

[Translation]

**Notice of the 2024 Annual General Meeting of Shareholders
Friday, April 19, 2024, at 10:00 a.m.**

via electronic means, in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), and other relevant laws and regulations



SorNorGor. 3/2567

March 18, 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

To: Shareholders of Kiatnakin Phatra Bank Public Company Limited

- Attachments:
1. The Bank's 2023 annual registration statement/annual report (Form 56-1 One Report) (QR Code) and barcode for registration (to attach with the request for attending the shareholders' meeting via electronic means)
 2. Names and profiles of directors who will retire by rotation and are nominated to be re-elected as directors for another term
 3. The Bank's definition of an 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 amendments to the Bank's Articles of Association
 8. Names and profiles of independent directors proposed by the Bank to serve as proxies for shareholders
 9. Guidelines for registration, proxies, documents, or evidence required for attending the shareholders' meeting, voting, and vote counting
 10. Procedures for attending the shareholders' meeting via electronic means
 11. The Bank's Articles of Association relevant to the shareholders' meeting
 12. Proxy form B
 13. Envelope for returning the proxy form

The Board of Directors of Kiatnakin Phatra Bank Public Company Limited ("the Bank") would like to invite all shareholders to attend the 2024 Annual General Meeting of Shareholders, which will be held on Friday, April 19, 2024, at 10:00 a.m. via electronic means, in accordance with the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), and other relevant laws and regulations ("the shareholders' meeting via electronic means"), and 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 2023

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 2023, which will be presented at the meeting.

Agenda No. 2 To consider and approve the financial statements for the year ended December 31, 2023

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, 2023, which are shown in the Bank's 2023 annual registration statement/annual report (Form 56-1 One Report) (Attachment 1), have been audited by the Bank's auditor, PricewaterhouseCoopers ABAS Ltd., and reviewed by the Audit Committee, and are summarized as follows:

	<u>Separate Financial Statements</u>	<u>Consolidated Financial Statements</u>
Total assets	Baht 529,630,190,115	Baht 545,327,017,010
Total liabilities	Baht 474,085,879,951	Baht 484,074,167,234
Total revenues	Baht 25,344,110,902	Baht 28,762,781,161
Net profit*	Baht 4,943,894,608	Baht 5,443,402,933
Earnings per share	Baht 5.84	Baht 6.43

*Attributable to the Bank's shareholders

Agenda No. 3 To consider and approve the allocation of profit and dividend payment for the year 2023

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 dividends 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 acknowledge it. Also, Article 47 of the Bank's Articles of Association stipulates that the Bank must allocate as a reserve not less than 5% of the annual net profit less 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 that it 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 dividends from the net profit in its financial statements. The payout of a dividend must be approved by the shareholders' meeting. An interim dividend can also be paid with the Board of Directors' approval if the Bank's profit deems it sufficient to do so, and such a payment shall be reported in the next shareholders' meeting. When determining the dividend payment, the Bank must consider the following factors: the Bank's performance, long-term return to shareholders, and the Bank's reserve and capital adequacy level to encompass any business plans, risks, and pre- and post-impacts of such a given dividend payment. Also, such dividend payments shall be in line with the governing laws and notifications of the Bank of Thailand.

Opinion of the Board:

The Bank has a registered capital of Baht 10,478,762,930, and it has already allocated its profit as a legal reserve of Baht 1,006,417,468. This does not meet the requirement according to the Bank's Articles of Association. As a result, the Bank is required to set aside more profit in the amount of Baht 41,458,825 as a legal reserve so that the legal reserve will be Baht 1,047,876,293 in total, which meets the requirement as stipulated in the Bank's Articles of Association.

The Bank achieved a net profit (attributable to the Bank's shareholders) of Baht 4,943,894,608 and Baht 5,443,402,933 from the separate and consolidated financial statements for 2023, respectively. The Board of Directors is of the opinion that the shareholders' meeting should consider and approve paying a dividend for the year 2023 to shareholders at the rate of Baht 3.00 per share, totaling Baht 2,540,237,665 (calculated from 846,751,109 shares as of February 22, 2024), representing 51.38% of the net profit from the separate financial statements or 46.67% of the net profit from the consolidated financial statements for the year 2023.

The Bank has paid an interim dividend for the operation in the first six months of 2023 to shareholders at the rate of Baht 1.25 per share, totaling Baht 1,058,423,224, on September 21, 2023, according to the resolution of the Board of Directors' meeting No. 9/2566 dated August 24, 2023. Therefore, if this shareholders' meeting approves the proposed dividend, the amount of Baht 1.75 per share remains to be paid to shareholders. The Bank sets the record date on which shareholders have the right to receive dividends on April 29, 2024, and the dividend payment will be made on May 16, 2024.

The Bank considered its performance, reserve level, and capital adequacy to support the business plans, as well as the risks and pre- and post-impacts of such a given dividend payment, in proposing the dividend payment at the above-mentioned rate. 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, business expansion, and the long-term return to shareholders. This is in line with the Bank's dividend payment policy.

The dividend will be paid from the net profit, which is subject to the corporate income tax of 20%, for which an individual shareholder will be able to claim a tax credit at the rate of 20/80 of the dividend amount received in accordance with Section 47 bis of the Revenue Code.

The table shows a comparison between the dividend payouts for the years 2022 and 2023.

Details	2022	2023
1. Net profit from the Bank's consolidated financial statements ⁽¹⁾ (Baht)	7,602,095,723	5,443,402,933
2. No. of shares (Share)		
2.1 Number of shares eligible for an interim dividend	846,737,859	846,738,579
2.2 Number of shares eligible for an annual dividend	846,714,649	846,751,109 ⁽²⁾
3. Total dividend paid per share (Baht)	3.25	3.00
3.1 Interim dividend	1.75	1.25
3.2 Annual dividend	1.50	1.75
4. Total dividend paid (Baht)	2,751,863,227	2,540,237,665
5. Dividend payout ratio (%)	36.20	46.67

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

(2) *Number of shares as of February 22, 2024*

Agenda No. 4

To consider and elect directors to replace those who will retire by rotation

Purpose and Reason:

Article 36 (4) of the Bank's Articles of Association states that the annual general meeting of shareholders shall elect the directors to replace those retired by rotation, whereas Article 18 of the Bank's Articles of Association states that at each annual ordinary shareholders' meeting, at least one-third of the said rate of directors will be retired from the positions. If the number of directors cannot be divided into three equal parts, the number of directors closest to one-third will retire from their posts. The directors, who shall retire from their posts in the first and second years after the Bank's registration, can be chosen 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 their posts. Retired directors may be re-elected to the posts. This is in accordance with the Public Limited Company Act, B.E. 2535 (1992) ("Public Limited Company Act").

Opinion of the Board: At present, the Bank has twelve directors. Four directors will retire by rotation at the 2024 Annual General Meeting of Shareholders:

- | | | |
|------------------------------|------------|----------------------|
| 1. Assoc. Prof. Dr. Chayodom | Sabhasri | Independent Director |
| 2. Ms. Punnee | Chaiyakul | Independent Director |
| 3. Mr. Banyong | Pongpanich | Executive Director |
| 4. Mr. Philip Chen Chong | Tan | Executive Director |

Despite the Bank's invitation to shareholders on its website to propose qualified persons for directorship during September 1-November 30, 2023, no nominee has been put forward by any shareholder.

The Board of Directors, excluding the directors who have an interest in this matter, has agreed with the suggestion of the Nomination and Remuneration Committee, which has thoroughly considered the qualifications beneficial to the Bank's operation, the board structure according to the board skill matrix, as well as the director pool, which is disclosed on the Thai Institute of Director Association's website. The Nomination and Remuneration Committee is of the opinion that four retiring directors, namely, Assoc. Prof. Dr. Chayodom Sabhasri, Ms. Punnee Chaiyakul, Mr. Banyong Pongpanich, and Mr. Philip Chen Chong Tan, possess complete qualifications and do not have any prohibited attributes as defined in the legal provisions currently applied to the Bank. They have knowledge, competencies, and experiences in the related business operations of Kiatnakin Phatra Financial Group ("the Group"); have performed their duties with accountability and integrity; and have greatly contributed to the operations of the Group throughout their term. Thus, the shareholders' meeting should re-elect all four retiring directors for another term.

The Bank of Thailand has already approved the re-election of the directors who are retiring by rotation and proposing to serve another term.

(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 an independent director are shown in [Attachments 2 and 3](#), respectively.)

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 the 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, including the Bank's operating results, the comparison of directors' remuneration at other

commercial banks with equivalent business size and structure, as well as business trends. Additionally, the committee has considered that the rates and components of directors' remuneration should reflect the value of the 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 that the bonus for performance in 2023 be approved for ten directors who are not employees of the Bank or the Group companies in the amount of Baht 14,080,000. The proposed bonus for each director is 25% less than that of 2022.

The shareholders' meeting should also approve the remuneration for directors, who are not employees of the Bank or the Group companies, for the year 2024 (excluding directors' bonuses), in a total not exceeding Baht 27 million. Such remuneration consists of monthly remuneration and attendance fees at the same rate as those of the previous year, as they are still appropriate and comparable to those of other commercial banks at the same level.

In the event that additional subcommittees are appointed, the Board of Directors can determine the remuneration for such subcommittee members, provided that the total remuneration does not exceed Baht 27 million, as proposed at the shareholders' meeting for approval. The abovementioned remuneration rates shall remain effective until resolved otherwise by the meeting of shareholders.

Other benefits, such as group life and health insurance, director and officer liability insurance, and a company car, are in accordance with the Bank's regulations.

The directors' bonus for the year 2024 will be proposed to the 2025 Annual General Meeting of Shareholders for consideration and approval so that it is in accordance with the actual performance of the Board of Directors and the operating results of the Bank.

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

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

Agenda No. 6

To consider and appoint auditors and fix their remuneration for the year 2024

Purpose and Reason:

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

Opinion of the Board:

The shareholders' meeting should approve the appointment of auditors from PricewaterhouseCoopers ABAS Ltd. as the auditors of the Bank for the year 2024, as

recommended by the Audit Committee of the Bank together with other Audit Committees within the Group. The proposed auditors are Ms. Sinsiri Thangsombat, CPA License No. 7352, Mr. Paiboon Tunkoon, CPA License No. 4298, and Mrs. Anutai Poomsurakul, CPA License No. 3873. Also, the shareholders' meeting should approve the auditors' remuneration for the year 2024 at Baht 9,745,000, which decreases by 2.36% from the previous year of Baht 9,981,000. Other audit fees that may be incurred are at the discretion of management, as deemed appropriate.

The proposed auditors are independent, possess international standard auditing skills and knowledge, as well as experience in reviewing commercial banking and capital market businesses, and have already obtained approval from the Securities and Exchange Commission and the Bank of Thailand.

(Attachment 5 contains the names and profiles of auditors, as well as the audit fees for the Bank and its subsidiaries.)

Agenda No. 7

To consider and approve the issuance and offering of debentures

Purpose and Reason:

Section 145 of the Public Limited Company Act (as amended), and Article 48 of the Bank's Articles of Association stipulate that the borrowing by the Bank by means of issuing debentures for offer and sale to the public must comply with the laws governing securities and exchange. Shareholders attending the meeting and having the right to vote must pass the resolution approving the issuance and offering of debentures by not less than three-fourths (3/4) of the total number.

Opinion of the Board:

The offering of debentures is one of the Bank's funding alternatives, as the debenture is a well-known instrument among investors, and the issuance and offering of debentures can be done quite comfortably and in time for any market circumstances. Yet sometimes it is highly fluctuating. The Board of Directors views that the shareholders' meeting should approve the issuance and offering of debentures in all types and forms with a term not exceeding fifteen years and the offering amount of debentures for each program not exceed Baht 200,000,000,000 or other currencies and the total outstanding of the principal amount at any time not exceeding Baht 100,000,000,000 or other currencies in equivalent to support and prepare for the funding strategies 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, for more flexibility.

(Attachment 6 contains information on the issuance and offering of debentures.)

Agenda No. 8**To consider and approve the amendments to the Bank's Articles of Association****Purpose and Reason:**

Reference is made to the amendments to the Public Limited Company Act (No. 4), B.E. 2565 (2022), on the meetings of shareholders and the Board of Directors, the appointments of proxy holders, the advertisement and delivery of documents by allowing usage of electronic means, and the Ministerial Regulation Prescribing Rules and Procedures for the Repurchase of Shares, Disposal of Repurchased Shares, and Deduction of Repurchased Shares of Companies (No. 2), B.E. 2565 (2022) ("Ministerial Regulation"), which has amended the rules and procedures for repurchase of shares, disposal of repurchased shares, including the resolutions for approval of shares repurchase, etc.

Opinion of the Board:

For the Bank's Articles of Association to be in line with the Public Limited Company Act and the Ministerial Regulation, be clearer, and up-to-date, the shareholders' meeting should approve the amendments to the Bank's Articles of Association, as well as the delegation of authority to the authorized directors of the Bank or any person authorized by such authorized directors to have the power to file applications for registration of the amendments of the Bank's Articles of Association with the Public Companies Registrar, Department of Business Development, Ministry of Commerce, to revise or amend any statements in all relevant documents, and to undertake any actions necessary for and relevant to the foregoing so as to comply with the applicable laws, as well as the orders of the Public Companies Registrar.

(Attachment 7 contains information on the amendments to the Bank's Articles of Association.)

Agenda No. 9**Other matters (if any)**

As the Bank provided the opportunity for shareholders to propose agendas for the 2024 Annual General Meeting of Shareholders in advance during September 1-November 30, 2023, no agendas were proposed to the Bank during such a period.

