Age 54

Date of appointment as executive: 14 March 2019

Shareholding in Thai credit (%): 0.017

Family relationship between Directors and Executives: None

Educational qualifications



- M.B.A. in International Business, Temple University, USA
- Bachelor of Marketing, Assumption University

Training: None

Current positions

2018 - present    Assistant Managing Director of Collections and Legal  
Thai Credit Bank Public Company Limited / a financial  
institution

Work experiences (in the last five years): None

- ❖ Controlling person, The highest responsibility in finance and accounting,  
Person having accounting control

1. Mr.Kittipant Sriwannawit

Assistant Managing Director of Finance and Accounting

Age 55

Date of appointment: 19 April 2012

Shareholding in Thai credit (%): 0.024

Family relationship between Directors and Executives: None

Educational qualifications

- Master of Laws in Economic Law, Chulalongkorn University
- M.B.A. in Finance, Kasetsart University
- Bachelor of Accounting, Thammasat University

Training

- TCLA Executive Development Program (EDP), Class of 2018

- e-Learning CFO's Orientation Course (Thai Version), October 2022
- Executive Development Program (EDP Class of 2018)
- Specialist Bar in Taxation: the Best Practice
- Advanced Relationship Management in Banking
- SET50 Index Option Corporate Secretary Development Program
- CFO's Refresher Course, SET

Current positions

2022 – Present    Director and Treasurer

Thai Credit Foundation / Foundation

2018 - Present    Director Thai Micro Digital Solutions Company Limited /  
providing electronic payment services, and electronic fund  
management services

2008 - Present    Assistant Managing Director of Finance and Accounting  
Thai Credit Bank Public Company Limited / a financial  
institution

Work experiences (in the last five years): None

2. Mrs.Panida Sriphattha

Senior Vice President Accounting and Taxation

Age 58

Date of appointment: 1 July 2016

Shareholding in Thai credit (%): None

Family relationship between Directors and Executives: None

Educational qualifications

- Master of Public and Private Management, National Institute of Development Administration
- Bachelor of Accountancy, Dhurakij Pundit University

#### Training

- Certificate of Banking and Financial Institution Management Level Development from the Thai Bankers' Association

#### Current positions

2006 - present Senior Vice President, Accounting and Taxation  
Thai Credit Bank Public Company Limited / a financial institution

Work experiences (in the last five years): None

❖ Corporate Secretary

Mr. Ponthep Pempompipat

Advisor and Corporate Secretary

Age 51

Date of appointment 20 February 2024

Shareholding in Thai credit (%): 0.004

Family relationship between Directors and Executives: None

#### Educational qualifications

- Master of Business Administration, California State University, USA
- Bachelor of Art, Chiang Mai University

Training: None

#### Current positions

2024-Present Corporate Secretary

Thai Credit Bank Company Limited / Financial Institution

#### Work experiences (in the last five years):

2012-2022 Assistance Managing Director, Risk management  
Thai Credit Bank Company Limited / Financial Institution  
2007-2022 Senior Director, SME  
Krungsri Bank Company Limited / Financial

Positions of Directors and Executives in Thai credit and its subsidiaries, and connected companies (Information as of 31 December 2024).

[illegible]



[illegible]

Company	List of Directors/Executives <sup>(1)(2)</sup>																
	Prof. Kitipong Urapeepatanapong	Miss Ada Ingawanij	Mr. Chamnong Watanagase	Mr. Supachai Sukhanindr	Miss Krisana Aramkulchai	Mr. Stephen Tirador Briones	Mr. Gaurav Malik	Mr. Winyou Chaiyawan	Mr. Roy Agustinus Gunara	Mr. Kamolphu Phuredithsakul	Mr. Natus Kittawaranon	Mr. Veeravet Chaiyawan	Mr. Kittipant Sriwannawit	Miss Achara Ruangchay	Mr. Tsz Ying Christopher Chan	Mr. Sarawooth Savejnarong	Mr. Pichart Roongwarasopit
38) Olympus Capital Holdings Asia India Advisor Pvt. Ltd.							/										
39) Koi Structured Credit Pte. Ltd.							/										
40) Olympus Capital Asia Pte. Ltd.							0										
41) AEP II Holdings Pte. Ltd.							/										
42) OCA V Holdings Pte. Ltd.							/										
43) Olympus ACF Pte. Ltd.							/										
44) Constant Energy Singapore Pte Ltd							/										
45) Chaiyawan Company Limited								/, 0				/					
46) Thai Health Insurance Public Company Limited								/									
47) Phasuk Company Limited								/, 0									
48) Union Land Company Limited								/, 0									
49) Yart Samphan Company Limited								/, 0									
50) Toonchai Company Limited												/					
51) Pluakdaeng Eastern Estate Company Limited												/					
52) V. One Asset Company Limited												/					

[illegible]



Remarks:

Y	= Chairman	/	= Director	/ID	= Independent director
Ax	= Chairman of the Audit Committee	ROx	= Chairman of the Risk Oversight Committee	ESGx	= Chairman of the Corporate Governance and Sustainability Development Committee
Z	= Chairman of the Executive Committee and Chief Executive Officer	Nx	= Chairman of the Nomination and Remuneration Committee	0	= Executive
E	= Member of the Executive Committee/ Executive Director	C	= Advisor to Executive Committee		

- (1) "Executive", as specified by the Capital Market Supervisory Board in Section 89/1, means a manager or the next four executives succeeding the manager and every person holding an equivalent position to the fourth executive, including persons holding the position of departmental manager or equivalent or higher in accounting or finance.
- (2) "Connected companies" means an entity related to a person who may have conflict of interest, as defined under Notification of the Securities and Exchange Commission No. KorChor. 17/2551 Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities (as amended).

# Attachment 2

Attachment 2 Details of the head of internal audit and the head of compliance

Details of the head of internal audit

Miss Chorkaew Kaewmorakot

Executive Vice President of Internal Audit

Age 42

Date of appointment as head of internal audit: 1 December 2022

Shareholding in Thai credit (%):0.002

Family relationship between Directors and Executives: None

Educational qualifications

- Master of Business Administration, Thammasat University
- Bachelor of Accountancy, Thammasat University

Training: None

Work experiences

2022 - Present	Executive Vice President of Internal Audit Thai Credit Bank Public Company Limited/ a financial institution
2014 - Nov 2022	Credit Audit Executive CIMB Thai Bank Public Company Limited/ a financial institution

Details of the head of compliance

Miss Natthita Loveera

Executive Vice President of Compliance

Age 53

Date of appointment as head of compliance: 30 April 2020

Shareholding in Thai credit (%):0.01

Family relationship between Directors and Executives: None

Educational qualifications

- Master of Business Administration, The George Washington University, Washington, D.C., USA
- Bachelor of Accountancy, Chulalongkorn University

Training: None

Work experiences

2020 -Present	Executive Vice President of Compliance Thai Credit Bank Public Company Limited/ a financial institution
2014 -2020	Director Bank of America, National Association, Bangkok / a financial institution

Attachment

3

Attachment 3 Details of Directors of Subsidiary

The Bank has one subsidiary company which is Thai Micro Digital Solutions Company Limited (“**TMDS**”). The list of directors of Thai Micro Digital Solutions Company Limited as of 31 December 2024 is shown in the following table.

List of directors	TMDS
1. Mr. Winyou Chaiyawan	✓
2. Mr. Roy Agustinus Gunara	✓
3. Mr. Kittipant Sriwannawit	✓
4. Mr. Tsz Ying Christopher Chan	✓
5. Mr. Kamolphu Phuredithsakul	✓

Remark    ✓ means directors

# Attachment 4

## Attachment 4 Business Assets

1. Core fixed assets used in business operations

As of 31 December 2024, Thai credit's head office was situated in Bangkok, and had a total of 530 branches, including full-service branches, lending branches, and nano credit kiosks. Core fixed assets used in Thai credit's business operations, as set out in Thai credit's consolidated financial statements, are detailed below.

Asset	Net book value as of 31 December 2024 (THB million)	Type of entitlement	Encumbrance
1. Premises and equipment	1,479.7	Ownership/lease	None
2. Intangible assets	281.9	Ownership	None
3. Other assets <sup>(1)</sup>	1,402.2	Ownership	None
Total	3,163.8		

Remarks: (1) Other assets include prepaid expenses, receivables awaiting government compensation under government transactions, suspense debtors, and other assets.

1.1 Premises and equipment

As of 31 December 2024, The Bank's premises and equipment, as set out in the consolidated financial statements, are detailed below.

Asset	Net book value as of 31 December 2024 (THB million)	Type of possession	Encumbrance
1. Premises	217.1	Ownership	None
2. Leasehold improvements	135.3	Ownership	None
3. Furniture and equipment	53.4	Ownership	None
4. Computers and accessories	179.8	Ownership	None
5. Right-of-use assets	891.0	Lease	None
6. Others	3.1	Ownership	None
<b>Total</b>	<b>1,479.7</b>		

## 1.2 Intangible assets

As of 31 December 2024, The Bank's intangible assets, as set out in the consolidated financial statements, consisted of computer software, initial service fees for ITMX, and computer software during setup, with a net book value of THB 281.9 million.

## 1.3 Other assets

As of 31 December 2024, other assets of The Bank, as set out in the consolidated financial statements, consisted of prepaid expenses, receivables awaiting government compensation under government transactions, suspended debtors, and other assets, with a net book value of THB 1,402.2 million.

## 1.4 Trademarks

The Bank's important trademarks as of 31 December 2024 are set out below.

Trademark	Date of registration	Date of expiration	Registration / application number	Remark
	9 December 2021	8 December 2031	221124093/ 210144938	The registration to amend the owner's name to "Thai Credit Bank Public Company Limited" was made on May 20, 2024
	8 February 2019	7 February 2029	201114591/ 190105906	The registration to amend the owner's name to "Thai Credit Bank Public Company Limited" was made on April 4, 2024
	8 February 2019	7 February 2029	201114592/ 190105907	The registration to amend the owner's name to "Thai Credit Bank Public Company Limited" was made on April 4, 2024
	8 February 2019	7 February 2029	201114593/ 190105908	

Trademark	Date of registration	Date of expiration	Registration / application number	Remark
	8 February 2019	7 February 2029	201114594/ 190105909	
	20 November 2023	19 November 2033	241115547/ 230143123	The request for additional trademark registration due to the name change of the bank.
	8 February 2019	7 February 2029	201114595/ 190105910	
	8 February 2019	7 February 2029	201114596/ 190105911	
	20 November 2023	19 November 2033	241115546/ 230143120	The request for additional trademark registration due to the name change of the bank.



Trademark	Date of registration	Date of expiration	Registration / application number	Remark
	8 February 2019	7 February 2029	201114597/ 190105912	The registration to amend the owner's name to "Thai Credit Bank Public Company Limited" was made on April 4, 2024
	8 February 2019	7 February 2029	201114598/ 190105913	
	20 November 2023	19 November 2033	241115548/ 230143164	The request for additional trademark registration due to the name change of the bank.
	8 February 2019	7 February 2029	201114599/ 190105914	
	8 February 2019	7 February 2029	201114600/ 190105915	The registration to amend the owner's name to "Thai Credit Bank Public Company Limited" was made on April 4, 2024

Trademark	Date of registration	Date of expiration	Registration / application number	Remark
	8 February 2019	7 February 2029	201114601/ 190105916	
	8 February 2019	7 February 2029	201114602/ 190105917	
			-/ 230143132	The status of the new application filed on November 20, 2023.
	20 November 2023	19 November 2033	241128444/ 230143145	
	8 March 2022	7 March 2032	231107280 /220108573	The registration to amend the owner's name to "Thai Credit Bank Public Company Limited" was made on May 20, 2024

2. Leases

On 1 January 2020, Thai credit first applied the TFRS 16 standard to agreements that had previously been identified as lease agreements under Thai Accounting Standards No. 17: Leases (TAS 17), with the Modified Retrospective Approach. On the commencement date of a lease agreement, Thai credit would assess whether the agreement was a lease agreement, or contained a lease agreement. Thai credit, as the lessee, would realise the right-of-use assets and lease liabilities as of the effective date of a lease agreement, and as the lessor, would consider and classify its lease agreements as of the commencement date of each agreement.

As of 31 December 2024, Thai credit, as the lessee, leased buildings and building spaces and used services associated with the lease of these assets, in transactions between Thai credit and related parties, for the establishment of its head office, secondary operation centres, kiosks, and lending branches, for Thai credit's operations. In addition, Thai credit, as the lessor, entered into lease agreements to lease out its unused spaces in transactions between Thai credit and related parties. These related parties leased these spaces for use as their offices and for their business operations. These leases had a term of three years, with monthly rent payment terms.

In addition, as of 31 December 2024, Thai credit had one long-term lease agreement (lease agreement with a term of more than three years) with an external party (National Housing Authority), for the purpose of Thai credit's business operations.

Asset	Lease term	Date of expiration	Encumbrance
1. Huai Khwang Lending branch	19 years and 4 days	31 August 2026	None

3. Insurance

Thai credit purchases insurance policies through insurance brokers, who supply and select insurance policies that meet the conditions and insurance coverage specified by Thai credit. These insurance policies consist of policies with an external party or a related party, which is Thai Paiboon Insurance Public Company Limited ("TPB"), as the insurer; and policies with a related party and a third-party insurance company as the joint insurers. Regarding Thai credit's insurances, Thai credit carefully considers insurance policies, to ensure coverage of core risks associated with Thai credit's business operations, including property insurance, money insurance, public liability insurance, directors' and officers' liability insurance, and crime insurance. As of 31 December 2023, Thai credit has not made any material claim, nor has it had any issues regarding claims for uninsured coverage in the past three years.

# Attachment 5

## Attachment 5 Policies and Corporate Governance Practices and Business Code of Conduct and the charter of the committee and sub-committee.

### Business Code of Conduct

#### 1. Objectives

The Bank operates its business to comply with the Bank of Thailand's corporate governance guidelines and the good corporate governance principles of the Office of Securities and Exchange Commission and the Stock Exchange of Thailand. The Bank has established this Business Code of Conduct as a framework for business operations for directors, executives, employees, and all related parties. The code requires their acknowledgement and fulfilment of their duties with a conscience that upholds honesty, integrity, and the preservation of the The Bank's reputation, while conducting business professionally and responsibly, considering the overall economic, social, and environmental impact. The details of the Business Code of Conduct are discussed below.

#### 2. Conduct towards The Bank

The Bank is committed to establishing and preserving the trust and confidence of its customers, shareholders, and the general public in conducting business in accordance with regulations, laws, and responsibilities. This encompasses honesty, integrity, morality, ethics, and adherence to the highest ethical standards, which ultimately lead to successful business operations and maximum benefits for The Bank, while fulfilling social and national responsibilities.

The Bank is dedicated to ensuring that every The Bank employee understands their responsibility in strengthening and upholding The Bank's reputation and prestige by adhering to the highest professional standards and abiding by the ethical framework that The Bank establishes. A The Bank employee is expected to:

- 2.1 protect and maintain the reputation and prestige of The Bank;
- 2.2 maintain a positive attitude towards and take pride in The Bank, while refraining from doing anything that could cause damage to The Bank;
- 2.3 respect and strictly comply with the rules, regulations, orders, and discipline of The Bank;
- 2.4 perform their duties with honesty, morality, ethics, patience, diligence, and a commitment to self-development, striving to be well-rounded individuals and staying abreast of continuously evolving circumstances;

- 2.5 perform their duties with the knowledge, ability and professionalism befitting their roles to the fullest extent; demonstrate competence, efficiency and prudence, while meeting the appropriate standards for their job positions with great care and a strong sense of accountability;
- 2.6 use The Bank's assets for maximum benefit of The Bank, avoiding wastefulness and ensuring that they are not depreciated or lost at an accelerated rate; and refrain from using The Bank's assets for personal gain;
- 2.7 refrain from engaging in detrimental practices that could be harmful to The Bank, such as drug abuse and all forms of gambling;
- 2.8 protect, store, and manage customer information, including The Bank's own data, as required by law to be kept confidential and not disclosed; and collect, handle, as well as use customer's personal data appropriately;
- 2.9 refrain from disclosing confidential information, news, and proprietary technology or specific data of The Bank to external individuals or unrelated parties, which may have an adverse impact and cause damage to The Bank;
- 2.10 maintain strict confidentiality of customers' information and ensure it is not disclosed to external individuals or unrelated parties, or is used for personal benefit;
- 2.11 refrain from seeking personal benefits from their job positions and from using inside or confidential information to seek undue benefits for themselves or others;
- 2.12 refrain from giving promises, commitments, or expectations to customers in any matter in which they do not have the authority to act;
- 2.13 refrain from demanding or receiving assets or any other benefits from customers or individuals engaged in business with The Bank, or individuals who have a vested interest, in exchange for the wrongful performance or omission of their duties, which may result in harm to The Bank;
- 2.14 report any misconduct or illegal practices that may affect The Bank to the relevant departments of The Bank for preventive and corrective measures;
- 2.15 maintain punctuality and allocate their time effectively to carry out tasks for the maximum benefit of The Bank;
- 2.16 refrain from engaging in or participating in any business activities or investments that are competitive or create a conflict of interest with The Bank. This includes being employed as a full-time or temporary staff member in another organisation that operates in a similar manner to The Bank, being a competitor, or having conflicting interests with The Bank;
- 2.17 maintain and foster a sense of harmony and unity among employees, promoting effective teamwork and problem-solving in the The Bank's operations;

- 2.18 refrain from using their positions in The Bank for political purposes or to support any political party; and adhere to The Bank's Good Corporate Governance Policy;
- 2.19 take responsibility and perform work to strictly comply with the law, regulations, and guidelines of government agencies, including Anti-Corruption Policy; and adhere to the Anti-Money Laundering and Counter-Terrorism Financing Policy;
- 2.20 refrain from participating in the decision-making process of transactions in which the employee has interest or involvement to ensure that the decisions are made solely for the full benefit of The Bank.

### 3. Conduct towards customers and society

Transacting with related stakeholders, as counterparties, business partners, business allies, external service providers, service recipients, or customers using The Bank's financial services, as follows:

- 3.1 must have a positive attitude and demonstrate good demeanour in providing service to customers;
- 3.2 must provide services and interact with customers courteously, promptly, and accurately, with a commitment to honesty and integrity, aiming to ensure customers' satisfaction;
- 3.3 must efficiently manage operations to ensure excellent service for customers and stakeholders;
- 3.4 must not verbally harm competitors or do anything that results in monopolistic practices, reduced competition, or market restrictions;
- 3.5 must maintain strict confidentiality of customers' information and ensure it is not disclosed to external individuals or unrelated parties, or is used for personal benefit except with the customer's consent or for compliance with relevant laws;
- 3.6 must provide suitable products and services that meet the needs and capabilities of customers. Additionally, an employee must disclose information regarding products and services, including relevant terms and associated risks. This encompasses providing customers with accurate, clear, and timely service rates and interest rates to ensure that customers understand and have sufficient information for decision-making. Moreover, advertising, and promotional materials must be transparent and clear to avoid any potential misunderstanding;
- 3.7 must conduct oneself in a trustworthy manner, showing care and taking responsibility by presenting beneficial and cost-effective products and services to customers. This allows customers to freely select the services they want, without encountering unnecessary obstacles in their decision to switch to other banks;

- 3.8 must ensure that when The Bank receives/gives gifts, entertainments, and other benefits to strengthen business relationships, The Bank observes caution, discretion, reasonableness, and a value appropriate to the occasion, customs, and traditions;
- 3.9 must ensure that when receiving or giving gifts from or to customers, the value does not exceed THB 3,000.00 each customer and that the transactions are reported quarterly to the The Bank's Board of Directors;
- 3.10 must not bribe, reward, offer, or demand any form of undue influence or inappropriate benefits, whether directly or indirectly, including gifts, property, or any form of entertainment with customers, government agencies, private sectors, or third parties. These actions are prohibited as they aim to influence impartial decision-making, impact the performance of duties, or obtain undue benefits or incorrect advantages for customers;
- 3.11 must comply with the regulations and instructions when spending on hospitality services and other expenses;
- 3.12 must be responsible for the environment and society, which is one of The Bank's policies to contribute to society. The Bank has assisted in and supported various ongoing social activities, including both government and private sector projects;
- 3.13 must be open to receiving feedback or suggestions from others; and be patient, tolerant, and prepared to provide accurate information based on one's position or status;
- 3.14 must ensure that any communications, statements, or information related to The Bank, its business, and its customers are accurate and appropriate. Only individuals specifically authorised to provide information on behalf of The Bank may communicate using public media or any other communication channels.
- 4. Code of conduct towards supervisors, subordinates, and colleagues**
  - 4.1 An employee must adhere to virtue, ethics, and morality, while also promoting adherence to moral principles, ethics, and ethics. An employee must also serve as a good role model.
  - 4.2 An employee must convey policies and practices, as well as listen to other employees' opinions and suggestions.
  - 4.3 An employee must train other employees to be responsible and establish a management system that complies with legal and regulatory requirements of The Bank.
  - 4.4 An employee must supervise the operation of the agency to strictly comply with the relevant regulations.
  - 4.5 An employee must maintain a positive attitude towards colleagues and demonstrate respect by listening to and obeying supervisors.



- 4.6 An employee must carry out the duties assigned by supervisors at The Bank to the fullest extent of their abilities, with prudence, efficiency, and responsibility.
- 4.7 An employee must conduct themselves towards supervisors and colleagues with a respectful and courteous attitude. They must show compassion and sincerity, fostering unity among the team and assist in ways that are appropriate and beneficial for the common good.
- 4.8 An employee must collaborate and help each other in their work.
- 4.9 An employee must show care, concern, and compassion towards their subordinates.
- 4.10 An employee must educate, advise, and share work experiences with colleagues and subordinates.
- 4.11 An employee must acknowledge and commend colleagues for their excellent work performance and must not claim credit for the work of others.
- 4.12 An employee must not criticise their colleagues' personal stories or information. Also, an employee must not make derogatory remarks about supervisors and colleagues.
- 4.13 An employee must actively participate and cooperate, providing appropriate assistance based on their position and suitable opportunities in activities that The Bank organises.

## 5. Code of conduct towards themselves

- 5.1 An employee must live a life commensurate with their status. They must not act as an extravagant person and must not spend excessively beyond normal means.
- 5.2 An employee must pursue knowledge and experience to enhance their moral character and improve their effectiveness and efficiency in performing their work.
- 5.3 An employee must uphold the moral system and must not seek positions of merit or any other benefits improperly from the supervisor or any other person.
- 5.4 An employee must refrain from engaging in any form of misconduct that may tarnish their own reputation and the reputation of The Bank. This includes abstaining from all types of gambling activities and not participating in activities such as lending capital without playing, sharing, auctioning, rotating share scheme, or any other similar practices.
- 5.5 An employee must not act as a broker or create questions and answers during the selection process for hiring or promotion.
- 5.6 An employee must not engage in any profession or occupation that adversely affects their performance of duties or the reputation of themselves and The Bank.

## 6. Code of conduct for Directors

A Director is expected to adhere to guidelines for their conduct based on the The Bank's Business Code of Conduct. They should always bear in mind that fulfilling their duties goes beyond mere obligations and responsibilities towards The Bank and its shareholders. If they also have responsibilities towards customers and other stakeholders, they must consider the collective interests of all these groups as well. Therefore, they must uphold themselves in this manner and must be accountable for their conduct. Details are discussed below.

6.1 Honesty, fairness, morality, prudence, and care

- 6.1.1 A Director must operate The Bank's business with honesty, integrity, morality, prudence, and care, and must prioritise the interests of The Bank as the guiding principle in decision-making.
- 6.1.2 A Director must perform their duties in accordance with the rules, regulations, objectives, and articles of association of The Bank, as well as resolutions of The Bank's Board of Directors and general meeting of shareholders.
- 6.1.3 A Director must carry out their responsibilities in The Bank's business, transparently and independently of management and group of interested persons, and must not have any personal interests involved in business decision-making.
- 6.1.4 A Director must fulfil their duties to the best of their abilities and must not hold positions in other businesses that operate in the same or similar competitive nature as The Bank. If a Director holds a position as a director or executive in another company, such tenure must be acknowledged by The Bank's Board of Directors' meeting without any objections from The Bank's directors within 6 months from the date of taking positions in other companies. Furthermore, the Director must notify the general meeting of shareholders of the tenure before their appointment as a Director.
- 6.1.5 A Director must safeguard the interests of shareholders and treat stakeholders with fairness.

6.2 Confidentiality

- 6.2.1 A Director must not disclose The Bank's inside information, including confidential information of customers, employees, and The Bank's operations, whether intentionally or unintentionally, to external parties, without the consent of The Bank and the owner of the information and it is a disclosure in the performance of directors' duties.
- 6.2.2 A Director must not use information obtained from their directorship for personal or any other benefits, without serving the interests of The Bank.

6.3 Disclosure of interests

A Director must disclose benefits derived from their own business or other businesses, including any matters that may present conflicts of interest.

#### 6.4 Legal compliance

A Director must comply with the law, rules, and regulations relevant to business operations.

#### 6.5 Receiving money, gifts, and other benefits

A Director must not use their position and duties as directors to seek personal benefits from The Bank's business operators, including those who are engaging in business with The Bank.

### 7. **Code of conduct for The Bank's executives**

7.1 An executive must not disclose The Bank's inside information, including confidential information of customers, employees, and The Bank's operations, whether intentionally or unintentionally, to external parties, without the consent of The Bank and the owner of the information. The disclosure must be in the performance of executive's lawful duties.

7.2 An executive must conduct themselves within the framework of good morals and traditions, refraining from any derogatory behaviour, and making decisions with sincerity for the best interests of The Bank, customers, shareholders, and employees.

7.3 An executive must exercise caution in managing their responsibilities. They must demonstrate honesty, integrity, prudence, care, and possess a broad vision. They must serve as role models to enhance efficiency and promote ethical effectiveness in order to achieve The Bank's objectives and goals.

7.4 An executive must treat employees with courtesy, govern subordinates with fairness, and refrain from using power unlawfully.

7.5 An executive must demonstrate adherence to ethics and moral values by acting as role models for other employees. They should foster a working atmosphere that promotes compliance with ethics and moral values and remain dedicated to preventing and addressing any breaches of ethics and moral principles.

7.6 An executive must support the development of employees' potential for progress and enhance their work efficiency. They should provide suitable employee benefits, demonstrate sincerity, respect employee rights, and value their opinions.

## 1. Objectives

Thai Credit Bank Public Company Limited (“**The Bank**”) operates in accordance with good corporate governance practices as stipulated by the Bank of Thailand and the Office of the Securities and Exchange Commission (the “**Office of the SEC**”), as well as the Stock Exchange of Thailand (“**SET**”). The Bank acknowledges the importance of operating business and enhancing the existing level of corporate governance to ensure long-term and sustainable business growth. The Bank is committed to fostering a moral management approach that emphasizes transparency, accountability, and the absence of corruption. These principles not only instill confidence in shareholders, investors, and stakeholders, but also contribute to The Bank’s overall performance and competitiveness, facilitating its sustainable growth.

The Bank recognises the importance of continuously upholding the rights and responsibilities towards its shareholders and stakeholders. It ensures equitable treatment of shareholders and considers the roles of stakeholders, information disclosure and transparency. Furthermore, The Bank’s Board of Directors emphasizes its responsibilities and adherence to good corporate governance principles, aiming to enhance confidence among shareholders, investors, and all stakeholders. To achieve this, the The Bank’s Board of Directors considers it necessary to prepare a Good Corporate Governance Policy. It encompasses key principles, including the structure, roles, duties, and responsibilities of The Bank’s Board of Directors and its sub-committees, as well as transparent, clear, and accountable management practices. These measures are implemented to ensure that all operations of The Bank are conducted fairly and ethically, prioritising the best interests of all shareholders and stakeholders.

## 2. Policy scope

The Bank’s Executive Committee, therefore, considers it appropriate to establish policies and guidelines on corporate governance and good corporate governance of The Bank, with emphasis on the following matters:

- 2.1 elevating the roles, duties, and responsibilities of the Board of Directors and executives;
- 2.2 promoting effective and independent performance of duties of directors and executives; fostering a risk-conscious, fair and transparent corporate culture; as well as establishing a risk governance framework and implementing a corporate governance policy that fosters a risk-conscious corporate culture (risk culture);
- 2.3 ensuring that the management controls risks within approved levels (Risk Appetite and Risk Limit);
- 2.4 adopting mechanism to control risks within approved levels (Risk Appetite and Risk Limit);balancing and ensuring effective control, supervision, and monitoring (Three Lines of Defense);

2.5 implementing and maintaining an Internal Whistleblowing Policy and Procedure and a Remuneration Policy that reflects the risk-conscious corporate culture and disclosing corporate governance information to enhance market mechanisms for better governance oversight.

### 3. Relevant announcements, rules, or laws

3.1 The Bank of Thailand Notification No. FPG. 10/2561 Re: Corporate Governance of Financial Institutions dated 22 May 2018.

3.2 Corporate Governance Code for Listed Companies 2017 prepared by the Office of the SEC.

### 4. Definitions

"Business Group"	means	1) a group of companies that comprise the parent company, a subsidiary, or an associate. 2) a group of companies under the same control of the same person.
"Financial Business Group"	means	financial business group under the Bank of Thailand notification on regulatory requirements for structure and scope of financial business group.
"Director"	means	an individual who holds the position of director within The Bank's Board of Directors.
"Executive Director"	means	1) a Director who assumes managerial responsibilities in positions such as Chief Executive Officer, Managing Director, Deputy Managing Director, Assistant Managing Director, or any other equivalent position designated by different names. 2) a Director who is responsible for carrying out or participating in any management activities, similar to executives, and including a director who is a member of the Executive Committee. 3) a Director who is authorised to enter into binding agreements on behalf of The Bank, except for binding signatures in accordance with transactions approved on a case-by-case basis by the Board of Directors, and by jointly signing with other Directors.
"Non-Executive Director"	means	a Director who is not an executive director.

"Independent Director"	means	a non-executive Director who is qualified under 5.1.3 of this policy.
"Authorised Manager"	means	<ol style="list-style-type: none"> <li>1) Chief Executive Officer, Managing Director, Deputy Managing Director, Assistant Managing Director, Executive Director or any other equivalent position designated by different names.</li> <li>2) an individual with whom The Bank has entered into a contract, granting authority to manage the whole or part of its operations.</li> </ol>
"The Bank's Adviser"	means	<p>an individual who serves as an adviser to The Bank or who may act in a capacity similar to that of the Chief Executive Officer, Managing Director, Deputy Managing Director, or Assistant Managing Director, but is referred to as an adviser only. This also includes an individual who possesses these characteristics but are identified by different titles. However, it excludes an individual who is contracted to work for The Bank and whose roles require specialised technical knowledge or expertise in specific areas, such as accounting consultancy, legal consultancy, information technology consultancy, tax consultancy, language consultancy, corporate communications consultancy, insurance consultancy, advanced quantitative modelling consultancy (if any), and so on.</p>
"Executive"	means	<p>a Director, Chief Executive Officer, President, and the first four senior executives ranked below the President, who hold positions equivalent to all fourth-level executive positions, including the highest-level management positions in the accounting or finance department at the level of Divisional Director or equivalent. This is in accordance with the Capital Market Supervisory Board notification.</p>
"Senior Executive"	means	Chief Executive Officer, Managing Director, Deputy Managing Director, Assistant Managing Director, and The Bank's adviser who perform duties similar to those of the Managing Director, Deputy Managing Director, or

Assistant Managing Director, and are only referred to as advisers or hold equivalent positions under different names.

## 5. Roles, duties, and responsibilities

### 5.1 Appointment and qualifications of Directors, Chief Executive Officer, Managing Director, authorised manager, or The Bank's adviser

5.1.1 The Bank adheres to the Bank of Thailand's notification on the approval of appointment or notification of changes, concerning Director, the Chief Executive Officer, Managing Director, authorised manager, or The Bank's adviser and will obtain prior approval from the Bank of Thailand.

5.1.2 A Director, Chief Executive Officer, Managing Director, authorised manager, or The Bank's adviser must possess suitable qualifications and capabilities (Fit and Proper) and must not possess prohibited characteristics as stipulated in the Bank of Thailand's notification on the approval of appointment of directors, managers, authorised managers, or The Bank's advisers.

#### 5.1.3 Independent directors' qualifications

5.1.3.1 Apart from the qualifications under 5.1.2., a Director, who is to be an independent director, must possess required under the notification of the Capital Market Supervisory Board regarding the application for permission and authorisation to offer newly issued shares. Specifically, they must not have any business or involvement in the management, have no interests related to The Bank, or possess any other characteristics that would hinder their ability to independently provide opinions, make decisions, or pass resolutions regarding The Bank's operations.

5.1.3.2 An individual who is to serve as an independent director must not have been or currently be a non-independent director or the Chief Executive Officer, Managing Director, authorised manager, The Bank's adviser or employee and companies within The Bank's financial business group, unless they have ceased to hold the position or status for not less than 2 years before the date of application for approval.

5.1.3.3 An independent director may hold office continuously for up to 9 years, including the period of serving as an independent director in companies within The Bank's financial business group.



If an independent director has completed 9 years in office as an independent director and wishes to hold office of The Bank's independent director once again, they must retire from the position of Director, Chief Executive Officer, Managing Director, authorised manager, The Bank's adviser or employee of The Bank or of companies within The Bank's financial business group for at least 2 years before the date of application for approval.

An independent director who has not completed a full 9-year term, but has not retired from the position of independent director of The Bank and its financial business group for less than 2 years, is eligible to resume their position as an independent director. During this period, they must not have held the position of Director, Chief Executive Officer, Managing Director, or authorised manager, nor acted as The Bank's adviser or employee of The Bank or of companies within its financial business group. The continuous period of service must be counted from each term as an independent director.

#### 5.1.4 Roles of Directors, Chief Executive officer, authorised manager, and The Bank's adviser in other organisations

In order for the Directors, Chief Executive Officer, authorised manager, and The Bank's adviser to effectively manage The Bank, they may also have roles in other organisations on the following conditions:

- 5.1.4.1 A Director, Chief Executive Officer, authorised manager, and The Bank's adviser may serve as the Chairman of the Board of Directors or as a director holding executive positions in one or more other companies, within up to 3 business groups, excluding positions within The Bank. For a company that is not part of the business group, each company will be treated as a separate business group. A company acquired by The Bank through debt restructuring will be included in the same group within The Bank's financial business group. (The Bank of Thailand may direct otherwise in the future.)
- 5.1.4.2 A Director, Chief Executive Officer, authorised manager, and The Bank's adviser may serve as directors in up to 5 listed companies on both domestic and international stock markets, excluding publicly listed companies acquired by The Bank through debt restructuring. If the bank in which the Director, Chief Executive Officer, Managing Director, authorised manager, or The Bank's adviser serves is a listed company, that bank must also be treated as one listed company. (The Bank of Thailand may direct otherwise in the future.)
- 5.1.4.3 The Bank senior executive must adhere to the The Bank's and employees' Business Code of Conduct as well as the The Bank's work regulations. They are prohibited from performing full-time duties at any other organisation without official permission from The Bank subject to the Bank of Thailand's decision that serving in another organisation will not affect the performance efficiency of their duties at The Bank.

## 5.2 Duties, responsibilities, and Board of Directors composition of The Bank

### 5.2.1 Duties and responsibilities of The Bank's Board of Directors

The Board of Directors of The Bank has the duty and responsibility to establish significant strategies and policies, oversee the The Bank's effective mechanisms for control, supervision, auditing, and continuous monitoring of its operations. This ensures that The Bank conducts its business fairly, transparently, and with accountability to stakeholders under the principles of good corporate governance, while creating value for The Bank in the long run. The details are discussed below.

#### 5.2.1.1 Formulating key strategies and policies by:

- a) establishing The Bank's comprehensive strategic direction and objectives, including assessing and endorsing significant policies and strategies in The Bank's operations, as well as overseeing The Bank's operations with a focus on ensuring sustainable business performance;
- b) establishing or approving the risk oversight framework to support The Bank's business operations in line with the specified directions and goals under the rapidly changing environment and the increasing use of technology in business operations. The Board of Directors of The Bank prioritises managing risks associated with The Bank, such as credit risk, market risks, operational risks, liquidity risks, reputational risks, strategic risks, and information technology risks. This also encompasses risks arising from new product launches and significant changes to work systems, such as mergers and acquisitions and major system enhancements. Additionally, focus is on using adequate risk management tools, maintaining the link between risk management and The Bank's capital adequacy and liquidity. Furthermore, the Board of Directors will oversee the implementation of an efficient risk management system and process within The Bank to support its various business activities. This includes nurturing a risk culture and establishing a policy on appropriate remuneration to motivate and retain high-quality personnel who uphold their duties with integrity. Additionally, there will be an effective remuneration structure aligned with the risk-conscious corporate culture. The responsibilities of the Board of Directors of The Bank in relation to the risk oversight framework are outlined in 6.2, and the details of the effective remuneration structure can be found in 6.3;
- c) establishing or approving a comprehensive and written Good Corporate Governance Policy that clearly defines The Bank's commitment to fair and equitable treatment of all stakeholders. This policy embodies integrity in business practices and ensures the well-being of customers and the general public, encompassing areas such as lending, deposits, off-balance sheet transactions, and other relevant matters, including:

- 1) ensuring that The Bank establishes or approves the Conflict of Interest Policy to prevent actions taken for personal or affiliated interests, conflicts of interest, and the disregard of significant risks, particularly in transactions involving individuals related to The Bank, which require special care;
- 2) ensuring that The Bank has regulations on business ethics, including the ethical conduct of Directors, authorised managers, and employees, to serve as internal guidelines within the organisation;
- 3) ensuring that The Bank manages customer services fairly to comply with the Bank of Thailand's Notification on Market Conducts, which encompasses the end-to-end processes related to customer services;
- 4) ensuring that The Bank has an effective Whistleblowing Policy and Procedure in place to monitor and report potential illegal activities, violations of internal processes, and breaches of business ethics. Details of the Whistleblowing Policy and Procedure within the organisation are specified in 6.4.

#### 5.2.1.2 Ensuring that The Bank has effective mechanisms for control, supervision, and audit by:

- a) supervising the directors and executives to fulfil their duties with responsibility, vigilance, honesty, and integrity towards the organisation, for the The Bank's best interest. This includes compliance with applicable laws, objectives, articles of association, resolutions of the Board of Directors' meetings, resolutions of the shareholders' meetings, as well as the The Bank's policies or guidelines; implementing adequate systems or mechanisms to ensure that The Bank's operations adhere to these guidelines. This includes establishing approval processes for significant operations such as investments, transactions with Connected Person, acquisition or disposal of assets, and dividend payments to comply with relevant laws and regulations;
- b) establishing and maintaining an appropriate balance of power within The Bank's Board of Directors, placing significant importance on the proportion or number of independent directors serving on the Board of Directors and their effective performance of oversight duties. This includes organising regular meetings specifically designed for non-executive directors to foster effective collaboration;
- c) considering and appointing the roles and responsibilities of various sub-committees in accordance with the suitability and necessity of The Bank to assist and support the functions of the The Bank's Board of Directors. This includes reviewing and approving changes in composition, particularly those

that significantly impact the operations of the appointed sub-committees. The specific details regarding the duties, responsibilities, and composition of each sub-committee are outlined in 5.3;

- d) supervising the nomination and selection process of Directors for The Bank's Board of Directors and various sub-committees to ensure transparency and clarity. This is done to obtain Directors and sub-committees who possess the qualifications and attributes specified in this policy, relevant charters, and regulatory guidelines. The Nomination and Remuneration Committee will assess the criteria and procedures for selecting qualified Directors and expertise and provide recommendations to the The Bank's Board of Directors before presenting them for consideration at the general meeting of shareholders;
- e) ensuring that The Bank has effective internal control that covers various activities in its operations and enables timely identification of errors. Additionally, The Bank must put in place an organisational structure that facilitates control, supervision, and audit functions (Three Lines of Defense). This structure must be independent and effective in monitoring the implementation of policies and procedures, as well as ensuring compliance with laws, regulations, and directives from the Bank of Thailand and internal rules or regulations of The Bank. Effective internal control should cover various issues outlined in 6.5;
- f) ensuring that The Bank discloses important corporate governance information to the general meeting of shareholders and the public, aiming to support and demonstrate the The Bank's commitment to good practice of corporate governance. The details of corporate governance disclosure are outlined in 6.6;
- g) overseeing the annual performance assessment of the Board of Directors and individual directors, using both (1) self-evaluation and (2) cross-evaluation or third-party evaluation methods; as well as ensuring that directors receive necessary support and development to continuously enhance the skills required for their roles;

5.2.1.3 continuously monitoring and oversee The Bank's operations by:

- a) supervising The Bank's senior executives in implementing key policy goals and strategies throughout the organisation, including defining processes and work systems, to ensure that The Bank achieves its goals outlined in the policies and strategies approved or determined by The Bank's Board of Directors. The duties and responsibilities of senior executives are outlined in 5.4;
  - b) ensuring that The Bank's senior executives provide The Bank's Board of Directors with updates on important matters; establishing a reporting process to ensure timely and sufficient information for the Board of Directors to fulfil their authority, duty and responsibility, including the prompt submission of the management letter from the external auditor and any comments from the The Bank's senior executive, if applicable to The Bank's Board of Directors without delay. The Board of Directors should receive these documents within a maximum of 4 months after the closing date of the accounting period. If the delay is significant, The Bank's Board of Directors must seek clarification on such matters from the The Bank's senior executives;
  - c) ensuring that The Bank prepares comprehensive reports of The Bank's Board of Directors' meetings, including individual important opinions for each significant agenda item, and submitting copies of the meeting minutes. This applies to both the Board of Directors' meetings and meetings of the The Bank's Executive Committees, or any meetings held by The Bank's Board of Directors to determine The Bank's policies or for The Bank's management. The Bank should provide these reports to the Bank of Thailand within 7 days from the date the Board of Directors approves the minutes of the meeting, but no later than 45 days from the date of the meeting, unless there are justifiable reasons and a necessity to consult with the Financial Institutions Ombudsman case-by-case;
  - d) ensuring that The Bank's senior executives have the ability to effectively manage its operations, including the appointment of qualified and suitable management personnel, as well as establishing a succession plan for senior executives to ensure continuous business operations at The Bank;
- 5.2.1.4 establishing a suitable framework and mechanism to oversee the operations of subsidiary and associate, ensuring accurate and consistent understanding between The Bank and these entities;
- 5.2.1.5 evaluating annual performance of The Bank's Board of Directors, sub-committees, both collectively and individually, covering key areas such as structure and qualifications, meetings, roles, duties, and responsibilities, as well as other aspects including the relationship with management, personal development, etc. This evaluation will serve as a framework to assess performance, identify areas for improvement, and address issues and challenges encountered during the

previous year. The evaluation results will be used to enhance the future execution of duties by The Bank's Board of Directors, sub-committees, and individual directors;

- 5.2.1.6 guiding and overseeing to ensure that each director possesses the necessary knowledge and understanding of their roles and responsibilities, the nature of The Bank's business, objectives, main goals, vision, mission and the relevant laws governing its operations; supporting the continuous skill-building and knowledge development of all directors for the effective performance of their duties; and disclosing information regarding the The Bank's training programmes and knowledge enhancement initiatives in the The Bank's annual registration statement (Form 56-1 One Report);
- 5.2.1.7 ensuring the smooth functioning of The Bank's Board of Directors' operations, including facilitating access to essential information, and appointing a secretary who possesses the necessary knowledge and relevant experience to support the The Bank's Board of Directors' activities effectively;
- 5.2.1.8 understanding and acknowledging the responsibilities as a leader in overseeing the organisation's effective management, which encompasses defining objectives and goals, formulating strategies, operational policies, and allocating critical resources to achieve the objectives and goals. Additionally, it involves monitoring, evaluating, and supervising performance reporting;
- 5.2.1.9 ensuring that the roles and responsibilities of The Bank's Board of Directors and sub-committees are disclosed, including the number of meetings held and the attendance of each director in the previous year, as well as the performance of all sub-committees, in the Annual Registration Statement (Form 56-1 One Report);
- 5.2.1.10 disclosing in the Annual Registration Statement (Form 56-1 One Report) and on The Bank's website the policy regarding the composition of The Bank's diverse Board of Directors and providing information about the directors, including their age, educational background, experience, shareholding percentage, start date of appointment, and tenure as directors and/or executives in other listed companies;
- 5.2.1.11 appointing one or more directors from The Bank's Board of Directors and/or executives and/or management of The Bank as members of the sub-committees to fulfil specific duties. The members of each sub-committee serve for 3 years, aligning with the Board of Directors' tenure (if they also hold a director position), and must carry out assigned responsibilities as directed by The Bank's Board of Directors. The composition, qualifications, appointment, tenure and retirement, meeting, and scope of duties and responsibilities are outlined in the charter of each respective sub-committee;

5.2.1.12 continuously monitoring and enhancing the management and development of personnel to ensure they possess suitable knowledge, skills, experience, and motivation;

5.2.1.13 understanding the structure and relationships of shareholders that may impact the business management and the authority to oversee the business management. This is to ensure that The Bank's Board of Directors' duties are not impeded and that information that may influence the control and management is appropriately disclosed.

## 5.2.2 Duties and responsibilities of The Bank's Board of Directors

To ensure the effective and transparent performance of the Directors' responsibilities in monitoring and overseeing The Bank's operations, the Directors must have knowledge and understanding of their qualifications, duties, and responsibilities, and comply with the following requirements.

5.2.2.1 Members of the Board of Directors must perform duties with responsibility, exercising due care and diligence (duty of care) and to act honestly and loyally (duty of loyalty), without seeking personal benefits, avoiding conflicts of interest and discrimination, and maintaining vigilance to safeguard the overall interests of The Bank. This includes not favouring any particular group of shareholders, and ensuring no interference in decisions that could increase The Bank's risk. Any potential conflicts of interest must be presumed to lack integrity unless there is a reasonable and justifiable explanation.

To prevent conflicts of interest, if a Director has a personal interest, whether direct or indirect, in any agenda item, they must notify the Board of Directors and refrain from participating or being involved in the decision-making or voting process for that agenda item.

5.2.2.2 Members of the Board of Directors must have adequate information before making decisions or voting in order to make informed and reasonable business decisions at a level expected of finance and banking professionals.

5.2.2.3 Members of the Board of Directors must make rational decisions or resolutions with reasons supporting them at a level expected of financial and banking professionals. Directors will have a range of decisions that could be considered reasonable and logical. However, decisions or resolutions that fall completely outside the scope of financial and banking professionals must not be considered as rational decisions or resolutions.



- 5.2.2.4 Members of the Board of Directors must allocate sufficient time and ability to fully perform their duties and responsibilities. Each Director must actively participate in inquiries and provide useful opinions during meetings to the best of their abilities. They must attend at least 75% of the Board of Directors' meetings held annually during their tenure unless there are reasonable and necessary grounds for absence.
- 5.2.2.5 The Chairman of the The Bank's Board of Directors has a role to play in promoting a culture of open and inclusive discourse during meetings and fostering positive relationships between Executive Directors and Non-Executive Directors.
- 5.2.2.6 Members of the Board of Directors must develop themselves based on the annual performance evaluation results.
- 5.2.2.7 Members of the Board of Directors must strictly comply with the laws concerning public limited companies and other relevant legislation, including the company's objectives, articles of association, resolutions of the Board of Directors' meetings, resolutions of the general meeting of shareholders, as well as directives of the Bank of Thailand's bank inspector.
- 5.2.2.8 Members of the Board of Directors must report information regarding directorship, management positions, serving as a controlling person in a limited company or other public limited company, as well as serving as managing partner in an ordinary partnership or partner with unlimited liability in a limited partnership, to comply with the criteria and procedures established by the Board of Directors of The Bank.

### 5.2.3 Board of Directors composition

To ensure a balanced exercise of power between the management authority and/or Major Shareholders and to effectively oversee the The Bank's operations to respond to the volatile, uncertain, complex, and ambiguous financial environment, The Bank's Board of Directors composition is as follows.

- 5.2.3.1 The general meeting of shareholders determines the number of directors of The Bank, with each Director having a 3-year term in office. Retiring Directors may be re-elected by the general meeting of shareholders.
- 5.2.3.2 A Director must possess the required qualifications and must not have any characteristics that are prohibited by law.

5.2.3.3 At least one-third of the total number of The Bank's Board of Directors must be independent directors, but in any case this number of independent directors must not be less than three. The independent directors must have the qualifications and must not possess any characteristics that are prohibited by laws, notifications, regulations, and/or rules set by the Capital Market Supervisory Board and the Stock Exchange of Thailand.

5.2.3.4 The Chairman of The Bank's Board of Directors must be an independent director or a non-executive director, except with approval on a case-by-case basis by the Bank of Thailand. The Bank of Thailand may consider imposing conditions for approval to establish a mechanism that promotes appropriate balance within the Board of Directors of The Bank.

To comply with the principles of good corporate governance, if the Chairman of the Board of Directors lacks these qualifications, but was approved by the Bank of Thailand, the Board of Directors of The Bank may consider promoting a balance of power between the Board of Directors and the management team. The following additional actions may be considered.

- (1) More than half the total number of the Board of Directors will be independent directors. or
- (2) One independent director is appointed to participate in considering and determining the agenda of the Board of Directors' meeting.

5.2.3.5 The Board of Directors comprises members with diverse knowledge, abilities, experience, or overall skills, suitable for the size, complexity, nature of the business, and risks of The Bank, including its long-term strategy and operations. Moreover, the Board of Directors must have at least one director who possesses knowledge or experience in the field of information technology.

### 5.3 Duties, responsibilities, and composition of sub-committees

To ensure that the Board of Directors of The Bank fulfils their duties and responsibilities, as well as oversees and supervises The Bank's operations in line with the policies and strategies under the principles of good corporate governance, the Board of Directors of The Bank must establish the Audit Committee and the Risk Oversight Committee. They must also consider appointing the Nomination Committee and Remuneration Committee, as well as other sub-committees to support the Board of Directors of The Bank in carrying out their necessary and appropriate duties, considering the size, complexity, and nature of the The Bank's business and risks, including its long-term strategy and operations. The Board of Directors of The Bank may designate the same set of members for the Nomination and Remuneration Committee. Each sub-committee's responsibilities and composition are outlined below.

### 5.3.1 Audit Committee

#### 5.3.1.1 Duties and responsibilities

- a) To ensure that The Bank's financial reporting is accurate and sufficient;
- b) To review and assess The Bank's internal control and internal audit systems to ensure their appropriateness and effectiveness;
- c) To review The Bank's compliance with the securities and exchange laws, regulations of the Stock Exchange of Thailand, or laws related to the The Bank's business;
- d) To consider, select, nominate, and propose the appointment and remuneration of the The Bank's auditors;
- e) To consider the disclosure of The Bank's information, particularly in cases of connected transactions or transactions that may give rise to conflicts of interest, to ensure accuracy and completeness;
- f) To prepare the Audit Committee's Corporate Governance Report and include it in the The Bank's Annual Registration Statement (Form 56-1 One Report);
- g) To determine in writing based on the The Bank's Board of Directors' approval clear responsibilities of the Audit Committee, as well as any changes in its composition and significant changes impacting the Audit Committee's performance and disclose them to shareholders in The Bank's Annual Registration Statement (Form 56-1 One Report);
- h) To report to The Bank's Board of Directors for internal improvement within a timeframe determined as appropriate by the Audit Committee if the Audit Committee identifies or suspects any of the following transactions or actions:
  - 1) conflict of interest transactions;
  - 2) fraud or irregularities or significant defects in the internal control system;
  - 3) violation of banking business law, the securities and exchange law, the Stock Exchange of Thailand's regulations, the Bank of Thailand's regulations, or other laws related to The Bank's business and securities and other laws. If The Bank's Board of Directors or management fails

to correct the violation within the timeframe specified by the Audit Committee, the Audit Committee will disclose the violations in The Bank's annual registration statement (Form 56-1 One Report) and report them to the Bank of Thailand;

- i) To evaluate the efficiency and effectiveness of the Head of Internal Audit;
- j) To carry out any other tasks as assigned by The Bank's Board of Directors with the approval of the Audit Committee.

The Audit Committee will review its roles and responsibilities and determines the tenure of the members serving on the Audit Committee. Moreover, the Audit Committee may seek professional opinions from external consultants at The Bank's expense.

#### 5.3.1.2 Composition

To ensure effective and independent performance, the Audit Committee composition must comply with the following requirements.

- a) The Audit Committee comprises at least 3 Directors, all of whom must be independent directors and possess no characteristics prohibited by relevant laws. They must also have the qualifications and fulfil the duties in accordance with the criteria set by the Office of the SEC and the Stock Exchange of Thailand. This enables them to carry out their responsibilities efficiently and independently and perform duties assigned by The Bank's Board of Directors, including reviewing financial reports, internal control systems, legal compliance, the independence of the internal audit department, auditor selection, disclosure of The Bank's information, and preparation of the Audit Committee's report, among others, as specified in the Audit Committee Charter.
- b) The Chairman of the Audit Committee must not concurrently hold the position of Chairman in the Board of Directors, Risk Oversight Committee, Nomination Committee, and/or Remuneration Committee.

### 5.3.2 Risk Oversight Committee

#### 5.3.2.1 Duties and responsibilities

- a) To advise the Board of Directors on The Bank's risk governance framework;

- b) To ensure that senior executives, including the head of the risk management unit, adhere to risk management policies and strategies, including acceptable risk levels;
- c) To oversee the The Bank's fund management and liquidity strategies to accommodate different risks, ensuring alignment with the approved risk tolerance levels;
- d) To ensure the adequacy and effectiveness of the The Bank's overall risk management policy and strategy, including risk tolerance, a periodic review and assessment will be conducted at least once a year or in cases of significant changes. As part of this review, the Risk Oversight Committee will discuss and exchange views with the Audit Committee, evaluating the comprehensiveness of the The Bank's risk management policies and strategies, which encompass all types of risks, including emerging risks. Additionally, the committee will verify the efficient and effective implementation of these policies and strategies;
- e) To report to The Bank's Board of Directors on the risk position, effectiveness of risk management, and corporate culture that emphasizes risk management, as well as identifying significant factors, problems, and areas requiring improvement for compliance with The Bank's risk management policies and strategies;
- f) To opine on or participate in evaluating the efficiency and effectiveness of the highest-ranking executive's performance within the Risk Management Unit.

#### 5.3.2.2 Composition

- a) The Risk Oversight Committee comprises at least 3 committee members.
- b) The Chairman of the Risk Oversight Committee is selected from either an independent director or a non-executive director.
- c) All members are selected from the Board of Directors, senior executives, or The Bank's advisers, at least half the number of which must be independent directors, non-executive directors, or The Bank's advisers who perform duties similar to directors.
- d) At least one member must possess knowledge, expertise, and understanding of risks related to The Bank's business.

### 5.3.3 Nomination and Remuneration Committee

#### 5.3.3.1 Duties and responsibilities

##### Duties and responsibilities relating to nomination

- a) To establish policies, criteria, and procedures for the recruitment of directors and authorised managers, in order to propose them to The Bank's Board of Directors for approval and submission to the Bank of Thailand upon request;
- b) To identify and propose suitable individuals for consideration by the The Bank's Board of Directors for appointment to various positions as follows:
  - 1) Director;
  - 2) member of sub-committees directly authorised by The Bank's Board of Directors to have power, duties and responsibilities;
  - 3) authorised manager;
  - 4) The Bank's adviser;
- c) To ensure that The Bank's Board of Directors has an appropriate size and composition that aligns with the organisation and adapts to the changing environment. The Nomination Committee oversees the development of mechanisms or tools to support the selection process and nominate individuals who possess the desired characteristics, knowledge, expertise, and experience necessary for the The Bank's effective operation in the long term. This includes considering the creation of a Skill Matrix that identifies the specific knowledge and expertise required in various areas;
- d) To oversee the disclosure of the policies and details of the selection process for directors and authorised managers in the The Bank's annual registration statement (Form 56-1 One Report).

##### Duties and responsibilities relating to remuneration

- a) To establish the policy for determining remuneration and other benefits, including the amount of remuneration and other benefits, for directors and authorised managers, commensurate with their objectives, duties and responsibilities, and related risks. Clear and transparent criteria must be defined to propose to The Bank's Board of Directors for approval and submit this policy to the Bank of Thailand upon request;

- b) To ensure that directors and authorised managers receive remuneration commensurate with their duties and responsibilities. Directors assigned additional duties and responsibilities should receive remuneration appropriate to the specific duties and responsibilities assigned to them;
- c) To establish guidelines for evaluating the performance of directors and authorised manager and for considering an adjustment to annual remuneration, considering their duties, responsibilities, and related risks; as well as to prioritise the long-term increase in shareholders' equity value for consideration and evaluation purposes;
- d) To disclose the remuneration policy and various forms of remuneration, as well as prepare a remuneration report. The report must at least include details of the factors used in assessing overall performance, the The Bank's objectives and operations, the Remuneration Committee's opinions, and methods and tools for remuneration that reflect risks (if any). This information must be included in the The Bank's annual registration statement (Form 56-1 One Report).

The Nomination and Remuneration Committee will meet at least twice each year and may seek professional advice from external consultants at The Bank's expense. Additionally, the Nomination and Remuneration Committee will closely engage with the Risk Oversight Committee to ensure that the remuneration policy effectively reflects The Bank's significant risks.

#### 5.3.3.2 Composition

5.3.1 The Nomination and Remuneration Committee comprises at least 3 committee members.

5.3.2 The Chairman of the Nomination and Remuneration Committee is selected from an independent director.

5.3.3 All members are from independent directors or non-executive directors.

#### 5.3.4 Corporate Governance and Sustainability Development Committee

##### 5.3.4.1 Duties and responsibilities

- a) To define the environmental, social, employee, and corporate governance boundaries, policies, and practices, and to establish the The Bank's Business Code of Conduct and good corporate governance, as well as safety, occupational health, and working environment, for regular presentation to The



Bank's Board of Directors, emphasizing the creation of sustainable business value in accordance with appropriate local and international principles and standards of good corporate governance to achieve the vision, core goals, and business strategy, according to the United Nations' Sustainable Development Goals (SDGs);

- b) To evaluate and review the The Bank's policies, practices, and boundaries regarding the environment, society, employees, good corporate governance, and the The Bank's Business Code of Conduct; as well as to ensure good corporate governance, safety, occupational health, and working conditions align with international standards and the SET; to advise The Bank's Board of Directors for continuous improvement, with a focus on environmental sustainability throughout the value chain to foster the The Bank's sustainable growth;
- c) To propose and advise the The Bank's Board of Directors on good corporate governance and sustainable development, aiming to foster sustainability in three dimensions: environment, society and employees, and corporate governance;
- d) To ensure that The Bank's Board of Directors and executives comply with its policies on environmental, social, employee, and corporate governance matters, and to promote sustainable banking practices, the The Bank's Business Code of Conduct, the The Bank's principles of good corporate governance and policies regarding safety, occupational health, and working environment. The aim is to ensure that all divisions within The Bank operate in alignment with the The Bank's objectives, primary goals, and strategic plans, leading the The Bank's business towards long-term sustainability. The Human Resources Management Division executive is assigned to gather relevant data and prepare a report to present the performance outcomes, in collaboration with relevant departments or units, to the The Bank's Board of Directors;
- e) To consistently promote knowledge and communication, fostering a culture of good corporate governance and sustainable development, and active participation in social initiatives for sustainable progress, benefiting all The Bank employees;
- f) To review and monitor the disclosure of information on the effective corporate governance and sustainable development in The Bank's annual registration statement (Form 56-1 One Report);
- g) To carry out any other tasks assigned by the The Bank's Board of Directors.

