

[ Translation ]

## Notice of the 2020 Annual General Meeting of Shareholders Friday, August 7, 2020



### Measures and Guidelines for Preventing the Spread of COVID-19

Referring to the Coronavirus disease 2019 (COVID-19) outbreak, the Securities and Exchange Commission and other relevant regulatory bodies have encouraged shareholders to appoint independent directors as their proxy holders to attend the shareholders' meeting and vote on their behalf instead of attending the meeting in person. (Names and profiles of independent directors proposed by the Bank to serve as proxies for shareholders and proxy form B are shown in the attachment 6 and 11 respectively.)

The Bank concerns about the safety and health of all shareholders; therefore, it has set the measures and guidelines for attending the 2020 Annual General Meeting of Shareholders in order to prevent the spread of COVID-19. Thus, all participants are requested to strictly comply with such measures and guidelines.

**No food and beverages provided at the 2020 AGM**

## Measures and Guidelines for Preventing the Spread of COVID-19 for the 2020 Annual General Meeting of Shareholders of Kiatnakin Bank Public Company Limited

Due to the Coronavirus disease 2019 (COVID-19) outbreak, Kiatnakin Bank Public Company Limited ("the Bank") concerns about the safety and health of all shareholders as well as the responsibility for the public. Therefore, the Bank has set the measures and guidelines for attending the 2020 Annual General Meeting of Shareholders ("Meeting") as follows:

1. Referring to the COVID-19 outbreak, the Securities and Exchange Commission and other relevant regulatory bodies have encouraged shareholders to appoint independent directors as their proxy holders to attend the Meeting and vote on their behalf instead of attending the Meeting in person. This is to reduce the risk of spreading COVID-19 caused by public gathering. Hence, the Bank prepares and delivers the proxy form B (attachment 11) on which shareholders are able to specify their votes together with this notice of the Meeting. Shareholders, who have queries relating to any agenda items, can send their questions along with their names to the Bank via e-mail to [corporate\\_secretary@kiatnakin.co.th](mailto:corporate_secretary@kiatnakin.co.th) or by post to the Bank's address before the Meeting date. The Bank will gather all questions and propose to the Board of Directors in order to be clarified in the Meeting as deemed appropriate.
2. Screening and registration processes for shareholders who would like to attend the Meeting in person/ proxy holders are as follows:
  - 1) All shareholders/ proxy holders must truthfully fill in the self-declaration form for screening for COVID-19 prior to entering the Meeting venue.
  - 2) Shareholders/ proxy holders must have their temperature checked. The Bank reserves the right to disallow shareholders/ proxy holders with body temperature of 37.5°C or higher, or those who exhibit respiratory system symptoms such as coughing, sore throat, running nose and shortness of breath, or those with questionnaire indicating a risk of COVID-19 infection to attend the Meeting. However, such shareholders can appoint another person or the Bank's independent director to attend the Meeting and cast their votes on each agenda item in the proxy form on their behalf.
  - 3) The Bank will set up the venue for screening, document-checking, and registration with proper physical distancing. Number of attendees at each area will be limited. For each area, the physical distance of at least 1.0 meter will be maintained. Shareholders/ proxy holders must always wear face masks at all times for the safety of their own and other participants.
  - 4) Participants must check-in and check-out on Thai Chana Platform by using the mobile phone to scan the QR code. In case of any inconvenience in using the mobile phone to scan the QR code, shareholders/ proxy

holders can fill out their names, address and phone numbers in the paper prepared by the Bank for the sake of following up in case of any unforeseen circumstances after the Meeting.

- 5) Due to the limited number of seats, the Bank will allow only registered shareholders/ proxy holders to attend the Meeting and will not allow anyone accompanying them to enter the Meeting room.

3. Measures for attending the Meeting

- 1) To comply with applicable stipulations made by relevant government agencies for preventing the spread of COVID-19 and due to limited space, the Bank will arrange the Meeting room with approximately 160 seats.
- 2) The distance between each seat will be at least 1.0 meter.
- 3) Each registered participant will be assigned a specific seat number and must strictly occupy the assigned seat to facilitate the disease-control tracking in an event that any participants are infected with COVID-19.
- 4) The Bank will not provide microphone for questioning. Participants, who wish to ask questions, are requested to write down and send their questions to the Bank's staff to minimize the risk of spreading COVID-19.
- 5) The Bank will not provide any food or beverage at the Meeting in order to minimize the risk of spreading COVID-19.
- 6) Shareholders/ proxy holders must wear face masks at all times during the Meeting.
- 7) The Bank will prepare hand sanitizers at the screening, document-checking and registration points as well as in the Meeting room.
- 8) The Bank will set up a bulletin board providing guidance on the prevention for spreading of COVID-19.

If there are any changes in the situation or additional measures from the Government Official, the Bank will inform shareholders via its website (<http://www.kiatnakinphatra.com>).

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For further details, please contact:

Corporate Secretariat Department

Telephone: 0-2495-1021-22



SorNorGor. 22/2563

July 7, 2020

Subject: Invitation to the 2020 Annual General Meeting of Shareholders

To: Shareholders of Kiatnakin Bank Public Company Limited

Attachments:

1. The Bank's 2019 annual report (QR Code) and barcode for registration (to bring along for registration process)
2. Names and profiles of directors who are retired by rotation and nominated to be re-elected as directors for another term and name and profile of the person the Bank proposes to shareholders to elect as the Bank's director
3. The Bank's definition of independent director
4. Information on directors' remuneration
5. Names and profiles of auditors and audit fees for the Bank and its subsidiaries
6. Names and profiles of independent directors proposed by the Bank to serve as proxies for shareholders
7. Guidelines for registration, proxy, documents or evidence required for attending the shareholders' meeting, voting and vote counting
8. Steps to be followed in attending the shareholders' meeting
9. The Bank's Articles of Association relevant to the shareholders' meeting
10. Map of the meeting venue
11. Proxy form B
12. Envelope for returning proxy form

The Board of Directors of Kiatnakin Bank Public Company Limited ("the Bank") would like to invite all shareholders to attend the 2020 Annual General Meeting of Shareholders which will be held on Friday, August 7, 2020 at 10.00 hrs. at the Grand Ballroom, Grand Hyatt Erawan Bangkok Hotel, no. 494, Rajdamri Road, Phatumwan District, Bangkok 10330 to consider the agendas as follows:

Agenda No. 1 To acknowledge the Board of Directors' report regarding the Bank's operating results for the year 2019

Purpose and Reason: Article 36 (1) of the Bank's Articles of Association stipulates that the Annual General Meeting of Shareholders shall consider the report of the Board of Directors that is proposed to the meeting regarding the Bank's business in the previous year.

Opinion of the Board: The shareholders' meeting should acknowledge the Bank's operating results for the year 2019, which will be presented at the meeting.

Agenda No. 2 To consider and approve the financial statements for the year ended December 31, 2019

Purpose and Reason: Article 36 (2) of the Bank's Articles of Association stipulates that the Annual General Meeting of Shareholders shall consider and approve the financial statements.

Opinion of the Board: The shareholders' meeting should approve the Bank's financial statements for the year ended December 31, 2019, which are shown in the Bank's 2019 annual report ([attachment 1](#)), have been audited by the Bank's auditor of PricewaterhouseCoopers ABAS Ltd. and reviewed by the Audit Committee, and are summarized as follows:

	<u>Separated Financial Statements</u>	<u>Consolidated Financial Statements</u>
Total assets	Baht 299,215,603,698	Baht 311,690,005,799
Total liabilities	Baht 256,651,471,266	Baht 267,678,745,819
Total revenues	Baht 17,457,358,446	Baht 19,167,971,557
Net profit *	Baht 6,156,788,821	Baht 5,988,444,276
Earnings per share	Baht 7.27	Baht 7.07

*\*Attributable to the Bank's shareholders*

Agenda No. 3 To consider and approve the allocation of profit and dividend payment omission for the year 2019

Purpose and Reason: Article 36 (3) of the Bank's Articles of Association stipulates that the Annual General Meeting of Shareholders shall consider and allocate profit. Article 45 of the Bank's Articles of Association stipulates that the Board of Directors can pay interim dividend periodically once it appears to the Board of Directors that the Bank has recorded profit sufficient to pay the dividend. When that is paid, the next shareholders' meeting must be acknowledged so. Also, Article 47 of the Bank's Articles of Association stipulates that the Bank must allocate, as the reserve, not less than 5% of the annual net profit less by the accumulated loss (if there is any) until the reserve is

not less than 10% of the registered capital. Besides the said reserves, the Board of Directors may propose to the shareholders' meeting to issue a resolution for the allocation of other reserves as deemed appropriate for the Bank's business operations.

In addition, the Bank has a policy to pay dividend from the net profit in its financial statements. Payout of dividend must be approved by the shareholders' meeting. An interim dividend can also be paid by the Board of Directors' approval if the Bank's profit deems sufficient to do so and such payment shall be reported in the next shareholders' meeting. In considering the dividend payment, the Bank shall take into account these aspects: the Bank's performance, long-term return to shareholders, the Bank's reserve and capital adequacy level to encompass any business plans, risks as well as pre- and post-impacts from such a given dividend payment. Also, such dividend payment shall be in line with the governing laws and notifications of the Bank of Thailand.

Opinion of the Board:

The Bank has registered capital of Baht 8,467,511,090 and the Bank has already allocated its profit as a legal reserve of Baht 852,337,268 which is up to the requirement according to the Bank's Articles of Association. Therefore, the Bank does not have to allocate more profit as a legal reserve.

For the operating results of 2019, the Bank attained the net profit (attributable to the Bank's shareholders) from the separated and the consolidated financial statements of Baht 6,156,788,821 and Baht 5,988,444,276 respectively.

The Bank had already paid the interim dividend from the operating results of the first six-month period of 2019 to shareholders at the rate of Baht 1.50 per share, totaling Baht 1,270,095,764, on September 20, 2019 according to the resolution of the Board of Directors' meeting no. 8/2562 held on August 22, 2019. In addition, the Bank had paid the interim dividend from the operating results of the six-month period ended December 31, 2019 to shareholders at the rate of Baht 2.75 per share, totaling Baht 2,328,521,825, on April 28, 2020 according to the resolution of the Board of Directors' meeting no. 4/2563 held on March 30, 2020 in replacement of the annual dividend for the year 2019 which the Bank intended to propose to the 2020 Annual General Meeting of Shareholders, previously scheduled on April 23, 2020, for consideration and approval.

The 2<sup>nd</sup> interim dividend payment as mentioned above was in accordance with the guidelines under the Securities and Exchange Commission's letter no. GorLorTor.JorTor-1.(Wor) 9/2563 re: Arrangement of Annual General Meeting of Shareholders by Listed Companies during the Coronavirus Disease (COVID-19) Epidemic dated March 6, 2020.

When combining two interim dividend payments, the total dividend payment from the operating results of the year 2019 was Baht 4.25 per share, totaling Baht 3,598,617,589, representing 58.45% of the net profit from the separated financial statements or 60.09% of the net profit from the consolidated financial statements for the year 2019. Furthermore, the remaining profit from such interim dividend payments was allocated as the tier-1 capital in the Bank's owner's equity (CET1).

The Board of Directors has considered on the Bank's performance, reserve level and capital adequacy to support the business plans, risks as well as pre- and post- impacts from such dividend payments. Moreover, the Board of Directors has taken into account the ability to gradually increase the Bank's reserve level and capital fund, the capability to generate revenue in the future, the business expansion and the return to shareholders in the long term. Thus, the Board of Directors has agreed to propose to the shareholders' meeting to consider and approve the dividend payment omission for the year 2019.

Table shows a comparison between the dividend payout for the years 2018 and 2019.

Details	2018	2019
1. Net profit from the Bank's consolidated financial statements * (Baht)	6,041,982,609	5,988,444, 276
2. No. of shares (Share)		
2.1 No. of shares entitled to 1 <sup>st</sup> interim dividend payment	846,737,109	846,730,509
2.2 No. of shares entitled to 2 <sup>nd</sup> interim dividend payment	-	846,735,209
2.3 No. of shares entitled to annual dividend	846,740,209	-
3. Dividend paid per share (Baht)		
3.1 1 <sup>st</sup> Interim dividend	2.00	1.50
3.2 2 <sup>nd</sup> Interim dividend	-	2.75
3.3 Annual dividend	5.00	-
4. Total dividend paid (Baht)	4,233,694,845	3,598,617,589
5. Dividend payout ratio (%)	70.07	60.09

\* Attributable to the Bank's shareholders

#### **Agenda No. 4**

**To consider and elect directors in replacement of those who are retired by rotation**

#### **Purpose and Reason:**

Article 36 (4) of the Bank's Articles of Association stipulates that the Annual General Meeting of Shareholders shall elect the directors replacing those retired by rotation while Article 18 of the

Bank's Articles of Association stipulates that at every Annual Ordinary Shareholders' Meeting, there will be at least one-third of the said rate of directors to be retired from the positions. If the number of directors cannot be divided into three equal parts, a number of directors closest to one-third will retire from their posts. The directors, who shall retire from the posts in the first year and the second year after registration of the Bank, can be made by lot. As for the year after that the directors, who have been in the office for the longest period of time, are to retire from the posts. Retired directors may be re-elected to the posts. This is in accordance with the Public Limited Companies Act B.E. 2535 (1992).

