

**[Translation]**

**Notice of the 2025 Annual General Meeting of Shareholders  
Kiatnakin Phatra Bank Public Company Limited**

**Thursday, April 24, 2025, at 10:00 a.m.**

via electronic means (e-AGM)

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

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For further details, please contact

Corporate Secretariat Department

Telephone: 0-2495-1021-22

SorNorGor. 3/2568

March 19, 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

To: Shareholders of Kiatnakin Phatra Bank Public Company Limited

Attachments: 1. The Bank's 2024 annual registration statement/annual report (Form 56-1 One Report) (QR Code) and notification of meeting

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

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

8. Procedures for attending the shareholders' meeting via electronic means

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

10. Proxy form B

11. 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 2025 Annual General Meeting of Shareholders, which will be held on Thursday, April 24, 2025, 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, 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 2024

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 2024, which will be presented at the meeting.

Agenda No. 2 To consider and approve the financial statements for the year ended December 31, 2024

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, 2024, which are shown in the Bank's 2024 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 481,800,135,895	Baht 498,429,444,644
Total liabilities	Baht 425,006,808,473	Baht 435,218,574,803
Total revenues	Baht 23,139,548,784	Baht 26,801,587,581
Net profit*	Baht 4,363,221,250	Baht 5,030,748,570
Earnings per share	Baht 5.18	Baht 5.97

\*Attributable to the Bank's shareholders

Agenda No. 3 To consider and approve the allocation of profit and dividend payment for the year 2024

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 profits. 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 a profit sufficient to pay the dividend. When that is paid, the next shareholders' meeting must acknowledge so. Also, Article 47 of the Bank's Articles of Association stipulates that the Bank must allocate as the reserve not less than 5% of the annual net profit less the accumulated loss (if there is any) until the reserve is not less than 10% of the registered capital. Besides the said reserves, the Board of Directors may propose to the shareholders' meeting to issue a resolution for the allocation of other reserves as deemed appropriate for the Bank's business operations.

In addition, the Bank has a policy to pay dividends from the net profit in its financial statements. The shareholders' meeting must approve the dividend payout. 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 ("BOT").

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 1,047,876,293. This was up to the requirement as stipulated in the Bank's Articles of Association. As a result, there would be no allocation of the operating profit in 2024 as a legal reserve.

The Bank achieved a net profit (attributable to the Bank's shareholders) of Baht 4,363,221,250 and Baht 5,030,748,570 from the separate and consolidated financial statements for 2024, respectively. The Board of Directors is of the opinion that the shareholders' meeting should consider and approve paying a dividend for the year 2024 to shareholders at the rate of Baht 4.00 per share, totaling Baht 3,334,672,295 (calculated from the number of shares after deducting the number of repurchased shares of 827,740,480 shares as of February 20, 2025), representing 76.43% of the net profit from the separate financial statements or 66.29% of the net profit from the consolidated financial statements for the year 2024.

The Bank has paid an interim dividend for the operation in the first six months of 2024 to shareholders at the rate of Baht 1.25 per share, totaling Baht 1,058,385,975, on September 19, 2024, according to the resolution of the Board of Directors' meeting No. 9/2567 dated August 22, 2024. Therefore, if this shareholders' meeting approves the proposed dividend, shareholders will still receive the remaining amount of Baht 2.75 per share. The Bank sets the record date on which shareholders have the right to receive dividends on May 6, 2025, and the dividend payment will be made on May 22, 2025.

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 2023 and 2024.

Details	2023	2024
1. Net profit from the Bank's consolidated financial statements <sup>(1)</sup> (Baht)	5,443,402,933	5,030,748,570
2. No. of shares (Share)		
2.1 Number of shares eligible for an interim dividend	846,738,579	846,708,780
2.2 Number of shares eligible for an annual dividend	846,747,730	827,740,480 <sup>(2)</sup>
3. Total dividend paid per share (Baht)	3.00	4.00
3.1 Interim dividend	1.25	1.25
3.2 Annual dividend	1.75	2.75
4. Total dividend paid (Baht)	2,540,231,751	3,334,672,295
5. Dividend payout ratio (%)	46.67	66.29

(1) Attributable to the Bank's shareholders

(2) Number of shares after deducting the number of repurchased shares as of February 20, 2025

#### 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 replacing those retired by rotation, whereas Article 18 of the Bank's Articles of Association states that 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 and the 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 be in office. This is in accordance with the Public Limited Company Act, B.E. 2535 (1992).

#### Opinion of the Board:

At present, the Bank has twelve directors. Four directors will retire by rotation at the 2025 Annual General Meeting of Shareholders:

1. Mr. Supol Wattanavekin Non-executive Director
2. Mr. Chalee Chantanayingyong Independent Director
3. Dr. Asoke Wongcha-um Independent Director

4. Ms. Thitinan	Wattanavekin	Executive Director
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The Bank has given shareholders the right to nominate qualified persons to be elected as the Bank's directors at the 2025 Annual General Meeting of Shareholders by announcing it through the channels of the Stock Exchange of Thailand. The Bank also published the criteria and methods for nominating directors on its website for three months, from September 1 to November 30, 2024. However, no shareholder has proposed a nominee.

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, and 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 Mr. Supol Wattanavekin, Mr. Chalee Chantanayyingyong, Dr. Asoke Wongcha-um, and Ms. Thitinan Wattanavekin, the four retiring directors, are fully qualified 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. In addition, Mr. Chalee Chantanayyingyong and Dr. Asoke Wongcha-um are also fully qualified according to the definition of independent directors, relevant laws, and criteria. They can also express their opinions independently. Thus, the shareholders' meeting should re-elect all four retiring directors for another term.

The BOT 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 [Attachment 2](#) and [Attachment 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 helps 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 2024 be approved for ten directors who are not employees of the Bank or the Group companies in the amount of Baht 13,100,000. Each director's proposed bonus decreased by 5% from the previous year.

The shareholders' meeting should also approve the remuneration for directors, who are not employees of the Bank or the Group companies, for the year 2025 (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 above-mentioned 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, as in the previous year.

The directors' bonus for the year 2025 will be proposed to the 2026 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 2025

**Purpose and Reason:**

Article 36 (5) of the Bank's Articles of Association specifies that the annual general meeting of shareholders shall annually appoint the account auditor, and Article 39 of the Bank's Articles of Association states that the account auditor 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 2025, 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 Mr. Boonlert Kamolchanokkul, CPA License No. 5339. Also, the shareholders' meeting should approve the auditors' remuneration for the year 2025 at Baht 9,643,000, which decreases by 1.05% from the previous year of Baht 9,745,000. 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, and have experience in reviewing commercial banking and capital market businesses. They have already obtained approval from the Securities and Exchange Commission ("SEC") and the BOT.

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

#### Agenda No. 7

#### Other matters (if any)

As the Bank provided the opportunity for shareholders to propose agendas for the 2025 Annual General Meeting of Shareholders in advance during September 1-November 30, 2024, 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 2025 Annual General Meeting of Shareholders on March 6, 2025. All shareholders are invited to attend the meeting and cast their votes electronically on the specified date and time. 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 7), and the procedures for attending the shareholders' meeting via electronic means (Attachment 8).

Shareholders who cannot attend the meeting can appoint anyone or the Bank's independent director, whose name and details are shown in Attachment 6, to attend the meeting in their place by filling out the proxy form attached herewith (Attachment 10) 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 11).