#### 5.3.4.2 Composition

- a) The Corporate Governance and Sustainability Development Committee comprises at least 3 members.
- b) The Chairman of the Corporate Governance and Sustainability Development Committee is selected from either an independent director or a non-executive director.
- c) All members are appointed from directors, senior executives, or other persons.

#### 5.4 Duties and responsibilities of senior executives

Under the Bank of Thailand's guidelines on the corporate governance of financial institutions, the The Bank's senior executives have duties and responsibilities to ensure its operations achieve the targets in the policies approved or determined by The Bank's Board of Directors. These duties and responsibilities are:

- 5.4.1 To implement The Bank's policies and operational strategies, risk governance framework (including risk management policies and strategies, as well as acceptable risk levels), remuneration policy and the Good Corporate Governance Policy approved by The Bank's Board of Directors, ensuring strict and comprehensive compliance;
- 5.4.2 To establish processes and systems and implement them to ensure that The Bank achieves its goals in the approved policies and strategies by the Board of Directors. These processes and systems encompass effective overall risk management and various types of risks that are significant and aligned with the The Bank's strategies. This includes defining guidelines and procedures for identifying, assessing, controlling, monitoring, and reporting all significant risks faced by The Bank. Additionally, risk limits are set to align with acceptable risk levels;
- 5.4.3 To instill an organisational risk-awareness culture and effectively communicate risk management policies, strategies, risk tolerances, and risk thresholds to all employees within the organisation with the aim to ensure they understand the importance, responsibilities, and risks associated with their work processes; and to implement stringent regulations, rules, and operational procedures to exercise control and ensure adherence to the established policies;
- 5.4.4 To manage the risks of The Bank at an appropriate and acceptable level, ensuring they do not exceed the approved risk ceiling established by The Bank's Board of Directors. This is to limit potential significant damages that may arise from business operations and preserve the The Bank's position;
- 5.4.5 To report on the risk profile, efficiency, and risk management guidelines, as well as the status of adherence to the organisational culture that considers risk, significant factors, issues, and necessary remedial actions are promptly reported to the The Bank's Board of Directors and relevant sub-committees for timely consideration and

determination of corrective measures; ensure that the reports are accurate, comprehensive, timely, and reflect the nature of risks, including the adequacy of funds and the The Bank's liquidity position;

- 5.4.6 To establish an appropriate chain of command or reporting structure and clearly define the roles and responsibilities of each unit within that structure to facilitate effective risk management, supervision, control, and auditing; and ensure that the controlling unit can independently and professionally carry out its duties without being unduly influenced by the business unit;
- 5.4.7 To periodically review the risk management processes and systems, including risk thresholds, and to review them whenever significant events occur that may have a significant impact on The Bank's stability. These events may include economic crises both domestically and internationally, the introduction of new financial products, and changes to regulatory guidelines or requirements;
- 5.4.8 To ensure an adequate number of personnel with sufficient knowledge, skills, and understanding of financial techniques and relevant businesses to effectively fulfil their responsibilities in risk management and internal control functions;
- 5.4.9 To support the The Bank's Board of Directors in ensuring that the authorised managers possess the necessary qualifications and abilities to effectively manage the The Bank's operations.

## 6. Corporate governance and good governance guidelines

### 6.1 Determination of objectives and main goals of the business for sustainability

- 6.1.1 The The Bank's Board of Directors recognises the utmost significance of establishing clear and appropriate objectives and main goals for the organisation's business operations. These objectives and goals serve as fundamental concepts for defining a business model that generates value and benefits for the organisation, its customers, business partners, employees, shareholders, stakeholders, and society as a whole. Furthermore, the Board of Directors aims to foster effective communication and cultivate a corporate culture where the organisation's objectives and main goals are reflected in decision-making and the actions of all personnel at every level. This culture aligns with the principles of good corporate governance, enabling the organisation to achieve sustainable growth in harmony with society.
- 6.1.2 The Bank's objectives, goals, strategies, and business plans, both annual and long-term, must align with its objectives and primary goals. These should be supported by an analysis of the environment, factors, and various risks that may impact all stakeholders, while considering the potential effects on achieving The Bank's objectives and

main goals. This analysis should use innovations and technologies appropriately and securely, aiming to enhance competitiveness and meet the needs of stakeholders. These efforts should be built on the principle of social and environmental responsibility. Moreover, maintaining vigilance towards the risks associated with setting goals that may result in unlawful or unethical conduct is essential. Effective supervision plays a vital role in facilitating the communication of objectives and goals throughout the organisation via strategies and plans.

## 6.2 Risk governance framework

The Bank's Board of Directors must establish or approve a robust and effective risk governance framework. This encompasses risk appetite, risk management policies, and strategies, ensuring that The Bank puts in place a comprehensive risk management policy and process. Furthermore, fostering a risk-conscious corporate culture within the organisation is important. The duties and responsibilities of The Bank's Board of Directors in relation to a sound risk governance framework are outlined below.

- 6.2.1 The Board of Directors must establish or approve comprehensive risk management policies and strategies. These policies should align with the The Bank's risk profile, business model, and consider the The Bank's systemic significance, capital strength, and liquidity position. These policies and strategies must be documented and effectively communicated to relevant stakeholders. Any changes to these policies and strategies must always receive prior approval from The Bank's Board of Directors.
- 6.2.2 The Board of Directors must ensure that The Bank has comprehensive risk-taking policies and processes, including internal pricing procedures (if applicable), that align with the overall risk management policies and strategies and approved risk tolerances. Additionally, the Board of Directors must oversee that The Bank maintains a cautious and prudent transaction policy that is suitable for the economic conditions, as well as policies to manage non-performing loans or problematic investments and adequate provisions for non-performing debts to cover potential losses.
- 6.2.3 The Board of Directors must delegate and oversee senior executives to establish risk limits in line with acceptable risk levels, as well as ensure regular communication to relevant individuals for acknowledgment and comprehension. Furthermore, the Board of Directors must ensure effective risk control measures are implemented to maintain risks within acceptable levels and specified thresholds.
- 6.2.4 The Board of Directors must delegate and oversee senior executives to develop detailed policies, processes, and risk management systems encompassing the overall risk landscape and various risk types. These should include guidelines or practices for risk identification, assessment, monitoring, control, and reporting. Furthermore, an efficient data system capable of supporting the management and reporting of all significant risks of The Bank, present and future, consistent with the The Bank's strategy,

must be established. This should at least cover credit, market, operational, liquidity, reputation, strategic, compliance, and information technology risks, while considering the The Bank's risk profile and recognising its systemic significance. Risks originating from market and macroeconomic conditions must also be evaluated.

If The Bank uses a model for risk measurement, The Bank's Board of Directors will assign senior executives to oversee the The Bank's adherence to the minimum standards set by the Bank of Thailand. They must also regularly and independently evaluate and assess the reliability of the models. Furthermore, The Bank's Board of Directors must be aware of and comprehend the limitations and uncertainties associated with the model's outcomes and the risks stemming from its use.

- 6.2.5 The Board of Directors must approve an organisational structure that facilitates monitoring, supervision, control, and auditing of operations to align with risk management policies, strategies, processes, and practices. Reporting lines or reporting channels must be designed to ensure a balanced distribution of power and independence between risk-generating units and the risk management function.
- 6.2.6 The Board of Directors must ensure the cultivation of a risk-conscious corporate culture by overseeing the communication of risk management policies and strategies, including risk tolerances and risk ceilings, which may be in the form of requirements for acceptable risk levels. The Risk Appetite Statement (RAS) is intended to promote understanding and awareness among all employees within the organisation regarding the significance and their responsibilities related to risk, fostering increased vigilance and attentiveness in their operational practices.
- 6.2.7 The Board of Directors must review and assess the adequacy and effectiveness of the overall risk management policy, strategy, and risk tolerance. This review should take place at least once a year or promptly whenever there are significant changes, such as changes in risk characteristics, business strategies, or systemic significance of The Bank, market and macroeconomic conditions to enhance and tailor the policies and strategies to align with the evolving circumstances.
- 6.2.8 The Board of Directors must monitor the status of risks, including both overall and various types of risks, as well as the effectiveness of risk management and compliance with a risk-conscious corporate culture. The Board of Directors must stay informed about significant factors and issues by regularly receiving reports from relevant sub-committees and senior executives. These senior executives are responsible for ensuring that the reports are accurate, complete, timely, and reflect the nature of risks, including the adequacy of capital and liquidity of The Bank.
- 6.2.9 The Board of Directors must ensure that The Bank has stable and adequate capital and liquidity to support its present and future business operations. This is achieved by:

- 6.2.9.1 monitoring the The Bank's capital position and liquidity regularly. To this end, the Board of Directors must actively ensure that both the Board of Directors and senior executives receive adequate and timely information. They must also understand the The Bank's risk levels, including the implications and limitations of this information, through regular reviews of the The Bank's risk management data;
- 6.2.9.2 overseeing the processes and tools used to monitor the adequacy of capital and liquidity, enabling The Bank to maintain a stable and adequate level of liquidity to support its current and future business operations. These processes should be consistent with internationally recognised practices, such as the Internal Capital Adequacy Assessment Process (ICAAP) under Pillar 2 of Basel, which includes stress testing capital and assessing The Bank's ability to withstand changes. Additionally, capital planning must be implemented to support The Bank's business expansion, both in the present and the future, in line with its business strategy. The Board of Directors must establish policies related to the development of a recovery plan to comply with the relevant Bank of Thailand's guidelines;
- 6.2.9.3 calling a general meeting of shareholders within 4 months following the end of the 6-month accounting period or within the timeframe prescribed under section 67 paragraph 4 of the Financial Institutions Business Act B.E. 2551, whichever comes first if The Bank experiences losses resulting in a reduction of shareholders' equity to less than 50% of the paid-up capital at the end of the six-month period. Another general meeting of shareholders is to be called when the shareholders' equity falls below 25% of the paid-up capital. The purpose of this meeting is to inform the shareholders about The Bank's actual status and operating results;
- 6.2.10 The Board of Directors must implement a clear and effective Anti-Corruption Policy, ensuring communication at all levels of the organisation and with external individuals to enable practical implementation. Additionally, the Board of Directors must implement projects or guidelines to combat corruption, including supporting initiatives that encourage and embed compliance with relevant laws and regulations among all employees.

### 6.3 Remuneration structure

An effective remuneration structure is implemented based on the following principles to ensure that The Bank has a remuneration structure that aligns with the objectives and risks of each unit, while considering its long-term stability and retaining qualified personnel who perform their duties with integrity and efficiency.

- 6.3.1 To ensure that The Bank has a remuneration structure that reflects the objectives and risks of each unit, including material risk-takers and control functions such as the risk management function, compliance function, and internal audit function, the structure should consider the long-term stability of The Bank and the retention of qualified

personnel who carry out their duties with integrity and efficiency. It should not be excessively tied to short-term goals or profits, nor should it create excessive incentives for speculative transactions that could undermine The Bank's stability. The Bank may consider implementing tools and methods that support the remuneration structure, considering the duties of each unit, long-term risks, and potential future damages. This could include the deferred variable pay, the reduction of bonuses (malus), and the payment of bonuses based on The Bank's share value (if applicable), among other measures. The Bank will determine suitable approaches and processes in accordance with its ongoing operations.

6.3.2 The efficiency and effectiveness of the compensation structure are periodically monitored and evaluated to consider potential revisions or additional measures that ensure The Bank's operations are supported by the remuneration structure within a framework of robust risk governance.

6.3.3 The general meeting of shareholders may approve Directors' remuneration. Therefore, the Nomination and Remuneration Committee and The Bank's Board of Directors will carefully consider Directors' remuneration when proposing it at the general meeting of shareholders. This is to ensure that the structure and remuneration rates align with the scope of roles and responsibilities, experiences, duties, The Bank's strategy and goals, as well as the expected benefits from each director, to provide motivation for The Bank's Board of Directors to lead the organisation in achieving both short-term and long-term objectives.

#### 6.4 Whistleblowing Policy and Procedure

The Bank has established a policy and procedure for internal whistleblowing to ensure that The Bank has an internal surveillance process that facilitates the reporting of any potentially unlawful, policy-violating, breach of regulation, internal procedure and Business Code of Conduct, thereby promoting fairness and enabling the comprehensive reporting and resolution of corruption, illegal actions, or internal rule violations. The policy covers at least the following matters.

6.4.1 This policy is designed to provide clear procedures and channels for reporting whistleblowing or complaints. It includes measures to protect whistleblowers or complainants from bullying, intimidation, or negative consequences resulting from reporting information or destroying evidence.

6.4.2 The policy includes details of individual responsible for receiving whistleblowing reports or complaints and the clear channels for receiving these reports or complaints are taken into consideration. Confidentiality is maintained to ensure the protection of whistleblowers or complainants and to facilitate the process without interference. This may include reporting the whistleblowing reports or complaints directly to the Chairman of the Audit Committee or independent directors, the Chief Executive Officer of Internal Audit, or the Chief Human Resources Officer.



6.4.3 The effective process for handling whistleblowing reports or complaints must encompass at least the following components: gathering factual information, data processing, data screening, composition of the panel, consideration period, measures for disciplining wrongdoers, measures for mitigating damages to affected individuals, and reporting the results of the consideration and disciplinary actions to the Audit Committee or The Bank's Board of Directors.

6.4.4 All personnel in the organisation are informed about the policy, process, and whistleblowing channels.

## 6.5 Internal Control and Internal Audit Policy

To effectively and timely monitor and control potential damages and errors, The Bank has implemented efficient internal controls to at least encompass the following details:

### 6.5.1 Clear delegation of duties

6.5.1.1 The powers, duties, and responsibilities delegated by The Bank's Board of Directors are documented, clearly specifying the scope of the assigned duties and any limitations on the exercise of delegated powers. The Bank's Board of Directors acknowledges that ultimate responsibility remains with The Bank's Board of Directors even when authority is delegated to sub-committees or senior executives.

6.5.1.2 A suitable monitoring system is in place to ensure that The Bank's activities are conducted by individuals who have the assigned roles and responsibilities. Any actions beyond the scope of their significant roles and responsibilities must be immediately reported to The Bank's Board of Directors.

### 6.5.2 Check and balance

6.5.2.1 The validation process ensures thoroughness and accuracy at each crucial step and operational process to mitigate errors and risks. It ensures that no single individual bears the sole responsibility throughout the process, emphasizing a clear segregation of duties. This is particularly important between the front office and the back office.

6.5.2.2 An effective Three Lines of Defense approach is implemented by structuring The Bank with independent units responsible for control, supervision, and auditing to effectively perform their duties. The roles and responsibilities of each unit are clearly defined. The Business Unit or First Line of Defense, the Second Line of Defense consisting of Risk Management, Compliance, Credit Review, and the Third Line of Defense represented by Internal Audit, work together to ensure appropriate checks and balances. The Bank adheres to the Bank of Thailand's guidelines on internal audit and compliance with the The Bank's rules.

Units responsible for control, such as the risk management department, compliance department, and the internal audit department, can effectively and independently perform their duties. The internal audit department reports directly to the Audit Committee and The Bank's Board of Directors. The risk management and compliance department reports to the supervisory-level committees, such as the Risk Oversight Committee or other committees composed of The Bank directors, and ultimately to the Board of Directors. Additionally, they report to the Chief Executive Officer or Managing Director.

In addition, The Bank's Board of Directors must approve the appointment, transfer, removal, and dismissal of the highest executives of the risk management department and the internal audit department, and notify the Financial Institutions Business Supervision Department and the Financial Institutions Policy Group of the Bank of Thailand. This notification must be made within 15 days from the date of the change. The Board of Directors may either act directly or delegate the responsibility to appropriate sub-committees to perform these tasks on its behalf.

- 6.5.2.3 Regular evaluation of the adequacy of audit and control mechanisms must be in place, as well as the segregation of duties and responsibilities among different departments or individuals.
- 6.5.3 Business units, control units, and operational units must have adequate resources and personnel with sufficient knowledge, skills, and experience suitable for their respective roles to support efficient and effective performance. This includes the highest-ranking executives of the control units, such as the top executives of the risk management department, the compliance department, and the internal audit department, who should hold positions or status within the organisation that are sufficiently high to effectively carry out their auditing and balancing duties.
- 6.5.4 A non-compliance reporting system is in place to enable the Board of Directors and senior executives to monitor and address any non-compliance with laws, regulations, or internal policies of The Bank that may have a significant impact or harm its business.
- 6.5.5 The Board of Directors supervises the accounting and record keeping for all activities of The Bank. It ensures the proper preparation and maintenance of accounts and related documents, as well as the implementation of an accounting and financial reporting system to accurately depict the The Bank's financial status and actual operating results. The accounting and record keeping information must be disclosed to the shareholders, depositors, and the general public, enabling them to be informed and verify the information. Additionally, The Bank's Board of Directors must have the necessary knowledge, understanding, and responsibility to oversee the accurate preparation of accounts.

The accounting and financial reporting system is capable of providing accurate, timely, and sufficiently detailed information regarding the financial status, operational performance, and risks of The Bank. These reports must be prepared regularly and can be generated upon request to support effective management, monitoring, control of The Bank's operations, and for reporting to regulatory bodies. Furthermore, The Bank maintains adequate accounts, information, and related documents that allow for examination, and specific time periods for account storage have been established. The Bank adheres to relevant laws, regulations, and storage formats to ensure that this information can serve as legal evidence and be accessed as required.

6.5.6 The Bank has implemented adequate and appropriate control systems safeguard its assets, protecting its premises. This includes restricting access to critical areas such as computer rooms, ensuring that only authorised personnel are granted entry. This measure mitigates the risk of unauthorised transactions and fraudulent activities. Access to significant assets, such as cash and securities, is controlled through the practice of dual control, requiring at least two officers to be involved in performing tasks. Additionally, access records are maintained to facilitate appropriate audits. Furthermore, The Bank has equipped its premises with suitable security devices, such as fire-resistant safes, and has implemented systems to protect office access and other security measures.

6.5.7 The Bank's Board of Directors oversees and manages potential conflicts of interest between The Bank and its management, The Bank's Board of Directors, or shareholders. This includes safeguarding against the improper use of assets, information, and opportunities of The Bank, as well as inappropriate transactions with The Bank's Connected Persons. The Bank has also established written guidelines in its relevant policies to outline these practices.

6.5.8 The Bank has established a process for conducting an annual assessment or review of the adequacy of the internal control system. This assessment must be reviewed by both the Audit Committee and the Board of Directors to ensure the effectiveness and appropriateness of the internal control system in light of evolving environments and risks.

## 6.6 Corporate governance disclosure

Corporate governance disclosure ensures that The Bank's stakeholders receive sufficient and appropriate information for making investment decisions or transacting with The Bank, making its operations transparent and fair. The Bank has established a policy to disclose the following information on corporate governance.

### 6.6.1 Disclosure to the general meeting of shareholders

At an annual general meeting of shareholders, in addition to the matters typically notified to the meeting, The Bank requires disclosure or presentation of the following matters to the shareholders.

6.6.1.1 Information on benefits and remunerations to The Bank directors from The Bank must be disclosed as follows:

- a) For non-employee directors, The Bank will inform the shareholders of the benefits and remunerations paid to each director.
- b) For employee directors, The Bank will use two separate disclosure methods:
  - 1) Benefits and remuneration received as a director will be notified or disclosed individually.
  - 2) Benefits and remuneration received as an employee will be notified or disclosed in total sum as The Bank may consider appropriate.

6.6.1.2 Benefits and remuneration received by the Chief Executive Officer, the Managing Director, authorised managers, or other non-director executives will be notified or disclosed as a total amount as may be appropriate.

6.6.1.3 The Notification or Disclosure of directorship in other companies is required for Directors, Chief Executive Officer, Managing Director, authorised manager, and The Bank's advisers who carry out responsibilities similar to directors, Chief Executive Officer, Managing Director, or authorised manager.

#### 6.6.2 Public disclosure

The Bank requires the disclosure of the following information to the public through the annual registration statement (Form 56-1 One Report) or through the disclosure of information on The Bank's website. The website information will be updated at least once a year to ensure it remains current.

6.6.2.1 The The Bank organisation chart to illustrate the names and positions of management individuals, including the Top Management Executive of the risk management department, Head of Compliance, and Head of Internal Audit.

6.6.2.2 List of The Bank's top 10 Major Shareholders or shareholders holding the highest number of shares, including the number of shares and their respective shareholding proportions.

6.6.2.3 The number of meetings held each year by The Bank's Board of Directors and the sub-committees designated by the Bank of Thailand, including the Audit Committee, Risk Oversight Committee, Nomination and Remuneration Committee, and the number of meetings attended by each Director.

- 6.6.2.4 The names of The Bank's Board of Directors and sub-committee designated by the Bank of Thailand including the Audit Committee, the Risk Oversight Committee, the Nomination and Remuneration Committee, with details of director types (Executive Director or Non-Executive Director, or independent director), as well as scope of powers and duties of The Bank's Board of Directors and sub-committees.
- 6.6.2.5 Corporate governance report of the Audit Committee
- 6.6.2.6 Responsibilities of the Audit Committee, including any changes in its composition, as well as significant changes affecting the functioning of the Audit Committee.
- 6.6.2.7 Policy and procedure for the nomination of Directors and authorised managers at The Bank
- 6.6.2.8 Dividend payment policy
- 6.6.2.9 Remuneration policy encompassing factors used to evaluate overall performance, objectives, and operations, along with the Remuneration Committee's opinion and methods or tools for remuneration distribution to reflect risks (if applicable), by disclosing specific remuneration policies for the Board of Directors, authorised managers, and units or individuals that pose significant risks.
- 6.6.2.10 Fines imposed by the Bank of Thailand, the Office of the Securities and Exchange Commission, and the Office of Insurance Commission to be disclosed, both in terms of the total amount and the fines imposed under specific provisions of the relevant laws. To disclose information on fines resulting from unfair services, The Bank will comply with the Bank of Thailand's notification regarding market conduct.

## 6.7 Ensuring financial credibility and disclosure

- 6.7.1 The Bank's Board of Directors is responsible for overseeing the correctness, adequacy, timeliness, and compliance of the financial reporting system and disclosure of significant information with relevant rules, standards, and practices.
- 6.7.2 The Bank's Board of Directors will monitor and ensure that companies within the financial business group have adequate liquidity and debt-servicing capabilities.
- 6.7.3 If a situation arises where the business faces financial difficulties or is likely to encounter such challenges, The Bank's Board of Directors will ensure that The Bank has a plan to address the issue or alternative mechanisms to resolve the financial problem, while considering the rights of stakeholders and acting reasonably.

- 6.7.4 The Bank's Board of Directors has a policy to develop a sustainable development report as is appropriate and to consider the appropriateness of information disclosure to comply with the law. This includes the Anti-Corruption Policy, treatment of employees and stakeholders, ensuring fair treatment and respect for human rights, as well as social and environmental responsibility. This information may be disclosed in the annual registration statement (Form 56-1 One Report) of The Bank or prepared as a separate document as The Bank considers appropriate.
- 6.7.5 The Bank's Board of Directors will oversee the management to establish an investor relations department responsible for communicating and disseminating information that is beneficial to shareholders, investors, analysts, and relevant parties appropriately, equitably, and timely. Additionally, The Bank will provide a disclosure policy to manage the disclosure of confidential information and sensitive information that may impact the price of The Bank securities, along with providing guidelines to ensure organisational understanding among staff members.
- 6.7.6 The Bank's Board of Directors promotes the use of information technology for information dissemination. In addition to adhering to the specified criteria and using the Stock Exchange of Thailand's channels for information disclosure, The Bank's Board of Directors will facilitate the disclosure of information in both Thai and English through alternative channels, such as the The Bank's website, while ensuring the presentation of current information.

#### 6.8 Promoting participation of and communication with shareholders

The Bank's Board of Directors values the The Bank's shareholders and ensures that they are treated equally. Shareholders may fully exercise their fundamental rights as shareholders. These rights include: (1) the right to buy or transfer shares, (2) the right to share in The Bank's profits, (3) the right to receive adequate and relevant information through The Bank's website and/or the SET's website, or through any other appropriate means, (4) the right to attend general meetings and independently exercise voting rights to appoint or remove Directors, consider Director remuneration, appoint auditors, approve dividend payment, capital increase and issuance of new shares. Shareholders may also ask questions to The Bank's Board of Directors regarding The Bank's Board of Directors' reports and any other matters presented at the meeting for consideration and approval. Shareholders may propose agenda items in advance, nominate candidates for director positions, and participate in decision-making on important matters. All shareholders are entitled to one vote for each share that they hold.

In addition, The Bank's Board of Directors must also recognise and prioritise the rights of shareholders. The Bank's Board of Directors must not do anything that infringes on or violates the rights of shareholders. The Bank's Board of Directors promotes and establishes policies on shareholders' rights as follows.

6.8.1 The Bank's Board of Directors will oversee and ensure that shareholders can participate in decision-making on important matters. This includes the following.

- 6.8.1.1 Safeguarding and upholding the fundamental rights of shareholders, such as the right to buy or transfer shares, the right to share in profits, the right to receive adequate business information, the right to participate in a general meeting of shareholders to appoint or remove directors, and appoint auditors, to approve the allocation of dividends, the establishment or amendment of articles of association or memorandum of association, and capital reduction or increase, as well as the approval of special transactions.
- 6.8.1.2 Encouraging and promoting shareholder participation and exercise of their rights in various matters at the annual general meeting of Shareholders such as the right to propose meeting agenda items in advance, the right to nominate candidates for directorship in advance, the right to submit questions before the meeting, the right to express opinions and ask questions during the meeting, and the right to use other conveniences provided to minority shareholders in nominating individuals for directorship. This includes the submission of resumes and consent letters in accordance with The Bank's guidelines, regulations, and prescribed procedures.
- 6.8.1.3 The Board of Directors must disclose information concerning the date, time, venue, and agenda of the general meeting of shareholders, along with all relevant information on matters to be decided at the meeting, accompanied by explanations and reasons. The information must be timely and adequately disclosed to shareholders before each general meeting of shareholders. The Bank has a policy of providing shareholders with the opportunity to review information before the meeting date through The Bank's website. The information provided the website is equivalent to the documents sent to shareholders.
- 6.8.1.4 The Board of Directors must ensure that the notice of the general meeting of shareholders, along with the relevant documents, are sent and published on The Bank's website at least 28 days before the scheduled meeting date. The Board of Directors must also prepare an invitation letter for the meeting in both Thai and English.
- 6.8.1.5 The Board of Directors encourages shareholders to use proxy forms, which allow them to express their voting preferences, including voting in favour, voting against, or abstaining. The Board of Directors has prepared proxy Form A, Form B, and Form C (custodian only proxy forms) for shareholders. This also facilitates shareholders who are unable to attend the meeting in person but still wish to exercise their voting rights through the proxy method. independent directors will attend the meeting and vote on behalf of shareholders to facilitate them. Shareholders may choose any one independent director to be their proxy.



- 6.8.1.6 The Board of Directors must not do anything that violates or restricts the rights or deprives shareholders of their right to access The Bank's disclosed information as required by various regulations, and attending a general meeting. This includes not presenting documents with significant additional information abruptly, not adding or changing important information without prior notice to shareholders.
- 6.8.1.7 The Board of Directors will facilitate shareholders in exercising their various rights, such as by providing current and important information through The Bank's website.
- 6.8.2 The Bank's Board of Directors will ensure that the proceedings of the general meeting are conducted with professionalism, transparency, and efficiency, enabling shareholders to exercise their rights. This includes the followings.
  - 6.8.2.1 The Board of Directors will facilitate shareholders to fully exercise their right to participate and vote at the general meeting and will refrain from any action that limits shareholders' opportunity to attend the meeting. If shareholders are unable to attend the meeting in person, The Bank allows them to appoint proxies, including independent directors or any other person, to attend the meeting on their behalf.
  - 6.8.2.2 The Board of Directors will inform shareholders of the rules and procedures for attending the general meeting, both in the invitation letter and on the day of the meeting. The meeting facilitator will inform the shareholders of the voting rules and procedures at the meeting, and this notification will be documented in the minutes of each general meeting.
  - 6.8.2.3 The Board of Directors will conduct the meeting appropriately and provide shareholders with an opportunity to raise relevant questions regarding the agenda and express their opinions. The Chairman of the Board of Directors or the designated person will respond to the questions raised during the meeting for each agenda item and ensure that inquiries about the agenda are recorded. Shareholders' opinions, as well as important remarks from the Board of Directors and/or executives, on significant matters will be included in the minutes of each general meeting.
  - 6.8.2.4 The Board of Directors will conduct the meeting to follow the agenda items specified in the invitation letter, and the executives who are shareholders of The Bank will not propose any additional agenda items that are unnecessary for the meeting, particularly those requiring sufficient time for shareholders to study before making decisions.

6.8.2.5 The Board of Directors encourages the use of technology, such as barcodes and ballots or others, in general meetings, such as shareholder registration, vote counting, and display. This will ensure that the meeting is conducted efficiently, accurately, transparently, and verifiably. The voting results, including votes in favour, against, and abstentions on each agenda item, will be disclosed in the minutes of the general meeting.

6.8.2.6 The Board of Directors will appoint an independent individual to act as a witness during the vote counting process or to directly count or verify the votes at the meeting. This individual can be, for example, the The Bank's auditor or legal adviser. The results of the vote counting, or verification will be disclosed to the meeting and recorded in the minutes of the meeting.

6.8.2.7 The Board of Directors prioritises the annual general meeting and upholds the rights of shareholders. The Board of Directors encourages all Directors to attend the general meeting.

6.8.3 The Bank's Board of Directors will ensure the accuracy and completeness of the disclosure of resolutions adopted at the general meeting and the preparation of the meeting minutes. Shareholders' records will be maintained properly and thoroughly. This includes the followings.

6.8.3.1 After each general meeting, the Board of Directors will ensure that the meeting's contents will be compiled. This includes the agenda details, the list of attending and absent Directors, the meeting resolutions, voting outcomes, as well as the questions and opinions raised by shareholders. These will be documented in the "minutes of the general meeting of shareholders," which will be published on The Bank's website and submitted to the SET and/or relevant authorities within 14 days from the meeting date, as required by the Office of the SEC and the SET. Furthermore, the resolutions and voting results for each agenda item will be disclosed to the public through the SET's system within the legally prescribed timeframe.

6.8.3.2 The Board of Directors will ensure that shareholders have regular access to current news and information through The Bank's website.

6.9 Fostering innovation and responsible business practices

6.9.1 The Bank's Board of Directors recognises the importance of fostering innovation that generates value for the business while delivering benefits to all relevant stakeholders and demonstrating responsibility towards society and the environment. This encompasses adding values to The Bank's operations based on ever changing environment, including shaping business models, adopting innovative perspectives in product and service design and development, analysing and improving production processes, services, and operations, as well as collaborating with business partners.

- 6.9.2 The Bank's Board of Directors will oversee and ensure that the management operates business with social and environmental responsibility, which will be reflected in the organisation's action plan. This will guarantee that all departments within the organisation align their activities with the organisation's objectives, main goals, and strategic plans, while considering the roles of stakeholders. Moreover, the Board of Directors will establish mechanisms to ensure ethical business practices, social responsibility, and environmental stewardship, without infringing on the rights of stakeholders. These efforts aim to guide all sectors of the organisation towards sustainable achievement of its objectives and main goals, while providing stakeholders with sufficient, reliable, and timely disclosure of important and necessary information.
- 6.9.3 The Bank's Board of Directors will monitor and ensure that the management allocates and manages resources efficiently and effectively, while considering the impacts and development of resources throughout the value chain, in order to achieve sustainable objectives and main goals.
- 6.9.4 The Bank's Board of Directors will establish a framework for overseeing and managing information technology at the organisational level that aligns with its needs. It will also ensure the information technology is used effectively to enhance business opportunities and facilitate operational development and risk management, enabling it to achieve its objectives and primary goals.

## 7. Policy review and revision

The Bank will periodically review its business policies under the principle of good corporate governance, at least once a year. The change management department is responsible for proposing revised policies to the Corporate Governance and Sustainability Development Committee for approval, and subsequently presenting them to The Bank's Board of Directors for further approval.

This policy repeals and replaces Notification No. 108/2565 regarding the Business Operation Policy under the Principles of Good Corporate Governance.

### Policies on Investment in, and Governance of, Operations of Subsidiaries and Associates

#### 1. Objective

Thai Credit Bank Public Company Limited ("The Bank") has established Policies on Investment in, and Governance of, Operations of Subsidiaries and Associates. The objective is to outline measures and mechanisms, both direct and indirect, to enable The Bank to monitor and supervise the management of its subsidiary and/or associate. This includes monitoring compliance with the prescribed measures and mechanisms in accordance with The Bank's policies, as well as relevant laws, notifications, regulations, and rules of The Bank, the Office of the SEC, the SET, and other relevant regulatory bodies. The aim is to safeguard the investment interests of The Bank in its subsidiary and associate.

## 2. Definitions

“Subsidiary”	means	<p>a company that has one of the following characteristics:</p> <ul style="list-style-type: none"> <li>a) a company over which The Bank has Control;</li> <li>b) a company over which the company under (a) has Control;</li> <li>c) any tier of companies under the Control of company under (b).</li> </ul>
“Associate”	means	<p>a company in which The Bank or its subsidiary has the authority to participate in decision-making regarding the financial policies and operations, but does not have control over such policies, and company that is not treated as a subsidiary or joint venture.</p> <p>Unless proven otherwise, The Bank or its subsidiary is presumed to have the authority to participate in decision-making if The Bank or its subsidiary holds, either directly or indirectly, between 20% and 50% percent of total voting rights of the company.</p>
“Control”	means	<p>any of the following relationships:</p> <ul style="list-style-type: none"> <li>a) the ownership of shares carrying voting rights in a company that exceeds 50% of the total number of voting rights of the company;</li> <li>b) the control over the majority of voting rights at the company's general meeting, either directly or indirectly, or due to any other cause; or</li> <li>c) the control over the appointment or removal of at least half of all directors, either directly or indirectly.</li> </ul>

### 3. Investment policy in subsidiary and associate

The Bank has implemented an investment policy targeting companies that support its business operations and are aligned with its objectives, vision, and strategic plans for sustainable growth. This policy aims to enhance The Bank's financial performance and profitability, and to invest in synergistic businesses that augment The Bank's competitive capabilities. The goal is for The Bank to establish itself as a leading operator in its core business. The Bank, along with its subsidiary and/or associate, may evaluate potential investments in other businesses that demonstrate growth potential, business expansion opportunities, or synergies with the group's operations, aiming to achieve favourable investment returns. In evaluating investments by the Bank, its subsidiary, and/or associate, The Bank will analyse the feasibility and assess the potential of the investment, including investment ratios, anticipated profits, and investment risk factors. This will be done through appropriate investment analysis procedures, subject to approval and/or endorsement by The Bank's Board of Directors and/or the general meeting (as applicable).

The shareholding structure of the Bank, its subsidiaries, and its associates' investments must comply with the Securities and Exchange Commission (SEC) Notification No. Tor Jor. 39/2016 regarding the application for permission and approval for the offering of newly issued shares (Consolidated Version), which includes the following criteria:

1. It should clearly reflect the control and interests of the shareholders.
2. No individual who may have a conflict of interest with the Bank shall hold more than 10% of the total voting shares in any subsidiary or associate's investment, unless it is demonstrated that the structure of the shareholding in such subsidiary or associate is for the best interests of the Bank.

Additionally, the Bank's investments in its subsidiaries and/or associates must comply with the guidelines set forth in the relevant notifications issued by the Bank of Thailand, the Securities and Exchange Commission, and the Stock Exchange of Thailand.

### 4. Operational governance policy

#### 4.1 Governance practices to supervise operations of Subsidiary and Associate

- (1) The Bank will appoint individuals as its representatives to serve as directors and/or executives in each subsidiary and/or associate, in proportion to The Bank's shareholding in those companies, to the extent permissible. Unless The Bank's Board of Directors determines that the composition of the board and management team, with individuals serving as directors and/or executives, is not proportionate to The Bank's shareholding in the companies, it will not impede The Bank's authority to

establish policies and undertake actions on matters of significance or that impact the financial position and operational performance of the respective company, or where there is an appropriate balance of power within the company.

The Bank's Board of Directors' meeting will consider and approve the appointment of individuals to represent The Bank as directors and/or executives in each subsidiary and associate. The suitability of each company will be considered, except for small subsidiary or associate that have no significant impact on The Bank's financial position and operating results. The Bank's Board of Directors may assign the Chief Executive Officer or Managing Director to consider and appoint a representative of The Bank as a director and/or executive in these companies. The objective is for these individuals to oversee the operations of subsidiary and/or associate to comply with the law, Good Corporate Governance Policy, and other relevant policies. This will enable The Bank to be informed about and monitor the activities of its subsidiary and/or associate to the extent permitted by law and under the relevant policies.

- (2) The Bank will oversee individuals representing it in each subsidiary and/or associate to ensure compliance with laws, objectives, articles of association, resolutions of the Board of Directors, and resolutions of the general meeting of shareholders, as well as the Good Corporate Governance Policy, the Business Code of Conduct, emphasizing honesty, integrity, vigilance, responsibility, and ethical behaviour. The Bank will also monitor and provide guidance to ensure that the operations of subsidiary and/or associate align with the defined goals and effectively address any obstacles or issues that may arise in a timely and appropriately.
- (3) The Bank will undertake necessary measures to ensure that its subsidiary and/or associate disclose information regarding their financial position and operational performance. This includes transactions that may involve conflicts of interest and material information that is relevant to The Bank. Complete disclosure of all relevant information to the respective regulatory and governmental authorities will also be ensured.
- (4) The Bank will closely monitor the performance and operations of its subsidiary and/or associated companies. They will also provide feedback and recommendations to The Bank's Board of Directors and the respective boards of directors of these subsidiary and/or associate (to the extent feasible). This input will be considered in order to enhance and foster the continuous development and growth of the businesses of its subsidiary and/or associate.
- (5) Directors of subsidiary and/or associate who represent The Bank must consider and monitor, as well as provide necessary guidance to the subsidiary and/or associate, to establish a clear and efficient working system that is effective in operating businesses.

#### 4.2 Additional governance practices to supervise subsidiary operations

- (1) If a subsidiary engages in a transaction that falls within the scope of being an acquisition or disposal of assets or connected transactions, as defined in the notifications of the Capital Market Supervisory Board and the SET, The Bank must obtain approval for the transaction from The Bank's Board of Directors' meeting and/or the general meeting of shareholders (as applicable) and/or any relevant authorities as required by law before proceeding with the transaction. The subsidiary may proceed with the transaction only after receiving approval from The Bank's Board of Directors' meeting and/or the general meeting of shareholders and/or the relevant agencies (as applicable).
- (2) The directors and/or executives representing The Bank must immediately notify The Bank of a subsidiary's plans to enter into a transaction or an event that is to occur, which requires The Bank to disclose information to comply with the notifications, regulations, and articles of association, regulations of the relevant regulatory authority, as well as the obligations under the regulations of the SET, including rules, conditions and procedures governing the disclosure of information and other acts of a listed companies.
- (3) The Bank implements a policy to ensure that its subsidiary maintain an effective risk management system and internal control system that are suitable and comprehensive. The subsidiary must provide adequate staffing to efficiently operate the systems, preventing the risk of misconduct within the subsidiary. The Bank also establishes an internal control system to oversee and supervise the subsidiary's operations, safeguarding the subsidiary's assets from unauthorised or improper use by directors or executives. This includes transactions involving individuals with potential conflicts of interest and Connected Persons. The Bank's internal audit department monitors activities to enable the Board of Directors and executives to effectively monitor the subsidiary's performance, financial status, related party transactions, and material transactions. Additionally, The Bank designates an internal auditor and member of Audit Committee to directly access the internal information of The Bank's subsidiary and report audit findings to The Bank's Board of Directors. This ensures strict compliance with established operational systems by the subsidiary.
- (4) Directors of the subsidiary, acting as The Bank representatives, must propose the annual budget of the subsidiary to The Bank's Board of Directors' meeting for approval before the subsidiary could convene its own board of directors' meeting to approve the annual budget, unless the subsidiary's approved Delegation of Authority specifies otherwise, as authorised by The Bank's Board of Directors' meeting.

## 5. Review of Policies on Investment in, and Governance of, Operations of Subsidiaries and Associates

The Bank reviews its Policies on Investment in, and Governance of, Operations of Subsidiaries and Associates at least once a year, including when there are any changes relating to practice, rules, regulation and business operation. The Bank's Board of Directors considers and approves the updated Policies on Investment in, and Governance of, Operations of Subsidiaries and Associates, after the review and necessary amendments, for future enforcement.

## Conflict of Interest Policy

### 1. Objectives

Thai Credit Bank Public Company Limited ("**The Bank**") is dedicated to conducting its business with integrity, transparency, fairness, and accountability. It recognises the importance of carefully considering transactions that may give rise to conflicts of interest to prevent any conflicts that may occur between parties involved. Therefore, The Bank has established a Conflict of Interest Policy to control and prevent conflicts of interest, ensuring that the Board of Directors, executives, and employees of The Bank understand and adhere to the relevant laws and regulations and act in the best interests of The Bank and its shareholders.

### 2. Definitions

"**Conflict of Interest**" means any activity that may have personal or related individuals' interests, whether through familial relationships or otherwise, influencing decision-making or obstructing The Bank's best interests. This can arise from interactions with The Bank's commercial associate, such as business partners, customers, or competitors, or through the use of opportunities, assets, or information obtained from positions of authority, duties, or responsibilities to seek personal benefits or benefits for others. These actions may result in harm to The Bank, whether directly or indirectly.

"**Major Shareholder**" means a shareholder who holds more than 10% of the total voting shares of the issuer, including shares held by related parties.

"**The Best Interests of the Business**" means the optimal benefits that the business derives in any given situation, taking into account the interests of the Bank's stakeholders, including shareholders, customers, partners, employees, and others, as well as the organization's ethical standards and applicable laws and regulations.

Terms that are not defined under this policy have the meaning under the Public Limited Companies Act, B.E. 2535 (1992) (as amended), the Securities and Exchange Act, B.E. 2535 (1992) (as amended), the Financial Institution Business Act, B.E. 2551 (2008) (as amended) ("**FIBA**"), as well as requirements, notifications, and orders of the Office of the Securities and Exchange Commission (the "**Office of the SEC**"), the Capital Market Supervisory Board, and the Stock Exchange of Thailand (the "**SET**"), and the Bank of Thailand (the "**BOT**") (collectively the "**relevant laws and notifications**").



### 3. Policy compliance guidelines

Directors, executives, and employees must try to refrain from doing anything that may result in a conflict of interest, and must comply with the following regulations and considerations.

- 3.1 They must disclose and provide information about their interest, and the interest of their related persons to The Bank's secretary, who will then pass on this information to the chairman of The Bank's Board of Directors, the chairman of the Audit Committee, and the chairman of the Risk Oversight Committee, within seven business days after the date of its receipt. This is to ensure that any potential relationship and transactions with The Bank and its subsidiary that may result in a conflict of interest will be acknowledged before they are initiated. The Bank will review a list of interested parties and interested transactions on Directors, Executives, and/or related persons, including employees involved at the end of every year, and report the review results to the Audit Committee and The Bank's Board of Directors at least once a year.
- 3.2 They must avoid any related party transaction or connected transaction with themselves and/or their related persons, in such a manner that may result in a conflict of interest with The Bank or its subsidiary. They must not do anything that would undermine the interests of The Bank or its subsidiary, or seek personal benefits and/or benefits for related parties. They must adhere strictly to the ethical standards of The Bank.
- 3.3 Directors, executives, and employees, including sub-committee members who have an interest in any agenda of a meeting, must disclose their conflict of interest to the meeting and refrain from attending the meeting. They must not participate in expressing opinions or approving agenda items related to matters in which they have a personal interest or a direct or indirect conflict of interest. This is to ensure that the decision-making process of the Board of Directors and/or its sub-committees is impartial and in the best interest of The Bank and its shareholders. Additionally, minutes of the meeting must be accurately recorded in writing.
- 3.4 The following actions resulting in Directors, executives, employees of The Bank, and/or related persons receiving financial or other benefits beyond what is considered normal or causing harm to The Bank or its subsidiary are presumed to significantly conflict with the interests of The Bank and its subsidiary.
  - 3.4.1 Any transaction between The Bank or its subsidiary and a Director, Executive, or a related person, that fails to comply with any provision on related party transaction or connected transactions under relevant laws, notifications and The Bank's connected transactions policy.
  - 3.4.2 Use of information of The Bank or its subsidiary that the recipient knows of, except for information already disclosed to the public.
  - 3.4.3 Use of an asset or business opportunity of The Bank or its subsidiary that violates any relevant laws or notifications.

- 3.5 The Bank must prepare a quarterly summary report for the Audit Committee and the Board of Directors to acknowledge and opine when conducting ordinary related party transactions or connected transactions involving commercial agreements with general terms and conditions, where a reasonable person would enter into such transactions with a general party under similar circumstances, without being influenced by their role as a Director, executive, or related person (as applicable), and as approved in principle by The Bank's Board of Directors.
- 3.6 The Audit Committee must first evaluate and opine on the necessity and appropriateness of engaging in transactions and pricing for connected transactions that are not in the ordinary course of business. Then the transactions must comply with relevant criteria of connected transaction under the relevant laws and notifications and The Bank's connected transactions policy.
- 3.7 The Bank and its subsidiary must have an internal control system, risk management system, and anti-corruption system that are proper, efficient, and sufficiently prudent to ensure that any action by The Bank and its subsidiary will comply with The Bank's policies, articles of association, including relevant laws and notifications.
- 3.8 The Bank's Board of Directors must ensure that The Bank and its subsidiary comply with relevant laws and notifications and disclose information as required under relevant laws and notifications.
- 3.9 The Bank must provide a clear work system to demonstrate the subsidiary's sufficient work systems that allows continuous and reliable disclosure of material transactions under the specified regulations. This is to provide The Bank's Directors and Executives with access to the subsidiary's information and to allow them to efficiently monitor and supervise the operations and financial position of the subsidiary, transactions between a subsidiary and The Bank's Directors and Executives, and material transactions of The Bank's subsidiary. The Bank must also have a mechanism in place to examine this work system of the subsidiary by allowing the Audit Committee and The Bank's internal auditors to have direct access to their information, and report audited results of these work systems to The Bank's Directors and Executives, Audit Committee members, and Risk Oversight Committee members to ensure that the subsidiary complies with the established work system regularly.
- 3.10 They must refrain from holding shares or assuming positions as directors, executives, or advisers in businesses that are similar to any of The Bank's or its subsidiary's operations, or being involved in a business that competes with The Bank or its subsidiary. However, they may hold shares or assume positions in other organisations as long as it does not create conflicts of interest with The Bank's interests, does not impact their performance of duties in The Bank or its subsidiary, and complies with relevant laws and notifications.

4. Policy review and revision

To ensure that the policy is properly implemented in line with the prevailing circumstances and the banking transaction environment, The Bank mandates a periodic review of the Conflict of Interest Policy, at least once a year or whenever significant changes impact this policy. The Bank may occasionally adjust or modify the policy, aiming to enforce it appropriately and effectively as The Bank may consider appropriate.

Anti-Corruption Policy

1. Objectives

Thai Credit Bank Public Company Limited ("The Bank") employs an efficient process to ensure compliance to laws and regulations combatting corruption and bribery, including the US Foreign Corrupt Practices Act ("FCPA") (collectively referred to as "Anti-Corruption and Bribery Regulations"). The purpose of this policy is to prevent corruption in all types of transactions of The Bank. This policy applies to all directors, executives, managers, and employees of The Bank, its subsidiaries or The Bank's branches worldwide (collectively referred to as "The Bank"), regardless of their employment status (full-time, part-time, or temporary) (collectively referred to as "employees"). Employees have the responsibility of familiarizing themselves with and implementing the provisions of this policy in their roles. This policy extends to every agent and representative, including shareholders or any individuals acting on behalf of The Bank.

2. Business principles

The Bank's Board of Directors has established and encouraged all levels of The Bank employees to be accountable for their duties with honesty and transparency, and not to violate the following principles.

- 2.1 The Bank adheres to principles aimed at combating all forms of corruption, whether through direct or indirect means.
- 2.2 The Bank will adhere to anti-bribery regulations and conduct its business in accordance with principles of anti-corruption, emphasizing strict adherence to ethical and moral principles. This will be achieved through the development of written documents, including policies, guidelines, and manuals, as well as the implementation of effective risk management, internal and external communication, appropriate monitoring and control, and thorough audits across all its departments.
  - 2.2.1 Different anti-bribery regulations apply to different practices of bribery for employees or agents in different work units.
    - Regulations concerning bribery of public officials generally prohibit the payment, offer, or promise of personal benefits (regardless of their significance) to a "public official" (as defined below) with the intention of influencing their official duties or enticing them to perform actions beyond their prescribed responsibilities.

Additionally, these regulations provide specific guidelines for personal communication with government agencies, state enterprises, and public officials. Bribery of public officials constitutes a grave offence and may be subject to criminal penalties in various jurisdictions.

- Business bribery regulations typically prohibit the payment, offer, or promise of personal benefits (regardless of their significance) to employees or representatives of business organisations, with the intention of influencing their duties or enticing them to provide benefits beyond those prescribed by their employer. In some countries, business bribery may lead to complaints from the recipient's employer against the giver or the giver's employer. Furthermore, business bribery constitutes a criminal offence in many jurisdictions. While Thailand currently lacks specific legislation regarding bribery in non-state businesses, The Bank must adhere to the Thai Bankers' Association's anti-corruption guidelines.
- Furthermore, several countries have developed regulations to combat transnational corruption. For instance, the Organisation for Economic Co-operation and Development (OECD) Anti-Bribery Convention and the United Nations Convention against Corruption establish protocols that aim to prevent individuals or organisations within their respective countries from engaging in bribery with foreign public officials. Additionally, individuals within their own countries are prohibited from participating in facilitating bribery and corruption in other countries. In certain countries, such as the United States and the United Kingdom, specific laws such as the Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act 2010, respectively, are in place. The UK Bribery Act applies to UK citizens and individuals or entities with close ties to the UK. The FCPA directly regulates the conduct of U.S. citizens, permanent residents, and entities within the country, including American corporations. This means that employees who are U.S. citizens or have permanent resident status in the country are directly liable for violations of the FCPA's provisions. Moreover, the FCPA's extensive coverage also applies to non-U.S. companies that have or intend to establish any relationship or affiliation with the United States. This coverage is particularly relevant when such companies fall under the FCPA's jurisdiction as an issuer with investments made by U.S. investors. As a result, The Bank and its employees must comply with the provisions of the FCPA, even if their actions occur outside the United States.

### 2.2.2 FCPA

The FCPA has extensive coverage. When The Bank receives investment from investors from the United States and is developing the organisation into a global organisation, the FCPA will bind and regulate its behaviour as well as its employees and shareholders acting in its name or on its behalf.

The FCPA considers the following actions illegal: proposing, paying, promising, or approving the payment, gifts or things of value to public officials to (1) pressure the performance or decision of public officials in the performance of their duties, (2) induce public officials to act or refrain from any action that violates their legal duties, (3)

obtain an undue advantage, or (4) induce public officials to leverage their powers in foreign governments or agencies to influence any action or decision by such government or agency in order to assist The Bank in obtaining or retaining business or engaging in business with any individual.

Therefore, whether directly or indirectly, employees must refrain from offering, promising, acting, authorising, approving, or providing anything of value to a public official through a third party (for example, if the action appears to be an attempt to influence the decision-making process). Before offering or delivering anything of value (including gifts and entertainments) to individuals associated with government-regulated agencies or countries, employees must carefully review these policies. Furthermore, the FCPA prohibits any form of indirect bribery through third parties to any foreign government official. Specifically, providing payments to third parties with the knowledge that some or all of the funds will be offered directly or indirectly to government officials is considered illegal. Moreover, intentional negligence or evasion (such as disregarding or failing to monitor warning signs) does not serve as a valid legal defence or excuse.

When The Bank receives investments from investors from the United States, it must comply with FCPA regulations regarding bookkeeping and internal control. The FCPA requires the proper maintenance of books and records to ensure accuracy in case of transactions involving bribery (including sales promotion, due diligence, training, and accounting audits). Instead of limiting it to just payments to public officials, the FCPA prohibits fraudulent payments, gifting, outsourcing, or contracting by and from public corporations, including bribery of government officials, individuals, and limited companies. The FCPA mandates the implementation of internal control systems to reject any improper payments.

### 2.3 General principles on prohibiting improper payments

The objective of this policy is to align with the highest ethical standards and relevant regulations about business bribery, including the bribery of public officials and anti-bribery measures.

During The Bank's business operations or transactions, The Bank employees must not directly or indirectly offer, approve, or promise to any person through a third party, including any offers, commitments, gifts, or payments (such as cashback) or anything of value (including tangible property and intangible interests), for the following purposes:

- facilitating The Bank or others in obtaining or retaining business;
- safeguarding The Bank's business advantages;
- achieving improper objectives;

- inducing the recipient to abuse their authority;
- inducing the recipient to violate their legal obligations or duties;
- exerting an undue influence that impacts the recipient's performance of their duties.

The Anti-Bribery Policy broadly interprets and encompasses the following actions. Any activity aimed at obtaining, sustaining, or developing relationships with current or potential customers, or assisting The Bank to enhance competitiveness and foster a conducive regulatory environment will be treated as an action aimed at obtaining or maintaining business. This includes business development and exchange, such as selling products and services to government entities (including state-owned enterprises) or engaging with relevant government agencies on taxation, customs, social security, licensing, auditing, certification, or other regulatory matters. It also covers general business-related expenses. If these actions aim to exert pressure on recipients (whether public officials or employees of partner companies) in their decision-making or official capacity, they will be considered violations of the Anti-Bribery Policy.

The Bank employees should refrain from engaging in any actions that resemble offering promises, giving gifts, or making payments that are inappropriate.

The following actions serve as additional examples of violations of anti-corruption and bribery regulations:

- to reward officers as a means of motivation in carrying out their duties;
- to reward public officials as a mean in pressuring them;
- to use rewards to exert influence over public officials;
- to engage in deception, fraud, embezzlement, or misappropriation of entrusted property, or authorising others to do so;
- to receive property or financial benefits for oneself or others through corruption, abuse of power in one's position, or any other unlawful act;
- to possess assets or resources that are disproportionate to one's source of income.

Encouraging or attempting to support an offence may lead to prosecution for violating anti-bribery regulations.

If no improper payment occurs and only an offer or promise of improper payment is made, it may still constitute a violation of the Anti-Bribery Policy, even if the recipient does not offer anything in return.

The Bank employees must not use personal funds or resources to give inappropriate gifts or make improper payments related to The Bank's business and operations. These actions may result in disciplinary measures (including potential immediate termination) and may constitute legal offences. Employees must not accept or offer bribes, kickbacks, or any other improper advantages. Also, employees must not engage in gambling activities with individuals who have business relationships with The Bank. Additionally, employees must not accept loans from individuals or entities with business relationships with The Bank or seek assistance from them in obtaining loans. However, this does not restrict general borrowing from The Bank or other authorised financial institutions.

### 3. Definitions

- 3.1 **Corruption** refers to proposing or approving gifts, payments, transfers, or commitments to provide money, valuable items, or benefits for use or for the benefit of any government official to influence their duties, gain business advantages, or for inappropriate purposes. This includes seeking unlawful benefits for oneself or others in any form, directly or indirectly, such as aiding in politics, making charitable donations, providing financial support, giving gifts, certifications, and other expenses. It encompasses actions involving the misuse of power, whether through proposing, making commitments, accepting, requesting, demanding, giving, or receiving goods or benefits that should not be obtained. This also covers activities such as hiring employees, inducing actions that violate laws, destroy trust, or engage in any corrupt practices that harm the fairness and cause damage to Bank, the economy, society, and the confidence of shareholders, investors, and stakeholders.

- 3.2 **Political contributions** refer to providing financial assistance or other forms of support, such as goods, services, advertising, or promoting and supporting political parties. This also includes buying tickets for fundraising events or donating money to organizations closely related to political parties to support political activities.
- 3.3 **Charitable contributions** refer to donating money or benefits without expecting anything in return to non-profit entities like charitable organizations, foundations, or funds.
- 3.4 **Sponsorships** refer to providing money, assets, or other benefits to external individuals for business, branding, or the Bank's reputation.
- 3.5 **Gifts, certifications, and other expenses** refer to various payments for anything with financial value, covering items used in place of cash and those exchangeable for goods or services. This encompasses rewards, considerations, or indirect gifts to individuals close to the Bank executives or employees, falling under the scope of this definition.
- 4. **Roles, duties, and responsibilities**
  - 4.1 **The Bank's Board of Directors** must review and approve the Anti-Corruption Policy as its guiding framework. Their duties include ensuring The Bank implements an efficient anti-corruption support system and assigning responsibilities to other relevant sub-committees, including the Risk Oversight Committee, Risk Management Committee and Executive Committee, to aid in overseeing its operations and management to comply with the prescribed policy.
  - 4.2 **The Risk Oversight Committee** must review and screen the content of the Anti-Corruption Policy, and present it to The Bank's Board of Directors for approval. The committee also oversees and ensures The Bank complies with the Anti-Corruption Policy, laws, regulations, guidelines, and effective governance of operations. This includes reviewing The Bank's internal control and internal audit systems to ensure their efficiency and effectiveness. If the Risk Oversight Committee identifies or suspects any transactions or actions that involve corruption, irregularities, or significant deficiencies in the internal control system, they may investigate and examine individuals and matters within their jurisdiction and responsibilities.
  - 4.3 **The Risk Management Committee** is responsible for establishing risk management policies across various aspects of the Bank, covering risks that may lead to corruption. This includes assessing, monitoring outcomes, and overseeing the quantity of risk to maintain an appropriate level of risk.
  - 4.4 **Compliance units**
    - 4.4.1 Compliance department



This department is responsible for assessing, reviewing, and presenting the Anti-Corruption Policy to the Risk Oversight Committee for screening before proposing it to the Board of Directors for approval. The department coordinates and oversees the implementation of the Anti-Corruption Policy across various departments within The Bank, ensuring adherence to the policy. The department also provides advisory services on relevant criteria and guidelines for anti-corruption measures to management and employees. Additionally, the department organises appropriate training sessions to enhance the knowledge and awareness of relevant departments in combating corruption.