The Bank has fixed the record date on which shareholders have the right to attend the 2024 Annual General Meeting of Shareholders on March 7, 2024. All shareholders are invited to attend the meeting and cast their votes electronically on the specified date and time. Due to the COVID-19 pandemic, the Bank is concerned about the safety of all meeting participants; the shareholders' meeting is therefore arranged via electronic means only. For fast and convenient registration, please kindly study the guidelines for registration, proxies, documents, or evidence required for attending the shareholders' meeting, voting, and vote counting (Attachment 9), and the procedures for attending the shareholders' meeting via electronic means (Attachment 10).

Shareholders who cannot attend the meeting can appoint anyone or the Bank's independent director, whose name and details are shown in Attachment 8, to attend the meeting in their place by filling out the proxy form attached herewith

(Attachment 12) and sending it along with other required documents to the Bank in advance of the scheduled meeting date by using the enclosed envelope for returning the proxy form (Attachment 13).

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.kkpfng.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 the 2024 Annual General Meeting of Shareholders and supporting documents on the Bank's website from March 18, 2024, onwards. If you have any questions about the meeting agendas, you can send them in advance to the Bank via e-mail at corporate_secretary@kkpfng.com or by mailing them to the Bank's address.

Yours faithfully,



(Mr. Supol Wattanavekin)

Chairman of the Board of Directors

Remark: As the Bank acknowledges the importance of the protection of personal data, it would like to inform you that you can learn more about its collection, use, and/or disclosure of personal data, including your rights under personal data protection laws, in the latest privacy notice published on the website of the Group companies (www.kkpfng.com/dataprotection).

Corporate Secretariat Department

Telephone 0-2495-1021-22

For consideration of Agenda No. 4: To consider and elect directors to replace those who will retire by rotation

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

Name-surname:	Assoc. Prof. Dr. Chayodom Sabhasri	
Type of director:	Independent Director	
Present position:	Independent Director Chairman of the Nomination and Remuneration Committee Member of the Audit Committee	
Age:	60 years	
Nationality:	Thai	
Education:	<ul style="list-style-type: none"> - Ph.D. in Economics (Major in International Economics and Minor in Econometrics and Mathematical Economics) University of Wisconsin-Madison, U.S.A. - M.Sc. in Economics (Major in International Economics) The London School of Economics and Political Science, University of London, UK - Diploma in Economics The London School of Economics and Political Science, University of London, UK - Bachelor in Economics (2nd Class Honors) Chulalongkorn University 	
Director training programs:	<ul style="list-style-type: none"> - The Cullinan: The Making of the Digital Board (2/2023) Digital Economy Promotion Agency, Thailand Management Association, and Ministry of Digital Economy and Society - The Cullinan: The Making of the Digital Board (2022) Digital Economy Promotion Agency, Thailand Management Association and Ministry of Digital Economy and Society - Ethical Leadership Program (ELP 23/2021) (Online) Thai Institute of Directors Association - Advanced Audit Committee Program (AACP 33/2019) Thai Institute of Directors Association - Board Nomination and Compensation Program (BNCP 7/2019) Thai Institute of Directors Association - Director Certification Program (DCP 271/2019) Thai Institute of Directors Association - The Executive Program in Energy Literacy for a Sustainable Future (Class of 14/2019) Thailand Energy Academy - Director Accreditation Program (DAP 155/2018) Thai Institute of Directors Association 	

Director training programs (continued):	- Diploma, National Defence College the National Defence Course (Class of 57/2014) Thailand National Defence College - Top Executive Program (Class of 17/2014) Capital Market Academy		
Date of appointment as director:	April 22, 2021		
Years as director:	2 years and 11 months		
KKP shareholding: (As of February 29, 2024)	None (KKP shareholding includes the share numbers of spouse and minor children.)		
Positions held in other listed companies:	<u>1 entity</u> Dec. 2023 - present Member of the Enterprise Risk Management Committee PTT Public Company Limited Dec. 2023 - present Member of the Corporate Governance and Sustainability Committee PTT Public Company Limited 2021 - present Independent Director PTT Public Company Limited		
Positions held in non-listed companies:	<u>8 entities</u> 2020 - present Expert Members on the Board National Urban Planning Policy Ministry of Interior 2020 - present Sub-committee on the Implementation of the Act, Private Higher Education Institution 2003 Ministry of Higher Education, Science, Research, and Innovation 2020 - present Sub-committee of the Risk Oversight Committee The Securities and Exchange Commission 2019 - present Academic Committee on Economic and Monetary Affairs Parliament (Senate) 2018 - present Honorary Committee, Member of the Public Debt Management Policy, and Supervision Committee Ministry of Finance 2017 - present Evaluation Committee Thai Health Promotion Foundation		


Positions held in non-listed companies (continued):	2016 - present	Member of Chulalongkorn University Council	Chulalongkorn University
	1999 - present	Director	Meyer Industries Limited
	1994 - present	Professor in the Faculty of Economics	Chulalongkorn University
Positions held in a competing business or related business that may cause a conflict of interest:	None		
Working experiences:	2021 - 2023	Member of the Audit Committee	PTT Public Company Limited
	2018 - 2021	Independent Director	PTT Oil and Retail Business Public Company Limited
	2018 - 2021	Chairman of the Nomination and Remuneration Committee	PTT Oil and Retail Business Public Company Limited
	2018 - 2021	Member of the Audit Committee	PTT Oil and Retail Business Public Company Limited
	2019 - 2020	Sub-Performance Agreement Committee (Sub-PAC for SFIs)	State Enterprise Policy Office, Ministry of Finance
	2016 - 2020	Chairman of Ph.D. Program in Economics	Chulalongkorn University
	2015 - 2020	Investment Sub-Committee, Government Pension Fund	Ministry of Finance
	2018 - 2019	Head of the Working Group for Review of Laws, Regulatory Guillotine Unit Projects	Thailand Development Research Institute
	2012 - 2018	Sub-Performance Agreement Committee	State Enterprise Policy Office, Ministry of Finance
	2012 - 2018	Performance Agreement Committee for State-Owned Enterprises	State Enterprise Policy Office, Ministry of Finance

Working experiences (continued):	2012 - 2016	Chairman of Sub- Performance Agreement	State Enterprise Policy Office, Ministry of Finance
	2012 - 2016	Dean of the Faculty of Economics	Chulalongkorn University
	2008 - 2012	Consultant	Kasikorn Research Center
	2004 - 2012	Executive Director The Gem and Jewelry Institute of Thailand (Public Organization)	Ministry of Commerce
	2003 - 2009	Director of Chulalongkorn Economics Research Center	Chulalongkorn University
Attendance at 2023 meetings:	Board of Directors' meetings		12 out of 12
	Nomination and Remuneration Committee's meetings		6 out of 6
	Audit Committee's meetings ¹		17 out of 17
	2023 Annual General Meeting of Shareholders		1 out of 1
Director nomination criteria	The Board of Directors, excluding the directors who have an interest in this matter, has thoroughly considered the Nomination and Remuneration Committee's recommendation and agreed that Assoc. Prof. Dr. Chayodom Sabhasri is fully qualified as an independent director as specified by the law and the Bank, suitable for the banking business without prohibited characteristics for being appointed as a director of a financial institution in accordance with applicable laws, and has been granted approval from the Bank of Thailand. Thus, the Board of Directors considered it appropriate for the meeting of shareholders to re-elect Assoc. Prof. Dr. Chayodom Sabhasri, who is retired by rotation, as the Bank's director for another term.		

Remark: ¹ Appointed as the Audit Committee member, replacing Mr. Veravat Chutichetpong, who resigned, by resolution of the Board of Directors' meeting No. 1/2566 held on January 26, 2023

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

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


Name-surname:	Ms. Punnee Chaiyakul							
Type of director:	Independent Director							
Present position:	Independent Director Member of the Nomination and Remuneration Committee							
Age:	64 years							
Nationality:	Thai							
Education:	<ul style="list-style-type: none"> - Master of Science in Mass Communication and Media Arts Southern Illinois University, U.S.A. - Bachelor of Arts (Communication Arts) Chulalongkorn University 							
Director training programs:	<ul style="list-style-type: none"> - Seminar on "The Importance of the Audit Committee and Confidence in the Thai Capital Market" (2023) (Online) Federation of Accounting Professions Under the Royal Patronage of His Majesty the King, the Securities and Exchange Commission, the Stock Exchange of Thailand, Thai Institute of Directors Association, and Thai Listed Companies Association - Director Briefing 6/2023: Sustainability Trends in Business Across Industries (Online) Thai Institute of Directors Association - Board Nomination and Compensation Program (BNCP 13/2022) Thai Institute of Directors Association - Role of the Chairman Program (RCP 48/2021) Thai Institute of Directors Association - Director Accreditation Program (DAP 168/2020) Thai Institute of Directors Association 							
Date of appointment as director:	January 26, 2023							
Years as director:	1 year and 2 months							
KKP shareholding: (As of February 29, 2024)	None (KKP shareholding includes the share numbers of spouse and minor children.)							
Position held in other listed companies:	<p><u>1 entity</u></p> <table border="0" style="width: 100%;"> <tr> <td style="width: 20%;">2021 - present</td> <td style="width: 50%;">Chairwoman of the Board of Directors Chairwoman of the Nomination and Remuneration Committee</td> <td style="width: 30%;">Noble Development Public Company Limited</td> </tr> <tr> <td>2019 - present</td> <td>Independent Director Member of the Audit Committee Member of the Risk Management Committee</td> <td>Noble Development Public Company Limited</td> </tr> </table>		2021 - present	Chairwoman of the Board of Directors Chairwoman of the Nomination and Remuneration Committee	Noble Development Public Company Limited	2019 - present	Independent Director Member of the Audit Committee Member of the Risk Management Committee	Noble Development Public Company Limited
2021 - present	Chairwoman of the Board of Directors Chairwoman of the Nomination and Remuneration Committee	Noble Development Public Company Limited						
2019 - present	Independent Director Member of the Audit Committee Member of the Risk Management Committee	Noble Development Public Company Limited						

Position held in non-listed companies:	None		
Position held in a competing business or related business that may cause a conflict of interest	None		
Working experiences:	2019 - 2021	Chairwoman of the Nomination Committee	Noble Development Public Company Limited
	2011 - 2019	Chairman	Ogilvy Thailand Company Limited
	2006 - 2011	Vice Chairman	Ogilvy & Mather Thailand Company Limited
	2002 - 2006	Managing Director	Ogilvy & Mather Advertising Company Limited
	2000 - 2002	Strategic Planning Director	Ogilvy & Mather (Thailand) Company Limited
	1999 - 2000	Client Service Director Executive Director	Ogilvy & Mather (Thailand) Company Limited
Attendance at 2023 meetings:	Board of Directors' meetings ¹		11 out of 11
	Nomination and Remuneration Committee's meetings ¹		4 out of 4
	2023 Annual General Meeting of Shareholders		1 out of 1
Director nomination criteria	<p>The Board of Directors, excluding the directors who have an interest in this matter, has thoroughly considered the Nomination and Remuneration Committee's recommendation and agreed that Ms. Punnee Chaiyakul is fully qualified as an independent director as specified by the law and the Bank, suitable for the banking business without prohibited characteristics for being appointed as a director of a financial institution in accordance with applicable laws, and has been granted approval from the Bank of Thailand. Thus, the Board of Directors considered it appropriate for the Meeting of Shareholders to re-elect Ms. Punnee Chaiyakul, who is retired by rotation, as the Bank's director for another term.</p>		

Remark: ¹ Appointed as the Bank's director and the Nomination and Remuneration Committee member, replacing Mr. Veravat Chutichetpong, who resigned, by resolution of the Board of Directors' meeting No. 1/2566 held on January 26, 2023

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

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


Name-surname:	Mr. Banyong Pongpanich	
Type of director:	Executive Director	
Present position:	Director (Authorized Director) Chairman of the Executive Committee Advisor of the Risk Oversight Committee	
Age:	69 years	
Nationality:	Thai	
Education:	- Master of Business Administration (Finance & International Business) Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Economics Chulalongkorn University	
Director training programs:	- BOT Symposium 2019: Competitive Thailand The Bank of Thailand - Corporate Governance for Capital Market Intermediaries (CGI 15/2016) Thai Institute of Directors Association - Anti-Corruption for Executive Program (ACEP 2/2012) Thai Institute of Directors Association - Director Accreditation Program (DAP 36/2005) Thai Institute of Directors Association - The Role of the Chairman Program (RCP 5/2001) Thai Institute of Directors Association	
Date of appointment as director:	April 26, 2012	
Years as director:	11 years and 11 months	
KKP shareholding: (As of February 29, 2024)	3,500,046 shares, equaling 0.41% of the total shares with voting rights (KKP shareholding includes the share numbers of spouse and minor children.)	
Positions held in other listed companies:	<u>1 entity</u> 2004 - present Independent Director The Erawan Group Public Company Limited	
Positions held in other non-listed companies:	<u>9 entities</u> 2019 - present Vice Chairman Snoh Unakul Foundation 2017 - present Director Vajiravudh College 2012 - present Director Thailand Development Research Institute Executive Director 2011 - present Director Buddhadasa Indapanno Archives Executive Director	

