

Notice of the
2018 Annual General Meeting of Shareholders
Tuesday, April 24, 2018



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[Translation]

SorNorGor. 7/2561

March 15, 2018

Subject: Invitation to the 2018 Annual General Meeting of Shareholders

To: Shareholders of Kiatnakin Bank Public Company Limited

- Attachments:
1. The Bank's 2017 annual report (CD-ROM)
 2. Names and profiles of directors who are retired by rotation and nominated to be re-elected as directors for another term
 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. Information on the issuance and offering of debentures
 7. Information on the amendment of Article 31 of the Bank's Articles of Association
 8. Profiles of independent directors proposed by the Bank to serve as proxies for shareholders
 9. Guidelines for registration, proxy, documents or evidence required for attending the shareholders' meeting, voting and vote counting
 10. Steps to be followed in attending the shareholders' meeting
 11. The Bank's Articles of Association relevant to the shareholders' meeting
 12. Map of the meeting venue
 13. Proxy form B
 14. Registration form (to bring along for registration process)
 15. 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 2018 Annual General Meeting of Shareholders which will be held on Tuesday, April 24, 2018 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 2017

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 2017, which will be presented at the meeting.

Agenda No. 2 To consider and approve the financial statements for the year ended December 31, 2017

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, 2017, which are shown in the Bank's 2017 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 245,087,993,478	Baht 259,335,244,184
Total liabilities	Baht 205,925,886,369	Baht 217,787,011,628
Total revenues	Baht 13,851,326,897	Baht 16,297,854,188
Net profit *	Baht 5,076,298,137	Baht 5,736,868,968
Earnings per share	Baht 6.00	Baht 6.78

**Attributable to the Bank's shareholders*

Agenda No. 3 To consider and approve the allocation of profit and dividend payment for the year 2017

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 result of 2017, the Bank attained the net profit (attributable to the Bank's shareholders) from the separated and the consolidated financial statements of Baht 5,076,298,137 and Baht 5,736,868,968 respectively. The Board of Directors is of the opinion that the shareholders' meeting should consider and approve paying dividend for the year 2017 to shareholders at the rate of Baht 5.00 per share, totaling Baht 4,233,669,945 (calculated from 846,751,109 shares as of February 22, 2018), representing 83.40% of the net profit from the separated financial statements or 73.80% of the net profit from the consolidated financial statements for the year 2017.

The Bank has paid an interim dividend for the operation in the first six months of 2017 to shareholders at Baht 2.00 per share, totaling Baht 1,693,416,618, on September 22, 2017 according to the resolution of the Board of Directors' meeting no. 8/2560 dated on August 24, 2017. Therefore, if this shareholders' meeting approves the proposed dividend, the amount of Baht 3.00 per share remains to be paid to shareholders. The Bank set the record date on which shareholders have the right to receive dividend on May 3, 2018 and the dividend payment will be made on May 21, 2018.

In proposing the dividend payment at the above-mentioned rate, the Bank has considered on its performance, reserve level and capital adequacy to support the business plans, risks as well as pre- and post-impacts from such a given dividend payment. Moreover, the Bank has taken into account the ability to gradually increase its 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. This is in line with the Bank's dividend payment policy.

The dividend will be paid from the net profit and retained earnings subject to the corporate income tax of 20%, for which an individual shareholder will be able to claim a tax credit in accordance with Section 47 bis of the Revenue Code.

Table shows a comparison between the dividend payout for the years 2016 and 2017.

<u>Details</u>	2016	2017
1. Net profit from the Bank's consolidated financial statements ⁽¹⁾ (Baht)	5,546,725,216	5,736,868,968
2. No. of shares (Share)		
2.1 No. of shares entitled to interim dividend	846,744,609	846,708,309
2.2 No. of shares entitled to annual dividend	846,741,209	846,751,109 ⁽²⁾
3. Dividend paid per share (Baht)		
3.1 Interim dividend	2.00	2.00
3.2 Annual dividend	6.00	5.00
4. Total dividend paid (Baht)	5,080,454,054	4,233,669,945
5. Dividend payout ratio (%)	91.59	73.80

(1) *Attributable to the Bank's shareholders*

(2) *Number of shares as of February 22, 2018*

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 resign 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, 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 resign from the post of directors, who may be re-elected to be in the office. 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 2018 Annual General Meeting of Shareholders, four directors shall be retired by rotation. The director, who has been in the office for the longest period, is Mr.Veravat Chutichetpong, an independent director. Whilst, four directors, who have been in the office for the second longest period, are as follows:

- | | | |
|---------------|--------------|----------------------|
| 1. Mrs.Dayana | Bunnag | Independent Director |
| 2. Mr.Pongtep | Polanun | Independent Director |
| 3. Mr.Tamin | Chirasoonton | Director |
| 4. Mr.Banyong | Pongpanich | Director |

Therefore, the Bank drew lots and four directors, who shall be retired by rotation in the 2018 Annual General Meeting of Shareholders, are as follows:

- | | | |
|---------------|---------------|----------------------|
| 1. Mr.Veravat | Chutichetpong | Independent Director |
| 2. Mr.Pongtep | Polanun | Independent Director |
| 3. Mr.Tamin | Chirasoonton | Director |
| 4. Mr.Banyong | Pongpanich | 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 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 applied for the Bank. They have knowledge, competencies and experiences in the Bank's related business operations; have performed their duties with accountability and integrity; and have contributed greatly to the operations of the Bank throughout their term. The Nomination and Remuneration Committee has also considered a director pool and has not yet found any substitute. Thus, the shareholders' meeting should re-elect the retiring directors for another term.

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

- | | | |
|---------------|--------------|----------------------|
| 1. Mr.Supol | Wattanavekin | Chairman |
| 2. Mrs.Dayana | Bunnag | Independent Director |

3.	Mr.Chet	Pattrakornkul	Independent Director
4.	Mr.Pongtep	Polanun	Independent Director
5.	Mr.Veravat	Chutichetpong	Independent Director
6.	Mr.Tarnin	Chirasoonton	Director
7.	Mr.Suraphol	Kulsiri	Director
8.	Mr.Suvit	Mapaisansin	Director
9.	Prof.Dr.Anya	Khanthavit	Director
10.	Mr.Banyong	Pongpanich	Director
11.	Ms.Thitinan	Wattanavekin	Director
12.	Mr.Aphinant	Klewpatinond	Director

The directors, who are retired by rotation and proposed to be re-elected for another term, 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 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 Bank and 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 2017 for eleven directors, who are not employees of the Bank or companies in the Kiatnakin Phatra Financial Group ("the Group"), in the total of Baht 19,031,510.

The shareholders' meeting should also approve the remuneration for directors, who are not employees of the Bank or companies in the Group, for the year 2018 (excluding directors' bonus) in the total of not exceeding Baht 30 million. Such remuneration consists of monthly remuneration, attendance fees, remuneration for advisors of sub-committees paid to Chairman

of the Board of Directors and Chairman of the Executive Committee and other general benefits, such as group life and health insurances.

The directors' bonus for the year 2018 will be proposed to the 2019 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 result of the Bank.

Executive directors, who receive monthly salary as employees from the Bank or companies in the Group, 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 2018

Purpose and Reason:

Article 36 (5) and 39 of the Bank's Articles of Association specifies 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 2018 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 2018 at Baht 8,621,470, which increases 10.9% from the previous year of Baht 7,771,000. The Board of Directors and the Audit Committee are of the opinion that such remuneration rate is appropriate for the Bank's businesses and number of transactions.