#### 4.4.2 Audit department

The audit department is responsible for auditing The Bank's internal control system, including financial operations, accounting processes, data management, and other relevant processes related to The Bank's anti-corruption practices. The objective is to ensure the effectiveness of the internal control system in preventing and detecting corruption. If any corruption practice, irregularities, or significant deficiencies in the internal control system are discovered or suspected, the audit department will collaborate with management and relevant departments to identify suitable corrective actions. The findings will then be reported to senior executives and the Audit Committee for further necessary steps.

#### 4.4.3 Risk management department

The risk management department is responsible for regularly developing, reviewing, and proposing policies, guidelines, and risk management procedures, including risks associated with potential corruption or during significant changes. The department also designs and develops tools for The Bank's departments to assess their own operational risks, including risks related to potential corruption. The department reviews, analyses, and prepares risk reports to be presented to the Risk Management Committee and senior executives, enabling effective risk monitoring and control. The gathered information is used to consider and implement appropriate and timely measures.

4.5 The Bank employees must strictly adhere to The Bank's anti-bribery regulations and Anti-Corruption Policy, including relevant notifications, regulations, and guidelines. They must promptly report any observed acts of corruption that fall within The Bank's purview to their department head or the Complaint Centre, without neglecting or disregarding them. Employees should consider their duty to combat corruption as a fundamental ethical obligation in carrying out their responsibilities, aiming to uphold the The Bank's reputation. If employees have concerns about work practices that may give rise to corruption, they should seek guidance from their department head or the compliance department. Employees must report any violations or potential breaches of the anti-bribery regulations, Anti-Corruption Policy, other applicable laws, or codes of conduct that are applicable to The Bank.

## 5. Scope and Guidelines

The Bank strictly prohibits all levels of executives and employees from engaging in or accepting acts of corruption for personal benefit, including benefiting themselves, their families, friends, and acquaintances. The Bank establishes scopes and provides guidelines on various matters that serve as channels for corruption. These include the following:

### 5.1 Political contributions

The Bank does not have a policy to provide any form of political contributions, including financial support, directly or indirectly, to political parties. This applies to officials of political parties, candidates, organisations, or individuals associated with politics.

## 5.2 Charitable donation and sponsorship

The Bank's charitable donations must be conducted with transparency, adhering to moral and legal principles, and avoiding any actions that may harm society as a whole. Donations must be directed solely towards charitable activities, with the objective of supporting those activities, and must be accompanied by appropriate supporting documents.

Sponsorship involves providing monetary support or items under a written agreement for legitimate business, branding, or reputational purposes of The Bank, with reasonable consideration provided by the host. However, this support must not include any promises, offers, or actions intended to give The Bank an unfair competitive advantage or serve unlawful purposes. Moreover, The Bank must not support activities organised by individuals or entities whose objectives are inconsistent with its business principles or may harm its reputation.

Requests for approval of charitable donations and sponsorships must be submitted to the Chief Executive Officer, Managing Director, or their designated representative. This should be done following The Bank's prescribed approval process. If the donation is intended for illegal solicitation or for improper business gain, such as using or purchasing The Bank's products or services to gain an unfair advantage, it will be considered inappropriate. Quarterly reports on these matters must be presented to the Board of Directors.

## 5.3 Credit support or business partners

The Bank has a strict policy of not supporting loans or engaging in business with entities or individuals involved in illegal or unethical activities, corruption, or any business related to government auctions where there is reasonable belief of collusion to ensure a specific bidder wins. Furthermore, employees must not falsify document about The Bank's business operations with customers, business partners, and business allies, and exercise diligence in verifying the authenticity of documents.

## 5.4 Gift value, entertainment expenses, and other expenses

### 5.4.1 Gifting or entertaining counterparties to a business contract

Receiving and providing gifts, business entertainments, or other benefits to counterparties, customers, and patrons of The Bank should be conducted in accordance with relevant festivals or traditions, ensuring legality and appropriateness. This practice aims to strengthen relationships with The Bank's customers and individuals involved in its business operations, while adhering to anti-bribery regulations and this policy. Gifts and entertainments must be provided or received with caution and

diligence to ensure that they are reasonable, have appropriate value, do not exhibit characteristics that may lead to corruption, and do not create an appearance of improper payments.

To accept from or offer customers, contractual parties, or persons associated The Bank gifts, business entertainment or other benefits, employees must adhere to the The Bank's Code of Conduct and guidelines on accepting and giving gifts, entertainments, other properties or benefits, charitable donations, and sponsorships. These guidelines outline the appropriate practices for accepting/giving gifts, entertainments, as well as property or other benefits, charitable donations, and sponsorships (See Attachment 1). If you are unsure about the appropriateness of accepting or giving gifts, entertainment, or acts of kindness from external individuals, you should consult your supervisor or the compliance department for guidance.

Entertainment expenses and other expenses must strictly comply with the relevant regulations and guidelines.

#### General principles of gifting and entertainment

Employees must not offer (or promise or approve to offer) gifts or entertainments to others (directly or indirectly through third parties) that are related to The Bank's business, transactions, or operations, unless—

- the value of the gift or entertainment is low;
- the offering of gifts or entertainments complies with relevant laws or regulations;
- the offering of gifts or entertainments complies with The Bank's business practices and customs;
- the offering of gifts or entertainments is consistent with the regulations of the recipient's organisation;
- the offering of gifts or entertainments complies with The Bank's policies and procedures, and is accurately documented as required by regulations;
- entertainments are offered during legitimate business conversations;
- offering gifts or entertainments does not inappropriately influence the recipient's consideration or decision-making while carrying out their duty; and
- offering gifts or entertainments does not create an inappropriate perception of undue influence on the recipient's consideration and decision-making while carrying out their duty.

An act of offering gifts or entertainment is inappropriate if the general public perceives that offering gifts or entertainments in that situation is excessively lavish or expensive, or that it could unduly influence the recipient's business decisions, or create a sense of obligation to reciprocate the kindness.

The cultural environment and the perspectives of the general public in the recipient's country of residence are significant factors in decision-making. However, considering the views of the general public in the United States or other countries where The Bank conducts its business is also crucial. These perspectives may be referenced in assessing the appropriateness of certain benefits, considering the Foreign Corrupt Practices Act (FCPA) and other relevant international anti-bribery laws.

Generally, if The Bank's name or logo is clearly displayed on the gift (e.g., on a glass) and/or used as a symbol to represent the relationship between The Bank and the recipient's organisation (e.g., a sign or souvenir made of glass), these gifts will be highly likely considered appropriate. Conversely, gifts that do not bear the The Bank's name or logo and are intended for personal entertainment or consumption (such as alcoholic beverages or golf course membership cards) are highly likely to be considered inappropriate.

As a general practice, entertainments intended for commercial activities or conversations are likely to be considered appropriate. However, any entertainment that may harm The Bank's reputation is inappropriate, such as entertainment at an adult entertainment venue. Furthermore, employees must exercise caution when paying for meals or entertaining friends or relatives of The Bank's counterparties, especially for expenses unrelated to The Bank's business.

Providing gifts or entertainments to the same recipient multiple times, even if they are suitable, can give rise to concerns. Therefore, employees must ensure that promotional activities or business entertainments have clear and specific business objectives, and the frequency of providing the items aligns with the business objectives.

#### **The difference between gifts and entertainments**

Entertainments and gifts require distinct standards and evaluation methods.

- "Entertainment" means various activities such as dining with guests or customers, attending sporting events, participating in cultural or recreational activities, and other forms of entertainment involving The Bank employees. When The Bank employees and business contacts engage in these activities together, appropriate business entertainment can create opportunities for exchanging ideas and fostering relationships.
- "Gifts" means tangible and intangible items. For example, personal items, travel and accommodation, tickets to sporting or cultural events that guests or customers can attend without the presence of the Bank employee, use of transport, sponsorship, or other things of value. These gifts, if appropriate, can enhance The Bank's relationship and goodwill with its counterparties. If a business contact receives a ticket to a sporting or cultural event without the presence of a The Bank employee, the cost of such a ticket will be treated as a gift.

During various conferences, workshops, and other sales promotion activities, The Bank may provide transportation, accommodation, or meals to participants. For the purpose of these policies, these travel privileges are considered entertainment.

#### **Prohibition on cash offers or cash equivalents**

Offering cash or cash equivalents (such as gift vouchers or debit cards with monetary value) or high-value items easily convertible to cash, such as gold, is generally prohibited.

Additionally, reserving cash benefits or providing allowances is also prohibited.

In certain circumstances, cash offer may be possible at weddings, funerals, or cultural and traditional events. However, the offer requires written approval from the compliance department.

#### **5.4.2 Giving gifts or entertainments to relevant officials**

##### **The meaning of the term "relevant official"**

The regulations on bribery of officials and the FCPA provide an extensive definition for the terms "official" or "agent" of a government agency or state enterprise, and establish specific conditions for engaging with these officials and agencies. Within the scope of these anti-bribery regulations, these individuals are referred to as "relevant officials."

For these reasons, The Bank has implemented a specialised system and procedure for communicating with the relevant officials.

A relevant official includes:

- any employee or agent of the government (regardless of position or whether they are located domestically or abroad), or a state-owned or operated enterprise, or any entity controlled by the state (even if the entity's operations are commercial and conducted by these employees);

- employees or representatives of international public organisations (such as the United Nations, the World Bank, or the World Health Organisation);
- candidates for political institutions;
- a person acting on behalf of the official described in three clauses above (regardless of whether they receive compensation or their status); and
- members of political parties or electoral candidates.

The scope of the term "relevant official" is broader than the scope of the terms "government employee" and "official" as defined by the laws of various countries. This includes individuals who, even without official positions or direct employment by state agencies, can be considered relevant officials. For example, engineers or professors working on engineering design at state-controlled institutions, environmental protection organisations or research institutes, or officers of organisations structured as quasi-governmental or commercial entities, as well as those working for government-controlled organisations or state-owned enterprises, may be regarded as relevant officials.

Furthermore, benefits provided to the relatives, friends, and business associate of relevant officials may impact the behaviour of those officials. Processes and mechanisms specifically developed for engaging with relevant officials must be applied to these individuals as well.

Due to the potential challenge in identifying whether an individual is a relevant official, employees may need to seek legal advice. If employees are uncertain about the status of individuals who have a business relationship with The Bank and whether they qualify as relevant officials, they are encouraged to consult the compliance department.

#### 5.4.3 Minimum standards before approval

To enable the compliance department to effectively monitor compliance with the Anti-Corruption Policy, any gifts or entertainments that exceed the following amounts require approval from the compliance department.

**For acknowledgment:** Gifts or entertainments provided to other officials or recipients may require approval based on alternative approval standards.

Regardless of when a gift or entertainment is offered and the value of the gift or entertainment, the general principles outlined in this policy regarding gift giving or entertainments must be consistently applied. Even if the value of the gift or entertainment is below the specified threshold and exempt from prior approval, violating these general principles may result in actions that are illegal under anti-bribery laws and The Bank's policies. This includes even a nominal amount as low as THB 1 if it is given as a bribe to the relevant official.

- Officials

- Employees must not offer any gift to any official without the prior written approval from the compliance department.
- Employees must not offer any entertainment to any official without the written approval from the compliance department.

➤ Other recipients

- Employees must not offer gifts exceeding THB 3,000 (or USD 250 equivalent in any case) each item, or exceeding a total value of THB 3,000 (or USD 250 equivalent in any case) within a 12-month period, to any other recipients, without prior written approval from the compliance department.
- Employees must not offer any entertainments with costs or values exceeding THB 2,000 (or USD 250 equivalent in any case) to each recipient or in total exceeding THB 7,000 (or USD 250 equivalent in any case), within a 12-month period of offering total entertainments to recipient, to other recipients without prior written approval from the compliance department. If these entertainments are not planned in advance and approval from the compliance department is not feasible, they must be immediately reported to the compliance department.

Employees must submit gifts and entertainment offer form (See Attachment 4 for details) to the compliance department to obtain prior written approval for the gifts and entertainments to be offered. Any gifts or entertainments that may be considered as contravening or inducing a contravention of relevant anti-bribery laws or general principles regarding gift offers and entertainments outlined in this policy must be denied approval.

#### 5.4.4 Transparency assurance measures

Before offering or sending out gifts or invitations to an event, the compliance department must orally or in writing notify the recipient's agency of the gift or invitation in order to confirm transparency.

#### 5.4.5 Data recording and documents

All expenses related to gifts, cash gifts, or entertainments provided to relevant officials, or third parties must be recorded clearly, comprehensively, and accurately in The Bank's account book.

These records must include at least the date of the gift or entertainment, along with detailed information such as its value, recipient's name, position, and employer. Employees must submit the original receipt or invoice for the gift or entertainment, clearly indicating the gift amount and entertainment cost. If the gift is given to multiple individuals, the record should include the names, titles, and employers of all recipients, along with the total number of recipients. Additionally, a brief description of the



related activities should be provided. The accounting department may request employees to provide the specified information when they are seeking approval for withdrawal or reimbursement.

The accounting department must not process any payment authorisation or reimbursement request without the required approval. If the finance department receives these requests before incurring the expenses, the accounting department must instruct the employee applicant to follow the necessary procedures. If the accounting department receives the request after the expenses have been incurred, it must promptly notify the compliance department and refrain from doing anything until further instruction from the compliance department.

The compliance and accounting departments must actively monitor gift and entertainment expenses for any indications of violations of the Anti-Corruption Policy.

The compliance department must maintain a database, monitor the total value of gifts, entertainments, and other interests provided to individuals or entities, and regularly update this database.

#### 5.4.6 Facilitation payments

Occasionally, relevant officials may request payment, gifts, or other thing of value to facilitate the smooth execution of their daily duties unrelated to government decisions (e.g., requests for public utilities or electricity services, or processing other documents). The FCPA has limited the exception to "facilitation payments" made for the performance of non-state decision-related daily duties. However, these facilitation payments do not comply with anti-bribery laws in many countries, including Thailand. The Bank policies strictly prohibit employees from offering or making facilitation payments. If employees receive requests or proposals to make such payments, they must not make the payment and must promptly report the matter to the compliance department.

### 5.5 Intermediaries

#### 5.5.1 General principles governing the employment of intermediaries

Engaging a broker or any other intermediary to undertake any illegal, immoral, or inappropriate actions for or on behalf of The Bank is inconsistent with its policy.

The Bank may be liable the actions of brokers, agents, or other intermediaries acting on its behalf in violation of anti-bribery laws in many countries if brokers, agents, or other intermediaries are involved in the wrongdoing. If The Bank's personnel (1) become aware of the wrongdoing, or (2) become aware of the potential for wrongdoing

but neglect or fail to investigate signs of intermediary misconduct, The Bank can be held criminally liable for the misconduct of the intermediary. Additionally, accountable employees may face civil and criminal penalties for broker misconduct.

Contracts with an intermediary must be in writing.

Compensation paid to an intermediary based on the success of work must—

- be commercially reasonable (such as consistent with fees for similar services in the industry or country);
- be consistent with the scope of work performed by the intermediary;
- comply with the terms of the written contract with the intermediary; and
- comply with the payment terms and conditions specified in the written agreement with the intermediary.

Employees must not accept proposals to modify the following provisions of the contract, regardless of the method:

- a request is made to increase or decrease the agreed amount in an invoice (if the request is inconsistent with The Bank's articles of association or procedures, or relevant laws); or
- multiple copies of the invoices are submitted. (if an employee suspects that these invoices may be used in any act that is inconsistent with The Bank's articles of association or procedures, or relevant laws).

If an employee believes or suspects that an intermediary may be involved in immoral or illegal acts (whether or not related to The Bank's business), the employee must immediately notify the compliance department.

## 5.5.2 Intermediary engagement regulations

When The Bank engages a special intermediary to deal with a state organisation or state enterprise for business purposes, it must carefully monitor the risks of the offences discussed above. Therefore, a specialised process is necessary to select, engage, and inspect these special intermediaries.

#### Definition of a 'special intermediary'

"**Special Intermediary**" means an individual who may have contact with relevant officials on The Bank's behalf. This term includes all third parties that The Bank engages to:

- assist The Bank in obtaining or retaining business from government agencies, state enterprises, whether directly or indirectly owned or controlled by the state, or potential future customers;
- assist The Bank in preserving licences or other documents and certifications used in business operations; or
- represent The Bank in any transactions with relevant officials or government agencies (including state-owned or state-controlled enterprises).

Examples of various categories of third parties subject to this policy.

- Joint venture parties
- Distributor or sales agent (whether the person is an independent distributor or sales representative)
- Marketing or sales consultant
- Conference agents
- Tax agents
- Customs clearance agents (or other agents responsible for customs clearance)

As it may be challenging to determine whether a intermediary with specialised expertise is a special intermediary, seeking legal advice may be necessary. If an employee is uncertain about whether the intermediary is a special intermediary, they should consult the compliance department.

#### Contract with a special intermediary

All written contracts with a special intermediary must include anti-bribery provisions and receive approval from the compliance department. An example of these provisions can be found in Attachment 5. The original signed contract must be securely stored, and one copy must be submitted to the compliance department.

#### Due Diligence on Special Intermediaries

Employees must reasonably check background, assess reputations, and evaluate the business competencies of a special intermediary before engaging their services. Employees must not engage a special intermediary without prior approval from the compliance department.

Before engaging a special intermediary, a due diligence on special intermediary is required to:

- assess the risk of offence conducted by the special intermediary;
- decide if the special intermediary is to be engaged; and
- determine the applicable terms of the contract and establish measures for monitoring the special intermediary.

The appropriate scope and extent of the term "reasonably" in the assessment will depend on the specific circumstances. In general, the scope of reasonableness should align with the risk of offering inappropriate payments or gifts to influence relevant officials through special intermediaries during the provision of The Bank services. Additionally, during the assessment and collection of relevant documents, employees should seek guidance from the compliance department.

## 5.6 Acquisitions and Mergers

If the Bank intends to acquire or merge with any legal entity, the review scope should encompass an assessment of the target's compliance with anti-bribery regulations.

## 5.7 Book accuracy and public record and data

Employees must honestly and accurately report all business transactions and expenses (regardless of the amount), particularly those involving government or state enterprises. For any transactions involving public officials, employees must obtain approval from their department head and The Bank's compliance department before making payments (or receiving approval for payments) to or from a public official. Employees are accountable for the accuracy of the documents and reports they prepare. The accuracy of this information is crucial for the Bank to fulfil its legal and regulatory obligations.

The Bank must manage its books, records, and accounts to comply with applicable rules or standards and ensure they accurately reflect the nature of the recorded transactions. The Bank's financial statements must align with generally accepted accounting principles and The Bank's accounting policies. The Bank must not create undisclosed accounts or funds or fail to record information related to these accounts or funds. The Bank's account books and records must not contain false or misleading information. Furthermore, employees must not use any expenses or assets of The Bank without supporting documentation. Each employee must document the purpose of capital or asset use and prepare all necessary approval-related documents for the transaction.

The Bank will reimburse expenses only when supported by relevant invoices or receipts issued by a third party, except for necessary miscellaneous expenses. In general business, cash transactions should be avoided.

If the information recorded by the employee is inaccurate or misleading, or if the employee fails to disclose the information, the employee may be subject to civil or criminal penalties related to the offence committed.

## 5.8 General audit

The Bank will do self-audit, which may include, but are not limited to:

- regular internal audits to ensure the books and records are accurate and complete;
- review and verification of the terms and amount of commission payment to brokers or sales agents by The Bank;
- assurance that any commission proposed by The Bank is commensurate with the nature and scope of the work performed, when compared to commissions for similar services in the country;
- requirement for the broker to provide precise documentation of all reimbursable expenses and charges, including receipts, or invoices;

- investigation into significant money transfers or payments made to brokers;
- regular payroll system review;
- verification that the broker, distributor, sales agent, or other intermediary is fulfilling their obligations under the contract and confirm that no payment has been made to the officer; and
- monitoring of the contractual performance of brokers, distributors, sales agents, or other intermediaries to ensure that the original contract does not contain changes that could lead to illegal activity.

Furthermore, The Bank will regularly and independently audit to ensure that its account books and records comply with anti-bribery regulations and other applicable rules or regulations. Employees must fully cooperate with the independent auditors and ensure that they have access to review employee records at any time.

#### 5.9 Personal activities

Employees must exercise good judgement when interacting with counterparties, including manufacturers, customers of the Bank, or employees and agents of regulatory authorities. Although employees believe that the interactions are personal and unrelated to The Bank's business, the other party or a third party may perceive that they interactions are relevant to The Bank's affairs. Employees must avoid doing anything that could potentially create conflicts of interest between themselves and The Bank. Employees must not use their position or authority within The Bank for personal benefit, the benefit of their relatives, or the benefit of their friends if a conflict of interest arises between the employee and The Bank, whether it is a mere possibility or an actual conflict of interest. Employees must report these conflicts of interest to The Bank's compliance department using a "Conflict of Interest Report" with relevant details specified in Attachment 7. The following are common situations that may give rise to a conflict of interest.

- An employee assesses an individual who may become contractors of The Bank. The employee has close relationship or potential conflicts of interest with the individual.
- An employees responsible for hiring or promoting individuals is relatives or close friends with the individuals who are eligible for employment or promotion.
- A Director has a stake in the bidders that The Bank is evaluating.
- An employee is employed by or has an interest in any of The Bank's subsidiary that are under the supervision or control of the employee in their position as The Bank's employee.

If an employee has any questions regarding the appropriateness of engaging in any business interaction or contact, they should seek guidance from the compliance department.

#### 5.10 Procurement

The Bank and its employees must use best effort in engaging a third party (such as intermediaries, consultants, or counterparties) who will adhere to the anti-bribery policy and this policy. The Bank has implemented procurement regulations, ensuring that the selection of vendors, contractors, or consultants is based on the principle that The Bank must obtain the maximum benefit. This selection process is transparent, honest, unbiased, and verifiable. An employee must not accept any benefits from the individuals who participate in the selection process. If any information arises regarding dishonest demand for or receipt of payments of benefits, the details should be disclosed to the parties involved and the issue should be resolved fairly and promptly. The Bank will notify sellers, counterparties, or advisers involved in its purchasing/outsourcing activities about its Anti-Corruption Policy. This notification will include a clear statement of The Bank's commitment and intent to combat corruption in contracts or procurement/outsourcing agreements between The Bank and the counterparties. The statement will also certify that all parties must adhere to Thailand's anti-corruption laws and comply with The Bank's Anti-Corruption Policy. The notification will be provided in a format required by The Bank, ensuring its appropriateness.

### 6. Human resource management

The Bank has implemented a human resource management process that reflects its commitment to anti-corruption. This includes establishing an organisational structure that enhances transparency and efficiency, ensuring clear separation of responsibilities and a well-defined chain of command in each unit. The Bank also focuses on appropriate power balance, recruitment and selection of personnel, promotion, training, evaluation of employee performance, and remuneration. The Bank has also established appropriate procedures to discipline employees who fail to comply with the Anti-Corruption Policy. The Bank also encourages effective internal communication to ensure that its directors, executives, and employees are aware of, understand, and adhere to the Anti-Corruption Policy. Executives are encouraged to engage in effective communication and understanding with employees regarding business operations and to supervise operations within their responsibilities to ensure compliance with The Bank policies.

The Bank has a policy of not demoting, penalising, or imposing negative consequences on employees who refuse to engage in corruption, even if such actions result in The Bank losing business opportunities.

## 7. Communication and complaint channel

### 7.1 Communication

The Bank has published the Anti-Corruption Policy, which forms an integral part of the fundamental principles of the Business Code Conduct, to ensure that employees are informed of and adhere to it as a guiding framework in conjunction with the The Bank's employee regulations and policies.

The Bank communicates its Anti-Corruption Policy, which encompasses guidelines for various matters such as charitable donations, financial support, gift expenses, procurement, complaint channels, and risk assessment through multiple channels. These include messages from the Chief Executive Officer or Managing director to employees, orientation courses, yearly refresher training for directors, executives, and employees. The aim is to enhance the effectiveness of communicating the Anti-Corruption Policy. The Bank also communicates its Anti-Corruption Policy to business representatives and disseminates it to the public, relevant business counterparties, and other stakeholders through various channels such as electronic mail, its website, annual registration statement (Form 56-1 one report), and other publications.

### 7.2 Complaint channels

The Bank has established complaint or whistleblowing channels for stakeholders, including shareholders, customers, employees, and contractual parties, to ensure that all stakeholder groups are treated fairly in accordance with their rights and agreements with The Bank. The Bank has defined practices for receiving and addressing complaints.

Employees and stakeholders have multiple communication channels available to contact The Bank. These include electronic mail through designated channels and information disclosed on The Bank's website, as well as through the Complaint Centre, telephone, The Bank offices/branches, faxes, mailing services, and direct meetings with The Bank executives. Additionally, The Bank employees may directly contact the Chief Executive Officer, Managing Director and the executives of the compliance department to report clues or complaints regarding illegal acts, ethics violations, or behaviours that may imply corruption or misconduct by individuals within the organisation. Managers/supervisors who receive a report of any employee violations must inform the compliance department of the report. The Bank has mechanisms in place to safeguard whistleblowers and attaches importance to the confidential collection of complainant information. Complaint information and supporting documentation are treated as confidential and will only be disclosed to authorised and relevant individuals. Furthermore, complainants may file confidential and anonymous complaints. This is to instill confidence in them. The Bank will initiate the complaint handling process and adhere to its established procedures for investigating facts and determining disciplinary actions that The Bank stipulates. Employees can also report



clues, complaints, or suggestions through the The Bank Portal (Whistleblowing) and the Employee Care platform. The Bank has established a complaint channel on the Coffee Corner page.

## 8. Internal control and risk assessment

### 8.1 Internal control

The Bank implements internal controls that encompass financial, accounting, and data recording aspects, as well as other internal processes related to anti-corruption practices. The human resources management team at The Bank is responsible for coordinating with relevant units to develop work procedures aligned with this policy. Furthermore, The Bank's internal audit department evaluates performance of internal controls, while the compliance department team monitors adherence to The Bank's regulations.

### 8.2 Risk assessment

The Bank has an operational risk management unit responsible for coordinating with various departments to facilitate Risk Control Self-Assessment (RCSA). This assessment aims to identify risks that may lead to corruption and assign them to relevant departments within the organisation. These departments must report corruption-related issues to the operational risk management department. The department will then review the risk management practices and prepare a report for submission to the Risk Oversight Committee and the Board of Directors.

## 9. Penalties

All directors, executives, and employees must strictly adhere to this policy. Any violation or non-compliance with this Anti-Corruption Policy is considered a breach of discipline and is subject to disciplinary measures in accordance with relevant regulations, policies, rules, orders, notifications, and laws. The Bank may impose additional disciplinary penalties, in addition to civil and criminal penalties as prescribed by the enforcing authorities. The severity of disciplinary action will depend on the gravity of the policy violation. Disciplinary measures may include warnings, additional training on Anti-Corruption Policy compliance, or termination of employment.

## 10. Policy compliance

To ensure compliance with the policy, The Bank will establish guidelines, manuals, regulations, orders, announcements, and records in accordance with its requirements.

## 11. Policy review

To ensure policy compliance is appropriate and responsive to the current situation and environmental conditions, The Bank reviews its Anti-Corruption Policy every 3 years or when significant changes occur that have a material impact on the policy. The Bank may adjust or amend the Anti-Corruption Policy as necessary to align with the expectations of law enforcement agencies and to stay in line with the evolving work environment. The compliance department is responsible for continuously enhancing and adapting the Anti-Corruption Policy to meet the changing needs.

## 12. Certificate of compliance

Once each employee has read and comprehended the content of this policy, they must sign the annual certificate of compliance with the Anti-Corruption Policy (as detailed in Attachment 6). The Risk Oversight Committee will establish the duration for the annual document submission.

## Whistleblowing Policy

### 1. Introduction

Thai Credit Bank Public Company Limited ("The Bank") recognises the importance of preventing fraud and misconduct that may arise from its operations and interactions with stakeholders, potentially impacting its business decisions and operations. Consequently, The Bank has established this Whistleblowing Policy to provide clear guidelines on effective handling of complaints regarding fraud and misconduct. This policy encompasses the mechanisms for complaint reception and the subsequent procedures for whistleblowing related to illegal activities, violations of The Bank's rules and regulations, its Business Code of Conduct, or any behaviours implying corruption by its personnel. Additionally, measures are in place to protect and provide fairness to whistleblowers regarding fraud or non-compliance with the law, The Bank's rules, regulations, Business Code of Conduct, Anti-Corruption Policy, and Good Corporate Governance Policy.

### 2. Objectives

- 2.1 To establish a framework for receiving and handling complaints from complainants in accordance with relevant operational procedures.
- 2.2 To enable employees to promptly report any indications of misconduct or suspicious behaviour that may arise from violation of laws, regulations, The Bank's work regulations, and Business Code of Conduct, including the Anti-Corruption Policy and the Good Corporate Governance Policy.

- 2.3 To ensure that the operations concerning the receipt of complaints, whistleblowing related to fraud or non-compliance with laws, rules, regulations, and The Bank's Business Code of Conduct, including the Anti-Corruption Policy and the Good Corporate Governance Policy, are accurate, appropriate, transparent, and efficient, consistent with the principles of good corporate governance and aimed at preventing risks of potential harm to The Bank.
- 2.4 To emphasize the importance of the whistleblowing process by employees and to protect whistleblowers by maintaining the confidentiality of their information and complaint details, which must not be disclosed to third parties.
- 2.5 To prevent risks and potential harm to stakeholders resulting from violations of laws, rules, regulations, The Bank's work regulations, and The Bank's Business Code of Conduct, including corruption, misconduct, or improper behaviour by The Bank personnel.

### 3. Definitions

"Wrongdoing"	means	an act or omission to act by The Bank personnel that contravenes or fails to comply with laws, rules, The Bank's working regulations and Business Code of Conduct, including the Anti-Corruption Policy, and the Good Corporate Governance Policy.
"Whistleblowing"	means	providing reliable information to The Bank regarding suspected wrongdoing.
"Whistleblower"	means	The Bank personnel, stakeholders, or individuals who witness wrongdoing.
"Complaint reviewer"	means	Chief Human Resources Officer
"Fact Investigation Committee"	means	a committee comprising the Chief Human Resources Officer, the Human Resources Management Strategy Division, the Policy/Regulation Division, and the Human Resources Operations Division, responsible for labour law compliance and practices.
"Secretary to Fact Investigation Committee"	means	personnel in the Policy/Regulation Division and personnel in the Human Resources Operations Division who are responsible for labour law compliance and practices.
"Personnel"	means	The Bank's Directors, executives, and employees.

#### 4. Scope of complaints and whistleblowing

4.1 A complaint may be filed against the The Bank personnel or any individual acting on its behalf under this policy for wrongdoing. However, The Bank cannot accept complaints in the following circumstances:

- 4.1.1 The matters already resolved by the general meeting of shareholders, The Bank's Board of Directors, the Executive Committee, the Chief Executive Officer, or the Managing Director within their respective powers and jurisdiction.
- 4.1.2 The matters already resolved by the Audit Committee.
- 4.1.3 Matters that are subject to ongoing litigation, adjudicated by the court, or have already been resolved by a final order.
- 4.1.4 Complaints from individuals who are not The Bank personnel and do not disclose their true identity and address.
- 4.1.5 Complaints that lack identification of witnesses or sufficient clues, evidence, or clear acts of fraud or misconduct to proceed with further investigation.
- 4.1.6 Matters received or adjudicated by the The Bank's human resources department or other competent agencies, resulting in a fair and final decision, with no new material evidence of significance.

#### 5. Whistleblowing channels

If an individual becomes aware of incidents where The Bank personnels violate or fail to comply with laws, principles of corporate governance, Business Code of Conduct, policies, and work regulations, including acts that may imply corruption, they are encouraged to report the matters through this or other appropriate channels for complaints and whistleblowing.

5.1 By e-mail

Email : [Employeeecare@thaicreditbank.com](mailto:Employeeecare@thaicreditbank.com)

5.2 By mail or orally.

Complaints should be addressed to Chief Human Resources Officer

Thai Credit Bank Public Company Limited

121/78-79 RS Tower, 26th Floor Ratchadapisek Road, Din Daeng Sub-District, Din Daeng District, Bangkok 10400

## 6. Complaint handling procedures

6.1 The Fact Investigation Committee investigates and gathers, processes, and scrutinises facts, relevant parties, and reaffirms claims and evidence received with the highest executive of the respondent's affiliated unit, and handles complaints as follows.

6.1.1 If the complaint involves malpractice, the Fact Investigation Committee must forward it to the fraud management department for investigation and further proceedings.

6.1.2 If the complaint involves personnel discipline, the Fact Investigation Committee must forward it to the human resources department for disciplinary actions under The Bank's regulations.

6.1.3 If the complaint involves internal management issues, the Fact Investigation Committee must coordinate with the top executives of the affiliated departments to promptly develop an action plan to address the issue in the complaints within 5 business days. The action plan must then be submitted to the Fact Investigation Committee for further consideration.

6.1.4 If the complaint involves other matters than those listed under 6.1.1, 6.1.2, and 6.1.3, the Chief Human Resources Officer, who serves as the recipient of the complaint, must review the content and forward it to the relevant unit or the affected party.

If the evidence is sufficient to substantiate the complaint, the complaint reviewer may instruct the Fact Investigation Committee to propose suitable remedies or initiate disciplinary actions that it considers to be appropriate.

6.2 All whistleblowing information and related documents must be kept confidential. The Fact Investigation Committee must retain the information and documents for at least 3 years.

6.3 If the complaint does not fall within the required scope or is not sufficiently suspicious to warrant a corruption investigation and an inquiry is unnecessary, the Secretary to the Fact Investigation Committee must prepare a document to inform the complainant of the outcome and provide reasons for not investigating the complaint.

## 7. Progress report and summary of complaint consideration

7.1 During the complaint review, the Secretary to the Fact Investigation Committee must—

7.1.1 prepare a progress report and present it to the highest-ranking executive of the respondent's work group through the Chief Human Resources Officer.

7.1.2 prepare and provide the progress report to the complaint if the complainant discloses their name;

7.1.3 prepare and provide the progress report to the complaint reviewer and the Fact Investigation Committee for their information if the complainant does not disclose their name.

7.2 When the complaint investigation completes, the Secretary to the Fact Investigation Committee must—

7.2.1 prepare a report summarising the facts and outlining guidelines for corrective actions, as well as the outcomes of disciplinary measures to be presented to the Chief Executive Officer or Managing Director through the Chief Human Resources Officer;

7.2.2 prepare a report summarising the facts and outlining guidelines for corrective actions, as well as the outcomes of disciplinary measures, or complaint investigations to be presented to the highest-ranking executive of the respondent's work group through the Chief Human Resources Officer;

7.2.3 prepare a report summarising the facts and outlining guidelines for corrective actions, as well as the outcomes of disciplinary measures, or complaint investigations to be presented to the complainant if they disclose their name;

7.2.4 prepare a report summarising the facts and outlining guidelines for corrective actions, as well as the outcomes of disciplinary measures, or complaint investigations to be kept in the complaint handling archive if the complainant does not disclose their name.

## 8. Protection measures for complainants and those who cooperate in investigating the fact investigation

8.1 A complainant and an individual involved in the investigation may withhold their identities if they believe that disclosure may jeopardise their safety or cause any form of harm. However, they must provide sufficient details of the facts or evidence that clearly indicate a reasonable basis to suspect fraudulent or unlawful activities, violation of articles of association, practices, or the Business Code of Conduct. Disclosure of identity enables the organisation to effectively report progress, provide a clear account of the facts, or expedite the process of mitigating damages.

8.2 will not demote, punish, or take any adverse action against the complainant or any personnel who refuse to engage in corruption.

8.3 The Bank will not disclose information that can identify the complainant or the complaint, as well as individuals who have cooperated in the investigation.

- 8.4 The complaint recipient must treat the relevant information as confidential and disclose it only to the extent necessary, considering the safety and well-being of the whistleblower or complainant, as well as individuals who cooperate in the fact investigation, the sources of information, or any related persons.
- 8.5 If the complainant and the person cooperating in the investigation believe that they may be unsafe or may suffer damages, they may request The Bank to establish suitable protection measures. Alternatively, The Bank may impose protection measures without a request if it considers that the matter will likely cause harm, damage, or insecurity.
- 8.6 The Bank will provide appropriate and fair procedures to mitigate the damages suffered by affected individuals.
- 8.7 If the complainant and individuals cooperating in the investigation report their concerns or raise questions in good faith, The Bank will not use it as a basis to take any adverse employment actions against them. This includes job transfer, demotion, suspension, or the reduction of benefits they are entitled to receive.
- 8.8 An individual must not retaliate against the complainant and anyone cooperating in the investigation.

Retaliation against the complainant and individual cooperating in the investigation who report concerns or suspicions in good faith is a violation of ethical standards and may result in disciplinary action in accordance with The Bank's articles of association.

## 9. Penalties

- 9.1 If the respondent has indeed committed a wrongdoing, they will be subject to disciplinary action as stipulated in the The Bank's regulations. Furthermore, if the wrongdoing violates the law, they may also face legal penalties, whether civil or criminal, or under applicable laws.
- 9.2 The Bank's personnel who treat others unfairly using inappropriate methods or causing harm, motivated by complaints, information, or allegations of wrongdoing, commit disciplinary offences that warrant punishment. The action may also result in legal consequences as prescribed by applicable laws if it violates the law.

## 10. Communication

- 10.1 The Bank will communicate with and disseminate to its personnel this policy, as well as information about whistleblowing channels and avenues for complaints using various means such as orientation sessions for directors and new employees, training or seminars, internal communications within the workplace, and electronic systems. These efforts aim to ensure that its personnel genuinely understand and faithfully adhere to this policy.

10.2 The Bank will communicate with and disseminate to the general public, its subsidiary, as well as stakeholders this policy and information on channels for whistleblowing or complaints using various means such as its website, annual registration statement, and sustainable development report.

#### 11. Policy review and revision

To ensure that the policy is properly implemented in line with the prevailing circumstances and the banking transaction environment, The Bank mandates a periodic review of the Whistleblowing Policy, at least once a year or whenever significant changes impact this policy. The Bank may occasionally adjust or modify the policy, aiming to enforce it appropriately and effectively as The Bank may consider appropriate. This policy replaces and repeals the whistleblowing procedures

### Inside Information Exploitation Prevention Policy

#### 1. Principles and Rationale

Thai Credit Retail Bank Public Company Limited ("the Bank") is committed to conducting its business in compliance with the law and adhering to principles of good corporate governance, particularly with respect to the management of the Bank's internal information. This is especially important in the Bank's operations, where directors, executives, or employees may have access to internal information that could affect the price of securities or influence investment decisions regarding the Bank's securities, and such information cannot be publicly disclosed. Therefore, the use of internal information must be managed appropriately to prevent its improper disclosure or misuse. Misuse of such information not only constitutes a legal violation but can also damage the reputation of the Bank. As such, the Bank has established this policy to prevent the improper use of internal information.



## 2. Objectives

This is to establish a clear understanding, facilitate communication, and provide a set of guidelines for the Bank's personnel regarding the prevention of insider trading.

## 3. Definitions

Material Information means:

(1) Information that has not been disclosed to the public and is of significant importance in influencing the price or value of securities.

(2) Information that is prohibited from being disclosed to the public.

(3) Information that is prepared for public disclosure but has not yet been officially released.

(4) Any information that could affect the operations of the Bank and its subsidiaries in a manner that may cause harm or disadvantage to the Bank and its subsidiaries, including but not limited to financial performance, commercial data, or other information related to the Bank and its subsidiaries that has not been publicly disclosed.

Inside Information means

information that has not been publicly disclosed and is of significant importance in influencing the price or value of securities.

Office means

the Securities and Exchange Commission (SEC) Office.

Stock Exchange means

the Stock Exchange of Thailand.

Form 59

the report form required under Section 59 of the Securities and Exchange Act B.E. 2535 (1992) for reporting changes in the holdings of securities and futures contracts.

Executive means

the manager or the first four top-ranking executives after the manager level as well as all other 4th ranking equivalent, and accounting or finance executives of department head level and up.

#### 4. Scope

This policy applies to the Board of Directors, executives, auditors, and employees at all levels of the Bank and its subsidiaries, as well as any other individuals who have access to inside information of the Bank and its subsidiaries, in accordance with the announcement from the Office.

#### 5. Guidelines

##### 5.1 Inside information retention

All personnel at the Bank are required to strictly adhere to the Bank's code of conduct and ethics. They must also be fully aware of the procedures for safeguarding confidential information to protect it from unauthorized disclosure and to prevent the misuse of inside information. The Bank has implemented a classification system for the confidentiality of information, designating significant inside information, as outlined in this policy, as confidential. This information must not be disclosed to external parties. Inside information may be classified into several levels of confidentiality, such as publicly available information, internal-use-only information, confidential information, and highly confidential information. The use of inside information must be limited to the duties and responsibilities assigned to each individual. Any disclosure of information to external parties or the public must receive approval from the Chief Executive Officer (CEO). The CEO may personally respond in cases of significant importance or may delegate the responsibility to an appropriate individual in charge of public disclosures. The Bank will designate personnel responsible for disseminating information to the public, including investor relations and communication with relevant investment agencies, and will coordinate with internal departments that own the information. Bank personnel must not provide comments or respond to inquiries from external parties unless explicitly assigned to do so. If they are not assigned, they should politely decline to make any statements. Unauthorized disclosure of material, non-public information is strictly prohibited.

##### 5.2 Use of Inside Information

The Bank recognizes its responsibility to its shareholders and stakeholders to operate in accordance with principles of good corporate governance. To enhance confidence among shareholders, investors, and all involved parties, the Bank has established measures to ensure fairness and equity in the use of inside information. These measures are intended to protect the interests of shareholders, investors, and stakeholders. The Bank prohibits all personnel, as previously mentioned, and their family members who have access to inside information from using such information to buy or sell securities or enter into futures contracts related to securities, whether for their own benefit or that of third parties, except as explicitly permitted by the Securities and Exchange Commission (SEC). The Bank also prohibits the direct or indirect disclosure of inside information to others if there is knowledge, or should be reasonable knowledge, that the recipient may use the information to trade securities or enter into related futures contracts, unless

the disclosure does not result in an unfair advantage or is conducted in accordance with SEC regulations. Any improper use of inside information for securities trading, whether for speculation or to gain an advantage for a particular group, will be deemed illegal and a violation of both legal and internal disciplinary standards.

### 5.3 Prohibition on Securities Trading

Directors and executives, including those in positions equivalent to vice president or above in the financial and accounting departments, as well as employees in departments associated with inside information, and their spouses, cohabiting partners, and minor children who have access to material inside information that may affect the price or value of securities, are prohibited from trading the Bank's securities for a period of 30 days prior to the release of the quarterly or annual financial statements, or any disclosure regarding the financial status and position of the Bank, and until 24 hours after the Bank has made such information publicly available (Blackout Period). The Bank will notify its Board of Directors, executives, and personnel holding positions equivalent to Director or above in the financial and accounting departments, as well as its auditors, in writing, at least 30 days prior to public disclosure of such information, instructing them to refrain from trading the Bank's securities. Directors, executives, and employees in the financial and accounting departments at the managerial level or equivalent, who are privy to material inside information, must not trade the Bank's securities until 24 hours after such information has been disclosed publicly. Additionally, they are prohibited from disclosing such material information to any third parties.

### 5.4 Reporting of Securities Trading (Form 59)

Directors, executives, including those holding accounting or financial positions at the level of manager or equivalent, as well as the Bank's auditors, including those responsible for bankruptcy planning and management under the Bankruptcy Act, are required to prepare, disclose, and submit reports regarding the acquisition and changes in the holdings of securities and futures contracts, including those of their spouses, cohabiting partners, minor children, and any legal entity in which the director, spouse, cohabiting partner, or minor child collectively holds more than 30% of the total voting rights of the entity. These reports must comply with the provisions of the Securities and Exchange Act, regulations from the Securities and

Exchange Commission (SEC), and related capital market regulations. The reporting deadlines are as follows:

- (1) Initial Reporting (In cases where securities or futures contracts are held before assuming the position that requires reporting): The individual must not report until a transaction involving the purchase, sale, transfer, or acquisition of the securities or futures contracts occurs. Once such a transaction takes place, the report must be prepared and disclosed via the SEC's electronic system. The reporting methods and deadlines are as follows:
  - Report after each transaction: A report must be submitted within 3 business days from the transaction date.

- Report based on aggregate value or time period: A report is required when one of the following conditions is met, whichever occurs first, and must be submitted within 3 business days of meeting the condition:
  - The total value of transactions reaches or exceeds 3 million Baht.
  - Six months have passed since the first transaction.

## (2) Reporting Changes in Holdings

In cases where there is a purchase, sale, transfer, or acquisition of securities, a report on the change in securities and futures holdings must be prepared and disclosed via the SEC's electronic system. The reporting methods and deadlines are as follows:

- Report after each transaction:\*\* A report must be submitted within 3 business days of the transaction.
- Report based on aggregate value or time period:\*\* A report must be submitted if any of the following conditions are met, whichever occurs first, within 3 business days:
  - The total value of transactions reaches or exceeds 3 million Baht.
  - Six months have passed since the first transaction.

The corporate secretary shall also prepare reports on securities trading as outlined in sections 5.4.1 and 5.4.2 and present them to the Bank's Board of Directors for review on a quarterly basis (if applicable).

## (3) Exceptions

A report on the change in securities holdings is not required under the following circumstances, as specified in the SEC's announcement:

- 1) Offering shares to existing shareholders in proportion to their holdings (Right Offering).
- 2) Exercising rights under convertible securities.
- 3) Exercising rights under warrants for purchasing shares or convertible bonds issued to directors or employees of the group (Employee Stock Option Plan "ESOP") or participation in employee joint investment programs (EJIP) that comply with SEC regulations.
- 4) Acquisition of securities through inheritance.
- 5) Transfer or receipt of securities as collateral for futures contracts.

- 6) Acquisition of securities from dividend stock distributions.
- 7) Changes in securities holdings due to securities lending or borrowing transactions with a licensed securities business operator in the securities lending and borrowing business or a securities depository, in accordance with the SEC's prescribed guidelines.

#### 6. Penalties for use of inside information

An individual who misuses inside information for personal gain will face disciplinary action, starting with a written warning, salary deductions, unpaid suspensions, or even termination of employment. The nature and severity of the violation will determine the specific consequences. Additionally, the individual may be subject to legal penalties under applicable securities and exchange laws, as determined by the relevant authorities.

#### 7. Policy review and revision

To ensure that the policy is properly implemented in line with the prevailing circumstances and the banking transaction environment, The Bank mandates a periodic review of the Inside Information Exploitation Prevention Policy, at least once a year or whenever significant changes impact this policy. The Bank may occasionally adjust or modify the policy, aiming to enforce it appropriately and effectively as The Bank may consider appropriate.

### Environment, Social & Employee, and Governance Policy for Sustainable Banking

#### 1. Objectives

Thai Credit Bank Public Company Limited ("The Bank") is determined to operate a sustainable banking business with responsibility, and to foster sustainability in three dimensions: the environment, social and employee, and governance (ESG), which are conveyed through The Bank's operations, and all of its employees. With a focus on long-term sustainable business and social growth, The Bank operates its business with responsibility for the environment, social, and employee, under the principles of good corporate governance for a sustainable banking business.

The Bank collaborates with the Thai Bankers' Association and 15 commercial banks. On 13 August 2019, they signed a memorandum of understanding to jointly set out guidelines for sustainable banking business operations through responsible lending that The Bank holds and implements in accordance with what they have signed by taking ESG factors into consideration for determining responsible lending policy and strategy. The Bank also has processes to manage risks and impacts from its lending. These are four key components of The Bank's responsible lending principles to establish the belief that its responsible lending strategy is effectively implemented.

1. The Bank is committed to responsible lending, employing the concept of "Tone from the Top" through the support from the senior executives, to ensure that loans are granted responsibly to both internal and external stakeholders.
2. The Bank focuses on stakeholder engagement in improving its operations in line with the ESG principles, and works to assess both the direct and indirect impacts from its lending
3. The Bank has set internal implementation mechanisms, covering the establishment of policies, procedures for granting loans and risk management, including encouraging personnel with the potential and ability to implement those mechanisms throughout the organisation
4. The Bank discloses information transparently, including its operational information, in line with the principles of lending based on social responsibility, to reflect its commitments, and The Bank intends to establish additional mechanisms to inspect its operations.

The Bank, through its Executive Committee, executives, and employees at all levels, is committed to operating as a sustainable banking business with responsibility, under the principles of good corporate governance, to help its customers, business stakeholders, and the country develop sustainably.

## 2. Definitions

- |      |                           |       |   |
|------|---------------------------|-------|---|
| 2.1. | <b>"Director"</b>         | means | a member of the The Bank's Board of Directors.  |
| 2.2. | <b>"Senior executive"</b> | means | the chief executive officer, managing director, deputy managing director, assistant managing director, or any of The Bank's advisors acting like the managing director, deputy managing director, or assistant managing director, but under the "advisor" title; or any person in an equivalent position whose title may be called otherwise. |

## 3. Policy scope

The Bank is of the opinion that an ESG policy should be established to support its sustainable banking business. The drive for sustainability will focus on the following three dimensions.

- 1.1 Environment
- 1.2 Social and Employee

## 1.3 Governance

## 4. Roles, duties, and responsibilities

Drive for sustainability in three dimensions

## 1. Environment

The Bank, through its Executive Committee, executives, and employees at all levels, is determined to drive long-term sustainable growth of the business and society. It intends to operate a business that is environmentally responsible in various ways. For example, it creates awareness of environmental preservation and the efficient use of resources among employees, and has joined forces with societies, communities, and its customers in performing activities that help create awareness of environmental preservation. Furthermore, it has implemented a risk policy, a lending policy and a loan approval process for businesses that are environmentally aware, so as to mitigate environmental risks that may arise from granting loans, and to prevent impacts on its reputation. In addition, it seeks to lend responsibly to finance eco-friendly projects that cause no adverse impact on communities, so as to expand its business opportunities to new customer groups and products.

The Bank's environmental management includes:

- a) Responsible lending, with an aim to not destroy resources, as The Bank puts in place a list of prohibited or undesirable types of business.
- b) Efficient use of resources, and the reduction of carbon footprint, (as described in the action plan on the efficient use of resources and reduction of carbon footprint) by the human resource management.
- c) Raising awareness of environmental preservation among employees, customers, business partners, and relevant stakeholders.
- d) Collaboration with organisations or external parties in the organisation of activities to promote and preserve the environment.
- e) Business operations in compliance with legal requirements, rules, and regulations related to the environment and climate that are applicable to The Bank's business operations, and in line with global issues, while taking into consideration local issues, in alignment with The Bank's guidelines on sustainability and The Bank's other policies.

- f) In the Credit Risk Policy, indicating the types of business to which any access to a loan is prohibited, including businesses that cause adverse effects on the environment or health, or businesses in which transactions are prohibited under any international agreement.

## 2. Social and Employee

### Social

The Bank is committed to promoting knowledge and understanding of financial management used in the business operations and everyday life activities among its customers and the general public, and to allowing all groups of people to access a secure, and equitable financial system through its implementation of responsible lending.

The Bank is committed to encouraging all employees to be aware of their role to promote and maintain The Bank's reputation and honour, by maintaining the highest professional standards and behaving according to the scope of morality and ethics, including fair and customer protection, and the sufficient disclosure of information by applying market conduct to govern The Bank's business operations. Top executives of relevant units and functions will communicate with their teams to ensure that they acknowledge and are aware of The Bank's seriousness to providing fair services and reflect its commitment to providing fair services, including delegating unit managers to supervise and control the performance of all relevant employees in relation to the market conduct, to ensure that their performance meets the scope of work established by The Bank.

The Bank's social management includes:

- a) Business operations with responsibility for customers and society will operate under the principle of responsible lending, whereby financial services will be provided by taking into consideration any effects on the consumer. Products will be introduced based on each customer's capacity to repay debt to reduce the occurrence of debt non-repayment. The Bank also has a list of prohibited or undesirable types of business to which it will not provide financial services.
- b) Appropriate categorisation of groups of customers based on types of The Bank's products, and consideration of loan applications based on the consideration criteria and principles established by The Bank, and The Bank's lending policy. The Bank will also take part in lending to support activities with the aim of providing social benefits, such as educational activities and healthcare promotional activities.
- c) Financial literacy to encourage financial discipline, and ensure that customers receive proper information to choose financial products that meet their needs and suit their capacity by promoting financial and economic literacy.
- d) Taking part in corporate social responsibility activities in several aspects of The Bank's business operations.
- e) Business operations under the market conduct rules, including proper responses to customers' complaints.



### Employee care, promotion, and development

The Bank places importance on its employees at all levels, as they are valuable resources, and a key component that drives its operations to achieve its goals. The Bank aims to manage, develop, and keep its employees in order to mutually produce and create outcomes and sustainable prosperity for The Bank under the labour protection law and universal practices by treating them with respect, honour, rights, and equality for all employees. This can be achieved through the implementation of The Bank's employment policy, compensation management, and appropriate and fair benefit packages. The Bank is determined to enhance the quality of life, work ethic, and good ethics of employees, and to create a good workplace environment, with occupational health and safety in line with recognised international standards. The Bank places importance on its personnel's career growth and continuous improvement, through inclusive training and communication, to prepare them for the growth of The Bank and their own career progression, based on their skills and competencies.

The Bank's management of employee care, promotion, and development includes:

- a) Fair employment and fair compensation management, and human resources management, as required under the labour protection law and The Bank's work regulations.
- b) Commitment to human rights and social responsibility in terms of labour, as described in The Bank's policies and practices regarding human rights and social responsibility, including the prohibition of forced labour, child labour, and sexual harassment and violence; the promotion of gender equality and female labour; and fair treatments towards, and equal opportunities for, all employees, regardless of their gender, age, religion, residence, and ethnic origin.
- c) The Occupational Safety, Health, and Environment policy in place to take care of The Bank's employees in accordance with laws on occupational safety, health, and environment.
- d) Promotion of employment of fragile groups of labourers, such as disabled people, in collaboration with other organisations.
- e) Care for employees throughout their employment with The Bank.
- f) Training sessions for, and development of, employees.
- g) Grant of opportunities for growth and career development.

- h) Communication of useful information and news to employees.
- i) Promotion of employees' morality and ethics.
- j) Requirement that any dealers, contractors, and sub-contractors working with The Bank comply with the Labour Protection Act and the Occupational Safety, Health, and Environment Act, when they interact or communicate with any service officers or employees of The Bank.

### 3. Governance

The Bank is determined to operate its business under the good corporate governance policy, ethics, code of conduct, prescribed and enforced by The Bank, covering the roles and duties of the board of directors, senior executives, and employees at all levels, under which are mechanisms to promote work operations and internal controls with efficiency and the ability to deal with risks promptly. The promotion of behaviour and corporate culture taking into account risk, fairness, and transparency will enable The Bank to manage risks and recognise stakeholders thoroughly, creating long-term value for the organisation suitably, and drive sustainable socioeconomic growth. The Bank also applies international standard operation procedures in accordance with frameworks such as those under the standard of Thailand Quality Award for the further development of The Bank.

The Bank has established a good corporate governance policy and principles of good corporate governance, with a focus on the following subjects.

- a) Promotion of roles and responsibilities of The Bank's directors and senior executives.
- b) Mechanisms established to support the effective and independent performance by The Bank's directors and senior executives, including the promotion of organisational culture, recognising risk, fairness and transparency, including the aspect of risk governance framework and the corporate governance policy which builds and inculcates the organisational culture, taking into account risks (risk culture).
- c) Ensuring that the risk management unit maintains risks within The Bank's risk appetite and risk limit.
- d) Mechanisms established to ensure that risks are maintained within The Bank's risk appetite and risk limit; and effective checks and balances, and effective three lines of defense.

- e) Whistleblowing policy and procedures established and communicated to all employees for their knowledge of policies, procedures, and whistleblowing channels. The Bank also has a remuneration policy that reflects its risk culture. The Bank also requires that its corporate governance information be disclosed in order to raise the role of the market mechanism in supervision and governance.

In addition, The Bank has established an appropriate check and balance mechanism, which includes:

- a) A review process for correctness in each procedure and in all essential work processes to reduce incorrectness and operational risks, as each step taken, including processes, must not be under the supervision of only one person. A clear segregation of duties is in place, particularly the segregation of duties between front office and back office.
- b) Effective three lines of defense, under which an organisational structure, including units in charge of control, governance, and examination that work independently and effectively, is established. The roles and responsibilities of each unit has been set out clearly, including units or persons causing risks and manage the risk in the first stage (Business unit or First Line of Defense), internal management unit (Second Line of Defense) such as risk management unit, compliance unit, credit review unit; and internal audit unit or Third Line of Defense to encourage appropriate checks and balances.
- c) Regular review of the suitability of the check and balance mechanism, the segregation of duties, and the roles and responsibility of each unit or person.
- d) Procedures for reporting The Bank's operations and supervision over its activities for benefits of work management and monitoring of its operations efficiently. These reports will be provided to supervisors of The Bank's business operations, including the determination of a suitable form of storage in order for such reports to be available for use as legal evidence and whenever needed.
- e) Disclosure of corporate governance information to ensure that The Bank's stakeholders are provided with essential information to support their decision making on investment in, or entering into transactions sufficiently and appropriately. This will ensure the transparency and fairness of The Bank's operations.

The Bank's corporate governance management includes:

- Business policy established, announced, and implementation in line with this policy under The Bank's principles of good corporate governance.
- The establishment and operation under The Bank's work morality and code of conduct.

#### Operations under the ESG policy

The Bank's ESG operations include:

1. Informational training and communication about The Bank's ESG policy and various relevant knowledge to all The Bank employees on a regular basis.
2. Ensuring that any units associated with the work areas provided in the ESG policy are the collector of relevant information, which will then be handed to the human resources executive for collection. This information will be used to produce an ESG report, which will be presented, with participation from relevant units or functions to the Corporate Governance and Sustainability Development Committee and board of directors of The Bank.
3. Reporting any information about the ESG policy to The Bank's board of directors at least once a year in the following subjects.
  - 3.1 Performance of operations where The Bank's resources are used, and any operations by The Bank that fail to comply with the environmental law (if any).
  - 3.2 The Bank's participation in building social responsibility in several areas.
  - 3.3 Any operations that fail to comply with the market conduct (if any), including the overview of customers' complaints.
  - 3.4 Any operations that fail to comply with the Labour Protection Act and the Occupational Safety, Health, and Environment Act, and any accident caused by work (if any).
  - 3.5 Reports any of employees' complaints through complaints receiving system and whistleblowing process within the organisation (Whistleblowing Policy) (if any), including reporting complaints regarding discrimination and abuse (if any).
  - 3.6 Other relevant matters.