**Opinion of the Board:**

At present, the Bank has twelve directors. In the 2020 Annual General Meeting of Shareholders, four directors, who shall be retired by rotation, are as follows:

- |                   |              |                        |
|-------------------|--------------|------------------------|
| 1. Mr. Suvit      | Mapaisansin  | Non-executive Director |
| 2. Prof. Dr. Anya | Khanthavit   | Non-executive Director |
| 3. Mr. Suraphol   | Kulsiri      | Executive Director     |
| 4. Mr. Aphinant   | Klewpatinond | Executive Director     |

As the Bank has posted on its website an invitation to shareholders to propose the names of qualified persons to be elected as directors, yet there is no director nominee from any shareholder.

The Board of Directors, excluding the directors who have interest in this matter, has agreed with the suggestion of the Nomination and Remuneration Committee, which has thoroughly considered the qualifications beneficial to the Bank's operation and the board skill matrix. The Nomination and Remuneration Committee is of the opinion that all retiring directors possess complete qualifications with no prohibited attribute as defined in the legal provisions currently applied for the Bank. They have knowledge, competencies and experiences in the related business operations of Kiatnakin Phatra Financial Group ("the Group"); have performed their duties with accountability and integrity; and have contributed greatly to the operations of the Group throughout their term. The Nomination and Remuneration Committee has also considered a director pool, which is disclosed on the Thai Institute of Directors Association's website, and has not yet found any substitute. Thus, the shareholders' meeting should re-elect the retiring directors for another term.

Nevertheless, Mr. Suraphol Kulsiri, an executive director who is retired by rotation in the 2020 Annual General Meeting of Shareholders, has shown his intention for not being re-elected as director of the Bank for another term.

The Nomination and Remuneration Committee has selected a qualified person to replace Mr. Suraphol Kulsiri and then proposed Mrs. Patchanee Limapichat, who has knowledge,

competencies and experiences in the capital market business which will benefit the Group's business direction and plan, to the Board of Directors for proposing to the Annual General Meeting of Shareholders for election as the Bank's director.

In case the shareholders' meeting approves the election of directors replacing those retired by rotation as proposed, the Board of Directors will then consist of the following twelve directors:

1.	Mr. Supol	Wattanavekin	Chairman/ Non-executive Director
2.	Mrs. Dayana	Bunnag	Director/ Independent Director
3.	Mr. Chet	Pattrakornkul	Director/ Independent Director
4.	Mr. Pongtep	Polanun	Director/ Independent Director
5.	Mr. Veravat	Chutichetpong	Director/ Independent Director
6.	Mr. Suvit	Mapaisansin	Director/ Non-executive Director
7.	Prof. Dr.Anya	Khanthavit	Director/ Non-executive Director
8.	Mrs. Patchanee	Limapichat	Director/ Non-executive Director
9.	Mr. Banyong	Pongpanich	Director/ Executive Director
10.	Ms. Thitinan	Wattanavekin	Director/ Executive Director
11.	Mr. Aphinant	Klewpatinond	Director/ Executive Director
12.	Mr. Philip Chen Chong	Tan	Director/ Executive Director

The directors, who are retired by rotation and proposed to be re-elected for another term, and Mrs. Patchanee Limapichat have already been approved by the Bank of Thailand.

(Profiles of directors who are retired by rotation and nominated to be re-elected as directors for another term, profile of the person the Bank proposes to shareholders to elect as the Bank's director and the Bank's definition of independent director are shown in the [attachment 2 and 3.](#))

#### **Agenda No. 5**

#### **To consider and approve the directors' remuneration**

#### **Purpose and Reason:**

Article 16 of the Bank's Articles of Association stipulates that pension and remuneration shall be awarded to the directors depending on resolution of the shareholders' meeting.

#### **Opinion of the Board:**

The shareholders' meeting should approve the directors' remuneration as proposed by the Nomination and Remuneration Committee, which has thoroughly considered various factors and comparison of directors' remuneration of other commercial banks with equivalent business size and structure. Additionally, the Committee has considered that the rates and components of directors' remuneration should reflect the value of knowledge and competency of the directors, which help the Group achieve a sustainable business operation. Thus, the Board of Directors proposes to the shareholders' meeting to approve the bonus for the performance in

the year 2019 for ten directors, who are not employees of the Bank or Group companies, in the total of Baht 15,300,000.

The shareholders' meeting should also approve the remuneration for directors, who are not employees of the Bank or Group companies, for the year 2020 (excluding directors' bonus) in the total of not exceeding Baht 30 million. Such remuneration consists of monthly remuneration, attendance fees and remuneration for advisors of sub-committees which will be paid to the Chairman of the Board of Directors and the Chairman of the Executive Committee. The directors' remuneration rates for the year 2020 are maintained at the same level as those for the year 2019 and shall remain effective until resolved otherwise by the meeting of shareholders.

Other benefits, such as group life and health insurances and company car, are in accordance with the Bank's regulations.

The directors' bonus for the year 2020 will be proposed to the 2021 Annual General Meeting of Shareholders for consideration and approval so it is in accordance with the actual performance of the Board of Directors and operating results of the Bank.

Executive directors, who receive monthly salary as employees from the Bank or Group companies, shall not receive monthly remuneration, attendance fee and bonus as directors of the Bank.

(Information on directors' remuneration is shown in the [attachment 4](#).)

#### Agenda No. 6

**To consider and appoint auditors and fix their remuneration for the year 2020**

#### Purpose and Reason:

Article 36 (5) and 39 of the Bank's Articles of Association specify that the Annual General Meeting of Shareholders shall annually appoint the account auditor, who will receive the remuneration as stipulated by the shareholders' meeting.

#### Opinion of the Board:

The shareholders' meeting should approve the appointment of auditor from PricewaterhouseCoopers ABAS Ltd. as the auditor of the Bank for the year 2020 as recommended by the Audit Committee. The proposed auditors are Ms. Sakuna Yamsakul, CPA License no. 4906, or Mr. Boonlert Kamolchanokkul, CPA License no. 5339, or Ms. Sinsiri Thangsombat, CPA License no.7352. Also, the shareholders' meeting should approve the auditors' remuneration for the year 2020 at Baht 9,827,000, which decreases 3.1% from the previous year of Baht 10,141,250. Other audit fees that may additionally incur shall be under discretion of the management as deemed appropriate.

The proposed auditors are independent, possess international standard auditing skills and knowledge and experiences in reviewing the commercial banking business and the capital

market business, and have already obtained the approval from the Securities and Exchange Commission and the Bank of Thailand.

(Names and profiles of auditors and audit fees for the Bank and its subsidiaries are shown in the [attachment 5](#).)

**Agenda No. 7**

**To consider and approve the change of the Bank's name**

**Purpose and Reason:**

Referring to the merger of the Group in the year 2012 and to reinforce the business direction and build Kiatnakin Phatra as one brand across the Group, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the change of the Bank's name. The details are as follows:

Current	Proposed
Kiatnakin Bank Public Company Limited	Kiatnakin Phatra Bank Public Company Limited

**Opinion of the Board:**

The shareholders' meeting should approve the change of the Bank's name as per above details proposed.

**Agenda No. 8**

**To consider and approve the amendment of the Bank's Memorandum of Association to reflect the change of the Bank's name**

**Purpose and Reason:**

To be in line with the change of the Bank's name in the above agenda and Article 3 of the Bank's Articles of Association that stipulates that any amendment or correction of the Articles of Association or in the Memorandum of Association shall require a resolution of the General Meeting of Shareholders, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the amendment of the Bank's Memorandum of Association. The details are as follows:



Current	Proposed
1. The name of the Company is Kiatnakin Bank Public Company Limited	1. The name of the Company is Kiatnakin Phatra Bank Public Company Limited
and having its name in English as Kiatnakin Bank Public Company Limited.	and having its name in English as Kiatnakin Phatra Bank Public Company Limited.



**Opinion of the Board:** The shareholders' meeting should approve the amendment of the Bank's Memorandum of Association as per above details proposed.

**Agenda No. 9** To consider and approve the amendment of the Bank's Articles of Association to reflect the change of the Bank's name

**Purpose and Reason:** To be in line with the change of the Bank's name in the above agenda and Article 3 of the Bank's Articles of Association that stipulates that any amendment or correction of the Articles of Association or in the Memorandum of Association shall require a resolution of the General Meeting of Shareholders, the Board of Directors deems appropriate to propose to the shareholders' meeting to consider and approve the amendment of the Banks Articles of Association. The details are as follows:

Current	Article 1.	These Articles of Association shall be referred to as the Articles of Association of Kiatnakin Bank Public Company Limited.
	Article 2.	The term "Company" used in these Articles of Association shall mean the Kiatnakin Bank Public Company Limited.
	Article 56.	The seal of the Company shall have the following appearance. 
Proposed	Article 1.	These Articles of Association shall be referred to as the Articles of Association of Kiatnakin Phatra Bank Public Company Limited.
	Article 2.	The term "Company" used in these Articles of Association shall mean the Kiatnakin Phatra Bank Public Company Limited.
	Article 56.	The seal of the Company shall have the following appearance. 

Opinion of the Board: The shareholders' meeting should approve the amendment of the Bank's Articles of Association as per above details proposed.

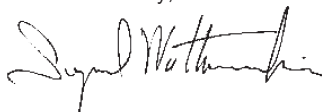
Agenda No. 10                      Other matters (if any)

As the Bank provided the opportunity for shareholders to propose agenda for the 2020 Annual General Meeting of Shareholders in advance during October 1 - December 30, 2019, no agenda was proposed to the Bank during such period.

The Bank has fixed the record date on which shareholders have the right to attend the 2020 Annual General Meeting of Shareholders on July 9, 2020. All shareholders are invited to attend the meeting on the date, time and place indicated above. For shareholders who would like to appoint anyone or the Bank's independent director of which name and details shown in the attachment 6 to attend the meeting and vote in their place, please fill in the proxy form attached herewith (attachment 11) and hand it to the Bank's staff before the meeting starts.

Those shareholders, who would like to appoint a general proxy, can use proxy form A, which has been posted on the Bank's website (<http://www.kiatnakinphatra.com>) or in the case of foreign shareholders residing abroad who have appointed a custodian in Thailand to look after the shares, they can use proxy form C, which can also be downloaded from the Bank's website. Shareholders can view the notice of this meeting and supporting documents on the Bank's website from July 7, 2020 onwards. For any questions on the meeting agendas, you can send your questions in advance to the Bank via e-mail address: [corporate\\_secretary@kiatnakin.co.th](mailto:corporate_secretary@kiatnakin.co.th) or by sending to the Bank's address.

Yours faithfully,



(Mr. Supol Wattanavekin)

Chairman of the Board of Directors


Note: The Bank will not distribute any gift in the Annual General Meeting of Shareholders.