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 issuance and offering of debentures

Purpose and Reason:

Section 145 of the Public Limited Companies Act B.E.2535 (as amended) and Article 48 of the Bank's Articles of Association stipulates that the borrowing by the Bank by mean of issuing

debentures for offer and sale to the public must comply with the laws governing securities and exchange. The resolution approving the issuance and offering of debentures must be passed by not less than three-fourths (3/4) of the total votes of shareholders attending the meeting and having the right to vote.

Opinion of the Board:

The offering of debentures is one of the Bank's main funding methods. It offers a lower average cost comparing with other funding methods. At the present, the debenture is a well-known instrument among investors and the issuance and offering of debentures can be proceeded quite comfortable and in time for any market circumstances.

The Board of Directors views that the shareholders' meeting should approve the issuance and offering of debentures in all types and forms having the term of not exceeding fifteen years with the total outstanding of the principle amount at any time not exceeding Baht 100,000,000,000 or other currencies in equivalent to support and prepare for the funding strategies which would be increased in the future. In addition, the shareholders' meeting should authorize the Board of Directors or a person or a group of persons designated by the Board of Directors to determine the details with regard to the debentures including all of the related processes of the issuance and offering of debentures on each tranche.

(Information on the issuance and offering of debentures is shown in the [attachment 6.](#))

Agenda No. 8

To consider and approve the amendment of Article 31 of the Bank's Articles of Association

Purpose and Reason:

To be in line with Section 100 of the Public Limited Companies Act B.E.2535, which is amended according to the order of the Head of the National Council for Peace and Order no. 21/2560

Opinion of the Board:

The shareholders' meeting should approve the amendment of Article 31 of the Bank's Articles of Association to be in line with Section 100 of the Public Limited Companies Act B.E.2535, which is amended according to the order of the Head of the National Council for Peace and Order no. 21/2560.

(Information on the amendment of Article 31 of the Bank's Articles of Association is shown in the [attachment 7.](#))

Agenda No. 9

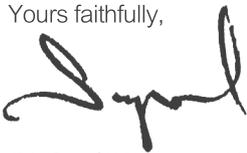
Other matter (if any)

The Bank has fixed the record date on which shareholders had the right to attend the 2018 Annual General Meeting of Shareholders on March 9, 2018. 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 8 to attend the meeting and vote in their place, please fill in the proxy form attached herewith (attachment 13) 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 March 23, 2018 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 or fax no. 0-2680-3977 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 0-2680-3970-1

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

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

Name-surname:	Mr.Veravat Chutichetpong			
Type of director proposed for election:	Independent Director			
Present position:	Independent Director Member of the Audit Committee Chairman of the Nomination and Remuneration Committee			
Age:	57 years			
Nationality:	Thai			
Education:	- Master of Business Administration (Finance) New York University, U.S.A. - BE in Civil Engineering Chulalongkorn University			
Director training programs:	- Seminar : Cyber Resilience Leadership (2017) Bank of Thailand - Corporate Governance for Capital Market Intermediaries (CGI 15/2016) Thai Institute of Directors Association - Director Accreditation Program (DAP 40/2005) Thai Institute of Directors Association			
Date of appointment as director:	November 30, 2016			
Years as director:	1 year and 5 months			
KK shareholding: (As of December 31, 2017)	1,029,739 shares, equaling to 0.12% 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> 2016 - present Director Central Pattana Public Company Member of the Audit Committee Limited			
Positions held in non-listed companies:	<u>2 entities</u> 2014 - present Chairman of the Board of Aksorn Education Public Company Directors Limited 2010 - present Director* Alpha Absolute Company Limited			
Positions held in a competing business/ related business that may cause conflict of interest:	None			
Working experiences:	2012 - 2013 Director Kiatnakin Bank Public Company Limited 2010 - 2016 Independent Director Phatra Capital Public Company Limited			

Working experiences (continued):	2010 - 2016	Director Chairman of the Audit Committee	Phatra Securities Public Company Limited
	2002 - 2010	Executive Director	Merrill Lynch Phatra Securities Company Limited/ Phatra Securities Public Company Limited
	1998 - 2002	Chief Executive Officer	Merrill Lynch Phatra Securities Company Limited
Attendance at 2017 meetings:	Board of Directors' meetings		11 out of 11
	Audit Committee's meetings		7 out of 7 ^{/1}
	Nomination and Remuneration Committee's meetings		3 out of 3 ^{/1}
	2017 Annual General Meeting of Shareholders		1 out of 1
Director nomination criteria:	The Board of Directors has considered the Nomination and Remuneration Committee's recommendation and agreed that Mr.Veravat Chutichetpong is a qualified director in accordance with related laws and has been granted approval from the relevant regulator.		

Nature of Relationships	
KKP shares held:	
- Number of shares (share)	1,029,739
- % of total shares with voting rights	0.12
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	No

* Authorized Director

^{/1} Appointed as member of the Audit Committee and Chairman of the Nomination and Remuneration Committee effective from May 1, 2017

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

Name-surname:	Mr.Pongtep Polanun								
Type of director proposed for election:	Independent Director								
Present position:	Independent Director								
Age:	63 years								
Nationality:	Thai								
Education:	<ul style="list-style-type: none"> - Master of Business Administration (Business Management) Sasin Graduate Institute of Business Administration of Chulalongkorn University - Master of Economics (Financial Economics) The National Institute of Development Administration - Bachelor of Economics Thammasat University 								
Director training programs:	<ul style="list-style-type: none"> - Seminar : Cyber Resilience Leadership (2017) Bank of Thailand - Director Accreditation Program (DAP 36/2005) Thai Institute of Directors Association 								
Date of appointment as director:	April 26, 2012								
Years as director:	6 years								
KK shareholding: (As of December 31, 2017)	488 shares, equaling to 0.00% of the total shares with voting rights (KKP shareholding includes shares of spouse and minor children.)								
Positions held in other listed companies:	<p><u>1 entity</u></p> <table border="0" style="width: 100%;"> <tr> <td style="width: 20%;">2016 - present</td> <td style="width: 40%;">Chairman of the Nomination and Remuneration Committee</td> <td style="width: 40%;">Advanced Information Technology Public Company Limited</td> </tr> <tr> <td>2003 - present</td> <td>Vice Chairman of the Board of Directors Independent Director Member of the Audit Committee</td> <td>Advanced Information Technology Public Company Limited</td> </tr> </table>			2016 - present	Chairman of the Nomination and Remuneration Committee	Advanced Information Technology Public Company Limited	2003 - present	Vice Chairman of the Board of Directors Independent Director Member of the Audit Committee	Advanced Information Technology Public Company Limited
2016 - present	Chairman of the Nomination and Remuneration Committee	Advanced Information Technology Public Company Limited							
2003 - present	Vice Chairman of the Board of Directors Independent Director Member of the Audit Committee	Advanced Information Technology Public Company Limited							
Positions held in non-listed companies:	<p><u>1 entity</u></p> <table border="0" style="width: 100%;"> <tr> <td style="width: 20%;">2007- present</td> <td style="width: 40%;">Director*</td> <td style="width: 40%;">K S P Square Company Limited</td> </tr> </table>			2007- present	Director*	K S P Square Company Limited			
2007- present	Director*	K S P Square Company Limited							
Positions held in a competing business / related business that may cause conflict of interest:	None								
Working experiences:	<table border="0" style="width: 100%;"> <tr> <td style="width: 20%;">2013 - 2014</td> <td style="width: 40%;">Advisor to Managing Director</td> <td style="width: 40%;">Muang Thai Insurance Public Company Limited</td> </tr> </table>			2013 - 2014	Advisor to Managing Director	Muang Thai Insurance Public Company Limited			
2013 - 2014	Advisor to Managing Director	Muang Thai Insurance Public Company Limited							