5. Policy review and revision

The Bank reviews its Environment, Social & Employee, and Governance Policy for Sustainable Banking at least once a year, including when there are any changes relating to practice, rules, regulations and business operations. The change management unit is responsible for proposing revised policies to the Corporate Governance and Sustainability Development Committee for approval, and subsequently presenting them to The Bank's Board of Directors for further approval.

Board of Directors Charter

1. Objectives

Thai Credit Bank Public Company ("**The Bank**") understands the importance of the principles of good corporate governance; efficient internal control systems by taking into account risks, fairness, and transparency; and constant effective mechanisms to control, supervise, inspect, and monitor The Bank's operations, pursuant to relevant legal provisions and applicable regulations of the Bank of Thailand ("**BOT**"), the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand ("**SET**"). Therefore, The Bank has prepared this Board of Directors Charter to ensure that The Bank's Board of Directors will be able to perform their duties in compliance with The Bank's key strategies and policies; that The Bank's Directors have knowledge and ability to supervise and manage The Bank businesses, and have essential qualifications, with no prohibited characteristics, as provided in relevant law and relevant BOT regulations; and that The Bank's Board of Directors have complete and sufficient components in order to constitute a key mechanism to drive The Bank businesses for stable and sustainable growth, to achieve its financial goals, to have transparency, and to build confidence among its stakeholders.

2. Composition

- 2.1 The Bank's Board of Directors consists of independent directors, non-executive Directors, and executive Directors. The number of Directors is determined by a shareholders' meeting but must not be fewer than five Directors and no more than 11 Directors and at least one-third of whom, but no fewer than three Directors, must be independent directors.
- At least half of the total number of Directors must reside in the Kingdom of Thailand, and at least three-quarters of the total number of Directors must be Thai nationals, unless exempted under relevant BOT rules and regulations.
- 2.2 The Board of Directors consists of individuals who have experience, skills, knowledge, overall skills, or a variety of abilities that are suitable for the size, complexity, and nature of the business and risks, including The Bank's long-term strategies and operations. At least one independent director must have sufficient knowledge and experience to review the credibility of financial statements and at least one Director must have knowledge or experience in information technology.

- 2.3 The Bank's Board of Directors will elect an independent director or non-executive Director, unless with approval to do otherwise from the BOT on a case-by-case basis, as the Chairman of the Board of Directors, and may elect another Director as the Vice Chairman of the Board of Directors, who will have duties and responsibilities as designated by the Chairman of the Board of Directors.

If the Chairman of the Board of Directors is not an independent director, the Board of Directors must appoint an independent director to work with the Chairman of the Board of Directors in the consideration and determination of agenda items for Board of Directors meetings, and fulfill any other conditions provided by the BOT.

The Chief Executive Officer cannot be elected as the Chairman of the Board of Directors. The authority, duties, and responsibilities of the Chairman of the Board of Director and the Chief Executive Officer must be clearly separated.

- 2.4 The Bank's Board of Directors will appoint the corporate secretary, and establish the scope of his or her authority, duties, and responsibilities, pursuant to the securities and exchange law. The corporate secretary will be in charge of various areas of operations on behalf of The Bank or The Bank's Board of Directors, and will assist with the work of The Bank's Board of Directors, to ensure that The Bank's business operations comply with laws, regulations, and corporate governance practices. The duties and responsibilities of the corporate secretary include, for example, preparing and maintaining a register of Directors, letters of invitation to Board of Directors meetings, minutes of Board of Directors meetings, letters of invitation to shareholders' meetings, minutes of shareholders' meetings; keeping reports on The Bank's interests; and performing other tasks as designated by The Bank's Board of Directors.

### 3. Qualifications

- 3.1 Directors must have appropriate knowledge, ability, and experience that will be beneficial for business operations, and must have leadership and broad vision. They must understand the characteristics of The Bank's business operations, and must be able to see the big picture of the business and perform their duties and responsibilities, and offer their opinions, independently. Directors must engage in business operations with morality, integrity, and honesty, and dedicate sufficient time for their performance of duties and responsibilities.
- 3.2 Independent directors must have all qualifications required and must not have any prohibited characteristic under the Public Limited Companies Act, B. E. 2535 (1992), as amended (the "**Public Limited Companies Act**"); the Securities and Exchange Act, B.E. 2535 (1992), as amended (the "**Securities and Exchange Act**"); the Financial Institution Business Act, B.E. 2551 (2008), as amended (the "**Financial Institution Business Act**"); the Payment System Act, B.E. 2560 (2017); and other applicable laws and regulations, including the BOT Notification re: Principles for Considering and Approving the Appointment of Directors, Managers, Persons with Managerial Power, or Advisors, of Financial Institutions. Independent

directors must have no characteristic that indicates a lack of suitability to be entrusted with the management of The Bank's businesses, as provided by the notifications of the Securities and Exchange Commission. Independent directors must be approved by the BOT, and included in the list of directors and executives of companies that issue securities, in accordance with the Notification of the Capital Market Supervisory Board on Principles for Displaying Individual Names in the List of Directors and Executives of Companies that Issue Securities.

- 3.3 Directors must not engage in a business or a partnership, or be a director in another entity in Thailand, that carries out the same businesses as, and that constitutes competition against, the businesses of The Bank or its subsidiary, whether for their own benefit or the benefit of any third party, unless they have informed a shareholders' meeting before their appointment. Any Director that has a direct or indirect interest in an agreement made by The Bank, or increases or decreases his or her shareholding or holding of debentures in The Bank or its subsidiary, must notify The Bank without delay.
- 3.4 Independent directors must have all qualifications required and must not have any prohibited characteristic under the Notification of the Capital Market Supervisory Board on the Application for Approval and Granting of Approval for Offering of Newly Issued Shares. In addition, independent directors must not be, nor have been, a non-independent director, manager, person with managerial power, advisor, employee of The Bank, or an entity in The Bank's financial businesses, unless they left this position or status for at least two years before the date of their application for BOT's approval; and they must not own a business relevant to The Bank's business, take part in The Bank's management, or have any relevant interest that may influence their independent decision making.
- 3.5 A Director may be a chairperson and/or an executive director in other companies, but no more than three business groups in total (his or her position in The Bank is not counted). For this purpose, an individual company (one that does not constitute a business group) is counted as one business group, and a company acquired by The Bank through debt restructuring is included in the The Bank financial business group, unless otherwise instructed by the BOT.
- 3.6 A Director may be a director of up to five companies that are listed on the domestic or foreign stock exchange, with The Bank counted as one listed company. For this purpose, a listed company acquired through debt restructuring is excluded, unless otherwise instructed by the BOT.

#### 4. Term of office

- 4.1 At an annual general meeting, one-third of the total number of The Bank Directors (if their number is not a multiple of three, then the number nearest to one-third) must retire. Directors who have been in the office longest since their last appointment must retire first. If the number of Directors who have been in the office for the same length of time is greater than the

number of Directors who must retire at the relevant annual general meeting, the retirement will be decided by drawing lots. Notwithstanding the foregoing, Directors may be re-elected.

- 4.2 The election of Directors must comply with The Bank's Articles of Association, and relevant law. The recruitment of Directors must be clear and transparent, taking into consideration the candidates' educational and professional history, qualifications, and the absence of characteristics prohibited under applicable law or notifications of competent regulatory agencies. The Bank's Board of Directors or shareholders, as the case may be, must be equipped with sufficient information for their decision making.
- 4.3 In addition to retirement by rotation, The Bank's Directors may vacate office in any of the following events:
  - 4.3.1. death;
  - 4.3.2. resignation;
  - 4.3.3. lack of a required qualification, or having a characteristic prohibited under applicable law or notifications of competent regulatory agencies;
  - 4.3.4. removal, with at least three-quarters of votes from shareholders present at the relevant shareholders' meeting and having the right to vote, representing at least half of the shares held by shareholders who are present and have the right to vote, voting for removal;
  - 4.3.5. removal under a court order.
- 4.4 If a Director position becomes vacant for a reason other than retirement by rotation, The Bank's Board of Directors must elect a person who has the qualifications required, and has no prohibited characteristic, with at least three-quarters of votes from the remaining Directors, to be the replacement at the next Board of Directors meeting, unless the Director who vacates the office has fewer than two months in his or her remaining term. The newly elected Director will remain in office only for the remaining term of the Director he or she replaces.
- 4.5 If the entire Board of Directors vacates office, they must remain in the position to engage in The Bank's operations only as necessary, until the new Board of Directors takes over.
- 4.6 An independent director may remain in the office for up to nine consecutive years from the date of his or her first appointment as an independent director. For this purpose, his or her term of service as an independent director in another company within The Bank's financial business group will also be counted. For the independent director to be re-appointed, The Bank's Board of Directors should take into reasonable consideration the necessity for the re-appointment, and the independent director must have no position as a director,



manager, person with managerial power, advisor, or employee of The Bank or a company within The Bank's financial business group for at least two years before the date of application submission to the BOT.

Notwithstanding the foregoing, an independent director who vacates the office after a span of fewer than nine years may return to the position as an independent director, although he or she has vacated his or her office as an independent director of The Bank or a company within The Bank's financial business group for fewer than two years, provided that during that period, he or she is neither a director, manager, person with managerial power, advisor, nor employee of The Bank and a company within The Bank's financial business group. On each occasion an independent director takes the position, the term of his or her service will be counted on a continuous basis.

## 5. Authority, duties, and responsibilities

### Overall supervision

- 5.1 Setting out The Bank's operational policies and closely monitoring The Bank's position and the results of its operations by overseeing relevant staff to regularly present important information regarding The Bank's position and operations in all aspects to the Board of Directors' meetings.
- 5.2 Determining The Bank's overall strategic direction and goals and considering approval of The Bank's vision, missions, and key policies and strategies by ensuring that The Bank takes sustainable business operations into account.
- 5.3 Ensuring efficient and effective business management which is in line with applicable laws and The Bank's policies, objectives, articles of association, resolutions of Board of Directors' meetings, resolutions of shareholders' meetings, and the delegation of authority, and monitoring the operations of Directors, senior Executives, and management to ensure compliance with laws and The Bank's goals, key policies, and strategies.
- 5.4 Ensuring that those with management authority, senior Executives, and management have the ability to manage The Bank's business and possess suitable qualifications, and preparing a succession plan for senior Executives.
- 5.5 Considering, appointing and approving the charters of sub-committees, including the Audit Committee, Executive Committee, Risk Oversight Committee, and Nomination and Remuneration Committee, as well as any other sub-committees, approving changes in the composition of these sub-committees, including any changes that have a significant impact on the operations of existing sub-committees, and considering, appointing and removing members of sub-committees.

- 5.6 Determining the scope of delegation or the delegation of authority for Directors, sub-committees, and officers at different levels, including with respect to internal control, loan approval processes, risk analyses, the creation of obligations, asset trading, and ensuring that transactions are conducted on an appropriate and careful basis to prevent damage to The Bank, its stakeholders, and the public, and considering the approval of expenses for The Bank's business operations.
- 5.7 Considering and approving The Bank's business plans, financial reports, and dividend payments.
- 5.8 Scope, Powers, Duties, and Responsibilities of the Chairman of the Board
  - 5.8.1. Convene meetings of the Bank's Board of Directors and ensure the timely delivery of meeting notices and related documents, ensuring that the Board receives sufficient and timely information.
  - 5.8.2. Serve as the Chairman during the meetings of the Board of Directors.
  - 5.8.3. Serve as the Chairman of the Shareholders' Meeting, ensuring that the meeting is conducted in compliance with applicable laws, regulations, and the Bank's bylaws, and managing the meeting in accordance with the agenda set in the meeting notice, unless the meeting has a different resolution.
  - 5.8.4. Promote high standards of corporate governance for the Board of Directors of the Bank.
  - 5.8.5. Foster positive relationships between executive and non-executive directors.
  - 5.8.6. Ensure effective communication between the Board of Directors and shareholders.
  - 5.8.7. Perform duties as prescribed by law, specifically those assigned to the role of Chairman of the Board.

## Compliance

- 5.9 Ensuring The Bank's regulatory compliance, whereby the Managing Director supervises relevant business units to present any modifications and changes to applicable notifications and laws, including circular letters, to a Board of Directors' meeting as soon as received from relevant supervisory authorities, and to regularly report all cases of violation of legal provisions or regulations to a Board of Directors' meeting. If any violation has taken place, the Directors must urgently find a solution to prevent any further such misconduct.
- 5.10 Overseeing the maintenance by The Bank and its subsidiary of an accounting system, and preparing financial reports and audit financial statements in accordance with applicable rules and guidelines.

- 5.11 Overseeing The Bank's analyses of debtors' credit statuses and obligations, and setting out guidelines for solving problems and for monitoring progress if any debtors encounter problems.
- 5.12 Following up on audit results, the BOT's orders, and reports of both external and internal auditors, and mandating relevant staff to strictly follow such orders or rectify failures.

#### Risk management

- 5.13 Setting out a risk governance framework so that The Bank operates in line with set direction and goals.
  - 5.13.1. Formulating overall risk management policies and strategies, including policies for entering into transactions or for launching new products and determining acceptable risk levels in accordance with The Bank's risk profiles and business model. This will include taking the importance of The Bank's systems, capital adequacy, and liquidity position into account. These policies and strategies must be made in writing and communicated to relevant parties for their acknowledgment. Any changes in the policies and strategies must always be approved in advance by The Bank's Board of Directors.
  - 5.13.2. Arranging establishment of policies and processes regarding business operations in line with the approved overall risk management policy and strategies and acceptable risk levels.
  - 5.13.3. Assigning and supervising senior Executives to determine risk limits in line with acceptable risk levels, regularly communicating these limits to relevant parties for their acknowledgment and understanding, and managing risks in line with the specified acceptable risk levels and risk limits.
  - 5.13.4. Assigning and supervising senior Executives to set out overall risk management policies, processes, and systems covering various types of risks in detail, as well as guidelines or procedures for identifying, evaluating, monitoring, controlling, and reporting risks. An efficient information system must also be established to facilitate management and reporting of The Bank's significant risks, both existing and in the future, in line with The Bank's strategies. At a minimum it must cover credit risks, marketing risks, operational risks, liquidity risks, and risks relating to reputation, strategies, and information technology, and must be in line with The Bank's risk profiles by taking the importance of The Bank's systems into account. The assessment of risks from market and macroeconomic conditions must also be included.
  - 5.13.5. Approving an organisational structure that facilitates monitoring, supervision, control, and audit of operations in line with risk management policy, strategies, processes, and procedures. A chain of command or a chain of reporting must reflect a balance of power and a separation between risk-generating and risk management functions.

- 5.13.6. Encouraging the formation of risk-based corporate culture and the communication of risk management policy and strategies, including acceptable risk levels and risk limits, which may be outlined in a risk appetite statement ("RAS"), to create understanding and awareness of its importance among all employees.
- 5.13.7. Reviewing and auditing the sufficiency and efficacy of The Bank's overall risk management policy and strategies, and acceptable risk levels, at least once a year or when there are significant changes, such as changes in risk profiles, key strategies for business operations, the importance of The Bank's systems, and market and macroeconomic conditions, to improve policies and strategies as conditions evolve.
- 5.13.8. Monitoring risk status (including overall risks and different types of risks), the efficiency of risk management, the status of compliance with risk-based corporate culture, and significant risk factors and issues. Relevant sub-committees and senior Executives must submit reports to the Board of Directors regularly, and senior Executives must ensure that reporting is conducted in an accurate, complete, and timely manner, and can reflect The Bank's risk profiles, capital adequacy, and liquidity.
- 5.13.9. Ensuring that The Bank has stable and sufficient capital and liquidity for both current and future business operations in accordance with the BOT's requirements and rules.
- 5.14. Overseeing the management of information technology and the implementation of security measures for information technology systems.

#### Corporate governance

- 5.15. Supervising to ensure that The Bank's corporate governance policy is clearly set out in writing in accordance with the principles of good corporate governance by taking all stakeholders into account in an appropriate and fair manner without taking advantage of customers and the public in terms of loans, deposits, off-balance sheet items, or any other matters, and ensuring that the Bank discloses important information regarding corporate governance in conformity with rules prescribed under applicable laws and regulations to encourage and demonstrate The Bank's good corporate governance in accordance with the rules prescribed under applicable laws and regulations. The Board of Directors must also encourage communication to Directors and employees in all business units so that they are informed of and strictly adhere to the principles of good corporate governance, codes of conduct, business ethics, ethics and morality of Directors, Executives and employees' anti-corruption policies, whistleblowing policies, policies on the use of internal information, and so forth.

- 5.16 Arranging the establishment of transparent procedures for nomination and election of Directors based on The Bank's strategies for business operations, and the determination of suitable remuneration of Directors and members of sub-committees.
- 5.17 Considering the management structure and succession plan for senior Executives (including the Chief Executive Officer), ensuring effective annual performance assessment of The Bank's top and senior Executives, and establishing a prudent and transparent system for determining remuneration of senior Executives based on their responsibilities and performance to create both short-term and long-term incentives, comparable to the standard remuneration in the same industry. The Board of Directors may assign any relevant sub-committee to perform those tasks on its behalf.
- 5.18 Arranging the formulation of policy on the determination of appropriate remuneration and remuneration structure, the performance assessment of employees, and the monitoring of human resource management and development to ensure the appropriate number of employees, knowledge, skills, experience, and incentives.
- 5.19 Ensuring effective procedures and channels for receiving and handling complaints of whistleblowers or stakeholders in all sectors and for allowing all stakeholders to raise concerns or complaints.
- 5.20 Ensuring the availability of a process for submitting external auditors' reports and management opinions to the Board of Directors. The Bank's management may need to explain delays to the Board of Directors if the report submission process is very delayed.
- 5.21 Ensuring a balance of power between the management and Major Shareholders, and a balance of power within The Bank's Board of Directors at an appropriate level, by emphasising the proportion or number of independent directors in the Board of Directors and performing the duty of controlling the balance of power effectively.
- 5.22 Ensuring the availability of a process for submitting information to ensure that the Board of Directors receives sufficient information from the management to enable its complete performance of its duties, authorities and responsibilities.
- 5.23 Supervising The Bank to manage the delivery of services to customers fairly in accordance with applicable notifications and regulations.
- 5.24 Arranging annual performance assessments of The Bank's Board of Directors, including assessment of performance as a whole and self-assessment, and following up on the assessment results of the Board of Directors and sub-committees.

#### Internal control

- 5.25 Supervising The Bank and its subsidiary to appropriately and efficiently carry out internal control and internal audit of The Bank's operations, to promptly reflect failures that may occur, and to maintain an organisational structure that facilitates independent and effective control, supervision, and inspection functions (the three lines of defense), so as to monitor operations in accordance with the set policies and procedures, the applicable laws, rules, and regulations, the BOT's orders, and The Bank's internal rules or regulations. The Board of Directors must also arrange for the establishment of procedures for assessing the appropriateness of internal control and internal audit of both The Bank and its subsidiary on a regular basis to mitigate the risks of corruption and abuse of power, and to prevent violation of laws. The Board of Directors must approve the appointment, rotation, and removal of the head of the risk management unit and the head of the internal audit unit, and report to the BOT's Financial Institute Business Supervision Department, the Financial Institutions Policy Group, within 15 days from the date of change. However, the Board of Directors may delegate those tasks to any appropriate sub-committee to perform them on its behalf.
- 5.26 Overseeing senior Executives and management to report important matters with respect to The Bank to the Board of Directors, and establishing a process for reporting information so that the Board of Directors receives timely information sufficient to enable its complete performance of its authority, duties, and responsibilities.

#### Consideration of material transactions and prevention of conflicts of interest

- 5.27 Controlling, preventing, monitoring, and managing potential conflicts of interest between The Bank and its subsidiary and their stakeholders, management, the Board of Directors, Executives, or shareholders, preventing any improper use of assets by The Bank and/or its subsidiary, prohibiting inappropriate transactions with persons related to The Bank and/or its subsidiary, and ensuring that The Bank has established or approved a policy for the management of conflicts of interest.
- 5.28 Considering, approving, and giving opinions on transactions that have a significant impact on The Bank's business, including the acquisition and disposition of assets of The Bank and its subsidiary and transactions between The Bank or its subsidiary and related persons as specified in the Securities and Exchange Act and applicable regulations prescribed by the SET and the Capital Market Supervisory Board. The Board of Directors is also committed to considering approval of the principles with respect to trade agreements that have general trading conditions concerning transactions between The Bank or its subsidiary and Directors, Executives, or related persons, so as to set out a framework for the authorized representatives and the management to carry out the transactions to the extent permitted by applicable laws and rules. The Board of Directors is authorized to consider and give opinions on entering any transactions to comply with applicable laws, notifications, rules, and regulations, provided that the transaction value is not subject to the condition that it must be considered and approved by a shareholders' meeting.
- 5.29 Ensuring that The Bank has formulated its policy on the provision of loans and investment to persons related to The Bank.

- 5.30 Determining the authority and duties of the Chief Executive Officer and the Managing Director, approving The Bank's regulations, orders, and announcements, and preparing powers of attorney to be submitted to relevant third parties.

#### Others

- 5.31 Dedicating sufficient time to perform duties and to attend Board of Directors' meetings and shareholders' meetings, except in the case of force majeure, in which event the Directors who are unable to attend the meeting must notify the Chairman of the Board of Directors or the corporate secretary of their absence prior to the meeting. Each Director must attend at least 75% of the total number of meetings held each year during the term of office, unless there is reasonable cause and necessity to excuse their attendance.
- 5.32 Studying and being aware of the roles, duties, and responsibilities of Directors, as specified in the Public Limited Companies Act, the Financial Institution Business Act, and the Securities and Exchange Act, as well as other applicable laws, notifications, and circular letters which are in existence or which come into existence in the future.
- 5.33 Enhancing knowledge and competency in performing duties continuously and participating in training courses on the performance of a Director's duties or in seminar activities that increase their knowledge.

### 6. Meetings

- 6.1 The Bank's Board of Directors meetings must comply with legal provisions and The Bank's Articles of Association.
- 6.2 The Bank will hold its Board of Directors meetings at least four times a year (once in each quarter), each with key agenda items clearly specified in advance. Extraordinary meetings may be summoned, as appropriate, to consider important or urgent matters. In any month when no meeting is held, the management will report its operating results to the Board of Directors to ensure the constant and timely supervision over the operations of the management. The Board of Directors may also arrange their meetings via electronic media, in compliance with applicable legal provisions.
- 6.3 To summon a meeting of The Bank's Board of Directors, the Chairman of the Board of Directors or any person designated by the Chairman of the Board of Directors must notify The Bank's Directors, and provide documents supporting the meeting to the Directors, for an advance period before the date of the meeting, as per the timeframe indicated in The Bank's Articles of Association. However, in an urgent event to protect the rights or benefits of The Bank, the Directors may be notified by any other methods, or a meeting may be held on an earlier date.

- 6.4 The Bank's Board of Directors may invite relevant parties, such as Directors or Executives, internal examiners, auditors, The Bank's legal staff, external legal advisors, among others, to participate in the meeting to discuss issues, provide clarification, offer opinions, or answer questions.
- 6.5 At a meeting of The Bank's Board of Directors, at least half of the total number of The Bank's Directors must be present to constitute a quorum.
- 6.6 If the Chairman of the Board of Directors is absent, or unable to perform his or her duties, the Vice Chairman, if present, will preside over the meeting. If the Vice Chairman is absent, or unable to perform his or her duties, Directors present must choose one Director to preside over the meeting.
- 6.7 Any decisions at a meeting of The Bank's Board of Directors will be decided by a majority of votes. One Director has the right to cast one vote. A Director with an interest in any matter cannot vote on that matter. In the event of equal votes, the person presiding over the meeting will cast the decisive vote.
- 6.8 At a meeting, each Director must use his or her maximum effort to participate in asking questions and giving beneficial opinions.
- 6.9 The corporate secretary will prepare minutes of meetings of The Bank's Board of Directors for the Directors' consideration before they are presented for approval as the first agenda item at the next meeting of The Bank's Board of Directors. If approved, the minutes must be certified by the person presiding over the meeting. The Directors may suggest an amendment to the minutes to ensure the elaboration and accuracy.
- 6.10 Meeting documents and minutes must contain complete information. For important agenda items, valuable opinions of individual participants must be provided individually for the purpose of consideration. A copy of the minutes of a meeting of The Bank's Board of Directors that is held for the purpose of establishing policies or operations must be sent to the BOT's Financial Institution Supervision Division within seven days after the date the meeting of The Bank's Board of Directors approves the minutes, but no later than 45 days after the date of the meeting, except in the case of reasonable necessity, where discussion must be held with the financial institution examiner on a case-by-case basis.

## 7. Evaluation of performance

To ensure that the principles of good corporate governance are complied with, the performance of The Bank's Board of Directors will be evaluated on an annual basis, as a whole or on an individual basis. During this evaluation, the performance will be reviewed. Then, the evaluation results will be used for the development and improvement of their performance to ensure higher efficiency, and that the objectives established will be achieved.

## 8. Remuneration



Remuneration for The Bank's Directors will be approved at a shareholders' meeting. To this end, the Nomination and Remuneration Committee will propose the remuneration for consideration and concurrence by a The Bank's Board of Directors meeting. Then it will be proposed to a shareholders' meeting for approval.

## 9. Review and revision

The Bank's Board of Directors will review this Charter at least once a year.

### Audit Committee Charter

## 1. Objectives

The Audit Committee supports The Bank's Board of Directors to ensure good corporate governance for The Bank. The Audit Committee audits the financial reporting process, internal control system, examination process, risk management system, and management of The Bank under official regulations and instructions to ensure that Thai Credit Bank Public Company Limited ("The Bank") complies with the group's policies. The Audit Committee reviews the corporate governance structure, the accuracy and sufficiency of financial reports, and scope of internal control, supervision over internal audits and examination, performance of auditors and other assurance providers, risk management, and management with regard to the relevant legal provisions and applicable regulations of the Bank of Thailand ("BOT"), the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand ("SET"), and independently reviews and gives advice to The Bank's Board of Directors on the sufficiency and efficiency of management, and how any issues can be remedied. Members of the Audit Committee must have essential components and qualifications, with no prohibited characteristics, as provided in the relevant law and relevant BOT regulations, to drive The Bank businesses for stable and sustainable growth, to achieve its financial goals, to have transparency, and to build confidence among its stakeholders.

## 2. Composition and qualifications

- 2.1 Members of the Audit Committee must be appointed by The Bank's Board of Directors. The Audit Committee must consist of at least three persons, with at least one member having sufficient knowledge and experience to review the credibility of The Bank's financial statements.
- 2.2 All members of the Audit Committee must serve as Directors and independent directors of The Bank.
- 2.3 Members of the Audit Committee must have all qualifications required and must not have any prohibited characteristic under the Public Limited Companies Act, B. E. 2535 (1992), as amended; the Securities and Exchange Act, B.E. 2535 (1992), as amended (the "Securities and Exchange Act"); the Financial Institution Business Act, B.E. 2551 (2008), as amended (the "Financial Institution Business Act"); and other applicable laws and regulations, including the Notification of the Capital Market Supervisory Board on the Application

for Approval and Granting of Approval for Offering of Newly Issued Shares, and the BOT Notification re: Principles for Considering and Approving the Appointment of Directors, Managers, Persons with Managerial Power, or Advisors, of Financial Institutions. Members of the Audit Committee must have no characteristic that indicates a lack of suitability to be entrusted with the management of The Bank's businesses, as provided by the notifications of the Securities and Exchange Commission, and must be approved by the BOT, and included in the list of directors and executives of companies that issue securities, in accordance with the Notification of the Capital Market Supervisory Board on Principles for Displaying Individual Names in the List of Directors and Executives of Companies that Issue Securities.

- 2.4 Members of the Audit Committee must have appropriate knowledge, ability, and experience that will be beneficial for business operations, and must have leadership and broad vision. They must understand the characteristics of The Bank's business operations, and must be able to see the big picture of the business and perform their duties and responsibilities, and offer their opinions independently. Members of the Audit Committee must have honesty, integrity and morality in operating the business and dedicate sufficient time for their performance of duties and responsibilities.
- 2.5 The Bank's Board of Directors or the Audit Committee must elect and appoint a member of the Audit Committee to be the =Chairman of the Audit Committee. However, the Chairman of The Bank's Board of Directors, the Risk Oversight Committee, and/or the Nomination and Remuneration Committee cannot chair the Audit Committee.
- 2.6 The Audit Committee will consider and appoint the head of the internal audit unit as the secretary of the Audit Committee to help with its operations.

### **3. Term of office**

- 3.1 Members of the Audit Committee have terms of office of three years each, subject to the terms of their The Bank directorship office, and he or she may be re-appointed. Any member who retires by rotation must remain in the position to engage in his or her duties and responsibilities until a new member of the Audit Committee is appointed unless the term of his or her office as a director is completed, and he or she is not re-appointed as a The Bank director.
- 3.2 In addition to retirement by rotation, members of the Audit Committee may vacate office in any of the following events:
  - 3.2.1 death;
  - 3.2.2 resignation;
  - 3.2.3 lack of a qualification required, or having a characteristic prohibited under applicable law or this Charter;

3.2.4 retirement by a resolution of a The Bank's Board of Directors meeting or shareholders' meeting;

3.2.5 retirement under a court order;

3.2.6 termination of his or her directorship at The Bank.

3.3 If a member of the Audit Committee resigns or is removed before completing the term of his or her office, The Bank must report this fact to the SET immediately. The Audit Committee member who resigns or is removed may also provide an explanation about his or her resignation or removal to the SET. Once a replacement has been designated, The Bank must notify the SET of the appointment of the new Audit Committee member within three days, and provide certificates and profile of the new member within seven days after the date of his or her appointment.

3.4 If a position on the Audit Committee becomes vacant for a reason other than retirement by rotation, The Bank's Board of Directors must elect a suitable person who has the qualifications required to fulfill the vacant position, and ensure that the Audit Committee has the number of members as required under the applicable law or regulations without delay, or at the latest, within three months after the Audit Committee lacks the required number of members, unless the timeframe has been waived by the SET. A request for a waiver must be made in writing to the SET at least seven business days before the original date set for the appointment to be completed, with reasoning and evidence to support the SET's decision-making. If the waiver is granted, the appointment timeframe will be extended for no more than six months after the original date set for the appointment to be completed.

The newly-appointed member of the Audit Committee will remain in office only for the remaining term of the member he or she replaces.

3.5 If the entire Audit Committee vacates office, they must remain in office to engage in its operations until the new Audit Committee takes over.

3.6 Any member of the Audit Committee wishing to resign before completing the term of his or her office must submit at least one month's resignation notice to the Chairman of the Audit Committee, with reasons for doing so. Then, the Chairman of the Audit Committee will notify The Bank's Board of Directors, and send a copy of the resignation notice to the SET. After that, the Board of Directors will appoint a person with all of the qualifications required to be the resigned member.

#### 4. Authority, duties, and responsibilities

- 4.1 Being eligible to access management, personnel, and relevant information as deemed necessary for performing its duties, and to access records and reports without any limitations. If access is restricted by law or for reasons of confidentiality, the Audit Committee and/or the senior Executives of the internal audit unit should consult with the Board of Directors to find a solution to deal with that situation.
- 4.2 Being eligible to receive information and explanations necessary for performing its duties and responsibilities. Executives and employees of The Bank should cooperate with the Audit Committee as requested.
- 4.3 Having the right to hire independent consultants or any other consultants as deemed necessary for performing its duties.
- 4.4 Having the authority to conduct the following operations.
  - 4.4.1 Considering, selecting, or asking The Bank's Board of Directors to consider appointing or terminating the employment of any auditor, considering the remuneration of auditors to be proposed to the general meeting of shareholders, and conducting annual performance assessment of auditors.
  - 4.4.2 Making a final judgment in the case of a disagreement between the management and the auditors regarding financial reports and any other matters.
  - 4.4.3 Procuring external consultants or professionals to advise, consult, or give opinions as deemed appropriate.
- 5. **Principles for operations**
  - 5.1 The Audit Committee will abide by the values and ethics of The Bank, and the regulatory agencies, including the BOT, the Office of the Securities and Exchange Commission, and the SET, and expects that its Executives and employees, and the executives and employees will do the same.
  - 5.2 The Audit Committee expects honest, transparent, and complete communication with The Bank Executives and employees, and other assurance providers.
  - 5.3 The Audit Committee will work with senior and senior Executives in the internal audit unit to produce a work plan to ensure that the duties and responsibilities of the Audit Committee will be established and fulfilled.
  - 5.4 With consultancy with the Audit Committee, and senior and senior Executives from the internal audit unit, the Chairman of the Audit Committee will determine the agenda for its meetings.

- 5.5 The Audit Committee may arrange a private meeting with the Chief Executive Officer, the Managing Director, managers, the Chief Financial Officer, the senior Executive of the internal audit unit, other assurance providers, and other staff members, as the Audit Committee considers appropriate for the meeting.
- 5.6 The Audit Committee is in charge of preparation for and participation in its meetings.
- 5.7 The Audit Committee must abide by the value, ethics, and moral principles of The Bank and the financial business group. It is the responsibility of Audit Committee members to report any conflict of interest or potential conflict of interest to the Audit Committee. When it is controversial whether an Audit Committee member should refrain from voting in any matter, other Audit Committee members should cast their decisive votes.

## 6. Meetings

- 6.1 The Audit Committee will hold its meetings at least four times a year (once in each quarter), each with key agenda items clearly specified in advance. Extraordinary meetings may be summoned, as appropriate, to consider important or urgent matters. Audit Committee meetings should be held to discuss matters within the scope of its authority, duties, and responsibilities. The Audit Committee may also arrange their meetings via electronic media, in compliance with applicable legal provisions.
- 6.2 To summon an Audit Committee meeting, the Chairman of the Audit Committee or any person designated by the Chairman of the Audit Committee must notify its members, and provide documents supporting the meeting to the members, at least seven days before the meeting date. However, in an urgent event to protect the rights or benefits of The Bank, the Audit Committee members may be notified by any other methods, or a meeting may be held on an earlier date.
- 6.3 The Audit Committee may invite relevant parties, such as Directors or Executives, internal examiners, auditors, The Bank's legal staff, external legal advisors, among others, to participate in the meeting to discuss issues, provide clarification, offer opinions, or answer questions.
- 6.4 Voting rights
  - 6.4.1 At an Audit Committee meeting, at least half of the total number of Audit Committee members must be present to constitute a quorum.
  - 6.4.2 If the Chairman of the Audit Committee is absent, or unable to perform his or her duties, members present must choose one member to preside over the meeting.
  - 6.4.3 Any decisions at an Audit Committee meeting will be decided by a majority of votes from members present. One member has the right to cast one vote. A member with an interest in any matter cannot vote on that matter. In the event of equal votes, the person presiding over the meeting will cast the decisive vote.

6.5 There are two methods of voting on resolutions of the Audit Committee.

6.5.1 If a meeting is arranged, members of the Audit Committee may cast their votes anonymously.

6.5.2 If no meeting is arranged, members of the Audit Committee may cast their votes by signing a circular letter to affirm the resolution, or via email.

6.6 The senior Executive of the internal audit unit must attend every Audit Committee meeting.

6.7 The senior Executive of the internal audit unit, or another suitable designee, will be in charge of facilitation and coordination regarding Audit Committee meetings, and will support the work of the Audit Committee to the extent that his or her time and resources allow him or her to do so.

6.8 Minutes of Audit Committee meetings

6.8.1 Minutes of Audit Committee meetings must be prepared for consideration by the Audit Committee before they are presented for approval as the first agenda item at the next Audit Committee meeting. If approved, the minutes must be certified by the person presiding over the meeting. The Audit Committee may suggest an amendment to the minutes to ensure elaboration and accuracy.

6.8.2 Meeting documents and minutes must contain complete information, and be prepared pursuant to applicable law, regulations, policies, processes, and other relevant requirements. For important agenda items, the valuable opinions of individual participants must be provided individually for the purpose of consideration.

## **7. Remuneration for Audit Committee members**

Remuneration for Audit Committee members will be approved at a shareholders' meeting. To this end, the Nomination and Remuneration Committee will propose the remuneration for consideration and approval by a The Bank's Board of Directors meeting. Then it will be proposed to a shareholders' meeting for approval.

## **8. Authority, duties, and responsibilities**

The Audit Committee supports The Bank's Board of Directors through its independent and fair reviews on the sufficiency and efficiency of management in the following areas.

8.1 Corporate governance

To gain reasonable trust in the corporate governance process of The Bank, the Audit Committee will review, and give advice on, the corporate governance process established by The Bank, to ensure that these processes are properly followed.

## 8.2 Preparation of financial reports and audits

8.2.1 Conducting audits to ensure that The Bank prepares financial statements and relevant financial reports accurately and sufficiently, and that information is disclosed correctly and completely in accordance with accounting principles, applicable guidelines and standards.

8.2.2 Auditing any significant transactions that are not in the ordinary course of business during the past year by considering the reasonableness of those transactions, any impacts on financial positions and the results of operations, and the accuracy and completeness of any disclosure.

## 8.3 Internal control

To obtain reasonable assurance about the sufficiency and efficacy of The Bank's internal controls and to respond to the risks that exist in the processes concerning corporate governance, business operations, and information technology, the Audit Committee will take the following actions.

8.3.1 Conducting audits to ensure that The Bank and the financial business group have an internal control system that covers internal control of an information technology system, and an internal audit system, on an appropriate, sufficient, and effective basis.

8.3.2 Acknowledging reports of significant matters derived from operations by financial service providers and financial consultants, and assurances regarding internal control, which have been reported to The Bank's management and Board of Directors.

## 8.4 Conducting audits to ensure compliance with laws on securities and exchanges, rules of the SET and laws on financial institutions.

## 8.5 Risk management

To obtain reasonable assurances regarding risk management guidelines of The Bank, the Audit Committee will conduct the following operations.

8.5.1 Examining whether The Bank has a concise, appropriate, and efficient risk management system to ensure appropriate and sufficient risk management and encouraging relevant employees to have knowledge and understanding of techniques and procedures of risk management.

8.5.2 Auditing and following up on the results of risk management, considering reports from The Bank's management, and consulting and coordinating with the management on significant information regarding risks and internal control as well as policy on the assessment of risk management efficiency.

8.5.3 Conducting audits and providing advice on risk management processes established and supervised by the management to ensure the implementation of the established process and compliance with The Bank's code of conduct and business ethics, the BOT's orders and recommendations, and policies of the financial business group.

## 8.6 Related party transactions or transactions that may present conflicts of interest

Considering related party transactions or transactions that may have conflicts of interest and ensuring that the acquisition or disposition of assets of The Bank and its subsidiary, and the disclosure of information regarding those transactions, are in accordance with the Securities and Exchange Act, and the requirements prescribed by the SET, the CMSB, and the BOT.

8.7 Overseeing the implementation of anti-bribery and anti-corruption policies and measures to ensure that The Bank complies with the specified legal and ethical obligations.

## 9. Supervision over internal audits and other means of providing assurance

### 9.1 Internal audit

9.1.1 Auditing and approving an internal audit policy and an internal audit charter at least once a year to reflect the objectives, duties, and responsibilities of the internal audit unit in line with the Institute of Internal Auditors ("IIA")'s International Professional Practices Framework, and reviewing the scope of assurance and consulting services, financial changes, risk management, and corporate governance processes of The Bank to reflect the development of the internal audit profession.

9.1.2 Advising the Board of Directors on the increase and decrease of the human resources of the internal audit unit to achieve the approved internal audit plan and assessing the demand for additional human resources that may be procured through permanent employment or outsourcing.

9.1.3 Considering and approving the annual budget, structure, manpower, and resources necessary for performing the duties of the internal audit unit. The performance of the internal audit unit must be reported to the Board of Directors to enable it to give advice or order the rectification of failures involving the operations or management of the internal audit unit and other relevant units to prevent damage to The Bank.



- 9.1.4 Considering, reviewing, and approving the annual risk-based internal audit plan of The Bank, and the procedures for coordinating with other business units associated with audit plans, assessing audit efficiency at least once a year, and reviewing the planned scope of the audit to ensure that the audit plan will help detect potential fraud or defects in the internal control system.
- 9.1.5 Assessing the performance of senior Executives of the internal audit unit as detailed below:
  - 9.1.5.1 Approving the appointment, transfer, or termination of employment, and considering the independence of, the senior Executive of the internal audit unit or any other unit responsible for internal audits.
  - 9.1.5.2 Providing the management with information regarding the performance assessment of the senior Executive of the internal audit unit.
  - 9.1.5.3 Advising the management on the remuneration of the senior Executive of the internal audit unit.
- 9.1.6 Auditing performance based on the internal audit plan.
- 9.1.7 Auditing internal audit reports, and communication or submission of the reports to the management.
- 9.1.8 Auditing and monitoring the management's operational guidelines to solve any issues discovering during internal audits.
- 9.1.9 Conducting audits and giving advice to the management on any issues arising from special investigations.
- 9.1.10 Asking the senior Executive of the internal audit unit if there is internal audit work or any other work that has been completed but has not yet been reported to the Audit Committee, and if there is any such completed work then asking if there are any important issues arising from that work.
- 9.1.11 Asking the senior Executive of the internal audit unit if any evidence of corruption is found while performing internal audit work and assessing what actions should be taken to deal with the situation.
- 9.1.12 Complying with applicable standards as detailed below:
  - 9.1.12.1 Inquiring with the senior Executive of the internal audit unit to ensure that the internal audit is performed in line with the IIA's International Standards for the Professional Practice of Internal Auditing.

9.1.12.2 Assuring that the internal audit unit regularly assesses and plans to improve the quality of operations and presents the results of such assessments to the Audit Committee.

9.1.12.3 Assuring that the performance of the internal audit unit is assessed by an external assessor every five years.

9.1.12.4 Auditing the results of quality assessments from an external independent assessor and monitoring compliance with the recommendations received from the assessor.

9.1.12.5 Advising the Board of Directors on the continuous improvement of internal audit operations.

## 9.2 Auditors

9.2.1 Considering, selecting, nominating, and terminating employment of an independent person to act as an auditor of The Bank, and proposing the remuneration of auditors.

9.2.2 Attending a meeting with auditors, without the presence of the management, at least once a year to acknowledge the results of reviewing or auditing quarterly or annual financial statements (as the case may be), considering, jointly with auditors, the problems or limitations discovered during reviewing or auditing the financial statements to further find a solution, and conducting annual performance assessments of auditors.

9.2.3 Considering the financial business group's policy on the use of non-audit services of auditors and auditing the use of those services to ensure that they do not affect the independence of auditors.

9.2.4 Attending meetings with auditors regularly to discuss important and sensitive matters.

9.2.5 Regularly auditing the management's progress monitoring reports regarding rectification of any detected failures to obtain reasonable assurance that the management has complied with the audit results and auditors' recommendations.

## 9.3 Financial reports

The Audit Committee is responsible for overseeing the audit of financial reports independently, the rectification of any detected deficiencies relating to internal control, and compliance with laws, the government's rules, and ethics. The Audit Committee will take the following actions:

9.3.1 Reviewing the audit results and any detected issues together with the management and auditors.

- 9.3.2 Recommending that auditors review or examine any transactions deemed significant and where a review is necessary, including complex or unusual transactions and those that require discretion in decision making during an audit process of The Bank.
- 9.3.3 Reviewing half-year and annual financial reports by considering whether they are complete and consistent with the information that has been provided to the Audit Committee and whether they reflect the appropriate accounting principles.
- 9.3.4 Reviewing other sections of an annual registration statement (Form 56-1 one report) and the submission of information in line with the applicable rules by considering the accuracy and completeness of information before submission.
- 9.3.5 Considering, jointly with Executives and auditors, the matters that must be reported to the Audit Committee under the generally accepted auditing standards.
- 9.3.6 Studying strategies, assumptions, and projections used by the management in preparing financial reports, budgets, and investment plans.
- 9.3.7 Studying how the management prepares interim financial reports and the involvement of internal and external auditors.
- 9.3.8 Reviewing interim financial reports, together with the management and external auditors, before submitting them to supervisory authorities and considering whether they are complete and consistent with the information that has been provided to the Audit Committee.

#### 9.4 Other responsibilities

- 9.4.1 Performing any other tasks as assigned by The Bank's Board of Directors and approved by the Audit Committee, such as reviewing policies on financial management, risk management, and compliance with business ethics, important reports that must be presented to the public as required by law, and the accuracy of reference documents and self-assessment forms regarding the business's anti-corruption measures prepared by the compliance unit in line with the audit sequence and period specified by Thailand's Private Sector Collective Action Coalition against Corruption ("CAC").
- 9.4.2 In performing its duties, the Audit Committee is entitled to summon and instruct the management, heads of business units, or employees of The Bank and relevant subsidiary to provide their opinions, attend meetings, or submit documents as deemed relevant and necessary, and to seek independent opinions from any other professional consultants as deemed necessary at The Bank's expense. The hiring of any consultants will be performed in line with The Bank's regulations.

- 9.4.3 If the Audit Committee's duties are changed, The Bank must give notice of the change by specifying the name, list and scope of duties that have been changed in the form prescribed by the SET and submitting them to the SET within three business days from the date of that change.
- 9.4.4 Reporting to The Bank's Board of Directors to carry out improvement or rectification within the timeframe deemed appropriate by the Audit Committee, on discovering or suspecting that there are any of the following transactions or actions:
  - 9.4.4.1 transactions that result in conflicts of interest;
  - 9.4.4.2 corruption, abnormalities, or significant defects in the internal control system; or
  - 9.4.4.3 violations of the financial institution business law, the securities and exchange law, the SET's requirements, the BOT's requirements, and other applicable laws relating to The Bank's business.

If the Board of Directors or Executives of The Bank fail to carry out improvement or rectification within the specified timeframe, the Audit Committee must disclose the transaction or action in an annau registration statement (Form 56-1 one report) and report it to the BOT.

## 9.5 Reporting

The Audit Committee must prepare a report on the audit results to report a summary of its operations and recommendations to the Board of Directors every year. The report must be signed by the Chairman of the Audit Committee and disclosed in The Bank's annau registration statement (Form 56-1 one report) and must contain at least the following information:

- 9.5.1 the number of the Audit Committee meetings being held and the attendance of each member of the Audit Committee;
- 9.5.2 opinions on the accuracy, completeness, and credibility of financial reports of The Bank;
- 9.5.3 opinions on the sufficiency of the internal control and risk management systems of The Bank;
- 9.5.4 opinions on compliance with the securities and exchange law, the SET's requirements, or other applicable laws relating to The Bank's business.
- 9.5.5 Opinions on the suitability of auditors.

9.5.6 Opinions on transactions with potential conflicts of interest, and opinions or overall observations resulting from the performance of duties under the Audit Committee Charter.

9.5.7 The Audit Committee's duties, changes in composition, and changes that have a significant impact on the Audit Committee's operations as approved by the Board of Directors.

9.5.8 Other items that shareholders and general investors should know, within the scope of the duties and responsibilities assigned to the Audit Committee by The Bank's Board of Directors.

## 10. Evaluation of performance

To ensure that the principles of good corporate governance are complied with, the performance of the Audit Committee will be evaluated on an annual basis, as a whole or on an individual basis. During this evaluation, the performance will be reviewed. Then, the evaluation results will be used for the development and improvement of their performance to ensure higher efficiency, and that the objectives established will be achieved.

## 11. Review and revision

The Audit Committee will review this Charter at least once a year, and propose any amendments and it considers appropriate to The Bank's Board of Directors for approval.

## Nomination and Remuneration Committee Charter

### 1. Objectives

Thai Credit Bank Public Company ("The Bank") understands the importance of the principles of good corporate governance, efficient internal control systems which take risks, fairness, and transparency into account, and using effective mechanisms to control, supervise, inspect, and monitor The Bank's operations, pursuant to the relevant legal provisions and applicable regulations of the Bank of Thailand (the "BOT"), the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand (the "SET"), The Bank has issued this Nomination and Remuneration Committee Charter to ensure that the Nomination and Remuneration Committee will be able to support The Bank's Board of Directors in the establishment of clear principles and procedures for nomination and in the payment of remuneration and other benefits to Directors, persons with managerial power, employees of The Bank and entities within the financial business group, and that these payments are clear, transparent and in compliance with the good corporate governance principles.

## 2. Composition

- 2.1 Members of the Nomination and Remuneration Committee must be appointed by The Bank's Board of Directors. The Nomination and Remuneration Committee will consist of the number of members that the Board of Directors considers appropriate, but no fewer than three members who must be either independent directors or non-executive Directors.
- 2.2 The Bank's Board of Directors, or the Nomination and Remuneration Committee, will elect and appoint a member of the Nomination and Remuneration Committee as the chair of the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration Committee should also be an independent director.
- 2.3 The Nomination and Remuneration Committee will appoint and establish the scope of authority, duties, and responsibilities for the secretary of the Nomination and Remuneration Committee to help with the operations of the Nomination and Remuneration Committee, including by preparing meeting schedules and agenda items for meetings, sending documents for meetings, preparing meeting minutes, and other work as assigned by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee should consider and elect a person with knowledge, ability and experience in the aforementioned work to be its secretary.

## 3. Qualifications

- 3.1 Members of the Nomination and Remuneration Committee must be The Bank's directors, must have all qualifications required, and must not have any prohibited characteristic or characteristic that indicates a lack of suitability to be entrusted with the management of The Bank's businesses, as provided in the Public Limited Companies Act, B. E. 2535 (1992), as amended (the "**Public Limited Companies Act**"); the Securities and Exchange Act, B.E. 2535 (1992), as amended (the "**Securities and Exchange Act**"); the Financial Institution Business Act, B.E. 2551 (2008), as amended (the "**Financial Institution Business Act**"); and other applicable laws and regulations, or the regulations of the BOT, the SEC, the Capital Market Supervisory Board, or the Stock Exchange of Thailand.
- 3.2 Members of the Nomination and Remuneration Committee must have appropriate knowledge, ability, and experience that will be beneficial for business operations, and must have leadership and broad vision. They must understand the characteristics of The Bank's business operations, and must be able to see the big picture of the business and perform their duties and responsibilities, and offer their opinions, independently. They must engage in day-to-day business operations with morality, integrity, and honesty, and dedicate sufficient time for their performance of duties and responsibilities.

#### 4. Term of office

- 4.1 Members of the Nomination and Remuneration Committee have terms of office of three years each, subject to the terms of their directorship office. Any member who retires by rotation must remain in the position to engage in his or her duties and responsibilities until a new member of the Nomination and Remuneration Committee is appointed, and he or she may be re-appointed, unless the term of his or her office as a Director is completed, and he or she is not re-appointed as a The Bank Director.
- 4.2 In addition to retirement by rotation, members of the Nomination and Remuneration Committee may vacate office in any of the following events.
- 4.2.1 death;
  - 4.2.2 resignation;
  - 4.2.3 lack of a qualification required, or having a characteristic prohibited under applicable law or this Charter;
  - 4.2.4 retirement by a resolution of a The Bank's Board of Directors meeting or shareholders' meeting;
  - 4.2.5 retirement under a court order;
  - 4.2.6 termination of his or her position as an independent director or non-executive Director of The Bank.
- 4.3 If a position in the Nomination and Remuneration Committee becomes vacant for a reason other than retirement by rotation, The Bank's Board of Directors, at the next Board of Directors meeting, must elect a suitable person who has the qualifications required to fulfill the vacant position, and ensure that the Nomination and Remuneration Committee has the number of members as required under this Charter. The newly-appointed member of the Nomination and Remuneration Committee will remain in office only for the remaining term of the member he or she replaces.
- 4.4 If the entire Nomination and Remuneration Committee vacates office, they must remain in office to engage in its operations until the new Nomination and Remuneration Committee takes over.

## 5. Authority, duties, and responsibilities

### Nomination

- 5.1 Considering the composition and qualifications of The Bank's Board of Directors, both as a whole and individually, in accordance with the size, type, and complexity of The Bank's business, by taking education, knowledge, expertise, skills, experience, and specialised abilities relating to the business into account.
- 5.2 Considering the independence of each independent director to ensure that The Bank's independent directors are fully qualified without any prohibited characteristics as specified under applicable laws, rules, and charters.
- 5.3 Considering the qualifications of senior Executives suitable for managing The Bank's business to achieve the established vision, by taking education, experience, knowledge, and expertise into account, including relevant important factors concerning business environment such as economic and industrial conditions and trends, and the nature of business competition.
- 5.4 Selecting and nominating qualified candidates in the following positions to the Board of Directors or shareholders' meetings (as the case may be) for consideration and approval:
  - 5.4.1 The Bank's Directors;
  - 5.4.2 members of sub-committees whose authority, duties, and responsibilities are directly assigned by The Bank's Board of Directors;
  - 5.4.3 The Bank's individuals with managerial power; and
  - 5.4.4 The Bank's advisors.
- 5.5 Establishing policies, rules, and procedures for recruiting personnel (including but not limited to Directors and those with managerial power) who possess appropriate qualifications in accordance with the specified structure and qualifications, and based on the principles of good corporate governance.
- 5.6 Ensuring that the number of members and composition of the Board of Directors and sub-committees are in accordance with applicable laws, rules, and charters, and The Bank's organisational structure, and that they are adjusted to accommodate the changing environment. The Nomination and Remuneration Committee must also ensure the availability of mechanisms or tools supporting a process for selecting and nominating candidates to the positions of Director or a member of a sub-committee, so that The Bank's Board of



Directors and sub-committees consist of members with the behavior, knowledge, capability, and experience in various fields beneficial to long-term operations in line with The Bank's direction and strategies.

- 5.7 Arranging The Bank's formulation of a suitable succession plan and management continuity plan. These may be outlined in the form of reports on performance assessment or assessments of the impacts on The Bank's business management, or in any other form as The Bank deems appropriate.
- 5.8 Supervising The Bank's disclosure of its nomination policy and the details of a process for nominating Directors and those with management authority in its annual registration statement (Form 56-1 one report)
- 5.9 Engaging external consultants or independent specialists in relevant fields to provide advice and assistance to the Nomination and Remuneration Committee to achieve its objectives.
- 5.10 Assuming responsibility for the Board of Directors and being responsible for clarifying and answering questions regarding the remuneration of The Bank's Directors at the shareholders' meeting.
- 5.11 Encouraging The Bank to allow minority shareholders to nominate candidates for the position of Director.

- 5.12 Performing any other tasks relating to nomination as assigned by the Board of Directors.
- 5.13 In performing within the scope of its duties, the Nomination and Remuneration Committee is entitled to summon and instruct the management, heads of business units, or employees of The Bank and/or its subsidiary to provide their opinions, attend meetings, or submit documents as deemed relevant and necessary, and to seek independent opinions from any other professional consultants as deemed necessary at The Bank's expense. The hiring process will be in line with The Bank's regulations.

#### Remuneration

- 5.14 Formulating the policy on the determination of remuneration and other benefits based on objectives, duties and responsibilities, and relevant risks, in line with clear and transparent rules and the principles of good corporate governance, for the Board of Directors or the shareholders' meeting (as the case may be) to consider approval and submit it to the BOT (if requested). The Nomination and Remuneration Committee must also closely work with the Risk Oversight Committee to ensure that the remuneration policy can reflect significant risks to be borne by The Bank.
- 5.15 Ensuring that The Bank's Directors, members of sub-committees, and those with management authority, including heads of key business units, receive remuneration appropriate to their duties and responsibilities towards The Bank. Any persons entrusted with additional duties and responsibilities should be compensated appropriately for their assignments. The Nomination and Remuneration Committee must also establish an appropriate remuneration policy and framework to be presented to The Bank's Board of Directors or the shareholders' meeting (as the case may be) for approval.
- 5.16 Setting out the guidelines for assessing the performance of The Bank's Board of Directors, members of sub-committees, and those with managerial power, including heads of key business units, considering annual remuneration adjustment by taking duties, responsibilities, and the incurred risks into account, and emphasising the long-term increase in the value of shareholders' equity.
- 5.17 Arranging annual performance assessment of The Bank's Board of Directors and those with managerial power to ensure that they remain capable of performing relevant roles and responsibilities as assigned, and giving opinions on the improvement of their performance as a whole.

- 5.18 Reviewing the management's recommendations regarding the remuneration policy and framework for The Bank's Directors, members of sub-committees, and those with managerial power, including heads of key business units, to further provide suggestions to the Board of Directors.
- 5.19 Disclosing the remuneration policy and remuneration in various forms, and reporting the determination of remuneration in The Bank's annual registration statement (Form 56-1 one report), at least containing the details about the factors used to consider overall performance assessment, goals and operations, and the opinions of the Nomination and Remuneration Committee including any procedures and tools for determining risk-based remuneration payment.
- 5.20 Performing any other tasks relating to remuneration as assigned by the Board of Directors.
- 5.21 In performing within the scope of duties, the Nomination and Remuneration Committee is entitled to summon and instruct the management, heads of business units, or employees of The Bank and relevant subsidiary to provide their opinions, attend meetings, or submit documents as deemed relevant and necessary, and to seek independent opinions from any other professional consultants as deemed necessary at The Bank's expense. The hiring will be performed in line with The Bank's regulations.

## 6. Meetings

- 6.1 The Bank requires that the Nomination and Remuneration Committee hold its meetings at least twice a year, each with key agenda items clearly specified in advance. Extraordinary meetings may be summoned, as appropriate, to consider important or urgent matters. Meetings of the Nomination and Remuneration Committee should be held to discuss matters within the scope of its authority, duties, and responsibilities, and may be arranged via electronic media, in compliance with applicable legal provisions.
- 6.2 To summon a Nomination and Remuneration Committee meeting, the chairman of the Nomination and Remuneration Committee or any person designated by the chairman of the Nomination and Remuneration Committee must notify its members, and provide documents supporting the meeting to the members, at least seven days before the meeting date. However, in an urgent event to protect the rights or benefits of The Bank, the Nomination and Remuneration Committee members may be notified by any other methods, or a meeting may be held on an earlier date.
- 6.3 The Nomination and Remuneration Committee may invite relevant parties, such as Directors or Executives, internal examiners, auditors, The Bank's legal staff, external legal advisors, among others, to participate in the meeting to discuss issues, provide clarification, offer opinions, or answer questions.
- 6.4 At a Nomination and Remuneration Committee meeting, at least half of the total number of Nomination and Remuneration Committee members must be present to constitute a quorum.