Corporate Secretariat Department

Telephone 0-2495-1021-22

**For consideration of Agenda No. 4: To consider and elect directors in replacement of those who are retired by rotation**


Names and profiles of directors who are retired by rotation and nominated to be re-elected as directors for another term (1)

Name-surname:	Mr. Suvit Mapaisansin	
Type of director:	Director (Non-executive Director)	
Present position:	Non-executive Director Member of the Nomination and Remuneration Committee Member of the Compliance and Governance Committee	
Age:	61 years	
Nationality:	Thai	
Education:	<ul style="list-style-type: none"> <li>- Master of Business Administration (Finance &amp; International Business) Sasin Graduate Institute of Business Administration of Chulalongkorn University</li> <li>- Bachelor of Economics Chulalongkorn University</li> </ul>	
Director training programs:	<ul style="list-style-type: none"> <li>- Seminar : Cyber Resilience Leadership Workshop "Mission in Action" (2019) Bank of Thailand</li> <li>- Seminar : Director Briefing 1/2018 "Start Less, Finish More: Building Strategic Agility with Objectives and Key Results" Thai Institute of Directors Association</li> <li>- Seminar : Cyber Resilience Leadership (2017) Bank of Thailand</li> <li>- Corporate Governance for Capital Market Intermediaries (CGI 5/2015) Thai Institute of Directors Association</li> <li>- Audit Committee Program (ACP 37/2011) Thai Institute of Directors Association</li> <li>- Director Certification Program (DCP 12/2001) Thai Institute of Directors Association</li> </ul>	
Date of appointment as director:	September 12, 2012	
Years as director:	7 years and 10 months	
KKP shareholding: (As of April 13, 2020)	779,406 shares, equaling to 0.09% of the total shares with voting rights (KKP shareholding includes shares of spouse and minor children)	
Positions held in other listed companies:	<u>1 entity</u> 2015 - present      Independent Director and      GMM Grammy Public Company Limited Member of the Audit Committee	

Positions held in non-listed companies:	<u>4 entities</u>		
	2018 - present	Director (Authorized Director)	Alpha Absolute Company Limited
	2015 - present	Director (Authorized Director)	Techcare International Company Limited
	2010 - present	Director (Authorized Director)	Phatra Capital Public Company Limited
	2003 - present	Director (Authorized Director)	Phatra Securities Public Company Limited
Positions held in a competing business/ related business that may cause conflict of interest:	None		
Working experiences:	2008 - 2019	Director (Authorized Director)	Ruamphon Phatra International Corp.
	2009 - 2019	Director (Authorized Director)	RPIC Pte. Ltd.
	2017 - 2018	Chairman of the Audit Committee	Phatra Securities Public Company Limited
	2012 - 2017	Member of the Audit Committee	Phatra Securities Public Company Limited
	2011 - 2017	Independent Director and Member of the Audit Committee	Golden Lime Public Company Limited
	2012 - 2016	Member of the Executive Committee	Kiatnakin Bank Public Company Limited
	2012 - 2015	Chairman of the Board of Directors (Authorized Director)	Phatra Asset Management Company Limited
	2012 - 2015	Chairman of the Board of Directors (Authorized Director)	KKTRADE Securities Company Limited
	2011 - 2012	Chairman of the Audit Committee	Krung Thai Card Public Company Limited
	2010 - 2012	Member of the Executive Committee	Phatra Capital Public Company Limited
	2009 - 2012	Independent Director	Krung Thai Card Public Company Limited
	2009 - 2012	Member of the Executive Committee	Phatra Securities Public Company Limited
	2003 - 2009	Chief Executive Officer	Phatra Securities Public Company Limited
Attendance at 2019 meetings:	Board of Directors' meetings		11 out of 11
	Nomination and Remuneration Committee's meetings		7 out of 7
	Compliance and Governance Committee's meetings <sup>1</sup>		3 out of 3
	2019 Annual General Meeting of Shareholders		1 out of 1
Director nomination criteria:	The Board of Directors, excluding the directors who have interest in this matter, has thoroughly considered the Nomination and Remuneration Committee's recommendation and agreed that Mr. Suwit Mapaisansin is fully qualified and suitable for the banking business without prohibited characteristics for appointment as director of a financial institution in accordance with applicable laws and has been granted approval from the Bank of Thailand. Thus, the Board of Directors proposes to the General Meeting of Shareholders to re-elect Mr. Suwit Mapaisansin as the Bank's director for another term.		

Remark : <sup>1</sup> Appointed as member of the Compliance and Governance Committee effective from May 1, 2019

## Names and profiles of directors who are retired by rotation and nominated to be re-elected as directors for another term (2)

Name-surname:	Prof. Dr. Anya Khanthavit	
Type of director:	Director (Non-executive Director)	
Present position:	Non-executive Director Member of the Risk Oversight Committee	
Age:	58 years	
Nationality:	Thai	
Education:	<ul style="list-style-type: none"><li>- Ph.D., International Business and Finance New York University, U.S.A</li><li>- M.Phil. (Alpha, Gamma, Sigma), International Business and Finance (Honors) New York University, U.S.A</li><li>- M.Sc. (Honors), Transportation Management State University of New York Maritime College, U.S.A.</li><li>- Bachelor of Accounting Thammasat University</li></ul>	
Director training programs:	<ul style="list-style-type: none"><li>- Bangkok Sustainable Banking Forum 2019 : An Industry Wake - up call Bank of Thailand</li><li>- Cyber Resilience Leadership Workshop "Mission in Action" (2019) Bank of Thailand</li><li>- Audit Committee Forum: "Strategic Audit Committee: Beyond Figure and Compliance" (2019) Thai Institute of Directors Association</li><li>- IT Governance and Cyber Resilience Program (ITG 10/2019) Thai Institute of Directors Association</li><li>- Strategic Board Master Class (SBM 5/2018) Thai Institute of Directors Association</li><li>- Study trip for the development and planning energy at Germany, Kingdom of Spain and the French Republic (2018) The Electricity Generating Authority of Thailand</li><li>- Value Creation and Enhancement for Listed Companies with the New COSO 2017 Enterprise Risk Management (ERM) Faculty of Commerce and Accountancy Thammasat University with the Stock Exchange of Thailand</li><li>- Capital Market Academy Leadership Program (CMA 23/2016) Capital Market Academy</li><li>- Advanced Audit Committee Program (AACP 19/2015) Thai Institute of Directors Association</li><li>- Director Certification Program (DCP 99/2008) Thai Institute of Directors Association</li></ul>	

Date of appointment as director:	April 24, 2017		
Years as director:	3 years and 3 months		
KKP shareholding: (As of April 13, 2020)	None (KKP shareholding includes shares of spouse and minor children)		
Positions held in other listed companies:	<u>1 entity</u> Sep. 2019 - present    Chairman of the Risk Oversight Committee    The Electricity Generating Public Company Limited 2017 - present    Independent Director and Member of Audit Committee    The Electricity Generating Public Company Limited		
Positions held in non-listed companies:	<u>7 entities</u> 2018 - present    Director    Tobacco Authority of Thailand 2017 - present    Member of Appeal Committee    Thailand Futures Exchange Public Company Limited (TFEX) 2015 - present    Member of the Thailand Quality Award Committee    Thailand Quality Award 2012 - present    Member of the Public Science Subsidiary Board    Ministry of Finance 2008 - present    Member of the Risk Management Sub-committee    The Stock Exchange of Thailand 2005 - present    Distinguished Professor of Finance and Banking, Faculty of Commerce and Accountancy    Thammasat University 2002 - present    Member of the Performance Assessment Committee for State Enterprises    Ministry of Finance 2001 - present    Director    The Professor Sangvian Indaravijaya Foundation		
Positions held in a competing business/ related business that may cause conflict of interest:	None		
Work experiences:	2014 - 2018    Director    Thailand Tobacco Monopoly, Ministry of Finance 2012 - 2018    Expert Board Member of the Policy and Public Management Committee    Ministry of Finance 2016 - 2017    Member of the Sub-committee on the Monitoring of Co-operative Financial Problems    Office of the National and Anti-corruption Commission		

Work experiences (Continued):	2014 - 2017	Director	Government Pharmaceutical Organization
	2012 - 2017	Risk Management Advisor	Kiatnakin Bank Public Company Limited
	1999 - 2017	Academic consultants and arbitrators to settle disputes from trading transactions bond	Thai Bond Market Association
	2010 - 2012	Director	Phatra Capital Public Company Limited
	2008 - 2012	Director	Phatra Securities Public Company Limited
	2008 - 2012	Advisor	Phatra Securities Public Company Limited
	2009 - 2011	Member of the Appeals Committee	The Stock Exchange of Thailand
	2003 - 2011	Advisor	MFC Asset Management Public Company Limited
	2003 - 2010	Member of the Sub-committee on Enterprise Performance Implementation	Ministry of Finance
	2007 - 2009	Advisor	Thai Credit Guarantee Corporation
	2004 - 2009	Advisor	Government Pension Fund
	2007 - 2008	Director	Thailand Post Company Limited
	2004 - 2008	Director	Thailand Future Exchange Public Company Limited
	1993 - 2008	Advisor	KGI Securities (Thailand) Public Company Limited
	2004 - 2007	Advisor	Department of Insurance, Ministry of Commerce
	2003 - 2007	Advisor	Office of the Agricultural Futures Trading Commission
	2002 - 2007	Director and Advisor	Thailand Securities Institute, The Stock Exchange of Thailand
	1994 - 2007	Advisor for the Development and Monitoring of Surveillance System and Research	The Stock Exchange of Thailand
	2004 - 2006	Advisor (Financial Institution Policy Group)	Bank of Thailand
	2003 - 2006	Member of the Review Committee on Corporate Mergers and Acquisition	The Securities and Exchange Commission
	2003 - 2005	Advisor	Agricultural Futures Exchange of Thailand


Work experiences (Continued):	1998 - 2005	Advisor	Thailand Securities Depository Company Limited
Attendance at 2019 meetings:	Board of Directors' meetings 10 out of 11 Risk Management Committee's meetings <sup>/1</sup> 5 out of 5 Risk Oversight Committee's meetings <sup>/2</sup> 8 out of 8 2019 Annual General Meeting of Shareholders 1 out of 1		
Director nomination criteria:	The Board of Directors, excluding the directors who have interest in this matter, has thoroughly considered the Nomination and Remuneration Committee's recommendation and agreed that Prof. Dr. Anya Khanthavit is fully qualified and suitable for the banking business without prohibited characteristics for appointment as director of a financial institution in accordance with applicable laws and has been granted approval from the Bank of Thailand. Thus, the Board of Directors proposes to the General Meeting of Shareholders to re-elect Prof. Dr. Anya Khanthavit as the Bank's director for another term.		

Remark : <sup>/1</sup> Dissolved by the resolution of the Board of Directors' meeting No. 4/2562 held on April 23, 2019 and effective from May 1, 2019.

<sup>/2</sup> Established by the resolution of the Board of Directors' meeting No.4/2562 held on April 23, 2019 and effective from May 1, 2019.



Names and profiles of directors who are retired by rotation and nominated to be re-elected as directors for another term (3)

Name-surname:	Mr. Aphinant Klewpatinond	
Type of director:	Director (Executive Director)	
Present position:	Director (Authorized Director) Chief Executive Officer Member of the Executive Committee Member of the Risk Oversight Committee	
Age:	50 years	
Nationality:	Thai	
Education:	<div>- Master of Science University of Maryland at College Park, U.S.A.</div> <div>- Master of Business Administration (Finance) University of Maryland at College Park, U.S.A.</div> <div>- Bachelor of Accounting Chulalongkorn University</div>	
Director training programs:	<div>- CEO Club 2018 “Start Less Finish More : Building Agility and Engagement with Objective and Key Results (OKRs)” The Stock Exchange of Thailand</div> <div>- Corporate Governance for Capital Market Intermediaries (CGI 15/2016) Thai Institute of Directors Association</div> <div>- Directors Accreditation Program (DAP 82/2010) Thai Institute of Directors Association</div> <div>- Capital Market Academy Leadership Program (CMA 10/2010) Capital Market Academy</div>	
Date of appointment as director:	September 12, 2012	
Years as director:	7 years and 10 months	
KKP shareholding: (As of April 13, 2020)	750,000 shares equaling to 0.09% of the total shares with voting rights (KKP shareholding includes shares of spouse and minor children)	
Positions held in other listed companies:	None	
Positions held in non-listed companies:	<div><u>5 entities</u></div> <div><div>Nov. 2019 - present</div><div>Director (Authorized Director)</div><div>Chino Italian Company Limited</div></div> <div><div>2018 - present</div><div>Director (Authorized Director)</div><div>KKP Tower Company Limited</div></div> <div><div>2016 - present</div><div>Chief Executive Officer</div><div>Phatra Capital Public Company Limited</div></div> <div><div>2010 - present</div><div>Director (Authorized Director)</div><div>Phatra Capital Public Company Limited</div></div> <div><div>2016 - present</div><div>Chief Executive Officer</div><div>Phatra Securities Public Company Limited</div></div> <div><div>2010 - present</div><div>Director (Authorized Director)</div><div>Phatra Securities Public Company Limited</div></div>	

Positions held in non-listed companies (Continued):	2015 - present	Chairman of the Board of Directors (Authorized Director)	Phatra Asset Management Company Limited
	2015 - present	Chairman of the Audit Committee	Phatra Asset Management Company Limited
	2012 - present	Director (Authorized Director)	Phatra Asset Management Company Limited
Positions held in a competing business/ related business that may cause conflict of interest:	None		
Working experiences:	2009 - 2019	Director (Authorized Director)	RPIC Pte. Ltd.
	2012 - 2018	President	Kiatnakin Bank Public Company Limited
	2014 - 2018	Director	The Thai Bankers' Association
	2015 - 2017	Director	Thai Listed Companies Association
	2013 - 2016	Chairman of Commercial Banking Business	Kiatnakin Bank Public Company Limited
	2015 - 2016	Chairman of the Board of Directors (Authorized Director)	KKTRADE Securities Company Limited
	2012 - 2015	Director (Authorized Director)	KKTRADE Securities Company Limited
	2012 - 2013	Chairman of Capital Market Business	Kiatnakin Bank Public Company Limited
	2011 - 2013	Independent Director and Member of the Audit Committee	Sriracha Construction Public Company Limited
	2010 - 2012	Chief Executive Officer	Phatra Capital Public Company Limited
	2009 - 2012	Chief Executive Officer	Phatra Securities Public Company Limited
	2007 - 2009	Managing Director (Head of Investment Banking Department)	Phatra Securities Public Company Limited
Attendance at 2019 meetings:	Board of Directors' meetings		11 out of 11
	Executive Committee's meetings		12 out of 14
	Risk Management Committee's meetings <sup>/1</sup>		4 out of 5
	Risk Oversight Committee's meetings <sup>/2</sup>		5 out of 8
	2019 Annual General Meeting of Shareholders		1 out of 1
Director nomination criteria:	The Board of Directors, excluding the directors who have interest in this matter, has thoroughly considered the Nomination and Remuneration Committee's recommendation and agreed that Mr. Aphinant Kiewpatinond is fully qualified and suitable for the banking business without prohibited characteristics for appointment as director of a financial institution in accordance with applicable laws and has been granted approval from the Bank of Thailand. Thus, the Board of Director proposes to the General Meeting of Shareholders to re-elect Mr. Aphinant Kiewpatinond as the Bank's director for another term.		