Working experiences (continued):	2010 - 2012	Independent Director Member of the Audit Committee	Phatra Capital Public Company Limited
	2010 - 2012	Chairman of the Board of Directors	Krung Thai IBJ Leasing Company Limited
	2003 - 2012	Independent Director Member of the Audit Committee	Phatra Securities Public Company Limited
	2000 - 2012	Advisor to Managing Director	The Royal Ceramic Industry Public Company Limited
	2010 - 2011	Director	Krung Thai Bank Public Company Limited
	2010 - 2011	Advisor to Managing Director	Muang Thai Insurance Public Company Limited
	2009 - 2010	Independent Director	Phatra Leasing Public Company Limited
Attendance at 2017 meetings:	Board of Directors' meetings		11 out of 11
	2017 Annual General Meeting of Shareholders		1 out of 1
Director nomination criteria:	The Board of Directors has considered the Nomination and Remuneration Committee's recommendation and agreed that Mr.Pongtep Polanan is a qualified director in accordance with related laws and has been granted approval from the relevant regulator.		

Nature of Relationships	
KKP shares held:	
- Number of shares (share)	488
- % of total shares with voting rights	0.00
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	No

* Authorized Director

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

Name-surname:	Mr.Tarnin Chirasoonton	
Type of director proposed for election:	Director	
Present position:	Director Member of the Compliance and Governance Committee	
Age:	65 years	
Nationality:	Thai	
Education:	- Bachelor of Laws Ramkhamhaeng University	
Director training programs:	<ul style="list-style-type: none"> - Seminar : Cyber Resilience Leadership (2017) Bank of Thailand - Corporate Governance for Capital Market Intermediaries (CGI 11/2016) Thai Institute of Directors Association - CG Forum 3/2015 “Risk Oversight : High Priority Roles of the Board” The Stock Exchange of Thailand - CG Forum 1/2015 “CG in Substance Corporate Culture and CG Principles” The Stock Exchange of Thailand - Director Certification Program Update (DCPU 1/2014) Thai Institute of Directors Association - Role of the Nomination and Governance Committee (RNG 1/2011) Thai Institute of Directors Association - DCP Refresher Course (5/2007) Thai Institute of Directors Association - Advanced Business Management for Executive Program (ABM Exec 2005) The Continuing Education Center, Chulalongkorn University - Public Administration Course (2003) Political Science Faculty, Thammasat University - Director Certificate Program (DCP 10/2001) Thai Institute of Directors Association - Real Estate and Skyscraper Management (1993) Faculty of Architecture, Chulalongkorn University 	
Date of appointment as director:	January 8, 1999	
Years as director:	19 years and 3 months	

KK shareholding: (As of December 31, 2017)	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:	None		
Positions held in a competing business/ related business that may cause conflict of interest:	None		
Working experiences:	2011 - 2015	Chairman of the Board of Directors	Erawan Law Office Company Limited
	2009 - 2011	Managing Director	Erawan Law Office Company Limited
	2006 - 2009	Independent Director	Kiatnakin Bank Public Company Limited
	2004 - 2006	Independent Director Chairman of the Nomination and Remuneration Committee	Kiatnakin Bank Public Company Limited
	2003 - 2004	Independent Director Member of the Nomination and Remuneration Committee	Kiatnakin Finance Public Company Limited
	2001 - 2004	Independent Director Chairman of the Audit Committee	Kiatnakin Finance Public Company Limited
	1999 - 2001	Independent Director Member of the Audit Committee	Kiatnakin Finance Public Company Limited
	1993 - 1998	Managing Director	Prof. Kamthorn Pantularp Law Office Company Limited
	1978 - 1993	Deputy Managing Director	The Dharmniti Public Company Limited
Attendance at 2017 meetings:	Board of Directors' meetings		9 out of 11
	Compliance and Governance Committee's meetings		5 out of 5
	2017 Annual General Meeting of Shareholders		1 out of 1

Director nomination criteria:	The Board of Directors has considered the Nomination and Remuneration Committee's recommendation and agreed that Mr.Tarnin Chirasoonton is a qualified director in accordance with related laws and has been granted approval from the relevant regulator.
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Positions held in other non-listed companies (continued):	2008 - present	Director*	Ruamphon Phatra International Corp.
	2007 - present	Independent Director Chairman of the Nomination and Remuneration Committee	Don Muang Tollway Public Company Limited
	2003 - present	Chairman of the Board of Directors	Phatra Securities Public Company Limited
	2002 - present	Director	Cellennium (Thailand) Company Limited
	2002 - present	Director	Squirrel (Thailand) Company Limited
	2002 - present	Director Executive Director	Mae Fah Luang Foundation under Royal Patronage
	2002 - present	Member of the Advisory Council	Sasin Graduate Institute of Business Administration of Chulalongkorn University
Positions held in a competing business/ related business that may cause conflict of interest:	None		
Working experiences:	2010 - Apr 2017	Chairman of the Nomination and Remuneration Committee	Muang Thai Insurance Public Company Limited
	2008 - Apr 2017	Independent Director	Muang Thai Insurance Public Company Limited
	2015 - 2016	Director	National Anti-Corruption Committee
	2014 - 2016	Director	State Enterprise Policy Office
	2014 - 2016	Prime Minister's Advisor	Prime Minister's Office
	2012 - 2015	Chief Executive Officer	Kiatnakin Bank Public Company Limited
	2008 - 2012	Member of the Audit Committee	Muang Thai Insurance Public Company Limited
	2004 - 2012	Independent Director	The Erawan Group Public Company Limited
	2009 - 2011	Director	Thai Airways Public Company Limited