- 6.5 If the chairman of the Nomination and Remuneration Committee is absent, or unable to perform his or her duties, members present must choose one member to preside over the meeting.
- 6.6 Any decisions at a Nomination and Remuneration Committee meeting will be decided by a majority of votes from members present. One member has the right to cast one vote. A member with an interest in any matter cannot vote on that matter. In the event of equal votes, the person presiding over the meeting will cast the decisive vote.
- 6.7 There are two methods of voting on resolutions of the Nomination and Remuneration Committee.
- 6.7.1 If a meeting is arranged, members of the Nomination and Remuneration Committee may cast their votes anonymously.
- 6.7.2 If no meeting is arranged, members of the Nomination and Remuneration Committee may cast their votes by signing a circular letter to affirm the resolution, or via email.
- 6.8 The secretary of the Nomination and Remuneration Committee will prepare minutes of Nomination and Remuneration Committee meetings for consideration by its members before they are presented for approval as the first agenda item at the next Nomination and Remuneration Committee meeting. If approved, the minutes must be certified by the person presiding over the meeting. The Nomination and Remuneration Committee may suggest an amendment to the minutes to ensure elaboration and accuracy.
- 6.9 Meeting documents and minutes must contain complete information. For important agenda items, the valuable opinions of individual participants must be provided individually for the purpose of consideration.

## **7. Evaluation of performance**

To ensure conformity with good corporate governance principles, the Nomination and Remuneration Committee's performance must be evaluated every year as a whole and individually. These evaluation results will be used in the development and improvement of their performance to improve efficiency when achieving the provided objectives.

## **8. Remuneration**

Remuneration for members of the Nomination and Remuneration Committee will be approved at a shareholders' meeting. To this end, The Bank's Board of Directors will propose the remuneration for consideration and approval by a Board of Directors meeting. Then it will be proposed to a shareholders' meeting for approval.

9. Review and revision

The Nomination and Remuneration Committee will review this Charter at least once a year, and propose any amendments and it considers appropriate to The Bank's Board of Directors for approval

Risk Oversight Committee Charter

1. Objectives

Thai Credit Bank Public Company ("**The Bank**") understands the importance of the principles of good corporate governance; efficient internal control systems by taking into account risks, fairness, and transparency; and constant effective mechanisms to control, supervise, inspect, and monitor The Bank's operations, pursuant to relevant legal provisions and applicable regulations of the Bank of Thailand ("**BOT**"), the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand ("**SET**"), The Bank has issued this Risk Oversight Committee Charter to ensure that the Risk Oversight Committee can perform its duties and responsibilities to efficiently support The Bank's Board of Directors regarding the establishment of scopes of risk oversight in several areas, pursuant to The Bank's risk management policy. This will enable The Bank to properly manage the relevant risks in a more complicated and fluctuating financial environment, and efficiently and effectively implement its policies and strategies.

2. Composition

- 2.1 Members of the Risk Oversight Committee must be appointed by The Bank's Board of Directors. The Risk Oversight Committee consists of the number of members that The Bank's Board of Directors considers appropriate, but will consist of no fewer than three members who will each be one of The Bank's Directors, senior Executives, or other individuals, and half of these members must be either independent directors or non-executive Directors, with at least one member having the knowledge, skills, and understanding of any risks relevant to The Bank's business as a financial institution.
- 2.2 The Bank's Board of Directors or the Risk Oversight Committee must elect one of the Committee's members who is an independent or non-executive Director to chair the Risk Oversight Committee.
- 2.3 The Bank's Board of Directors or the Risk Oversight Committee will appoint the secretary of the Risk Oversight Committee to help with the Committee's operations.

### 3. Qualifications

- 3.1 Members of the Risk Oversight Committee must have all qualifications required, and must not have any prohibited characteristic or characteristic that indicates a lack of suitability to be entrusted with the management of The Bank's businesses, as provided in the Public Limited Companies Act, B. E. 2535 (1992), as amended (the "**Public Limited Companies Act**"); the Securities and Exchange Act, B.E. 2535 (1992), as amended (the "**Securities and Exchange Act**"); the Financial Institution Business Act, B.E. 2551 (2008), as amended (the "**Financial Institution Business Act**"); and the applicable notifications, rules, or regulations of the BOT, the SEC, the Capital Market Supervisory Board, or the Stock Exchange of Thailand.
- 3.2 Members of the Risk Oversight Committee must have appropriate knowledge, ability, and experience that will be beneficial for business operations, and must have leadership and broad vision. They must understand the characteristics of The Bank's business operations, and must be able to see the big picture of the business and perform their duties and responsibilities, and offer their opinions, independently. They must engage in day-to-day business operations with morality, integrity, and honesty, and dedicate sufficient time for their performance of duties and responsibilities.

### 4. Term of office

- 4.1 Members of the Risk Oversight Committee have terms of office of three years each, subject to the term of their directorship (for members who also take office as The Bank Directors). Any member who retires by rotation may be re-appointed and must remain in the position to engage in his or her duties and responsibilities until a new member of the Risk Oversight Committee is appointed, unless the term of his or her office as a Director is completed, and he or she is not re-appointed as a The Bank Director (for members who also take office as The Bank Directors).
- 4.2 In addition to retirement by rotation, members of the Risk Oversight Committee may vacate office in any of the following events.
- 4.2.1 death;
  - 4.2.2 resignation;
  - 4.2.3 lack of a qualification required, or having a characteristic prohibited under applicable law or this Charter;
  - 4.2.4 retirement by a resolution of a The Bank's Board of Directors meeting or shareholders' meeting;

4.2.5 retirement under a court order;

4.2.6 termination of his or her position as a Director or senior Executive of The Bank.

4.3 If a position in the Risk Oversight Committee becomes vacant for a reason other than retirement by rotation, The Bank's Board of Directors, at the next Board of Directors meeting, must elect a suitable person who has all qualifications required to fulfill the vacant position, and ensure that the Risk Oversight Committee has the number of members as required under this Charter. The newly-appointed member of the Risk Oversight Committee will remain in office only for the remaining term of the member he or she replaces.

4.4 If the entire Risk Oversight Committee vacates office, they must remain in office to engage in its operations until the new Risk Oversight Committee takes over.

## 5. **Authority, duties, and responsibilities**

5.1 Advising the Board of Directors on The Bank's risk oversight framework.

5.2 Reviewing and auditing the sufficiency and efficacy of the overall risk management policy and strategies, and acceptable risk levels, at least once a year or when there are significant changes. The Risk Oversight Committee should discuss and exchange views with the Audit Committee to assess whether The Bank's risk management policy and strategies cover all types of risks, including emerging risks, and whether they are implemented efficiently and effectively.

5.3 Coordinating with the Audit Committee in considering important information regarding risks and internal control to facilitate the Audit Committee's consideration and approval of an internal audit plan to create reasonable assurance that The Bank has an internal control system appropriate to risk management, and that a risk management system is properly adopted and implemented.

5.4 Supervising senior Executives, including those of the risk management unit, to comply with the risk management policy and strategies and acceptable risk levels.

5.5 Ensuring that The Bank's risk-based strategies regarding capital and liquidity management are set forth in accordance with the approved acceptable risk levels.

5.6 Reporting risk status, efficiency of risk management, the status of compliance with risk-based corporate culture, significant risk factors and issues, and detected deficiencies to The Bank's Board of Directors to carry out improvements and rectifications in line with the risk management policy and strategies.

5.7 Assessing the effectiveness and efficiency of performance of the senior Executives of the risk management unit.

5.8 Approving and reviewing the compliance unit's operational plans.

- 5.9 Determining the compliance unit's structure and manpower.
- 5.10 Considering and scrutinizing the following compliance-related matters to be proposed to the Board of Directors for approval:
  - (1) Compliance Policy;
  - (2) Compliance Unit Charter;
  - (3) reviewing the policy and assessment of risk management efficiency with respect to regulatory compliance; and
  - (4) filling a position, appointment, rotation, annual performance assessment, and determination of the remuneration of the compliance unit's Executives.
- 5.11 Preparing an annual compliance report.
- 5.12 Performing any other tasks assigned by the Board of Directors.
- 5.13 In performing within the scope of its duties, the Risk Oversight Committee is entitled to summon and instruct the management, heads of business units, or employees of The Bank and relevant subsidiary to provide their opinions, attend meetings, or submit documents as deemed relevant and necessary, and to seek independent opinions from any other professional consultants as deemed necessary at The Bank's expense. The hiring process will be in line with The Bank's regulations.
- 6. Meetings**
  - 6.1 The Bank requires that the Risk Oversight Committee hold its meetings at least four times a year (once in each quarter), with key agenda items clearly specified in advance. Extraordinary meetings may be summoned, as appropriate, to consider important or urgent matters. Meetings of the Risk Oversight Committee should be held to discuss matters within the scope of its authority, duties, and responsibilities, and may be arranged via electronic media, in compliance with applicable legal provisions.
  - 6.2 To summon a Risk Oversight Committee meeting, the chairman of the Risk Oversight Committee or any person designated by the chairman of the Risk Oversight Committee must notify its members, and provide documents supporting the meeting to the members, at least three days before the meeting date. However, in an urgent event to protect the rights or benefits of The Bank, the Risk Oversight Committee members may be notified by any other methods, or a meeting may be held on an earlier date.
  - 6.3 The Risk Oversight Committee may invite relevant parties, such as Directors or Executives, internal examiners, auditors, The Bank's legal staff, external legal advisors, among others, to participate in the meeting to discuss issues, provide clarification, offer opinions, or answer questions.



- 6.4 At a meeting of the Risk Oversight Committee, at least half of the total number of its members must be present to constitute a quorum.
- 6.5 If the chairman of the Risk Oversight Committee is absent, or unable to perform his or her duties, members present must choose one member to preside over the meeting.
- 6.6 Any decisions at a Risk Oversight Committee meeting will be decided by a majority of votes from members present. One member has the right to cast one vote. A member with an interest in any matter cannot vote on that matter. In the event of equal votes, the person presiding over the meeting will cast the decisive vote.
- 6.7 There are two methods of voting on resolutions of the Audit Committee.
- 6.7.1 If a meeting is arranged, members of the Risk Oversight Committee may cast their votes anonymously.
- 6.7.2 If no meeting is arranged, members of the Risk Oversight Committee may cast their votes by signing a circular letter to affirm the resolution, or via email.
- 6.8 Minutes of Risk Oversight Committee meetings must be prepared for consideration by the Risk Oversight Committee before they are presented for approval as the first agenda item at the next Risk Oversight Committee meeting. If approved, the minutes must be certified by the person presiding over the meeting. The Risk Oversight Committee may suggest an amendment to the minutes to ensure the elaboration and accuracy.
- 6.9 Meeting documents and minutes must contain complete information. For important agenda items, the valuable opinions of individual participants must be provided individually for the purpose of consideration.

## 7. Evaluation of performance

To ensure conformity with good corporate governance principles, the Risk Oversight Committee's performance must be evaluated every year as a whole and individually. These evaluation results will be used in the development and improvement of their performance to improve efficiency when achieving the provided objectives.

## 8. Remuneration

Remuneration for members of the Risk Oversight Committee will be approved at a shareholders' meeting. To this end, the Nomination and Remuneration Committee will propose the remuneration for consideration and approval by a Board of Directors meeting. Then it will be proposed to a shareholders' meeting for approval.

## 9. Review and revision

The Risk Oversight Committee will review this Charter at least once a year, and propose any amendments and it considers appropriate to The Bank's Board of Directors for approval.

## Executive Committee Charter

### 1. Objectives

Thai Credit Bank Public Company ("**The Bank**") understands the importance of the principles of good corporate governance; efficient internal control systems by taking into account risks, fairness, and transparency; and constant effective mechanisms to control, supervise, inspect, and monitor The Bank's operations, pursuant to relevant legal provisions and applicable regulations of the Bank of Thailand ("**BOT**"), the Office of the Securities and Exchange Commission (the "**Office of the SEC**"), and the Stock Exchange of Thailand ("**SET**"), The Bank has issued this Executive Committee Charter to constitute guidelines for the performance of duties and responsibilities to ensure compliance with The Bank's policies, goals, and strategies, provided and designated by The Bank's Board of Directors, and to provide agility, in order that the Executive Committee can share the workload of The Bank's Board of Directors.

### 2. Composition

- 2.1 Members of the Executive Committee must be appointed by The Bank's Board of Directors. The Executive Committee will consist of the number of members that The Bank's Board of Directors considers appropriate, but must consist of no fewer than three members, some of whom shall be Directors and some of whom shall be Executives.
- 2.2 The Bank's Board of Directors must appoint the chairman and vice chairman of the Executive Committee.
- 2.3 The Bank's Board of Directors or the Executive Committee must appoint the secretary for the Executive Committee, to help with its operations.

### 3. Qualifications

- 3.1 Members of the Executive Committee must have all qualifications required, and must not have any prohibited characteristic or characteristic that indicates a lack of suitability to be entrusted with the management of The Bank's businesses, as provided in the Public Limited Companies Act, B. E. 2535 (1992); the Securities and Exchange Act, B.E. 2535 (1992), as amended; the Financial Institution Business Act, B.E. 2551 (2008), as amended; and the applicable notifications, rules, and/or regulations of the BOT, the Office of the SEC, the Capital Market Supervisory Board, and/or the SET.

3.2 Members of the Executive Committee must have appropriate knowledge, ability, and experience that will be beneficial and appropriate for business operations, and must have leadership and broad vision. They must understand the characteristics of The Bank's business operations, and must be able to see the big picture of the business and perform their duties and responsibilities, and offer their opinions, independently. They must engage in business operations with morality, integrity, and honesty, and dedicate sufficient time for their performance of duties and responsibilities.

#### 4. Term of office

4.1 Members of the Executive Committee have terms of office of three years each, subject to the terms of their directorship office (for members who also take office as The Bank Directors). Any member who retires by rotation must remain in the position to engage in his or her duties and responsibilities until a new member of the Executive Committee is appointed, and he or she may be re-appointed, unless the term of his or her office as a Director is completed, and he or she is not re-appointed as a Director (for members who also take office as Directors).

4.2 In addition to retirement by rotation, members of the Executive Committee may vacate office in any of the following events:

4.2.1 death;

4.2.2 resignation;

4.2.3 lack of a qualification required, or having a characteristic prohibited under applicable law or this Charter;

4.2.4 retirement by a resolution of a The Bank's Board of Directors meeting or shareholders' meeting;

4.2.5 retirement under a court order;

4.2.6 termination of his or her position as a Director or Executive of The Bank.

4.3 If a position in the Executive Committee becomes vacant for a reason other than retirement by rotation, The Bank's Board of Directors, at the next Board of Directors meeting, must elect a suitable person who has all qualifications required to fulfill the vacant position, and ensure that the Executive Committee has the number of members as required under this Charter. The newly-appointed member of the Executive Committee will remain in office only for the remaining term of the member he or she replaces.

4.4 If the entire Executive Committee vacates office, they must remain in office to engage in its operations until the new Executive Committee takes over.

## 5. Authority, duties, and responsibilities

- 5.1 Carrying out and managing The Bank's business in line with the set objectives, regulations, policies, rules, requirements, orders, resolutions of Board of Directors' meetings, and resolutions of shareholders' meetings.
- 5.2 Considering, scrutinizing, and setting out The Bank's strategies for business operations, business plans, financial goals, annual budgets, management structure, human resource management policy, and managerial power in various aspects to be proposed to the Board of Directors for approval, and considering and scrutinizing the management's proposals and important new plans.
- 5.3 Overseeing The Bank in carrying out its operations in accordance with its objectives, regulations, policies, rules, strategies, and business plans to achieve the set goals, and to strictly and inclusively comply with the risk oversight policy, strategies, and framework, including the risk management policy and strategies, the acceptable risk levels, the remuneration policy, and the good governance policy approved by the Board of Directors, and periodically reporting its progress to the Board of Directors.
- 5.4 Oversee the overall performance to ensure that the Chief Executive Officer (CEO) reports the results of their duties and/or progress regularly to the executive management team and the bank's board of directors regarding the CEO's operations in managing and overseeing the operations related to the general management of the bank. This includes managing the performance of the management team and executives according to the bank's vision, mission, strategy, business plan, operational plan, budget, goals, and policies as approved by the board of directors.
- 5.5 Oversee the CEO's overall management to ensure alignment with the bank's policies and business plans, as well as compliance with applicable laws, regulations, the bank's objectives, internal regulations, Delegation of Authority schedule, resolutions of the board of directors, and shareholders' meeting decisions. This should be done with responsibility, caution, thoroughness, and integrity to achieve the bank's best interests and in accordance with the guidelines of the Securities and Exchange Commission, the Capital Market Supervisory Board, and/or the Stock Exchange of Thailand regarding related transactions, asset acquisitions or disposals. Additionally, ensure the CEO reports on the performance related to establishing regulations, criteria, operational guidelines, and requirements for organizational structures in positions outside the authority of the bank's board or sub-committees.
- 5.6 Oversee the overall performance to ensure that the Chief Executive Officer (CEO) assigns relevant departments to consistently develop and improve the operational efficiency of the bank.

- 5.7 Oversee the overall performance to ensure that the CEO monitors the performance of the bank and/or its subsidiaries, with the CEO reporting regularly on the performance. Additionally, the CEO should ensure the preparation of financial reports and the disclosure of key information in compliance with relevant regulations and best practices.
- 5.8 Consider and approve the launch of new products, the addition of new business partners, and the establishment of new customer acquisition channels.
- 5.9 Consider and approve the introduction of new product program frameworks, as well as the review and renewal of product program frameworks for loan products and other products, except for deposit products, investment products, and fundraising activities.
- 5.10 Oversee the management to ensure that the capital adequacy ratio relative to risk-weighted assets is sufficient for operations and business expansion as per the planned strategy.
- 5.11 Review and control the bank's operations in various areas to ensure compliance with applicable laws and regulations, including overseeing expenditures according to the budget approved by the bank's board of directors.
- 5.12 Control the bank's risks to ensure they remain at a level that is appropriate and acceptable, and within the risk limits set by the bank's board of directors. This is to minimize potential damage from business operations, ensuring that it does not significantly affect the bank's financial position. Additionally, ensure the bank has personnel with sufficient knowledge, skills, and understanding of finance and business-related technical matters to manage risk management and internal control functions. This includes receiving reports from internal audits on preventive measures, detection, issue resolution, and addressing potential or actual damages.
- 5.13 Regularly review the risk management processes and systems, including the risk limits, or whenever there are significant events that may affect the bank's stability.
- 5.14 Consider reviewing matters that require approval or consent from the bank's board of directors or the shareholders' meeting before presenting them for the board's approval.
- 5.15 Consider and approve transactions, including the approval of normal banking operations, contracts, investments, or asset purchases/sales by the bank, human resources management, financial operations, general administration, and other regular business support operations, provided that they adhere to general business terms within the limits of the budget approved by the board of directors or as previously agreed by the board. This is also subject to the regulations of the Securities and Exchange Commission, the Capital Market Supervisory Board, and/or the Stock Exchange of Thailand regarding related transactions and asset acquisitions/disposals, as well as other relevant laws, including the Delegation of Authority schedule set by the board.

- 5.16 Consider and approve borrowings or the issuance of securities for long-term fundraising for business operations, within the limits of the Delegation of Authority schedule set by the board of directors.
- 5.17 Consider and approve purchases, operational expenses, and the review or approval of hiring consultants, procurement, and investment expenses within the limits defined by the board of directors.
- 5.18 Consider and approve the steps and procedures for the bank's operations.
- 5.19 Consider and approve the establishment, cancellation, or changes to the organizational structure, reporting lines, and management authority, including the recruitment, hiring, transfer, training, and termination of the bank's executive-level employees. Support the board in ensuring that those in management roles have the necessary qualifications and capability to manage the bank's operations. Define the roles and responsibilities of each department within the reporting structure clearly to facilitate effective risk management, governance, control, and auditing. Ensure that controlling departments are capable of operating independently and professionally, free from business unit influence, and coordinate with the Nomination and Remuneration Committee in considering and monitoring succession plans, workforce planning, and the criteria for executive compensation and performance evaluations, with regular reports to the board of directors.
- 5.20 Promote a risk-conscious organizational culture, communicate policies and strategies on risk management, acceptable risk levels, and risk limits to ensure that all bank employees understand their responsibilities and the risks associated with their work. Ensure strict adherence to policies, regulations, guidelines, and procedures.
- 5.21 Regularly report the performance of duties to the board of directors, and report any other matters that are necessary and should be brought to the board's attention, including any important decisions or actions related to the CEO's scope of responsibility at the next board meeting.
- 5.22 Report on the risk status, effectiveness, and risk management approaches, as well as the bank's compliance with its risk-conscious organizational culture, to the board and relevant subcommittees regularly or as soon as any significant factors or issues are identified, to ensure timely corrective actions. Additionally, ensure that these reports are accurate, comprehensive, timely, and reflect the overall risk, including the adequacy of capital and liquidity.
- 5.23 Report the status of regulatory inspections and important regulatory orders to the board of directors.
- 5.24 The executive management has the authority to delegate authority to one or more individuals to perform specific actions under the supervision of the executive management, within the authority limits deemed appropriate and within a time frame set by the executive management. The executive management may revoke, change, or amend such delegation as

necessary. The delegation of authority and responsibilities shall not allow the recipient to approve transactions where they, or related parties, might have conflicts of interest, as defined by the Capital Market Supervisory Board or the Stock Exchange regulations. Any such transactions must be presented to the board of directors or shareholders' meeting for approval, except for regular or supporting business transactions made under terms similar to those an ordinary person would agree upon in similar circumstances, conducted at arm's length, and approved by the board or in line with principles previously approved by the board.

The Executive Committee's delegation of authority, duties, and responsibilities must not constitute delegation or sub-delegation that allows an authorized person to approve any transaction in which he or she or a related person (as defined under the notifications of the Capital Market Supervisory Board and/or the SET), has an interest, or may have any other conflicts of interest with The Bank and/or its subsidiary. Such transaction must be proposed to the Board of Directors' meeting and/or the shareholders' meeting (as the case may be) for consideration and approval, unless the transaction is conducted in the ordinary course of business or supports The Bank's normal business under a commercial agreement in the same way that a prudent person would act with a general counterparty in the same situation, with the bargaining power to negotiate terms without being influenced by the status of a Director, Executive, or related person and having the same conditions as an agreement executed for a transaction with a third party (at arm's length). Such commercial agreement must be approved by The Bank's Board of Directors or in accordance with the principles that have been approved by the Board of Directors.

5.25 Performing any other tasks assigned by the Board of Directors.

5.26 In performing its duties, the Executive Committee is entitled to summon and instruct the management, heads of business units, or employees of The Bank and its subsidiary to provide their opinions, attend meetings, or submit documents as deemed relevant and necessary, and to seek independent opinions from any other professional consultants as deemed necessary at The Bank's expense. The hiring process will be in line with The Bank's regulations.

The Executive Committee will have the same authority, duties, and responsibilities as the Management Committee, which have been assigned and announced by the Board of Directors in accordance with the resolutions of a Board of Directors' meeting and/or The Bank's regulations, announcements, and orders, including those attached to the Announcement No. 076/2564 re: Sub-committees, as amended, including The Bank's regulations, announcements, and orders issued prior to said announcement.

## 6. Meetings

- 6.1 The Bank requires that the Executive Committee hold its meetings at least once a month, with key agenda items clearly specified in advance. Extraordinary meetings may be summoned, as appropriate, to consider important or urgent matters. Meetings of the Executive Committee should be held to discuss matters within the scope of its authority, duties, and responsibilities, and may be arranged via electronic media, in compliance with applicable legal provisions.
- 6.2 To summon an Executive Committee meeting, the chairman of the Executive Committee or any person designated by the chairman of the Executive Committee must notify its members, and provide documents supporting the meeting to the members, at least seven days before the meeting date. However, in an urgent event to protect the rights or benefits of The Bank, the Executive Committee members may be notified by any other methods, or a meeting may be held on an earlier date.
- 6.3 The Executive Committee may invite relevant parties, such as Directors or Executives, internal examiners, auditors, The Bank's legal staff, external legal advisors, among others, to participate in the meeting to discuss issues, provide clarification, offer opinions, or answer questions.
- 6.4 At a meeting of the Executive Committee, at least half of the total number of its members must be present to constitute a quorum.
- 6.5 If the chairman of the Executive Committee is absent, or unable to perform his or her duties, the vice chairman, if present, will preside over the meeting. If the vice chairman is absent, or unable to perform his or her duties, and no member has been designated to preside over the meeting, members present must choose one member to preside over the meeting.
- 6.6 Any decisions at an Executive Committee meeting will be decided by a majority of votes. One member has the right to cast one vote. A member with an interest in any matter cannot vote on that matter. In the event of equal votes, the person presiding over the meeting will cast the decisive vote.
- 6.7 There are two methods of voting on resolutions of the Executive Committee as follows:
- 6.7.1 if a meeting is arranged, members of the Executive Committee may cast their votes anonymously;
  - 6.7.2 if no meeting is arranged, members of the Executive Committee may cast their votes by signing a circular letter to affirm the resolution, or via email.
- 6.8 Minutes of Executive Committee meetings must be prepared for consideration by its members before they are presented for approval as the first agenda item at the next Executive Committee meeting. If approved, the minutes must be certified by the person presiding over the meeting. Members of the Executive Committee may suggest an amendment to the minutes to ensure the elaboration and accuracy.



6.9 Meeting documents and minutes must contain complete information. For important agenda items, the valuable opinions of individual participants must be provided individually for the purpose of consideration.

## 7. Evaluation of performance

To ensure conformity with good corporate governance principles, the Executive Committee's performance must be evaluated every year as a whole and individually. These evaluation results will be used in the development and improvement of their performance to improve efficiency when achieving the provided objectives.

## 8. Remuneration

Remuneration for members of the Executive Committee will be approved at a shareholders' meeting. To this end, the Nomination and Remuneration Committee will propose the remuneration for consideration and approval by a Board of Directors meeting. Then it will be proposed to a shareholders' meeting for approval.

## 9. Review and revision

The Executive Committee will review this Charter at least once a year, and propose any amendments and it considers appropriate to The Bank's Board of Directors for approval.

# Corporate Governance and Sustainability Development Committee Charter

## 1. Objectives

Thai Credit Bank Public Company ("The Bank") primarily operates and administers its businesses under the principles of good corporate governance, and ensures social responsibility at all times. Led and driven by the Board of Directors, The Bank has established the Corporate Governance and Sustainability Development Committee to ensure that The Bank's operations align with its sustainable business strategies and to support the Board of Directors' operations, and has issued this Corporate Governance and Sustainability Development Committee Charter to ensure that the Corporate Governance and Sustainability Development Committee will duly, properly, and completely perform its duties and responsibilities, boost confidence and trust among its stakeholders, and encourage The Bank's employees throughout the organisation to contribute to The Bank's drive towards sustainability.

## 2. Composition

- 2.1 The Corporate Governance and Sustainability Development Committee shall be appointed by the Board of Directors with the number and composition as deemed appropriate by the Board, but with at least three members. The committee shall consist of members of the Bank's Board of Directors, senior executives, or other individuals, with at least half of the members being independent directors.
- 2.2 The Bank's Board of Directors or the Corporate Governance and Sustainability Development Committee will elect and appoint one of the Committee's members who is an independent or non-executive Director to chair the Corporate Governance and Sustainability Development Committee.
- 2.3 The Corporate Governance and Sustainability Development Committee will appoint, and establish the scope of authority, duties, and responsibilities for, the secretary of the Corporate Governance and Sustainability Development Committee to help with the operations of the Corporate Governance and Sustainability Development Committee

## 3. Qualifications

- 3.1 Members of the Corporate Governance and Sustainability Development Committee must have all qualifications required, and must not have any prohibited characteristic or characteristic that indicates a lack of suitability to be entrusted with the management of The Bank's businesses, as provided in the Public Limited Companies Act, B. E. 2535 (1992), as amended (the "**Public Limited Companies Act**"); the Securities and Exchange Act, B.E. 2535 (1992), as amended (the "**Securities and Exchange Act**"); the Financial Institution Business Act, B.E. 2551 (2008), as amended (the "**Financial Institution Business Act**"); and the applicable notifications, rules, or regulations of the BOT, the SEC, the Capital Market Supervisory Board, or the Stock Exchange of Thailand.
- 3.2 Members of the Corporate Governance and Sustainability Development Committee must have appropriate knowledge, ability, and experience that will be beneficial for the performance of their duties and responsibilities as members of the Corporate Governance and Sustainability Development Committee, and must have leadership and broad vision. They must understand the characteristics of The Bank's business operations, and must be able to see the big picture of the business and perform their duties and responsibilities, and offer their opinions, independently. They must engage in day-to-day business operations with morality, integrity, and honesty, and dedicate sufficient time for their performance of duties and responsibilities.

#### 4. Terms of office

- 4.1 Members of the Corporate Governance and Sustainability Development Committee have terms of office of three years each, subject to the terms of their directorship office (for members who also take office as The Bank Directors). Any member who retires by rotation may be re-appointed and must remain in the position to engage in his or her duties and responsibilities until a new member of the Corporate Governance and Sustainability Development Committee is appointed, unless the term of his or her office as a Director is completed, and he or she is not re-appointed as a The Bank Director (for members who also take office as The Bank Directors).
- 4.2 In addition to retirement by rotation, members of the Corporate Governance and Sustainability Development Committee may vacate office in any of the following events.
- 4.2.1 death;
  - 4.2.2 resignation;
  - 4.2.3 lack of a qualification required, or having a characteristic prohibited under applicable law or this Charter;
  - 4.2.4 retirement by a resolution of a The Bank's Board of Directors meeting or shareholders' meeting;
  - 4.2.5 retirement under a court order;
  - 4.2.6 termination of his or her position as a Director or senior Executive of The Bank.
- 4.3 If a position in the Corporate Governance and Sustainability Development Committee becomes vacant for a reason other than retirement by rotation, The Bank's Board of Directors, at the next Board of Directors meeting, must elect a suitable person who has all qualifications required to fulfill the vacant position, and ensure that the Corporate Governance and Sustainability Development Committee has the number of members as required under this Charter. The newly-appointed member of the Corporate Governance and Sustainability Development Committee will remain in office only for the remaining term of the member he or she replaces.
- 4.4 If the entire Corporate Governance and Sustainability Development Committee vacates office, they must remain in office to engage in its operations until the new Corporate Governance and Sustainability Development Committee takes over.

## 5. Authority, duties, and responsibilities

- 5.1 Determining The Bank's scope, policies, and operational guidelines regarding the environment, society, employees, business ethics, good corporate governance, occupational safety, health, and work environment and regularly presenting on these topics to the Board of Directors, as well as emphasising sustainable creation of business value in line with the principles and standards of good corporate governance, at both local and international levels, as appropriate, to achieve its vision, main goals, and business strategies, by referencing the United Nations' sustainable development goals ("SDGs").
- 5.2 Considering and reviewing The Bank's scope, policies, and operational guidelines regarding the environment, society, employees, business ethics, good corporate governance, occupational safety, health, and work environment and ensuring these are appropriate to The Bank's business operations and in line with international operational guidelines and the SET's guidelines, and advising the Board of Directors to consider continuous improvements. When doing this, it will emphasise the environment in the supply chain of The Bank's business to encourage The Bank's sustainable growth.
- 5.3 Provide practical advice and suggestions to the Board of Directors regarding good corporate governance and sustainable development to encourage sustainability in three dimensions, namely the environment, society and employees and governance.
- 5.4 Monitoring the operations of The Bank's Board of Directors and Executives to ensure that they comply with the policy on the environment, society, employees, and governance for sustainable banking, business ethics, the policy on business operations under the principles of good corporate governance, and the policy on occupational safety, health, and work environment. To ensure that all business units carry out operations in accordance with The Bank's objectives, main goals, and strategic plans to drive its business towards sustainability, the Corporate Governance and Sustainability Development Committee may assign the Executives of the human resource management unit to collect data and prepare reports to present the results of operations to the Board of Directors, together with relevant business units.
- 5.5 Encouraging the dissemination of knowledge to The Bank's employees, including communication of the culture of good corporate governance and sustainable development, and encouraging their regular participation in social activities for sustainable development.
- 5.6 Considering and monitoring the disclosure of information regarding good corporate governance and sustainable development in The Bank's annual registration statement (Form 56-1 one report)
- 5.7 Performing other duties as assigned by the Board of Directors.

## 6. Meetings

- 6.1 The Bank requires that the Corporate Governance and Sustainability Development Committee hold its meetings at least once every quarter, each with key agenda items clearly specified in advance. Extraordinary meetings may be summoned, as appropriate, to consider important or urgent matters. Meetings of the Corporate Governance and Sustainability Development Committee should be held to discuss matters within the scope of its authority, duties, and responsibilities, and may be arranged via electronic media, in compliance with applicable legal provisions.
- 6.2 To summon a Corporate Governance and Sustainability Development Committee meeting, the chairman of the Corporate Governance and Sustainability Development Committee or any person designated by the chairman of the Corporate Governance and Sustainability Development Committee must notify its members, and provide documents supporting the meeting to the members, at least seven days before the meeting date. However, in an urgent event to protect the rights or benefits of The Bank, the Nomination and Remuneration Committee members may be notified by any other methods, or a meeting may be held on an earlier date.
- 6.3 The Corporate Governance and Sustainability Development Committee may invite relevant parties, such as Directors or Executives, internal examiners, auditors, The Bank's legal staff, external legal advisors, among others, to participate in the meeting to discuss issues, provide clarification, offer opinions, or answer questions.
- 6.4 At a meeting of the Corporate Governance and Sustainability Development Committee, at least half of the total number of Committee members must be present to constitute a quorum.
- 6.5 If the chairman of the Corporate Governance and Sustainability Development Committee is absent, or unable to perform his or her duties, members present must choose one member to preside over the meeting.
- 6.6 Any decisions at a meeting of the Corporate Governance and Sustainability Development Committee will be decided by a majority of votes. One member has the right to cast one vote. A member with an interest in any matter cannot vote on that matter. In the event of equal votes, the person presiding over the meeting will cast the decisive vote.
- 6.7 There are two methods of voting on resolutions of the Corporate Governance and Sustainability Development Committee.
- 6.7.1 If a meeting is arranged, members of the Corporate Governance and Sustainability Development Committee may cast their votes anonymously.
- 6.7.2 If no meeting is arranged, members of the Corporate Governance and Sustainability Development Committee may cast their votes by signing a circular letter to affirm the resolution, or via email.

6.8 The secretary of the Corporate Governance and Sustainability Development Committee will prepare minutes of Corporate Governance and Sustainability Development Committee meetings for consideration by its members before they are presented for approval as the first agenda item at the next Corporate Governance and Sustainability Development Committee meeting. If approved, the minutes must be certified by the person presiding over the meeting. The Corporate Governance and Sustainability Development Committee may suggest an amendment to the minutes to ensure the elaboration and accuracy.

6.9 Meeting documents and minutes must contain complete information. For important agenda items, the valuable opinions of individual participants must be provided individually for the purpose of consideration.

## 7. Evaluation of performance

To ensure conformity with good corporate governance principles, the Corporate Governance and Sustainability Development Committee's performance must be evaluated every year as a whole and individually. These evaluation results will be used in the development and improvement of their performance to improve efficiency when achieving the provided objectives.

## 8. Remuneration

Remuneration for members of the Corporate Governance and Sustainability Development Committee will be approved at a shareholders' meeting. To this end, the Nomination and Remuneration Committee will propose the remuneration for consideration and approval by a Board of Directors meeting. Then it will be proposed to a shareholders' meeting for approval.

## 9. Review and revision

The Corporate Governance and Sustainability Development Committee will review this Charter at least once a year, and propose any amendments and it considers appropriate to The Bank's Board of Directors for approval.

### Scope of Authority, Duties, and Responsibilities of the Corporate secretary

Thai Credit Bank Public Company Limited (the "Bank") has defined the scope of authority, duties, and responsibilities of the Corporate Secretary to support the Board of Directors in performing its tasks efficiently, accurately, in accordance with laws, regulations, rules, and in line with good corporate governance practices, as follows:

1. The corporate secretary must perform his or her duties with care, responsibility, and integrity, and must comply with applicable law, the objectives and Articles of Association of the Bank, resolutions of The Bank's Board of Directors, and resolutions of shareholders' meetings.

2. The corporate secretary must control and ensure that overall The Bank's business operations comply with applicable laws, rules, regulations, and requirements of competent agencies.
3. The corporate secretary must keep important documents of The Bank, including certificates, the Memorandum of Association and Articles of Association of The Bank, the shareholder register, licenses and permits, the directors register, invitation letters to and documents and minutes of The Bank's Board of Directors meetings, The Bank's annual registration statement (Form 56-1 one report), and invitation letters to and documents and minutes of shareholders' meetings.
4. The corporate secretary must keep reports on The Bank's interest, which are compiled by The Bank's Directors and Executives, under section 89/14 of the Securities and Exchange Act B.E.2535 (1992), as amended, (the "**Securities and Exchange Act**"), and send the copies of the reports to the Chairman of the Board of Directors and the Chairman of the Audit Committee within seven business days after The Bank has received the reports or right before a transaction is proceeded. The Chairman of the Board of Directors or the corporate secretary must inform the Office of the Securities and Exchange Commission (the "**Office of SEC**") of where these reports are stored.
5. The corporate secretary must follow up, and keep copies of reports on, securities possession by The Bank's Directors and Executives, and persons with relevant obligations under section 59 of the Securities and Exchange Act, that are submitted to the Office of SEC. The corporate secretary must also remind the Board of Directors, Executives, and relevant internal parties to take meticulous care when selling and purchasing The Bank securities while the financial statements are being reviewed, to prevent any use of internal information for the sale and purchase of securities.
6. The corporate secretary must arrange onboarding activities, and promote the development of existing Directors and Executives and newly-appointed Directors and Executives, give important information and advice for the performance of their duties with regard to legal provisions and The Bank's rules and regulations, that the Directors and Executives must acknowledge, and ensure that these legal provisions and The Bank's rules and regulations are always properly complied with. The corporate secretary must also report any material changes to a legal provisions to the Directors and Executives.
7. The corporate secretary must supervise any changes in the directorship, monitor for new appointments of Directors or upon retirement by rotation, and review the qualifications of Directors to ensure compliance with relevant requirements. The corporate secretary must ensure that necessary approval is obtained from the Bank of Thailand, and must review the Directors' qualifications to ensure they have all the qualifications required throughout their term.

8. The corporate secretary must ensure that the meetings of The Bank's shareholders, Directors, and other committees and sub-committees comply with applicable law, the Articles of Association of The Bank, the charter of each relevant committee, and best practices. The corporate secretary must prepare minutes of meetings, and ensure that resolutions of shareholders' meetings and Board of Directors meetings are complied with.
9. The corporate secretary must ensure that all data and information are disclosed and reported as required under applicable law, regulations, and requirements of the competent regulatory agencies.
10. The corporate secretary must communicate and cooperate with relevant agencies to ensure that data and information about The Bank operations are disclosed to its shareholders and investors in the annual registration statement (Form 56-1 one report), statement forms, or sustainable development reports, or via other communication channels of The Bank.
11. The corporate secretary must communicate with general shareholders to ensure they are informed of the rights of shareholders and The Bank news updates. The corporate secretary will act as the middleman and contact person between the Directors and Executives.
12. The corporate secretary must perform other tasks as assigned by The Bank's Board of Directors, or as required under the relevant laws or notifications.
13. The corporate secretary must arrange an evaluation of performance of The Bank's Board of Directors, and report the evaluation results to The Bank's Board of Directors.
14. The corporate secretary must promote, raise awareness of, and provide information about good corporate governance, and encourage The Bank's Board of Directors to establish, and comply with, the principles of good corporate governance. These principles, together with their compliance, will be reviewed on a regular basis.
15. Act as an advisor and coordinate with secretaries of various Board committees.
16. Oversee the activities of the Board of Directors.



# Attachment **6**

## Attachment 6 Audit Committee Report

The Audit Committee of Thai Credit Bank Public Company Limited comprises three independent directors, who have sufficient knowledge and experience to reliably review the financial statements. The members of the Audit Committee are:

1. Mr. Chamnong Watanagase Chairman of the Audit Committee
2. Ms. Ada Ingawanij Member of the Audit Committee
3. Mr. Supachai Sukhanindr Member of the Audit Committee

Ms. Chorkaew Kaewmorakot, Executive Vice President of Internal Audit, serves as the secretary to the Audit Committee.

The Audit Committee performed duties within the scope and responsibilities specified in the Charter of the Audit Committee as approved by the Board of Directors of the Bank which is in line with the best practice of the Securities and Exchange Commission's guidelines and the Bank of Thailand. In 2024, there were 12 meetings in total, including meetings with the management, senior executives from relevant units, internal auditor and external auditor. The proceedings from each meeting were reported to the Board of Directors. Significant matters are summarized as follows:

- **Review of Financial Reporting**

The Audit Committee reviews the quarterly, half-yearly, and annual financial statements reports, through a meeting with executives of the Finance and Accounting and external auditors. The financial reports were prepared in accordance with financial reporting standards and regulatory requirements. Additionally, the Audit Committee regularly meets with the auditors and management to consider the accuracy, completeness, and reliability of the information, the adequacy of disclosures, as well as to review the performance of the auditors in relation to the audit process. The Committee also discusses significant risks and the bank's risk management plans. The Audit Committee meets with auditors without management's presence in order to acknowledge and discuss opinions with the auditors as well as issues found from the review and audit of financial statements as well as inquire about the independence of audit performance and expressing audit opinion, issues that may result in significant loss or fraud and also corporation obtained from the management of the Bank. In 2024, the auditors did not discover any material findings or receive reports of any suspicious behavior.

- **Review of Internal Controls and Internal Audit**

The Audit Committee has reviewed effectiveness and adequacy of the internal control system by considering internal audit results on a monthly basis, the results of independent internal auditor, the Bank of Thailand examination report and the results of internal control adequacy assessment by using the internal control assessment form developed by the Office of the Securities and Exchange Commission under the concept of the Committee of Sponsoring Organizations of the Tread way Commission (COSO), a summary of fraud investigation reports on a quarterly basis, as well as reviewing and monitoring the progress of rectification on the significant issues raised by internal auditor, independent internal auditor, external auditors and the Bank of Thailand examiner.

In addition, the Audit Committee has supervised internal audit to be effective by considering the review of the charter of the Internal Audit prior to proposing to the Board of Directors for approval as well as approved annual internal audit plan and the revised audit plan and reviewed the performance results of the Internal Audit against the plan on a quarterly basis and regularly provided recommendations to Internal Audit. The Audit Committee also considered the adequacy of internal audit resources and the independence of Internal Audit function. The internal quality assurance review has been performed by Internal Audit annually and external expert every five years, so as to promote good corporate governance and increase the effectiveness and efficiency of audit performance. The Committee also worked closely with the Bank of Thailand examiner and external auditors.

- **Support to Corporate Governance**

To support the Bank in having an internal surveillance process and report wrongdoing that may violate the law, regulatory requirements, the Bank's policies and procedures as well as the Bank's ethics, the Bank therefore has designated the Audit Committee as a channel for receiving complaints or whistleblowing from all relevant parties.

- **Review of Compliance with Regulatory Compliance**

The Audit Committee reviewed the Bank's regulatory compliance with applicable laws and regulations such as the Bank of Thailand, the Securities and Exchange Commission, the Anti-Money Laundering Office, the Office of Insurance Commission and the Committee for Protection of Credit Information as well as the Bank's policies and procedures through monthly internal audit reports, the Bank of Thailand examination report and the external auditors regularly. Additionally, regularly report the results of the compliance review conducted by the compliance unit.

- **Review of Risk Management**

The Audit Committee coordinates with the Risk Management Committee to discuss significant risks, which are used as guidelines for considering the internal audit plan. The Committee also reviews appropriate internal control measures for managing those risks, as well as assesses the adequacy of the bank's risk management by considering the results of internal audit, the Bank of Thailand's inspections, and the auditors' findings on a regular basis. This is to ensure that the bank's risk management across various areas is appropriate and that the risks are maintained at an acceptable level as defined by the Board.

- **Review of Related-party transactions or transactions that may create conflicts of interest**

The Audit Committee considered related parties transactions or transactions that may create conflict of interest prior to presenting to the Board of Director of the Bank for consideration. In consideration such transactions, the Audit Committee adhered to the principles of reasonableness, transparency and the best interest of the Bank as well as the disclosure of information correctly and adequately and in accordance with the principles of good corporate governance.

- **Appointment of Auditors and Remuneration**

The Audit Committee has considered the qualifications and independence of the auditors in accordance with the requirements of the Bank of Thailand, the Office of the Securities and Exchange Commission and the international practices as well as knowledge and ability, experience in auditing commercial banking businesses, reliability and adequacy of resources and the quality of audits over the past year. The Audit Committee considered recommendation to the Board of Director to re-appointment of KPMG Phoomchai Audit Ltd. as external auditors. Following its recommendation and the Board's endorsement thereof, the shareholders appointed KPMG Phoomchai Audit Ltd. as the auditor at the 2024 Annual General Meeting. The remuneration has been considered taking into consideration the scope of the auditors' responsibilities and the remuneration rates from the other audit firms that are comparable.

Moreover, the Audit Committee considered the policy on non-assurance services provided by the Bank's external auditors and reviewed such services to ensure that non-assurance engagement did not impair the independence of the Bank's external auditors.

- **Others**

The Audit Committee reviews its charter annually to ensure its relevance and up-to-date practices. Additionally, the Committee conducts an annual self-assessment, both individual member and the committee, to review the performance of its duties and responsibilities over the past year. This evaluation serves as vital information for considering improvements in its working practices, aimed at enhancing the effectiveness of auditing, monitoring, and assessment activities

In summary, the Audit Committee has completed its duties as the scope assigned by the Board of Directors of the Bank and specified in its Charter. The Committee applied its knowledge and abilities to perform its duties with prudence, independence, transparency and adhered to the principles of integrity and provided constructive comments and recommendations without limitation in obtaining information, resources or corporation from the Bank for the best interest of all stakeholders equally and the Bank.

From the assessments and reviews as mentioned above, the Audit Committee is of the opinion that the consolidated financial statements of the Bank and its subsidiary and the Bank-only financial statements are presented fairly in all material aspects in accordance with Thai Financial Reporting Standards and the regulatory requirements as well as with adequate and appropriate disclosure. It is also of the opinion that the external auditors are independent and has performed its duties professionally. The Audit Committee opines that the Bank's boards and executives have sound corporate governance and commit to performing their duties to achieve the Bank's objectives efficiently, adequate and effective risk management, internal controls and internal audits as well as performing its operations in accordance with the policies stipulated by the Bank and in accordance with the laws and regulations. The Audit Committee is of the opinion that the related parties transactions or transactions that may create conflict of interests are reasonably conducted and for the best interest of the Bank and that relevant information is transparently and adequately disclosed. The Bank has monitored changes in order to develop and improve its risk management and internal controls to be consistent with the business environment and changes in regulations so that it is well prepared to face potential risks that may arise in the future.

Mr. Chamnong Watanagase

Chairman of the Audit Committee

# Attachment **7**

## Attachment 7 Report of the Board of Directors' Responsibilities for Financial Report

The Board of Directors of Thai Credit Bank Public Company Limited is responsible for the financial statements of the Bank and the consolidated financial statements of the Bank and its subsidiaries, which present the financial position as at December 31, 2024. The financial statements as at December 31, 2024 and the notes to the financial statements, proper accounting policies have been employed and consistently adhered to in the preparation of these financial statements, including careful consideration together with prudent and reasonable estimations. These are transparent and reasonable presentations that reflect a true and fair financial position and performance that is useful to shareholders, investors and analysts

The Board of Directors has reviewed the adequacy and effectiveness of risk management, internal control, internal audit and monitoring to obtain reasonable assurance that the financial records are accurate, complete and adequate to protect the Bank and to know that the Bank needs to improve or strengthen its monitoring to prevent corruption or materially abnormal transactions. The Board of Directors has appointed an Audit Committee entirely comprised of independent directors responsible for the quality of the Bank's financial reporting and internal control systems, as well as complete and appropriate disclosure of connected transactions to ensure that such transactions are reasonable, complete, sufficient and appropriate for the maximum benefit to the Bank.

The opinion of the Audit Committee on the matter appears in the Audit Committee report shown in the annual information report and annual report (Form 56-1 One Report) this year, which the committee The Bank places importance on its duties and responsibilities in taking care of its business in accordance with the principles of good corporate governance. As well as being responsible for the bank's financial statements and the consolidated financial statements of the bank and its subsidiaries, including financial information appearing in Form 56-1 One Report.

The opinion of the Audit Committee on the matter appears in the Audit Committee report shown in the annual report and One Report (Form 56-1) this year, The Bank regards performing its obligations to manage its operations in line with the fundamentals of a good corporate governance. In addition, they are in charge of the bank's financial statements as well as the combined financial statements of the bank with its subsidiaries, which include the financial data found in Form 56-1 One Report.

(Prof. Kitipong Uraepatanapong)

Chairman of Board of Directors

(Mr. Roy Agustinus Gunara)

Chief Executive Officer

# Attachment 8

Attachment 8 Independent Audit's report, Financial Statements and Notes to the Financial Statements

Thai Credit Bank Public Company Limited  
and its Subsidiary

Financial statements for the year ended

31 December 2024

and

Independent Auditor's Report

## Independent Auditor's Report

### To the Shareholders of Thai Credit Bank Public Company Limited

#### *Opinion*

I have audited the consolidated and the Bank's financial statements of Thai Credit Bank Public Company Limited and its Subsidiary (the "Group") and of Thai Credit Bank Public Company Limited (the "Bank"), respectively, which comprise the consolidated and the Bank's statements of financial position as at 31 December 2024, the consolidated and the Bank's statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of material accounting policies and other explanatory information.

In my opinion, the accompanying consolidated and the Bank's financial statements present fairly, in all material respects, the financial position of the Group and the Bank, respectively, as at 31 December 2024 and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRSs) and the regulations of the Bank of Thailand.

#### *Basis for Opinion*

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated and the Bank's Financial Statements* section of my report. I am independent of the Group and the Bank in accordance with the *Code of Ethics for Professional Accountants including Independence Standards* issued by the Federation of Accounting Professions (Code of Ethics for Professional Accountants) that is relevant to my audit of the consolidated and the Bank's financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code of Ethics for Professional Accountants. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

#### *Key Audit Matter*

Key audit matter is matter that, in my professional judgment, was of most significance in my audit of the consolidated and the Bank's financial statements of the current period. This matter was addressed in the context of my audit of the consolidated and the Bank's financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on this matter.

Allowance for expected credit loss on loans to customers and accrued interest receivables	
Refer to Notes 3 (j), 4.1, 12 and 13	
The key audit matter	How the matter was addressed in the audit
<p>As at 31 December 2024, loans to customers and accrued interest receivables recorded in the consolidated and the Bank's financial statements amounted to Baht 170,470 million, against which allowance for expected credit loss on loans to customers and accrued interest receivables in the consolidated and the Bank's financial statements amounted to Baht 10,739 million. The net amount represents 87.2% and 87.1%, respectively of the total assets in the consolidated and the Bank's financial statements.</p> <p>TFRS 9 <i>Financial instruments</i> and the relevant regulations of the Bank of Thailand require the Group to recognise expected credit loss ("ECL") on certain types of financial instruments including loans to customers and accrued interest receivables. Management's estimation of ECL on loans to customers measured at amortised cost is based on credit models which are dependent on significant management judgments and estimation including establishment of the criteria in determination of significant increase in credit risk since initial recognition, development of models used to measure ECL, determination of the forward-looking macroeconomic variables and probability-weighted scenarios into the measurement of ECL.</p> <p>The carrying amount of allowance for expected credit loss on loans to customers and accrued interest receivables was material and involved complex calculation as well as management judgment, I considered this area to be a key audit matter.</p>	<p>My audit procedures included:</p> <ul style="list-style-type: none"> <li>• Understanding the loans granting, repayment and monitoring processes including the policies and management consideration process of allowance for ECL.</li> <li>• Evaluating the design and implementation and operating effectiveness of key controls over the credit and impairment process.</li> <li>• Involving KPMG credit risk specialists to evaluate the appropriateness of model methodologies, criteria in determination of significant increase in credit risk, staging classification, determination of the forward-looking macroeconomic variables and probability-weighted scenarios into the measurement of ECL as well as reviewing the model validation report which was performed by expert engaged by the management.</li> <li>• Involving KPMG IT specialists to test reconciliation of data, loan aging, present value of collateral calculation and effective interest rate calculation.</li> <li>• Testing the use of a significant increase in credit risk and staging classification on a sample basis.</li> <li>• Testing the ECL calculation on loans to customers on a sample basis.</li> <li>• Evaluating the adequacy of the financial statement disclosures in accordance with Thai Financial Reporting Standards and the relevant regulations of the Bank of Thailand.</li> </ul>



*Other Information*

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and the Bank's financial statements and my auditor's report thereon. The annual report is expected to be made available to me after the date of this auditor's report.

My opinion on the consolidated and the Bank's financial statements does not cover the other information and I will not express any form of assurance conclusion thereon.

In connection with my audit of the consolidated and the Bank's financial statements, my responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated and the Bank's financial statements or my knowledge obtained in the audit, or otherwise appears to be materially misstated.

When I read the annual report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance and request that the correction be made.

*Responsibilities of Management and Those Charged with Governance for the Consolidated and the Bank's Financial Statements*

Management is responsible for the preparation and fair presentation of the consolidated and the Bank's financial statements in accordance with TFRSs and the regulations of the Bank of Thailand, and for such internal control as management determines is necessary to enable the preparation of consolidated and the Bank's financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and the Bank's financial statements, management is responsible for assessing the Group's and the Bank's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group and the Bank or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's and the Bank's financial reporting process.

*Auditor's Responsibilities for the Audit of the Consolidated and the Bank's Financial Statements*

My objectives are to obtain reasonable assurance about whether the consolidated and the Bank's financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated and the Bank's financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and the Bank's financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Bank's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Bank's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and the Bank's financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Bank to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and the Bank's financial statements, including the disclosures, and whether the consolidated and the Bank's financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the consolidated and the Bank's financial statements of the current year and are therefore the key audit matter. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

*Thitima P.*

(Thitima Pongchaiyong)

Certified Public Accountant

Registration No. 10728



KPMG Phoomchai Audit Ltd.