Positions held in other non-listed companies (continued):	2010 - present	Chairman of the Board of Directors	KKP Capital Public Company Limited
	2003 - present	Chairman of the Board of Directors	Kiatnakin Phatra Securities Public 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 or related business that may cause a conflict of interest:	None		
Working experiences:	2007 - 2021	Independent Director Chairman of the Nomination and Remuneration Committee	Don Muang Tollway Public Company Limited
	2009 - 2019	Director	RPIC Pte. Ltd.
	2008 - 2019	Director	Ruamphon Phatra International Corp.
	2002 - 2018	Director	Cellennium (Thailand) Company Limited
	2010 - 2017	Chairman of the Nomination and Remuneration Committee	Muang Thai Insurance Public Company Limited
	2008 - 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 Phatra Bank Public Company Limited
	2008 - 2012	Member of the Audit Committee	Muang Thai Insurance Public Company Limited
	2009 - 2011	Director	Thai Airways Public Company Limited

Working experiences (continued):	<table border="0"> <tr> <td data-bbox="478 223 660 311">2008 - 2011</td> <td data-bbox="660 223 1098 311">Member of the Capital Market Development Committee</td> <td data-bbox="1098 223 1511 311">Ministry of Finance</td> </tr> <tr> <td data-bbox="478 311 660 466">2008 - 2011</td> <td data-bbox="660 311 1098 466">Member of the Sub-committee to Formulate Capital Market Development</td> <td data-bbox="1098 311 1511 466">Ministry of Finance</td> </tr> <tr> <td data-bbox="478 466 660 577">2008 - 2011</td> <td data-bbox="660 466 1098 577">Member of the Master Plan Tax Reformation Committee</td> <td data-bbox="1098 466 1511 577">Ministry of Finance</td> </tr> <tr> <td data-bbox="478 577 660 687">2008 - 2009</td> <td data-bbox="660 577 1098 687">Risk Management Director</td> <td data-bbox="1098 577 1511 687">Muang Thai Insurance Public Company Limited</td> </tr> <tr> <td data-bbox="478 687 660 798">2003 - 2008</td> <td data-bbox="660 687 1098 798">President of the Economics Association</td> <td data-bbox="1098 687 1511 798">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 2023 meetings:	<table border="0"> <tr> <td data-bbox="478 798 1241 842">Board of Directors' meetings</td> <td data-bbox="1241 798 1511 842">10¹ out of 12</td> </tr> <tr> <td data-bbox="478 842 1241 887">Executive Committee's meetings</td> <td data-bbox="1241 842 1511 887">12 out of 15</td> </tr> <tr> <td data-bbox="478 887 1241 942">2023 Annual General Meeting of Shareholders</td> <td data-bbox="1241 887 1511 942">1 out of 1</td> </tr> </table>	Board of Directors' meetings	10 ¹ out of 12	Executive Committee's meetings	12 out of 15	2023 Annual General Meeting of Shareholders	1 out of 1									
Board of Directors' meetings	10 ¹ out of 12															
Executive Committee's meetings	12 out of 15															
2023 Annual General Meeting of Shareholders	1 out of 1															
Director nomination criteria:	<p>The Board of Directors, excluding the directors who have an interest in this matter, considered the Nomination and Remuneration Committee's recommendation and agreed that Mr. Banyong Pongpanich is fully qualified and suitable for the banking business without prohibited characteristics for appointment as director of a financial institution in accordance with applicable laws and has been granted approval from the Bank of Thailand. Thus, the Board of Directors considered it appropriate for the Meeting of Shareholders to re-elect Mr. Banyong Pongpanich, who is retired by rotation, as the Bank's director for another term.</p>															

Remark: ¹ Mr. Banyong Pongpanich was absent two times due to his business.

Names and profiles of directors who will retire by rotation and are nominated to be re-elected as directors for another term (4)

Name-surname:	Mr. Philip Chen Chong Tan	
Type of director:	Executive Director	
Present position:	Director (Authorized Director) President Member of the Executive Committee Member of the Risk Oversight Committee	
Age:	58 years	
Nationality:	American	
Education:	<ul style="list-style-type: none"> - Master of Management (Management) Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Science in Electrical Engineering University of Maryland, U.S.A. 	
Director training programs:	<ul style="list-style-type: none"> - Seminar on “Cyber Resilience Leadership: Herd Immunity” (2021) (Online) The Bank of Thailand, the Securities and Exchange Commission, and the Office of Insurance Commission - Strategic Board Master Class (SBM 6/2019) Thai Institute of Directors Association - Capital Market Academy Leadership Program (CMA 23/2016) Capital Market Academy - Director Certification Program (DCP 175/2013) Thai Institute of Directors Association - GE Six Sigma Quality Leader Certification (BMC 2011, LIG II 2007, MDC 2006) GE Crotonville Courses 	
Date of appointment as director:	May 1, 2019	
Years as director:	4 years and 11 months	
KKP shareholding: (As of February 29, 2024)	200,000 shares, equaling 0.02% of the total shares with voting rights (KKP shareholding includes the share numbers of spouse and minor children.)	
Positions held in other listed companies:	None	
Positions held in non-listed companies:	<p><u>2 entities</u></p> <p>2018 - present Independent Director Lao Telecommunication Public Company</p> <p>2011 - present Emeritus Member, Board of Visitors University of Maryland, Clack School of Engineering</p>	

Positions held in a competing business or related business that may cause a conflict of interest:	None		
Working experiences:	2014 - 2018	Member of the Advisory Board	Sasin Graduate Institute of Business Administration of Chulalongkorn University
	2016 - 2017	Director Chief Executive Officer	Intouch Holdings Public Company Limited
	2015 - 2016	President	Intouch Holdings Public Company Limited
	2016 - 2017	Director Member of the Executive Committee	Advance Info Service Public Company Limited
	2016 - 2017	Director Member of the Executive Committee	Thaicom Public Company Limited
	2015 - 2017	Director	I.T. Applications and Service Company Limited
	2015 - 2017	Director	Touch TV Company Limited
	2015 - 2017	Director	Intouch Media Company Limited
	2015 - 2017	Chairman	HIGH Shopping Company Limited
	Jul. - Oct. 2015	Senior Executive Vice President	Bank of Ayudhya Public Company Limited
	Jan. - Jun. 2015	Head of Retail and Consumer Banking Acting Head of Krungsri Consumer Group	Bank of Ayudhya Public Company Limited
	2014 - 2015	Executive Committee Member	Bank of Ayudhya Public Company Limited
	2013 - 2015	Director, Acting Head of Krungsri Auto Group President, Risk Management Committee Member Advisor to the Compliance Review Committee	Bank of Ayudhya Public Company Limited

Working experiences (continued):	<p>2013 - 2014 Acting Head of E-Business</p> <p>2013 Deputy Chairman of the Executive Committee Advisor to the Credit Committee</p>	<p>Bank of Ayudhya Public Company Limited</p> <p>Bank of Ayudhya Public Company Limited</p>
Attendance at 2023 meetings:	<p>Board of Directors' meetings</p> <p>Executive Committee's meetings</p> <p>Risk Oversight Committee's meetings</p> <p>2023 Annual General Meeting of Shareholders</p>	<p>12 out of 12</p> <p>15 out of 15</p> <p>11 out of 11</p> <p>1 out of 1</p>
Director nomination criteria:	<p>The Board of Directors, excluding the directors who have an interest in this matter, considered the Nomination and Remuneration Committee's recommendation and agreed that Mr. Philip Chen Chong Tan is fully qualified and suitable for the banking business without prohibited characteristics for appointment as director of a financial institution in accordance with applicable laws and has been granted approval from the Bank of Thailand. Thus, the Board of Directors considered it appropriate for the Meeting of Shareholders to re-elect Mr. Philip Chen Chong Tan, who is retired by rotation, as the Bank's director for another term.</p>	

The Bank's definition of an independent director

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

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

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

- (5) Not be or have previously been an auditor of the Bank, its parent company, its subsidiary, its affiliate, a major shareholder or controlling person, a significant shareholder, controlling person, or partner of the audit office, which is the auditor of the Bank, its parent company, its subsidiary, its affiliate, a major shareholder or controlling person, unless the termination of being in such a position had occurred at least two years before the appointment as the Bank's independent director;

- (6) Not be or have previously been any professional service provider, including a legal advisor or financial advisor, who receives more than Baht 2 million annually from the Bank, its parent company, its subsidiary, its affiliate, a major shareholder or controlling person, and not be a significant shareholder, controlling person, or partner of the professional service provider unless the termination of being in such a position had occurred at least two years before the appointment as the Bank's independent director;
- (7) Not be a director appointed as a representative of the Bank's directors, a major shareholder, or a shareholder who is related to the Bank's major shareholder;
- (8) Not undertake any business in the same nature and in competition with the business of the Bank and its subsidiary; not be a significant partner in a partnership or have benefits related to the Bank that may affect his or her independent decisions, or be an executive director, employee, staff member, or advisor who receives a salary or holds more than 1% of the total shares with voting rights in another company that has the same nature of business and is in competition with the business of the Bank or its subsidiaries;
- (9) Not be an independent director who holds positions in the Bank, its parent company, its subsidiary, its affiliate, or its subsidiary at the same level for more than nine years. In addition, for an independent director who has held the position for less than nine years, if he or she has been discharged from the position of independent director for less than two years and, while over that period, he or she has not been appointed as a director, manager, person with management authority, advisor, or staff member of the Bank, its parent company, its subsidiary, its affiliate, or its subsidiary at the same level, he or she may be re-appointed as an independent director, but the period during which he or she serves as an independent director must all be counted.

For an independent director who has held the position for nine years and wishes to be re-appointed as an independent director, he or she must have been discharged from the position of director, manager, person with management authority, advisor, or staff member of the Bank, its parent company, its subsidiary, its affiliate, or its subsidiary at the same level at least two years before the day the appointment request is submitted; and

- (10) Have no characteristics that may affect the giving of independent opinions, decisions, or votes on the Bank's operations.

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

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

Reference is made to Article 16 of the Bank's Articles of Association, which stipulates that pension and remuneration shall be awarded to the directors depending on the resolution of the shareholders' meeting, and the resolution of the 2023 Annual General Meeting of Shareholders dated April 20, 2023, approving the remuneration for directors, who are not employees of the Bank or the Group companies, for the year 2023 (excluding directors' bonuses), in a total of not exceeding Baht 27 million. Such remuneration consists of monthly remuneration and attendance fees. Other benefits, such as group life and health insurance and a company car, are in accordance with the Bank's regulations. For the directors' bonus for the performance in 2023, the Board of Directors will propose it to the 2024 Annual General Meeting of Shareholders for consideration and approval so that it is in accordance with the actual performance of the Board of Directors and the operating results of the Bank.

In actual fact, the Bank has paid all directors' remunerations (excluding directors' bonuses) in 2023, totaling Baht 17,327,500, which does not exceed Baht 27 million as approved by the 2023 Annual General Meeting of Shareholders.

Regarding the directors' bonus for the year 2023, the Board of Directors, at a meeting No. 2/2567 dated February 22, 2024, thoroughly considered and is of the opinion that the shareholders' meeting should approve the directors' bonus as proposed by the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has thoroughly considered various factors, including the Bank's operating results, the comparison of directors' remuneration at other commercial banks with equivalent business size and structure, as well as business trends. Additionally, the committee has considered that the rates and components of directors' remuneration should reflect the value of the knowledge and competency of the directors, which help the Bank and the Group achieve a sustainable business operation. Thus, the Board of Directors has resolved to propose to the 2024 Annual General Meeting of Shareholders that the bonus for performance in 2023 be approved for ten directors who are not employees of the Bank or the Group companies, as follows:

1.	Mr. Supol	Wattanavekin	Chairman/Non-executive Director	Baht 2,360,000
2.	Mrs. Dayana	Bunnag	Independent Director	Baht 1,180,000
3.	Mr. Chalee	Chantanayingyong	Independent Director	Baht 1,180,000
4.	Assoc.Prof. Dr. Chayodom	Sabhasri	Independent Director	Baht 1,180,000
5.	Ms. Punnee	Chaiyakul ¹	Independent Director	Baht 1,100,000
6.	Mr. Suvit	Mapaisansin	Non-executive Director	Baht 1,180,000
7.	Prof. Dr. Anya	Khanthavit	Non-executive Director	Baht 1,180,000
8.	Mrs. Patchanee	Limapichat	Non-executive Director	Baht 1,180,000
9.	Mr. Banyong	Pongpanich ^{2,3}	Executive Director	Baht 2,360,000
10.	Ms. Thitinan	Wattanavekin ^{2,3}	Executive Director	Baht 1,180,000

Remarks:¹ The bonus amount proposed for Ms. Punnee Chaiyakul is calculated based on her term in office, as she has been appointed as the Bank's director by resolution of the Board of Directors' meeting No. 1/2566 dated January 26, 2023.

² Mr. Banyong Pongpanich and Ms. Thitinan Wattanavekin are executive directors, but they are not employees of the Bank or the Group companies.

³ Authorized director and Executive Committee member

The total bonus proposed for directors who are not employees of the Bank or the Group companies is Baht 14,080,000. The proposed bonus for each director is 25% less than that of 2022.

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

The table compares the bonuses of directors.