Working experiences (continued):	<table border="0"> <tr> <td data-bbox="450 232 614 336">2008 – 2011</td> <td data-bbox="620 232 1082 336">Member of the Capital Market Development Committee</td> <td data-bbox="1088 232 1497 336">Ministry of Finance</td> </tr> <tr> <td data-bbox="450 344 614 488">2008 - 2011</td> <td data-bbox="620 344 1082 488">Member of the Sub-committee to Formulate Capital Market Development</td> <td data-bbox="1088 344 1497 488">Ministry of Finance</td> </tr> <tr> <td data-bbox="450 497 614 600">2008 - 2011</td> <td data-bbox="620 497 1082 600">Member of the Master Plan Tax Reformation Committee</td> <td data-bbox="1088 497 1497 600">Ministry of Finance</td> </tr> <tr> <td data-bbox="450 609 614 712">2008 - 2009</td> <td data-bbox="620 609 1082 712">Risk Management Director</td> <td data-bbox="1088 609 1497 712">Muang Thai Insurance Public Company Limited</td> </tr> <tr> <td data-bbox="450 721 614 801">2003 - 2008</td> <td data-bbox="620 721 1082 801">President of the Economics Association</td> <td data-bbox="1088 721 1497 801">Chulalongkorn University</td> </tr> </table>	2008 – 2011	Member of the Capital Market Development Committee	Ministry of Finance	2008 - 2011	Member of the Sub-committee to Formulate Capital Market Development	Ministry of Finance	2008 - 2011	Member of the Master Plan Tax Reformation Committee	Ministry of Finance	2008 - 2009	Risk Management Director	Muang Thai Insurance Public Company Limited	2003 - 2008	President of the Economics Association	Chulalongkorn University
2008 – 2011	Member of the Capital Market Development Committee	Ministry of Finance														
2008 - 2011	Member of the Sub-committee to Formulate Capital Market Development	Ministry of Finance														
2008 - 2011	Member of the Master Plan Tax Reformation Committee	Ministry of Finance														
2008 - 2009	Risk Management Director	Muang Thai Insurance Public Company Limited														
2003 - 2008	President of the Economics Association	Chulalongkorn University														
Attendance at 2017 meetings:	<table border="0"> <tr> <td data-bbox="450 810 1145 855">Board of Directors' meetings</td> <td data-bbox="1152 810 1497 855">10 out of 11</td> </tr> <tr> <td data-bbox="450 864 1145 909">Executive Committee's meetings</td> <td data-bbox="1152 864 1497 909">12 out of 14</td> </tr> <tr> <td data-bbox="450 918 1145 963">Risk Management Committee's meetings</td> <td data-bbox="1152 918 1497 963">6 out of 14</td> </tr> <tr> <td data-bbox="450 972 1145 990">2017 Annual General Meeting of Shareholders</td> <td data-bbox="1152 972 1497 990">1 out of 1</td> </tr> </table>	Board of Directors' meetings	10 out of 11	Executive Committee's meetings	12 out of 14	Risk Management Committee's meetings	6 out of 14	2017 Annual General Meeting of Shareholders	1 out of 1							
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2017 Annual General Meeting of Shareholders	1 out of 1															
Director nomination criteria:	<p>The Board of Directors has considered the Nomination and Remuneration Committee's recommendation and agreed that Mr.Banyong Pongpanich is a qualified director in accordance with related laws and has been granted approval from the relevant regulator.</p>															

* Authorized Director

The Bank's definition of independent director

The Bank has laid down stricter qualification requirements for independent director than the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, as follows:

- (1) Holding not more than 0.5% of the total shares with voting rights of the Bank, its parent Bank, its subsidiary, its affiliate, major shareholder or controlling person, inclusive of the shares held by related persons;
- (2) Not being or having previously been a director who takes part in the management, an employee, a staff member or advisor who receives a regular salary, or a controlling person of the Bank, its parent company, its subsidiary, its affiliate, its subsidiary at the same level, major shareholder or controlling persons unless the termination of being in such position had occurred at least two years before the appointment as the Bank's independent director. Such prohibited characteristic 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 being 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 its executives, its major shareholder, its controlling person or such other person who will be nominated to take up the position of executives or controlling persons of the Bank or its subsidiary;
- (4) Having no current or previous business relationship with the Bank, its parent company, its subsidiary, its affiliate, major shareholder or controlling person in the manner which may interfere with his or her independent discretion, not being or having 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, 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 financial assistance by borrowing or lending money, suretyship, providing assets as collateral and any other similar actions, which result in the Bank or his 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 20.00 million or more, whichever is lower;

- (5) Not being or having previously been an auditor of the Bank, its parent company, its subsidiary, its affiliate, 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, 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 being or having previously been any professional service provider including legal advisor or financial advisor who receives more than Baht 2.00 million annually from the Bank, its parent company, its subsidiary, its affiliate, major shareholder or controlling person and not being 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 being 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 undertaking any business in the same nature and in competition with the business of the Bank, its subsidiary or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares more than 1% of the total shares with voting rights of another company having its business in the same nature and in competition with the business of the Bank or its subsidiaries;
- (9) Having no characteristics that may affect the giving of independent opinions on the Bank's operations;

A person appointed as independent director, upon fulfilling the above (1) - (9) criteria, may be assigned by the Bank's Board of Directors to make decisions on the operation of the Bank, its parent company, its subsidiary, its affiliate, major shareholder or controlling person, by means of collective decision.

The Bank's definition of independent director is more stringent than that given by the Securities and Exchange Commission and the Stock Exchange of Thailand regarding shareholding. Each independent director of the Bank must not hold shares in excess of 0.5% of the total number of voting shares of the Bank or its parent company, its subsidiary, its affiliate, major shareholder, or controlling person, whilst the number of shares held by any related person of such an independent director must also be counted.

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

Reference is made to the resolution of the 2017 Annual General Meeting of Shareholders dated on April 24, 2017 approving the remuneration for directors, who are not employees of the Bank or companies in the Group, for the year 2017 in the total of not exceeding Baht 30 million (excluding directors' bonus). Such remuneration includes monthly remuneration, attendance fees for sub-committees' meetings of the Bank and companies in the Group as assigned by the Board of Directors, other general benefits such as group life and health insurances, and remuneration for the advisors to the sub-committees, which are paid to the Chairman of the Board of Directors and Chairman of the Executive Committee. For directors' bonus for the performance in the year 2017, the Board of Directors will propose to the 2018 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 result of the Bank.

In actual fact, the Bank has paid the directors' remuneration (excluding directors' bonus) for the performance in the year 2017 in the total of Baht 24,026,961.29, which is not exceeding Baht 30 million as approved by the 2017 Annual General Meeting of Shareholders.

Regarding the directors' bonus for the performance in the year 2017, the Board of Directors at a meeting no.2/2561 dated on February 22, 2018 has 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 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 Bank and the Group achieve a sustainable business operation. Thus, the Board of Directors' meeting has resolved to propose to the 2018 Annual General Meeting of Shareholders, which will be held on April 24, 2018, to approve the bonus for the performance in the year 2017 for eleven directors, who are not employees of the Bank or companies in the Group, as follows:

1.	Mr.Supol	Wattanavekin	Chairman/ Non-executive Director	Baht	3,000,000
2.	Mrs.Dayana	Bunnag	Independent Director	Baht	1,500,000
3.	Mr.Chet	Pattrakornkul	Independent Director	Baht	1,500,000
4.	Mr.Pongtep	Polanun	Independent Director	Baht	1,500,000
5.	Mr.Veravat	Chutichetpong	Independent Director	Baht	1,500,000
6.	Mr.Tarnin	Chirasoonon	Non-executive Director	Baht	1,500,000
7.	Mr.Suraphol	Kulsiri	Non-executive Director	Baht	1,500,000
8.	Mr.Suvit	Mapaisansin	Non-executive Director	Baht	1,500,000
9.	Prof.Dr.Anya	Khanthavit	Non-executive Director	Baht	1,031,510 ^{/1}

10.	Mr.Banyong Pongpanich	Executive Director ^{/2}	Baht 3,000,000
11.	Ms.Thitinan Wattanavekin	Executive Director ^{/2}	Baht 1,500,000

Remark ^{/1} The bonus amount proposed for Prof.Dr.Anya Khanthavit is calculated on his term in office as he has been appointed as the Bank's director effective from April 24, 2017.

^{/2} Mr.Banyong Pongpanich and Ms.Thitinan Wattanavekin are members of the Executive Committee but they are not employees of the Bank or companies in the Group.