Remark : <sup>/1</sup> Dissolved by the resolution of the Board of Directors' meeting No. 4/2562 held on April 23, 2019 and effective from May 1, 2019.

<sup>/2</sup> Established by the resolution of the Board of Directors' meeting No.4/2562 held on April 23, 2019 and effective from May 1, 2019.

## Name and profile of the person the Bank proposes to shareholders to elect as the Bank's director

Name-surname:	Mrs. Patchanee Limapichat		
Type of director:	Director (Non-executive Director)		
Present Position:	-		
Age:	58 years		
Nationality:	Thai		
Education:	- Master of Business Administration California State University at Sacramento, U.S.A. - Bachelor of Political Science Chulalongkorn University		
Director training programs:	- Corporate Governance for Capital Market Intermediaries (CGI 7/2015) Thai Institute of Directors Association - Director Accreditation Program (DAP 36/2005) Thai Institute of Directors Association		
Date of appointment as director:	-		
Years as director:	-		
KKP shareholding: (As of April 13, 2020)	100,000 shares, equaling to 0.01% of the total shares with voting rights (KKP shareholding includes shares of spouse and minor children)		
Positions held in other listed companies:	None		
Positions held in non-listed companies:	<u>2 entities</u> 2010 - present      Director (Authorized Director)      Phatra Capital Public Company Limited 2004 - present      Director (Authorized Director)      Phatra Securities Public Company Limited		
Positions held in a competing business/ related business that may cause conflict of interest:	None		
Working experiences:	2016 – Jan. 2020      Member of the Executive Committee      Kiatnakin Bank Public Company Limited 2016 - 2019      President      Phatra Securities Public Company Limited 2004 - 2016      Managing Director      Phatra Securities Public Company Limited (Head of Equity & Derivatives Markets Group) 2002 - 2004      Executive Vice President      Phatra Securities Public Company Limited Head of Equity Sales 1997 - 2002      Director      Phatra Securities Public Company Limited Head of Equity Sales		



Director nomination criteria:	<p>The Board of Directors, excluding the directors who have interest in this matter, has thoroughly considered the Nomination and Remuneration Committee's recommendation and agreed that Mrs. Patchanee Limapichat is fully qualified and suitable for the banking business without prohibited characteristics for appointment as director of a financial institution in accordance with applicable laws and has been granted approval from the Bank of Thailand. Thus, the Board of Directors proposes to the General Meeting of Shareholders to elect Mrs. Patchanee Limapichat as the Bank's director.</p>
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### The Bank's definition of independent director

The Bank has laid down qualification requirements for independent directors as follows:

- (1) Hold not more than 0.5% of the total shares with voting rights of the Bank, its parent company, its subsidiary, its affiliate, a major shareholder or controlling person, inclusive of the shares held by related persons;
- (2) Not be or have previously been a non-independent director, as well as a manager; an employee; a staff member or an advisor or a controlling person of the Bank, its parent company, its subsidiary, its affiliate or its subsidiary at the same level or a major shareholder or controlling persons unless the termination of being in such a position had occurred at least two years before the appointment as the Bank's independent director. Such prohibited characteristics shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Bank;
- (3) Not be a person related by blood or registration under laws in the form of fatherhood, motherhood, spouse, brothers, sisters and children, including spouse of children, of other directors, executives, a major shareholder, controlling person or person who will be nominated to take up the position of directors, executives or controlling person of the Bank or its subsidiary;
- (4) Have no current or previous business relationship with the Bank, its parent company, its subsidiary, its affiliate, a major shareholder or controlling person in the manner which may interfere with his/ her independent discretion and not be or have previously been a significant shareholder or controlling person of any person having a business relationship with the Bank, its parent company, its subsidiary, its affiliate, a major shareholder or controlling person unless the termination of being in such position had occurred at least two years before the appointment as the Bank's independent director.

Such business relationships include normal business transactions, rental or lease of immovable property transactions, asset or service transactions or giving or taking of financial assistance by borrowing or lending money, suretyship, providing assets as collateral and any other similar actions, which results in the Bank or its counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the company or Baht 20 million or more, whichever is lower. In this regard, the calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions. In any case, the consideration of such indebtedness shall include the indebtedness incurred during the period of one year to the date of establishing the business relationship with the related person;

- (5) Not be or have previously been an auditor of the Bank, its parent company, its subsidiary, its affiliate, a major shareholder or controlling person, a significant shareholder, controlling person or partner of the audit office which is the auditor of the Bank, its parent company, its subsidiary, its affiliate, a major shareholder or controlling person unless the

termination of being in such position had occurred at least two years before the appointment as the Bank's independent director;

- (6) Not be or have previously been any professional service provider including legal advisor or financial advisor who receives more than Baht 2 million annually from the Bank, its parent company, its subsidiary, its affiliate, a major shareholder or controlling person and not be a significant shareholder, controlling person or partner of the professional service provider unless the termination of being in such position had occurred at least two years before the appointment as the Bank's independent director;
- (7) Not be a director appointed as a representative of the Bank's directors, a major shareholder or a shareholder who is related to the Bank's major shareholder;
- (8) Not undertake any business in the same nature and in competition with the business of the Bank and its subsidiary; not be a significant partner in a partnership or without benefits related to the Bank which may affect his/ her independent decisions or be an executive director, employee, staff or advisor who receives salary or holds shares of more than 1% of the total shares with voting rights of another company which has the same nature of business and is in competition with the business of the Bank or its subsidiaries;
- (9) Not be an independent director who holds positions in the Bank, its parent company, its subsidiary, its affiliate or its subsidiary at the same level for more than nine years. In addition, for an independent director who has held the position for less than nine years - if he/ she has been discharged from the position of independent director while over that period, he/ she has not been appointed as a director, manager, person with power of management, advisor or staff member of the Bank, its parent company, its subsidiary, its affiliate or its subsidiary at the same level - he/ she may be re-appointed as an independent director but the period during which he/ she serves as an independent director must be all counted.

For an independent director who has held the position for nine years and wishes to be re-appointed as an independent director, he/ she must have been discharged from the position of director, manager, person with power of management, advisor or staff member of the Bank, its parent company, its subsidiary, its affiliate or its subsidiary at the same level at least two years before the day the appointment request is submitted. (Any independent director holding the position for more than nine years and still holds the position on the date of this definition can continue to be an independent director until May 1, 2022.)

- (10) Have no characteristics which may affect the giving of independent opinions, decision or voting on the Bank's operations.

The Bank's definition of independent director as mentioned above is stricter than the minimum requirements of the Securities and Exchange Commission.

**For consideration of Agenda No 5 : To consider and approve the directors' remuneration**

Reference is made to the Article 16 of the Bank's Articles of Association which stipulates that pension and remuneration shall be awarded to the directors depending on resolution of the shareholders' meeting and the resolution of the 2019 Annual General Meeting of Shareholders dated April 23, 2019 approving the remuneration for directors, who are not employees of the Bank or Group companies, for the year 2019 in the total of not exceeding Baht 30 million (excluding directors' bonus). Such remuneration includes monthly remuneration, attendance fees, remuneration for the advisors of sub-committees which are paid to the Chairman of the Board of Directors and Chairman of the Executive Committee and other general benefits such as group life and health insurances. For directors' bonus for the performance in the year 2019, the Board of Directors will propose to the 2020 Annual General Meeting of Shareholders for consideration and approval so it is in accordance with the actual performance of the Board of Directors and operating results of the Bank.

In actual fact, the Bank has paid all directors' remunerations including other general benefits, such as group life and health insurances, but excluding directors' bonus, in the year 2019 totaling Baht 23,704,184, which does not exceed Baht 30 million as approved by the 2019 Annual General Meeting of Shareholders.

Regarding the directors' bonus for the performance in the year 2019, the Board of Directors at a meeting no.2/2563 dated on February 27, 2020 has thoroughly considered and is of the opinion that the shareholders' meeting should approve the directors' bonus as proposed by the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has carefully considered various factors and comparison of directors' remuneration of other commercial banks with equivalent business size and structure. Additionally, the Committee has considered that the rates and components of directors' remuneration should reflect the value of knowledge and competency of the directors, which help the Bank and the Group achieve a sustainable business operation. Thus, the Board of Directors' meeting has resolved to propose to the 2020 Annual General Meeting of Shareholders to approve the bonus for the performance in the year 2019 for ten directors, who are not employees of the Bank or Group companies, as follows:

1.	Mr. Supol	Wattanavekin	Chairman/ Non-executive Director	Baht 2,550,000
2.	Mrs. Dayana	Bunnag	Independent Director	Baht 1,275,000
3.	Mr. Chet	Pattrakornkul	Independent Director	Baht 1,275,000
4.	Mr. Pongtep	Polanun	Independent Director	Baht 1,275,000
5.	Mr. Veravat	Chutichetpong	Independent Director	Baht 1,275,000
6.	Mr. Suvit	Mapaisansin	Non-executive Director	Baht 1,275,000
7.	Prof. Dr.Anya	Khanthavit	Non-executive Director	Baht 1,275,000
8.	Mr. Banyong	Pongpanich	Executive Director <sup>/1 /2</sup>	Baht 2,550,000
9.	Ms. Thitinan	Wattanavekin	Executive Director <sup>/1 /2</sup>	Baht 1,275,000
10.	Mr. Suraphol	Kulsiri	Executive Director <sup>/1</sup>	Baht 1,275,000



Remark Mr. Banyong Pongpanich, Ms. Thitinan Wattanavekin and Mr. Suraphol Kulsiri are executive directors but they are not employees of the Bank or Group companies.

<sup>/1</sup> Authorized director

<sup>/2</sup> Member of the Executive Committee

The total bonus proposed for directors, who are not employees of the Bank or Group companies, is Baht 15,300,000.

Table shows comparison on directors' bonus.

2018	2019 (Proposed)
The directors' bonus for the performance in the year 2018 in the total of Baht 16,575,000 was proposed to be paid to the Chairman of the Board of Directors and Chairman of the Executive Committee of Baht 2,550,000 each and nine directors, who were not employees of the Bank or Group companies, of Baht 1,275,000 each.	The directors' bonus for the performance in the year 2019 in the total of Baht 15,300,000 is proposed to be paid to the Chairman of the Board of Directors and Chairman of the Executive Committee of Baht 2,550,000 each and eight directors, who are not employees of the Bank or Group companies, of Baht 1,275,000 each. Such bonus rate is the same as that for the year 2018.