2022	2023 (Proposed)
<p>The directors' bonus for the year 2022 in the total amount of Baht 16,850,000 was paid to nine directors who were not employees of the Bank or the Group companies as follows:</p> <ul style="list-style-type: none"> - Baht 3,150,000 per person for the Chairman of the Board of Directors and Chairman of the Executive Committee - six directors in the amount of Baht 1,575,000 per person - Mr. Chalee Chantanayingyong, in the amount of Baht 1,100,000 	<p>The directors' bonus for the performance in 2023, in the total amount of Baht 14,080,000, is proposed to be paid to ten directors who were not employees of the Bank or the Group companies as follows:</p> <ul style="list-style-type: none"> - Baht 2,360,000 per person for the Chairman of the Board of Directors and Chairman of the Executive Committee - seven directors in the amount of Baht 1,180,000 per person - Ms. Punnee Chaiyakul¹, in the amount of Baht 1,100,000 <p>(The proposed bonus for each director is 25% less than that of 2022.)</p>

Moreover, the shareholders' meeting should approve the remuneration for directors, who are not employees of the Bank or the Group companies, for the year 2024 (excluding directors' bonuses), in a total not exceeding Baht 27 million. Such remuneration consists of monthly remuneration and attendance fees at the same rate as those of the previous year, as they are still appropriate and comparable to those of other commercial banks at the same level, as per the following significant details proposed by the Nomination and Remuneration Committee:

1. Remuneration for directors is set monthly as per the following details:

- Chairman of the Board Baht 150,000 per month
- Directors Baht 75,000 per month per director

2. Remuneration for subcommittee members of the Audit Committee, the Nomination and Remuneration Committee, the Compliance and Governance Committee, the Risk Oversight Committee, the Executive Committee, the Investment Committee, and the Human Resource Management Committee in the form of an attendance fee where they attend

- Chairperson of the Audit Committee Baht 75,000 per meeting
- Chairperson of other subcommittees Baht 60,000 per meeting
- Committee members Baht 40,000 per meeting per member

In the event that additional subcommittees are appointed, the Board of Directors can determine the remuneration for such subcommittee members, provided that the total remuneration does not exceed Baht 27 million, as proposed at the shareholders' meeting for approval.

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

Other benefits, such as group life and health insurance, director and officer liability insurance, and a company car, are in accordance with the Bank's regulations.

The table below shows a comparison of directors' remuneration.

Component of Remuneration	2023		2024 (Proposed)	
	Monthly Remuneration (Baht)	Attendance Fee (Baht/Attendance)	Monthly Remuneration (Baht)	Attendance Fee (Baht/Attendance)
1) <u>Board of Directors</u>				
- Chairman	150,000	-	150,000	-
- Director	75,000	-	75,000	-
2) <u>Remuneration for subcommittee members</u> of the Audit Committee, the Nomination and Remuneration Committee, the Compliance and Governance Committee, the Risk Oversight Committee, the Executive Committee, the Investment Committee, and the Human Resource Management Committee				
- Chairperson of the Audit Committee	-	75,000	-	75,000
- Chairperson of other subcommittees	-	60,000	-	60,000
- Committee members	-	40,000	-	40,000
3. <u>Directors' bonus</u>	The Board of Directors will propose the directors' bonus for the year 2023 to the 2024 Annual General Meeting of Shareholders for consideration and approval.		The Board of Directors will propose the directors' bonus for the year 2024 to the 2025 Annual General Meeting of Shareholders for consideration and approval.	

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

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

The directors' bonus for the year 2024 will be proposed to the 2025 Annual General Meeting of Shareholders for consideration and approval so that it is in accordance with the actual performance of the Board of Directors and the operating results of the Bank.

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

For consideration of Agenda No. 6: To consider and appoint auditors and fix their remuneration for the year 2024

Reference is made 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. The Board of Directors, at meeting no. 2/2567 held on February 22, 2024, has therefore approved a proposal of the Audit Committee of the Bank, along with other Audit Committees within the Group ("Group Audit Committee"), to propose to the Annual General Meeting of Shareholders the appointment of auditors from PricewaterhouseCoopers ABAS Ltd. ("PwC") as the auditors of the Bank for the year 2024. The auditors proposed are as follows:

<u>Name</u>	<u>Certified Public Accountant Registration Number</u>	<u>No. of Years Auditing for the Bank</u>
Ms. Sinsiri Thangsombat	7352	2 (Signed on the auditor's report for 2022-2003)
Mr. Paiboon Tunkoon	4298	- (Have never signed on the auditor's report)
Mrs. Anutai Poomsurakul	3873	- (Have never signed on the auditor's report)

The key reasons are summarized below.

- The signing auditor and audit teams have experience in auditing banking and capital markets businesses.
- The auditors are independent, possess great skills and knowledge about international auditing standards, and have sufficient resources.

One of the auditors above can audit and comment on the Bank's financial statements. In the event that 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. Such auditors must have knowledge, understanding, capability, and experience in auditing banking and capital markets businesses and obtain approval from the Securities and Exchange Commission ("SEC") and the Bank of Thailand.

The SEC and the Bank of Thailand have approved the three auditors mentioned above.

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

For the auditor's remuneration for the year 2024, the Board of Directors has agreed with the proposal of the Group Audit Committee to propose to the General Meeting of Shareholders to approve the audit fee for the Bank at Baht 9,745,000.

(Unit: Baht)

Auditor's Remuneration for the Bank	Proposed fee in 2024	Proposed fee in 2023	Changes in comparison to 2023
Audit Fee	9,745,000	9,981,000	-236,000
Non-audit Fee	-	-	-

The Group Audit Committee and the Board of Directors have concluded that the proposed audit fee for the year 2024, amounting to Baht 9,745,000, is appropriate due to the decrease in non-recurring audit tasks for the new treasury system completed in 2023, resulting in a 2.36% decrease from that of the previous year's fee of Baht 9,981,000. Management has discretion over incurring any other audit fees, as deemed appropriate.


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

(Unit: Baht)


Audit Fee for Subsidiaries	2024	2023	Changes in comparison to 2023
1. KKP Capital Public Company Limited	700,000	700,000	-
2. Kiatnakin Phatra Securities Public Company Limited	3,047,000	3,197,000	-150,000
3. Kiatnakin Phatra Asset Management Company Limited	623,000	623,000	-
4. KKP Dime Securities Company Limited	1,059,000	1,059,000	-
5. KKP Tower Company Limited	663,000	663,000	-
6. Asia Recovery 1 Fund	149,000	149,000	-
7. Asia Recovery 2 Fund	149,000	255,000	-106,000
8. Asia Recovery 3 Fund	255,000	255,000	-
9. Thai Restructuring Fund	307,000	307,000	-
10. Bangkok Capital Fund	572,000	572,000	-
11. Gamma Capital Fund	466,000	466,000	-
Total	7,990,000	8,246,000	-256,000

For the auditor's remuneration in the previous accounting year, the Bank and its subsidiaries paid the audit fee totaling Baht 17,155,000 to PwC. Moreover, the Bank assigned PwC to perform the non-audit service for ESG consulting, which incurred a non-audit fee of Baht 800,000 in the previous accounting year, and in the future, Baht 1,200,000 would be paid for services previously agreed upon but not yet fully provided.


Names and profiles of auditors (1)

Name-surname	Ms. Sinsiri Thangsombat									
Business status	Assurance leader and Assurance Partner									
Education	<table border="0"> <tr> <td>Institution :</td> <td>Thammasat University</td> </tr> <tr> <td>Degree and major :</td> <td>Master of Business Administration</td> </tr> <tr> <td>Institution :</td> <td>Thammasat University</td> </tr> <tr> <td>Degree and major :</td> <td>Bachelor of Accounting (First Class Honours) English Program</td> </tr> </table>		Institution :	Thammasat University	Degree and major :	Master of Business Administration	Institution :	Thammasat University	Degree and major :	Bachelor of Accounting (First Class Honours) English Program
Institution :	Thammasat University									
Degree and major :	Master of Business Administration									
Institution :	Thammasat University									
Degree and major :	Bachelor of Accounting (First Class Honours) English Program									
Professional member	<ul style="list-style-type: none"> - Certified Public Accountants - Federation of Accounting Professions 									
Relevant experience and expertise	<ul style="list-style-type: none"> - Possess more than 24 years of working experience in financial services and industrial practices, specializing in treasury and derivative products. - Has extensive experience in providing audit and business advisory services to a wide range of local and multinational clients. - Provide technical advice on accounting issues within the context of International Financial Reporting Standards (IFRS 9, IAS 32, and IFRS 7), particularly on financial instruments and derivatives, to financial institutions both local and overseas. - Instruct both in-house and public seminars on foreign exchange accounting, accounting for financial instruments, financial derivatives, treasury risks and controls, recent developments in financial reporting standards, etc. - Previously a member of the Subcommittee for Monitoring the Development of IFRS, the Federation of Accounting Professions under the Royal Patronage of His Majesty the King - PwC's representative to work closely with IFRS team from the Bank of Thailand and the Thai Bankers' Association (via IFRS Club) on the adoption of IFRS in Thai banking and capital markets environment 									

Names and profiles of auditors (2)

Name-surname	Mr. Paiboon Tunkoon	
Business status	Assurance Partner	
Education	<p>Institution : Chulalongkorn University Degree and major : Master of Business Administration</p> <p>Institution : Thammasat University Degree and major : Bachelor of Accounting</p>	
Professional member	<ul style="list-style-type: none"> - Certified Public Accountants in Thailand - Certified Public Accountant in Lao PDR and Cambodia - Federation of Accounting Professions 	
Relevant experience and expertise	<ul style="list-style-type: none"> - Possess more than 33 years of working experience in financial services and insurance companies. - Has extensive experience in providing audit and business advisory services to a wide range of local and multinational clients. - Provide technical advice on accounting issues within the context of International Financial Reporting Standards (IFRS 17) to insurance companies and financial institutions both local and overseas. 	

Names and profiles of auditors (3)

Name-surname	Mrs. Anutai Poomsurakul	
Business status	Assurance Partner	
Education	<p>Institution : Chulalongkorn University Degree and major : Master of Accounting</p> <p>Institution : Assumption University Degree and major : Bachelor of Accounting (Honours)</p>	
Professional member	<ul style="list-style-type: none"> - Certified Public Accountants - Federation of Accounting Professions 	
Relevant experience and expertise	<ul style="list-style-type: none"> - Possess more than 36 years of auditing experience. - Has extensive experience providing audit and business advisory services to a wide range of local and multinational clients. - Be a guest lecturer at universities for an auditing course. 	

For consideration of Agenda No. 7: To consider and approve the issuance and offering of debenturesInformation 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 obligations 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 the time that the debentures will be issued and offered.
Debenture holders' representatives:	To appoint the debenture holders' representative in accordance with the SEC or other laws, rules, and regulations with respect to the appointment of the debenture holders' representative
Total value of the debentures:	The offering amount of debentures for each program shall not exceed Baht 200,000,000,000 (two hundred billion) and the 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 an 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 types 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 SEC and/or other relevant notifications, rules, and regulations at the time of the issuance and offering of the debentures.
Redemption prior to the 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 the terms and conditions of each issue of the debentures.

Details on the authorization for issuing and offering debentures

To issue and offer the debentures each time, the Bank shall make a decision at a proper time to get the target amount at a reasonable cost. In some circumstances, the market may be volatile, so it is necessary to make a prompt decision. As a result, the shareholders' meeting should approve the delegation of authorities to 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 and offering methods, par value, price per unit, and interest rate, etc. along with the procurement and appointment of other parties that are required by laws and rules relating to the issuance and offering 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 by the Board of Directors.

For consideration of Agenda No. 8: To consider and approve the amendments to the Bank's Articles of Association

According to the announcement of the amendment to (1) the Public Limited Companies Act (No. 4), B.E. 2565 ("Public Limited Companies Act") mainly focuses on meetings of Shareholders and Board of Directors, appointments of proxy holders, advertisement and delivery of documents by allowing usage of electronic means and (2) Ministerial Regulation Prescribing Rules and Procedures for the Repurchase of Shares, Disposal of Repurchased Shares and Deduction of Repurchased Shares of Companies (No.2), B.E. 2565 ("Ministerial Regulation") which has amended the rules and procedures for repurchase of shares, disposal of repurchased shares, including the resolutions for approval of shares repurchase, etc., therefore, it is deemed appropriate to propose the shareholders' meeting to consider and approve (i) the amendment to the Bank's Articles of Association to be in line with the Public Limited Companies Act and Ministerial Regulation, including adjust the existing content for clarification and up-to-date information and (ii) delegation of authority to the authorized director of the Bank or any person authorized by such authorized director to have the power to file applications for registration of the amendment Bank's Articles of Association with the Public Companies Registrar, Department of Business Development, Ministry of Commerce, to revise or amend any statements in all relevant documents, and to undertake any actions necessary for and relevant to the foregoing so as to comply with the applicable laws, as well as the orders of the Public Companies Registrar. The details are as follows:

Articles of Association of the Bank (Current)	The Draft Amendments to the Bank's Articles of Association (Proposed)
Chapter 1 General	
Article 4. Unless otherwise stipulated herein, the provisions of laws governing the Public Company Limited, laws governing Commercial Banks and laws governing Securities and Stock Exchange shall be brought to enforce.	Article 4. Unless otherwise stipulated herein, the provisions of laws governing the Public Company Limited, laws governing Commercial Banks, and laws governing Securities and Stock Exchange and other laws relevant to the Company's operations shall be brought to enforce. <u>Any act under these Articles of Association that can be done by electronic means as allowed by law, the Company or the Board of Directors may use such electronic means to the extent that it does not contradict with the relevant law.</u>
Chapter 2 Issuance of Shares and Share Transfer	
Article 11. The Company is forbidden from repurchase or taking	Article 11. The Company is forbidden from repurchase or taking