Those shareholders who would like to appoint a general proxy can use proxy form A, which has been posted on the Bank's website (<https://www.kkpg.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 2025 Annual General Meeting of Shareholders and supporting documents on

the Bank's website from March 26, 2025, 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@kkpfg.com](mailto:corporate_secretary@kkpfg.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.kkpfg.com/dataprotection](http://www.kkpfg.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:	Mr. Supol Wattanavekin		
Type of director:	Non-executive Director		
Present position:	Chairman of the Board of Directors Chairperson of the Risk Oversight Committee Advisor to the Executive Committee		
Age:	70 years		
Nationality:	Thai		
Education:	<ul style="list-style-type: none"> <li>- Master of Business Administration (Executive) Sasin Graduate Institute of Business Administration of Chulalongkorn University</li> <li>- Bachelor of Laws Ramkhamhaeng University</li> </ul>		
Knowledge, skills, and experience:	<p>Expertise and experience in risk management, business administration, strategic planning, corporate governance, and legal matters, along with in-depth knowledge and substantial professional experience in the finance and securities business, as well as in commercial banking.</p>		
Director training programs:	<p><u>Thai Institute of Directors Association (IOD)</u></p> <ul style="list-style-type: none"> <li>- Boards that Make a Difference (BMD 9/2019)</li> <li>- Chairman Dinner (2018): Social Responsibilities in Action</li> <li>- Chairman Dinner (2017)</li> <li>- Family Business Club Event (3/2017)</li> <li>- Risk Management Program for Corporate Leader (RCL 3/2016)</li> <li>- Director Certification Program Update (DCPU 1/2014)</li> <li>- Chairman Forum 1/2013 Meeting the AEC Challenge: Role of the Chairman</li> <li>- Chairman Forum 2/2013 Role of the Chairman's Business Code of Conduct</li> <li>- Financial Institutions Governance Program (FGP 2/2011)</li> <li>- Financial Sector Restructuring in Thailand: From Present to the Future (Special Seminar 1/2010)</li> <li>- Director Certification Program (DCP 76/2006)</li> <li>- Director Accreditation Program (DAP 56/2006)</li> <li>- Board &amp; CEO Assessment (2003)</li> <li>- The Role of the Chairman Program (RCP 1/2000)</li> </ul> <p><u>Bank of Thailand (BOT)</u></p> <ul style="list-style-type: none"> <li>- BOT Digital Finance Conference 2022 (Online)</li> <li>- Seminar: Cyber Resilience Leadership: Herd Immunity 2021 (Online) The BOT, the SEC, and the Office of Insurance Commission</li> <li>- Seminar: Cyber Resilience Leadership Workshop "Mission in Action" (2019)</li> <li>- Bangkok FinTech Fair 2019 : Collaboration for the Future of Finance</li> </ul>		

Director training programs (continued):	<p>- Bangkok Sustainable Banking Forum 2019: An Industry Wake-up Call</p> <p><u>Other Institutions</u></p> <p>- KKP Year Ahead 2024 "A Pathway to Prosperity" (Online)</p> <p>Kiatnakin Phatra Securities Public Company Limited</p> <p>- Thailand Investment Conference 2023 (Online)</p> <p>Kiatnakin Phatra Securities Public Company Limited</p> <p>- CG Forum 4/2015 Thailand CG Forum "Governance as a Driving Force for Business Sustainability"</p> <p>The Stock Exchange of Thailand</p> <p>- CG Forum 2/2014 Corporate Governance in the Perspective of Investors</p> <p>The Stock Exchange of Thailand</p> <p>- CG Forum 3/2013 Conflict of Interest: Fighting Abusive RPT</p> <p>The SEC</p> <p>- The 5<sup>th</sup> SEACEN/ABAC/ABA/PECC Public Private Dialogue for the Asia Pacific Region (2009)</p> <p>The South East Asia Central Bank Research and Training Center, Malaysia</p> <p>- Leadership, Strategic Growth and Change (2006)</p> <p>Sasin Graduate Institute of Business Administration of Chulalongkorn University</p> <p>- Organizing and Managing Strategic Alliances for Success and Profit (2006)</p> <p>Sasin Graduate Institute of Business Administration of Chulalongkorn University</p> <p>- Orchestrating Winning Performance (2005)</p> <p>IMD International, Switzerland</p>
Date of appointment as director:	February 9, 1974
Years as director:	51 years and 2 months
KKP shareholding: (As of February 28, 2025)	14,476,850 shares, equaling 1.71% of the total shares with voting rights (KKP shareholding includes the share numbers of spouse and minor children.)
Positions held in other listed companies:	<p><u>1 entity</u></p> <p>2004 - present      Director      The Erawan Group Public Company Limited</p>
Positions held in non-listed companies:	<p><u>4 entities</u></p> <p>2019 - present      Director      WeEat Company Limited</p> <p>2017 - present      Director      Eastern Sugar Company Limited</p> <p>2015 - present      Director      Ruam Wattana Company Limited</p> <p>1990 - present      Chairman of the Board of Directors      BOT Lease (Thailand) Company Limited</p>
Positions held in a competing business or related business that may cause a conflict of interest:	None

Working experiences:	2007 - 2010	Director Chairman of the Executive Committee	Kiatnakin Bank Public Company Limited
	2003 - 2019	Chairman of the Risk Management Committee	Kiatnakin Bank Public Company Limited
	2005 - 2007	Chairman of the Board of Directors	Kiatnakin Bank Public Company Limited
	1999 - 2011	Director	Kiatnakin Securities Company Limited
	1989 - 2009	Director	Pubpanit Company Limited
	1989 - 2009	Director	Banthalang Company Limited
	1997 - 2009	Partner	Mahachon Limited Partnership
	2000 - 2005	Chairman of the Board of Directors	Kiatnakin Finance Public Company Limited
	1999 - 2005	Chairman of the Executive Board	Kiatnakin Finance Public Company Limited
	1991 - 2000	Executive Director	Amarin Plaza Group Public Company Limited
	1982 - 1991	Deputy Managing Director	Amarin Plaza Group Public Company Limited
	1986 - 1999	Chairman of the Executive Board	Kiatnakin Finance and Securities Company Limited
	1974 - 1986	Managing Director	Kiatnakin Finance and Securities Company Limited
Attendance at 2024 meetings:	Board of Directors' meetings		12 out of 12
	Risk Oversight Committee's meetings		13 out of 13
	Executive Committee's meetings		15 out of 15
	2024 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, considered the Nomination and Remuneration Committee's recommendation and agreed that Mr. Supol Wattanavekin 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 BOT. Thus, the Board of Directors considered it appropriate for the meeting of shareholders to re-elect Mr. Supol Wattanavekin, who is retired by rotation, as the Bank's director for another term.		

## 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:	Mr. Chalee Chantanayyingyong	
Type of director:	Independent Director	
Present position:	Independent Director Chairperson of the Compliance and Governance Committee Audit Committee Member	
Age:	68 years	
Nationality:	Thai	
Education:	- Master in Business Administration (Finance) Texas A&M University, U.S.A.  - Bachelor of Business Administration (Money and Banking) Thammasat University	
Knowledge, skills, and experience:	Expertise and experience in corporate governance, laws, regulations, and compliance requirements related to the capital markets and financial institutions, including the review of the reliability of financial statements.	
Director training programs:	<p><u>Thai Institute of Directors Association (IOD)</u></p> <ul style="list-style-type: none"> <li>- Director's Briefing 2/2024: Leading with Urgency: Climate Action for Boards (Online)</li> <li>    IOD and the Stock Exchange of Thailand</li> <li>- Hot Issue for Directors: Climate Governance (2/2023) (Online)</li> <li>- Hot Issue for Directors: What Directors Need to Know About Digital Assets? (2022) (Online)</li> <li>- Board Nomination and Compensation Program (BNCP 14/2022) (Online)</li> <li>- Facilitator for Director Accreditation Program (DAP) and Audit Committee Program (ACP)</li> <li>- Boards that Make a Difference (BMD 10/2020)</li> <li>- Risk Management Program for Corporate Leaders (RCL 21/2020)</li> <li>- Advanced Audit Committee Program (AACP 38/2020)</li> <li>- Anti-corruption for Executive Program (ACEP 8/2013)</li> <li>- Director Certification Program (DCP 7/2001)</li> </ul> <p><u>Bank of Thailand (BOT)</u></p> <ul style="list-style-type: none"> <li>- BOT Digital Finance Conference 2022 (Online)</li> </ul> <p><u>Other Institutions</u></p> <ul style="list-style-type: none"> <li>- Seminar: The Importance of the Audit Committee and Confidence in the Thai Capital Market" (2023) (Online)</li> <li>    Federation of Accounting Professions Under the Royal Patronage of His Majesty the King, the SEC, the Stock Exchange of Thailand, IOD, and Thai Listed Companies Association</li> </ul>	