The total bonus proposed for directors, who are not employees of the Bank or companies in the Group, is Baht 19,031,510.

Table shows comparison on directors' bonus.

2016	2017 (Proposed)
The directors' bonus for the performance in the year 2016 in the total of Baht 18,131,510 was proposed to be paid to the Chairman of the Board of Directors and Chairman of the Executive Committee of Baht 3,000,000 each and nine directors, who were not employees of the Bank or companies in the Group, of Baht 1,500,000 each.	The directors' bonus for the performance in the year 2017 in the total of Baht 19,031,510 is proposed to be paid to the Chairman of the Board of Directors and Chairman of the Executive Committee of Baht 3,000,000 each and nine directors, who are not employees of the Bank or companies in the Group, of Baht 1,500,000 each.

Moreover, the shareholders' meeting should approve the remuneration for directors, who are not employees of the Bank or companies in the Group, for the year 2018 in the total of not exceeding Baht 30 million (excluding the directors' bonus). Such remuneration includes monthly remuneration, attendance fees, 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 and other general benefits such as group life and health insurances as per significant details as follows:

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

- Chairman 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 three sub-committees under the supervision of the Executive Committee, namely (1) the Main Credit and Foreclosed Property Committee (2) the Assets and Liabilities Management Committee and (3) the Human Resource Management Committee.

Table shows comparison on directors' remuneration for the years 2016 - 2018.

Components of Remuneration	2018 (Proposed)		2017		2016	
	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						
- Chairman	-	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 2018 to the 2019 Annual General Meeting of Shareholders for consideration and approval.		The Board of Directors will propose the directors' bonus for the year 2017 to the 2018 Annual General Meeting of Shareholders for consideration and approval.		The Board of Directors proposed the directors' bonus for the year 2016 to the 2017 Annual General Meeting of Shareholders for consideration and approval.	

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 2018 are equal to those of the year 2017.

The Board of Directors is of the opinion that the remuneration for the Chairman, which is proposed at a higher rate than those of 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. Also, the bonus amount proposed for the Chairman of the Executive Committee, which is equal to that of 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 2018, the Board of Directors will propose to the 2019 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 result of the Bank.

- Remarks
- 1) Executive directors, who receive monthly salary as employees from the Bank or companies in the Group, shall not receive monthly remuneration, attendance fee and bonus as directors of the Bank.
 - 2) The Bank offers no other benefits to directors in particular.

For consideration of Agenda No 6 : To consider and appoint auditors and fix their remuneration for the year 2018

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. 2/2561 dated on February 22, 2018 has approved a proposal by 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 2018. 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	-
Mr.Boonlert Kamolchanokkul	5339	-
Ms.Sinsiri Thangsombat	7352	-

The main reasons are because of their independence and state of readiness on taking up the role as the Bank's and subsidiaries' external auditors. The auditors of PwC possess sound knowledge and understanding of the operations and related accounting standards relevant to the commercial banking business and the capital markets business. The above-mentioned auditors of PwC have been approved by the Securities Exchange Commission and the Bank of Thailand. 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 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 2018, the Board of Directors has agreed with the proposal of the Audit Committee to propose to the shareholders' meeting to approve the audit fee for the year 2018 at Baht 8,621,470. Details are as follows:

(Unit: Baht)

Audit Fee	2018	2017	Changes as Compared to 2017
- Audit fee for the Bank	8,621,470	7,121,000	1,500,470
- Electronic banking business audit	-	650,000	-650,000
Total	8,621,470	7,771,000	850,470

The Board of Directors has considered and opined that the proposed audit fee for the year 2018, amounting to Baht 8,621,470, which increases by Baht 850,470 or 10.9% from the previous year audit fee paid to PwC, is appropriate and consistent with the increase in the Bank's businesses and number of transactions. This is due the increase in audit fee for the Bank of Baht 1,500,470 or 21.1% as the new core banking system and enterprise resource planning (ERP) system are expected to implement in 2018 while there is a decrease in electronic banking business audit fee of Baht 650,000 since the Bank of Thailand has announced the cancellation of its notification on electronic banking business audit.

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

(Unit: Baht)

Audit Fee for Subsidiaries	2018	2017	Changes as Compared to 2017
1. Phatra Capital Public Company Limited	818,605	603,500	215,105
2. Phatra Securities Public Company Limited	2,614,725	2,599,250	15,475
3. Phatra Asset Management Company Limited	529,935	514,500	15,435
4. Phatra Asset Management (Cayman) Limited*	-	160,000	-160,000
5. Phatra Equity Market Neutral Asia Pacific Fund	1,050,394	1,019,800	30,594
6. Asia Recovery Fund 1	148,526	144,200	4,326
7. Asia Recovery Fund 2	254,616	247,200	7,416
8. Asia Recovery Fund 3	254,616	247,200	7,416
9. Thai Restructuring Fund	307,661	298,700	8,961
10. Bangkok Capital Fund	572,886	556,200	16,686
11. Gamma Capital Fund	466,796	453,200	13,596
12. CMIC Development Company Limited	705,640	588,000	117,640
Total	7,724,400	7,431,750	292,650

* As of February 22, 2018, the company has not yet started its operation.

In addition to the audit fee last year, the Bank and its subsidiaries has to pay non-audit fee for other services, which are not yet completed, to PwC totaling Baht 1.10 million.

Auditor's Profile (2)

Name-surname	Mr.Boonlert Kamolchanokkul																					
Business status	Assurance Partner																					
Education	<table border="0" style="width: 100%;"> <tr> <td style="width: 30%;">Institution :</td> <td>Association of Chartered Certified Accountants, UK</td> </tr> <tr> <td>Degree and major :</td> <td>Advanced Diploma in Accounting</td> </tr> <tr> <td>Institution :</td> <td>Association of Accounting Technicians London Chamber of Commerce, UK</td> </tr> <tr> <td>Degree and major :</td> <td>Diploma in Higher Accounting</td> </tr> <tr> <td>Institution :</td> <td>Association of Accounting Technicians London Chamber of Commerce, UK</td> </tr> <tr> <td>Degree and major :</td> <td>Diploma in Accounting</td> </tr> <tr> <td>Institution :</td> <td>Heriot-Watt University, UK</td> </tr> <tr> <td>Degree and major :</td> <td>Master of Business Administration</td> </tr> <tr> <td>Institution :</td> <td>De Montfort University, UK</td> </tr> <tr> <td>Degree and major :</td> <td>Bachelor of Arts (1st Class Honors) Accounting and Finance</td> </tr> </table>		Institution :	Association of Chartered Certified Accountants, UK	Degree and major :	Advanced Diploma in Accounting	Institution :	Association of Accounting Technicians London Chamber of Commerce, UK	Degree and major :	Diploma in Higher Accounting	Institution :	Association of Accounting Technicians London Chamber of Commerce, UK	Degree and major :	Diploma in Accounting	Institution :	Heriot-Watt University, UK	Degree and major :	Master of Business Administration	Institution :	De Montfort University, UK	Degree and major :	Bachelor of Arts (1 st Class Honors) Accounting and Finance
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Professional member	<ul style="list-style-type: none"> - Certified Public Accountants - Federation of Accounting Professions - Association of Chartered Certified Accountants (ACCA), UK - Association of Accounting Technicians (AAT), UK - CPA Australia - Institute of Internal Auditors (IIA), US 																					
Relevant experience and expertise	<ul style="list-style-type: none"> - More than 24 years of experience working in financial services and industrial practices, specializing in treasury and derivative products - Provided technical advice on accounting issues within the context of Thai and International accounting standards, particularly on financial instruments and derivatives - 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. 																					