Moreover, the shareholders' meeting should approve the remuneration for directors, who are not employees of the Bank or Group companies, for the year 2020 in the total of not exceeding Baht 30 million (excluding the directors' bonus). Such remuneration includes monthly remuneration, attendance fees and remuneration for the advisors of sub-committees which will be paid to the Chairman of the Board of Directors and Chairman of the Executive Committee as per following significant details proposed by the Nomination and Remuneration Committee:

1. Remuneration for directors

- Chairman of the Board Baht 100,000 per month
- Directors Baht 50,000 per month per director

2. Remuneration for sub-committee members : in the form of attendance fee where he/ she is attended

- Chairperson of the Audit Committee Baht 60,000 per meeting
- Chairman of other sub-committees Baht 45,000 per meeting
- Committee members Baht 30,000 per meeting per member

3. Remuneration for the advisors of sub-committees :

- 1) Remuneration of Baht 250,000 per month will be paid to the Chairman of the Board of Directors, who is also the advisor of the Executive Committees as well as the advisor of three other sub-committees under the supervision of the Executive Committee, namely (1) the Investment

Committee, (2) the Human Resource Management Committee and (3) the Capital Market Human Resources Management Committee.

- 2) Remuneration of Baht 300,000 per month will be paid to the Chairman of the Executive Committee, who is also the advisor of the Risk Oversight Committee as well as the advisor of two other sub-committees under the supervision of the Executive Committee, namely (1) the Main Credit and Foreclosed Property Committee and (2) the Assets and Liabilities Management Committee.

Table shows comparison on directors' remuneration for the years 2018 - 2020.

Components of Remuneration	2020 (Proposed)		2019		2018	
	Monthly Remuneration (Baht)	Attendance Fee (Baht/ Attendance)	Monthly Remuneration (Baht)	Attendance Fee (Baht/ Attendance)	Monthly Remuneration (Baht)	Attendance Fee (Baht/ Attendance)
1) Board of Directors						
- Chairman	100,000	-	100,000	-	100,000	-
- Director	50,000	-	50,000	-	50,000	-
2) Sub-committees						
- Chairperson of the Audit Committee	-	60,000	-	60,000	-	45,000
- Chairman of other sub-committees	-	45,000	-	45,000	-	45,000
- Member	-	30,000	-	30,000	-	30,000
3) The advisors of sub-committees						
- Chairman of the Board of Directors	250,000	-	250,000	-	250,000	-
- Chairman of the Executive Committee	300,000	-	300,000	-	300,000	-
4) Directors' bonus	The Board of Directors will propose the directors' bonus for the year 2020 to the 2021 Annual General Meeting of Shareholders for consideration and approval.		The Board of Directors will propose the directors' bonus for the year 2019 to the 2020 Annual General Meeting of Shareholders for consideration and approval.		The Board of Directors proposed the directors' bonus for the year 2018 to the 2019 Annual General Meeting of Shareholders for consideration and approval.	

Other benefits, such as group life and health insurances and company car, are in accordance with the Bank's regulations.

The abovementioned remuneration rates shall remain effective until resolved otherwise by the meeting of shareholders.

The proposed rates of monthly remuneration, attendance fees for sub-committees' meetings and remuneration for the advisors of sub-committees which will be paid to the Chairman of the Board of Directors and Chairman of the Executive Committee for the year 2020 are equal to those for the year 2019.

The Board of Directors is of the opinion that the remuneration for the Chairman of the Board of Directors, which is proposed at a higher rate than that for other directors, is appropriate as the Chairman of the Board of Directors has a significant role in supporting the performance of the Board of Directors for the utmost benefit of the Bank and shareholders.

The Board of Directors views that the attendance fee for the Chairperson of the Audit Committee, which is proposed at a higher rate than that for the Chairman of other sub-committees, is appropriate since the Chairperson of the Audit Committee has significant role in ensuring that the Bank and Group companies have correct and adequate financial reporting as well as suitable and efficient internal control system. The transactions of the Bank and Group companies also increase and are subject to stricter rules and regulations. Moreover, the Chairperson of the Audit Committee is not member of any other sub-committee of the Bank in order to perform duty independently.

Also, the bonus amount proposed for the Chairman of the Executive Committee, which is equal to that for the Chairman of the Board of Directors, is appropriate as the Chairman of the Executive Committee has an importance role in defining the Bank's and the Group's overall direction and strategic goal and supervising and supporting management to successfully operate business as planned.

For directors' bonus for the performance in the year 2020, the Board of Directors will propose to the 2021 Annual General Meeting of Shareholders for consideration and approval so it is in accordance with the actual performance of the Board of Directors and operating results of the Bank.

Remarks	Executive directors, who receive monthly salary as employees from the Bank or Group companies, shall not receive monthly remuneration, attendance fee and bonus as directors of the Bank.
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**For consideration of Agenda No 6 : To consider and appoint auditors and fix their remuneration for the year 2020**

Pursuant to the Public Limited Companies Act and the Bank's Articles of Association Articles 36 (5) and 39, which state that the Annual General Meeting of Shareholders shall appoint auditors and consider the remuneration of the auditors every year. In this regards, the Board of Directors at a meeting no. 2/2563 held on February 27, 2020 has approved a proposal of the Audit Committee to propose to the Annual General Meeting of Shareholders the appointment of auditor from PricewaterhouseCoopers ABAS Ltd. ("PwC") as the auditor of the Bank for the year 2020. The proposed auditors are namely:

<u>Name</u>	<u>Certified Public Accountant</u> <u>Registration Number</u>	<u>No. of Years Auditing</u> <u>for the Bank</u>
Ms. Sakuna Yamsakul	4906	3
Mr. Boonlert Kamolchanokkul	5339	-
Ms. Sinsiri Thangsombat	7352	-

The Board of Directors has considered the auditors' qualifications and performance in the past year and views that the auditors of PwC possess independency along with sound knowledge, understanding and expertise for auditing the commercial banking business and the capital market business. Furthermore, since 2019 the auditors of PwC has been advising and assisting the Bank to prepare for the TFRS9 which has been effective since January 1, 2020. One of the auditors above can audit and express an opinion on the Bank's financial statements. In the case where the above-mentioned auditors are unable to perform their tasks, PwC will designate another of its certified public accountants to perform the tasks in their place.

The above-mentioned auditors of PwC have been approved by the Securities and Exchange Commission and the Bank of Thailand.

Moreover, the three auditors mentioned above and PwC have no relationship or transaction that can generate conflict of interest with the Bank, its subsidiaries, management, major shareholders or related parties.

For the auditor's remuneration for the year 2020, the Board of Directors has agreed with the proposal of the Audit Committee to propose to the General Meeting of Shareholders to approve the audit fee at Baht 9,827,000.

The Audit Committee and the Board of Directors have considered and opined that the proposed audit fee for the year 2020, amounting to Baht 9,827,000 which decreases by Baht 314,250 or 3.1% comparing to the last year, is appropriate. Other audit fees that may additionally incur shall be under discretion of the management as deemed appropriate.


Moreover, PwC is the auditor of ten subsidiaries of the Bank as follows:

(Unit: Baht)

Audit Fee for Subsidiaries	2020	2019	Changes as Compared to 2019
1. Phatra Capital Public Company Limited	869,300	897,460	-28,160
2. Phatra Securities Public Company Limited	2,988,500	3,105,540	-117,040
3. Phatra Asset Management Company Limited	614,300	602,830	11,470
4. Phatra Equity Market Neutral Asia Pacific Fund	0	1,081,910	-1,081,910
5. Asia Recovery Fund 1	160,030	160,080	-50
6. Asia Recovery Fund 2	274,335	274,410	-75
7. Asia Recovery Fund 3	274,335	274,410	-75
8. Thai Restructuring Fund	331,480	331,590	-110
9. Bangkok Capital Fund	617,240	617,470	-230
10. Gamma Capital Fund	502,940	503,100	-160
11. KKP Tower Company Limited	642,525	663,810	-21,285
<b>Total</b>	<b>7,274,985</b>	<b>8,512,611</b>	<b>-1,237,625</b>

For the auditor's remuneration in the previous year, the Bank and its subsidiaries paid the audit fee totaling Baht 16.29 million and the non-audit fee for other services totaling Baht 151,271 to PwC. Moreover, the Bank and its subsidiaries have to pay non-audit fee for other services, which are not yet completed in the previous accounting year, to PwC totaling Baht 523,521.


Name and profile of auditor (1)

Name-surname:	Ms. Sakuna Yamsakul	
Business status:	Assurance Partner	
Education:	Institution :                                      Thammasat University Degree and major :                              Bachelor of Accounting (2 <sup>nd</sup> Class Honors)	
Professional member:	<ul style="list-style-type: none"> <li>- Certified Public Accountants</li> <li>- Federation of Accounting Professions</li> <li>- Subcommittee of Ethics under Federation of Accounting Professions</li> </ul>	
Relevant experiences and expertise:	<ul style="list-style-type: none"> <li>- More than 27 years of working experience in financial services and industrial practices, specializing in the banking and capital markets</li> <li>- Having extensive experience in providing audit and business advisory services to a wide range of local and multinational clients. Ms. Sakuna has been actively involved in due diligence, acquisition process and special assignments.</li> <li>- Actively involving in due diligence, acquisition process and special assignments</li> <li>- Being one of team members for the Bank of Thailand's project to develop the guidance and standards on securities borrowing and lending and on the structured notes. Her experience with regulators, especially the Bank of Thailand, has provided her with a strong understanding of the regulatory environment in the region and in particular the issues facing developing markets in Thailand.</li> <li>- Being a guest lecturer in IFRS Accounting to PwC clients</li> </ul>	

Name and profile of auditor (2)


Name-surname:	Mr. Boonlert Kamolchanokkul	
Business status:	Assurance Partner	
Education:	<p>Institution : Association of Chartered Certified Accountants, UK</p> <p>Degree and major : Advanced Diploma in Accounting</p> <p>Institution : Association of Accounting Technicians</p> <p>London Chamber of Commerce, UK</p> <p>Degree and major : Diploma in Higher Accounting</p> <p>Institution : Association of Accounting Technicians</p> <p>London Chamber of Commerce, UK</p> <p>Degree and major : Diploma in Accounting</p> <p>Institution : Heriot-Watt University, UK</p> <p>Degree and major : Master of Business Administration</p> <p>Institution : De Montfort University, UK</p> <p>Degree and major : Bachelor of Arts (1<sup>st</sup> Class Honors), Accounting and Finance</p>	
Professional member:	<ul style="list-style-type: none"> <li>- Certified Public Accountants</li> <li>- Federation of Accounting Professions</li> <li>- Association of Chartered Certified Accountants (ACCA), UK</li> <li>- Association of Accounting Technicians (AAT), UK</li> <li>- CPA Australia</li> <li>- Institute of Internal Auditors (IIA), U.S.</li> </ul>	
Relevant experiences and expertise:	<ul style="list-style-type: none"> <li>- More than 26 years of working experience in financial services and industrial practices, specializing in treasury and derivative products</li> <li>- Provided technical advice on accounting issues within the context of Thai and International accounting standards</li> <li>- Instructed both in-house and public seminars on foreign exchange accounting, accounting for financial instruments, financial derivatives and treasury risks and controls, recent development in financial reporting standards, etc.</li> </ul>	

Name and profile of auditor (3)

Name-surname:	Ms. Sinsiri Thangsombat	
Business status:	Assurance Partner	
Education:	<p>Institution :                      Thammasat University</p> <p>Degree and major :                Master of Business Administration</p> <p>Institution :                      Thammasat University</p> <p>Degree and major :                Bachelor of Accounting (1<sup>st</sup> Class Honors) English Program</p>	
Professional member:	<ul style="list-style-type: none"> <li>- Certified Public Accountants</li> <li>- Federation of Accounting Professions</li> </ul>	
Relevant experiences and expertise:	<ul style="list-style-type: none"> <li>- More than 20 years of working experience in financial services and industrial practices, specializing in treasury and derivative products</li> <li>- Extensive experience in providing audit and business advisory services to a wide range of local and multinational clients</li> <li>- Provided technical advice on accounting issues within the context of International Financial Reporting Standards (IFRS9, IAS32 and IFRS7), particularly on financial instruments and derivatives to financial institutions both local and overseas</li> <li>- Instructed both in-house and public seminars on foreign exchange accounting, accounting for financial instruments, financial derivatives and treasury risks and controls, recent development in financial reporting standards, etc.</li> <li>- Previously a member of the Subcommittee of the Monitoring the Development IFRS, Federation of Accounting Professions under the Royal Patronage of His Majesty the King</li> <li>- PwC's representative to work closely with IFRS team from the Bank of Thailand and Thai Banker Association (via IFRS Club) on the adoption of IFRS in Thai banking and capital markets environment</li> </ul>	