Director training programs (continued):	<ul style="list-style-type: none"> <li>- Seminar: Easy Listening: Accounting Knowledge that AC Should Not Miss EP.2 (2022) (Online)</li> <li>The SEC</li> <li>- Capital Market Academy Leadership Program (CMA 5/2009)</li> <li>Capital Market Academy</li> <li>- Top Executive Program in Commerce and Trade (TEPCoT), Class 5</li> <li>Commerce Academy, University of the Thai Chamber of Commerce</li> <li>- Advance Senior Executive Program (ASEP 2006)</li> <li>Sasin Graduate Institute of Business Administration of Chulalongkorn University in collaboration with the Kellogg School of Management, Northwestern University, Chicago, IL, U.S.A.</li> </ul>																							
Date of appointment as director:	April 22, 2022																							
Years as director:	3 years																							
KKP shareholding: (As of February 28, 2025)	<p>None</p> <p>(KKP shareholding includes the share numbers of spouse and minor children.)</p>																							
Position held in other listed companies:	None																							
Position held in non-listed companies:	<p><u>2 entities</u></p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: left; padding-bottom: 5px;">2018 - present</td> <td style="width: 33%; text-align: left; padding-bottom: 5px;">Director</td> <td style="width: 33%; text-align: left; padding-bottom: 5px;">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																						
Position 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: 25%; text-align: left; padding-bottom: 5px;">2019 - Mar. 2024</td> <td style="width: 25%; text-align: left; padding-bottom: 5px;">Independent Director</td> <td style="width: 25%; text-align: left; padding-bottom: 5px;">SCG Packaging Public Company</td> </tr> <tr> <td>Member of the Audit Committee</td> <td></td> <td>Limited</td> </tr> <tr> <td style="text-align: left; padding-bottom: 5px;">2019 - 2021</td> <td style="text-align: left; padding-bottom: 5px;">Chairman of the Corporate Governance and Nomination Committee</td> <td style="text-align: left; padding-bottom: 5px;">SCG Packaging Public Company</td> </tr> <tr> <td></td> <td></td> <td>Limited</td> </tr> <tr> <td style="text-align: left; padding-bottom: 5px;">2019 - 2023</td> <td style="text-align: left; padding-bottom: 5px;">Chairman of the Business Conduct Sub-committee</td> <td style="text-align: left; padding-bottom: 5px;">Thailand Clearing House Company</td> </tr> <tr> <td></td> <td></td> <td>Limited</td> </tr> <tr> <td style="text-align: left; padding-bottom: 5px;">2019 - 2023</td> <td style="text-align: left; padding-bottom: 5px;">Chairman of the Appealing Committee</td> <td style="text-align: left; padding-bottom: 5px;">Thailand Futures Exchange Public Company Limited</td> </tr> </table>			2019 - Mar. 2024	Independent Director	SCG Packaging Public Company	Member of the Audit Committee		Limited	2019 - 2021	Chairman of the Corporate Governance and Nomination 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 - Mar. 2024	Independent Director	SCG Packaging Public Company																						
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		Limited																						
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		Limited																						
2019 - 2023	Chairman of the Appealing Committee	Thailand Futures Exchange Public Company Limited																						

Working experiences (continued):	2019 - 2021	Chairman of the Appealing Committee	The Stock Exchange of Thailand
	2017 - 2020	Member of the Financial Institutions Policy Committee	BOT
	2017 - 2018	Chairman of the Audit Committee	BOT
	2015 - 2018	Member of the Corporate Governance Committee	BOT
	2015 - 2018	Director	BOT
	2009 - 2015	Deputy Secretary-General	The SEC
Attendance at 2024 meetings:	Board of Directors' meetings		12 out of 11 <sup>1</sup>
	Compliance and Governance Committee's meetings		7 out of 7
	Audit Committee's meetings		15 out of 15
	2024 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 Mr. Chalee Chantanayyingyong 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 BOT. Thus, the Board of Directors considered it appropriate for the meeting of shareholders to re-elect Mr. Chalee Chantanayyingyong, who is retired by rotation, as the Bank's director for another term.		

Remark: <sup>1</sup> The Board of Directors' meeting No.3/2567, held on March 11, 2024, was called urgent; therefore, Mr. Chalee Chantanayyingyong 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 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:	Dr. Asoke Wongcha-um	
Type of director:	Independent Director	
Present position:	Independent Director Audit Committee Member Nomination and Remuneration Committee Member	
Age:	73 years	
Nationality:	Thai	
Education:	- Ph. D. in Economics University of Pittsburgh, U.S.A. - Master of Economics University of Pittsburgh, U.S.A. - Bachelor of Economics Chulalongkorn University	
Knowledge, skills, and experience:	Extensive expertise and experience in economics, finance, management, international business, strategic planning, and corporate governance, along with in-depth knowledge and a strong professional background in the capital markets and financial markets business.	
Director training programs:	<p><u>Thai Institute of Directors Association (IOD)</u></p> <ul style="list-style-type: none"> <li>- Director's Briefing 2/2024: Leading with Urgency: Climate Action for Boards (Online)</li> <li>IOD and the Stock Exchange of Thailand</li> <li>- Business Transformation &amp; Leadership Summit 2024: Accelerating Sustainable Business Transformation</li> <li>- Board Nomination and Compensation Program (BNCP 8/2019)</li> <li>- Director Accreditation Program (DAP 111/2014)</li> </ul>	
Date of appointment as director:	April 23, 2024	
Years as director:	1 year	
KKP shareholding: (As of February 28, 2025)	None (KKP shareholding includes the share numbers of spouse and minor children.)	
Positions held in other listed companies:	<p><u>1 entity</u></p> <p>2009 - present      Independent Director      Muang Thai Insurance Public Company Limited</p> <p>                            Member of the Audit Committee</p> <p>                            Chairman of the Nomination and Remuneration Committee</p>	