For consideration of Agenda No 7 : To consider and approve the issuance and offering of debentures

Information on the issuance and offering of debentures

Type:	All types and forms of debentures (including, but not limited to, subordinated or unsubordinated debentures, secured or unsecured debentures, short-term or revolving short-term debentures, structured debentures, debentures having obligation imposed on debenture holders and subordinated debentures intended to qualify as tier-2 capital on a program or non-program basis), depending on market condition at such time that the debentures will be issued and offered.
Debenture holders' representative:	To appoint the debenture holders' representative in accordance with the Securities and Exchange Commission or other laws, rules and regulations with respect to the appointment of the debenture holders' representative
Total value of the debentures:	Total outstanding principal amount of debentures at any time shall not exceed Baht 100,000,000,000 (One Hundred Billion), including all debentures issued but not yet redeemed. The debentures may be issued in Baht or other currencies in equivalent amount.
Term:	Not exceeding fifteen years
Offering:	The debentures shall be offered for sale in Thailand and/ or other countries, by public offering and/ or private placement and/ or institutional investors and/ or high net worth investors and/ or specific type of investors, in whole or in full or in partial amount, in one time or in series, at the same time or other times, and/ or as a program or non-program basis, and/ or on a revolving basis. The debentures may be issued and offered separately from, in combination with, or together with other securities. The offering and sale of the debentures must comply with the notifications of the Securities and Exchange Commission and/ or other relevant notifications, rules and regulations at the time of the issuance and offering of debentures.
Redemption prior to maturity date:	The debenture holders may or may not have the right to ask for redemption of the debentures prior to the maturity date, and the Bank may or may not have the right to redeem the debentures prior to the maturity date, depending on terms and conditions of each issue of the debentures.

Details on the authorization in issuing and offering of debentures

To issue and offer the debentures each time, the Bank has to make a decision at a proper timing to get the target amount at the reasonable cost of fund. In some circumstances, the market may be volatile, so it is necessary to get a prompt decision. As a result, the shareholders' meeting should approve to authorize the Board of Directors or a person or persons designated by the Board of Directors to determine the details with regard to the debentures including all of the related process of the issuance and offering of debentures on each tranche, such as type, number of debentures, term, allocation, price per debenture, and interest rate, along with the procurement and appointment of other parties that are required by laws and rules relating to the issuance of the debentures, including designating any person to contact, negotiate, accept, sign, amend in contracts or related documents and handle all important tasks relating to the debentures. The issuance and offering of debentures shall be reported to the Board of Directors or a person or persons designated from the Board of Directors.

For consideration of Agenda No 8 : To consider and approve the amendment of Article 31 of the Bank's Articles of Association

The Public Limited Companies Act B.E.2535 (Amended by the Order of the Head of the National Council for Peace and Order No. 21/2560)	The Articles of Association of the Bank (Current)	The Draft Amendment of the Bank's Articles of Association (Proposed)
<p>Section 100</p> <p>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 general 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.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph one, 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 one. In this regard, the meeting shall be considered as the shareholders'</p>	<p>Article 31</p> <p>The shareholders' meeting must be held at least once every year. It is called the "General Meeting" and must be held within four (4) months following the end of the company's accounting year. Other shareholders' meetings are called the "Extraordinary Meeting".</p> <p>The Board of Directors will call any extraordinary meeting as they deem appropriate or when the shareholders holding an aggregate number of shares of not less than one-fifth (1/5) of the total number of shares sold or when at least twenty-five (25) shareholders holding an aggregate number of shares of not less than one-tenth (1/10) of the total number of shares sold may subscribe their names in a written request to the Board of Directors to call an extraordinary meeting. The said request must clearly specify the purpose of the meeting and the Board of Directors shall proceed to call a meeting of shareholders within one (1) month from the date of receipt of such request from the shareholders.</p>	<p>Article 31</p> <p>The shareholders' meeting must be held at least once every year. It is called the "General Meeting" and must be held within four (4) months following the end of the company's accounting year. Other shareholders' meetings are called the "Extraordinary Meeting".</p> <p>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 (10) 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 (45) days from the date of receipt of such request from the shareholders.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph</p>

The Public Limited Companies Act B.E.2535 (Amended by the Order of the Head of the National Council for Peace and Order No. 21/2560)	The Articles of Association of the Bank (Current)	The Draft Amendment of the Bank's Articles of Association (Proposed)
<p>meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.</p> <p>In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph two is not formed according to Section 103, the shareholders as prescribed under paragraph two shall be jointly responsible to the company for expenses arising from holding such meeting.</p>		<p>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 (45) 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.</p> <p>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.</p>

Note: Amendment of the Bank's Articles of Association must be supported by the resolution of the shareholders' meeting with not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote.

Profiles of independent directors proposed by the Banks to act as proxies for shareholders (1)

Name-surname:	Mrs.Dayana Bunnag	
Present position:	Independent Director Chairperson of the Audit Committee	
Age:	66 years	
Nationality:	Thai	
Education:	- Master of Business Administration University of Texas, Austin, U.S.A. - Bachelor of Economics (2 nd Class Honors) Chulalongkorn University	
Director training programs:	- Seminar : Cyber Resilience Leadership (2017) Bank of Thailand - Independent Director Forum 2017 “Updated COSO Enterprise Risk Management : Integrating with Strategy and Performance” Thai Institute of Directors Association - Advance Audit Committee Program (AAP 25/2017) Thai Institute of Directors Association - Director Certification Program Update (DCPU 5/2015) Thai Institute of Directors Association - Corporate Governance for Capital Market Intermediaries (CGI 4/2015) Thai Institute of Directors Association - Role of the Nomination and Governance Committee (RNG 4/2013) Thai Institute of Directors Association - Top Executive Program (Class 11/2011) Capital Market Academy - Role of the Compensation Committee (RCC 11/2010) Thai Institute of Directors Association - Director Certification Program (DCP 2/2000) Thai Institute of Directors Association - 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	
Date of appointment as director:	April 23, 2015	
Years as director:	3 years	
KK shareholding: (As of December 31, 2017)	None	

Positions held in other listed companies:	None		
Positions held in non-listed companies:	<u>5 entities</u>		
	2016 - present	Director of the Pension Integration Committee	Ministry of Finance
	2015 - present	Member of the Investment Sub-committee	National Savings Fund
	2014 - present	Chairperson of the Audit Committee	Ocean Life Insurance Public Company Limited
	2012 - present	Director	Ocean Life Insurance Public Company Limited
	2012 - present	Advisor to the President and Vice Chairperson of the Executive Committee	Bangkok University
	2005 - present	Director*	Buranburi Security Guard Company Limited
Positions held in a competing business/ related business that may cause conflict of interest:	None		
Working experiences:	2012 - 2017	Member of the Committee on Consideration of Guidelines for Investment of Insurance Companies in Other Businesses	Office of Insurance Commission
	2012 - 2017	Member of the Committee on Consideration of Draft Insurance Commission Declarations	Office of Insurance Commission
	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

Working experiences (continued):	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
	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	