Bangkok

25 February 2025

Thai Credit Bank Public Company Limited and its Subsidiary

## Thai Credit Bank Public Company Limited and its Subsidiary

### Statements of financial position

Assets	Note	Consolidated		The Bank	
		31 December		31 December	
		2024	2023	2024	2023
		<i>(in thousand Baht)</i>			
Cash		535,223	513,458	535,223	513,458
Interbank and money market items, net	8	16,346,703	15,484,690	16,343,306	15,480,064
Financial assets measured at FVTPL	5	20,457	-	20,457	-
Investments, net	10	2,149,411	2,993,746	2,149,411	2,993,746
Investments in subsidiary, net	11	-	-	350,000	350,000
Loans to customers and accrued interest receivables, net	12, 31	159,731,345	140,180,600	159,731,345	140,180,600
Properties for sale, net	14	1,073,842	910,811	1,073,842	910,811
Premises and equipment, net	15, 33	1,479,737	1,340,750	1,476,389	1,335,825
Intangible assets, net	16	281,860	245,266	254,402	222,100
Deferred tax assets, net	17	81,003	211,505	80,481	211,230
Other assets, net	18, 31	1,402,217	1,563,506	1,411,331	1,597,535
<b>Total assets</b>		<b>183,101,798</b>	<b>163,444,332</b>	<b>183,426,187</b>	<b>163,795,369</b>

Thai Credit Bank Public Company Limited and its Subsidiary

**Thai Credit Bank Public Company Limited and its Subsidiary****Statements of financial position**

		<b>Consolidated</b>		<b>The Bank</b>	
		31 December		31 December	
<b>Liabilities and equity</b>	<i>Note</i>	2024	2023	2024	2023
<i>(in thousand Baht)</i>					
<b><i>Liabilities</i></b>					
Deposits	19, 31	132,599,489	116,761,613	132,818,643	117,017,345
Interbank and money market items	20, 31	20,257,742	22,757,398	20,257,742	22,757,398
Liabilities payable on demand		45,092	145,601	45,092	145,601
Derivative liabilities	9	165,198	152,106	165,198	152,106
Debt issued and borrowings	21, 31	2,635,669	2,611,763	2,635,669	2,611,763
Provisions	22	379,171	296,460	377,277	295,445
Other liabilities	23, 31, 33	3,987,157	3,214,261	3,897,847	3,146,248
<b>Total liabilities</b>		<b>160,069,518</b>	<b>145,939,202</b>	<b>160,197,468</b>	<b>146,125,906</b>

Thai Credit Bank Public Company Limited and its Subsidiary

## Thai Credit Bank Public Company Limited and its Subsidiary

### Statements of financial position

		Consolidated		The Bank	
		31 December		31 December	
	Note	2024	2023	2024	2023
<b>Liabilities and equity</b>					
<b>Equity</b>					
Share capital	26				
Authorised share capital					
1,234,839,222 ordinary shares of Baht 5 each		6,174,196	6,174,196	6,174,196	6,174,196
Issued and paid-up share capital					
1,234,839,222 ordinary shares of Baht 5 each		6,174,196	-	6,174,196	-
1,164,583,332 ordinary shares of Baht 5 each		-	5,822,917	-	5,822,917
Premium on share capital	26	2,329,329	768,239	2,329,329	768,239
Other reserves		(12,931)	(12,191)	(12,931)	(12,191)
Retained earnings					
Appropriated					
Legal reserve	28	617,420	569,398	617,420	569,398
Unappropriated		13,924,266	10,356,767	14,120,705	10,521,100
<b>Total equity</b>		<b>23,032,280</b>	<b>17,505,130</b>	<b>23,228,719</b>	<b>17,669,463</b>
<b>Total liabilities and equity</b>		<b>183,101,798</b>	<b>163,444,332</b>	<b>183,426,187</b>	<b>163,795,369</b>

Thai Credit Bank Public Company Limited and its Subsidiary

**Thai Credit Bank Public Company Limited and its Subsidiary****Statements of profit or loss and other comprehensive income**

		<b>Consolidated</b>		<b>The Bank</b>	
		Years ended		Years ended	
		31 December		31 December	
	<i>Note</i>	2024	2023	2024	2023
		<i>(in thousand Baht)</i>			
Interest income	31, 36	18,137,962	15,912,973	18,137,951	15,912,968
Interest expenses	31, 37	(3,408,772)	(2,564,011)	(3,409,397)	(2,564,554)
<b>Net interest income</b>		<b>14,729,190</b>	<b>13,348,962</b>	<b>14,728,554</b>	<b>13,348,414</b>
Fees and service income	31	413,937	504,927	444,182	527,492
Fees and service expenses		(674,564)	(573,713)	(756,279)	(625,302)
<b>Net fees and service expenses</b>	38	<b>(260,627)</b>	<b>(68,786)</b>	<b>(312,097)</b>	<b>(97,810)</b>
Losses on foreign exchange transactions, net		(1,941)	(5,722)	(1,952)	(5,736)
Gains on investments, net	39	143	122	143	122
Other operating income	31	149,517	204,813	154,156	209,303
<b>Total operating income</b>		<b>14,616,282</b>	<b>13,479,389</b>	<b>14,568,804</b>	<b>13,454,293</b>
<b>Other operating expenses</b>					
Employee expenses		3,852,131	3,284,327	3,806,200	3,248,202
Directors' remuneration		32,100	17,510	32,100	17,510
Premises and equipment expenses		752,297	671,754	745,066	666,548
Taxes and duties		566,050	496,059	565,871	495,814
Others	31	628,138	473,147	601,708	454,890
<b>Total other operating expenses</b>		<b>5,830,716</b>	<b>4,942,797</b>	<b>5,750,945</b>	<b>4,882,964</b>
Expected credit loss	40	4,248,888	4,083,289	4,248,888	4,083,289
<b>Profit from operations before income tax</b>		<b>4,536,678</b>	<b>4,453,303</b>	<b>4,568,971</b>	<b>4,488,040</b>
Income tax	41	912,646	896,523	912,881	896,690
<b>Net profit</b>		<b>3,624,032</b>	<b>3,556,780</b>	<b>3,656,090</b>	<b>3,591,350</b>

Thai Credit Bank Public Company Limited and its Subsidiary

**Thai Credit Bank Public Company Limited and its Subsidiary**  
**Statements of profit or loss and other comprehensive income**

		<b>Consolidated</b>		<b>The Bank</b>	
		Years ended		Years ended	
		31 December		31 December	
	<i>Note</i>	2024	2023	2024	2023
		<i>(in thousand Baht)</i>			
<b>Other comprehensive income</b>					
<i>Items that will be reclassified subsequently to profit or loss</i>					
Gains (losses) on investments in debt instruments					
at fair value through other comprehensive income		5,463	(1,643)	5,463	(1,643)
Gains (losses) on cash flow hedges		11,625	(31,702)	11,625	(31,702)
Income tax relating to components of other comprehensive income					
will be reclassified subsequently to profit or loss	41	<u>(3,418)</u>	<u>6,669</u>	<u>(3,418)</u>	<u>6,669</u>
		<b><u>13,670</u></b>	<b><u>(26,676)</u></b>	<b><u>13,670</u></b>	<b><u>(26,676)</u></b>
<i>Items that will not be reclassified subsequently to profit or loss</i>					
(Losses) gains on investments in equity instruments designated					
at fair value through other comprehensive income	5	(9)	23	(9)	23
(Losses) gains on remeasurements of defined benefit obligations	22	(10,640)	12,506	(10,580)	12,319
Income tax relating to components of other comprehensive income					
will not be reclassified subsequently to profit or loss	41	<u>2,130</u>	<u>(2,506)</u>	<u>2,118</u>	<u>(2,469)</u>
		<b><u>(8,519)</u></b>	<b><u>10,023</u></b>	<b><u>(8,471)</u></b>	<b><u>9,873</u></b>
<b>Total other comprehensive income, net</b>		<b><u>5,151</u></b>	<b><u>(16,653)</u></b>	<b><u>5,199</u></b>	<b><u>(16,803)</u></b>
<b>Total comprehensive income</b>		<b><u>3,629,183</u></b>	<b><u>3,540,127</u></b>	<b><u>3,661,289</u></b>	<b><u>3,574,547</u></b>
<b>Earnings per share</b>	42				
Basic earnings per share <i>(in Baht)</i>		<u>2.95</u>	<u>3.05</u>	<u>2.98</u>	<u>3.08</u>
Diluted earnings per share <i>(in Baht)</i>		<u>2.95</u>	<u>3.01</u>	<u>2.97</u>	<u>3.04</u>



## Thai Credit Bank Public Company Limited and its Subsidiary

## Thai Credit Bank Public Company Limited and its Subsidiary

## Statements of changes in equity

The Bank											
Other reserves								Retained earnings			
		Issued and	Premium on	Reserve for	(Losses) gains on		Gains (losses) on				
		paid-up	share capital	share-based	investments in debt		investments in				
		capital		payments	instruments at		equity instruments				
					fair value through		designated at				
					other comprehensive		fair value through				
Note		capital	share capital	(Note 27)	income	(Losses) gains on	other comprehensive	Total other	Legal reserve	Unappropriated	Total equity
						cash flow hedges	income	reserves			
(in thousand Baht)											
For the year ended 31 December 2024											
Balance at 1 January 2024		5,822,917	768,239	14,402	(1,536)	(25,362)	305	(12,191)	569,398	10,521,100	17,669,463
Contributions by owners of the Bank											
Issue of ordinary shares	26	323,529	1,509,919	-	-	-	-	-	-	-	1,833,448
Exercise of stock options	27	27,750	51,171	(14,402)	-	-	-	(14,402)	-	-	64,519
Total contributions by owners of the Bank		351,279	1,561,090	(14,402)	-	-	-	(14,402)	-	-	1,897,967
Comprehensive income for the year											
Net profit		-	-	-	-	-	-	-	-	3,656,090	3,656,090
Other comprehensive income		-	-	-	4,370	9,300	(8)	13,662	-	(8,463)	5,199
Total comprehensive income for the year		-	-	-	4,370	9,300	(8)	13,662	-	3,647,627	3,661,289
Transfer to legal reserve	28	-	-	-	-	-	-	-	48,022	(48,022)	-
Balance at 31 December 2024		6,174,196	2,329,329	-	2,834	(16,062)	297	(12,931)	617,420	14,120,705	23,228,719

## Thai Credit Bank Public Company Limited and its Subsidiary

**Thai Credit Bank Public Company Limited and its Subsidiary**  
**Statements of changes in equity**

		Consolidated							Retained earnings		
		Other reserves									
					Losses on investments in debt instruments at fair value through other comprehensive income	Losses on cash flow hedges	Gains on investments in equity instruments designated at fair value through other comprehensive income	Total other reserves	Legal reserve	Unappropriated	Total equity
Note	Issued and paid-up capital	Warrants	Premium on share capital	Reserve for share-based payments (Note 27)							
(in thousand Baht)											
<b>For the year ended 31 December 2023</b>											
	<b>Balance at 1 January 2023</b>	<b>5,822,917</b>	<b>288,938</b>	<b>768,239</b>	<b>1,164</b>	<b>(222)</b>	<b>-</b>	<b>286</b>	<b>1,228</b>	<b>389,831</b>	<b>14,381,577</b>
<b>Contributions by owners and distributions</b>											
<b>to owners of the Bank</b>											
	Repurchase of warrants	-	(288,938)	-	-	-	-	-	-	(140,874)	(429,812)
27	Share-based payment transactions	-	-	-	13,238	-	-	13,238	-	-	13,238
<b>Total contributions by owners and distributions</b>											
<b>to owners of the Bank</b>											
		<b>-</b>	<b>(288,938)</b>	<b>-</b>	<b>13,238</b>	<b>-</b>	<b>-</b>	<b>13,238</b>	<b>-</b>	<b>(140,874)</b>	<b>(416,574)</b>
<b>Comprehensive income for the year</b>											
	Net profit	-	-	-	-	-	-	-	-	3,556,780	3,556,780
	Other comprehensive income	-	-	-	(1,314)	(25,362)	19	(26,657)	-	10,004	(16,653)
<b>Total comprehensive income for the year</b>											
		<b>-</b>	<b>-</b>	<b>-</b>	<b>(1,314)</b>	<b>(25,362)</b>	<b>19</b>	<b>(26,657)</b>	<b>-</b>	<b>3,566,784</b>	<b>3,540,127</b>
<b>Transfer to legal reserve</b>											
28		-	-	-	-	-	-	-	179,567	(179,567)	-
<b>Balance at 31 December 2023</b>											
		<b>5,822,917</b>	<b>-</b>	<b>768,239</b>	<b>14,402</b>	<b>(1,536)</b>	<b>(25,362)</b>	<b>305</b>	<b>(12,191)</b>	<b>569,398</b>	<b>17,505,130</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Thai Credit Bank Public Company Limited and its Subsidiary

## Statements of changes in equity

The Bank										
Other reserves								Retained earnings		
				(Losses) gains on investments in debt instruments at fair value through other comprehensive income	(Losses) gains on cash flow hedges	Gains (losses) on investments in equity instruments designated at fair value through other comprehensive income	Total other reserves	Legal reserve	Unappropriated	Total equity
Note	Issued and paid-up capital	Premium on share capital	Reserve for share-based payments (Note 27)							
(in thousand Baht)										
For the year ended 31 December 2024										
Balance at 1 January 2024	5,822,917	768,239	14,402	(1,536)	(25,362)	305	(12,191)	569,398	10,521,100	17,669,463
Contributions by owners of the Bank										
Issue of ordinary shares	26	323,529	1,509,919	-	-	-	-	-	-	1,833,448
Exercise of stock options	27	27,750	51,171	(14,402)	-	-	(14,402)	-	-	64,519
Total contributions by owners of the Bank	351,279	1,561,090	(14,402)	-	-	-	(14,402)	-	-	1,897,967
Comprehensive income for the year										
Net profit	-	-	-	-	-	-	-	-	3,656,090	3,656,090
Other comprehensive income	-	-	-	4,370	9,300	(8)	13,662	-	(8,463)	5,199
Total comprehensive income for the year	-	-	-	4,370	9,300	(8)	13,662	-	3,647,627	3,661,289
Transfer to legal reserve	28	-	-	-	-	-	-	48,022	(48,022)	-
Balance at 31 December 2024	6,174,196	2,329,329	-	2,834	(16,062)	297	(12,931)	617,420	14,120,705	23,228,719

## Thai Credit Bank Public Company Limited and its Subsidiary

**Thai Credit Bank Public Company Limited and its Subsidiary**  
**Statements of changes in equity**

		The Bank										
		Other reserves							Retained earnings			
					Losses on investments in debt instruments at fair value through other comprehensive income	Losses on cash flow hedges	Gains on investments in equity instruments designated at fair value through other comprehensive income	Total other reserves	Legal reserve	Unappropriated	Total equity	
Note	Issued and paid-up capital	Warrants	Premium on share capital	Reserve for share-based payments (Note 27)								
(in thousand Baht)												
For the year ended 31 December 2023												
	Balance at 1 January 2023	5,822,917	288,938	768,239	1,164	(222)	-	286	1,228	389,831	7,240,337	14,511,490
Contributions by owners and distributions												
to owners of the Bank												
	Repurchase of warrants	-	(288,938)	-	-	-	-	-	-	(140,874)	(429,812)	
27	Share-based payment transactions	-	-	-	13,238	-	-	-	13,238	-	-	13,238
Total contributions by owners and distributions												
to owners of the Bank												
		-	(288,938)	-	13,238	-	-	-	13,238	-	(140,874)	(416,574)
Comprehensive income for the year												
	Net profit	-	-	-	-	-	-	-	-	-	3,591,350	3,591,350
	Other comprehensive income	-	-	-	-	(1,314)	(25,362)	19	(26,657)	-	9,854	(16,803)
Total comprehensive income for the year												
		-	-	-	-	(1,314)	(25,362)	19	(26,657)	-	3,601,204	3,574,547
Transfer to legal reserve												
28		-	-	-	-	-	-	-	-	179,567	(179,567)	-
Balance at 31 December 2023												
		5,822,917	-	768,239	14,402	(1,536)	(25,362)	305	(12,191)	569,398	10,521,100	17,669,463

## Thai Credit Bank Public Company Limited and its Subsidiary

**Thai Credit Bank Public Company Limited and its Subsidiary****Statements of cash flows**

		<b>Consolidated</b>		<b>The Bank</b>	
		Years ended		Years ended	
		31 December		31 December	
	<i>Note</i>	2024	2023	2024	2023
		<i>(in thousand Baht)</i>			
<b><i>Cash flows from operating activities</i></b>					
Profit from operations before income tax		4,536,678	4,453,303	4,568,971	4,488,040
<i>Adjustments to reconcile profit from operations before</i>					
<i>income tax to net cash receipts (payments) from operating activities</i>					
Depreciation and amortisation	15, 16	287,487	259,234	282,825	254,893
Expected credit loss	40	4,248,888	4,083,289	4,248,888	4,083,289
Provision for employee benefits	22	76,042	64,502	75,223	63,898
Provision for dismantling of leasehold improvement		1,790	3,254	1,790	3,254
Provision for performance guarantee contracts		-	(6,113)	-	(6,113)
Contract liabilities		369	211	-	-
Share-based payment expenses	27	-	13,238	-	13,238
Losses on disposal of properties for sale		935	3,923	935	3,923
Gains on disposal of premises and equipment		(287)	(799)	(287)	(799)
Losses on write-off of premises and equipment		400	36	400	36
Gains on write-off of right-of-use assets and lease liabilities		(6,304)	(7,964)	(6,304)	(7,964)
Gains on investments	39	(143)	(122)	(143)	(122)
Net amortisation of discount on investments		(89,499)	(53,400)	(89,499)	(53,400)
Losses on foreign exchange transactions		1,941	5,722	1,952	5,736
Net interest income		(14,729,190)	(13,348,962)	(14,728,554)	(13,348,414)
Interest received		16,619,796	14,505,745	16,619,796	14,505,745
Interest paid		(2,449,816)	(2,289,095)	(2,450,441)	(2,289,637)
Dividend income		(36)	(52)	(36)	(52)
Income tax paid		(543,107)	(803,186)	(543,107)	(803,186)
Profit from operations before changes in operating assets and liabilities		7,955,944	6,882,764	7,982,409	6,912,365

Thai Credit Bank Public Company Limited and its Subsidiary

# Thai Credit Bank Public Company Limited and its Subsidiary

## Statements of cash flows

		Consolidated		The Bank	
		Years ended		Years ended	
		31 December		31 December	
	Note	2024	2023	2024	2023
		(in thousand Baht)			
<b>Cash flows from operating activities</b>					
<i>(Increase) decrease in operating assets</i>					
Interbank and money market items		(865,894)	3,696,712	(867,123)	3,700,356
Loans to customers		(22,382,416)	(25,467,656)	(22,382,416)	(25,467,656)
Properties for sale		(165,185)	(145,467)	(165,185)	(145,467)
Other assets		61,590	(723,358)	183,663	(819,190)
<i>Increase (decrease) in operating liabilities</i>					
Deposits		15,876,636	3,444,437	15,840,058	3,522,445
Interbank and money market items		(2,474,939)	7,807,192	(2,474,939)	7,807,192
Liabilities payable on demand		(100,509)	73,020	(100,509)	73,020
Provision for employee benefits paid	22	(5,719)	(9,219)	(5,719)	(9,219)
Other liabilities		(147,376)	155,217	(265,752)	231,316
<b>Net cash used in operating activities</b>		<b>(2,247,868)</b>	<b>(4,286,358)</b>	<b>(2,255,513)</b>	<b>(4,194,838)</b>

Thai Credit Bank Public Company Limited and its Subsidiary

**Thai Credit Bank Public Company Limited and its Subsidiary****Statements of cash flows**

	<b>Consolidated</b>		<b>The Bank</b>	
	Years ended		Years ended	
	31 December		31 December	
<i>Note</i>	2024	2023	2,024	2023
	<i>(in thousand Baht)</i>			
<b><i>Cash flows from investing activities</i></b>				
Interest received	102,712	56,119	102,700	56,113
Dividend received	36	52	36	52
Acquisition of investments measured at fair value through other comprehensive income	(14,968,315)	(15,211,978)	(14,968,315)	(15,211,978)
Proceeds from disposal and redemption of investments measured at fair value through other comprehensive income	15,900,143	15,213,032	15,900,143	15,213,032
Acquisition of investments in subsidiary	-	-	-	(100,000)
Acquisition of premises and equipment	(174,533)	(335,160)	(174,236)	(333,892)
Proceeds from disposal of premises and equipment	669	938	669	936
Acquisition of intangible assets	(61,442)	(80,137)	(54,919)	(73,877)
<b>Net cash from (used in) investing activities</b>	<b>799,270</b>	<b>(357,134)</b>	<b>806,078</b>	<b>(449,614)</b>

Thai Credit Bank Public Company Limited and its Subsidiary

# Thai Credit Bank Public Company Limited and its Subsidiary

## Statements of cash flows

		Consolidated		The Bank	
		Years ended		Years ended	
		31 December		31 December	
	Note	2024	2023	2,024	2023
		(in thousand Baht)			
<b>Cash flows from financing activities</b>					
Payment of lease liabilities		(128,755)	(116,100)	(127,918)	(115,140)
Proceeds from issuing share capital	26	1,833,448	-	1,833,448	-
Proceeds from exercising of stock options	27	64,519	-	64,519	-
Proceeds from long-term borrowings from financial institution		-	3,672,130	-	3,672,130
Interest paid for long-term borrowings and subordinated debentures		(298,849)	(173,365)	(298,849)	(173,365)
Proceeds from subordinated debentures	21	-	1,700,000	-	1,700,000
Payment for repurchase of warrants		-	(429,812)	-	(429,812)
<b>Net cash from financing activities</b>		<b>1,470,363</b>	<b>4,652,853</b>	<b>1,471,200</b>	<b>4,653,813</b>
<b>Net increase in cash</b>					
Cash at 1 January		513,458	504,097	513,458	504,097
<b>Cash at 31 December</b>		<b>535,223</b>	<b>513,458</b>	<b>535,223</b>	<b>513,458</b>



Thai Credit Bank Public Company Limited and its Subsidiary

**Thai Credit Bank Public Company Limited and its Subsidiary****Statements of cash flows**

	Consolidated		The Bank	
	Years ended		Years ended	
	31 December		31 December	
Note	2024	2023	2,024	2023
	(in thousand Baht)			
Supplementary disclosures of cash flows information				
Non-cash transactions:				
Gains (losses) on investments in debt instruments at fair value				
through other comprehensive income	5,463	(1,643)	5,463	(1,643)
(Losses) gains on investments in equity instruments designated				
at fair value through other comprehensive income	(9)	23	(9)	23
Gains (losses) on cash flow hedges	11,625	(31,702)	11,625	(31,702)
Increase in properties for sale due to debts settlement	168,889	170,927	168,889	170,927
Decrease in payable for acquisition of equipment	(1,362)	(1,984)	(1,355)	(1,947)
Increase in payable for acquisition of intangible assets	563	43	-	-

## Thai Credit Bank Public Company Limited and its Subsidiary

These notes form an integral part of the financial statements.

The financial statements issued for Thai statutory and regulatory reporting purposes are prepared in the Thai language. These English language financial statements have been prepared from the Thai language statutory financial statements, and were approved and authorised for issue by the Board of Directors on 25 February 2025.

### 1 General information

Thai Credit Bank Public Company Limited, (the “Bank”), was incorporated as a limited company in Thailand on 6 October 1970 and was transformed to a public company limited on 28 July 2005. The Bank received an approval from the Ministry of Finance to upgrade its license from retail banking license to commercial banking license on 17 August 2023. The Bank was listed on the Stock Exchange of Thailand on 9 February 2024.

The Bank has its registered head office at 123 Thai Life Insurance Building, Ratchadaphisek Road, Dindaeng, Bangkok 10400.

The immediate and ultimate parent companies of the Group during the financial year were VNB Holding Company Limited and V.C. Property Co., Ltd. Both were incorporated in Thailand.

The principal business of the Bank is financial services under the scope of commercial banking license. Details of the Bank’s subsidiary are given in note 11.

### 2 Basis of preparation of the financial statements

The financial statements are prepared in accordance with Thai Financial Reporting Standards (“TFRSs”), guidelines promulgated by the Federation of Accounting Professions, applicable rules and regulations of the Bank of Thailand (“BoT”) and applicable rules and regulations of the Thai Securities and Exchange Commission; and presented as prescribed by the BoT notification number Sor Nor Sor 21/2561, directive dated 31 October 2018, regarding “*The preparation and announcement of the financial statements of a commercial bank and a holding companies which is the parent company of a financial group*”; and other additional BoT notification. The financial statements are presented in Thai Baht, which is the Bank’s and its subsidiary’s functional currency. The accounting policies set out in note 3 have been applied consistently to all periods presented in these financial statements.

Revised TFRSs are effective for annual accounting periods beginning on or after 1 January 2024 which have no material impact on the financial statements.

In addition, the Group has not early adopted a number of new and revised TFRSs, which are not yet effective for the current period in preparing these financial statements.

### Thai Credit Bank Public Company Limited and its Subsidiary

The Group has completed assessment of the potential initial impact on the financial statements of new and revised TFRSs which will be effective on 1 January 2025 and expects that there will be no material impact on the financial statements in the period of initial application.

The preparation of financial statements in conformity with TFRSs requires management to make judgments, estimates and assumptions that affect the application of the Group's accounting policies. Actual results may differ from these estimates. Estimates and underlying assumptions that are described in each note are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

## 3 Material accounting policies

### (a) Basis of consolidation

The consolidated financial statements relate to the Bank and its subsidiary (together referred to as the "Group"). The financial statements of subsidiary are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

### (b) Investments in subsidiary

Investments in subsidiary in the separate financial statements are measured at cost less allowance for impairment losses. Dividend income is recognised in profit or loss on the date on which the Bank's right to receive payment is established.

### (c) Foreign currencies

Transactions in foreign currencies including non-monetary assets and liabilities denominated in foreign currencies are translated to the respective functional currencies of each entity in the Group at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate at the reporting date.

Foreign currency differences are generally recognised in profit or loss. However, foreign currency differences arising from the translation of the following items are recognised in other comprehensive income:

- investments in equity instruments designated as at fair value through other comprehensive income (FVOCI);
- qualifying cash flow hedges to the extent the hedge is effective.

### (d) Cash

Cash comprises cash on hand and cash on collection.

## Thai Credit Bank Public Company Limited and its Subsidiary

(e) *Financial instruments*(1) *Initial recognition and measurement*

The Group initially recognises financial assets or financial liabilities (including regular way purchases and sales of financial assets) on the transaction date, which is the date on which the Group becomes the party to the provisions of the instrument, except for investments in debt instruments which are recognised and derecognised on the settlement date.

Financial assets and financial liabilities not measured at fair value through profit or loss (FVTPL) are initially measured at fair value plus or minus transaction costs that are directly attributable to its acquisition or issue of the financial assets or financial liabilities.

(2) *Classification and subsequent measurement**Classification of financial assets*

On initial recognition, a financial asset is classified as measured at: amortised cost, FVOCI or FVTPL. The classification is based on the cash flow characteristics of the financial asset and the business model in which they are managed.

A financial asset which is not designated as at FVTPL is measured at amortised cost if it meets both of the following conditions:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt instrument which is not designated as at FVTPL is measured at FVOCI only if it meets both of the following conditions:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition, an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in OCI. This election is made on an investment-by-investment basis.

All other financial assets are classified as measured at FVTPL.

### Thai Credit Bank Public Company Limited and its Subsidiary

In addition, on initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

#### *Business model assessment*

The Group makes an assessment of the objective of a business model in which an asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. In particular, whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of the liabilities that are funding those assets or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and the way in which those risks are managed;

- how managers of the business are compensated (e.g. whether compensation is based on the fair value of the assets managed or on contractual cash flows collected); and
- frequency, value and timing of sales in prior year, the reasons for those sales and expectations about future sales activity. However, information about sales is not considered in isolation, but as part of an overall assessment of how the Group's stated objective for managing the financial assets is achieved and how cash flows are realised.

#### *Assessment of whether contractual cash flows are solely payments of principal and interest on the principal amount outstanding*

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, credit risk, other basic lending risks (e.g. liquidity risk) and costs (e.g. administrative costs), as well as profit margin associated with holding the financial assets for a particular period of time.

In assessing whether the contractual cash flows are solely payment of principal and interest on the principal amount outstanding, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making the assessment, the Group considers:

# Thai Credit Bank Public Company Limited and its Subsidiary

- contingent events that would change the amount and timing of cash flows;
- leverage features;
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse loans); and
- features that modify consideration of the time value of money (e.g. periodic reset of the interest rates).

## Subsequent measurement and gains and losses of financial assets

Financial assets measured at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by expected credit losses. Interest income, foreign exchange gains and losses, expected credit loss, any gain or loss on derecognition are recognised in profit or loss.
Investment in debt instruments measured at FVOCI	These assets are subsequently measured at fair value. Interest income, calculated using the effective interest method, foreign exchange gains and losses and expected credit loss are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Investment in equity instruments measured at FVTPL	These assets are subsequently measured at fair value. Net gains and losses including dividend received are recognised in profit or loss.
Investment in equity instruments designated at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss on the date on which the Group's right to receive payment is established. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

## Thai Credit Bank Public Company Limited and its Subsidiary

### *Reclassifications*

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified prospectively from the reclassification date.

### *Modifications of financial assets*

If the terms of a financial asset are modified, then the Group evaluates whether the cash flows of the modified asset are substantially different.

If the cash flows are substantially different, then the contractual rights to cash flows from the original financial asset are deemed to have expired. In this case, the original financial asset is derecognised and a new financial asset is recognised at fair value plus any eligible transaction costs. Any fees received as part of the modification are accounted for as follows:

- fees that are considered in determining the fair value of the new asset and fees that represent reimbursement of eligible transaction costs are included in the initial measurement of the asset; and
- other fees are included in profit or loss as part of the gain or loss on derecognition.

If cash flows are modified when the borrower is in financial difficulties, then the objective of the modification is usually to maximise recovery of the original contractual terms rather than to originate a new asset with substantially different terms. If the Group plans to modify a financial asset in a way that would result in forgiveness of cash flows, then it first considers whether a portion of the asset should be written off before the modification takes place. This approach impacts the result of the quantitative evaluation and means that the derecognition criteria are not usually met in such cases.

If the modification of a financial asset measured at amortised cost or FVOCI does not result in derecognition of the financial asset, then the Group first recalculates the gross carrying amount of the financial asset using the original effective interest rate of the asset and recognises the resulting adjustment as a modification gain or loss in profit or loss. For floating-rate financial assets, the original effective interest rate used to calculate the modification gain or loss is adjusted to reflect current market terms at the time of the modification. Any costs or fees incurred and fees received as part of the modification adjust the gross carrying amount of the modified financial asset and are amortised over the remaining term of the modified financial asset.

If such a modification is carried out because of financial difficulties of the borrower then the gain or loss is presented together with expected credit loss. In other cases, it is presented as interest income calculated using the effective interest rate method.

### *Financial guarantee contracts held*

## Thai Credit Bank Public Company Limited and its Subsidiary

The Group assesses whether a financial guarantee contract held is an integral element of a financial asset that is accounted for separately. The factors that the Group considers when making this assessment include whether:

- the guarantee is implicitly part of the contractual terms of the debt instrument;
- the guarantee is required by laws and regulations that govern the contract of the debt instrument;
- the guarantee is entered into at the same time as and in contemplation of the debt instrument; and
- the guarantee is given by the Parent of the borrower or another company within the borrower's group.

If the Group determines that the guarantee is an integral element of the financial asset, then any premium payable in connection with the initial recognition of the financial asset is treated as a transaction cost of acquiring it. The Group considers the effect of the financial guarantee contracts held when measuring the fair value of the debt instrument and when measuring expected credit losses ("ECL").

If the Group determines that the guarantee is not an integral element of the financial asset, then it recognises an asset representing any prepayment of guarantee premium and a right to compensation for credit losses. A prepaid premium asset is recognised only if the risks related to guaranteed exposure neither is credit-impaired

nor has undergone a significant increase in credit risk when the guarantee is acquired. These assets are recognised in "other assets". The Group presents gains or losses on a compensation right in profit or loss in the line item "expected credit loss".

### *Classification, measurement and gains and losses of financial liabilities*

On initial recognition, financial liabilities, except undrawn loan commitments and financial guarantee contracts, are classified and measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### *Modifications of financial liabilities*

The Group derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability derecognised and consideration paid is recognised in profit or loss. The consideration paid includes any assets transferred and new liabilities assumed.

If the modification of a financial liability is not accounted for derecognition, then the amortised cost of the liability is recalculated by discounting the modified cash flows



### Thai Credit Bank Public Company Limited and its Subsidiary

at the original effective interest rate and the resulting gain or loss is recognised in profit or loss. For floating-rate financial liabilities, the original effective interest rate used to calculate the modification gain or loss is adjusted to reflect current market terms at the time of the modification. Any costs and fees incurred are recognised as an adjustment to the carrying amount of the liability and amortised over the remaining term of the modified financial liability by re-computing the effective interest rate on the instrument.

#### (3) *Derecognition and offsetting*

##### *Derecognition of financial assets*

The Group derecognises a financial asset when the contractual rights to receive the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

##### *Derecognition of financial liabilities*

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expired. The Group also derecognise a financial liability when its terms are modified and the cash flows of the modified liability are

substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

The difference between the carrying amount extinguished and the consideration received or paid is recognised in profit or loss.

##### *Offsetting*

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and the Group intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

#### (4) *Securities purchased under reverse sale-and-repurchase agreements/ Securities sold under sale-and-repurchase agreements*

The Group enters into agreements to purchase securities or to sell securities back at certain dates in the future at fixed prices. Amounts paid for securities purchased subject to a resale commitment are presented as assets under the caption of “Interbank and money market items, net (assets)” or “Loans to customers”, depending upon the type of its counterparty, in the statements of financial position, and the underlying securities are treated as collateral to such receivables. Securities sold subject to repurchase commitments are presented as liabilities under the caption of “Interbank and money market items (liabilities)” or “Debt issued and

## Thai Credit Bank Public Company Limited and its Subsidiary

borrowings", depending upon the type of its counterparty, in the statements of financial position, at the amounts received from the sale of those securities, and the underlying securities are treated as collateral. The difference between the purchase and sale considerations is recognised as interest income or expenses, as the case may be, over the transaction periods.

### (5) *Derivatives*

Derivatives are recognised at fair value and remeasured at fair value at each reporting date. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss, except when a derivative is designated as a hedging instrument which recognition of any resultant gain or loss depends on the nature of the item being hedged (see note 3 (e) (6)).

### (6) *Hedging*

#### *Cash flow hedges*

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the hedging reserve. The effective portion that is recognised in OCI is limited to the cumulative change in fair value of the hedge item, determined on a present value basis, from inception of the hedge. Any ineffective portion is recognised immediately in profit or loss.

If the hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in the cash flow hedging reserve remains in equity until, for a hedge of a transaction resulting in the recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit or loss in the same year or years as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in the cash flow hedging reserve are immediately reclassified to profit or loss.

### (f) *Properties for sale*

Properties for sale include properties foreclosed transferred under the Bank of Thailand's supportive measure to acquire collateral assets for debt repayment, which the customers have the right to buy back the assets at transferring price with maintenance expenses within an agreed period not exceed 5 years since transferred date and the customers have the right to rent the assets for doing their businesses.

Thai Credit Bank Public Company Limited and its Subsidiary

Properties for sale except for repossessed vehicles are measured at the lower of cost or net realisable value which based on the latest appraisal value net of estimated selling expenses.

The repossessed vehicles are measured at the lower of the outstanding loan principal including accrued interest receivables and output VAT submitted to the Revenue Department or fair value, net of selling costs and expenses.

The impairment of the properties for sale will be realised as the allowance for impairment of the properties for sale when incurred.

(g) Premises and equipment

Premises and equipment are measured at cost less accumulated depreciation and impairment losses.

Cost includes the costs of dismantling, removing the items and restoring the site on which they are located.

Differences between proceeds from disposal and the carrying amount of premises and equipment are recognised in profit or loss.

Depreciation

Depreciation is calculated on a straight-line basis over the estimated useful lives of each component of an asset and recognised in profit or loss. No depreciation is provided on assets under installation.

The estimated useful lives are as follows:

Premises	25	years
Leasehold improvement	Not more than 10	years
Furniture and equipment	3 - 5	years
Computers and accessories	3 - 5	years

(h) Leases

At inception of a contract, the Group assesses that a contract is, or contains, a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

At commencement of a contract, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. For the leases of property, the Group has elected not to separate non-lease components and accounted for the lease and non-lease components wholly as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date, except for leases of low-value assets or short-term leases which are recognised as expenses on a straight-line basis over the respective lease terms.

Right-of-use asset is measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use asset includes the initial amount of the lease liability adjusted for any prepaid lease payments, plus any initial direct costs incurred and an estimate of restoration costs, less any lease incentives received. Right-of-use assets are presented as a part of premises and equipment in the statements of financial position. Depreciation is charged to profit or loss on a straight-line method from the commencement date to the end of the lease term.

The estimated useful lives are as follows:

Building and office spaces	Not more than 13	years
Vehicles	Not more than 5	years

# Thai Credit Bank Public Company Limited and its Subsidiary

The lease liability is initially measured at the present value of all lease payments that shall be paid under the lease. The Group uses the Group's incremental borrowing rate to discount the lease payments to the present value. The Group determines its incremental borrowing rate by obtaining the interest rates from internal source which reflect the term of the lease.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a modification. When the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

## As a lessor

At inception or on modification of a contract, the Group allocates the consideration in the contract to each component on the basis of their relative standalone selling prices.

At lease inception, the Group considers to classify a lease that transfers substantially all of the risks and rewards incidental to ownership of the underlying asset to lessees as a finance lease. A lease that does not meet this criteria is classified as an operating lease.

When the Group is an intermediate lessor, the Group classifies the sub-lease either as a finance lease or an operating lease with reference to the right-of-use asset arising from the head lease. In case of a head lease is a short-term lease, the sub-lease is classified as an operating lease.

The Group recognises finance lease receivables at the net investment of the leases, which includes the present value of the lease payments, and any unguaranteed residual value, discounted using the interest rate implicit in the lease. Finance lease income reflects a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

The Group recognises lease payments received under operating leases in profit or loss on a straight-line basis over the lease term as part of deduction to premises and equipment expenses. Initial direct costs incurred in arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term.

The Group derecognises and determines impairment on the lease receivables as disclosed in note 3 (e) (3) and 3 (j), respectively.

## (i) Intangible assets

Intangible assets that have indefinite useful lives are measured at cost less impairment losses. Other intangible assets are measured at cost less accumulated amortisation and impairment losses. Subsequent expenditure is capitalised only when it will generate future economic benefits. Amortisation is calculated on a straight-line basis over the estimated useful lives of intangible assets and recognised in profit or loss. No amortisation is provided on assets under installation.

The estimated useful are as follows:

Computer software	3 - 10	years
-------------------	--------	-------

## Thai Credit Bank Public Company Limited and its Subsidiary

(j) *Impairment of financial assets and lease receivables**Significant estimates and judgments*

The Group's expected credit loss ("ECL") calculations are based on complex models with a series of underlying assumptions. The significant judgments and estimates in determining ECL include criteria for assessing if there has been a significant increase in credit risk and development of ECL models, including the choice of inputs relating to macroeconomic variables. The calculation of ECL also involves expert credit judgment to be applied by management based upon counterparty information they receive from various internal and external. Expert credit judgment is also applied to determine whether any post-model adjustments are required for credit risk elements which are not captured by the model under a "management overlay" framework, such as identified model deficiencies, debtors' risk and other factors.

*Measurement of ECL*

ECLs are computed as unbiased, probability weighted amounts which are determined by evaluating a range of reasonably possible outcomes, the time value of money, and considering all reasonable and supportable information. This includes forward-looking information.

ECLs are a probability-weighted estimated of credit losses. They are measured as follows:

- financial assets: as the present value of all cash shortfalls (i.e., the difference between the contractual cash flows and the cash flows that the Group expects to receive);
- undrawn loan commitments: as the present value of the difference between the contractual cash flows that are due to the Group if the commitment is drawn down and the cash flows that the Group expects to receive if the loan is drawn down; and
- financial guarantee contracts: the expected payments to reimburse the holder less any amounts that the Group expects to recover.

Estimate of expected cash shortfalls is determined by multiplying the probability of default ("PD") with percentage of the loss given default ("LGD") with the expected exposure at the time of default ("EAD").

Forward-looking macroeconomic assumptions are incorporated into the PD, LGD and EAD where relevant and where they have been identified to influence credit risk such as gross domestic product ("GDP"), inflation rate and unemployment rate etc. These assumptions are determined using all reasonable and supportable information, which includes both internally developed forecasts and those available externally and are consistent with those used for financial and capital planning.

Multiple forward-looking scenarios are incorporated into the range of reasonably possible outcomes for all material portfolios both in terms of determining the PD, LGD and EAD, where relevant, and in determining the overall expected credit loss amounts.

The estimate of expected cash shortfalls on a collateralised financial instrument reflects the amount and timing of cash flows that are expected from foreclosure on

## Thai Credit Bank Public Company Limited and its Subsidiary

the collateral less the costs of obtaining and selling the collateral, irrespective of whether foreclosure is probable.

Cash shortfalls are discounted using the effective interest rate on the financial assets.

### *Staging*

For ECL recognition, financial assets are classified in any of the below 3 stages at each reporting date by being assessed on individual basis. A financial asset can move between stages during its lifetime. The stages are based on changes in credit quality since initial recognition and defined as follows:

- Stage 1: Financial assets that have not had a significant increase in credit risk (Performing)

Financial assets that have not had a significant increase in credit risk ("SICR") since initial recognition (i.e. no Stage 2 or 3 triggers apply) or investment in debt instrument that considered to have low credit risk at each reporting date with the exception of purchased or originated credit impaired (POCI) assets. The allowance for ECL is 12-month ECL. 12-month ECL is the portion of lifetime ECL that result from default events on a financial instrument that are possible within the 12 months after the reporting date.

- Stage 2: Financial assets that have a SICR (Under-performing)

When financial assets that have a SICR since initial recognition, ECLs are recognised for possible default events over the lifetime of the financial assets. SICR is assessed by using a number of quantitative and qualitative factors that are significant to the increase in credit risk. Financial assets that are 30 days or 1 month past due or more and not credit-impaired will always be considered to have experienced a SICR.

Qualitative factor assessments are part of current credit risk management processes, such as an assessment of significant deterioration in the customers' ability to repay. Qualitative indicators include operating results, financial liquidity and other reliable indicators.

Financial assets can be transferred to Stage 1 in case they have proven that their ability to repay are back to normal.

- Stage 3: Financial assets that are credit-impaired (Non-performing)

Financial assets that are credit-impaired or in default represent those that are at least 90 days or 3 months past due in respect of principal and/or interest. Financial assets are also considered to be credit-impaired where the customers are unlikely to repay on the occurrence of one or more observable events that have a negative impact on the estimated future cash flows of the financial assets.

Evidence that a financial asset is credit-impaired includes observable data about the following events:

- Significant financial difficulty of the issuer or borrower;
- In process of asset repossession;
- In process of litigation.

ECLs of credit-impaired financial assets are determined based on the difference between the present value of the recoverable cash flows under a range of scenarios, including the realisation of any collateral held where appropriate, discounted at the financial assets' effective interest rate, and the gross carrying amount of the financial assets prior to any credit impairment.

Financial assets that are credit-impaired require a lifetime provision.

### *Modifications of financial instruments*

Where the original contractual terms of a financial asset have been modified for credit reasons and the instrument has not been derecognised, the resulting modification

### Thai Credit Bank Public Company Limited and its Subsidiary

loss is recognised within ECL in profit or loss with a corresponding decrease in the gross carrying amount of the asset.

ECLs for modified financial assets that have not been derecognised and are not considered to be credit-impaired will be recognised on a 12-month basis, or a lifetime basis, whether if there is a SICR. These assets are assessed to determine that there has been a SICR subsequent to the modification.

Loans renegotiated or modified of contractual cash flows, the Group might consider them as financial assets that have a SICR except there is an evidence that the risk of not receiving contractual cash flows significantly reduces and there is no indicator of the impairment. The Group then considers the aforementioned financial assets as the ones that does not have a SICR.

#### *Write-offs of credit-impaired instruments and reversal of ECL*

To the extent a financial instrument is considered irrecoverable, the applicable portion of the gross carrying amount is written off against the related allowance for ECL. Such financial instruments are written off after all the necessary procedures have been completed, it is decided that there is no realistic probability of recovery and the amount of the loss has been determined. Subsequent recoveries of amounts previously written off decrease the amount of ECL in the profit or loss or as specified by the BoT's regulations.

If, in a subsequent period, the amount of the allowance for ECL decreases and the decrease can be related objectively to an event occurring after the credit impairment was recognised, the previously recognised ECL is reversed by adjusting the allowance for ECL. The amount of the reversal is recognised in the profit or loss.

#### *Improvement in credit risk*

A period may elapse from the point at which instruments enter stage 2 or stage 3 and are reclassified back to stage 1.

For financial assets with credit-impaired (Stage 3) and no debt restructured will transfer to stage 2 or stage 1 if it is considered that no more qualify as a financial asset with credit-impaired.

For financial assets within stage 2, these can only be transferred to stage 1 when they are no longer considered to have experienced a SICR.

Where SICR was determined using quantitative measures, the instruments will automatically transfer back to stage 1 when the day past due criteria is no longer met. Where instruments were transferred to stage 2 due to an assessment of qualitative factors, the issues that led to the reclassification must be cured before the instruments can be reclassified to stage 1. This includes the action to be resolved before the instruments are reclassified to stage 1.

## Thai Credit Bank Public Company Limited and its Subsidiary

For debt restructuring receivables, exposures under stage 3 can transfer to stage 2 when the customer performs under the revised terms of the contract for a longer of 3 months or 3 consecutive payments. Further 9 months are required for such customers to be transferred to stage 1 on the basis that there is no overdue balance on the account and the customer is expected to repay its remaining obligations in full.

For debt restructuring receivables, exposures under stage 2 that were not previously credit impaired can transfer to stage 1 when the customer performs under the revised terms of the contract for 3 months or 3 consecutive payments, whichever is longer.

### (k) *Impairment for non-financial assets*

The carrying amounts of the Group's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For intangible assets that have indefinite useful lives or are not yet available for use, the recoverable amount is estimated each year at the same time.

An impairment loss is recognised in profit or loss if the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is assessed from the estimated future cash flows discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss of asset recognised in prior years is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment

loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### (l) *Employee benefits*

#### *Defined contribution plans*

Obligations for contributions to the Group's provident funds are recognised as employee expenses in profit or loss as the related service is provided.

#### *Defined benefit plans*

The Group's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior years. The defined benefit obligations is discounted to the present value, which performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, actuarial gain or loss are recognised immediately in OCI. The Group determines the interest expense on the net defined benefit liability for the year by applying the discount rate used to measure the defined benefit obligation at the beginning of the year, taking into account any changes in the net defined benefit liability during the year as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.



## Thai Credit Bank Public Company Limited and its Subsidiary

### *Termination benefits*

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the end of the reporting period, then they are discounted.

### *Short-term employee benefits*

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

## **(m) Provisions**

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost

### *Allowance for ECL on obligation having credit risk exposures*

The Group provides allowance for ECL on undrawn loan commitments and financial guarantee contracts by the same methods applied for impairment of financial assets and lease receivables as described in note 3 (j).

## **(n) Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or,

in its absence, the most advantageous market to which the Group has access at that date.

The fair value of a liability reflects its non-performance risk.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: inputs for the asset or liability that are based on unobservable inputs.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

If an asset or a liability measured at fair value has a bid price and an ask price, then the Group measures assets and asset positions at a bid price and liabilities and liability positions at an ask price.

The best evidence of the fair value of a financial instrument on initial recognition is normally the transaction price - i.e. the fair value of the consideration given or received. If the Group determines that the fair value of a financial instrument on initial recognition differs from the transaction price, the financial instrument is initially measured at fair value, adjusted for the difference between the fair value on initial recognition and the transaction price and the difference is recognised in profit loss immediately. However, for the fair value categorised as

## Thai Credit Bank Public Company Limited and its Subsidiary

level 3, such difference is deferred and will be recognised in profit or loss on an appropriate basis over the life of the financial instrument or until the fair value level is transferred or the transaction is closed out.

### (o) *Interest*

#### *Effective interest rate*

Interest income and interest expense are recognised in profit or loss using the effective interest method. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortised cost of the financial liability.

When calculating the effective interest rate for financial instruments other than purchased or originated credit-impaired assets, the Group estimates future cash flows considering all contractual terms of the financial instrument, but not allowance for ECL.

The calculation of the effective interest rate includes transaction costs and fees that are an integral part of the effective interest rate. Transaction costs include incremental costs that are directly attributable to the acquisition or issue of a financial asset or financial liability.

The amortised cost of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any allowance for ECL.

The gross carrying amount of a financial asset is the amortised cost of a financial asset before adjusting for any allowance for ECL.

#### *Calculation of interest income and interest expense*

The effective interest rate of a financial asset or a financial liability is calculated on initial recognition of a financial asset or a financial liability. In calculating interest income and interest expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. The effective interest rate is revised as a result of periodic re-estimation of cash flows of floating rate instrument to reflect movements in market rates of interest.

However, for financial assets that are not purchased or originated credit-impaired financial assets but subsequently have become credit-impaired financial assets, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis of assets.

### (p) *Revenue from contracts with customers*

#### *Revenue recognition*

Revenue is recognised when a customer obtains control of the service in an amount that reflects the consideration to which the Group expects to be entitled, excluding those amounts

## Thai Credit Bank Public Company Limited and its Subsidiary

collected on behalf of third parties and value added tax. Judgment is required in determining the timing of the transfer of control for revenue recognition at a point in time or over time. The related costs are recognised in profit or loss when they are incurred.

### *Commission income*

For the contracts that the Group is arranging for the provision of the services on behalf of its customers and does not control the services before the primary service providers will provide the services to the customers. The Group acts in the capacity of an agent and recognises the net amount of consideration as commission revenue when its obligation to arrange for the provision of the specified service is fulfilled.

### *Gains (losses) on disposal of properties for sale*

Gains (losses) on disposal of properties for sale are recognised as income or expenses in profit or loss when the significant risks and rewards in ownership of properties for sale have been transferred to the buyer.

## (q) **Expenses**

### *Contributions to the Deposit Protection Agency and the Financial Institutions Development Fund*

Contributions to the Deposit Protection Agency and the Financial Institutions Development Fund are recorded as expenses in profit or loss on an accrual basis.

## (r) **Income tax**

Income tax expense for the year comprises current and deferred tax, which is recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

Current tax is recognised in respect of the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination or at the time of the transaction affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and differences relating to investments in subsidiary to the extent that it is probable that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. Current deferred tax assets and liabilities are offset in the Bank's financial statements.

## Thai Credit Bank Public Company Limited and its Subsidiary

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised.

## 4 Risk management

The Group's activities expose them to a variety of finance risks: credit risk, market risk (including fair value interest rate risk, cash flow interest rate risk, exchange rate risk and price risk) and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on its financial performance.

Risk management is carried out under policies approved by the Bank's Board of Directors or other designated Committee. The Risk Oversight Committee and the Risk Management Committee provide written principles for overall risk management, as well as written policies covering specific areas, such as credit risk, interest rate risk, foreign exchange rate risk and liquidity risk and use of derivatives hedging.

### 4.1 Credit risk

Credit risk is risk that borrowers or counterparties fail to fulfil their obligations under the financial instruments, probably due to the fact that the borrowers or counterparties had financial problems or decided not to comply with the obligations resulting in loss to the Group. Credit risk exists in all types of financial products and activities on statement of financial position such as loans, bank overdrafts, notes and contingent liabilities such as various types of letters of guarantee. The maximum exposure of credit risk is the carrying amount of the financial

instruments net of allowance for expected credit loss as shown in the statements of financial position and risks of that off-statement of financial position items arising from bank guarantee and other transactions.

The Group defines its credit risk management policies under the supervision of the Risk Management Committee. The main objective is to efficiently manage the Group credit risks in all aspects: policies, organisational structures, processes, and systems within an appropriated risk stated in the Bank business strategies as well as comply with regulations.

The Group applies credit risk management in credit examination and approval process, risk and repayment ability analysis, credit operation process after credit approval, credit review, credit monitoring and debt reschedule or restructure in order to prevent and resolve any problems might occur in the future.

The Group has set the credit risk preventing policy by setting up the "Check and Balance" in credit approval process, setting up risk-based authority, setting up various standard procedures for credit facilities under "Product Program" and setting up appropriate collateral consideration policy.

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

Credit quality analysis

The following tables set out information about the credit quality as at 31 December 2024 and 2023 without taking into account collateral or other credit enhancement.

	Consolidated			
	2024			
	Stage 1	Stage 2	Stage 3	Total
	(in thousand Baht)			
Interbank and money market items (assets)				
Current	16,346,703	-	-	16,346,703
Net carrying amount	16,346,703	-	-	16,346,703

	Consolidated			
	2023			
	Stage 1	Stage 2	Stage 3	Total
	(in thousand Baht)			
Interbank and money market items (assets)				
Current	15,484,690	-	-	15,484,690
Net carrying amount	15,484,690	-	-	15,484,690

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

		The Bank		
		2024		
	Stage 1	Stage 2	Stage 3	Total
	(in thousand Baht)			
<i>Interbank and money market items (assets)</i>				
Current	16,343,306	-	-	16,343,306
Net carrying amount	16,343,306	-	-	16,343,306

		The Bank		
		2023		
	Stage 1	Stage 2	Stage 3	Total
	(in thousand Baht)			
<i>Interbank and money market items (assets)</i>				
Current	15,480,064	-	-	15,480,064
Net carrying amount	15,480,064	-	-	15,480,064

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Consolidated and the Bank			
	2024			
	Stage 1	Stage 2	Stage 3	Total
	(in thousand Baht)			
<i>Investments in debt instruments measured at FVOCI</i>				
Low credit risk <sup>(1)</sup>	2,131,366	-	-	2,131,366
Credit-impaired	-	-	20,094	20,094
Total	2,131,366	-	20,094	2,151,460
Allowance for expected credit loss	(21)	-	(8,026)	(8,047)
Carrying amount - Fair value	2,134,888	-	12,068	2,146,956
<i>Loans to customers and accrued interest receivables and undue interest receivables</i>				
Current	137,952,450	10,587,032	345,927	148,885,409
Overdue 1 - 30 days	7,059,621	2,076,019	280,920	9,416,560
Overdue 31 - 60 days	308,216 <sup>(2)</sup>	2,141,996	339,485	2,789,697
Overdue 61 - 90 days	-	1,665,075	343,493	2,008,568
Overdue more than 90 days	-	363,468 <sup>(3)</sup>	7,006,679	7,370,147
Total	145,320,287	16,833,590	8,316,504	170,470,381
Less allowance for expected credit loss	(2,557,652)	(3,095,357)	(5,086,027)	(10,739,036)
Net carrying amount	142,762,635	13,738,233	3,230,477	159,731,345

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

Consolidated and the Bank				
2024				
	Stage 1	Stage 2	Stage 3	Total
	(in thousand Baht)			
<i>Undrawn loan commitments</i>				
Unconditional unused credit line	449,152	1,147	1,398	451,697
Allowance for expected credit loss	(994)	(174)	(646)	(1,814)
<sup>(1)</sup> Investment grade				
<sup>(2)</sup> Financial assets that are not more than 1 month past due				
<sup>(3)</sup> Financial assets that are not more than 3 months past due				

Consolidated and the Bank				
2023				
	Stage 1	Stage 2	Stage 3	Total
	(in thousand Baht)			
<i>Investments in debt instruments measured at FVOCI</i>				
Low credit risk <sup>(1)</sup>	2,973,552	-	-	2,973,552
Credit-impaired	-	-	38,424	38,424
Total	2,973,552	-	38,424	3,011,976
Allowance for expected credit loss	(30)	-	(18,745)	(18,775)
Carrying amount - Fair value	2,971,603	-	19,679	2,991,282



## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Consolidated and the Bank			
	2023			
	Stage 1	Stage 2	Stage 3	Total
	<i>(in thousand Baht)</i>			
<i>Loans to customers and accrued interest</i>				
<i>receivables and undue interest receivables</i>				
Current	122,443,328	6,427,230	105,271	128,975,829
Overdue 1 - 30 days	4,598,781	1,498,489	35,310	6,132,580
Overdue 31 - 60 days	1,711,450 <sup>(2)</sup>	3,179,161	69,924	4,960,535
Overdue 61 - 90 days	-	2,672,919	84,815	2,757,734
Overdue more than 90 days	-	484,878 <sup>(3)</sup>	6,742,223	7,227,101
Total	128,753,559	14,262,677	7,037,543	150,053,779
Less allowance for expected credit loss	(3,173,672)	(2,383,741)	(4,315,766)	(9,873,179)
<b>Net carrying amount</b>	<b>125,579,887</b>	<b>11,878,936</b>	<b>2,721,777</b>	<b>140,180,600</b>

*Undrawn loan commitments*

Unconditional unused credit line	631,216	972	23	632,211
Allowance for expected credit loss	(1,726)	(120)	(10)	(1,856)

<sup>(1)</sup> Investment grade<sup>(2)</sup> Financial assets that are not more than 1 month past due<sup>(3)</sup> Financial assets that are not more than 3 months past due

# Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

### Collateral held and other credit enhancements

The reliability of the debtors is associated with an indicator of a debtor's profile, capital, and ability to repay. These are significant aspects of credit quality consideration. In addition, the collateral is used as one type of credit risk mitigation to reduce potential credit losses in the event of default. To ensure that the collateral accepted by the Group is marketable and legally enforceable, the Group reviews collateral value following the collateral policy and the BoT's guidelines and regulations.

In addition, in the event that the collateral does not cover the credit limit or no collateral, the Group still has other credit enhancements such as participating in a credit guarantee program with the Thai Credit Guarantee Corporation ("TCG") which is a state-owned specialised financial institution governed by the Ministry of Finance. TCG acts as a guarantor for SME and micro finance in order to mitigate the credit risk.

As at 31 December 2024 and 2023, the Group holds collateral and other credit enhancements as follows:

Type of credit exposure	Consolidated		
	Amount	Collateral*	Principal type of collateral held and other credit
			enhancements
(in thousand Baht)			
2024			
Interbank and money market items (assets)			
- Reverse repurchase agreements	13,451,656	13,528,871	Government and state enterprise securities
- Deposits at BoT and domestic commercial banks	2,724,943	-	None
- Deposits at foreign commercial banks	170,104	-	None

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

Consolidated			
Type of credit exposure	Amount	Collateral*	Principal type of collateral held and other credit enhancements
(in thousand Baht)			
2023			
Interbank and money market items (assets)			
- Reverse repurchase agreements	12,003,577	12,074,422	Government and state enterprise securities
- Deposits at BoT and domestic commercial banks	3,309,965	-	None
- Deposits at foreign commercial banks	171,148	-	None
The Bank			
Type of credit exposure	Amount	Collateral*	Principal type of collateral held and other credit enhancements
(in thousand Baht)			
2024			
Interbank and money market items (assets)			
- Reverse repurchase agreements	13,451,656	13,528,871	Government and state enterprise securities
- Deposits at BoT and domestic commercial banks	2,721,546	-	None
- Deposits at foreign commercial banks	170,104	-	None

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

Type of credit exposure	The Bank		
	Amount	Collateral*	Principal type of collateral held and other credit enhancements
(in thousand Baht)			
2023			
Interbank and money market items (assets)			
- Reverse repurchase agreements	12,003,577	12,074,422	Government and state enterprise securities
- Deposits at BoT and domestic commercial banks	3,305,339	-	None
- Deposits at foreign commercial banks	171,148	-	None
* Most recent appraisal value			

Type of credit exposure	Consolidated and the Bank		
	Amount	Collateral*	Principal type of collateral held and other credit enhancements
(in thousand Baht)			
2024			
Investments in debt instruments**			
- Government and state enterprise securities	2,131,366	-	None
- Private debt securities	20,094	-	None
Loans to SME and micro SME customers			
- Loans	112,459,669	86,612,217	Deposits, gold, land, building, residence, machine, equipment and TCG
- Hire-purchase	2,112,712	3,519,675	Machine, equipment and vehicle

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

Type of credit exposure	Amount	Consolidated and the Bank	
		Collateral*	Principal type of collateral held and other credit enhancements
	(in thousand Baht)		
Loans to micro finance customers	23,094,545	-	TCG
Loans to retail customers			
- Housing loans	11,881,159	15,452,090	Residence
- Other loans to retail customers	20,922,296	22,218,685	Gold, residence and vehicle
2023			
Investments in debt instruments**			
- Government and state enterprise securities	2,973,552	-	None
- Private debt securities	38,424	-	None
Loans to SME and micro SME customers			
- Loans	99,434,622	77,747,681	Deposits, gold, land, building, residence, machine, equipment and TCG
- Hire-purchase	1,608,486	3,049,699	Machine, equipment and vehicle
Loans to micro finance customers	23,274,155	-	TCG
Loans to retail customers			
- Housing loans	10,287,187	13,698,778	Residence
- Other loans to retail customers	15,449,329	19,792,826	Gold, residence and vehicle

\* Most recent appraisal value

\*\* Gross carrying amount

# Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

### For the year ended 31 December 2024

As at 31 December 2024, 36% of credit-impaired loans to customers are collateralised (2023: 45%) with the most recent appraisal value of collateral were at 162% (2023: 146%) of the gross carrying amount of collateralised credit-impaired loans to customers. Majority of collaterals are lands and buildings.

For credit-impaired loans to customers with no collateral, some are participated in the credit guarantee program with the TCG which the Group utilised as other credit enhancements to mitigate the credit risk as mentioned above.

### Concentrations of credit risk

The Group monitors concentrations of credit risk by sector and by nature of transactions. Analyses of concentrations of credit risk as at 31 December 2024 and 2023 are shown below.

	Consolidated		The Bank	
	2024	2023	2024	2023
	(in thousand Baht)			
<b>Interbank and money market items (assets)</b>				
Government and state enterprises	2,465,909	2,864,574	2,465,909	2,864,574
Commercial banks	7,830,047	9,619,296	7,826,650	9,614,670
Specialised financial institutions	6,000,739	3,000,820	6,000,739	3,000,820
Other financial institutions	50,008	-	50,008	-
<b>Total</b>	<b>16,346,703</b>	<b>15,484,690</b>	<b>16,343,306</b>	<b>15,480,064</b>

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

Consolidated and the Bank			
2024			
	Investments in debt instruments <sup>*</sup>	Loans to customers and accrued interest receivables and undue interest receivables (in thousand Baht)	Unconditional unused credit line
<i>Financial institutions</i>			
Government and state enterprises	2,131,366	-	-
<i>Business loans</i>			
Agriculture and mineral	-	658,810	11
Manufacture and commercial	-	89,184,339	224,936
Real estate and construction	-	23,432,043	144,152
Utilities and services	20,094	22,990,263	79,322
Others	-	888,362	13
<i>Consumer loans</i>			
Housing loans	-	12,334,478	2,951
Other lending	-	20,982,086	312
<b>Total</b>	<b>2,151,460</b>	<b>170,470,381</b>	<b>451,697</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

		Consolidated and the Bank		
		2023		
		Loans to customers and accrued interest receivables		Unconditional
		Investments in debt instruments *	and undue interest receivables	unused credit line
		(in thousand Baht)		
<i>Financial institutions</i>				
Government and state enterprises		2,973,552	-	-
<i>Business loans</i>				
Agriculture and mineral		-	675,358	14
Manufacture and commercial		-	81,791,524	265,854
Real estate and construction		-	21,017,007	230,645
Utilities and services		38,424	19,762,753	123,915
Others		-	507,166	-
<i>Consumer loans</i>				
Housing loans		-	10,785,483	-
Other lending		-	15,514,488	11,783
<b>Total</b>		<b>3,011,976</b>	<b>150,053,779</b>	<b>632,211</b>

\* Gross carrying amount



Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

*Information related to ECL*

*Significant increase in credit risk (SICR)*

When determining whether the probability of default on a financial instrument has increased significantly since initial recognition, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both qualitative and quantitative information and analysis, based on the Group's historical experience and expert credit assessment and including forward-looking information.