<b>Positions held in non-listed companies:</b>	<u>9 entities</u> <table> <tbody> <tr> <td>2018 - present</td><td>Director</td><td>Premier Med-Care Company Limited</td></tr> <tr> <td>2015 - present</td><td>Independent Director Chairman of the Audit Committee</td><td>Denali Prestige Asset Management Limited</td></tr> <tr> <td>2011 - present</td><td>Director</td><td>Comprehensive Health Center (Thailand) Company Limited</td></tr> <tr> <td>2009 - present</td><td>Advisor to the CEO</td><td>Muang Thai Life Assurance Public Company Limited</td></tr> <tr> <td>2009 - present</td><td>Director</td><td>Muang Thai Real Estate Public Company Limited</td></tr> <tr> <td>2009 - present</td><td>Director</td><td>HR Services Company Limited</td></tr> <tr> <td>2009 - present</td><td>Director</td><td>Muang Thai Management Security Guard Company Limited</td></tr> <tr> <td>2009 - present</td><td>Director</td><td>Direct Travel Company Limited</td></tr> <tr> <td>2009 - present</td><td>Member of the Investment Committee</td><td>The Thai Red Cross Society</td></tr> </tbody> </table>			2018 - present	Director	Premier Med-Care Company Limited	2015 - present	Independent Director Chairman of the Audit Committee	Denali Prestige Asset Management Limited	2011 - present	Director	Comprehensive Health Center (Thailand) Company Limited	2009 - present	Advisor to the CEO	Muang Thai Life Assurance Public Company Limited	2009 - present	Director	Muang Thai Real Estate Public Company Limited	2009 - present	Director	HR Services Company Limited	2009 - present	Director	Muang Thai Management Security Guard Company Limited	2009 - present	Director	Direct Travel Company Limited	2009 - present	Member of the Investment Committee	The Thai Red Cross Society
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<b>Positions held in a competing business or related business that may cause a conflict of interest:</b>	None																													
<b>Working experiences:</b>	<table> <tbody> <tr> <td>2014 - 2024</td> <td>Director</td> <td>High Life Health Care Company Limited</td> </tr> <tr> <td>2019 - 2021</td> <td>Advisor, Sub-committee of International Relationship</td> <td>The House of Representative</td> </tr> <tr> <td>2012 - 2021</td> <td>Member of the Audit Committee</td> <td>The Student Loan Fund</td> </tr> <tr> <td>2008 - 2013</td> <td>Advisor, Sub-committee of Banking and Finance</td> <td>The Senate</td> </tr> <tr> <td>2010 - 2013</td> <td>Director</td> <td>Asset Plus Asset Management Company Limited</td> </tr> <tr> <td>2010 - 2011</td> <td>Advisor to the Deputy Prime Minister</td> <td>The Secretariat of the Prime Minister</td> </tr> <tr> <td>2008 - 2010</td> <td>Vice President</td> <td>Triamudom School Alumni Association, Under Royal Patronage, Years 2008-2009</td> </tr> </tbody> </table>			2014 - 2024	Director	High Life Health Care Company Limited	2019 - 2021	Advisor, Sub-committee of International Relationship	The House of Representative	2012 - 2021	Member of the Audit Committee	The Student Loan Fund	2008 - 2013	Advisor, Sub-committee of Banking and Finance	The Senate	2010 - 2013	Director	Asset Plus Asset Management Company Limited	2010 - 2011	Advisor to the Deputy Prime Minister	The Secretariat of the Prime Minister	2008 - 2010	Vice President	Triamudom School Alumni Association, Under Royal Patronage, Years 2008-2009						
2014 - 2024	Director	High Life Health Care Company Limited																												
2019 - 2021	Advisor, Sub-committee of International Relationship	The House of Representative																												
2012 - 2021	Member of the Audit Committee	The Student Loan Fund																												
2008 - 2013	Advisor, Sub-committee of Banking and Finance	The Senate																												
2010 - 2013	Director	Asset Plus Asset Management Company Limited																												
2010 - 2011	Advisor to the Deputy Prime Minister	The Secretariat of the Prime Minister																												
2008 - 2010	Vice President	Triamudom School Alumni Association, Under Royal Patronage, Years 2008-2009																												

Working experiences (continued):	2006 - 2008	Independent Director Member of the Audit Committee	Phatra Insurance Public Company Limited
	2006 - 2008	Director, Training and Seminar for Mutual Fund	Association of Investment Management Companies
	2005 - 2006	Director, Academic and Data Information for Mutual Fund	Association of Investment Management Companies
	2003 - 2008	Senior Vice President	Kasikorn Asset Management Company Limited
	2002 - 2004	Vice President of the Association and Chairman of the Provident Fund Business Group	Association of Investment Management Companies
	2002 - 2004	Director, Academic, and Data Information for Provident Fund	Association of Investment Management Companies
	2001 - 2003	Director Senior Vice President	Kasikorn Asset Management Company Limited
	2000 - 2003	President, Economics Alumni Association	Chulalongkorn University
	1998 - 2000	Vice President	Merrill Lynch Phatra Securities Company Limited
	1997 - 1998	Advisor to the Deputy Minister of Commerce	The Secretariat of the Prime Minister
	1996 - 1999	Vice President, Economics Alumni Association	Chulalongkorn University
	1996 - 1997	Academic Advisor, Committee of Economics and Industrial	The Senate
	1997 - 1998	Vice President	Phatra Securities Company Limited
	1996 - 1997	Vice President	Phatra Finance and Securities Public Company Limited
	1993 - 1995	Assistant Vice President	Phatra Finance and Securities Public Company Limited
	1992 - 1993	Senior Director of Phatra Resarch Institute	Phatra Finance and Securities Public Company Limited

Working experiences (continued):	1990 - 1991 1989 - 1991 1984 - 1989 1980 - 1983	Visiting Associate Professor, Economics Department Associate Professor, Economics Department Assistant Professor, Economics Department Instructor, Economics Department	Virginia Military Institute University of Pittsburgh University of Pittsburgh Washington and Jefferson College
Attendance at 2024 meetings:	Board of Directors' meetings <sup>1</sup> Audit Committee's meetings <sup>2</sup> Nomination and Remuneration Committee's meetings <sup>2</sup>	7 out of 7 10 out of 10 4 out of 4	
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 Dr. Asoke Wongcha-um 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 BOT. Thus, the Board of Directors considered it appropriate for the meeting of shareholders to re-elect Dr. Asoke Wongcha-um, who is retired by rotation, as the Bank's director for another term.</p>		

Remarks: <sup>1</sup> Appointed as the Bank's independent director, replacing Mrs. Dayana Bunnag, by resolution of the Board of Directors' Meeting No. 3/2567 held on March 11, 2024, and effective April 23, 2024, onwards.

<sup>2</sup> Appointed as an Audit Committee member and Nomination and Remuneration Committee member by resolution of the Board of Directors' Meeting No. 5/2567 held on April 19, 2024, and effective April 23, 2024, onwards.

Nature of Relationships	
<b>KKP shares held:</b> - 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 (4)

Name-surname:	Ms. Thitinan Wattanavekin	
Type of director:	Executive Director	
Present position:	Director (Authorized Director) Executive Committee Member	
Age:	68 years	
Nationality:	Thai	
Education:	<ul style="list-style-type: none"> <li>- Master of Management (Management) Sasin Graduate Institute of Business Administration of Chulalongkorn University</li> <li>- Bachelor of Science (Public Affairs) University of Southern California, U.S.A.</li> </ul>	
Knowledge, skills, and experience:	Expertise and experience in management, strategic planning, and corporate governance, along with extensive experience in the financial and securities business, as well as in commercial banking.	
Director training programs:	<p><b><u>Thai Institute of Directors Association (IOD)</u></b></p> <ul style="list-style-type: none"> <li>- Director's Briefing 2/2024: Leading with Urgency: Climate Action for Boards (Online)</li> <li>IOD and the Stock Exchange of Thailand</li> <li>- Boards that Make a Difference (BMD 10/2020)</li> <li>- Anti-Corruption: The Practical Guide (ACPG 33/2016)</li> <li>- Director Certification Program Update (DCPU 5/2015)</li> <li>- Corporate Governance for Capital Market Intermediaries (CGI 8/2015)</li> <li>- Role of the Nomination and Governance Committee Program (RNG 6/2014)</li> <li>- Financial Institutions Governance Program (FGP 5/2012)</li> <li>- Corporate Governance and Social Responsibility (CSR 1/2007)</li> <li>- Director Certification Program (DCP 1/2000)</li> </ul> <p><b><u>Bank of Thailand (BOT)</u></b></p> <ul style="list-style-type: none"> <li>- BOT Digital Finance Conference 2022 (Online)</li> <li>- Cyber Resilience Leadership: Herd Immunity (2021)(Online)</li> <li>The BOT, the SEC and the Office of Insurance Commission</li> <li>- Seminar: Cyber Resilience Leadership Workshop "Mission in Action" (2019)</li> <li>- Bangkok FinTech Fair 2019: Collaboration for the Future of Finance</li> <li>- Bangkok FinTech Fair 2018: SME and Consumer Financial Solutions</li> <li>- Seminar: Cyber Resilience Leadership (2017)</li> </ul> <p><b><u>Other Institutions</u></b></p> <ul style="list-style-type: none"> <li>- Seminar: "Prevention, Deterrence, and Enforcement of Misconduct in Listed Companies" (2024) (Online)</li> </ul>	