## Names and profiles of independent directors proposed by the Banks to serve as proxies for shareholders (1)

Name-surname:	Mrs. Dayana Bunnag	
Present position:	Independent Director Chairperson of the Audit Committee	
Age:	68 years	
Nationality:	Thai	
Education:	- Master of Business Administration University of Texas, Austin, U.S.A.  - Bachelor of Economics (2 <sup>nd</sup> Class Honors) Chulalongkorn University	
Director training programs:	<ul style="list-style-type: none"><li>- Bangkok Sustainable Banking Forum 2019: An Industry Wake - up call Bank of Thailand</li><li>- Risk Management Program for Corporate Leaders (RCL 17/2019) Thai Institute of Directors Association</li><li>- IT Governance and Cyber Resilience Program (ITG 10/2019) Thai Institute of Directors Association</li><li>- Audit Committee Forum “Upcoming Financial Reporting Standards (TFRS 9, 15 and 16) : Major Changes of Financial Reporting” (2018) KPMG in Thailand</li><li>- Bangkok Fin Tech Fair 2018 : SME and Consumer Financial Solutions Bank of Thailand</li><li>- Seminar : Cyber Resilience Leadership (2017) Bank of Thailand</li><li>- Independent Director Forum 2017 “Updated COSO Enterprise Risk Management : Integrating with Strategy and Performance” Thai Institute of Directors Association</li><li>- Advance Audit Committee Program (AACP 25/2017) Thai Institute of Directors Association</li><li>- Director Certification Program Update (DCPU 5/2015) Thai Institute of Directors Association</li><li>- Corporate Governance for Capital Market Intermediaries (CGI 4/2015) Thai Institute of Directors Association</li><li>- Role of the Nomination and Governance Committee (RNG 4/2013) Thai Institute of Directors Association</li></ul>	

Director training programs (continued):	<div>- Top Executive Program (Class 11/2011) Capital Market Academy</div> <div>- Role of the Compensation Committee (RCC 11/2010) Thai Institute of Directors Association</div> <div>- Director Certification Program (DCP 2/2000) Thai Institute of Directors Association</div> <div>- Fund Manager Course (Course 1/1996 , Refresher Course 7/2005, Refresher Course 11 (2/2007) and Refresher Course 15 (2/2009)) Association of Investment Management Companies</div>		
Date of appointment as director:	April 23, 2015		
Years as director:	5 years and 3 months		
KK shareholding: (As of April 13, 2020)	None (KKP shareholding is included share numbers of spouse and minor children)		
Positions held in other listed companies:	None		
Positions held in non-listed companies:	<div><u>4 entities</u></div> <div><div>2018 - present</div><div>Director</div><div>Eduvision Company Limited</div></div> <div><div>2014 - present</div><div>Chairperson of the Audit Committee</div><div>Ocean Life Insurance Public Company Limited</div></div> <div><div>2012 - present</div><div>Independent Director</div><div>Ocean Life Insurance Public Company Limited</div></div> <div><div>2012 - present</div><div>Advisor to the President Vice Chairperson of the Executive Committee</div><div>Bangkok University</div></div> <div><div>2005 - present</div><div>Director (Authorized Director)</div><div>Buranburi Security Guard Company Limited</div></div>		
Positions held in a competing business/ related business that may cause conflict of interest:	None		
Working experiences:	<div><div>2015 - 2018</div><div>Member of the Investment Sub-committee</div><div>National Savings Fund</div></div> <div><div>2012 - 2017</div><div>Member of the Committee on Consideration of Guidelines for Investment of Insurance Companies in Other Businesses</div><div>Office of Insurance Commission</div></div>		

Working experiences (continued):	2012 - 2017	Member of the Committee on Consideration of Draft Insurance Commission Declarations	Office of Insurance Commission
	Feb. - Apr. 2016	Director of the Pension Integration Committee	Ministry of Finance
	2015 - 2016	Director Member of the Audit Committee	Metropolitan Electricity Authority
	Jul. - Nov. 2014	Director Member of the Audit Committee	Metropolitan Electricity Authority
	2009 - 2014	Member of the Capital Market Advisory Board	The Securities and Exchange Commission
	2010 - 2014	Chairperson of the Disciplinary Committee on Capital Market Personnel	The Securities and Exchange Commission
	2012 - 2013	Chairperson of the Sub-committee on Consideration of Rules Concerning Issuance and Offering of Debts and Sukuk	The Securities and Exchange Commission
	2012 - 2013	Chairperson of the Sub-committee on Consideration of Rules Concerning Issuance and Offering of Derivatives, Structured Notes and Complex Products	The Securities and Exchange Commission
	2010 - 2013	Working Group for Consideration of SRO Approval Criteria	The Securities and Exchange Commission
	2010 - 2012	Chairperson of the Sub-committee on Consideration of Draft Notifications Concerning Issuance and Offering of Debts	The Securities and Exchange Commission
	2010 - 2012	Chairperson of the Sub-committee on Consideration of Rules Concerning Issuance and Offering of Sukuk	The Securities and Exchange Commission
	2010 - 2012	Chairperson of the Sub-committee on Consideration of Draft Notifications Concerning Issuance and Offering of Equities and Management of Securities Issuing Companies	The Securities and Exchange Commission

Working experiences (continued):	2010 - 2012	Chairperson of the Sub-committee on Consideration of Draft Notification Concerning Issuance and Offering of Derivatives and Structured Notes	The Securities and Exchange Commission
	2010 - 2012	Director	Ocean Life Insurance Company Limited
	2007 - 2010	Managing Director	Ocean Life Insurance Company Limited
	2006 - 2010	Chairperson of the Disciplinary Committee	The Securities and Exchange Commission
	2008 - 2009	Advisory Committee on Best Practices for Director Compensation	Thai Institute of Directors Association
	2000 - 2002	Director	The Stock Exchange of Thailand
	1994 - 1996	Association President	Association of Investment Management Companies
	1992 - 2006	Managing Director	Kasikorn Asset Management Company Limited
	1977 - 1992	Vice Managing Director	PhatraThanakit Finance and Securities Company Limited
Special conflict of interest against any agenda that is different from other directors:	None		
Attendance at 2019 meetings:	Board of Directors' meetings		11 out of 11
	Audit Committee's meetings		11 out of 11
	2019 Annual General Meeting of Shareholders		1 out of 1

Nature of Relationships	
<b>KKP shares held:</b> - Number of shares (share) - % of total shares with voting rights	None None
<b>Has he/ she had the following relationships with the Bank, its subsidiaries, affiliates or a juristic person that could be in conflict with the Bank at present or in the past two years?</b> (1) A director participating in management of work, employee or an advisor with regular salary	No
(2) A professional service provider (e.g. auditor, legal advisor)	No
(3) A business relationship that might be prejudicial to independently performing the function of directorship (e.g. buying and selling of raw materials/ products/ services or lending and borrowing money); state the value of transaction, if entered into	None

## Names and profiles of independent directors proposed by the Banks to serve as proxies for shareholders (2)

Name-surname:	Mr. Chet Pattrakornkul	
Present position:	Independent Director Chairman of the Compliance and Governance Committee Member of the Audit Committee Member of the Nomination and Remuneration Committee	
Age:	72 years	
Nationality:	Thai	
Education:	<ul style="list-style-type: none"> <li>- Master's in Marketing (Certificate Program) Thammasart University</li> <li>- Bachelor of Science (Public Administration) Ramkhamhaeng University</li> </ul>	
Director training programs:	<ul style="list-style-type: none"> <li>- Bangkok Sustainable Banking Forum 2019: An Industry Wake - up call Bank of Thailand</li> <li>- Cyber Resilience Leadership Workshop "Mission in Action" (2019) Bank of Thailand</li> <li>- IT Governance and Cyber Resilience Program (ITG 9/2018) Thai Institute of Directors Association</li> <li>- Seminar : Director Briefing (1/2018) "Start Less, Finish More: Building Strategic Agility with Objectives and Key Results" Thai Institute of Directors Association</li> <li>- Bangkok Fin Tech Fair 2018 : SME and Consumer Financial Solutions Bank of Thailand</li> <li>- Seminar: IOD Director Briefing 1/2018 "Burning Issues Directors Need to Hear in the Year of the Dog" Thai Institute of Directors Association</li> <li>- Seminar : Cyber Resilience Leadership (2017) Bank of Thailand</li> <li>- Independent Director Forum 2017 "Updated COSO Enterprise Risk Management : Integrating with Strategy and Performance" Thai Institute of Directors Association</li> <li>- Boards that Make a Difference (BMD 4/2017) Thai Institute of Directors Association</li> <li>- Forum for Director : Nomination Committee Best Practice Guideline (1/2017) Thai Institute of Directors Association</li> </ul>	

<p>Director training programs (continued):</p>	<ul style="list-style-type: none"> <li>- Audit Committee Forum : The Audit Committee's Role in Compliance and Ethical Culture Oversight (1/2017) Thai Institute of Directors Association</li> <li>- Forum for Director : Corporate Governance Code (2016) Thai Institute of Directors Association</li> <li>- Corporate Governance for Capital Market Intermediaries (CGI 10/2015) Thai Institute of Directors Association</li> <li>- CG Forum 1/2015 "CG in Substance Corporate Culture and CG Principles" The Stock Exchange of Thailand</li> <li>- Director Certification Program Update (DCPU 1/2014) Thai Institute of Directors Association</li> <li>- Financial Institutions Governance Program (FGP 2013) Thai Institute of Directors Association</li> <li>- CG Forum 4/2013 "The Updated COSO's 2013 Integrated Internal Control : What the Board and Managements Should Do" Thai Institute of Directors Association</li> <li>- The 2<sup>nd</sup> National Director Conference 2013 "Board Leadership Evolution" Thai Institute of Directors Association</li> <li>- Role of the Nomination and Governance Committee (RNG 1/2011) Thai Institute of Directors Association</li> <li>- Financial Institutes Reform in Thailand from Present to the Future (2010) Thai Institute of Directors Association</li> <li>- Economy After the Crisis (2010) Thai Institute of Directors Association</li> <li>- The Board's Role on Fraud Prevention and Detection (2010) Thai Institute of Directors Association</li> <li>- Monitoring the System of Internal Control and Risk Management (MIR 5/2009) Thai Institute of Directors Association</li> <li>- Monitoring of the Quality of Financial Reporting (MFR 7/2009) Thai Institute of Directors Association</li> <li>- Monitoring Fraud Risk Management (MFM 1/2009) Thai Institute of Directors Association</li> <li>- Board and Director Performance Evaluation (R-WS Workshop 2/2008) Thai Institute of Directors Association</li> <li>- Corporate Governance Report of Thai Listed Companies (2007) Thai Listed Companies Association</li> </ul>
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Director training programs (continued):	<div>- Monitoring the Internal Audit Function (MIA 1/2007) Thai Institute of Directors Association</div> <div>- Audit Committee Program (ACP 17/2007) Thai Institute of Directors Association</div> <div>- Role of the Compensation Committee (RCC 1/2006) Thai Institute of Directors Association</div> <div>- DCP Refresher Course (3/2006) Thai Institute of Directors Association</div> <div>- Director Certification Program (DCP 9/2001) Thai Institute of Directors Association</div>		
Date of appointment as director:	April 7, 2005		
Years as director:	15 years and 4 months		
KKP shareholding: (As of April 13, 2020)	50,000 shares equaling to 0.01% of the total shares with voting rights (KKP shareholding includes share numbers of spouse and minor children.)		
Positions held in other listed companies:	None		
Positions held in non-listed companies:	<u>1 entity</u> 2005 - present                      Advisor                      Thai Hire-Purchase Association		
Positions held in a competing business/ related business that may cause conflict of interest:	None		
Working experiences:	<div>2005 - 2006                      Director                      Kiatnakin Bank Public Company Limited</div> <div>Apr - Oct. 2005                      Director                      Kiatnakin Finance Public Company Limited</div> <div>2004 - 2005                      Head of Consumer Lending Group                      Kiatnakin Finance Public Company Limited</div> <div>2003 - 2004                      Director                      Thai Hire-Purchase Association</div> <div>2002 - 2004                      Managing Director                      Kiatnakin Finance Public Company Limited</div> <div>   Consumer Lending Group</div> <div>2001 - 2004                      Director                      Kiatnakin Finance Public Company Limited</div> <div>2000 - 2002                      Director                      Thai Hire-Purchase Association</div> <div>2000 - 2002                      Assistant Managing Director                      Kiatnakin Finance Public Company Limited</div>		

Working experiences: (continued):	Apr. - Oct. 2000	Managing Director	Rattanatun Finance Public Company Limited
	1998 - 1999	Assistant Managing Director, Consumer Lending	Kiatnakin Finance and Securities Public Company Limited
	1998 - 1998	Director, Assets Realization Division	Financial Sector Restructuring Authority
	1992 - 1997	Assistant Managing Director	Thana One Finance and Securities Company Limited
	1989 - 1991	Vice President of Operation	Finance One Company Limited
	1970 - 1988	Manager, Retail Banking	Chase Manhattan Bank
Special conflict of interest against any agenda that is different from other directors:	None		
Attendance at 2019 meetings:	Board of Directors' meetings		11 out of 11
	Audit Committee's meetings		11 out of 11
	Nomination and Remuneration Committee's meetings		7 out of 7
	Compliance and Governance Committee's meetings		6 out of 6
	2019 Annual General Meeting of Shareholders		1 out of 1

