

Ref. OS. 030/2020

February 27, 2020

To : The President
The Stock Exchange of Thailand

Subject: Schedule and Agenda for the General Meeting of Shareholders No. 108

The Board of Directors Meeting of KASIKORNBANK PUBLIC COMPANY LIMITED No. 2/2020 held on February 27, 2020 has resolved on the following significant matters, which can be summarized as follows:

1. To concur with the Financial Statements for the year ended December 31, 2019, which have been considered by the Audit Committee and audited by the Certified Public Accountant.

2. To approve the convening of the General Meeting of Shareholders No. 108 on Thursday, April 2, 2020 at 14.00 hours at the Bank's Head Office, 1 Soi Rat Burana 27/1, Rat Burana Road, Rat Burana Sub-District, Rat Burana District, Bangkok, by setting the record date on March 12, 2020 to determine the list of shareholders who have the right to attend the General Meeting of Shareholders, to consider the following agenda items:

1. To acknowledge the Board of Directors' Report of Year 2019 Operations

Board of Directors' Opinion: It is considered appropriate to report the operations of year 2019 to the meeting of shareholders for acknowledgment.

2. To consider approving the Financial Statements for the year ended December 31, 2019

Board of Directors' Opinion: It is considered appropriate for the meeting of shareholders to approve the Financial Statements for the year ended December 31, 2019, which have been considered by the Audit Committee and audited by the Certified Public Accountant.

3. To consider approving the appropriation of profit from 2019 operating results and dividend payment

Board of Directors' Opinion: It is considered appropriate for the meeting of shareholders to approve the appropriation of profit from 2019 operating results and dividend payment as follows:

- No legal reserve appropriation because the Bank's legal reserve has reached the amount required by laws.

- Dividend payment from 2019 operating results to ordinary shareholders at the rate of Baht 5.00 per share, of which the Bank paid interim dividend at the rate of Baht 0.50 per share on September 27, 2019 and will pay the remaining dividend at the rate of Baht 4.50 per share to the shareholders, by setting the record date on April 10, 2020 to determine the list of shareholders entitled to receive dividend. The dividend payment shall be made on April 30, 2020.

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The dividend payment will be derived from retained earnings, which are subject to corporate income tax of 30 percent. Therefore, an individual shareholder may apply for tax credit on dividend at the rate of 3/7 of the dividend amount received.

4. To consider the election of directors to replace those retiring by rotation

Board of Directors' Opinion: Directors who have to retire by rotation this year are Ms. Puntip Surathin, Ms. Suphajee Suthumpun, Mr. Chanin Donavanik, Mr. Sara Lamsam, Ms. Kattiya Indaravijaya and Mr. Patchara Samalapa. The Board of Directors, exclusive of the nominated directors, prudently screened and concurred with the proposal of the Human Resources and Remuneration Committee, and considered it appropriate for the meeting of shareholders to re-elect Ms. Suphajee Suthumpun, Mr. Chanin Donavanik, Mr. Sara Lamsam, Ms. Kattiya Indaravijaya and Mr. Patchara Samalapa, who are due to retire by rotation, as the Bank's directors for another term. The Board was of the view that these five directors have complete and appropriate qualifications for banking business, having no prohibited characteristics for appointment as directors of a financial institution in accordance with applicable laws. In addition, they have performed their duties with full responsibility, due care and integrity in compliance with the regulatory requirements, objectives, Articles of Association of the Bank, resolutions of the Board of Directors, as well as resolutions of the General Meeting of Shareholders. All the proposed directors received concurrence from the Bank of Thailand. Ms. Suphajee Suthumpun and Mr. Chanin Donavanik are also qualified as Independent Directors per the criteria as specified by the Bank and are able to express their independent opinions, and in compliance with relevant criteria. As for Ms. Puntip Surathin who is due to retire by rotation, she has expressed her intent not to be nominated for re-election as a director for another term, in order to comply with the Board of Directors Charter, governing the age limit of directors.

5. To consider the election of a new director

Board of Directors' Opinion: The Board of Directors concurred with the proposal of the Human Resources and Remuneration Committee, and considered it appropriate for the meeting of shareholders to elect Ms. Chonchanum Soonthornsaratoon as a Non-Executive Director, under prudent screening, being of the view that she is fully qualified and suitable for banking business, having no prohibited characteristics for appointment as a director of a financial institution in accordance with applicable laws. Furthermore, she holds qualifications, skills, knowledge, capability and experiences contributable to the Bank, and appointment as a director received concurrence from the Bank of Thailand.

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6. To consider the designation of names and number of directors with signatory authority

Board of Directors' Opinion: It is considered appropriate for the meeting of shareholders to consider the change of directors with signatory authority from "Mr. Banthoon Lamsam or Mr. Sara Lamsam or Mr. Abhijai Chandrasen shall co-sign with Mr. Predee Daochai or Ms. Kattiya Indaravijaya or Mr. Pipit Aneaknithi or Mr. Patchara Samalapa, totaling two persons, with the Company's seal affixed." to as follows:

"Ms. Kattiya Indaravijaya, Mr. Predee Daochai, Mr. Pipit Aneaknithi, Mr. Patchara Samalapa: two out of these four directors shall co-sign with the Company's seal affixed."

7. To consider approving the remuneration of directors

Board of Directors' Opinion: The Board of Directors concurred with the proposal of the Human Resources and Remuneration Committee, and considered it appropriate for the meeting of shareholders to approve the remuneration for Directors, Independent Directors, Board Committees members, the Legal Adviser, and Directors' Bonus for 2020, to remain at the same rate as that of 2019 as approved by the General Meeting of Shareholders No. 107.

8. To consider approving the appointment and the fixing of remuneration of auditor

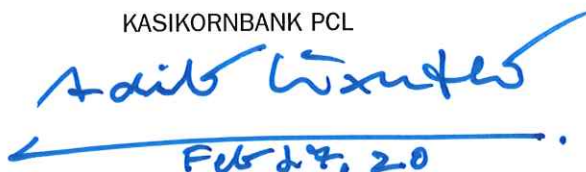
Board of Directors' Opinion: The Board of Directors concurred with the proposal of the Audit Committee, and considered it appropriate for the meeting of shareholders to appoint Mr. Charoen Phosamritlert, CPA Registration Number 4068 or Ms. Sureerat Thongarunsang, CPA Registration Number 4409, or Mr. Chanchai Sakulkoedsin, CPA Registration Number 6827, of KPMG Phoomchai Audit Limited as the Bank's auditor for the year 2020. It is also considered appropriate to fix the remuneration of auditor for the year 2020 totaling Baht 13,646,000. Other audit fees that may additionally incur under regulatory requirements shall be under discretion of the Management Committee, as deemed appropriate.

9. Other businesses (if any)

Please be informed accordingly.

Yours sincerely,

KASIKORNBANK PCL



(Dr. Adit Laixuthai)

Corporate Secretary

Senior Executive Vice President

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