Director training programs (continued):	The SEC - Capital Market Academy Leadership Program (CMA 2/2006) Capital Market Academy - Diploma in the Joint State Private Course (NDC Class 19/2006) The National Defence College of Thailand		
Date of appointment as director:	January 1, 2011		
Years as director:	14 years and 3 months		
KKP shareholding: (As of February 28, 2025)	35,532,761 shares, equaling 4.20% 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 other non-listed companies:	<u>2 entities</u> 2023 - present      Board of University Council      Srinakharinwirot University 2012 - present      Director      KKP Capital Public Company Limited		
Positions held in a competing business or related business that may cause a conflict of interest:	None		
Working experiences:	2012 - 2016      Director      Phatra Securities Public Company Limited 2012 - 2015      First Executive Vice President      Kiatnakin Bank Public Company Limited 2011 - 2014      Head of Priority Banking Group      Kiatnakin Bank Public Company Limited 1999 - 2013      Director      KK Trade Securities Company Limited 2006 - 2011      Director      Chai Talay Hotel Company Limited 2005 - 2010      Member of the Executive Committee      Kiatnakin Bank Public Company Limited Member of the Risk Management Committee Head of Deposit and Marketing 2002 - 2004      Director and Managing Director      Kiatnakin Finance Public Company Limited Treasury and Funding 1987 - 2002      Director and Assistant Managing Director      Kiatnakin Finance and Securities Company Limited		

Working experiences (continued):	1984 - 1986	Assistant Manager, Securities Marketing Department	Kiatnakin Finance and Securities Company Limited
Attendance at 2024 meetings:	Board of Directors' meetings	12 out of 12	
	Executive Committee's meetings	15 out of 15	
	2024 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, considered the Nomination and Remuneration Committee's recommendation and agreed that Ms. Thitinan Wattanavekin 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 Ms. Thitinan Wattanavekin, who is retired by rotation, as the Bank's director for another term.		

### 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 SEC.

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 2024 Annual General Meeting of Shareholders dated April 19, 2024, approving 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 of not exceeding Baht 27 million. Such remuneration consists of monthly remuneration and attendance fees. 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. For the directors' bonus for the performance in 2024, the Board of Directors will propose it 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.

In actual fact, the Bank has paid all directors' remunerations (excluding directors' bonuses) in 2024, totaling Baht 17,575,000, which does not exceed Baht 27 million as approved by the 2024 Annual General Meeting of Shareholders.

Regarding the directors' bonus for the year 2024, the Board of Directors, at a meeting No. 2/2568 dated February 20, 2025, thoroughly considered it 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 helps the Bank and the Group achieve a sustainable business operation. Thus, the Board of Directors has resolved to propose to the 2025 Annual General Meeting of Shareholders that the bonus for performance in 2024 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 2,240,000
2.	Mr. Chalee	Chantanayyingyong	Independent Director	Baht 1,120,000
3.	Assoc. Prof. Dr. Chayodom	Sabhasri	Independent Director	Baht 1,120,000
4.	Ms. Punnee	Chaiyakul	Independent Director	Baht 1,120,000
5.	Dr. Asoke	Wongcha-um <sup>1</sup>	Independent Director	Baht 780,000
6.	Mr. Suvit	Mapaisansin	Non-executive Director	Baht 1,120,000
7.	Prof. Dr. Anya	Khanthavit	Non-executive Director	Baht 1,120,000
8.	Mrs. Patchanee	Limapichat	Non-executive Director	Baht 1,120,000
9.	Mr. Banyong	Pongpanich <sup>2,3</sup>	Executive Director	Baht 2,240,000
10.	Ms. Thitinan	Wattanavekin <sup>2,3</sup>	Executive Director	Baht 1,120,000

Remarks:

- <sup>1</sup> The bonus amount proposed for Dr. Asoke Wongcha-um is calculated based on his term in office, as he has been appointed as the Bank's director by resolution of the Board of Directors' meeting No. 3/2567 dated March 11, 2024, and effective April 23, 2024, onwards.
- <sup>2</sup> Mr. Banyong Pongpanich and Ms. Thitinan Wattanavekin are executive directors, but they are not employees of the Bank or the Group companies.
- <sup>3</sup> 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 13,100,000. Each director's proposed bonus decreased by 5% from the previous year.

The Board of Directors is of the opinion that the bonus amount proposed for the Chairperson of the Executive Committee, which is equal to that for the Chairman of the Board of Directors, is appropriate, as the Chairperson 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.

2023	2024 (Proposed)
<p>The directors' bonus for the year 2023 in the total amount of Baht 14,080,000 was paid to ten directors who were not employees of the Bank or the Group companies as follows:</p> <ul style="list-style-type: none"> <li>- Baht 2,360,000 per person for the Chairman of the Board of Directors and Chairperson of the Executive Committee</li> <li>- seven directors in the amount of Baht 1,180,000 per person</li> <li>- Ms. Punnee Chaiyakul, in the amount of Baht 1,100,000</li> </ul>	<p>The directors' bonus for the performance in 2024, in the total amount of Baht 13,100,000, 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"> <li>- Baht 2,240,000 per person for the Chairman of the Board of Directors and Chairperson of the Executive Committee</li> <li>- seven directors in the amount of Baht 1,120,000 per person</li> <li>- Dr. Asoke Wongcha-um<sup>1</sup>, in the amount of Baht 780,000</li> </ul> <p>(Each director's proposed bonus decreased by 5% from that of 2023.)</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 2025 (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, as in the previous year.

The table below shows a comparison of directors' remuneration.

Component of Remuneration	2024		2025 (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 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</u>				
- Chairperson of the Audit Committee	-	75,000	-	75,000
- Chairperson of other subcommittees	-	60,000	-	60,000
- Committee members	-	40,000	-	40,000

Component of Remuneration	2024		2025 (Proposed)	
	Monthly Remuneration (Baht)	Attendance Fee (Baht/Attendance)	Monthly Remuneration (Baht)	Attendance Fee (Baht/Attendance)
3) <u>Directors' bonus</u>	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 will propose the directors' bonus for the year 2025 to the 2026 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 opines that the higher proposed attendance fee for the Chairperson of the Audit Committee is appropriate because the Chairperson of the Audit Committee has a significant role in ensuring that the Bank and the Group companies have correct and sufficient financial reporting as well as an appropriate and effective 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 his duty independently.

The directors' bonus for the year 2025 will be proposed to the 2026 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 2025

Reference is made to the Public Limited Companies Act, Article 36 (5) of the Bank's Articles of Association, which specifies that the annual general meeting of shareholders shall annually appoint the account auditor, and Article 39 of the Bank's Articles of Association, which states that the account auditor will receive the remuneration as stipulated by the shareholders' meeting. The Board of Directors, at meeting No. 2/2568 held on February 20, 2025, 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 2025. The proposed auditors are as follows:

<u>Name</u>	<u>Certified Public Accountant</u>	<u>No. of Years Auditing for the Bank</u>
	<u>Registration Number</u>	
Ms. Sinsiri Thangsombat	7352	3
		(Signed on the auditor's report for 2022-2024)
Mr. Paiboon Tunkoon	4298	-
		(Have never signed on the auditor's report)
Mr. Boonlert Kamolchanokkul	5339	-
		(Have never signed on the auditor's report)

Below is a summary of the main reasons.

- The signing auditor and audit team have excellent knowledge, understanding, experience, and expertise in auditing commercial banking and capital market businesses.
- The auditors are independent, possess skills and knowledge in auditing according to international standards, and have sufficient resources for audit work.

One of the auditors above conducts the audit and expresses an opinion on the Bank's financial statements. In the absence of the above-mentioned auditors, PwC will identify one other certified public accountant within PwC to carry out the work. Such an auditor must have knowledge, understanding, experience, and expertise in auditing commercial banking and capital market businesses and obtain approval from the SEC and the BOT.

The above-mentioned auditors have been approved by the SEC and the BOT.

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 2025, 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 9,643,000.

(Unit: Baht)

Auditor's Remuneration for the Bank	Proposed Fee in 2025	Proposed Fee in 2024	Changes in Comparison to 2024
Audit Fee	9,643,000	9,745,000	-102,000
Non-audit Fee	-	-	-

The Group Audit Committee and the Board of Directors have opined that the proposed audit fee for the year 2025, amounting to Baht 9,643,000, is appropriate due to the decrease in non-recurring audit tasks for the Enterprise Data Platform system completed in 2024, resulting in a 1.05% decrease from that of the previous year's fee of Baht 9,745,000. 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	2025	2024	Changes in Comparison to 2024
1. KKP Capital Public Company Limited	700,000	700,000	-
2. Kiatnakin Phatra Securities Public Company Limited	3,247,000	3,047,000	200,000
3. Kiatnakin Phatra Asset Management Company Limited	648,000	623,000	25,000
4. KKP Dime Securities Company Limited	1,084,000	1,059,000	25,000
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	149,000	-
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	-
<b>Total</b>	<b>8,240,000</b>	<b>7,990,000</b>	<b>250,000</b>

For the auditor's remuneration in the previous accounting year, the Bank and its subsidiaries paid the audit fee totaling Baht 16,765,000 to PwC.