Working experiences (continued):	1992 - 2006	Managing Director	Kasikorn Asset Management Company Limited
	1977 - 1992	Vice Managing Director	PhatraThanakit Finance and Securities Company Limited
Conflict of interest in this meeting:	Agenda No. 5 : To consider and approve the directors' remuneration		
Attendance at 2017 meetings:	Board of Directors' meetings		9 out of 11
	Audit Committee's meetings		9 out of 10
	2017 Annual General Meeting of Shareholders		- out of 1

Nature of Relationships	
KKP shares held: - Number of shares (share) - % of total shares with voting rights	None None
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	No

* Authorized Director

Profile of independent directors proposed by the Bank to act 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:	69 years	
Nationality:	Thai	
Education:	- Master's in Marketing (Certificate Program) Thammasart University - Bachelor of Science (Public Administration) Ramkhamhaeng University	
Director training programs:	- Seminar : Cyber Resilience Leadership (2017) Bank of Thailand - Independent Director Forum 2017 "Updated COSO Enterprise Risk Management : Integrating with Strategy and Performance" Thai Institute of Directors Association - Boards that Make a Difference (BMD 4/2017) Thai Institute of Directors Association - Forum for Director : Nomination Committee Best Practice Guideline (1/2017) Thai Institute of Directors Association - Audit Committee Forum : The Audit Committee's Role in Compliance and Ethical Culture Oversight (1/2017) Thai Institute of Directors Association - Forum for Director : Corporate Governance Code (2016) Thai Institute of Directors Association - Corporate Governance for Capital Market Intermediaries (CGI 10/2015) Thai Institute of Directors Association - CG Forum 1/2015 "CG in Substance Corporate Culture and CG Principles" The Stock Exchange of Thailand - Director Certification Program Update (DCPU 1/2014) Thai Institute of Directors Association - Financial Institutions Governance Program (FGP 2013) Thai Institute of Directors Association	

<p>Director training programs (continued):</p>	<ul style="list-style-type: none"> - CG Forum 4/2013 "The Updated COSO's 2013 Integrated Internal Control : What the Board and Managements Should Do" Thai Institute of Directors Association - The 2nd National Director Conference 2013 "Board Leadership Evolution" Thai Institute of Directors Association - Role of the Nomination and Governance Committee (RNG 1/2011) Thai Institute of Directors Association - Financial Institutes Reform in Thailand from Present to the Future (2010) Thai Institute of Directors Association - Economy After the Crisis (2010) Thai Institute of Directors Association - The Board's Role on Fraud Prevention and Detection (2010) Thai Institute of Directors Association - Monitoring the System of Internal Control and Risk Management (MIR 5/2009) Thai Institute of Directors Association - Monitoring of the Quality of Financial Reporting (MFR 7/2009) Thai Institute of Directors Association - Monitoring Fraud Risk Management (MFM 1/2009) Thai Institute of Directors Association - Board and Director Performance Evaluation (R-WS Workshop 2/2008) Thai Institute of Directors Association - Corporate Governance Report of Thai Listed Companies (2007) Thai Listed Companies Association - Monitoring the Internal Audit Function (MIA 1/2007) Thai Institute of Directors Association - Audit Committee Program (ACP 17/2007) Thai Institute of Directors Association - Role of the Compensation Committee (RCC 1/2006) Thai Institute of Directors Association - DCP Refresher Course (3/2006) Thai Institute of Directors Association - Director Certification Program (DCP 9/2001) Thai Institute of Directors Association
<p>Date of appointment as director:</p>	<p>April 7, 2005</p>
<p>Years as director:</p>	<p>13 years</p>

KKP shareholding: (As of December 31, 2017)	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:	2005 – 2006	Director	Kiatnakin Bank Public Company Limited
	2003 - 2004	Director	Thai Hire-Purchase Association
	Apr - Oct 2005	Director	Kiatnakin Finance Public Company Limited
	2004 - 2005	Head of Consumer Lending Group	Kiatnakin Finance Public Company Limited
	2002 - 2004	Managing Director, Consumer Lending Group	Kiatnakin Finance Public Company Limited
	2001 - 2004	Director	Kiatnakin Finance Public Company Limited
	2000 - 2002	Director	Thai Hire-Purchase Association
	2000 - 2002	Assistant Managing Director	Kiatnakin Finance Public Company Limited
	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
Conflict of interest in this meeting:	Agenda No. 5 : To consider and approve the directors' remuneration		
Attendance at 2017 meetings:	Board of Directors' meetings	11 out of 11	
	Audit Committee's meetings	10 out of 10	

Attendance at 2017 meetings (continued):	Nomination and Remuneration Committee's meetings	6 out of 6
	Compliance and Governance Committee's meetings	5 out of 5
	2017 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	No

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 Tuesday, April 24, 2018 at the Grand Ballroom, Grand Hyatt Erawan Bangkok Hotel, no. 494 Rajdamri Road, Phatumwan District, Bangkok 10330 (as map shown in the attachment 12).
- 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 13), 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 8.

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 director to be his/ her proxy holder from the list below:

- | | | |
|-------------------------|---|--------------|
| - Mrs.Dayana Bunnag | Independent Director and
Chairperson of the Audit Committee | Age 66 years |
| Residing at: | No. 8/34, Soi Vibhavadi 17, Vibhavadi Rangsit Road,
Chatuchak Sub-district, Chatuchak District,
Bangkok 10900 | |
| - Mr.Chet Pattrakornkul | Independent Director,
Chairman of the Compliance and Governance Committee,
Member of the Audit Committee and Member of the
Nomination and Remuneration Committee | Age 69 years |
| Residing at: | No. 21, Soi Sathiyutthakarn 1, Tiwanon 48 Road,
Thasai Sub-district, Muang District,
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 can be issued by a government department or agency of the country where the juristic person is based, or by an official of the juristic person. The document must contain details of the name of the juristic person, the persons authorized to sign on the juristic person's behalf, and any restrictions pertaining to such authorized signatures. The document must also state 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.