Articles of Association of the Bank (Current)	The Draft Amendments to the Bank's Articles of Association (Proposed)
<p>any share transfer of its own shares or using the Company's share certificate as a guarantee of a debt or any business, except it is allowed by laws and comply with the rules, methods and conditions as prescribed by laws.</p> <p>In case of the said repurchase of Company's shares, it must be approved by a shareholders' meeting unless the said repurchase share is not exceeding 10 percent of the paid-up capital, the Company's Board of Directors shall have the authority to approve the said repurchase of share.</p>	<p>any share transfer of its own shares or using the Company's share certificate as a guarantee of a debt or any business, except it is allowed by laws and comply with the rules; <u>and</u> methods and conditions as prescribed by laws.</p> <p>In case of the said repurchase of Company's shares, it must be approved by a shareholders' meeting unless the said repurchased share is not exceeding 10 percent of the <u>total</u> paid-up capital shares, the Company's Board of Directors shall have the authority to approve the said repurchase of shares.</p>
Chapter 3 Directors and their Authorities	
<p>Article 22.</p> <p>In case of convening the Meeting of the Board of Directors, the Chairman of the Board or the person assigned is required to deliver the invitation letter to the Directors not less than seven days prior to the date of the Meeting. The exemption is made to cases of necessity and urgency to preserve the right or benefit of the Company, the notification of the invitation of the Meeting by other methods and designation on earlier date of the Meeting may be made.</p>	<p>Article 22.</p> <p>In case of convening the Meeting of the Board of Directors, the Chairman of the Board or the person assigned is required to deliver the invitation letter to the Directors not less than seven <u>three</u> days prior to the date of the Meeting. The exemption is made to cases of necessity and urgency to preserve the right or benefit of the Company, the notification of the invitation of the Meeting by <u>electronics or</u> other methods and designation on earlier date of the <u>invitation of the</u> Meeting may be made.</p> <p><u>With appropriate reason or an intention to preserve the rights or interest of the Company, two or more Directors may jointly request the Chairman of the Board to call the Board of Director's Meeting, with indication of the subject matter and reasons to be considered in the Meeting. In this case, the Chairman of the Board shall call and determine the date for the Meeting within fourteen days from the date of the receipt of that request.</u></p>

Articles of Association of the Bank (Current)	The Draft Amendments to the Bank's Articles of Association (Proposed)
	<p><u>In case where the Chairman of the Board fails to act in accordance with the second paragraph, the aforesaid requesting Directors may jointly call and determine the date for the Meeting of the Board of Directors for consideration the requested subject matter within fourteen days from the end of period specified in the second paragraph.</u></p>
<p>Article 24.</p> <p>The Board of Directors take responsibility in administration of all activities of the Company and are empowered to proceed under the provisions of law, the Company's objectives and Articles of Association and resolution of the Shareholders' Meeting and are empowered to perform any acts as specified in the Memorandum of Association or that is relevant to the case as such.</p> <p>The Board of Directors may assign one person or several persons to perform any act on their behalf.</p> <p>The Directors who are authorized to sign and bind the Company, two Directors are required to jointly sign and affix the Company's seal. The Board of Directors may designate name list of the Directors who are required to sign and bind the Company.</p>	<p>Article 24.</p> <p>The Board of Directors take responsibility in administration of all activities of the Company and are empowered to proceed under the provisions of law, the Company's objectives and Articles of Association and resolutions of the Shareholders' Meeting and are empowered to perform any acts as specified in the Memorandum of Association or that is relevant to the case as such.</p> <p>The Board of Directors may assign one person or several persons to perform any act on their behalf.</p> <p>The Directors who are authorized to sign and bind the Company, two Directors are required to jointly sign and affix the Company's seal. <u>In case of the Directors sign by digital signature or electronic signature, two Directors are required to jointly sign without affixing the Company's seal.</u></p> <p>The Board of Directors may designate name list of the Directors who are required to sign and bind the Company.</p>
<p>Article 27.</p> <p>The Board of Directors shall hold the meeting at least three month-time at the premise locating the Head Office of the Company or nearby province or any other places designated by the Chairman of the Board.</p>	<p>Article 27.</p> <p>The Board of Directors shall hold the meeting at least three month-time <u>once every three months</u> at the premise locating the Head Office of the Company or nearby province or any other places designated by the</p>

Articles of Association of the Bank (Current)	The Draft Amendments to the Bank's Articles of Association (Proposed)
	<p>Chairman of the Board.</p> <p><u>The Board of Director's Meeting may be held through electronic means according to the rules and methods specified by laws, in such case the Company's Head Office shall be deemed a Meeting venue.</u></p>
Chapter 4 Meetings of Shareholders	
<p>Article 30.</p> <p>Meetings of Shareholders are held at the location of the Company's Head Office is seated or nearby provinces or any place stipulated by the Board of Directors.</p>	<p>Article 30.</p> <p>Meetings of Shareholders are held at the location of the Company's Head Office is seated or nearby provinces or any place stipulated by the Board of Directors.</p> <p><u>Meetings of Shareholders may be held through electronic means according to the rules and methods specified by laws, in such case the Company's Head Office shall be deemed a Meeting venue.</u></p>
<p>Article 32.</p> <p>The Board of Directors shall prepare the invitation letter of Shareholders Meeting that specifies the venue, the date and time, the meeting agenda, and subject matters to be proposed including proper details. The said invitation must also specify whether each of subject matters is proposed for acknowledgement, approval or consideration and the opinions of the Board of the Directors on each matter must be included. The invitation shall be sent to the Shareholders and the Registrar at least seven days prior to the Meeting date.</p> <p>At least three days before the Meeting date, the said invitation must be advertised in the newspaper for three consecutive days.</p>	<p>Article 32.</p> <p>The Board of Directors shall prepare the invitation letter of Shareholders Meeting that specifies the venue, the date and time, the meeting agenda, and subject matters to be proposed including proper details. The said invitation must also specify whether each of subject matters is proposed for acknowledgement, approval or consideration and the opinions of the Board of the Directors on each matter must be included. The invitation shall be sent to the Shareholders and the Registrar at least seven days prior to the Meeting date.</p> <p>At least three days before the Meeting date, the said invitation must be advertised in the newspaper for three consecutive days.</p> <p><u>The delivery and advertisement of invitation letter or other documents may be made by electronic means according to the rules and methods specified by laws.</u></p>

Articles of Association of the Bank (Current)	The Draft Amendments to the Bank's Articles of Association (Proposed)
<p>Article 34.</p> <p>In the Shareholders' Meeting, any shareholder can appoint a proxy to attend and vote at the Meeting on his/her behalf, provided that the instrument appointing a proxy is made only one form as designated by the Registrar of the Public Company Limited and the proxy for such purpose can be one person only, regardless of the number of shares held by him/her.</p> <p>The delegation of powers requires the signature of the proxy grantor on the proxy, of which the form is stipulated by the Registrar of the Public Company Limited. A proxy must contain at least the following details:</p> <ol style="list-style-type: none"> a. The number of shares that proxy grantor 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. <p>A proxy must be submitted to the Chairman of the Board of Directors or the person designated by him before the proxy attends the Meeting.</p>	<p>Article 34.</p> <p>In the Shareholders' Meeting, any shareholder can appoint a proxy to attend and vote at the Meeting on his/her behalf, provided that the instrument appointing a proxy is made only one form as designated by the Registrar of the Public Company Limited and the proxy for such purpose can be one person only, regardless of the number of shares held by him/her.</p> <p><u>The shareholders who wish to appoint a proxy may proceed through electronic means, provided that such means are secure and reliable that such appointment has been duly made by a shareholder giving a proxy according to the rules and methods specified by laws.</u></p> <p>The delegation of powers requires the signature of the proxy grantor on the proxy, of which the form is stipulated by the Registrar of the Public Company Limited. A proxy must contain at least the following details:</p> <ol style="list-style-type: none"> a. The number of shares that proxy grantor 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. <p>A proxy must be submitted to the Chairman of the Board of Directors or the person designated by him before the proxy attends the Meeting.</p>
Chapter 5 Account Audit	
<p>Article 40.</p> <p>Any director, staff, employee, or person who is holding any position within the Company cannot be appointed as the auditor of the Company.</p>	<p>Article 40.</p> <p><u>The auditor of the Company shall not be</u> Any any director, staff, employee, or person who is holding any position within the Company cannot be appointed as the auditor of the Company.</p>

Articles of Association of the Bank (Current)	The Draft Amendments to the Bank's Articles of Association (Proposed)
Chapter 7 Dividends and Reserves	
<p>Article 44.</p> <p>Any dividend payment must be announced under the resolution of the Shareholder Meeting or the resolution of the Board of Directors in case of the interim dividend payment. The dividend payment must be announced to shareholders as a letter and advertised in newspaper. The payment will be made within one month from the said resolution has been passed.</p>	<p>Article 44.</p> <p>Any dividend payment must be announced under the resolution of the Shareholder Meeting or the resolution of the Board of Directors in case of the interim dividend payment. The dividend payment must be announced to shareholders as a letter and advertised in newspaper. The payment will be made within one month from the said resolution has been passed.</p> <p><u>The dividend payment can be announced and advertised through electronic means according to the rules and methods specified by laws.</u></p>
Chapter 9 Books and Accounts	
<p>Article 53.</p> <p>The Board of Directors shall send the following documents to the shareholders together with the invitation letter of the Ordinary General Meeting of Shareholders.</p> <p>(1) The copies of the balance sheet and the profit and loss account which have already been audited by the auditor and his/her account auditing report.</p> <p>(2) The annual report of the Board of Directors and its supporting documents.</p>	<p>Article 53.</p> <p>The Board of Directors shall send the following documents to the shareholders together with the invitation letter of the Ordinary General Meeting of Shareholders.</p> <p>(1) The copies of the balance sheet and the profit and loss account which have already been audited by the auditor and his/her account auditing report.</p> <p>(2) The annual report of the Board of Directors and its supporting documents.</p> <p><u>The Board of Directors may send the above documents to shareholders through electronic means according to the rules and methods specified by laws.</u></p>

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

Name-surname:	Mrs. Dayana Bunnag	
Present position:	Independent Director Chairperson of the Audit Committee	
Age:	72 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:	<ul style="list-style-type: none"> - Seminar on “The Importance of the Audit Committee and Confidence in the Thai Capital Market” (2023) (Online) Federation of Accounting Professions Under the Royal Patronage of His Majesty the King, the Securities and Exchange Commission, the Stock Exchange of Thailand, Thai Institute of Directors Association and Thai Listed Companies Association - Director Briefing 6/2023: Sustainability Trends in Business Across Industries (Online) Thai Institute of Directors Association - Navigating AI Governance and ESG Reporting for the Future (2023) (Online) KPMG - BOT Digital Finance Conference 2022 (Online) The Bank of Thailand - Subsidiary Governance Program (SGP 2/2022) (Online) Thai Institute of Directors Association - Ocean Forum Activity on “Digital Transformation” (2022) (Online) Ocean Life Insurance Public Company Limited - Leading Innovation for Driving Change in Your Organization (2022) (Online) Bangkok University - Seminar on “Easy Listening: Accounting Knowledge that AC Should Not Miss” (2022) (Online) The Securities and Exchange Commission - Director Forum 1/2022: From “Net-Zero” to “Set-Zero”...Reimagining Business Landscape (Online) Thai Institute of Directors Association - Ethical Leadership Program (ELP 22/2021) (Online) Thai Institute of Directors Association - Seminar on “Cyber Resilience Leadership: Herd Immunity” (2021) (Online) The Bank of Thailand, the Securities and Exchange Commission, and the Office of Insurance Commission 	

<p>Director training programs (continued):</p>	<ul style="list-style-type: none"> - Capital Market Threat Landscape (2021) (Online) The Securities and Exchange Commission - Data Awareness & Culture for Data Champions (2021) (Online) Coraline Company Limited - Risk Management Program for Corporate Leaders (RCL 17/2019) Thai Institute of Directors Association - IT Governance and Cyber Resilience Program (ITG 10/2019) Thai Institute of Directors Association - Bangkok Sustainable Banking Forum 2019: An Industry Wake-up Call The Bank of Thailand - Audit Committee Forum on “Upcoming Financial Reporting Standards (IFRS 9, 15, and 16): Major Changes of Financial Reporting” (2018) KPMG In Thailand - Bangkok FinTech Fair 2018: SME and Consumer Financial Solutions The Bank of Thailand - Seminar on “Cyber Resilience Leadership” (2017) The 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 - Capital Market Academy Leadership Program (CMA 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)
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	Association of Investment Management Companies
Date of appointment as director:	April 23, 2015
Years as director:	8 years and 11 months
KKP shareholding: (As of February 29, 2024)	None (KKP shareholding includes the share numbers of spouse and minor children.)
Positions held in other listed companies:	None
Positions held in non-listed companies:	<u>2 entities</u> 2014 - present Chairperson of the Audit and Compliance Committee Ocean Life Insurance Public Company Limited 2012 - present Independent Director Ocean Life Insurance Public Company Limited 2005 - present Director Bulunburi Security Guard Company Limited
Positions held in a competing business or related business that may cause a conflict of interest:	None
Working experiences:	2022 - Feb. 2024 Advisor to the Information System Development Oversight Committee Bangkok University 2020 - Feb. 2024 Advisor to the Risk Management Committee of the University Bangkok University 2020 - Feb. 2024 Member of the Human Resources Steering Committee Bangkok University 2012 - Feb. 2024 Advisor to the President and Vice Chairperson of the Executive Committee Bangkok University 2018 - 2023 Director Eduvision Company Limited 2015 - 2018 Member of the Investment Sub-committee National Savings Fund 2012 - 2017 Member of the Committee on Consideration of Guidelines for Investment of Insurance Companies in Other Businesses Office of Insurance Commission

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


Working experiences (continued):	2010 - 2012	Chairperson of the Sub-committee on Consideration of Draft Notification Concerning Issuance and Offering of Derivatives and Structured Notes	The Securities and Exchange Commission
	2010 - 2012	Director	Ocean Life Insurance Company Limited
	2007 - 2010	Managing Director	Ocean Life Insurance Company Limited
	2006 - 2010	Chairperson of the Disciplinary Committee	The Securities and Exchange Commission
	2008 - 2009	Advisory Committee on Best Practices for Director Compensation	Thai Institute of Directors Association
	2000 - 2002	Director	The Stock Exchange of Thailand
	1994 - 1996	Association President	Association of Investment Management Companies
	1992 - 2006	Managing Director	Kasikorn Asset Management Company Limited
	1977 - 1992	Vice Managing Director	Phatra Thanakit Finance and Securities Company Limited
Agenda items that may be of interest in this meeting:	Agenda No. 5: To consider and approve the directors' remuneration		
Attendance at 2023 meetings:	Board of Directors' meetings	11 ¹ out of 12	
	Audit Committee's meetings	18 out of 18	
	2023 Annual General Meeting of Shareholders	1 out of 1	

Remark: ¹ The Board of Directors' meeting No. 3/2566, held on March 2, 2023, was called urgently; therefore, Mrs. Dayana Bunnag was unable to attend the meeting.