Moreover, the Bank and its subsidiary company paid the non-audit fees for the ESG consulting services and the engagement to perform agreed-upon procedures, which incurred a non-audit fee of Baht 250,000 in the previous accounting year, and in the future, Baht 150,000 would be paid for services previously agreed upon but not yet fully provided.

The Audit Committee has already considered and concluded that hiring PwC to provide such services did not create a conflict of interest that would cause the auditor to lack of independence and be unneutral in his or her audit work.

Names and profiles of auditors (1)

Name-surname	Ms. Sinsiri Thangsombat	
Business status	Assurance Partner	
Education	<ul style="list-style-type: none"> <li>Master of Business Administration, Thammasat University</li> <li>Bachelor of Accounting (First Class Honors) English Program, Thammasat University</li> </ul>	
Professional member	<ul style="list-style-type: none"> <li>Certified Public Accountant in Thailand and Lao PDR</li> <li>Authorized Auditor of the SEC</li> <li>Member of the Federation of Accounting Professions of Thailand (FAP)</li> <li>Member of the Lao Chamber of Professional Accountants and Auditors (LCPAA)</li> </ul>	
Relevant experience and expertise	<ul style="list-style-type: none"> <li>Possess more than 25 years of working experience in financial services and industrial practices, specializing in treasury and derivative products.</li> <li>Have extensive experience in providing audit and business advisory services to a wide range of local and multinational clients.</li> <li>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.</li> <li>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.</li> <li>PwC's representative to work closely with the IFRS team from the BOT and the Thai Bankers' Association (via IFRS Club) on the adoption of IFRS in the Thai banking and capital markets environment.</li> <li>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</li> </ul>	

Names and profiles of auditors (2)

Name-surname	Mr. Paiboon Tunkoon	
Business status	Assurance Partner	
Education	<ul style="list-style-type: none"> <li>Master of Business Administration, Chulalongkorn University</li> <li>Bachelor of Accounting, Thammasat University</li> </ul>	
Professional member	<ul style="list-style-type: none"> <li>Certified Public Accountant in Thailand, Lao PDR, and Cambodia</li> <li>Authorized Auditor of the SEC</li> <li>Member of the Federation of Accounting Professions of Thailand (FAP)</li> <li>Member of the Lao Institute of Certified Public Accountants (LICPA)</li> <li>Member of the Kampuchea Institute of Certified Public Accountants and Auditors (KICPAA)</li> </ul>	
Relevant experience and expertise	<ul style="list-style-type: none"> <li>Possess more than 34 years of working experience in financial services and insurance companies.</li> <li>Have extensive experience in providing audit and business advisory services to a wide range of local and multinational clients.</li> <li>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.</li> </ul>	

Names and profiles of auditors (3)

Name-surname	Mr. Boonlert Kamolchanokkul	
Business status	Assurance Partner and Assurance Leader	
Education	<ul style="list-style-type: none"> <li>Master of Business Administration, Heriot-Watt University, U.K.</li> <li>Bachelor of Arts (First Class Honors) Accounting and Finance, De Montfort University, U.K.</li> <li>Advanced Diploma in Accounting, Association of Chartered Certified Accountants (ACCA), U.K</li> <li>Diploma in Higher Accounting, London Chamber of Commerce, U.K.</li> <li>Diploma in Accounting, Association of Accounting Technicians (AAT), U.K.</li> <li>Certified Internal Auditor, Institute of Internal Auditors (IIA), U.S.</li> </ul>	
Professional member	<ul style="list-style-type: none"> <li>Certified Public Accountant in Thailand and Australia</li> <li>Authorized Auditor of the SEC</li> <li>Member of the Federation of Accounting Professions of Thailand (FAP)</li> <li>Association of Chartered Certified Accountants (ACCA), U.K.</li> <li>Association of Accounting Technicians (AAT), U.K.</li> <li>Institute of Internal Auditors (IIA), U.S.</li> </ul>	
Relevant experience and expertise	<ul style="list-style-type: none"> <li>Possess more than 30 years of experience in providing auditing and technical advisory services, specializing in the financial services industry. His main areas of technical advice on accounting issues are within the context of Thai and International Financial Reporting Standards, particularly on financial instruments for banks and other financial institutions.</li> <li>Previously a leader of the risk management and quality function for all offices in Laos, Cambodia, Malaysia, Thailand, and Vietnam, responsible for the oversight of proper application and implementation of audit and ethical standards, compliance with policies and procedures of our risk management policies, and quality control procedures.</li> <li>Previously a member of the Management Board and Assurance Management Team and the Office Managing Partner of PwC Cambodia during 2012 - 2016.</li> </ul>	

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

Name-surname:	Assoc. Prof. Dr. Chayodom Sabhasri	
Present position:	Independent Director Chairperson of the Audit Committee	
Age:	61 years	
Nationality:	Thai	
Education:	<ul style="list-style-type: none"> <li>- Ph.D. in Economics (Major in International Economics and Minor in Econometrics and Mathematical Economics) University of Wisconsin-Madison, U.S.A.</li> <li>- M.Sc. in Economics (Major in International Economics) The London School of Economics and Political Science, University of London, UK</li> <li>- Diploma in Economics The London School of Economics and Political Science, University of London, UK</li> <li>- Bachelor in Economics (2<sup>nd</sup> Class Honors) Chulalongkorn University</li> </ul>	
Director training programs:	<p><u>Thai Institute of Directors Association (IOD)</u></p> <ul style="list-style-type: none"> <li>- Ethical Leadership Program (ELP 23/2021) (Online)</li> <li>- Advanced Audit Committee Program (AACP 33/2019)</li> <li>- Board Nomination and Compensation Program (BNCP 7/2019)</li> <li>- Director Certification Program (DCP 271/2019)</li> <li>- Director Accreditation Program (DAP 155/2018)</li> </ul> <p><u>Other Institutions</u></p> <ul style="list-style-type: none"> <li>- Hot issue for Director Topic "Empowering Boards: Enhancing Governance, Standards, and Financial Insights" (2024) (Online)</li> <li>- The Stock Exchange of Thailand and IOD</li> <li>- The 2<sup>nd</sup> Talk of the BRIDGES Nobel Laureate Series by Prof. Eric S. Maskin, a Nobel laureate from Harvard University, and the discussion on "Why Globalization Has Failed to Reduce Inequality" (2024)</li> <li>- Chulalongkorn University</li> <li>- The Cullinan: The Making of the Digital Board (2022)</li> <li>- Digital Economy Promotion Agency, Thailand Management Association, and the Ministry of Digital Economy and Society</li> <li>- The Executive Program in Energy Literacy for a Sustainable Future (Class of 14/2019)</li> <li>- Thailand Energy Academy</li> </ul>	