*Definition of default*

The Group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

In assessing whether a borrower is in default, the Group considers indicators that are:

- quantitative: e.g., the borrower is more than 90 days or 3 months past due on any material credit obligation to the Group. Overdrafts are considered as being past due once the customer has breached an advised limit or been advised of a limit smaller than the current amount outstanding;
- qualitative: e.g., it is becoming probable that the borrower will restructure the asset as a result of bankruptcy due to the borrower's inability to pay its credit obligations.

Inputs into the assessment of whether a financial instrument is in default and their significance may vary over time to reflect changes in circumstances. The definition of default applied by the Group largely aligns with the BoT criteria.

# Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

### Probability of default

Credit risk grades are a primary input into the determination of the probability of default. The Group has collected repayment performance data of each receivable and input into statistical models to analyse the data collected and generate estimates of the lifetime PD based on contractual repayment. Then, the Group uses the PD to estimate ECL.

### Incorporation of forward-looking information

ECL has been estimated by the probability weighted risk of default over the expected life of the financial instrument. It is based on the present value of all expected cash shortfalls carried by historical loss experience data for the group of assets that the Group considers credit risk to be similar such as types of loans to customers, types of collateral, contract terms and other relevant factors and adjusted by current observed data, along with supportable and reasonable future forecasts if statistically correlated can be proved.

The Group formulates 3 forward-looking economic scenarios; base case scenario, sluggish scenario and recession scenario. These scenarios are weighted by different level of probabilities. Examples of the macro-economic variables used in the forward-looking information are Gross Domestic Product (GDP), inflation rate and unemployment rate, etc.

As at 31 December 2024 and 2023, the Group set up forward-looking scenarios with different weights as follow:

	Consolidated and the Bank	
	2024	2023
	(%)	
Base scenario	65	80
Sluggish scenario	25	10
Recession scenario	10	10

**Thai Credit Bank Public Company Limited and its Subsidiary****Notes to the financial statements****For the year ended 31 December 2024**

The Group uses judgments to assess how much relevant macroeconomic changes should affect to ECL of the Group's portfolio. However, the Group reviews the method, the assumptions and forecasts of the future economic situations on a regular basis. In addition, the Group also considers providing the management overlay as a part of ECL.

**4.2 Interest rate risk**

Interest rate risk is the risk that arises from the potential of changes in interest rates which have an adverse effect on the net interest earnings of the Group in the current reporting period and future. Interest rate risk arises from the structure and the characteristics of the Group's assets and liabilities and the repricing mismatch of assets and liabilities.

Since some of the Group's interbank and money market items (liabilities) have variable interest rate, the Group is exposed to interest rate risk. The Group mitigates this risk by ensuring that the majority of its borrowing are at fixed interest rates and uses cross-currency interest rate swaps to manage exposure to fluctuations in interest rates on specific interbank and money market items (liabilities).

The Group defines policies to adjust the structure of their financial positions to conform to the interest direction in the future and the defined risk framework. The Group monitors the interest direction movement and customer's behaviour closely in order to assess the most realistic risk. The Group also monitors its risk position more frequently when there are significant changes in asset and liability structures through "Repricing Gap" reporting in order to follow up the interest rate risks and net interest income sensitivity in the next 12 months.

Furthermore, the Group also simulates the situations by increasing or decreasing its interest rate to manage its stability of net interest income regardless of the interest direction.

As at 31 December 2024 and 2023, the financial assets and liabilities classified by maturity of interest repricing periods are as follows:

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Consolidated 2024						
	Repricing periods						
	Immediate repricing	Within 3 months	Over 3 months to 1 year	Over 1 year to 5 years <i>(in thousand Baht)</i>	Over 5 years	Non- interest bearing	Total
<i>Financial assets</i>							
Cash	-	-	-	-	-	535,223	535,223
Interbank and money market items, net	3,430	13,450,000	-	-	-	2,893,273	16,346,703
Financial assets measured at FVTPL	-	-	-	-	-	20,457	20,457
Investments, net	-	802,212	1,135,324	209,420	-	2,455	2,149,411
Loans to customers <sup>(1), (2)</sup>	419,120	100,238,365	22,471,100	20,055,423	19,974,608	-	163,158,616
Other financial assets, net	-	-	-	-	-	1,122,725	1,122,725
<b>Total financial assets</b>	<b>422,550</b>	<b>114,490,577</b>	<b>23,606,424</b>	<b>20,264,843</b>	<b>19,974,608</b>	<b>4,574,133</b>	<b>183,333,135</b>
<i>Financial liabilities</i>							
Deposits	37,740,286	21,455,735	69,321,688	3,976,550	-	105,230	132,599,489
Interbank and money market items	425,411	23,662	3,552,909	16,248,229	-	7,531	20,257,742
Liabilities payable on demand	-	-	-	-	-	45,092	45,092
Debt issued and borrowings	-	-	-	-	2,635,669	-	2,635,669
Other financial liabilities	-	-	-	-	-	2,345,694	2,345,694
<b>Total financial liabilities</b>	<b>38,165,697</b>	<b>21,479,397</b>	<b>72,874,597</b>	<b>20,224,779</b>	<b>2,635,669</b>	<b>2,503,547</b>	<b>157,883,686</b>

<sup>(1)</sup> Exclude accrued interest receivables and undue interest receivables

<sup>(2)</sup> Before deduction of allowance for expected credit loss

	Consolidated 2023						
	Repricing periods						
	Immediate repricing	Within 3 months	Over 3 months to 1 year	Over 1 year to 5 years  (in thousand Baht)	Over 5 years	Non- interest bearing	Total
<b>Financial assets</b>							
Cash	-	-	-	-	-	513,458	513,458
Interbank and money market items, net	263	12,904,626	-	-	-	2,579,801	15,484,690
Investments, net	-	1,245,411	1,676,398	69,473	-	2,464	2,993,746

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Consolidated 2023						
	Repricing periods						
	Immediate repricing	Within 3 months	Over 3 months to 1 year	Over 1 year to 5 years <i>(in thousand Baht)</i>	Over 5 years	Non- interest bearing	Total
Loans to customers <sup>(1), (2)</sup>	398,668	105,763,400	18,536,815	11,605,385	7,852,269	-	144,156,537
Other financial assets, net	-	-	-	-	-	1,268,676	1,268,676
Total financial assets	398,931	119,913,437	20,213,213	11,674,858	7,852,269	4,364,399	164,417,107
<i>Financial liabilities</i>							
Deposits	37,483,733	9,285,465	54,178,791	15,806,409	-	7,215	116,761,613
Interbank and money market items	502,700	27,177	3,575,304	18,652,217	-	-	22,757,398
Liabilities payable on demand	-	-	-	-	-	145,601	145,601
Debt issued and borrowings	-	-	-	-	2,611,763	-	2,611,763
Other financial liabilities	-	-	-	-	-	1,925,756	1,925,756
Total financial liabilities	37,986,433	9,312,642	57,754,095	34,458,626	2,611,763	2,078,572	144,202,131
	The Bank 2024						
	Repricing periods						
	Immediate repricing	Within 3 months	Over 3 months to 1 year	Over 1 year to 5 years <i>(in thousand Baht)</i>	Over 5 years	Non- interest bearing	Total
<i>Financial assets</i>							
Cash	-	-	-	-	-	535,223	535,223
Interbank and money market items, net	33	13,450,000	-	-	-	2,893,273	16,343,306
Financial assets measured at FVTPL	-	-	-	-	-	20,457	20,457
Investments, net	-	802,212	1,135,324	209,420	-	2,455	2,149,411
Loans to customers <sup>(1), (2)</sup>	419,120	100,238,365	22,471,100	20,055,423	19,974,608	-	163,158,616
Other financial assets, net	-	-	-	-	-	1,139,087	1,139,087
Total financial assets	419,153	114,490,577	23,606,424	20,264,843	19,974,608	4,590,495	183,346,100
<i>Financial liabilities</i>							
Deposits	37,959,440	21,455,735	69,321,688	3,976,550	-	105,230	132,818,643

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	The Bank 2024						
	Repricing periods						
	Immediate repricing	Within 3 months	Over 3 months to 1 year	Over 1 year to 5 years <i>(in thousand Baht)</i>	Over 5 years	Non- interest bearing	Total
Interbank and money market items	425,411	23,662	3,552,909	16,248,229	-	7,531	20,257,742
Liabilities payable on demand	-	-	-	-	-	45,092	45,092
Debt issued and borrowings	-	-	-	-	2,635,669	-	2,635,669
Other financial liabilities	-	-	-	-	-	2,259,363	2,259,363
<b>Total financial liabilities</b>	<b>38,384,851</b>	<b>21,479,397</b>	<b>72,874,597</b>	<b>20,224,779</b>	<b>2,635,669</b>	<b>2,417,216</b>	<b>158,016,509</b>

<sup>(1)</sup> Exclude accrued interest receivables and undue interest receivables

<sup>(2)</sup> Before deduction of allowance for expected credit loss

	The Bank 2023						
	Repricing periods						
	Immediate repricing	Within 3 months	Over 3 months to 1 year	Over 1 year to 5 years	Over 5 years	Non-interest bearing	Total
	(in thousand Baht)						
Financial assets							
Cash	-	-	-	-	-	513,458	513,458
Interbank and money market items, net	263	12,900,000	-	-	-	2,579,801	15,480,064
Investments, net	-	1,245,411	1,676,398	69,473	-	2,464	2,993,746
Loans to customers <sup>(1), (2)</sup>	398,668	105,763,400	18,536,815	11,605,385	7,852,269	-	144,156,537
Other financial assets, net	-	-	-	-	-	1,306,550	1,306,550
Total financial assets	398,931	119,908,811	20,213,213	11,674,858	7,852,269	4,402,273	164,450,355

<sup>(1)</sup> Exclude accrued interest receivables and undue interest receivables

<sup>(2)</sup> Before deducting allowance for expected credit loss

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

## For the year ended 31 December 2024

The Group has earning financial assets and interest-bearing financial liabilities. The average balances of such financial assets and financial liabilities are calculated based on outstanding balances and average interest rates for the years ended 31 December 2024 and 2023 were as follows:

	Consolidated					
	2024			2023		
	Average		Average	Average		Average
	balance	Interest	interest rate	balance	Interest	interest rate
	(in thousand Baht)		(% per annum)	(in thousand Baht)		(% per annum)
<b><i>Interest-earning financial assets</i></b>						
Interbank and money market items	14,468,758	396,565	2.74	16,387,499	340,494	2.08
Investments	4,459,143	104,078	2.33	3,695,421	62,581	1.69
Loans to customers	152,428,812	17,635,713	11.57	138,435,323	15,509,583	11.20
<b>Total</b>	<b>171,356,713</b>	<b>18,136,356</b>		<b>158,518,243</b>	<b>15,912,658</b>	
<b><i>Interest-bearing financial liabilities</i></b>						
Deposits	125,792,306	3,065,891	2.44	114,836,420	2,345,811	2.04
Interbank and money market items	21,656,046	157,407	0.72	20,167,314	82,304	0.41
Debt issued and borrowings	2,623,531	183,843	7.01	1,816,042	135,223	7.45
<b>Total</b>	<b>150,071,883</b>	<b>3,407,141</b>		<b>136,819,776</b>	<b>2,563,338</b>	

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	The Bank					
	2024			2023		
	Average		Average	Average		Average
	balance	Interest	interest rate	balance	Interest	interest rate
	(in thousand Baht)		(% per annum)	(in thousand Baht)		(% per annum)
<b>Earning financial assets</b>						
Interbank and money market items	14,227,549	396,554	2.79	16,385,744	340,489	2.08
Investments	4,459,143	104,078	2.33	3,695,421	62,581	1.69
Loans to customers	152,428,812	17,635,713	11.57	138,435,323	15,509,583	11.20
<b>Total</b>	<b>171,115,504</b>	<b>18,136,345</b>		<b>158,516,488</b>	<b>15,912,653</b>	
<b>Interest-bearing financial liabilities</b>						
Deposits	126,057,551	3,066,516	2.43	115,087,665	2,346,354	2.04
Interbank and money market items	21,656,046	157,407	0.72	20,167,314	82,304	0.41
Debt issued and borrowings	2,623,531	183,843	7.01	1,816,042	135,223	7.45
<b>Total</b>	<b>150,337,128</b>	<b>3,407,766</b>		<b>137,071,021</b>	<b>2,563,881</b>	

## Sensitivity analysis

A reasonable possible change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. Other factors are supposed to be constant in this analysis.



Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

		Consolidated	
		Profit or loss	
		Increase	Decrease
		100 bps	100 bps
		<i>(in thousand Baht)</i>	
2024			
Baht		415,795	(415,795)
Total effect of interest rates changes		415,795	(415,795)
2023			
Baht		601,265	(601,265)
Total effect of interest rates changes		601,265	(601,265)

		The Bank	
		Profit or loss	
		Increase	Decrease
		100 bps	100 bps
		<i>(in thousand Baht)</i>	
2024			
Baht		413,663	(413,663)
Total effect of interest rates changes		413,663	(413,663)
2023			
Baht		598,771	(598,771)

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

	The Bank	
	Profit or loss	
	Increase	Decrease
	100 bps	100 bps
	<i>(in thousand Baht)</i>	
Total effect of interest rates changes	598,771	(598,771)

4.3 Foreign exchange rate risk

Foreign exchange rate risk is the risk that arises from the change in foreign exchange rate which may affect the value change in the financial instruments or may cause fluctuation in the income or expenses or in value of the financial assets or liabilities.

As at 31 December 2024 and 2023, the Group was exposed to foreign exchange rate risk relating to financial assets and financial liabilities which are denominated in foreign currencies. The Group primarily uses cross-currency interest rate swaps to hedge foreign exchange rate risk arising from interbank and money market items (liabilities) which are denominated in foreign currencies.

Foreign currency position in Baht equivalent as of 31 December 2024 and 2023 as follows:

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

	Consolidated and the Bank	
	2024	2023
	US Dollar	
	(in thousand Baht)	
<i>Financial assets</i>		
Interbank and money market items, net	170,104	171,148
<b>Total</b>	<b>170,104</b>	<b>171,148</b>
<i>Financial liabilities</i>		
Interbank and money market items	3,545,046	3,554,636
Hedged by cross-currency interest rate swaps	(3,545,046)	(3,554,636)
<b>Net exposure</b>	<b>-</b>	<b>-</b>

#### 4.4 Equity price risk

Investments in equity instruments consist of investments in equity held from debt restructuring which are not marketable securities. They are designated at fair value through other comprehensive income or at fair value through profit or loss.

#### 4.5 Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its financial obligations when they are due. This risk arises from an inability to convert their assets into cash or acquire adequate funds at the appropriate cost and time which results in a loss to the Group.

# Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

### For the year ended 31 December 2024

The Group defines its liquidity risk management policies under the supervision of the Assets and Liabilities Management Committee and the Risk Management Committee who monitors and reviews the liquidity position on a regular basis.

The Group will disclose Liquidity Coverage Ratio (LCR) information for the Group as at 31 December 2024 through the Bank's website at [www.thaicreditbank.com](http://www.thaicreditbank.com) within April 2025.

As at 31 December 2024 and 2023, financial assets and liabilities of the Group classified by maturities were as follows:

	Consolidated					
	2024					
	At call	Less than 1 year	Over 1 year to 5 years	Over 5 years	No maturity	Total
	(in thousand Baht)					
<b>Financial assets</b>						
Cash	-	-	-	-	535,223	535,223
Interbank and money market items, net	2,895,047	13,451,656	-	-	-	16,346,703
Financial assets measured at FVTPL	-	-	-	-	20,457	20,457
Investments, net	-	1,937,537	209,419	-	2,455	2,149,411
Loans to customers <sup>(1), (2)</sup>	741,713	44,422,706	62,729,322	48,049,633	7,215,242	163,158,616
Other financial assets, net	-	1,122,725	-	-	-	1,122,725
<b>Total financial assets</b>	<b>3,636,760</b>	<b>60,934,624</b>	<b>62,938,741</b>	<b>48,049,633</b>	<b>7,773,377</b>	<b>183,333,135</b>
<b>Financial liabilities</b>						
Deposits	37,845,516	90,777,423	3,976,550	-	-	132,599,489
Interbank and money market items	432,942	31,525	19,793,275	-	-	20,257,742

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Consolidated					
	2024					
	At call	Less than 1 year	Over 1 year to 5 years	Over 5 years	No maturity	Total
	(in thousand Baht)					
Liabilities payable on demand	45,092	-	-	-	-	45,092
Debt issued and borrowings	-	-	-	2,635,669	-	2,635,669
Other financial liabilities	-	2,329,903	14,829	-	962	2,345,694
Total financial liabilities	38,323,550	93,138,851	23,784,654	2,635,669	962	157,883,686
Net liquidity gap	(34,686,790)	(32,204,227)	39,154,087	45,413,964	7,772,415	25,449,449
<sup>(1)</sup> Exclude accrued interest receivables and undue interest receivables						
<sup>(2)</sup> Before deduction of allowance for expected credit loss						

	Consolidated					
	2023					
	At call	Less than 1 year	Over 1 year to 5 years	Over 5 years	No maturity	Total
	(in thousand Baht)					
<b>Financial assets</b>						
Cash	-	-	-	-	513,458	513,458
Interbank and money market items, net	2,581,113	12,903,577	-	-	-	15,484,690
Investments, net	-	2,921,809	69,473	-	2,464	2,993,746
Loans to customers <sup>(1), (2)</sup>	570,600	37,271,220	54,298,307	45,911,592	6,104,818	144,156,537

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Consolidated					
	2023					
	At call	Less than 1 year	Over 1 year to 5 years	Over 5 years	No maturity	Total
	(in thousand Baht)					
Other financial assets, net	-	1,267,149	1,527	-	-	1,268,676
<b>Total financial assets</b>	<b>3,151,713</b>	<b>54,363,755</b>	<b>54,369,307</b>	<b>45,911,592</b>	<b>6,620,740</b>	<b>164,417,107</b>
<i>Financial liabilities</i>						
Deposits	37,235,216	63,719,988	15,806,409	-	-	116,761,613
Interbank and money market items	502,700	47,845	22,206,853	-	-	22,757,398
Liabilities payable on demand	145,601	-	-	-	-	145,601
Debt issued and borrowings	-	-	-	2,611,763	-	2,611,763
Other financial liabilities	-	1,867,118	57,851	-	787	1,925,756
<b>Total financial liabilities</b>	<b>37,883,517</b>	<b>65,634,951</b>	<b>38,071,113</b>	<b>2,611,763</b>	<b>787</b>	<b>144,202,131</b>
<b>Net liquidity gap</b>	<b>(34,731,804)</b>	<b>(11,271,196)</b>	<b>16,298,194</b>	<b>43,299,829</b>	<b>6,619,953</b>	<b>20,214,976</b>

<sup>(1)</sup> Exclude accrued interest receivables and undue interest receivables

<sup>(2)</sup> Before deduction of allowance for expected credit loss

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	The Bank					
	2024					
	At call	Less than 1 year	Over 1 year to 5 years	Over 5 years	No maturity	Total
	(in thousand Baht)					
<i>Financial assets</i>						
Cash	-	-	-	-	535,223	535,223
Interbank and money market items, net	2,891,650	13,451,656	-	-	-	16,343,306
Financial assets measured at FVTPL	-	-	-	-	20,457	20,457
Investments, net	-	1,937,537	209,419	-	2,455	2,149,411
Loans to customers <sup>(1), (2)</sup>	741,713	44,422,706	62,729,322	48,049,633	7,215,242	163,158,616
Other financial assets, net	-	1,139,087	-	-	-	1,139,087
<b>Total financial assets</b>	<b>3,633,363</b>	<b>60,950,986</b>	<b>62,938,741</b>	<b>48,049,633</b>	<b>7,773,377</b>	<b>183,346,100</b>
<i>Financial liabilities</i>						
Deposits	38,064,670	90,777,423	3,976,550	-	-	132,818,643
Interbank and money market items	432,942	31,525	19,793,275	-	-	20,257,742
Liabilities payable on demand	45,092	-	-	-	-	45,092
Debt issued and borrowings	-	-	-	2,635,669	-	2,635,669
Other financial liabilities	-	2,243,572	14,829	-	962	2,259,363
<b>Total financial liabilities</b>	<b>38,542,704</b>	<b>93,052,520</b>	<b>23,784,654</b>	<b>2,635,669</b>	<b>962</b>	<b>158,016,509</b>
<b>Net liquidity gap</b>	<b>(34,909,341)</b>	<b>(32,101,534)</b>	<b>39,154,087</b>	<b>45,413,964</b>	<b>7,772,415</b>	<b>25,329,591</b>

<sup>(1)</sup> Exclude accrued interest receivables and undue interest receivables

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

<sup>(2)</sup> Before deduction of allowance for expected credit loss

	The Bank					
	2023					
	At call	Less than 1 year	Over 1 year to 5 years	Over 5 years	No maturity	Total
	(in thousand Baht)					
<b>Financial assets</b>						
Cash	-	-	-	-	513,458	513,458
Interbank and money market items, net	2,576,487	12,903,577	-	-	-	15,480,064
Investments, net	-	2,921,809	69,473	-	2,464	2,993,746
Loans to customers <sup>(1), (2)</sup>	570,600	37,271,220	54,298,307	45,911,592	6,104,818	144,156,537
Other financial assets, net	-	1,305,023	1,527	-	-	1,306,550
<b>Total financial assets</b>	<b>3,147,087</b>	<b>54,401,629</b>	<b>54,369,307</b>	<b>45,911,592</b>	<b>6,620,740</b>	<b>164,450,355</b>
<b>Financial liabilities</b>						
Deposits	37,490,948	63,719,988	15,806,409	-	-	117,017,345
Interbank and money market items	502,700	47,845	22,206,853	-	-	22,757,398
Liabilities payable on demand	145,601	-	-	-	-	145,601
Debt issued and borrowings	-	-	-	2,611,763	-	2,611,763
Other financial liabilities	-	1,802,232	57,851	-	787	1,860,870
<b>Total financial liabilities</b>	<b>38,139,249</b>	<b>65,570,065</b>	<b>38,071,113</b>	<b>2,611,763</b>	<b>787</b>	<b>144,392,977</b>
<b>Net liquidity gap</b>	<b>(34,992,162)</b>	<b>(11,168,436)</b>	<b>16,298,194</b>	<b>43,299,829</b>	<b>6,619,953</b>	<b>20,057,378</b>



## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

## For the year ended 31 December 2024

<sup>(1)</sup> Exclude accrued interest receivables and undue interest receivables<sup>(2)</sup> Before deduction of allowance for expected credit loss

## 5 Fair value of financial assets and financial liabilities

## Carrying amounts and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the hierarchy, but does not include fair value information for financial assets and financial liabilities measured at amortised cost if the carrying amount is a reasonable approximation of fair value.

	Note	Carrying amount				Consolidated	Fair value			
		Hedging	FVTPL	FVOCI	Amortised cost	Total (in thousand Baht)	Level 1	Level 2	Level 3	Total
		instruments								
2024										
Financial assets										
Financial assets measured at FVTPL		-	20,457	-	-	20,457	-	-	20,457	20,457
Investments	10									
- Debt instruments			-	2,146,956	-	2,146,956	-	2,146,956	-	2,146,956
- Equity instruments			-	2,455	-	2,455	-	-	2,455	2,455
Financial liabilities										
Deposits	19		-	-	132,599,489	132,599,489	-	133,161,978	-	133,161,978
Interbank and money market items	20		-	-	20,257,742	20,257,742	-	20,253,487	-	20,253,487
Derivatives	9									
- Cross-currency interest rate swaps		165,198	-	-	-	165,198	-	165,198	-	165,198
Debt issued and borrowings	21		-	-	2,635,669	2,635,669	-	-	2,597,192	2,597,192

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Note	Consolidated							
		Carrying amount			Fair value				
		Hedging instruments	FVOCI	Amortised cost	Total (in thousand Baht)	Level 1	Level 2	Level 3	Total
2023									
Financial assets									
Investments	10								
- Debt instruments		-	2,991,282	-	2,991,282	-	2,991,282	-	2,991,282
- Equity instruments		-	2,464	-	2,464	-	-	2,464	2,464
Financial liabilities									
Deposits	19	-	-	116,761,613	116,761,613	-	116,590,731	-	116,590,731
Interbank and money market items	20	-	-	22,757,398	22,757,398	-	22,750,735	-	22,750,735
Derivatives	9								
- Cross-currency interest rate swaps		152,106	-	-	152,106	-	152,106	-	152,106
Debt issued and borrowings	21	-	-	2,611,763	2,611,763	-	-	2,546,125	2,546,125

	Note	The Bank				Fair value				
		Carrying amount			Total (in thousand Baht)	Fair value				
		Hedging instruments	FVTPL	FVOCI		Amortised cost	Level 1	Level 2	Level 3	Total
2024										
Financial assets										
Financial assets measured at FVTPL		-	20,457	-	-	20,457	-	-	20,457	20,457
Investments	10									
- Debt instruments		-	-	2,146,956	-	2,146,956	-	2,146,956	-	2,146,956
- Equity instruments		-	-	2,455	-	2,455	-	-	2,455	2,455
Financial liabilities										
Deposits	19	-	-	-	132,818,643	132,818,643	-	133,381,131	-	133,381,131
Interbank and money market items	20	-	-	-	20,257,742	20,257,742	-	20,253,487	-	20,253,487
Derivatives	9									
- Cross-currency interest rate swaps		165,198	-	-	-	165,198	-	165,198	-	165,198
Debt issued and borrowings	21	-	-	-	2,635,669	2,635,669	-	-	2,597,192	2,597,192

2023

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

*Financial assets*

Investments	10								
- Debt instruments		-	-	2,991,282	-	2,991,282	-	2,991,282	-
- Equity instruments		-	-	2,464	-	2,464	-	-	2,464

*Financial liabilities*

Deposits	19	-	-	-	117,017,345	117,017,345	-	116,846,462	-
Interbank and money market items	20	-	-	-	22,757,398	22,757,398	-	22,750,735	-
Derivatives	9								
- Cross-currency interest rate swaps		152,106	-	-	-	152,106	-	152,106	-
Debt issued and borrowings	21	-	-	-	2,611,763	2,611,763	-	-	2,546,125

*Valuation techniques and significant unobservable inputs*

The following tables show the valuation techniques and significant unobservable inputs which are used in measuring Level 3 fair values for financial instruments measured at fair value in the statement of financial position.

Financial instruments measured at fair value	Valuation technique	Significant unobservable inputs
Investments in equity instruments	Net asset value	Net asset value
Debt issued and borrowings	Discounted cash flows	Discount rate

# Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

### Level 3 fair values

#### Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values of financial assets measured at FVTPL and investments in equity instruments.

For the year ended 31 December	Consolidated and the Bank			
	2024		2023	
	Financial assets measured at FVTPL	Investments in equity instruments	Financial assets measured at FVTPL	Investments in equity instruments
	(in thousand Baht)			
At 1 January	-	2,464	-	2,441
Addition from debt-to-equity conversion*	20,457	-	-	-
(Loss) gain recognised in other comprehensive income	-	(9)	-	23
At 31 December	20,457	2,455	-	2,464

\* Financial assets received from debt-to-equity conversion of investment in debt instruments of a company with problems in their financial position and operating result.

There were no transfers between Level 1 and Level 2 of the fair value hierarchy during the years ended 31 December 2024 and 2023.

The following methods and assumptions were used by the Group in estimating the fair value of financial assets and liabilities.

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

## For the year ended 31 December 2024

*Interbank and money market items (assets and liabilities)*

The interbank and money market items (assets) are deposits at the BoT, deposits at other financial institutions and loans to financial institutions which are short-term or at call. Accordingly, the fair values are approximated based on the carrying amounts.

The interbank and money market items (liabilities) are deposits and borrowings from the BoT and other financial institutions. Some are short-term, at call, or have floating rate. Accordingly, the fair values are approximated based on the carrying amounts. Whereas fixed rate deposits and borrowings from other financial institutions with longer than 1-year maturity, the fair values are estimated using discounted cash flows by current effective interest rates of similar remaining maturities.

*Derivatives*

The fair value of over-the-counter derivatives is based on dealer price. Fair values of derivatives assets reflect the credit risk of the instrument and include adjustment to take into account of credit risk of the counterparty when appropriate.

*Investments in debt instruments*

Fair values of investments in debt instruments are calculated by using the bid prices and information of debt instruments at The ThaiBMA or other financial institutions at the reporting date.

*Investments in equity instruments*

Fair values of investments in equity instruments are determined based on the net asset value of the investee company.

*Loans to customers*

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

Fair values of floating rate loans to customers are approximated based on the net carrying amounts.

Fair values of fixed rate loans to customers which are not credit-impaired and have the effective rate assessed by the management to be a reasonable approximation of market effective rate are approximated based on the net carrying amounts.

Fair values of credit-impaired fixed rate loans to customers are approximated based on the net carrying amounts.

*Deposits*

Deposits are saving deposits, current accounts, fixed or certificate of deposits. These deposits are typically short-term or at call in nature. The management has assessed the existing effective interest rate of the deposit is a reasonable approximation of market effective rate. Accordingly, fair values of saving deposits, current accounts and fixed or certificate of deposits with the 1-year maturity or less are approximated based on the carrying amounts. Whereas fixed or certificate of deposits with longer than 1-year maturity, the fair values are estimated using discounted cash flows, applying current effective interest rates offered for fixed deposits of similar remaining maturities.

*Liabilities payable on demand*

Liabilities payable on demand are call liabilities. Accordingly, the fair values are approximated based on the carrying amounts.

*Debt issued and borrowings*

Fair values are approximated based on the carrying amounts, except for the fair values of fixed rate items with remaining maturity period greater than 1 year which is calculated based on the present value of future cash flows of principal and interest, discounted at the market interest rate at the reporting date, in case where there is no active market.

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

Other financial instruments

Fair values of other financial instruments are approximated based on the carrying amounts.

6 Maintenance of capital fund

The Bank’s objectives when managing capital are to safeguard the ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Bank may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt obligations.

The Bank is required to manage its capital funds in accordance with the Act on Undertaking of Banking Business B.E. 2551. As at 31 December 2024 and 2023, the Bank’s total capital funds could be categorised as follows:

	The Bank	
	2024	2023
	<i>(in thousand Baht)</i>	
<i>Tier 1 Capital</i>		
Common Equity Tier 1 Capital (CET1)		
Paid-up share capital	6,174,196	5,822,917
Premium on share capital	2,280,020	733,333
Legal reserve	617,420	569,398

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	The Bank	
	2024	2023
	<i>(in thousand Baht)</i>	
Net profit after appropriation	11,902,622	8,906,545
Other reserves	(12,931)	(26,593)
Capital deduction items on CET1	(484,221)	(574,204)
<b>Total Common Equity Tier 1 Capital</b>	<b>20,477,106</b>	<b>15,431,396</b>
<b>Additional Tier 1 Capital</b>		
Subordinated debentures classified as additional Tier 1 Capital	861,062	861,062
<b>Total Tier 1 Capital</b>	<b>21,338,168</b>	<b>16,292,458</b>
<b><i>Tier 2 Capital</i></b>		
Subordinated debentures classified as additional Tier 2 Capital	1,700,000	1,700,000
General provision	1,432,407	1,219,299
<b>Total Tier 2 Capital</b>	<b>3,132,407</b>	<b>2,919,299</b>
<b>Total Capital funds</b>	<b>24,470,575</b>	<b>19,211,757</b>
<b>Total Risk-Weighted Assets</b>	<b>138,581,423</b>	<b>118,002,561</b>



Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

	The BoT's regulation minimum requirement	2024 (%)	2023
Capital Adequacy Ratio/Total Risk-Weighted Assets	11.00	17.66	16.28
Tier 1 Capital Ratio/Total Risk-Weighted Assets	8.50	15.40	13.81
Common Equity Tier 1 Capital Ratio/Total Risk-Weighted Assets	7.00	14.78	13.08

As at 31 December 2024 and 2023, the Bank has no add-on arising from Single Lending Limit.

The Bank will disclose capital adequacy and capital risk exposure information for the Bank as at 31 December 2024 through the Bank's website at [www.thaicreditbank.com](http://www.thaicreditbank.com) within April 2025.

*Capital management*

The primary objectives of the Bank's capital management are to maintain the Bank's ability to continue as a going concern and to maintain a capital adequacy ratio in accordance with the Act on Undertaking of Banking Business B.E. 2551.

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

7 Classification of financial assets and financial liabilities

			Consolidated 2024		
	Financial instruments measured at FVTPL	Financial instruments measured at FVOCI	Investments in equity instruments designated at FVOCI (in thousand Baht)	Financial instruments measured at amortised cost	Total
<b>Financial assets</b>					
Cash	-	-	-	535,223	535,223
Interbank and money market items, net	-	-	-	16,346,703	16,346,703
Financial assets measured at FVTPL	20,457	-	-	-	20,457
Investments, net					
Government and state enterprise securities	-	2,134,888	-	-	2,134,888
Private debt securities	-	12,068	-	-	12,068
Domestic non-marketable equity instruments	-	-	2,455	-	2,455
Loans to customers and accrued interest receivables, net	-	-	-	159,731,345	159,731,345
Other financial assets, net	-	-	-	1,122,725	1,122,725

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

			Consolidated 2024		
	Financial instruments measured at FVTPL	Financial instruments measured at FVOCI	Investments in equity instruments designated at FVOCI <i>(in thousand Baht)</i>	Financial instruments measured at amortised cost	Total
<b>Total</b>	<b>20,457</b>	<b>2,146,956</b>	<b>2,455</b>	<b>177,735,996</b>	<b>179,905,864</b>
<b><i>Financial liabilities</i></b>					
Deposits	-	-	-	132,599,489	132,599,489
Interbank and money market items	-	-	-	20,257,742	20,257,742
Liabilities payable on demand	-	-	-	45,092	45,092
Derivative liabilities	165,198	-	-	-	165,198
Debt issued and borrowings	-	-	-	2,635,669	2,635,669
Other financial liabilities	-	-	-	2,345,694	2,345,694
<b>Total</b>	<b>165,198</b>	<b>-</b>	<b>-</b>	<b>157,883,686</b>	<b>158,048,884</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

			Consolidated 2023		
	Financial instruments measured at FVTPL	Financial instruments measured at FVOCI	Investments in equity instruments designated at FVOCI (in thousand Baht)	Financial instruments measured at amortised cost	Total
<b>Financial assets</b>					
Cash	-	-	-	513,458	513,458
Interbank and money market items, net	-	-	-	15,484,690	15,484,690
Investments, net					
Government and state enterprise securities	-	2,971,603	-	-	2,971,603
Private debt securities	-	19,679	-	-	19,679
Domestic non-marketable equity instruments	-	-	2,464	-	2,464
Loans to customers and accrued interest receivables, net	-	-	-	140,180,600	140,180,600
Other financial assets, net	-	-	-	1,268,676	1,268,676
<b>Total</b>	<b>-</b>	<b>2,991,282</b>	<b>2,464</b>	<b>157,447,424</b>	<b>160,441,170</b>

## Financial liabilities

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Consolidated 2023				
	Financial instruments measured at FVTPL	Financial instruments measured at FVOCI	Investments in equity instruments designated at FVOCI <i>(in thousand Baht)</i>	Financial instruments measured at amortised cost	Total
Deposits	-	-	-	116,761,613	116,761,613
Interbank and money market items	-	-	-	22,757,398	22,757,398
Liabilities payable on demand	-	-	-	145,601	145,601
Derivative liabilities	152,106	-	-	-	152,106
Debt issued and borrowings	-	-	-	2,611,763	2,611,763
Other financial liabilities	-	-	-	1,925,756	1,925,756
<b>Total</b>	<b>152,106</b>	<b>-</b>	<b>-</b>	<b>144,202,131</b>	<b>144,354,237</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	The Bank 2024				
	Financial instruments measured at FVTPL	Financial instruments measured at FVOCI	Investments in equity instruments designated at FVOCI (in thousand Baht)	Financial instruments measured at amortised cost	Total
<b>Financial assets</b>					
Cash	-	-	-	535,223	535,223
Interbank and money market items, net	-	-	-	16,343,306	16,343,306
Financial assets measured at FVTPL	20,457	-	-	-	20,457
Investments, net					
Government and state enterprise securities	-	2,134,888	-	-	2,134,888
Private debt securities	-	12,068	-	-	12,068
Domestic non-marketable equity instruments	-	-	2,455	-	2,455
Loans to customers and accrued interest receivables, net	-	-	-	159,731,345	159,731,345
Other financial assets, net	-	-	-	1,139,087	1,139,087
<b>Total</b>	<b>20,457</b>	<b>2,146,956</b>	<b>2,455</b>	<b>177,748,961</b>	<b>179,918,829</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

			The Bank 2024		
	Financial instruments measured at FVTPL	Financial instruments measured at FVOCI	Investments in equity instruments designated at FVOCI (in thousand Baht)	Financial instruments measured at amortised cost	Total
<i>Financial liabilities</i>					
Deposits	-	-	-	132,818,643	132,818,643
Interbank and money market items	-	-	-	20,257,742	20,257,742
Liabilities payable on demand	-	-	-	45,092	45,092
Derivative liabilities	165,198	-	-	-	165,198
Debt issued and borrowings	-	-	-	2,635,669	2,635,669
Other financial liabilities	-	-	-	2,259,363	2,259,363
<b>Total</b>	<b>165,198</b>	<b>-</b>	<b>-</b>	<b>158,016,509</b>	<b>158,181,707</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	The Bank 2023				
	Financial instruments measured at FVTPL	Financial instruments measured at FVOCI	Investments in equity instruments designated at FVOCI (in thousand Baht)	Financial instruments measured at amortised cost	Total
<b>Financial assets</b>					
Cash	-	-	-	513,458	513,458
Interbank and money market items, net	-	-	-	15,480,064	15,480,064
Investments, net					
Government and state enterprise securities	-	2,971,603	-	-	2,971,603
Private debt securities	-	19,679	-	-	19,679
Domestic non-marketable equity instruments	-	-	2,464	-	2,464
Loans to customers and accrued interest receivables, net	-	-	-	140,180,600	140,180,600
Other financial assets, net	-	-	-	1,306,550	1,306,550
<b>Total</b>	<b>-</b>	<b>2,991,282</b>	<b>2,464</b>	<b>157,480,672</b>	<b>160,474,418</b>



## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	The Bank 2023				
	Financial instruments measured at FVTPL	Financial instruments measured at FVOCI	Investments in equity instruments designated at FVOCI (in thousand Baht)	Financial instruments measured at amortised cost	Total
<b>Financial liabilities</b>					
Deposits	-	-	-	117,017,345	117,017,345
Interbank and money market items	-	-	-	22,757,398	22,757,398
Liabilities payable on demand	-	-	-	145,601	145,601
Derivative liabilities	152,106	-	-	-	152,106
Debt issued and borrowings	-	-	-	2,611,763	2,611,763
Other financial liabilities	-	-	-	1,860,870	1,860,870
<b>Total</b>	<b>152,106</b>	<b>-</b>	<b>-</b>	<b>144,392,977</b>	<b>144,545,083</b>

## 8 Interbank and money market items, net (assets)

	Consolidated		The Bank	
	2024	2023	2024	2023
	(in thousand Baht)			
<b>Domestic</b>				
Bank of Thailand	2,465,909	2,864,377	2,465,909	2,864,377

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Consolidated		The Bank	
	2024	2023	2024	2023
	<i>(in thousand Baht)</i>			
Commercial banks	7,659,034	9,445,588	7,655,637	9,440,962
Specialised financial institutions	6,000,000	3,000,000	6,000,000	3,000,000
Other financial institutions	50,000	-	50,000	-
<b>Total</b>	<b>16,174,943</b>	<b>15,309,965</b>	<b>16,171,546</b>	<b>15,305,339</b>
Add accrued interest receivables and undue interest receivables	1,656	3,577	1,656	3,577
<b>Total domestic</b>	<b>16,176,599</b>	<b>15,313,542</b>	<b>16,173,202</b>	<b>15,308,916</b>
<i>Foreign</i>				
US Dollar	170,104	171,148	170,104	171,148
<b>Total foreign</b>	<b>170,104</b>	<b>171,148</b>	<b>170,104</b>	<b>171,148</b>
<b>Total domestic and foreign</b>	<b>16,346,703</b>	<b>15,484,690</b>	<b>16,343,306</b>	<b>15,480,064</b>

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

9 Derivatives

Cash flow hedges

Consolidated and the Bank				
Type of risk	2024		2023	
	Fair value	Notional	Fair value	Notional
	Liabilities	amount	Liabilities	amount
	(in thousand Baht)			
Foreign exchange rate and interest rate	165,198	3,713,850	152,106	3,713,850
Total	165,198	3,713,850	152,106	3,713,850

As at 31 December 2024, the Group had a derivative with remaining maturity of 1.5 years. (2023: 2.5 years).

The Group uses cross-currency interest rate swaps to hedge its exposure to variability of future cash flows on interbank and money market items (liabilities) which are floating rate and denominated in foreign currency. The nature of risks being hedged are the risk of change in foreign exchange rate and variability of interest rate.

Hedge accounting is applied where economic hedging relationships meet the hedge accounting criteria. In those hedging relationships, hedge effectiveness is assessed based on the following factors:

- There is an economic relationship between the hedged item and the hedging instrument;
- The effect of credit risk does not dominate the value changes that result from the economic relationship;

# Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

### For the year ended 31 December 2024

- The hedge ratio of the hedging relationship is the same in the quantity.

The Group established a hedge ratio by aligning the par amount of the hedged item and the hedging instrument. The Group applies a hedge ratio of 1:1.

As at 31 December 2024 and 2023, there was no sources of ineffectiveness in these hedging relationships.

### 10 Investments, net

	Consolidated and the Bank	
	2024	2023
	(in thousand Baht)	
<i>Investments in debt instruments measured at FVOCI</i>		
Government and state enterprise securities	2,134,888	2,971,603
Private debt securities	12,068	19,679
<b>Total</b>	<b>2,146,956</b>	<b>2,991,282</b>
Allowance for expected credit loss	(8,047)	(18,775)
<i>Investments in equity instruments designated at FVOCI</i>		
Domestic non-marketable equity instruments	2,455	2,464
<b>Total</b>	<b>2,455</b>	<b>2,464</b>
<b>Total investments, net</b>	<b>2,149,411</b>	<b>2,993,746</b>

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

As at 31 December 2024 and 2023, the Group had some investments in securities pledged as collateral as described in note 29.

As at 31 December 2024 and 2023, the Group did not have investment in any entity in which the Group held 10% or more of the paid-up share capital of the investee company.

11 Investments in subsidiary, net

		The Bank						
	Type of business	Type of share	Percentage of ownership interest		Cost		Dividend income	
			2024	2023	2024	2023	2024	2023
			(%)		(in thousand Baht)			
			Subsidiary					
Thai Micro Digital Solutions Co., Ltd.	Electronic payment and electronic money service	Ordinary	100.00	100.00	350,000	350,000	-	-
Total					350,000	350,000	-	-

The subsidiary is registered and has been operating in Thailand.

On 16 May 2023, the Extraordinary General Meeting of the Shareholders of Thai Micro Digital Solutions Co., Ltd. (“TMDS”), a subsidiary, approved to increase the authorised share capital of TMDS from the amount of Baht 250 million (25 million ordinary shares at Baht 10 per share) to the amount of Baht 350 million (35 million ordinary shares at Baht 10 per share). The Bank paid for share subscription of Baht 100 million to TMDS in May 2023.

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

12 Loans to customers and accrued interest receivables, net

12.1 Classified by loan type

	Consolidated and the Bank	
	2024	2023
	(in thousand Baht)	
Overdrafts	4,845,749	2,484,071
Loans	154,648,473	139,966,852
Notes	1,567,548	117,634
Hire-purchase receivables	2,096,846	1,587,980
<b>Total loans to customers</b>	<b>163,158,616</b>	<b>144,156,537</b>
Add accrued interest receivables and undue interest receivables	7,311,765	5,897,242
<b>Total loans to customers and accrued interest receivables and undue interest receivables</b>	<b>170,470,381</b>	<b>150,053,779</b>
Less allowance for expected credit loss	(10,739,036)	(9,873,179)
<b>Total loans to customers and accrued interest receivables, net</b>	<b>159,731,345</b>	<b>140,180,600</b>

12.2 Classified by residency of debtors

	Consolidated and the Bank	
	2024	2023
	(in thousand Baht)	
Domestic	163,158,616	144,156,537
<b>Total</b>	<b>163,158,616</b>	<b>144,156,537</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

## 12.3 Classified by loan classification

	Consolidated and the Bank	
	2024	2023
	<i>(in thousand Baht)</i>	
<b>Loans to customers and accrued interest receivables and undue interest receivables</b>		
Financial assets that have not had a significant increase in credit risk (Performing)	145,320,287	128,753,559
Financial assets that have a significant increase in credit risk (Under-performing)	16,833,590	14,262,677
Financial assets that are credit-impaired (Non-performing)	8,316,504	7,037,543
<b>Total</b>	<b>170,470,381</b>	<b>150,053,779</b>

## 12.4 Loans that are credit-impaired

As at 31 December 2024 and 2023, the Group had loans that are credit-impaired under TFRS 9 per the BoT's regulations as follows:

	Consolidated and the Bank	
	2024	2023
<b>Loans that are credit-impaired (principal)</b>		
Loans that are credit-impaired <i>(in thousand Baht)</i>	7,228,417	6,115,555
Total loans <i>(in thousand Baht)</i>	163,158,616	144,156,537
Percentage of loans that are credit-impaired (%)	4.43	4.24

During the year ended 31 December 2024, the Group sold parts of its loans to customers that are credit-impaired to third parties which their net carrying amount equivalent to Baht 662.6 million (2023: Baht 508.4 million).

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

## 12.5 Modified loans to customers

*For the year ended 31 December*

Loans to customers modified during the year <sup>(1)</sup>

Amortised cost before modification

Net modification losses

<sup>(1)</sup> Loans to customers net of allowance for expected credit loss that had only lifetime ECL

### Consolidated and the Bank

2024	2023
<i>(in thousand Baht)</i>	
14,190,651	8,683,288
(52,577)	(5,827)

### Consolidated and the Bank

2024	2023
<i>(in thousand Baht)</i>	

Loans to customers modified since initial recognition

Gross carrying amount of loans to customers previously modified for which allowance for expected credit loss has changed during the year to an amount equal to 12-month ECL from lifetime ECL

2,133,046	990,465
-----------	---------



## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

## 12.6 Hire-purchase receivables

	Consolidated and the Bank 2024						Total
	Portion due within 1 year	Portion due over 1 year but within 2 years	Portion due over 2 years but within 3 years	Portion due over 3 years but within 4 years (in thousand Baht)	Portion due over 4 years but within 5 years	Portion due over 5 years	
Hire-purchase receivables	601,225	510,693	431,593	306,128	170,770	76,437	2,096,846
Less unearned interest income	-	-	-	-	-	-	-
Present value of minimum lease payments	601,225	510,693	431,593	306,128	170,770	76,437	2,096,846
Add accrued interest receivables and undue interest receivables							19,663
Less allowance for expected credit loss							(60,825)
<b>Hire-purchase receivables, net</b>							<b>2,055,684</b>

	Consolidated and the Bank 2023						Total
	Portion due within 1 year	Portion due over 1 year but within 2 years	Portion due over 2 years but within 3 years	Portion due over 3 years but within 4 years (in thousand Baht)	Portion due over 4 years but within 5 years	Portion due over 5 years	
Hire-purchase receivables	521,266	426,119	302,743	207,466	96,081	34,305	1,587,980
Less unearned interest income	-	-	-	-	-	-	-
Present value of minimum lease payments	521,266	426,119	302,743	207,466	96,081	34,305	1,587,980

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Consolidated and the Bank					Portion due over 5 years	Total
	Portion due within 1 year	Portion due over 1 year but within 2 years	Portion due over 2 years but within 3 years	Portion due over 3 years but within 4 years (in thousand Baht)	Portion due over 4 years but within 5 years		
Add accrued interest receivables and undue interest receivables							25,808
Less allowance for expected credit loss							(42,772)
Hire-purchase receivables, net							<u>1,571,016</u>

## 13 Allowance for expected credit loss

	Consolidated and the Bank			
	2024			
	Financial assets	Financial assets	Financial assets	Total
	that have not	that have a	that are	
	had a significant	significant	that are	
increase in	increase in	credit-impaired		
credit risk	credit risk	credit-impaired		
	(in thousand Baht)			
Investments in debt instruments	21	-	8,026	8,047
Loans to customers and accrued				
interest receivables and undue				
interest receivables	2,557,652	3,095,357	5,086,027	10,739,036

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

Consolidated and the Bank				
2024				
	Financial assets that have not had a significant increase in credit risk	Financial assets that have a significant increase in credit risk	Financial assets that are credit-impaired	Total
	<i>(in thousand Baht)</i>			
Other financial assets	3,328	20,575	23,452	47,355
Undrawn loan commitments	994	174	646	1,814
<b>Total</b>	<b>2,561,995</b>	<b>3,116,106</b>	<b>5,118,151</b>	<b>10,796,252</b>

Consolidated and the Bank				
2023				
	Financial assets that have not had a significant increase in credit risk	Financial assets that have a significant increase in credit risk	Financial assets that are credit-impaired	Total
	<i>(in thousand Baht)</i>			
Investments in debt instruments	30	-	18,745	18,775
Loans to customers and accrued			4,315,766	9,873,179

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Consolidated and the Bank			
	2023			
	Financial assets that have not had a significant increase in credit risk	Financial assets that have a significant increase in credit risk	Financial assets that are credit-impaired	Total
	(in thousand Baht)			
interest receivables and undue interest receivables	3,173,672	2,383,741		
Other financial assets	1,993	8,318	13,963	24,274
Undrawn loan commitments	1,726	120	10	1,856
<b>Total</b>	<b>3,177,421</b>	<b>2,392,179</b>	<b>4,348,484</b>	<b>9,918,084</b>

The movements in allowance for expected credit loss during the years ended 31 December 2024 and 2023 were as follows:

	Consolidated and the Bank			
	Financial assets that have not had a significant increase in credit risk	Financial assets that have a significant increase in credit risk	Financial assets that are credit-impaired	Total
	(in thousand Baht)			
<b>Investments in debt instruments</b>				
At 1 January 2023	30	-	40,470	40,500
Change from remeasurement of ECL	-	-	(21,725)	(21,725)
Purchased or acquired	28	-	-	28
Derecognised	(28)	-	-	(28)

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Financial assets that have not had a significant increase in credit risk	Consolidated and the Bank		Total
		Financial assets that have a significant increase in credit risk <i>(in thousand Baht)</i>	Financial assets that are credit-impaired	
At 31 December 2023 and 1 January 2024	30	-	18,745	18,775
Purchased or acquired	20	-	-	20
Derecognised	(29)	-	(10,719)	(10,748)
At 31 December 2024	21	-	8,026	8,047
<i>Loans to customers and accrued interest receivables and undue interest receivables</i>				
At 1 January 2023	3,718,879	1,497,299	3,180,459	8,396,637
Change from stage reclassification	(74,082)	(563,610)	637,692	-
Change from remeasurement of ECL	(1,198,493)	1,025,040	3,045,753	2,872,300
Purchased or acquired	896,367	851,741	524,868	2,272,976
Derecognised	(168,999)	(426,729)	(1,625,280)	(2,221,008)
Written-off	-	-	(1,447,726)	(1,447,726)
At 31 December 2023 and 1 January 2024	3,173,672	2,383,741	4,315,766	9,873,179
Change from stage reclassification	47,034	(975,414)	928,380	-
Change from remeasurement of ECL	(1,356,490)	1,470,225	2,262,760	2,376,495
Purchased or acquired	875,476	1,164,501	974,879	3,014,856
Derecognised	(182,040)	(947,696)	(1,894,905)	(3,024,641)
Written-off	-	-	(1,500,853)	(1,500,853)
At 31 December 2024	2,557,652	3,095,357	5,086,027	10,739,036
<i>Other financial assets</i>				
At 1 January 2023	673	1,559	7,918	10,150
Change from stage reclassification	223	(421)	198	-
Change from remeasurement of ECL	914	4,172	9,074	14,160

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Consolidated and the Bank			
	Financial assets that have not had a significant increase in credit risk	Financial assets that have a significant increase in credit risk <i>(in thousand Baht)</i>	Financial assets that are credit-impaired	Total
Purchased or acquired	259	3,765	3,866	7,890
Derecognised	(76)	(757)	(3,688)	(4,521)
Written-off	-	-	(3,405)	(3,405)
<b>At 31 December 2023 and 1 January 2024</b>	<b>1,993</b>	<b>8,318</b>	<b>13,963</b>	<b>24,274</b>
Change from stage reclassification	825	(2,128)	1,303	-
Change from remeasurement of ECL	(18)	6,974	25,051	32,007
Purchased or acquired	842	12,045	7,418	20,305
Derecognised	(314)	(4,634)	(7,785)	(12,733)
Written-off	-	-	(16,498)	(16,498)
<b>At 31 December 2024</b>	<b>3,328</b>	<b>20,575</b>	<b>23,452</b>	<b>47,355</b>
<b>Undrawn loan commitments</b>				
At 1 January 2023	305	3	20,889	21,197
Change from stage reclassification	(21)	19	2	-
Change from remeasurement of ECL	(115)	100	(18,881)	(18,896)
Purchased or acquired	1,607	1	-	1,608
Derecognised	(50)	(3)	(2,000)	(2,053)
<b>At 31 December 2023 and 1 January 2024</b>	<b>1,726</b>	<b>120</b>	<b>10</b>	<b>1,856</b>
Change from stage reclassification	(65)	(77)	142	-
Change from remeasurement of ECL	(844)	115	494	(235)
Purchased or acquired	326	16	-	342
Derecognised	(149)	-	-	(149)
<b>At 31 December 2024</b>	<b>994</b>	<b>174</b>	<b>646</b>	<b>1,814</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Consolidated and the Bank		
	At 1 January		At 31 December
	2024	Additions	Disposals
		<i>(in thousand Baht)</i>	
Assets from settlement of debts *			
- Immovable assets	907,645	168,889	-
- Movable assets	4,640	-	(4,640)
Total	912,285	168,889	(4,640)
Less allowance for impairment loss	(1,474)	(3,628)	2,410
<b>Net</b>	<b>910,811</b>	<b>165,261</b>	<b>(2,230)</b>

	Consolidated and the Bank		
	At		At
	1 January	Additions	Disposals
	2023		2023
		<i>(in thousand Baht)</i>	
Assets from settlement of debts *			
- Immovable assets	770,741	161,031	(24,127)
- Movable assets	-	9,896	(5,256)
Total	770,741	170,927	(29,383)
Less allowance for impairment loss	-	(1,474)	-
<b>Net</b>	<b>770,741</b>	<b>169,453</b>	<b>(29,383)</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

## For the year ended 31 December 2024

\* Assets from settlement of debts include properties foreclosed transferred under the Bank of Thailand's supportive measure to acquire collateral assets for debt repayment.

As at 31 December 2024 and 2023, all immovable assets from settlement of debts were appraised by external appraisers.