Nature of Relationships	
KKP shares held:	
- Number of shares (share)	50,000
- % of total shares with voting rights	0.01
Has he/ she had the following relationships with the Bank, its subsidiaries, affiliates or a juristic person that could be in conflict with the Bank at present or in the past two years?	
(1) A director participating in management of work, employee or an advisor with regular salary	No
(2) A professional service provider (e.g. auditor, legal advisor)	No
(3) A business relationship that might be prejudicial to independently performing the function of directorship (e.g. buying and selling of raw materials/ products/ services or lending and borrowing money); state the value of transaction, if entered into	None



## Guidelines for registration, proxy, documents or evidence required for attending the shareholders' meeting, voting and vote counting

The policy of the Board of the Stock Exchange of Thailand, dated on February 19, 1999, relating to good practices for holding of the shareholders' meeting, aims at establishing guidelines for listed companies to follow. This will create confidence among shareholders, investors and all related parties, improve transparency and fairness, and benefit shareholders. The Bank thus views it is appropriate to specify the procedures for attending the shareholders' meetings, so that shareholders are informed and can implement as follows:

### 1. Registration for shareholders' meetings

- 1.1 Shareholders can register from 08.00 hrs. onwards on Friday, August 7, 2020 at the Grand Ballroom, Grand Hyatt Erawan Bangkok Hotel, no. 494 Rajdamri Road, Phatumwan District, Bangkok 10330 (as map shown in the attachment 10).
- 1.2 Shareholders or proxies (if any) have to sign their names when registering and when voting, using the Bank's registration and voting forms.
- 1.3 The Bank uses the barcode system for registration. Please bring with you the documents, which have been bar-coded and delivered to you along with the notice of this meeting.

### 2. Appointment of proxy

If a shareholder is unable to attend the shareholders' meeting in person, he/ she can appoint a proxy to attend and vote in his/ her place. For granting proxy, the Bank has sent to shareholders the proxy form B (attachment 11), which is the format specified by the Registrar of Public Companies. This form is detailed and clear, and enables the shareholder to appoint another person or one of the Bank's directors (proposed by the Bank), to act as proxy, to attend the shareholders' meeting, and to vote on the shareholder's behalf. Profiles of independent directors proposed by the Bank to serve as proxies for shareholders are shown in the attachment 6.

Shareholders, who would like to appoint a general proxy, can use the proxy form A, or in the case of foreign shareholders, who have appointed a custodian in Thailand, they can use the proxy form C, which can be downloaded from the Bank's website (<http://www.kiatnakinphatra.com>).

#### 2.1 The shareholder appoints another person as proxy holder to attend and vote at the meeting.

- (1) The shareholder (proxy grantor) shall appoint only one proxy holder to attend and vote at the meeting. He/ she may not split shares and appoint more than one proxy holder in order to split votes.
- (2) The shareholder (proxy grantor) fills in the details clearly and completely as required in the attached proxy form, and signs it. The proxy holder also signs his/ her name in the signature space for proxy.

- (3) The proxy holder brings the proxy form filled in as indicated in (2) above and hands it over to the Bank's staff at the meeting registration desk prior to entering the meeting hall.

## 2.2 The shareholder appoints the Bank's independent director as proxy holder to attend and vote at the meeting.

- (1) The shareholder (proxy grantor) specifies the Bank's independent director to be his/ her proxy holder from the list below:

- |                          |  |              |
|--------------------------|--|--------------|
| - Mrs. Dayana Bunnag     | Independent Director and<br>Chairperson of the Audit Committee   | Age 68 years |
| Residing at:             | No. 8/34, Soi Vibhavadi 17,<br>Vibhavadi Rangsit Road,<br>Chatuchak District, Bangkok 10900  |              |
| - Mr. Chet Pattrakornkul | Independent Director,<br>Chairman of the Compliance and Governance<br>Committee, Member of the Audit Committee and<br>Member of the Nomination and Remuneration<br>Committee | Age 72 years |
| Residing at:             | No. 21, Soi Sathityutthakarn 1, Tiwanon 48 Road,<br>Thasai Sub-district, Muang District,<br>Nonthaburi 11000   |              |

- (2) The shareholder (proxy grantor) fills in the required details, signs the proxy form and delivers it to the Bank's staff in advance of the meeting.

## 3. Documents or evidence shareholders or their proxy holders must bring and hand over prior to entering the meeting hall

Before attending the shareholders' meeting, attendees must bring and hand over the following documents to the Bank's staff handling registration so that they can verify the identity and rights of the shareholders or proxies:

### 3.1 For individual shareholders

- (1) If the shareholder attends the meeting in person, he/ she has to present the valid identification document containing his/ her photograph issued by a government department or agency. This can be a personal identification card, government official identification card, driving license or passport.
- (2) In the case of the shareholder appointing a proxy holder to attend the meeting, these are required:

- (a) The proxy form, which is attached to the notice of this meeting, filled in completely and clearly, signed by the proxy grantor and the proxy holder, with a duty stamp of Baht 20 affixed
- (b) A photocopy of a valid identification document of the shareholder (proxy grantor) containing his/ her photograph, issued by a government department or agency, certified by the shareholder as true copy
- (c) A valid identification document of the proxy holder containing his/ her photograph, issued by a government department or agency. This can be a personal identification card, government official identification card, driving license or passport.

### 3.2 For shareholders who are juristic persons

(1) In the case which a representative of shareholder who is a juristic person attends the meeting in person, these are required:

- (a) A valid identification document of the representative of the juristic person shareholder issued by a government department or agency containing his/ her photograph. This can be a personal identification card, government official identification card, driving license or passport.
- (b) A photocopy of a certificate of registration of the juristic person shareholder, which is issued by the Ministry of Commerce or relevant agency within six months and certified true copy by the representative of the juristic person shareholder, must also be presented. The photocopied certificate of registration must also include a statement showing that such representative is authorized to legally act on behalf of the juristic person shareholder.

(2) In the case which the juristic person shareholder appoints a proxy holder to attend the meeting, these are required:

- (a) The proxy form, which is attached to the notice of this meeting, filled in completely and clearly, signed by both the representative of the juristic person shareholder appointing a proxy, and by the proxy holder, with a duty stamp of Baht 20 affixed
- (b) A photocopy of a certificate of registration of the juristic person shareholder, which is issued by the Ministry of Commerce or relevant agency within six months and certified true copy by the representative of the juristic person shareholder, must also be presented. The photocopied certificate of registration must also include a statement showing that such representative is authorized to legally act on behalf of the juristic person shareholder.
- (c) A valid identification document of the proxy holder containing his/ her photograph, issued by a government department or agency. This can be a personal identification card, government official identification card, driving license or passport.

### 3.3 For shareholders who are not Thai citizens or are juristic persons established in accordance with the law of a foreign country

No. 3.1 and no. 3.2 stated above can be applied, mutatis mutandis, to the cases of shareholders or attendees who are not Thai citizens, and who are juristic persons established under foreign law, provided that following regulations are followed:

- (a) The document certifying the identity of the juristic person which is issued by a government department or agency of the country where the juristic person is based and contains details of the name of the juristic person, the persons authorized to sign on the juristic person's behalf, any restrictions pertaining to such authorized signatures and the address of the head office of the juristic person.
- (b) Any original document not written in English must be submitted together with the English translated version. And the representative of the foreign juristic person must certify the correctness of the translation.

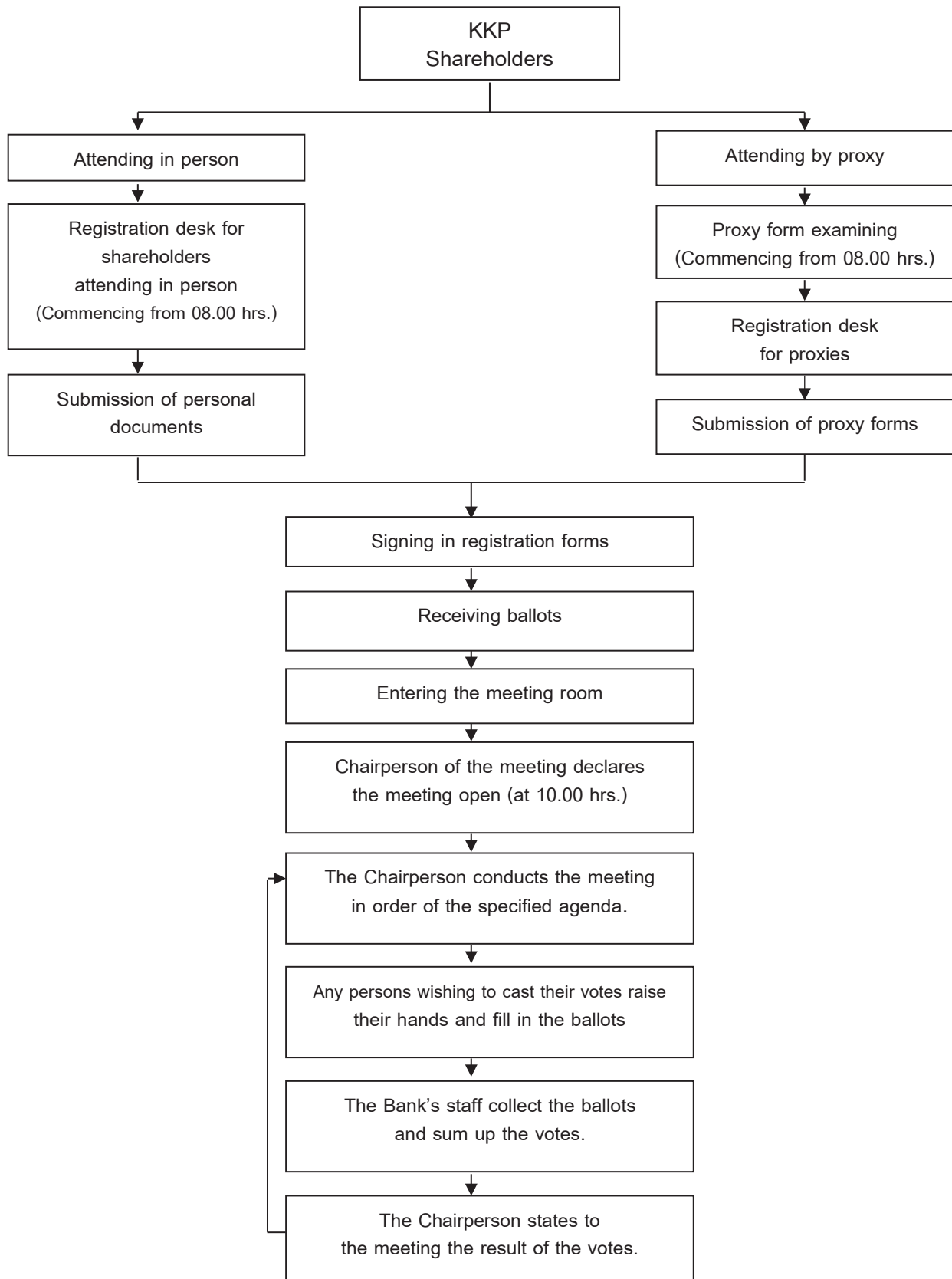
## 4. Voting and informing of voting results

In the shareholders' meeting, when considering each agenda item, the Bank will use the principle of the number of shares present at the latest count. When shareholders have finished their consideration of an agenda item and voted, the Chairperson of the meeting will inform the meeting of the voting results for that agenda item.

In casting votes, shareholders attending the meeting in person and proxy holders (including the case where the filled-in proxy letter does not state or states unclearly a request to vote for the proxy) are able to vote according to the number of shares held. For each agenda item, when votes are cast, either by the shareholder attending the meeting in person or by his/ her proxy, these votes are counted and added to the votes cast by the Bank's directors who have been granted proxy status by the shareholders, and the votes of proxy holders who have voted at the time of registration for the meeting and recorded by the Bank's staff. Total votes counted after deliberation of each agenda item is then sent to the Chairperson of the meeting. He/ she will then announce the results of the voting, that is, the number of votes for, against and abstained and voided cards with regard to the resolution proposed.