Director training programs (continued):	<ul style="list-style-type: none"> <li>- Diploma, The National Defence Course (Class of 57/2014)</li> <li>The National Defence College of Thailand</li> <li>- Top Executive Program (Class of 17/2014)</li> <li>Capital Market Academy</li> </ul>																							
Date of appointment as director:	April 22, 2021																							
Years as director:	4 years																							
KKP shareholding: (As of February 28, 2025)	<p>None</p> <p>(KKP shareholding includes the share numbers of spouse and minor children.)</p>																							
Positions held in other listed companies:	None																							
Positions held in non-listed companies:	<p><u>6 entities</u></p> <table> <tr> <td>Oct. 2024 - present</td> <td>Faculty Member, Faculty of Economics (Half Time)</td> <td>Chulalongkorn University</td> </tr> <tr> <td>2024 - present</td> <td>Member of Sub-committee for Monetary Affairs</td> <td>House of Parliament (Senate)</td> </tr> <tr> <td>2024 - present</td> <td>Advisor to Sub-committee for Fiscal Affairs</td> <td>House of Parliament (Senate)</td> </tr> <tr> <td>2024 - present</td> <td>Member of Sub-committee for Competition and Pricing</td> <td>Office of the National Broadcasting and Telecommunications Commission</td> </tr> <tr> <td>2018 - present</td> <td>Honorary Committee, Member of the Public Debt Management Policy, and Supervision Committee</td> <td>Ministry of Finance</td> </tr> <tr> <td>2017 - present</td> <td>Evaluation Committee</td> <td>Thai Health Promotion Foundation</td> </tr> <tr> <td>1999 - present</td> <td>Director</td> <td>Meyer Industries Limited</td> </tr> </table>			Oct. 2024 - present	Faculty Member, Faculty of Economics (Half Time)	Chulalongkorn University	2024 - present	Member of Sub-committee for Monetary Affairs	House of Parliament (Senate)	2024 - present	Advisor to Sub-committee for Fiscal Affairs	House of Parliament (Senate)	2024 - present	Member of Sub-committee for Competition and Pricing	Office of the National Broadcasting and Telecommunications Commission	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	1999 - present	Director	Meyer Industries Limited
Oct. 2024 - present	Faculty Member, Faculty of Economics (Half Time)	Chulalongkorn University																						
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2017 - present	Evaluation Committee	Thai Health Promotion Foundation																						
1999 - present	Director	Meyer Industries Limited																						
Positions held in a competing business or related business that may cause a conflict of interest:	None																							
Working experiences:	<table> <tr> <td>1994 - Sep. 2024</td> <td>Faculty Member, Faculty of Economics (half time)</td> <td>Chulalongkorn University</td> </tr> <tr> <td>2020 - 2024</td> <td>Expert Members on the Board National Urban Planning Policy</td> <td>Ministry of Interior</td> </tr> </table>			1994 - Sep. 2024	Faculty Member, Faculty of Economics (half time)	Chulalongkorn University	2020 - 2024	Expert Members on the Board National Urban Planning Policy	Ministry of Interior															
1994 - Sep. 2024	Faculty Member, Faculty of Economics (half time)	Chulalongkorn University																						
2020 - 2024	Expert Members on the Board National Urban Planning Policy	Ministry of Interior																						

Working experiences (continued):	2020 - 2024	Sub-committee on the Implementation of the Act, Private Higher Education Institution 2003	Ministry of Higher Education, Science, Research, and Innovation
	2020 - 2024	Sub-committee of the Risk Oversight Committee	The SEC
	2019 - 2024	Academic Committee on Economic and Monetary Affairs	House of Parliament (Senate)
	2016 - 2024	Member of Chulalongkorn University Council	Chulalongkorn University
	2023 - Apr. 2024	Chairman of the Nomination and Remuneration Committee Member of the Audit Committee	Kiatnakin Phatra Bank Public Company Limited
	2022 - 2023	Member of the Nomination and Remuneration Committee	Kiatnakin Phatra Bank Public Company Limited
	2023 – May 2024	Member of the Enterprise Risk Management Committee Member of the Corporate Governance and Sustainability Committee	PTT Public Company Limited
	2021 - May 2024	Independent Director	PTT Public Company Limited
	2021 - 2023	Member of the Audit Committee	PTT Public Company Limited
	2018 - 2021	Independent Director Chairman of the Nomination and Remuneration Committee 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
	2015 - 2020	Investment Sub-committee, Government Pension Fund	Ministry of Finance

Working experiences (continued):	2018 - 2019	Head of the Working Group for Review of Laws, Regulatory Guillotine Unit Projects	Thailand Development Research Institute
	2012 - 2018	Performance Agreement Committee for State-Owned Enterprises	State Enterprise Policy Office, Ministry of Finance
	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
Agenda items that may be of interest in this meeting:	Agenda No. 5: To consider and approve the directors' remuneration		
Attendance at 2024 meetings:	Board of Directors' meetings	12 out of 12	
	Audit Committee's meetings <sup>1</sup>	15 out of 15	
	2024 Annual General Meeting of Shareholders	1 out of 1	

Remark: <sup>1</sup> Appointed as the Chairperson of the Audit Committee, replacing Mrs. Dayana Bunnag, by resolution of the Board of Directors' meeting No. 5/2567 held on April 19, 2024, and effective April 23, 2024, onwards.

Nature of Relationships		
<b>KKP shares held:</b>		
- 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 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 independent directors proposed by the Bank to serve as proxies for shareholders (2)

Name-surname:	Ms. Punnee Chaiyakul																
Present position:	Independent Director Chairperson of the Nomination and Remuneration Committee																
Age:	66 years																
Nationality:	Thai																
Education:	<ul style="list-style-type: none"> <li>- Master of Science in Mass Communication and Media Arts Southern Illinois University, U.S.A.</li> <li>- Bachelor of Arts (Communication Arts) Chulalongkorn University</li> </ul>																
Director training programs:	<p><u>Thai Institute of Directors Association (IOD)</u></p> <ul style="list-style-type: none"> <li>- Independent Director Forum 2024: "Maximizing Board Effectiveness: The Role of Lead Independent Directors in Thai Business"</li> <li>- Director Briefing 6/2023: Sustainability Trends in Business Across Industries (Online)</li> <li>- Board Nomination and Compensation Program (BNCP 13/2022)</li> <li>- Role of the Chairman Program (RCP 48/2021)</li> <li>- Director Accreditation Program (DAP 168/2020)</li> </ul> <p><u>Other Institutions</u></p> <ul style="list-style-type: none"> <li>- Seminar "The Importance of the Audit Committee and Confidence in the Thai Capital Market" (2023) (Online)</li> <li>- Federation of Accounting Professions Under the Royal Patronage of His Majesty the King, the SEC, the Stock Exchange of Thailand, IOD, and Thai Listed Companies Association</li> </ul>																
Date of appointment as director:	January 26, 2023																
Years as director:	2 years and 2 months																
KKP shareholding: (As of February 28, 2025)	None (KKP shareholding includes the share numbers of spouse and minor children.)																
Positions held in other listed companies:	<p><u>1 entity</u></p> <table> <tr> <td>2021 - present</td> <td>Chairwoman of the Board of Directors</td> <td>Noble Development Public</td> </tr> <tr> <td></td> <td>Chairwoman of the Nomination and Remuneration Committee</td> <td>Company Limited</td> </tr> <tr> <td>2019 - present</td> <td>Independent Director</td> <td>Noble Development Public</td> </tr> <tr> <td></td> <td>Member of the Audit Committee</td> <td>Company Limited</td> </tr> <tr> <td></td> <td>Member of the Risk Management Committee</td> <td></td> </tr> </table>		2021 - present	Chairwoman of the Board of Directors	Noble Development Public		Chairwoman of the Nomination and Remuneration Committee	Company Limited	2019 - present	Independent Director	Noble Development Public		Member of the Audit Committee	Company Limited		Member of the Risk Management Committee	
2021 - present	Chairwoman of the Board of Directors	Noble Development Public															
	Chairwoman of the Nomination and Remuneration Committee	Company Limited															
2019 - present	Independent Director	Noble Development Public															
	Member of the Audit Committee	Company Limited															
	Member of the Risk Management Committee																

Positions held in non-listed companies:	None		
Positions held in a competing business or related business that may cause a conflict of interest:	None		
Working experiences:	2023 - Apr. 2024	Member of the Nomination and Remuneration Committee	Kiatnakin Phatra Bank Public Company Limited
			2019 - 2021 Chairwoman of the Nomination Committee
			Noble Development Public Company Limited
			Chairwoman of the Remuneration Committee
			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
			Ogilvy & Mather (Thailand) Company Limited
			Executive Director
Agenda items that may be of interest in this meeting:	Agenda No. 5: To consider and approve the directors' remuneration		
Attendance at 2024 meetings:	Board of Directors' meetings	12 out of 12	
	Nomination and Remuneration Committee's meetings	8 out of 8	
	2024 Annual General Meeting of Shareholders	1 out of 1	

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 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
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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 8). The registration system will be available from April 10, 2025, 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 10), 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 6.)