## 15 Premises and equipment, net

	Premises	Leasehold improvement	Furniture and equipment	Consolidated Computers and accessories (in thousand Baht)	Right-of-use assets	Others	Total
<b>Cost</b>							
At 1 January 2023	66,090	360,977	257,349	304,633	864,406	5,985	1,859,440
Additions	181,811	36,618	31,983	64,852	475,789	17,912	808,965
Transfers in (out)	-	8,554	1,188	1,147	-	(10,889)	-
Disposals	-	(1,525)	(5,149)	(14,687)	-	-	(21,361)
Write-off	-	(171)	(206)	-	(350,455)	-	(350,832)
<b>At 31 December 2023 and 1 January 2024</b>	<b>247,901</b>	<b>404,453</b>	<b>285,165</b>	<b>355,945</b>	<b>989,740</b>	<b>13,008</b>	<b>2,296,212</b>
Additions	-	18,751	25,071	95,889	408,812	33,460	581,983
Transfers in (out)	-	43,354	39	-	-	(43,393)	-
Disposals	-	(5,955)	(8,069)	(23,823)	-	-	(37,847)
Write-off	-	(3,466)	(8,774)	(58)	(299,170)	-	(311,468)
<b>At 31 December 2024</b>	<b>247,901</b>	<b>457,137</b>	<b>293,432</b>	<b>427,953</b>	<b>1,099,382</b>	<b>3,075</b>	<b>2,528,880</b>
<b>Accumulated depreciation</b>							
At 1 January 2023	(15,070)	(251,104)	(211,859)	(195,965)	(183,237)	-	(857,235)
Depreciation charge for the year	(5,741)	(39,817)	(26,726)	(42,044)	(124,551)	-	(238,879)
Disposals	-	1,525	5,025	14,672	-	-	21,222
Write-off	-	171	170	-	119,089	-	119,430
<b>At 31 December 2023 and 1 January 2024</b>	<b>(20,811)</b>	<b>(289,225)</b>	<b>(233,390)</b>	<b>(223,337)</b>	<b>(188,699)</b>	<b>-</b>	<b>(955,462)</b>
Depreciation charge for the year	(9,936)	(41,501)	(23,296)	(48,624)	(138,718)	-	(262,075)



## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Premises	Leasehold improvement	Furniture and equipment	Consolidated Computers and accessories (in thousand Baht)	Right-of-use assets	Others	Total
Disposals		5,725	7,948	23,791	-	-	37,464
Write-off		3,162	8,679	58	119,031	-	130,930
At 31 December 2024	(30,747)	(321,839)	(240,059)	(248,112)	(208,386)	-	(1,049,143)
<i>Net book value</i>							
At 31 December 2023	227,090	115,228	51,775	132,608	801,041	13,008	1,340,750
At 31 December 2024	217,154	135,298	53,373	179,841	890,996	3,075	1,479,737

	Premises	Leasehold improvement	Furniture and equipment	The Bank Computers and accessories (in thousand Baht)	Right-of-use assets	Others	Total
<i>Cost</i>							
At 1 January 2023	66,090	359,579	256,927	303,254	860,473	5,985	1,852,308
Additions	181,811	36,129	31,730	64,363	475,789	17,912	807,734
Transfers in (out)	-	8,554	1,188	1,147	-	(10,889)	-
Disposals	-	(1,525)	(5,149)	(14,685)	-	-	(21,359)
Write-off	-	(171)	(206)	-	(350,455)	-	(350,832)
At 31 December 2023 and 1 January 2024	247,901	402,566	284,490	354,079	985,807	13,008	2,287,851
Additions	-	18,709	25,067	95,645	408,812	33,460	581,693
Transfers in (out)	-	43,354	39	-	-	(43,393)	-

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

				The Bank			
	Premises	Leasehold improvement	Furniture and equipment	Computers and accessories	Right-of-use assets	Others	Total
				(in thousand Baht)			
Disposals	-	(5,955)	(8,069)	(23,823)	-	-	(37,847)
Write-off	-	(3,466)	(8,774)	(58)	(299,170)	-	(311,468)
At 31 December 2024	247,901	455,208	292,753	425,843	1,095,449	3,075	2,520,229
<i>Accumulated depreciation</i>							
At 1 January 2023	(15,070)	(250,844)	(211,726)	(195,504)	(182,336)	-	(855,480)
Depreciation charge for the year	(5,741)	(39,540)	(26,625)	(41,724)	(123,568)	-	(237,198)
Disposals	-	1,525	5,025	14,672	-	-	21,222
Write-off	-	171	170	-	119,089	-	119,430
At 31 December 2023 and 1 January 2024	(20,811)	(288,688)	(233,156)	(222,556)	(186,815)	-	(952,026)
Depreciation charge for the year	(9,936)	(41,140)	(23,166)	(48,231)	(137,735)	-	(260,208)
Disposals	-	5,725	7,948	23,791	-	-	37,464
Write-off	-	3,162	8,679	58	119,031	-	130,930
At 31 December 2024	(30,747)	(320,941)	(239,695)	(246,938)	(205,519)	-	(1,043,840)
<i>Net book value</i>							
At 31 December 2023	227,090	113,878	51,334	131,523	798,992	13,008	1,335,825

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

				The Bank		
	Premises	Leasehold improvement	Furniture and equipment	Computers and accessories	Right-of-use assets	Others
						Total
				(in thousand Baht)		
At 31 December 2024	217,154	134,267	53,058	178,905	889,930	3,075
						1,476,389

16 Intangible assets, net

	Consolidated			
	Computer software			
	under			
	Computer software	Initial service fee of ITMX	installation	Total
	(in thousand Baht)			
<b>Cost</b>				
At 1 January 2023	325,030	32,621	40,231	397,882
Additions	14,850	-	65,330	80,180
Transfers in (out)	11,706	-	(11,706)	-
<b>At 31 December 2023 and</b>				
<b>1 January 2024</b>	<b>351,586</b>	<b>32,621</b>	<b>93,855</b>	<b>478,062</b>
Additions	15,513	-	46,492	62,005
Transfers in (out)	56,543	-	(56,543)	-
<b>At 31 December 2024</b>	<b>423,642</b>	<b>32,621</b>	<b>83,804</b>	<b>540,067</b>

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

*Accumulated amortisation*

At 1 January 2023	(212,441)	-	-	(212,441)
Amortisation charge for the year	(20,355)	-	-	(20,355)
At 31 December 2023 and 1 January 2024	(232,796)	-	-	(232,796)
Amortisation charge for the year	(25,411)	-	-	(25,411)
At 31 December 2024	(258,207)	-	-	(258,207)

*Net book value*

At 31 December 2023	118,790	32,621	93,855	245,266
At 31 December 2024	165,435	32,621	83,804	281,860

The Bank

	Computer software	Initial service fee of ITMX	Computer software under installation	Total
	<i>(in thousand Baht)</i>			
<i>Cost</i>				
At 1 January 2023	302,365	32,621	38,984	373,970
Additions	14,486	-	59,391	73,877
Transfers in (out)	6,899	-	(6,899)	-
At 31 December 2023 and 1 January 2024	323,750	32,621	91,476	447,847
Additions	15,634	-	39,285	54,919
Transfers in (out)	56,313	-	(56,313)	-

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

	The Bank			
	Computer software	Initial service fee of ITMX	Computer software under installation	Total
	(in thousand Baht)			
At 31 December 2024	395,697	32,621	74,448	502,766
<i>Accumulated amortisation</i>				
At 1 January 2023	(208,052)	-	-	(208,052)
Amortisation charge for the year	(17,695)	-	-	(17,695)
At 31 December 2023 and 1 January 2024	(225,747)	-	-	(225,747)
Amortisation charge for the year	(22,617)	-	-	(22,617)
At 31 December 2024	(248,364)	-	-	(248,364)
<i>Net book value</i>				
At 31 December 2023	98,003	32,621	91,476	222,100
At 31 December 2024	147,333	32,621	74,448	254,402

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

## 17 Deferred tax assets, net

	At 1 January 2024	Consolidated (Charged) / credited to:		At 31 December 2024
		Profit or loss	Other comprehensive income	
		(note 41) (in thousand Baht)		
<b>Deferred tax assets</b>				
Investments	4,064	(2,146)	(1,092)	826
Loans to customers and accrued interest receivables	138,075	(138,075)	-	-
Properties for sale	3,743	(3,205)	-	538
Debt issued and borrowings	10,141	4,781	-	14,922
Provisions	54,841	14,492	2,129	71,462
Lease liabilities	162,272	18,815	-	181,087
Reserve for cash flow hedges	6,340	-	(2,325)	4,015
<b>Total</b>	<b>379,476</b>	<b>(105,338)</b>	<b>(1,288)</b>	<b>272,850</b>
<b>Deferred tax liabilities</b>				
Interbank and money market items	(7,762)	3,025	-	(4,737)
Loans to customers and accrued interest receivables	-	(8,910)	-	(8,910)
Right-of-use assets	(160,209)	(17,991)	-	(178,200)
<b>Total</b>	<b>(167,971)</b>	<b>(23,876)</b>	<b>-</b>	<b>(191,847)</b>
<b>Net</b>	<b>211,505</b>	<b>(129,214)</b>	<b>(1,288)</b>	<b>81,003</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	At 1 January 2023	Consolidated (Charged) / credited to:		At 31 December 2023
		Profit or loss	Other comprehensive income	
		<i>(note 41)</i> <i>(in thousand Baht)</i>		
<b>Deferred tax assets</b>				
Investments	8,084	(4,345)	325	4,064
Loans to customers and accrued interest receivables	353,069	(214,994)	-	138,075
Properties for sale	-	3,743	-	3,743
Debt issued and borrowings	5,774	4,367	-	10,141
Provisions	43,596	13,747	(2,502)	54,841
Lease liabilities	138,219	24,053	-	162,272
Reserve for cash flow hedges	-	-	6,340	6,340
<b>Total</b>	<b>548,742</b>	<b>(173,429)</b>	<b>4,163</b>	<b>379,476</b>
<b>Deferred tax liabilities</b>				
Interbank and money market items	-	(7,762)	-	(7,762)
Right-of-use assets	(136,234)	(23,975)	-	(160,209)
<b>Total</b>	<b>(136,234)</b>	<b>(31,737)</b>	<b>-</b>	<b>(167,971)</b>
<b>Net</b>	<b>412,508</b>	<b>(205,166)</b>	<b>4,163</b>	<b>211,505</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

		The Bank		
		(Charged) / credited to:		
	At 1 January 2024	Profit or loss	Other comprehensive income	At 31 December2024
		(note 41)		
		(in thousand Baht)		
<i>Deferred tax assets</i>				
Investments	4,064	(2,146)	(1,092)	826
Loans to customers and accrued interest receivables	138,075	(138,075)	-	-
Properties for sale	3,743	(3,205)	-	538
Debt issued and borrowings	10,141	4,781	-	14,922
Provisions	54,581	14,254	2,117	70,952
Lease liabilities	161,847	19,014	-	180,861
Reserve for cash flow hedges	6,340	-	(2,325)	4,015
Total	378,791	(105,377)	(1,300)	272,114
<i>Deferred tax liabilities</i>				
Interbank and money market items	(7,762)	3,025	-	(4,737)
Loans to customers and accrued interest receivables	-	(8,910)	-	(8,910)
Right-of-use assets	(159,799)	(18,187)	-	(177,986)
Total	(167,561)	(24,072)	-	(191,633)
Net	211,230	(129,449)	(1,300)	80,481



## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

		The Bank		
		(Charged) / credited to:		
	At 1 January2023	Profit or loss	Other comprehensive income	At 31 December2023
		(note 41)		
		(in thousand Baht)		
<i>Deferred tax assets</i>				
Investments	8,084	(4,345)	325	4,064
Loans to customers and accrued interest receivables	353,069	(214,994)	-	138,075
Properties for sale	-	3,743	-	3,743
Debt issued and borrowings	5,774	4,367	-	10,141
Provisions	43,461	13,585	(2,465)	54,581
Lease liabilities	137,602	24,245	-	161,847
Reserve for cash flow hedges	-	-	6,340	6,340
Total	547,990	(173,399)	4,200	378,791
<i>Deferred tax liabilities</i>				
Interbank and money market items	-	(7,762)	-	(7,762)
Right-of-use assets	(135,628)	(24,171)	-	(159,799)
Total	(135,628)	(31,933)	-	(167,561)
Net	412,362	(205,332)	4,200	211,230

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

## 18 Other assets, net

	Consolidated		The Bank	
	2024	2023	2024	2023
	<i>(in thousand Baht)</i>			
Advance to customers	294,332	193,981	294,332	193,981
Suspense debtors	243,043	354,425	251,747	385,960
Prepaid expenses - TCG	208,079	205,195	208,079	205,195
Receivables eligible for government reimbursement	189,292	201,812	189,292	201,812
Collateral per Credit Support Annex	168,900	113,800	168,900	113,800
Other receivables, net	100,568	208,085	100,568	210,988
Deposits and guarantee	82,289	74,876	82,289	74,876
Accrued fee income	52,733	86,453	60,478	89,811
Receivables - counter service	18,297	34,658	18,297	34,658
Others	44,684	90,221	37,349	86,454
<b>Total</b>	<b>1,402,217</b>	<b>1,563,506</b>	<b>1,411,331</b>	<b>1,597,535</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

## 19 Deposits

## 19.1 Classified by type of deposits

	Consolidated		The Bank	
	2024	2023	2024	2023
	<i>(in thousand Baht)</i>			
Current	113,986	113,837		232,119
Savings	36,368,281	36,456,817	36,	36,594,267
Term	96,117,222	80,190,959	96,	80,190,959
Total	<u>132,599,489</u>	<u>116,761,613</u>	<u>132,818,643</u>	<u>117,017,345</u>

## 19.2 Classified by currency and residency of depositors

	Consolidated		The Bank	
	2024	2023	2024	2023
	<i>(in thousand Baht)</i>			
	Domestic		Domestic	
Thai Baht	132,599,489	116,761,613	132,818,643	117,017,345
Total	<u>132,599,489</u>	<u>116,761,613</u>	<u>132,818,643</u>	<u>117,017,345</u>

## 20 Interbank and money market items (liabilities)

	Consolidated and the Bank	
	2024	2023
	<i>(in thousand Baht)</i>	
<i>Domestic</i>		
Bank of Thailand	15,803,417	18,651,717
Specialised financial institutions	467,447	26,164
Other financial institutions	441,832	524,881

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Consolidated and the Bank	
	2024	2023
Total domestic	16,712,696	19,202,762
<i>Foreign</i>		
US Dollar	3,545,046	3,554,636
Total foreign	3,545,046	3,554,636
Total domestic and foreign	20,257,742	22,757,398

## 21 Debt issued and borrowings

As at 31 December 2024 and 2023, debt issued and borrowings, which were issued in Thailand and denominated entirely in Thai Baht, consist of the following:

	Year of maturity	Interest rate (%)	Consolidated and the Bank	
			2024	2023
			(in thousand Baht)	
Perpetual subordinated debentures counted as a part of Tier 1 Capital	2026 <sup>(1)</sup>	5.00	935,669	911,763
Subordinated debentures counted as a part of Tier 2 Capital	2033	6.00	1,700,000	1,700,000
<b>Total</b>			<b>2,635,669</b>	<b>2,611,763</b>

<sup>(1)</sup> The year in which call option exercise period starts

On 27 May 2021, the Bank issued the perpetual subordinated debentures to be counted as Additional Tier 1 Capital under Basel III requirement, par value at Baht 1,150 million, which has no expiry date and bears a fixed interest rate at 5. %00per annum, payable interest semi-annually in May and November of every year .The debentures were offered to private placement (institutional investors, High Net Worth investors and related parties to the Group). The Bank can early redeem the perpetual subordinated debentures to be counted as Additional Tier 1 Capital after 5 years from the issued date or according to certain specified conditions. The Bank has to seek an approval from the Bank of Thailand for early redemption.

On 15 June 2023, the Bank issued the subordinated debentures to be counted as Additional Tier 2 Capital under Basel III requirement, par value at Baht 1,700 million, which has a 10-year maturity, and bears a fixed interest rate at 6.00% per annum, payable interest semi-annually in June and December of each year. The debentures were offered to private placement

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

## For the year ended 31 December 2024

(institutional investors and High Net Worth investors or Ultra High Net Worth investors). The Bank can early redeem the subordinated debentures to be counted as Additional Tier 2 Capital after 5 years from the issued date or according to certain specified conditions. The Bank has to seek an approval from the Bank of Thailand for early redemption.

## 22 Provisions

	Consolidated		The Bank	
	2024	2023	2024	2023
	<i>(in thousand Baht)</i>			
Provision for employee benefits	342,115	261,152	340,221	260,137
Provision for dismantling of leasehold improvement	20,466	18,676	20,466	18,676
Allowance for expected credit loss of undrawn loan commitments	1,814	1,856	1,814	1,856
Provision for performance guarantee	14,776	14,776	14,776	14,776
<b>Total</b>	<b>379,171</b>	<b>296,460</b>	<b>377,277</b>	<b>295,445</b>

As at 31 December 2024, the Group exposed to credit risk in respect of undrawn loan commitments totaling of Baht 451.7 million (2023: Baht 632.2 million).

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

## Provision for employee benefits

	Consolidated		The Bank	
	2024	2023	2024	2023
	<i>(in thousand Baht)</i>			
Defined benefit plan	342,115	261,152	340,221	260,137
<b>Total</b>	<b>342,115</b>	<b>261,152</b>	<b>340,221</b>	<b>260,137</b>

The Group operates a defined benefit plan based on the requirement of Thai Labour Protection Act B.E. 2541 (1998) to provide retirement benefits to employees based on pensionable remuneration and length of service. The defined benefit plans expose the Group to actuarial risks, such as longevity risk, interest rate risk and market (investment) risk.

*Present value of the defined benefit obligations*

	Consolidated		The Bank	
	2024	2023	2024	2023
	<i>(in thousand Baht)</i>			
At 1 January	261,152	218,375	260,137	217,777

*Recognised in profit or loss:*

Current service cost	69,225	59,455	68,434	58,868
Interest on obligation	6,817	5,047	6,789	5,030
	<b>76,042</b>	<b>64,502</b>	<b>75,223</b>	<b>63,898</b>

*Recognised in other comprehensive income*

Actuarial loss (gain)				
- Demographic assumptions	3,581	(162)	3,624	-
- Financial assumptions	8,805	(5,499)	8,722	(5,513)

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

*Present value of the defined benefit obligations*

	Consolidated		The Bank	
	2024	2023	2024	2023
- Experience adjustment	(1,746)	(6,845)	(1,766)	(6,806)
	<u>10,640</u>	<u>(12,506)</u>	<u>10,580</u>	<u>(12,319)</u>
<i>Others</i>				
Benefit paid	(5,719)	(9,219)	(5,719)	(9,219)
	<u>(5,719)</u>	<u>(9,219)</u>	<u>(5,719)</u>	<u>(9,219)</u>
At 31 December	<u>342,115</u>	<u>261,152</u>	<u>340,221</u>	<u>260,137</u>

*Actuarial assumptions*

	Consolidated		The Bank	
	2024	2023	2024	2023
		(%)		
Discount rate	2.21 - 2.31	2.61 - 2.78	2.21	2.61
Future salary growth	5.00	5.00	5.00	5.00

Assumptions regarding future mortality have been based on published statistics and mortality tables.

At 31 December 2024, the Group's and the Bank's weighted-average durations of the defined benefit obligation were 6.8 - 9.5 years and 6.8 years, respectively (2023: 7.2 - 9.9 years and 7.2 years, respectively).

# Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

### Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	Consolidated		The Bank	
	Increase	Decrease	Increase	Decrease
	<i>(in thousand Baht)</i>			
<b>2024</b>				
Discount rate (1% movement)	(21,373)	23,897	(21,207)	23,710
Future salary growth (1% movement)	21,181	(19,343)	21,005	(19,184)
<b>2023</b>				
Discount rate (1% movement)	(17,194)	19,231	(17,102)	19,126
Future salary growth (1% movement)	17,151	(15,654)	17,052	(15,565)

### 23 Other liabilities

	Note	Consolidated		The Bank	
		2024	2023	2024	2023
		<i>(in thousand Baht)</i>			
Accrued expenses		1,105,944	1,064,962	1,110,372	1,068,659
Lease liabilities	33	902,374	808,922	901,246	806,795
Accrued interest expenses		777,888	416,524	777,888	416,524



## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

## For the year ended 31 December 2024

Corporate income tax payable	599,599	350,303	599,599	350,303
Other payables	321,012	344,450	231,520	276,768
Others	280,340	229,100	277,222	227,199
<b>Total</b>	<b>3,987,157</b>	<b>3,214,261</b>	<b>3,897,847</b>	<b>3,146,248</b>

## 24 Advance received from electronic payment

In accordance with the BoT notification number Sor Nor Chor 7/2561 dated 16 April 2018, regarding to *Regulations on service business relating to electronic money ("e-Money")* and Sor Nor Chor 2/2562 dated 20 December 2019, regarding to *Regulations on service business relating to electronic fund transfer ("EFT")* require the Group to disclose advance received from e-Money and EFT. As at 31 December 2024, the Group had advance received from e-Money as total amount of Baht 95.4 million (2023: Baht 93.0 million) and there was no outstanding from EFT (2023: Nil).

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

25 Offsetting of financial assets and financial liabilities

		Consolidated				
		2024				
		Amount of				
		unoffsetting in statement				
		of financial position				
		Offsetting				
		Amount to be	Net amount	amount which	Relevant	
		offset in	presented in	is not met the	financial	
Gross	statement	statement	of financial	accounting	collateral	
carrying	of financial	of financial	position	standard's	amount	Net amount
amount	position			conditions		
(in thousand Baht)						
Financial assets						
Reverse repurchase agreements	13,400,000	-	13,400,000	-	13,528,871	-
Payment services receivables	62,459	46,273	16,186	-	-	16,186
Total	13,462,459	46,273	13,416,186	-	13,528,871	16,186
Financial liabilities						
Derivative liabilities	165,198	-	165,198	-	168,900	-
Total	165,198	-	165,198	-	168,900	-

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

		Consolidated				
		2023				
		Amount of				
		unoffsetting in statement				
		of financial position				
		Offsetting				
		amount which				
		is not met the				
		accounting				
		standard's				
		conditions				
		Relevant				
		financial				
		collateral				
		amount				
		Net amount				
		(in thousand Baht)				
<i>Financial assets</i>						
Reverse repurchase agreements	12,000,000	-	12,000,000	-	12,074,422	-
Payment services receivables	88,302	76,652	11,650	-	-	11,650
Total	12,088,302	76,652	12,011,650	-	12,074,422	11,650
<i>Financial liabilities</i>						
Derivative liabilities	152,106	-	152,106	-	113,800	38,306
Total	152,106	-	152,106	-	113,800	38,306

## For the year ended 31 December 2024

			The Bank			
			2024			
				Amount of		
				unoffsetting in statement		
				of financial position		
				Offsetting		
		Amount to be	Net amount	amount which	Relevant	
	Gross	offset in	presented in	is not met the	financial	
	carrying	statement	statement	accounting	collateral	
	amount	of financial	of financial	standard's	amount	Net amount
		position	position	conditions		
			(in thousand Baht)			
<b>Financial assets</b>						
Reverse repurchase agreements	13,400,000	-	13,400,000	-	13,528,871	
<b>Total</b>	<b>13,400,000</b>	<b>-</b>	<b>13,400,000</b>	<b>-</b>	<b>13,528,871</b>	
<b>Financial liabilities</b>						
Derivative liabilities	165,198	-	165,198	-	168,900	
<b>Total</b>	<b>165,198</b>	<b>-</b>	<b>165,198</b>	<b>-</b>	<b>168,900</b>	

Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	The Bank					
	2023					
				Amount of unoffsetting in statement of financial position		
	Gross carrying amount	Amount to be offset in statement of financial position	Net amount presented in statement of financial position	Offsetting amount which is not met the accounting standard's conditions	Relevant financial collateral amount	Net amount
	(in thousand Baht)					
<b>Financial assets</b>						
Reverse repurchase agreements	12,000,000	-	12,000,000	-	12,074,422	-
Total	12,000,000	-	12,000,000	-	12,074,422	-
<b>Financial liabilities</b>						
Derivative liabilities	152,106	-	152,106	-	113,800	38,306
Total	152,106	-	152,106	-	113,800	38,306

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

Reconciliation of net amount presented in statement of financial position with the caption in statement of financial position as follows:

		Consolidated 2024		Carrying amount in statement of financial position not under the offsetting conditions	
	Net amount presented in statement of financial position (in thousand Baht)	Caption in statement of financial position	Note	Carrying amount presented in statement of financial position (in thousand Baht)	
<b>Financial assets</b>					
Reverse repurchase agreements		Interbank and money market, net			
	13,400,000	(assets)	8	16,346,703	2,946,703
Payment services receivables	16,186	Other assets, net	18	1,402,217	1,386,031
<b>Total</b>	<b>13,416,186</b>			<b>17,748,920</b>	<b>4,332,734</b>
<b>Financial liabilities</b>					
Derivative liabilities	165,198	Derivative liabilities	9	165,198	-
<b>Total</b>	<b>165,198</b>			<b>165,198</b>	<b>-</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

		Consolidated 2023			Carrying amount in statement of financial position not under the offsetting conditions
	Net amount presented in statement of financial position <i>(in thousand Baht)</i>	Caption in statement of financial position	Note	Carrying amount presented in statement of financial position <i>(in thousand Baht)</i>	
<b>Financial assets</b>					
Reverse repurchase agreements		Interbank and money market, net			
	12,000,000	(assets)	8	15,484,690	3,484,690
Payment services receivables	11,650	Other assets, net	18	1,563,506	1,551,856
<b>Total</b>	<b>12,011,650</b>			<b>17,048,196</b>	<b>5,036,546</b>
<b>Financial liabilities</b>					
Derivative liabilities	152,106	Derivative liabilities	9	152,106	-
<b>Total</b>	<b>152,106</b>			<b>152,106</b>	<b>-</b>

## For the year ended 31 December 2024

The Bank					
2024					
	Net amount presented in statement of financial position  <i>(in thousand Baht)</i>	Caption in statement of financial position	Note	Carrying amount presented in statement of financial position  <i>(in thousand Baht)</i>	Carrying amount in statement of financial position not under the offsetting conditions
<b>Financial assets</b>					
Reverse repurchase agreements		Interbank and money market, net			
	13,400,000	(assets)	8	16,343,306	2,943,306
Total	13,400,000			16,343,306	2,943,306
<b>Financial liabilities</b>					
Derivative liabilities	165,198	Derivative liabilities	9	165,198	-
Total	165,198			165,198	-



## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

		The Bank 2023		
	Net amount presented in statement of financial position <i>(in thousand Baht)</i>	Caption in statement of financial position	Note	Carrying amount in statement of financial position not under the offsetting conditions <i>(in thousand Baht)</i>
<b>Financial assets</b>				
Reverse repurchase agreements		Interbank and money market items		
	12,000,000	(assets)	8	15,480,064
<b>Total</b>	<b>12,000,000</b>			<b>15,480,064</b>
<b>Financial liabilities</b>				
Derivative liabilities	152,106	Derivative liabilities	9	152,106
<b>Total</b>	<b>152,106</b>			<b>152,106</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

## 26 Share capital

	Par value per share	Authorised share capital		Issued and paid-up share capital		Premium on share capital
		Number	Baht	Number	Baht	
	(in Baht)	(in thousand shares / in thousand Baht)				(in thousand Baht)
At 1 January 2023						
- ordinary shares	10	659,817	6,598,167	582,292	5,822,917	768,239
Decrease in authorised share capital	10	(74,750)	(747,500)	-	-	-
	10	585,067	5,850,667	582,292	5,822,917	768,239
Change in par value per share	5	585,067	-	582,292	-	-
	5	1,170,134	5,850,667	1,164,584	5,822,917	768,239
Issue of ordinary shares	5	64,705	323,529	-	-	-
At 31 December 2023 and 1 January 2024						
- ordinary shares	5	1,234,839	6,174,196	1,164,584	5,822,917	768,239
Issue of ordinary shares	5	-	-	64,705	323,529	1,509,919
Exercise of stock options	5	-	-	5,550	27,750	51,171
At 31 December 2024						
- ordinary shares	5	1,234,839	6,174,196	1,234,839	6,174,196	2,329,329

Initial public offering of ordinary shares

## Thai Credit Bank Public Company Limited and its Subsidiary

### Notes to the financial statements

#### For the year ended 31 December 2024

In January 2024, the Bank offered 64.7 million ordinary shares to the initial public offering (“IPO”). The new shares were sold at a price of Baht 29 per share (par value at Baht 5 and share premium on ordinary share at Baht 24). The Bank received cash from selling of shares of Baht 1,876.5 million. The Bank registered the increase of issued and paid-up share capital with the Ministry of Commerce on 7 February 2024 and the Bank’s ordinary shares were began trading on the Stock Exchange of Thailand (SET) on 9 February 2024. Expenses directly attributable to the IPO of Baht 43.1 million was deducted from the IPO’s share premium, which was received share offering to investors, resulting in increase of net share premium Baht 1,509.9 million.

On 22 February 2023, the Bank’s Extraordinary General Meeting of shareholders approved the decrease in the Bank’s authorised share capital in order to accommodate the cancellation of the Bank’s warrants of Baht 747.5 million from Baht 6,598.2 million (659.8 million shares, par value at Baht 10 per share) to be a new authorised share capital of Baht 5,850.7 million (585.1 million shares, par value at Baht 10 per share). The Bank has registered the aforementioned change with the Ministry of Commerce on 16 March 2023.

On 22 March 2023, the Bank’s Annual General Meeting of shareholders approved the following matters:

- Change in par value per share from a par value at Baht 10 per share to a par value at Baht 5 per share, which will increase the total number of shares of 585.1 million shares, but will not result into a change in the Bank’s authorised share capital; and
- Increase in the Bank’s authorised share capital to accommodate initial public offering of 64.7 million shares, par value at Baht 5 per share from Baht 5,850.7 million (1,170.1 million shares, par value at Baht 5 per share) to be a new authorised share capital of Baht 6,174.2 million (1,234.8 million shares, par value at Baht 5 per share).

The Bank has registered the aforementioned change with the Ministry of Commerce on 24 March 2023.

#### *Premium on share capital*

Section 51 of the Public Limited Companies Act. B.E. 2535 (1992) requires that a public company to set aside share subscription monies received in excess of the par value of the shares issued to a reserve account (“Share premium”). Share premium is not available for dividend distribution.

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

27 Share-based payments

*Stock options*

The Bank awards stock options of the Bank to the Bank's management.

On 7 December 2022, the Bank's Extraordinary General Meeting of shareholders passed a resolution to grant the Management Stock Option Program in the total amount of 2.775 million units. Exercise ratio is 1 stock option for 1 ordinary share at the exercise price at Baht 23.25 per unit.

Management has estimated the fair value using the Binomial valuation model by engaging the valuation specialist. The weighted average option price as at 31 October 2022 is Baht 5.19 per stock option. The Bank expected that there would be no material impact from using data as at 31 October 2022 for the valuation, compared with the grant date. The risk-free interest rate is the implied yield on zero-coupon Thailand government bonds, with a remaining life equal to the expected life of the stock option. The expected volatility is estimated for giving consideration to, amongst other things, the historical volatility of pass listed in the Stock Exchange of Thailand for the period that commensurate with the expected life of the stock option. The 0% dividend yield assumption has been adopted for valuation.

On 22 March 2023, the Bank's Board of Directors meeting passed a resolution to modify the exercise ratio and exercise price of the stock options according to the Management Stock Option Program which were approved by the Bank's Extraordinary General Meeting of Shareholders held on 7 December 2022, by modifying the exercise ratio from 1 stock option for 1 ordinary share to 1 stock option to 2 ordinary shares and exercise price from Baht 23.25 per share to Baht 11.625 per share to align with the change in par value per share as described in note 26.

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

*Exercise of stock options*

On 29 March 2024, 0.5 million units of the Bank's stock options in accordance with share-based payment arrangement of the Management Stock Option Program, which was approved by the Bank's Extraordinary General Meeting of shareholders held on 7 December 2022 in total amount of 2.775 million units, were exercised at Baht 23.25 per unit according to the terms and conditions of the aforementioned stock options. The Bank received subscription for stock options exercised in the amount of Baht 11.6 million and the Bank has registered the change in the Bank's issued and paid-up share capital with the Ministry of Commerce on 1 April 2024.

On 28 June 2024, 1.27 million units of the aforementioned stock options were additionally exercised at Baht 23.25 per unit according to the terms and conditions of the aforementioned stock options. The Bank received subscription for stock options exercised in the amount of Baht 29.4 million. The Bank has registered the change in the Bank's issued and paid-up share capital with the Ministry of Commerce on 1 July 2024.

On 30 September 2024, 0.91 million units of the aforementioned stock options were additionally exercised at Baht 23.25 per unit according to the terms and conditions of the aforementioned stock options. The Bank received subscription for stock options exercised in the amount of Baht 21.2 million. The Bank has registered the change in the Bank's issued and paid-up share capital with the Ministry of Commerce on 1 October 2024.

On 6 December 2024, 0.10 million units of the aforementioned stock options were additionally exercised at Baht 23.25 per unit according to the terms and conditions of the aforementioned stock options. The Bank received subscription for stock options exercised in the amount of Baht 2.3 million. The Bank has registered the change in the Bank's issued and paid-up share capital with the Ministry of Commerce on 11 December 2024.

Movements in the number of stock options outstanding and their related weighted average exercise prices are as follows:

# Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Exercise price (in Baht / unit)	Number of stock option (in thousand units)
At 1 January 2023	23.25	2,775
At 31 December 2023 and 1 January 2024	23.25	2,775
Exercise of stock options	23.25	(2,775)
At 31 December 2024	23.25	-

As at 31 December 2024 and 2023, stock options outstanding, its expired date and exercise prices were as follow:

	Exercise price (in Baht / unit)	2024 (in thousand units)	2023 (in thousand units)
Expired date:			
7 December 2024	23.25	-	2,775

For the year ended 31 December 2024, the Group has no stock option expense from the share-based payment arrangement (2023: the Group recognised stock option expense from the share-based payment arrangement of Baht 13.2 million).

## 28 Reserve

Reserves comprise:

*Appropriations of profit and/or retained earnings*

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

## Legal reserve

Section 116 of the Public Limited Companies Act B.E. 2535 (1992) requires that a public company shall allocate not less than 5% of its annual net profit, less any accumulated losses brought forward, to a reserve account ("legal reserve"), until this account reaches an amount not less than 10% of the registered authorised capital. The legal reserve is not available for dividend distribution.

As at 31 December 2024, the Bank has allocated a legal reserve amounted to Baht 48.0 million (2023: 179.6 million) from unappropriated retained earnings.

*Other components of equity*

## Fair value changes in investments in debt instruments measured at FVOCI and equity instruments designated at FVOCI

The fair value changes in investments in debt instruments measured at FVOCI and equity instruments designated at FVOCI within equity comprises the cumulative net change in the fair value of investments in debt instruments measured at FVOCI and equity instruments designated at FVOCI and the allowance for ECL for debt instruments measured at FVOCI until the investments are derecognised or reclassified.

## Fair value changes in hedging instruments used in cash flow hedges

The fair value changes in hedging instrument used in cash flow hedges comprise the effective portion of the cumulative net change in the fair value of hedging instrument used in cash flow hedges pending subsequent recognition in profit or loss.

# Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

### 29 Assets pledged as collateral and under restriction

	Consolidated and the Bank	
	2024	2023
	<i>(in thousand Baht)</i>	
Investments in securities		
- Pledged as collateral for liquidity management <sup>(1)</sup>	1,585,033 <sup>(2)</sup>	1,391,892 <sup>(2)</sup>
<b>Total</b>	<b>1,585,033</b>	<b>1,391,892</b>

<sup>(1)</sup> The Bank of Thailand requires the Group to maintain the Securities Requirement for Settlement (SRS) and maintain the Intraday Liquidity Facility.

<sup>(2)</sup> As at 31 December 2024, the Group's minimum requirement to maintain the Securities Requirement for Settlement (SRS) and maintain the Intraday Liquidity Facility was Baht 893.3 million (2023: Baht 875.5 million).

### 30 Contingent liabilities

	Consolidated		The Bank	
	2024	2023	2024	2023
	<i>(in thousand Baht)</i>			
Other contingencies				
- Amount of unused bank overdrafts	4,219,768	2,037,236	4,219,768	2,037,236
- Other guarantees	145,627	148,328	145,627	148,328
- Unused committed credit lines	123,526	154,339	123,526	154,339
- Others	305,397	336,629	283,082	307,718
<b>Total</b>	<b>4,794,318</b>	<b>2,676,532</b>	<b>4,772,003</b>	<b>2,647,621</b>



## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

## 31 Related parties

Relationships with the parent of the Group, the ultimate parent of the Group, and subsidiary are described in note 1 and 11. Other related parties which the Group had significant transactions with during the year were as follows:

Name of entities	Country of incorporation	Nature of relationship
Thai Life Insurance Public Company Limited	Thailand	Entity in the same group (2023: The major shareholder of the Bank owning over 10% of the Bank's paid-up share capital)
Thai Health Insurance Public Company Limited	Thailand	Entity in the same group
Thai Paiboon Insurance Public Company Limited	Thailand	Entity in the same group
Thai Asia Pacific Brewery Co., Ltd.	Thailand	Entity in the same group
V. One Asset Co., Ltd.	Thailand	Entity in the same group
V.C. Liquor Company Limited	Thailand	Entity in the same group
GLX Bangkok Company Limited	Thailand	Entity in the same group
T.C. Insurance Broker Service Co., Ltd.	Thailand	Entity in the same group
T.A.B. Brokers Company Limited	Thailand	Entity in the same group
T A P Trading Co., Ltd.	Thailand	Entity in the same group
Phetch Trading Co., Ltd.	Thailand	Entity in the same group
Thai Life. 52 Co., Ltd.	Thailand	Entity in the same group
Yartsamphan Co., Ltd.	Thailand	Entity in the same group

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

Name of entities	Country of incorporation	Nature of relationship
Hotels and Resorts Co., Ltd.	Thailand	Entity in the same group
T.L. Management Co., Ltd.	Thailand	Entity in the same group
Sub Sri Thai Public Company Limited	Thailand	Entity in which key management personnel or their close family members are major shareholders
Jerdsee Company Limited	Thailand	Entity in which key management personnel or their close family members are major shareholders
V.73 Co., Ltd.	Thailand	Entity in which key management personnel or their close family members are major shareholders
Mahaphol Apartment Co., Ltd.	Thailand	Entity in which key management personnel or their close family members are major shareholders
Fortuna Capital Co., Ltd.	Thailand	Entity in which key management personnel or their close family members are major shareholders
Well Glass Co., Ltd.	Thailand	Entity in which key management personnel or their close family members are major shareholders
Wan Brothers Co., Ltd.	Thailand	Entity in which key management personnel or their close family members are major shareholders
OCA Investment Holdings I Pte. Ltd.	Singapore	Entity in which key management personnel or their close family members are management personnel (2023: The major shareholder of the Bank owning over 10% of the Bank's paid-up share capital)
BBGI Public Company Limited	Thailand	Entity in which key management personnel or their close family members are management personnel
Thachaisri Company Limited	Thailand	Entity in which key management personnel or their close family members are management personnel
Thai Credit Foundation	Thailand	Foundation in which key management personnel or their close family members are management personnel

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

*Significant transactions with related parties**For the year ended 31 December*

	Consolidated		The Bank	
	2024	2023	2024	2023
	<i>(in thousand Baht)</i>			
<b><i>Interest income</i></b>				
Key management personnel of the Bank	131	487	131	487
<b><i>Interest expenses</i></b>				
Parent company	187,620	130,728	187,620	130,728
Major shareholders	-	10,912	-	10,912
Subsidiary	-	-	625	543
Other related parties	22,920	14,662	22,920	14,662
Key management personnel of the Bank	1,297	1,465	1,297	1,465
<b><i>Fees and service income</i></b>				
Major shareholders	-	288,365	-	288,365
Subsidiary	-	-	36,093	27,858
Other related parties	321,910	109,966	321,910	109,966
<b><i>Other operating income</i></b>				
Parent company	1,439	716	1,439	716
Major shareholders	-	831	-	831
Subsidiary	-	-	9,254	6,919
Other related parties	146,429	191,268	145,211	189,953

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

*Significant transactions with related parties*

*For the year ended 31 December*

	Consolidated		The Bank	
	2024	2023	2024	2023
	<i>(in thousand Baht)</i>			

*Other operating expenses*

*Rental expenses*

Ultimate parent company	1,200	1,200	1,200	1,200
Major shareholders	-	3,818	-	3,818
Other related parties	45,003	38,879	45,003	38,879

*Others*

Ultimate parent company	37	30	37	30
Major shareholders	-	6,108	-	6,108
Subsidiary	-	-	85,942	54,910
Other related parties	15,608	8,899	15,608	8,899

*Balances with related parties*

*At 31 December*

	Consolidated		The Bank	
	2024	2023	2024	2023
	<i>(in thousand Baht)</i>			

*Loans to customers and accrued*

*interest receivables, net*

Key management personnel of the Bank	2,308	4,744	2,308	4,744
--------------------------------------	-------	-------	-------	-------

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

*Balances with related parties*

	Consolidated		The Bank	
<i>At 31 December</i>	2024	2023	2024	2023
	<i>(in thousand Baht)</i>			
<i>Other assets</i>				
Ultimate parent company	120	120	120	120
Parent company	3	2	3	2
Major shareholders	-	28,557	-	28,557
Subsidiary	-	-	33,827	50,412
Other related parties	60,024	62,003	60,010	61,608

*Deposits*

Parent company	3,638,153	1,534,723	3,638,153	1,534,723
Subsidiary	-	-	219,154	255,732
Other related parties	1,058,003	1,302,850	1,058,003	1,302,850
Key management personnel of the Bank	103,041	113,441	103,041	113,441

*Interbank and money market items (liabilities)*

Major shareholders	-	406,048	-	406,048
Other related parties	318,318	-	318,318	-

*Debt issued and borrowings*

Parent company	2,513,625	2,492,838	2,513,625	2,492,838
Major shareholders	-	118,925	-	118,925

# Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

### Balances with related parties

	Consolidated		The Bank	
At 31 December	2024	2023	2024	2023
	(in thousand Baht)			
Other related parties	122,044	-	122,044	-
<b>Other liabilities</b>				
Parent company	10,001	9,657	10,001	9,657
Major shareholders	-	773	-	773
Subsidiary	-	-	33,570	57,223
Other related parties	10,020	3,944	10,020	3,944
Key management personnel of the Bank	704	334	704	334

As at 31 December 2024, the Bank's debt issued and borrowings from the parent company and other related party have the par value at Baht 2,850 million (2023: Baht 2,850 million).

Key terms and conditions were disclosed in note 21.

### Significant agreements with related parties

As at 31 December 2024, the Bank had loan agreements with key management personnel of the Bank for the total credit limit of Baht 15 million (2023: Baht 15 million) for a period of 5 years. Interest rates were offered at staff welfare rate. The Bank held residences as collaterals.

The Bank has deposit agreements with several related parties. Interest rates are offered at contractually agreed rates.

**Thai Credit Bank Public Company Limited and its Subsidiary****Notes to the financial statements****For the year ended 31 December 2024**

The Bank has served as service agreements with other related parties to be an agent of life insurance, health insurance and non-life insurance products. The Bank is committed to receive bancassurance fees and promotion fees as specified in the agreements. Bancassurance fees are determined by product with no contractual life. Promotion fee agreements have a period of 1 year.

The Bank has served as several service agreements with a subsidiary, regarding to KYC ("Know Your Customer") and CDD ("Customer Due Diligence") operation, public relations and introduction of Micro Pay products and a Hosting Infrastructure for a period of 2 years. The Bank is committed to receive the service fee as specified in the agreements. Service fee will be revisited every time when the agreements are due.

The Bank has served as shared service agreements with a parent company and a subsidiary regarding to management services and advisory services in various fields for a period of 12 - 14 months. The Bank is committed to receive the service fee as specified in the agreements. Service fee will be revisited every time when the agreements are due.

The Bank has been served as a service agreement with a subsidiary regarding to loan disbursement and loan repayment channel through Micro Pay e-Wallet for a period of 2 years. The Bank is committed to pay the service fee as specified in the agreement. Service fee will be revisited every time when the agreement is due.

The Bank has office lease agreements with a parent company and a subsidiary for a period of 3 years. The Bank is committed to receive the rental fee as specified in the agreements. Rental fee will be revisited every time when the agreements are due.

The Bank has office rental agreements with other related parties for a period of 3 years. The Bank is committed to pay the rental fee as specified in the agreements. Rental fee will be revisited every time when the agreements are due.

***Letters of guarantees***

As at 31 December 2024, the Bank issued letters of guarantees to a subsidiary amounted to Baht 6.5 million (2023: Baht 10.5 million).

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

## 32 Other benefits to directors and persons with managing authority

The Group has not paid other benefits to directors and executives except for the benefits that are normally paid such as directors' fee, directors' bonus, executives' salary and bonus.

## 33 Leases

## 33.1 Leases as lessee

As at 31 December 2024, the Group has several lease agreements of building, office spaces and vehicles with local companies and non-related persons for a period of 1 - 13 years (2023: 1 - 13 years). Lease payment is specified in the agreements.

*Right-of-use assets*

	Consolidated		
	Building and office spaces	Vehicles	Total
	<i>(in thousand Baht)</i>		
At 1 January 2023	669,292	11,877	681,169
Additions	474,047	1,742	475,789
Depreciation charge for the year	(119,478)	(5,073)	(124,551)
Write-off	(229,924)	(1,442)	(231,366)
<b>At 31 December 2023 and 1 January 2024</b>	<b>793,937</b>	<b>7,104</b>	<b>801,041</b>
Additions	401,339	7,473	408,812
Depreciation charge for the year	(134,646)	(4,072)	(138,718)
Write-off	(180,139)	-	(180,139)
<b>At 31 December 2024</b>	<b>880,491</b>	<b>10,505</b>	<b>890,996</b>



## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Building and office spaces	The Bank Vehicles <i>(in thousand Baht)</i>	Total
At 1 January 2023	669,292	8,845	678,137
Additions	474,047	1,742	475,789
Depreciation charge for the year	(119,478)	(4,090)	(123,568)
Write-off	(229,924)	(1,442)	(231,366)
At 31 December 2023 and 1 January 2024	793,937	5,055	798,992
Additions	401,339	7,473	408,812
Depreciation charge for the year	(134,646)	(3,089)	(137,735)
Write-off	(180,139)	-	(180,139)
At 31 December 2024	880,491	9,439	889,930

*Lease liabilities*

	Consolidated		The Bank	
	2024	2023	2024	2023
	<i>(in thousand Baht)</i>			
Less than 1 year	150,497	131,905	149,431	130,839
1 year to 5 years	402,467	378,945	402,378	377,791
Over 5 years	450,610	386,596	450,610	386,596
Total undiscounted lease liabilities	1,003,574	897,446	1,002,419	895,226
Lease liabilities included in the statement of financial position	902,374	808,922	901,246	806,795

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

*Amount recognised in profit or loss*

	Consolidated		The Bank	
<i>For the year ended 31 December</i>	2024	2023	2024	2023
	<i>(in thousand Baht)</i>			
Income from subleasing	175	175	1,397	1,095
Depreciation for right-of-use assets				
- Building and office spaces	(134,646)	(119,478)	(134,646)	(119,478)
- Vehicles	(4,072)	(5,073)	(3,089)	(4,090)
Interest expense on lease liabilities	(19,998)	(17,353)	(19,931)	(17,247)
Expenses relating to short-term leases	(734)	(555)	(734)	(555)
Expenses relating to leases for which the underlying asset is of low value	(59,778)	(58,544)	(59,778)	(58,544)

33.2 Leases as lessor

*Operating leases*

The Bank has office spaces agreements to the parent company and its subsidiary as disclosed in note 31.

The following table sets out the maturity analysis of lease payments, showing undiscounted lease payments to be received as at 31 December 2024 and 2023.

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

	Consolidated		The Bank	
	2024	2023	2024	2023
	<i>(in thousand Baht)</i>			
1 <sup>st</sup> year	-	175	-	1,397
Total	-	175	-	1,397

Finance leases

Leases which are classified as finance leases are hire-purchase contracts as disclosed in note 12.6.

34 Segment information

Segment results that are reported to the Group’s Executive Committee (the chief operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

The Group has 2 operating segments: e-Wallet business, which is operated by its subsidiary; and banking business (which comprises of business loans - SMEs and Micro finance, retail loans secured by residential property - Housing loans and Home for Cash, and other segments, e.g., personal loans, gold loans, and treasury activities), which all are operated in Thailand. In addition, recording for inter-segment reporting is on a basis consistent with business transactions with external customers.

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

		Consolidated					
		2024					
		Banking business					
	e-Wallet business	Business loans	Retail loans secured by residential property	Others	Total banking business	Elimination	Total
(in thousand Baht)							
Net interest income	636	12,035,564	994,460	1,698,530	14,728,554	-	14,729,190
Non-interest income (expenses), net	51,802				(159,750)	(4,960)	(112,908)
<b>Total operating income</b>	<b>52,438</b>				<b>14,568,804</b>	<b>(4,960)</b>	<b>14,616,282</b>
Total operating expenses	(84,221)				(5,750,945)	4,450	(5,830,716)
<b>(Loss) profit from operations</b>							
before expected credit loss and income tax	(31,783)				8,817,859	(510)	8,785,566
Expected credit loss	-				(4,248,888)	-	(4,248,888)
<b>Segment (loss) profit before income tax</b>	<b>(31,783)</b>				<b>4,568,971</b>	<b>(510)</b>	<b>4,536,678</b>
Tax income (expense)	133				(912,881)		(912,646)
<b>Net (loss) profit</b>	<b>(31,651)</b>				<b>3,656,090</b>		<b>3,624,032</b>

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

		Consolidated					
		2023					
For the year ended 31 December		Banking business					
	e-Wallet business	Business loans	Retail loans secured by residential property	Others	Total banking business	Elimination	Total
(in thousand Baht)							
Net interest income	548	11,671,443	938,885	738,086	13,348,414	-	13,348,962
Non-interest income, net	29,286				105,879	(4,738)	130,427
<b>Total operating income</b>	<b>29,834</b>				<b>13,454,293</b>	<b>(4,738)</b>	<b>13,479,389</b>
Total operating expenses	(65,158)				(4,882,964)	5,325	(4,942,797)
<b>(Loss) profit from operations</b>							
before expected credit loss and income tax	(35,324)				8,571,329	587	8,536,592
Expected credit loss	-				(4,083,289)	-	(4,083,289)
<b>Segment (loss) profit before income tax</b>	<b>(35,324)</b>				<b>4,488,040</b>	<b>587</b>	<b>4,453,303</b>
Tax income (expense)	285				(896,690)		(896,523)
<b>Net (loss) profit</b>	<b>(35,039)</b>				<b>3,591,350</b>		<b>3,556,780</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

		Consolidated					
	e-Wallet business	Banking business					
		Retail loans secured by			Total banking business	Elimination	Total
		Business loans	residential property	Others			
		(in thousand Baht)					
2024							
Loans to customers <sup>(1)</sup>	-	131,316,348	25,204,453	6,637,815	163,158,616	-	163,158,616
Total assets	297,304				183,426,187	(621,693)	183,101,798
Total liabilities	143,882				160,197,469	(271,833)	160,069,518
2023							
Loans to customers <sup>(1)</sup>	-	119,079,610	22,061,229	3,015,698	144,156,537	-	144,156,537
Total assets	324,045				163,795,369	(675,082)	163,444,332
Total liabilities	138,925				146,125,906	(325,629)	145,939,202

<sup>(1)</sup> Exclude accrued interest income and undue interest income and allowance for expected credit loss.

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

## 35 Financial position and results of operations classified by domestic and foreign business

The Group mainly operates in 2 segments, which are e-Wallet business and banking business, carrying out in Thailand only. Most revenues, expenses, profit, assets and liabilities are as reflected in the financial statements pertaining to the aforementioned industry and geographic area.

## 36 Interest income

<i>For the year ended 31 December</i>	<i>Note</i>	Consolidated		The Bank	
		2024	2023	2024	2023
		<i>(in thousand Baht)</i>			
Interbank and money market items		396,565	340,494	396,554	340,489
Investments in debt instruments		104,078	62,581	104,078	62,581
Loans to customers	31	17,505,568	15,389,746	17,505,568	15,389,746
Hire-purchase		130,145	119,837	130,145	119,837
Others		1,606	315	1,606	315
<b>Total</b>		<b>18,137,962</b>	<b>15,912,973</b>	<b>18,137,951</b>	<b>15,912,968</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

## 37 Interest expenses

		Consolidated		The Bank	
<i>For the year ended 31 December</i>	<i>Note</i>	2024	2023	2024	2023
		<i>(in thousand Baht)</i>			
Deposits	31	2,471,037	1,802,897	2,471,662	1,803,440
Interbank and money market items	31	157,407	82,304	157,407	82,304
Debt issued and borrowings					
- Subordinated debentures	31	183,843	135,223	183,843	135,223
Contribution to Deposit Protection					
Agency and BoT		594,854	542,914	594,854	542,914
Others		1,631	673	1,631	673
<b>Total</b>		<b>3,408,772</b>	<b>2,564,011</b>	<b>3,409,397</b>	<b>2,564,554</b>

## 38 Net fees and service expenses

		Consolidated		The Bank	
<i>For the year ended 31 December</i>	<i>Note</i>	2024	2023	2024	2023
		<i>(in thousand Baht)</i>			
<b>Fees and service income</b>					
- Acceptances, aval and guarantees		1,232	1,609	1,232	1,609
- Management fee		22,588	43,040	22,588	43,040
- Brokerage fee	31	327,087	411,832	327,087	411,832



## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

		Consolidated		The Bank	
<i>For the year ended 31 December</i>	<i>Note</i>	2024	2023	2024	2023
		<i>(in thousand Baht)</i>			
- Others		63,030	48,446	93,275	71,011
Total		413,937	504,927	444,182	527,492
Fees and service expenses					
- Fee and service expenses on ATM		(91,896)	(60,363)	(89,188)	(58,005)
- Loan guarantee commission expenses		(432,015)	(351,725)	(432,015)	(351,725)
- Legal fee		(8,185)	(11,828)	(8,185)	(11,828)
- Collection and recovery expenses		(102,029)	(101,277)	(102,029)	(101,277)
- Others		(40,439)	(48,520)	(124,862)	(102,467)
Total		(674,564)	(573,713)	(756,279)	(625,302)
Net		(260,627)	(68,786)	(312,097)	(97,810)

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

39 Gains on investments, net

	Consolidated and the Bank	
	2024	2023
	(in thousand Baht)	
Gains on derecognition		
Investments in debt instruments measured at FVOCI	143	122
Total	143	122

40 Expected credit loss

	Consolidated and the Bank	
	2024	2023
	(in thousand Baht)	
(Reversal of) expected credit loss		
Investments in debt instruments measured at FVOCI	(11,343)	(20,149)
Loans to customers and accrued interest receivables and undue interest receivables	4,231,190	4,079,502
Other financial assets	29,083	22,388
Undrawn loan commitments and financial guarantee contracts	(42)	1,548
Total	4,248,888	4,083,289

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

## 41 Income tax

*Income tax recognised in profit or loss*

For the year ended 31 December	Note	Consolidated		The Bank	
		2024	2023	2024	2023
		<i>(in thousand Baht)</i>			
<b>Current tax</b>					
Current year		784,859	691,227	784,859	691,228
(Over) under provided in prior years		(1,427)	130	(1,427)	130
		<u>783,432</u>	<u>691,357</u>	<u>783,432</u>	<u>691,358</u>
<b>Deferred tax income</b>					
Movements in temporary differences	17	<u>129,214</u>	<u>205,166</u>	<u>129,449</u>	<u>205,332</u>
<b>Total</b>		<u>912,646</u>	<u>896,523</u>	<u>912,881</u>	<u>896,690</u>

*Income tax recognised in other comprehensive income*

For the year ended 31 December	Consolidated					
	2024			2023		
	Before tax	Tax income (expense)	Net of tax	Before tax	Tax income (expense)	Net of Tax
	<i>(in thousand Baht)</i>					
Financial assets measured at FVOCI	5,454	(1,092)	4,362	(1,620)	325	(1,295)
Cash flow hedges	11,625	(2,325)	9,300	(31,702)	6,340	(25,362)
Defined benefit plan						
actuarial gain	(10,640)	2,129	(8,511)	12,506	(2,502)	10,004
<b>Total</b>	<u>6,439</u>	<u>(1,288)</u>	<u>5,151</u>	<u>(20,816)</u>	<u>4,163</u>	<u>(16,653)</u>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

For the year ended 31 December	The Bank					
	2024			2023		
	Before tax	Tax income (expense)	Net of tax (in thousand Baht)	Before tax	Tax income (expense)	Net of tax
Financial assets measured at FVOCI	5,454	(1,092)	4,362	(1,620)	325	(1,295)
Cash flow hedges	11,625	(2,325)	9,300	(31,702)	6,340	(25,362)
Defined benefit plan						
actuarial gain	(10,580)	2,117	(8,463)	12,319	(2,465)	9,854
<b>Total</b>	<b>6,499</b>	<b>(1,300)</b>	<b>5,199</b>	<b>(21,003)</b>	<b>4,200</b>	<b>(16,803)</b>

## Reconciliation of effective tax rate

For the year ended 31 December	Consolidated			
	2024		2023	
	Rate (%)	(in thousand Baht)	Rate (%)	(in thousand Baht)
Profit before income tax		4,536,678		4,453,303
Income tax using the Thai corporation tax rate	20.0	907,336	20.0	890,661
Tax effect of income or expenses that are not taxable income or expenses		6,737		5,732
(Over) under provided in prior years		(1,427)		130
<b>Total</b>	<b>20.1</b>	<b>912,646</b>	<b>20.1</b>	<b>896,523</b>

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

<i>For the year ended 31 December</i>	The Bank			
	2024		2023	
	<i>Rate</i> <i>(%)</i>	<i>(in thousand Baht)</i>	<i>Rate</i> <i>(%)</i>	<i>(in thousand Baht)</i>
Profit before income tax		4,568,971		4,488,040
Income tax using the Thai corporation tax rate	20.0	913,794	20.0	897,608
Tax effect of income or expenses that are not taxable income or expenses		514		(1,048)
(Over) under provided in prior years		(1,427)		130
<b>Total</b>	<b>20.0</b>	<b>912,881</b>	<b>20.0</b>	<b>896,690</b>

## 42 Earnings per share

The calculations of both basic EPS and diluted EPS have been based on the profit attributable to ordinary shareholders of the Bank and the weighted average number of ordinary shares outstanding, with the calculation of diluted EPS further adjusted for the effects of all dilutive potential ordinary shares, including share options granted to management.

<i>For the year ended 31 December</i>	Consolidated		The Bank	
	2024	2023	2024	2023
	<i>(in thousand Baht)</i>			
Profit attributable to ordinary shareholders of the Bank (basic and diluted)	3,624,032	3,556,780	3,656,090	3,591,350
<i>Ordinary shares outstanding</i>				
Number of ordinary shares outstanding at 1 January	1,164,583	1,164,583	1,164,583	1,164,583

## Thai Credit Bank Public Company Limited and its Subsidiary

## Notes to the financial statements

For the year ended 31 December 2024

	Consolidated		The Bank	
	2024	2023	2024	2023
<i>For the year ended 31 December</i>				
	<i>(in thousand Baht)</i>			
Effect of exercise of stock options	62,779	-	62,779	-
Weighted average number of ordinary shares outstanding (basic) at 31 December	1,227,362	1,164,583	1,227,362	1,164,583
Effect of stock options outstanding	1,684	2,353	1,684	2,353
Effect of warrants outstanding	-	13,317	-	13,317
Weighted average number of ordinary shares outstanding (diluted) at 31 December	1,229,046	1,180,253	1,229,046	1,180,253
Earnings per share (basic) <i>(in Baht)</i>	2.95	3.05	2.98	3.08
Earnings per share (diluted) <i>(in Baht)</i>	2.95	3.01	2.97	3.04

## 43 Reclassification of accounts

Certain accounts in the 2023 financial statements have been reclassified to conform to the presentation in the 2024 financial statements as follows:

	Before reclassification	Consolidated 2023 Reclassification <i>(in thousand Baht)</i>	After reclassification
<i>Statements of profit or loss and other comprehensive income</i>			
Interest income	15,894,566	18,407	15,912,973
Other operating expenses - Others	(475,629)	2,482	(473,147)
Expected credit loss	(4,062,400)	(20,889)	(4,083,289)
		-	

Thai Credit Bank Public Company Limited and its Subsidiary

Notes to the financial statements

For the year ended 31 December 2024

	Before reclassification	The Bank 2023 Reclassification (in thousand Baht)	After reclassification
<i>Statements of profit or loss and other comprehensive income</i>			
Interest income	15,894,561	18,407	15,912,968
Other operating expenses - Others	(457,372)	2,482	(454,890)
Expected credit loss	(4,062,400)	(20,889)	(4,083,289)
		<u>-</u>	

#### 44 Events after the reporting period

On 25 February 2025, the Bank's Board of Directors passed a resolution on the dividend payment from the 2024 operating result to the shareholders of the Banks at the rate of Baht 0.6 per share, amounting to approximately Baht 740.9 million. The resolution will be proposed to seek an approval from the Annual General Meeting of Shareholders on 28 April 2025.



Thai Credit Bank Public Company Limited

123 Thai Life Insurance Bldg., Ratchadaphisek Rd., Din Daeng, Bangkok 10400

TEL : (662) 697 5300



[www.thaicreditbank.com](http://www.thaicreditbank.com)