Nature of Relationships	
KKP shares held:	
- Number of shares (share)	None
- % of total shares with voting rights	None
Has he or she had the following relationships with the Bank, its subsidiaries, affiliates, or a juristic person that could conflict with the Bank <u>at present or in the past two years</u> ?	

(1) A director participating in the management of work, employee, or an advisor with a regular salary	No
(2) A professional service provider (e.g. auditor, legal advisor)	No
(3) A business relationship that might be prejudicial to perform the function of director independently (e.g. buying/selling of raw materials/products/services or lending/borrowing money); state the value of the transaction, if entered into	None

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

Name-surname:	Mr. Chalee Chantanayingyong	
Present position:	Independent Director Chairman of the Compliance and Governance Committee Audit Committee Member	
Age:	67 years	
Nationality:	Thai	
Education:	<ul style="list-style-type: none"> - Master's in Business Administration (Finance) Texas A&M University, U.S.A. - Bachelor of Business Administration (Money and Banking) Thammasat University 	
Director training programs:	<ul style="list-style-type: none"> - Seminar on "The Importance of the Audit Committee and Confidence in the Thai Capital Market" (2023) (Online) Federation of Accounting Professions Under the Royal Patronage of His Majesty the King, the Securities and Exchange Commission, the Stock Exchange of Thailand, Thai Institute of Directors Association and Thai Listed Companies Association - Hot Issue for Directors: Climate Governance (2/2023) (Online) Thai Institute of Directors Association - BOT Digital Finance Conference 2022 (Online) The Bank of Thailand - Hot Issue for Directors: What Directors Need to Know About Digital Assets? (2022) (Online) Thai Institute of Directors Association - Board Nomination and Compensation Program (BNCP 14/2022) (Online) Thai Institute of Directors Association - Seminar on "Easy Listening: Accounting Knowledge that AC Should Not Miss EP.2" (2022) (Online) The Securities and Exchange Commission - Facilitator for Director Accreditation Program (DAP) and Audit Committee Program (ACP) Thai Institute of Directors Association - Boards that Make a Difference (BMD 10/2020) Thai Institute of Directors Association - Risk Management Program for Corporate Leaders (RCL 21/2020) Thai Institute of Directors Association - Advanced Audit Committee Program (AAP 38/2020) Thai Institute of Directors Association 	

Director training programs (continued):	<ul style="list-style-type: none"> - Anti-corruption for Executive Program (ACEP 8/2013) Thai Institute of Directors Association - Top Executive Program, Class 5 Capital Market Academy - Top Executive Program in Commerce and Trade (TEPCoT), Class 5 Commerce Academy, University of the Thai Chamber of Commerce - Advance Senior Executive Program (ASEP 2006) Sasin Graduate Institute of Business Administration of Chulalongkorn University in collaboration with the Kellogg School of Management, Northwestern University, Chicago, IL, U.S.A. - Director Certification Program (DCP 7/2001) Thai Institute of Directors Association 															
Date of appointment as director:	April 22, 2022															
Years as director:	1 year and 11 months															
KKP shareholding: (As of February 29, 2024)	None (KKP shareholding includes the share numbers of spouse and minor children.)															
Positions held in other listed companies:	None															
Positions held in non-listed companies:	<p><u>2 entities</u></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%;">2018 - present</td> <td style="width: 55%;">Director</td> <td style="width: 30%;">Equitable Education Fund</td> </tr> <tr> <td>2013 - present</td> <td>Director</td> <td>The Anti-Corruption Organization of Thailand</td> </tr> </table>	2018 - present	Director	Equitable Education Fund	2013 - present	Director	The Anti-Corruption Organization of Thailand									
2018 - present	Director	Equitable Education Fund														
2013 - present	Director	The Anti-Corruption Organization of Thailand														
Positions held in a competing business or related business that may cause a conflict of interest:	None															
Working experiences:	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%;">2019 - Mar. 2024</td> <td style="width: 55%;">Independent Director Member of the Audit Committee</td> <td style="width: 30%;">SCG Packaging Public Company Limited</td> </tr> <tr> <td>2019 - 2023</td> <td>Chairman of the Business Conduct Sub-committee</td> <td>Thailand Clearing House Company Limited</td> </tr> <tr> <td>2019 - 2023</td> <td>Chairman of the Appealing Committee</td> <td>Thailand Futures Exchange Public Company Limited</td> </tr> <tr> <td>2019 - 2021</td> <td>Chairman of the Corporate Governance and Nomination Committee</td> <td>SCG Packaging Public Company Limited</td> </tr> <tr> <td>2019 - 2021</td> <td>Chairman of the Appealing Committee</td> <td>The Stock Exchange of Thailand</td> </tr> </table>	2019 - Mar. 2024	Independent Director Member of the Audit Committee	SCG Packaging Public Company Limited	2019 - 2023	Chairman of the Business Conduct Sub-committee	Thailand Clearing House Company Limited	2019 - 2023	Chairman of the Appealing Committee	Thailand Futures Exchange Public Company Limited	2019 - 2021	Chairman of the Corporate Governance and Nomination Committee	SCG Packaging Public Company Limited	2019 - 2021	Chairman of the Appealing Committee	The Stock Exchange of Thailand
2019 - Mar. 2024	Independent Director Member of the Audit Committee	SCG Packaging Public Company Limited														
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2019 - 2023	Chairman of the Appealing Committee	Thailand Futures Exchange Public Company Limited														
2019 - 2021	Chairman of the Corporate Governance and Nomination Committee	SCG Packaging Public Company Limited														
2019 - 2021	Chairman of the Appealing Committee	The Stock Exchange of Thailand														

Working experiences (continued):	2017 - 2020	Member of the Financial Institutions Policy Committee	The Bank of Thailand
	2017 - 2018	Chairman of the Audit Committee	The Bank of Thailand
	2015 - 2018	Member of the Corporate Governance Committee	The Bank of Thailand
	2015 - 2018	Director	The Bank of Thailand
	2009 - 2015	Deputy Secretary-General	The Securities and Exchange Commission
Agenda items that may be of interest in this meeting:	Agenda No. 5: To consider and approve the directors' remuneration		
Attendance at 2023 meetings:	Board of Directors' meetings		12 out of 12
	Compliance and Governance Committee's meetings		5 out of 5
	Audit Committee's meetings		18 out of 18
	2023 Annual General Meeting of Shareholders		1 out of 1

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

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

1. Registration for shareholders' meetings

Shareholders or proxies who would like to attend the shareholders' meeting via electronic means are requested to study the procedures for attending the shareholders' meeting via electronic means (Attachment 10). The registration system will be available from April 4, 2024, at 8:30 a.m. until the end of the meeting. In the event that the submitted documents are incomplete, incorrect, or otherwise not in compliance with the requirements stated herein, the Bank reserves the right to reject the registration.

2. Appointment of a proxy

If a shareholder is unable to attend the shareholders' meeting in person, he or she can appoint a proxy to attend and vote in his or her place. For granting proxies, the Bank has sent to shareholders Proxy Form B (Attachment 12), which is the format specified by the Registrar of Public Companies. This form is detailed and clear and enables the shareholders to appoint another person or one of the Bank's independent directors (proposed by the Bank) to act as a proxy, to attend the shareholders' meeting, and to vote on the shareholders' behalf. (Names and profiles of independent directors proposed by the Bank to serve as proxies for shareholders are shown in 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.kkpfng.com>).

2.1 The shareholder appoints another person as a 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 or she may not split shares or appoint more than one proxy holder 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 or her name in the signature space for the proxy.

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

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

- | | | |
|----------------------|--|--------------|
| - Mrs. Dayana Bunnag | Independent Director and
Chairperson of the Audit Committee | Age 72 years |
| Residing at: | No. 8/34, Soi Vibhavadi 17,
Vibhavadi Rangsit Road, Chatuchak Sub-district
Chatuchak District, Bangkok 10900 | |

- Mr. Chalee Chantanayingyong Independent Director, Age 67 years
 Chairman of the Compliance and Governance
 Committee and Audit Committee Member
 Residing at: No. 244/70, Moo 17, Chuan Chuen Park Ville Soi 4/7,
 Sala Thammasop Sub-district, Thawi Watthana
 District, Bangkok 10170

- (2) The shareholder (proxy grantor) fills in completely and clearly the required details, signs the proxy, and returns the well-completed proxy form along with the original required documents to the Bank in advance of the scheduled meeting date by using the enclosed return envelope (Attachment 13).
- (3) For shareholders who would like to cancel the proxy grant, please do so by April 17, 2024, at 5:00 p.m. by submitting a notification letter together with identity verification documents to the Chairman of the Board of Directors via corporate_secretary@kkpfg.com or registered post to the Corporate Secretariat Department, Kiatnakin Phatra Bank Public Company Limited, 21st Floor, KKP Tower A, No. 209, Sukhumvit 21 (Asoke) Road, Khlong Toey Nua, Wattana, Bangkok 10110.

3. Documents required for identity verification and registration to attend the meeting

3.1 For individual shareholders

(1) In the case of attendance in person

A photocopy of a document issued by a government agency that contains the shareholder's photograph and has not yet expired, such as a personal identification card, government official identification card, driving license, or passport, and is certified as a true and correct copy by the shareholder.

(2) In the case of the shareholder appointing a proxy holder to attend the meeting

- (a) The proxy form, which is attached to the notice of this meeting (proxy form B), must be filled in completely and clearly, signed by the proxy grantor and the proxy holder, and have a duty stamp of Baht 20 affixed.
- (b) A photocopy of a document issued by a government agency, which contains the shareholder's (proxy grantor's) photograph and has not yet expired, such as a personal identification card, government official identification, driving license, or passport, and is certified as a true and correct copy by the shareholder (proxy grantor); and
- (c) A photocopy of a document issued by a government agency to the proxy holder and containing his or her photograph that has not yet expired, such as a personal identification card, government official identification, driving license, or passport, and is certified as a true and correct copy by the proxy holder.

3.2 For shareholders who are juristic persons

(1) In the case where a representative of the shareholder, who is a juristic person, attends the meeting in person,

- (a) A photocopy of the identification document of such an authorized representative of the shareholder as referred to under clause 3.1 (1) above; and
- (b) A photocopy of a certificate of registration of the juristic person shareholder, which is issued by the Ministry of Commerce or a government agency of the country the juristic person is located in or a relevant agency within six months and certified as a true and correct copy by the representative of the juristic person shareholder, must also be presented. The photocopied certificate of registration must also include the name of the juristic person, a statement indicating that the representative is authorized to act on behalf of the juristic person shareholder, any conditions or limitations, and the address of the head office.

(2) In the case where the juristic person shareholder appoints a proxy holder to attend the meeting,

- (a) The proxy form, which is attached to the notice of this meeting (proxy form B), must be 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 as referred to under clause 3.2 (1) (b) above;
- (c) A photocopy of the identification document of such an authorized representative of the juristic person shareholder, as referred to under clause 3.1 (1) above; and
- (d) A photocopy of the identification document of the proxy holder, as referred to under clause 3.1 (2) (c) above

3.3 In the event that a custodian in Thailand is appointed by the shareholder

- (a) A proxy form C, which is completed and signed by the proxy grantor and the proxy holder and affixed with a duty stamp of Baht 20;
- (b) A confirmed letter certifying that the custodian has obtained a license to undertake or engage in custodian business;
- (c) A photocopy of the affidavit of the custodian, as referred to under clause 3.2 (1) (b) above;
- (d) A photocopy of the identification document of such an authorized representative of the custodian as referred to under clause 3.1 (1) above;
- (e) A photocopy of a valid power of attorney of the custodian, in the event that an attorney-in-fact is appointed to act on behalf of the custodian, which is certified as a true and correct copy by the authorized representative of the custodian, or the attorney-in-fact, which is certified as a true and correct copy by the attorney-in-fact; and

- (f) A photocopy of the identification document of the proxy holder, as referred to under clause 3.1 (2) (c) above.

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, which must be certified by a notary public within one year.

4. Voting and vote counting

4.1 Voting

- (1) For each item on the agenda, the Chairman will ask the meeting to cast votes through electronic means. Shareholders and/or proxy holders must select only one of the three voting choices, which are approve, disapprove, or abstain, except in the case of custodians.
- (2) If shareholders and/or proxy holders do not select any of the voting choices available within the specified period, it shall be assumed that shareholders and/or proxy holders have approved the agenda as proposed by the Chairman.
- (3) When the voting system is closed, the voting on such an agenda shall be deemed completed.