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

- Assoc. Prof. Dr. Chayodom Sabhasri	Independent Director and Chairperson of the Audit Committee	Age 61 years
Residing at:	No. 11, Soi Ramkhamhaeng 21 (Nawasri), Phlapphla Sub-district, Wang Thonglang District, Bangkok 10310	

- Ms. Punnee Chaiyakul Independent Director and Chairperson of the Nomination and Remuneration Committee Age 66 years  
Residing at: No. 822/103 Noble Ora, Soi Sukhumvit 55, Sukhumvit Road, Khlong Tan Nuea Sub-district, Watthana District, Bangkok 10110

- (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 11).
- (3) For shareholders who would like to cancel the proxy grant, please do so by April 22, 2025, 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](mailto:corporate_secretary@kkpfg.com) or registered post to the Corporate Secretariat Department, Kiatnakin Phatra Bank Public Company Limited, 21<sup>st</sup> 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 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),
- (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 2025 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) system

1. The Shareholders must submit a request to attend the meeting by electronic means via web browser at <https://inv.inventech.co.th/KKP631927R/#/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 URL link 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 10, 2025, at 8:30 a.m. until the end of the meeting.
3. The electronic conference system will be available on April 24, 2025, 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 7), to the Bank in advance of the scheduled meeting date by using the enclosed return envelope (Attachment 11), 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



02-460-9223



@inventechconnect



The system is available during April 10 – 24, 2025, from 08:30 a.m. to 05:30 p.m.

(Operating days only, excluding holidays and public holidays)



Report a problem  
@inventechconnect

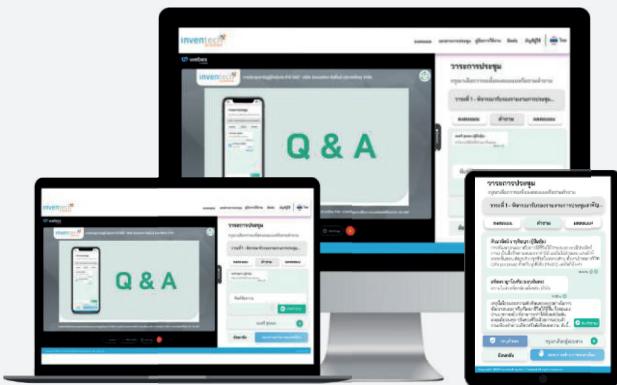
## Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 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 “Accept” 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 and 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:

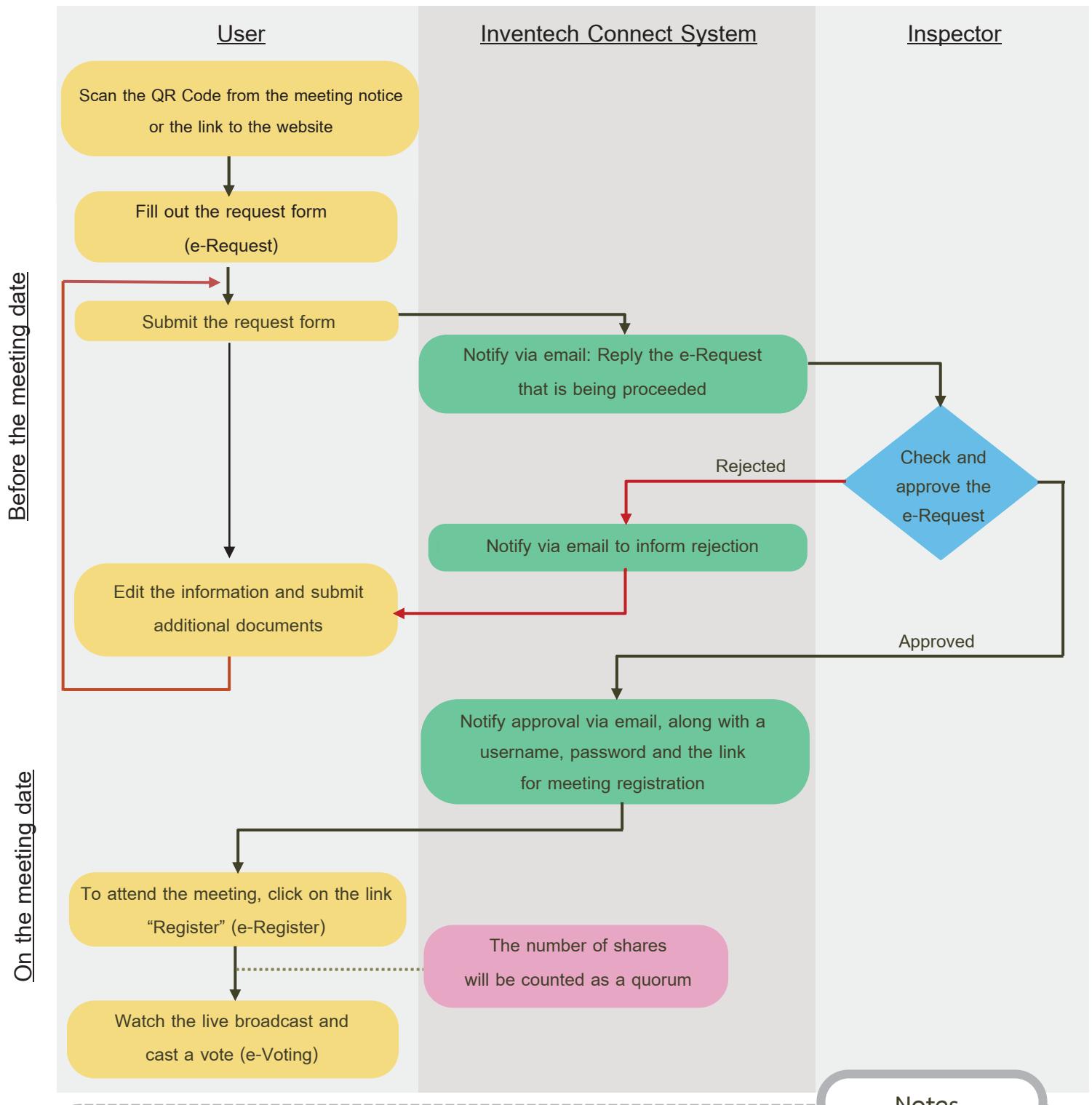
- High-definition video requires an internet speed of 2.5 Mbps (speed internet recommended).
- High-quality video requires an internet speed of 1.0 Mbps.
- Standard quality video requires an internet speed of 0.5 Mbps.

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)



**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 divide for any persons more or less.
- (3) A person who gained maximum votes, in descending order of votes gained, shall be the elected directors equal to the number of the desired directors or should be elected at that time. In case the persons are elected in the descending order having the same votes but exceeding the desired number of the directors to be appointed or should be elected at that time, the Chairman 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 resign 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 resign 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 head office is seated or nearby provinces or any place stipulated by the Board of Directors.

Meeting 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.

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 (10) percent of the total number of shares sold may, by subscribing their names, make a written request to the Board of Directors to call an extraordinary meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.

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 (45) days from the expiration date of the period under paragraph two. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

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 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 matter 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.

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

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.

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 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 a purpose can be one person only, regardless of the number of shares held by him/her.

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.

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 the least the following details:

- 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.

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.

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 an Annual General Meeting of Shareholders 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 Chairman of the Board of Directors is the Chairman of such a meeting.

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

#### ACCOUNT AUDIT

Article 38 The Annual General Meeting of Shareholders 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 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.

The dividend payment can be announced and advertised through electronic means according to the rules and methods specified by laws

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 statement, already audited by the authorized account auditor, has recorded the profit, which the Board of Directors has decided to be the accumulated profit to be allocated and the fund from 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.