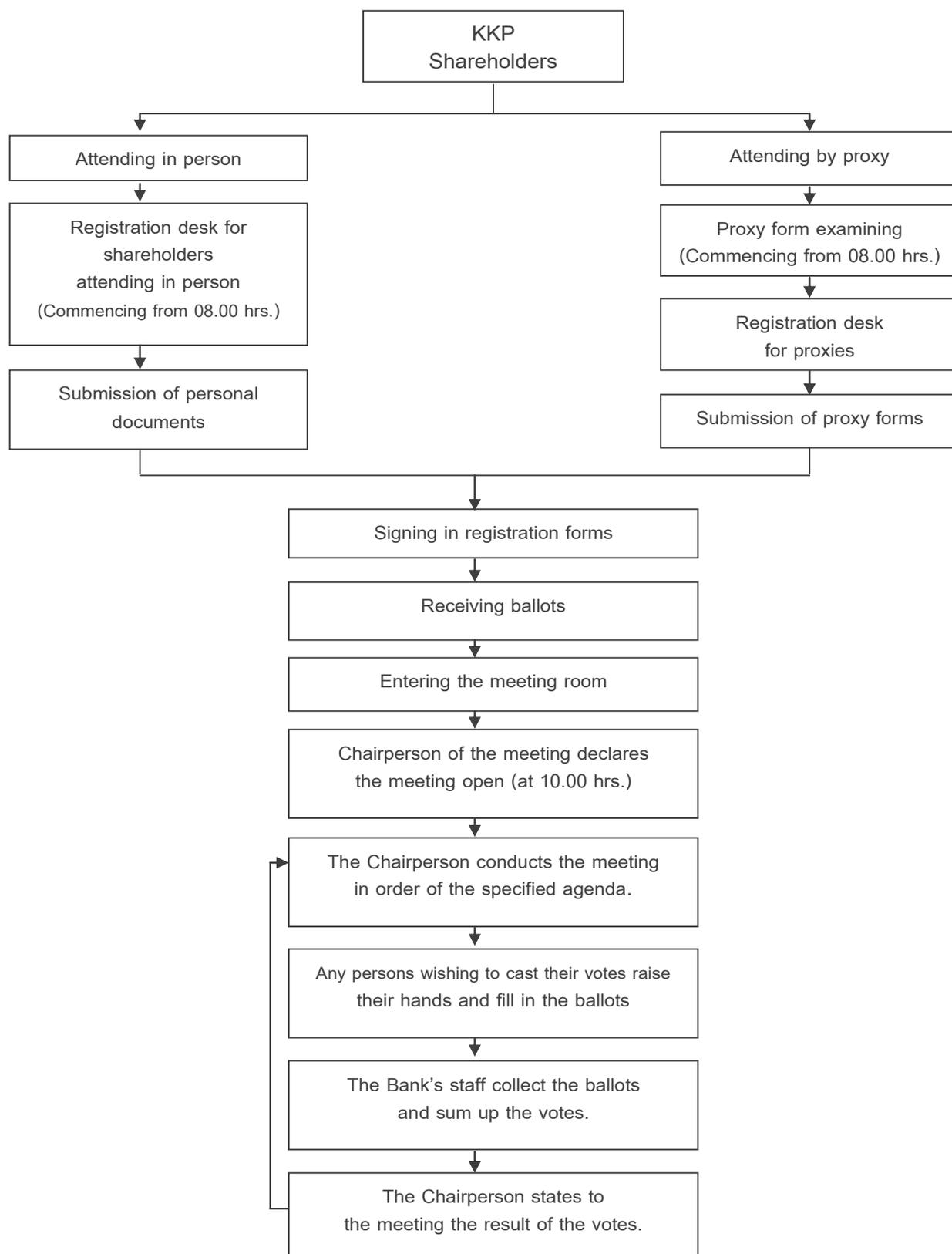
4. Voting and informing of voting results

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

Tuesday, April 24, 2018



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

Article 2 The term "Company" used in these Articles of Association shall mean the Kiatnakin Bank Public Company Limited.

MEETINGS OF SHAREHOLDERS

Article 30 Meetings of shareholders are held at the location the company's headquarters is stated 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 the shareholders holding an aggregate number of shares of not less than one-fifth of the total number of shares sold or when at least twenty-five shareholders holding an aggregate number of shares of not less than one-tenth of the total number of shares sold may subscribe their names in a written request to the Board of Directors to call an extraordinary meeting. The said request must clearly specify the purpose of the meeting and the Board of Directors shall proceed to call a meeting of shareholders within one month from the date of receipt of such request from the shareholders.

Article 32 The Board of Directors must issue the invitation of each shareholders' meeting detailing the venue, the date and time, the meeting agenda, and the issues to be proposed with 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 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.

If the meeting is summoned by the request of the shareholders and the quorum requirement is not met within one hour, the meeting is to be cancelled. But if that meeting is not summoned 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 authorized to 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, in the format stipulated by the registrar of the public limited company. A proxy must contain at least the following details:

- a) The number of shares the 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 designated person before the proxy attends such a meeting.

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

Any shareholder with a conflict of interest in certain issue will be prohibited to vote for that particular issue. However, the voting right for nomination of directors for the Board remains intact.

All resolutions or approval for any agenda must have a majority vote from eligible shareholders presented at the shareholders' meeting, except for the following issues where three-fourths of the votes are needed:

- a) Selling or transferring the entire business or a certain partial important business of the company to another person,
- b) Acquiring or taking transfer of business from any other public or private company.
- c) Engage, amend or cancel the leasing contract 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 merging the business with that of any other person with the objectives of profit and loss sharing.

Article 36 Activities that should take place in the shareholders' meeting are as follows:

- (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) A person who gained 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 equal 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 do not necessarily be the shareholders of the Company.

Article 18 At every annual ordinary shareholders' meeting, there will be at least one-third 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 determined 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.

Article 24 The Board of Directors take 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 other relevant documents.

The Board of Directors may assign one person or several persons to perform any task on behalf of the directors.

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

AUDIT PROCEDURE

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.

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 by a written notice and announced in the 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 any) until the reserve is not less than ten percent of the registered capital.

Besides the said reserve, 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 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.

DEBENTURES

Article 48 The Company can borrow by issuing debentures, which are to be sold to the public, under the securities and exchange act.

The resolution approving the issuance of debentures as prescribed in the first paragraph must be passed by not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote.

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

ลูกค้าของโรงแรม สามารถจอดรถได้ที่
 • ที่จอดรถของโรงแรม ชั้น B1 และ B2 • ศูนย์การค้าอัมรินทร์ พลาซ่า

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 GRAND HYATT ERAWAN BANGKOK 494 Rajdamri Road Bangkok 10330 TEL 0 2254 1234 FAX 0 2254 6275

เคล็ด(ไม่)ลับ

เตรียมตัวเข้าประชุมผู้ถือหุ้น

ก่อนการประชุมผู้ถือหุ้น

- ศึกษาวาระการประชุม และเตรียมประเด็นคำถาม เป็นประโยชน์ต่อการพัฒนาบริษัท



- เตรียมเอกสารเพื่อแสดงตน และศึกษาเส้นทางสถานที่ วันเวลาที่ประชุม



- เสนอวาระ รายชื่อกรรมการ หรือส่งคำถามล่วงหน้าตามขั้นตอน ของบริษัท



- หากเข้าประชุมไม่ได้ ควรมอบฉันทะ ให้บุคคลอื่นหรือกรรมการอิสระ ควรส่งเอกสารก่อนวันประชุม พร้อมติดอากรแสตมป์

วันประชุมผู้ถือหุ้น

- ไม่เรียกร้องรับของชำร่วย เพราะเป็นต้นทุนของบริษัท และเพื่อสร้างความเท่าเทียมกัน ของผู้ถือหุ้น



- ถามคำถามตามวาระการประชุม และเปิดโอกาสให้ผู้อื่นได้ถามด้วย
- ใช้ถ้อยคำสุภาพ
- มีส่วนร่วม ปกป้องสิทธิของตน เพื่อให้การประชุมเป็นไปอย่าง เรียบร้อย ประหยัดเวลา



- ศึกษาการลงมติ ในแต่ละวาระให้เข้าใจ

- ลงคะแนนเสียงตามที่ เห็นสมควรอย่างเป็นอิสระ



หลังการประชุมผู้ถือหุ้น

- ติดตามการแจ้งมติผ่านข่าว ตลก. ภายในวันถัดไปว่าถูกต้องตามที่ประชุม (www.set.or.th, SETapplication, www.settrade.com)



- ติดตามรายงานการประชุมผ่าน website ของบริษัท ว่าบันทึกไว้สอดคล้องกับการประชุม

- ติดตามว่าบริษัทได้ดำเนินการ ตามมติที่ประชุมผู้ถือหุ้นหรือไม่