4.2 Vote counting

- (1) One share shall be counted as one vote, and any resolution in the meeting requires the majority votes of shareholders attending the meeting and having the right to vote, except for the agendas, which are as follows:
 - Agenda No. 5: To consider and approve the directors' remuneration, which requires the votes of not less than two-thirds (2/3) of all shareholders attending the meeting, according to Section 90 of the Public Company Limited Act, B.E. 2535 (1992),
 - Agenda No. 7: To consider and approve the issuance and offering of debentures, which requires the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.
 - Agenda No. 8: To consider and approve the amendments to the Bank's Articles of Association, which require the votes of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and having the right to vote.
- (2) In vote counting for each agenda, the Bank will count the votes of shareholders and/or proxy holders attending the meeting via electronic means as approval and deduct the disapproval, abstention, and/or not entitled to vote from the total votes of shareholders and proxy holders attending the meeting (depending on the resolution of each agenda).


- (3) On the announcement of the voting result, there will be votes counted as approval, disapproval, abstention, and not being entitled to vote. The Bank will use the number of shares present via electronic means at the latest count. In the event that shareholders and/or proxy holders leave the meeting and press the "Register to Leave the Quorum Meeting" button, the votes of such shareholders during that agenda or advance voting that have been given for the remaining agendas will be deducted from the system and will not be counted.

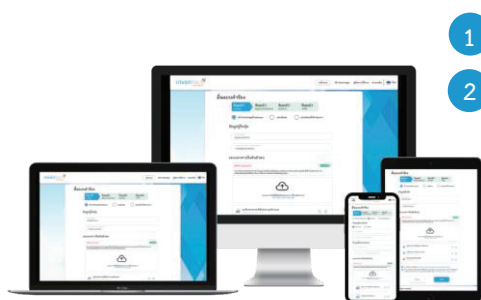
Procedures for attending the shareholders' meeting via electronic means

Kiatnakin Phatra Bank Public Company Limited (“the Bank”) has determined that the 2024 Annual General Meeting of Shareholders shall be held via electronic means (e-AGM), with Inventech Systems (Thailand) Company Limited acting as the meeting system provider and controller.

Shareholders and proxy holders who would like to attend the e-AGM can proceed according to the procedures for submitting the request form as follows:

Steps for requesting a username and password to attend the e-AGM (e-Request)

1. The Shareholders must submit a request to attend the meeting by electronic means via web browser at <https://app.inventech.co.th/KKP153784R/#/homepage> or scan the QR code  and follow the steps as shown in the picture.



**** To merge user accounts, please submit an e-Request by using the same email and phone number. ****

- 1 Click the link URL or scan the QR code in the notice of the meeting.
- 2 Choose the type of request and follow the four steps below:
 - Step 1: Fill in the information (information of the shareholder and proxy holder) and attach the verification documents.
 - Step 2: Fill in the information for verification.
 - Step 3: Verify via OTP.
 - Step 4: Upon completion, the system will display information again to verify the exactitude of the information.
- 3 Please wait for an email from the officer informing you of meeting details and a password for access.

2. For shareholders who would like to attend the meeting either in person or appoint a proxy via electronic means, please note that the electronic registration will be available from April 4, 2024, at 8:30 a.m. until the end of the meeting.
3. The electronic conference system will be available on April 19, 2024, at 8:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided username and password and follow the instructions in the manual to access the Inventech Connect system.

Appointing a proxy

1. For shareholders who are unable to attend the meeting in person, they can appoint another person or one of the Bank's independent directors as their proxy holders to attend and vote in their place by indicating their voting decisions in the proxy forms, which must be signed by the shareholders. The proxy holders, or the independent directors appointed as their proxy holders, will cast votes on each agenda item as specified by the shareholders in the proxy forms.
2. Shareholders who would like to appoint the Bank's independent directors as their proxy holders are requested to send their proxy forms, along with the original required documents (as per details shown in [Attachment 9](#)), to the Bank in advance of the scheduled meeting date by using the enclosed return envelope ([Attachment 13](#)), so that the Bank's officers can have sufficient time to review such documents.

If you have any problems with the software, please contact Inventech Call Center

02-931-9130

@inventechconnect

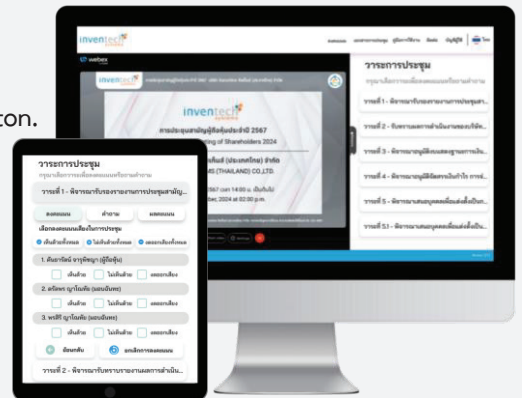
The system is available during April 4–19, 2024, from 08:30 a.m. to 05:30 p.m.
 (Operating days only, excluding holidays and public holidays)



Report a problem
 @inventechconnect

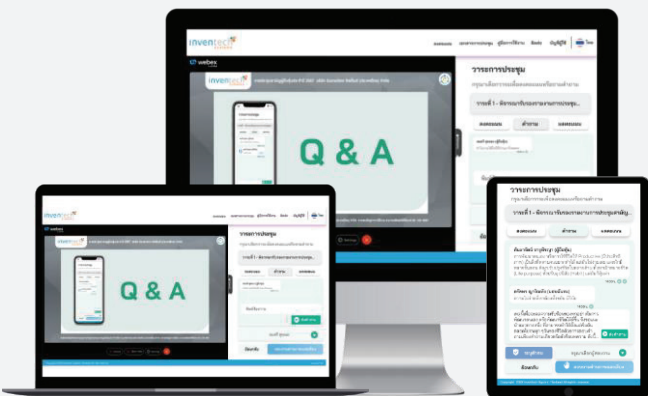
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Fill out the email address and password that you received in your email, or request an OTP.
- 2 By clicking the “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance,” then click on the “Join Meeting” button.
- 4 Select the agenda on which you want to vote.
- 5 Click on the “Vote” button.
- 6 Click the voting button as you wish.
- 7 The system will display the latest voting status.



- To cancel the latest vote, please press the “Cancel Vote” button (this means that your most recent vote will be equal to not voting). Shareholders and/or proxy holders can change their votes on each agenda item until the voting period for that item ends.
- If you cancel your latest vote and do not vote on any items on the agenda, the Bank will record such a voting decision as “Approve” in accordance with the meeting rules stipulated by the Bank.

Steps to ask questions via Inventech Connect



- Select the agenda item for the question.
 - Click on the “Question” button.
- 1 Ask a question via message
 - Type the question, then click the “Send” button.
 - 2 Ask a question via video conference
 - Click on the “Conference” button.
 - Click on the “OK” button to confirm your queue.
 - Please wait for your queue, and then you can turn on the microphone and camera.

How to use Inventech Connect



User Manual e-Request



User Manual e-Voting



Video of using Inventech Connect

Remarks: The efficiency of the electronic conferencing system and Inventech Connect system depends on the internet systems of shareholders or proxy holders, including the equipment and/or programs that are installed in such equipment. To ensure the performance of the system, please follow the following suggestions:

1. Internet speed requirements:

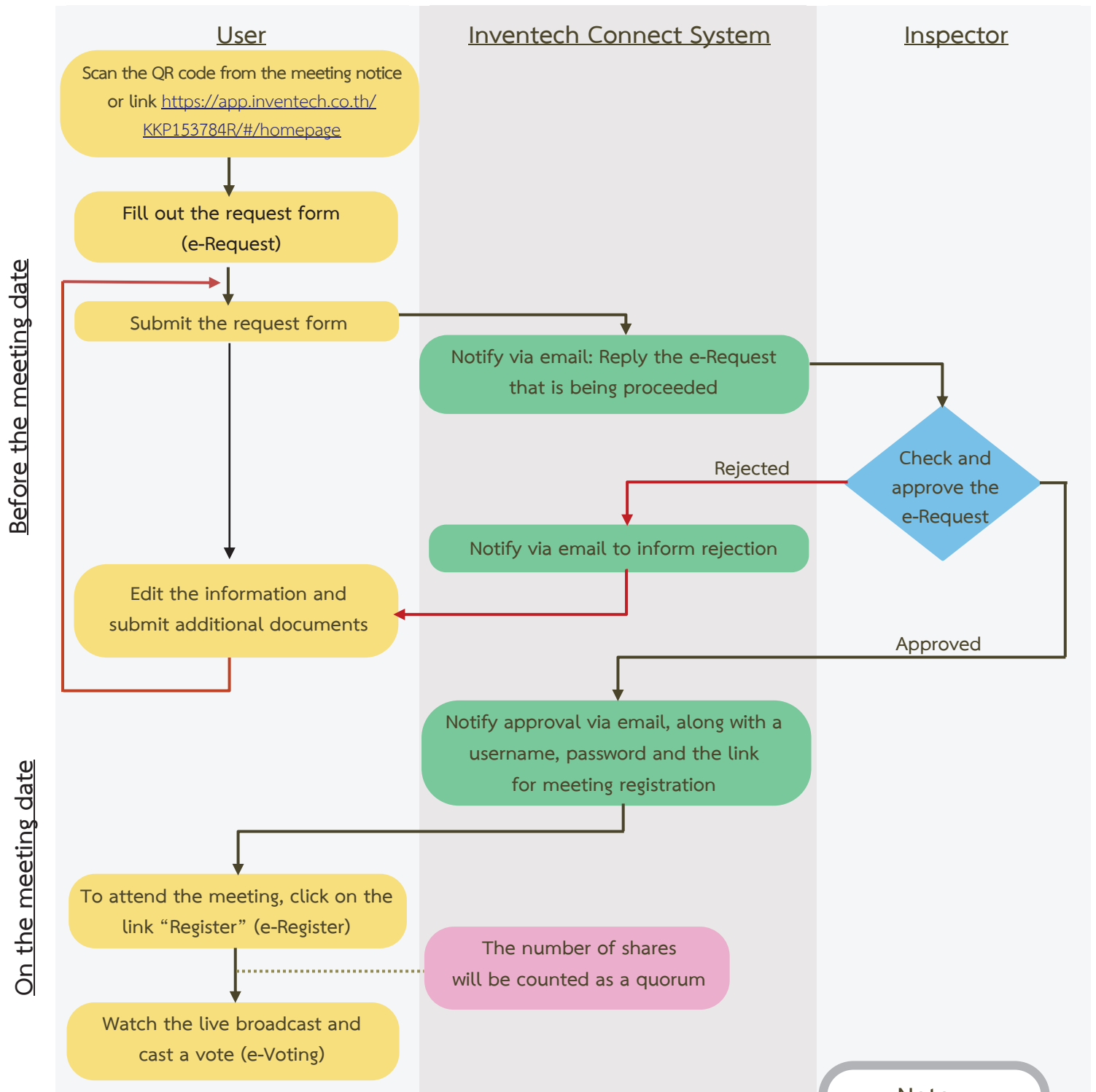
- High-definition video: must have internet speed at 2.5 Mbps (speed internet recommended).
- High-quality video: must have internet speed at 1.0 Mbps.
- Standard quality video: must have internet speed at 0.5 Mbps.

2. Equipment requirements:

- A smartphone or tablet that uses iOS or Android
- A PC or laptop with Windows or Mac

3. Browser requirements: Chrome (recommended), Safari, or Microsoft Edge. **The system does not support Internet Explorer.**

Flowchart for the registration and attendance of the shareholders' meeting via electronic means (e-Meeting)



Notes

Merging and changing accounts

In the event that you submit multiple requests using the same email address and phone number, the system will merge your accounts. Users with multiple accounts can click on the "Change Account" button to log into different accounts, with the meeting quorum of the previously used accounts still included in the base number of votes.

Leaving the meeting

Shareholders and/or proxy holders may press the "Register to Leave the Quorum Meeting" button to leave the meeting; the votes of such shareholders during that agenda or advance voting that have been given for the remaining agendas will be deducted from the system and will not be counted.

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

GENERAL

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

Article 3 Any amendment or correction of these Articles of Association or in the Memorandum of Association shall require a resolution of the General Meeting of Shareholders.

DIRECTORS AND THEIR AUTHORITIES

Article 15 At the meeting of the shareholders, the shareholders shall elect directors under the criteria and methods as follows:

- (1) One shareholder has one vote equal to one share per one vote.
- (2) Each shareholder shall use all the votes that they have under (1) to elect a person or many persons to be director (s), but the votes cannot be divided for any persons more or less.
- (3) Persons who gain maximum votes, in descending order of votes gained, shall be the elected directors equal to the number of the desired directors or should be elected at that time. In case the persons are elected in the descending order having the same votes but exceeding the desired number of the directors to be appointed or should be elected at that time, the Chairperson shall be the person making final vote thereof.

Article 16 Pension and remuneration shall be awarded to the directors depending on resolution of the shareholders' meeting.

Article 18 At every annual ordinary shareholders' meeting, there will be at least one-third of the said rate of the directors to be retired from the positions, if the number of directors cannot be divided into three equal parts, a number of directors closest to one-third will retire from their posts.

The Directors who shall retire from the posts in the first year and the second year after registration of the Company can be made by lot, who will be retired from the posts. As for the year after that the directors who have been in the office for the longest period of time are to retire from the post of directors, who may be re-elected to be in the office.

MEETINGS OF SHAREHOLDERS

Article 30 Meetings of shareholders are held at the location the Company's headquarters is seated or nearby provinces or any other place stipulated by the Board of Directors.