Steps to be followed in attending the Annual General Meeting of the Shareholders of  
Kiatnakin Bank Public Company Limited

Friday, August 7, 2020



## The Bank's Articles of Association relevant to the shareholders' meeting

### GENERAL

- Article 1**      These Articles of Association shall be referred to as the Articles of Association of Kiatnakin Bank Public Company Limited.
- Article 2**      The term "Company" used in these Articles of Association shall mean the Kiatnakin Bank Public Company Limited.
- Article 3**      Any amendment or correction of these Articles of Association or in the Memorandum of Association shall require a resolution of the general meeting of shareholders.

### MEETINGS OF SHAREHOLDERS

- Article 30**      Meetings of shareholders are held at the location the Company's headquarters is seated or nearby provinces or any other place stipulated by the Board of Directors.
- Article 31**      The shareholders' meeting must be held at least once every year. It is called the "General Meeting" and must be held within four months following the end of the Company's accounting year. Other shareholders' meetings are called the "Extraordinary Meeting".
- The Board of Directors will call any extraordinary meeting as they deem appropriate or when one or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold may, by subscribing their names, make a written request to the Board of Directors to call an extraordinary meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days from the date of receipt of such request from the shareholders.
- In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the aggregate number of shares as required may call such meeting within forty-five days from the expiration date of the period under paragraph two. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph three is not formed according to Article 33, the shareholders as prescribed under paragraph three shall be jointly responsible to the Company for expenses arising from holding such meeting.

**Article 32** The Board of Directors must issue the invitation of each shareholders' meeting that mentions the venue, the date and time, the meeting agenda, and the issues to be proposed including proper details. The said invitation must also mention as to whether an issue is proposed for acknowledgement, approval or consideration and the opinions of the Board of the Directors on each issue must be included. The invitation must be sent to the shareholders and the registrar at least seven days prior to the meeting date.

At least three days before the meeting date, the said invitation must be advertised in the newspaper for three consecutive days.

**Article 33** The shareholders' meeting must be attended by at least twenty-five shareholders and proxies (if there is any) or at least a half of the entire shareholders and their combined shares must not be less than one-third of the whole sold shares. That is the quorum requirement.

In case of the elapsing of one hour of the shareholders' meeting coupled with the failure of the shareholders to adhere to the stipulated quorum requirement, if that shareholders' meeting has been summoned by the request of the shareholders, that meeting is to be cancelled. But if that meeting has not been called by the request of the shareholders, a new one is to be arranged and the invitation must be sent to shareholders at least seven days prior to the meeting date. The next meeting needs not abide by the quorum mandate.

**Article 34** In the shareholders' meeting, any shareholder can authorize a proxy to vote for him/ her. Not more than one proxy in the format designated by the registrar of the public limited company can be made and the proxy for such a purpose can be one person only, regardless of the number of shares the authorizer owns.

The delegation of powers requires the signature of the authorizer on the proxy, of which the format is stipulated by the registrar of the public limited company. A proxy must contain the following issues at the least:

- a) The number of shares that authorizer is holding,
- b) The name of the proxy,
- c) The ordinal number of the meeting to be attended and to cast the vote by the proxy.

A proxy must be submitted to the Chairperson of the Board of Directors or the person he has designated before the proxy attends such a meeting.

**Article 35** In any shareholders' meeting, all shareholders can cast one vote for each share held by the shareholder.

In case that any shareholder has special interest in one particular issue, he is banned from the voting in that issue except the voting to select the Board of Directors.

Any voting or any approval giving towards any issue in the shareholders' meeting must be obtained via the major votes of the attending shareholders who are eligible to vote.

This exempts the following cases, in which the major votes must not be less than three-fourths of the entire votes of the attending and eligible voters:

- a) Selling or transferring the entire business or a certain partial important business of the Company to another person,
- b) Purchasing or the receipt of the transferred business of any other public or private company.
- c) The making, correcting, or terminating of any contract of the out-lease of the entire business or a certain important business of the Company, the authorization for any other person to manage the businesses of the Company or the business merging with that of any other person under the objectives of profit and loss sharing.

**Article 36** The businesses annual shareholders' meeting is required to do:

- (1) Consider the report of the Board of Directors that is proposed to the meeting regarding the Company's business in the previous year.
- (2) Consider and approve the financial statements.
- (3) Consider and allocate profits.
- (4) Elect the directors replacing those retired by rotation.
- (5) Appoint the account auditor.
- (6) Consider any other business.

**Article 37** In any shareholders' meeting, the Chairperson of the Board of Directors is the Chairperson of such a meeting. In case of his/ her absence or his/ her unavailability to perform such a task, the Vice Chairperson of the Board of Directors, if present, will work in his place, but if the said Vice Chairperson is absent or cannot do so, the meeting can elect any shareholder to be the said Chairperson.



## DIRECTORS AND THEIR AUTHORITIES

- Article 14** The Company has a Board of Directors consisting of at least five directors, by allowing the shareholders' meeting to consider the election for appointment of the directors and let the Board of Directors elect a director from members of the Board of Directors themselves to be the Chairperson of the Board of Directors and they may elect a Deputy Chairperson, Managing Director or other positions as they may think fit. The Board of Directors of the Company not less than half of the total number of directors must have residence in the kingdom.
- Article 15** At the meeting of the shareholders, the shareholders shall elect directors under the criteria and methods as follows:
- (1) One shareholder has one vote equal to one share per one vote.
  - (2) Each shareholder shall use all the votes that they have under (1) to elect a person or many persons to be director (s), but the votes cannot be divided for any persons more or less.
  - (3) Persons who gain maximum votes, in descending order of votes gained, shall be the elected directors equal to the number of the desired directors or should be elected at that time. In case the persons are elected in the descending order having the same votes but exceeding the desired number of the directors to be appointed or should be elected at that time, the Chairperson shall be the person making final vote thereof.
- Article 16** Pension and remuneration shall be awarded to the directors depending on resolution of the shareholders' meeting.
- Article 17** Persons who are the directors of the Company are not necessary be the shareholders of the Company.
- Article 18** At every annual ordinary shareholders' meeting, there will be at least one-third of the said rate of the directors to be retired from the positions, if the number of directors cannot be divided into three equal parts, a number of directors closest to one-third will retire from their posts.
- The Directors who shall retire from the posts in the first year and the second year after registration of the Company can be made by lot, who will be retired from the posts. As for the year after that the directors who have been in the office for the longest period of time are to retire from the post of directors, who may be re-elected to be in the office.

**Article 24** The Board of Directors takes responsibility in administration of all activities of the Company and are empowered to proceed under the provision of law, the Company's objectives and the Articles of Association and resolution of the shareholders' meeting and are empowered to perform any acts as specified in the Memorandum of Association or that is relevant to the case as such.

The Board of Directors may assign one person or several persons to perform any one work in place of the directors.

To commit and bind the Company, two empowered directors are required to jointly sign with the affix the Company's seal. The Board of Directors may designate name list of the directors who are empowered to subscribe and bind the Company.

#### ACCOUNT AUDIT

**Article 38** The annual shareholders' meeting must appoint an account auditor. The recently discharged account auditor can be reappointed.

**Article 39** The account auditor will receive the remuneration as stipulated by the shareholders' meeting.

**Article 41** The account auditor must attend any shareholders' meeting that takes into consideration the financial statements and the loss and profit accounts including the accounting problems of the Company so that he can clarify details of the account auditing to the shareholders, and the Company is required to submit the Company's reports and documents the shareholders are legitimate to receive in such a meeting to the account auditor.

#### DIVIDENDS AND RESERVES

**Article 44** Any dividend payment must be announced under the resolution of the shareholders' meeting or the resolution of the Board of Directors in case of interim dividend payment. The dividend payment must be announced to shareholders as a letter and advertised in newspaper. The actual payment will be made within one month from the said resolution issuance.

**Article 45** The Board of Directors can pay interim dividend periodically once it appears to the Board of Directors that the Company has recorded profit sufficient to pay the dividend. When that is paid, the next shareholders' meeting must be acknowledged so.

**Article 46** The dividend must be paid in proportion to the number of shares at the equal amount for each except stipulated otherwise for preference shares.

**Article 47** The Company must allocate, as the reserve, not less than five percent of the annual net profit less by the accumulated loss (if there is any) until the reserve is not less than ten percent of the registered capital.

Besides the said reserves, the Board of Directors may propose to the shareholders' meeting to issue a resolution for the allocation of other reserves as deemed appropriate for the Company's business operations.

At the end of the first half of the accounting period and the said financial statements have been audited by the authorized account auditor, the Board of Directors can allocate the recorded net profit to capital funds commencing on the first date of the accounting period of the second half of that year.

The Board of Directors can report that to the next shareholders' meeting.

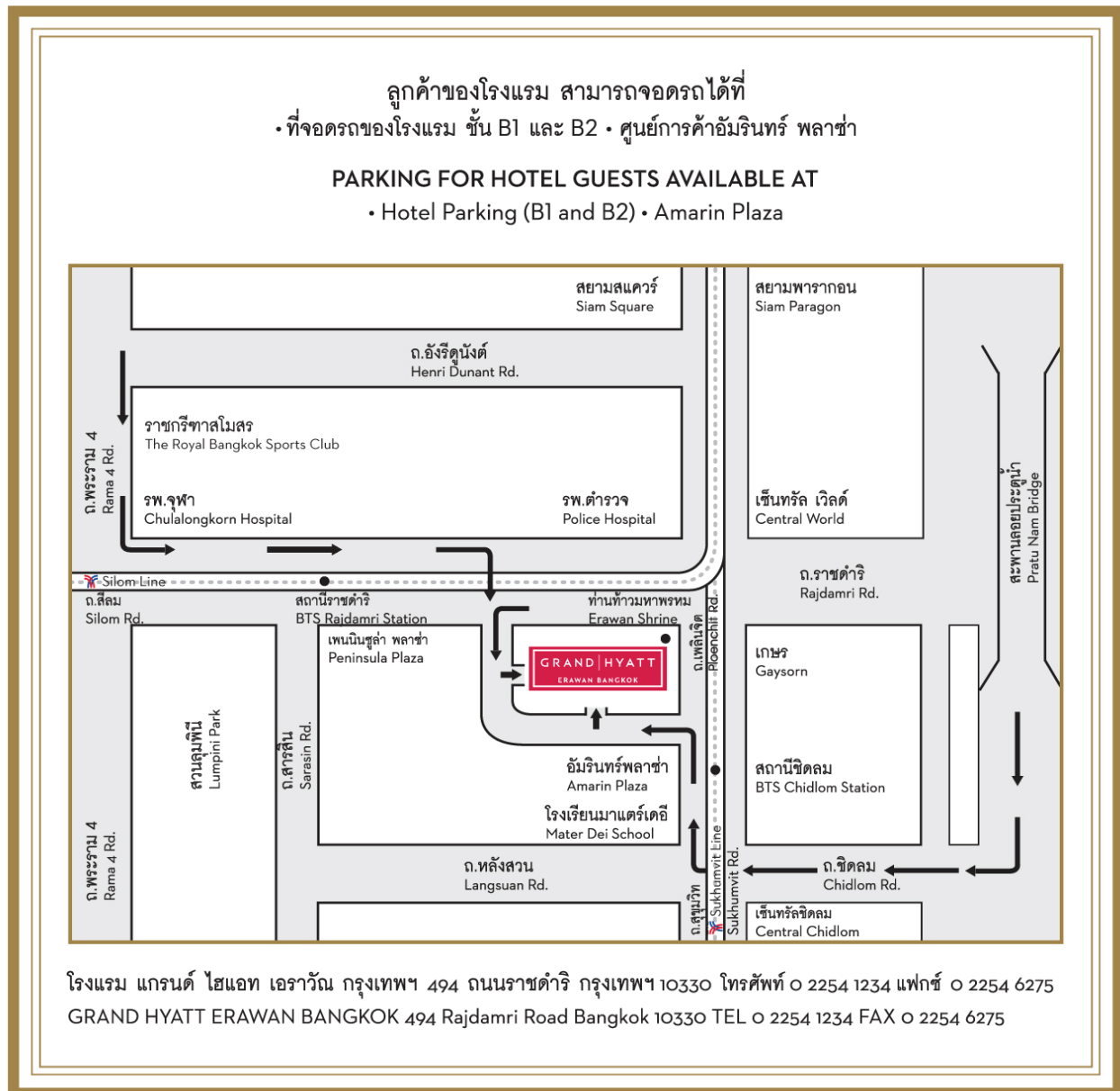
#### ADDITIONAL ISSUES

**Article 56** The seal of the Company shall have the following appearance.



### Map of the meeting venue

The Grand Ballroom, Grand Hyatt Erawan Bangkok Hotel  
 No. 494, Rajdamri Road, Phatumwan District, Bangkok 10330  
 Telephone: 0-2254-1234



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