Article 31 The shareholders' meeting must be held at least once every year. It is called the "General Meeting" and must be held within four months following the end of the Company's accounting year. Other shareholders' meetings are called the "Extraordinary Meeting".

The Board of Directors will call any extraordinary meeting as they deem appropriate or when one or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold may, by subscribing their names, make a written request to the Board of Directors to call an extraordinary meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the aggregate number of shares as required may call such meeting within forty-five days from the expiration date of the period under paragraph two. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

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

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

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

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

Article 34

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

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

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

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

Article 35

In any shareholders' meeting, all shareholders can cast one vote for each share held by the shareholder. In case that any shareholder has special interest in one particular issue, he is banned from the voting in that issue except the voting to select the Board of Directors.

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

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

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

- Article 36** The businesses annual shareholders' meeting is required to do:
- (1) Consider the report of the Board of Directors that is proposed to the meeting regarding the Company's business in the previous year.
 - (2) Consider and approve the financial statements.
 - (3) Consider and allocate profits.
 - (4) Elect the directors replacing those retired by rotation.
 - (5) Appoint the account auditor.
 - (6) Consider any other business.

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

ACCOUNT AUDIT

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

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

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

DIVIDENDS AND RESERVES

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

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

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

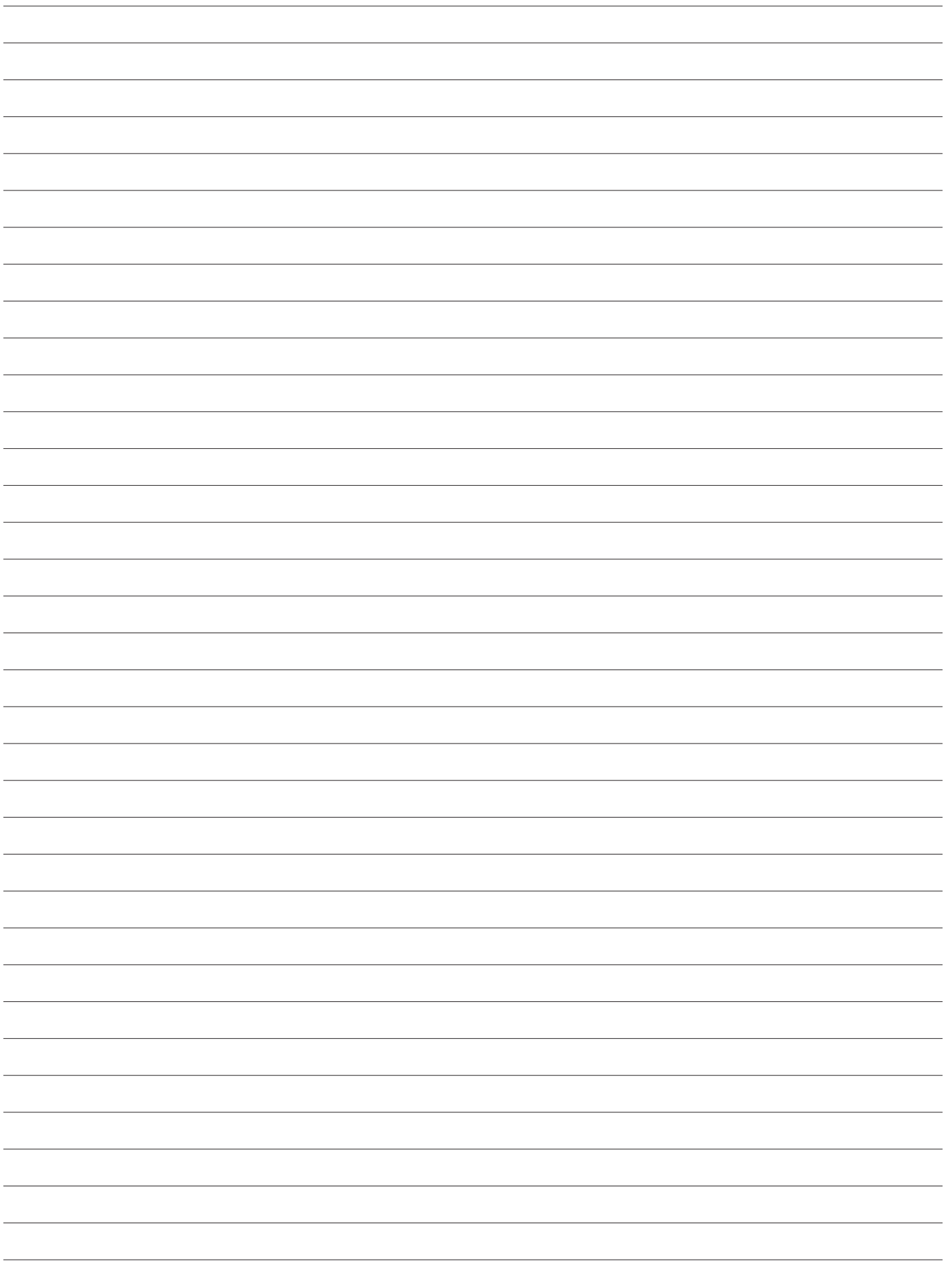
Article 47 The Company must allocate, as the reserve, not less than five percent of the annual net profit less by the accumulated loss (if there is any) until the reserve is not less than ten percent of the registered capital. Besides the said reserves, the Board of Directors may propose to the shareholders' meeting to issue a resolution for the allocation of other reserves as deemed appropriate for the Company's business operations.

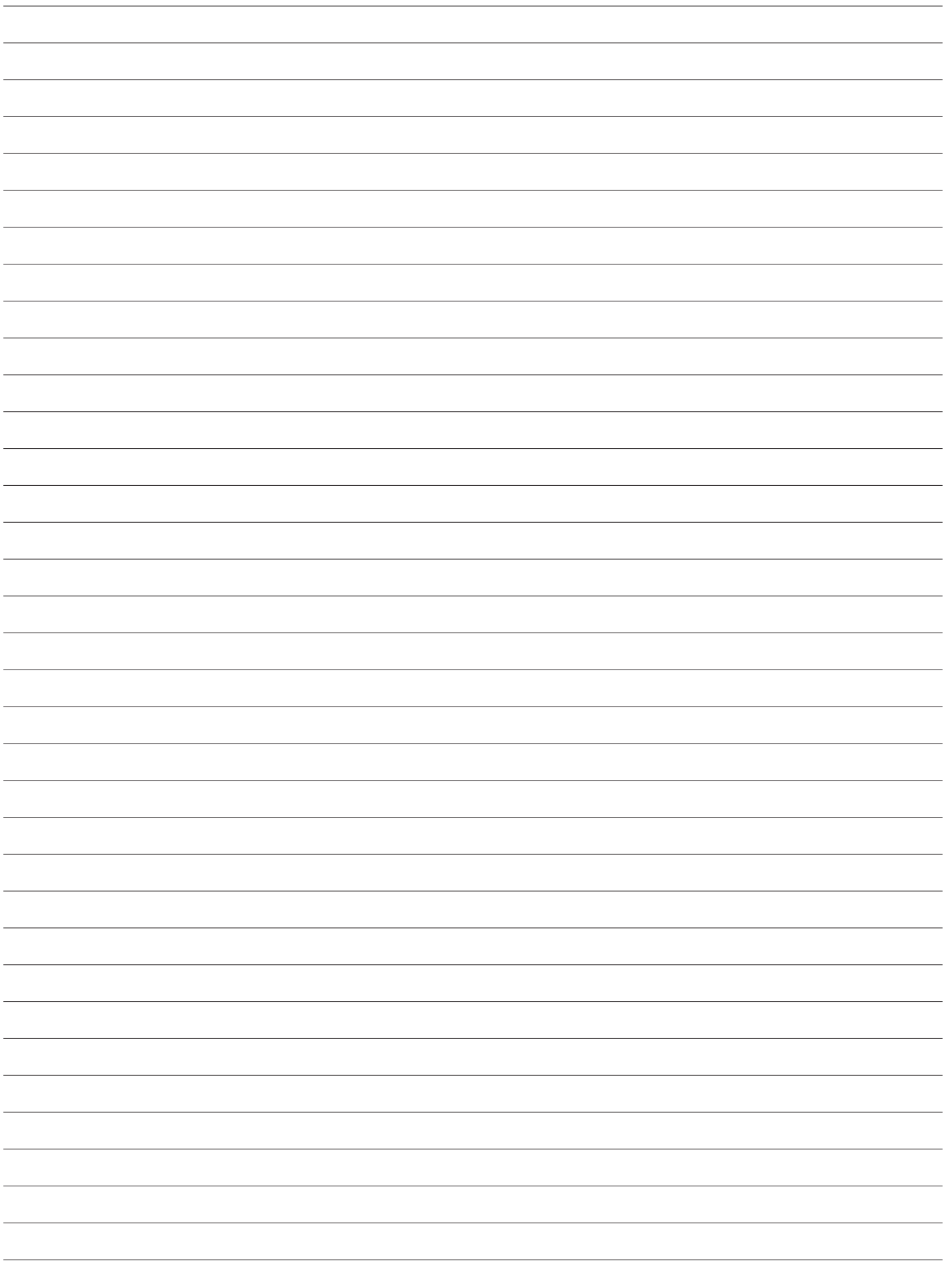
At the end of the first half of the accounting period and the said financial statements have been audited by the authorized account auditor, the Board of Directors can allocate the recorded net profit to capital funds commencing on the first date of the accounting period of the second half of that year.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

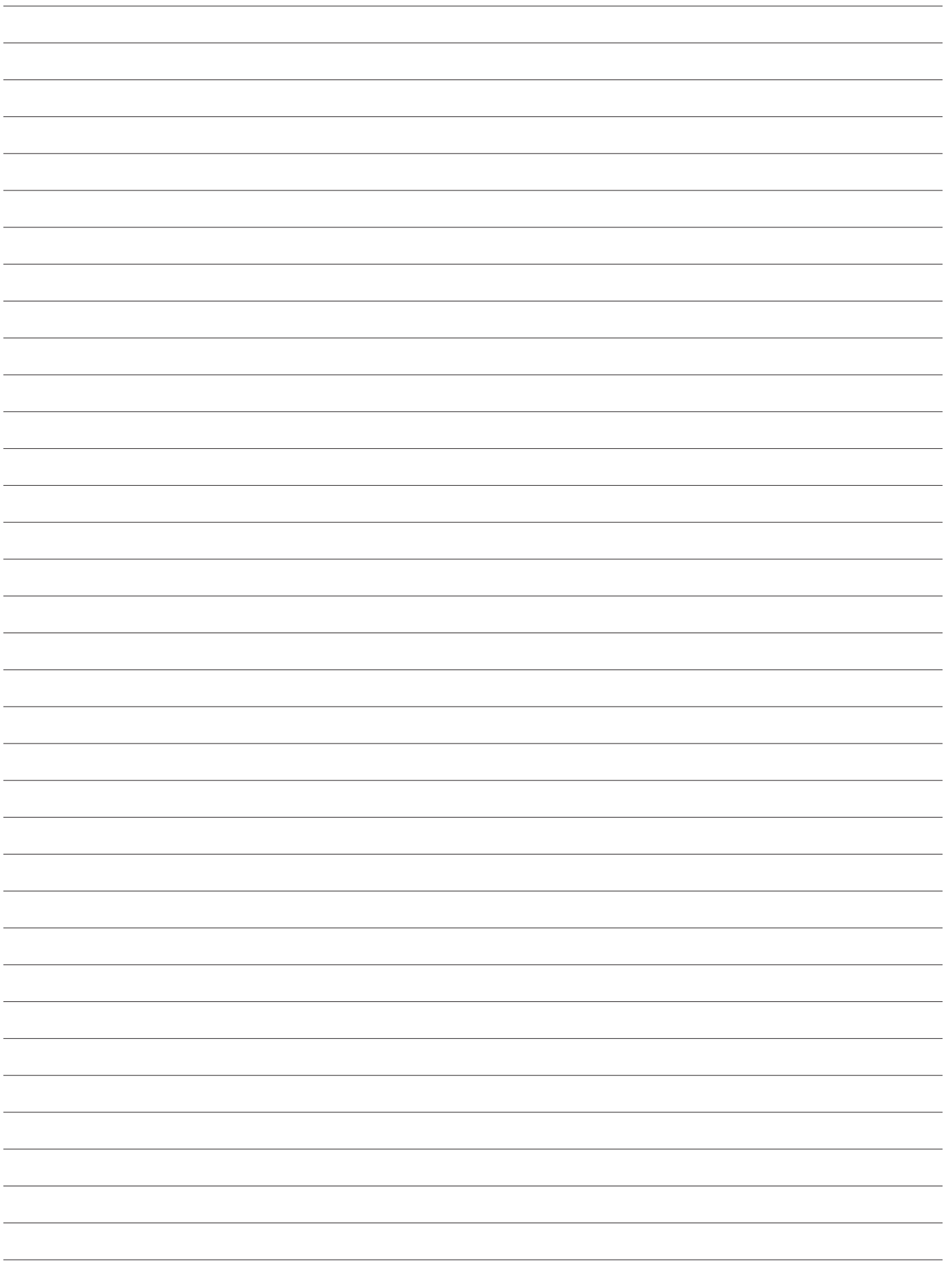
DEBENTURES

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

The debenture issuance resolution as prescribed in the first paragraph must be supported by the resolution of the shareholders' meeting that has acquired not less than three-fourths of the entire votes of the attending shareholders eligible to vote.









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