

Ref. OS. 321/2015

February 26, 2015

To : The President
The Stock Exchange of Thailand

Subject : Dividend Payment and Schedule and Agenda for the General Meeting of Shareholders No. 103

The Board of Directors Meeting of KASIKORNBANK PUBLIC COMPANY LIMITED No. 2/2015 held on February 26, 2015 has resolved on the following significant matters, which can be summarized as follows:

1. To approve the financial statements for the year ended December 31, 2014, which have been considered by the Audit Committee and audited by the Certified Public Accountant.

2. To approve the appropriation of profit from 2014 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 2014 operating results to ordinary shareholders at the rate of Baht 4.00 per share, of which the Bank has paid interim dividend at the rate of Baht 0.50 per share on September 26, 2014 and will pay the remaining dividend at the rate of Baht 3.50 per share to the shareholders, by setting the record date on April 16, 2015 to determine the list of shareholders entitled to receive dividend, and the shareholders register book-closing date and suspending shares transfer on April 17, 2015 to compile the list of shareholders pursuant to Section 225 of the Securities and Exchange Act. The dividend payment shall be made on April 30, 2015.

3. To approve the convening of the General Meeting of Shareholders No. 103 on Thursday, April 2, 2015 at 14.00 hours at the Bank's Head Office No. 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, 2015 to determine the list of shareholders who have the right to attend the General Meeting of Shareholders, and setting the shareholders register book-closing date and suspending shares transfer on March 13, 2015 to compile shareholders list pursuant to Section 225 of the Securities and Exchange Act, to consider the following agenda items:

1. To consider adopting the Minutes of the General Meeting of Shareholders No. 102 held on April 4, 2014

Board of Directors' Opinion : It is considered appropriate for the meeting of shareholders to adopt said minutes.

2. To acknowledge the Board of Directors' Report of year 2014 Operations

Board of Directors' Opinion : It is considered appropriate to report the operations of year 2014 to the meeting of shareholders for acknowledgment.

3. To consider approving the Financial Statements for the year ended December 31, 2014

Board of Directors' Opinion : It is considered appropriate for the meeting of shareholders to approve the Financial Statements for the year ended December 31, 2014, which have been considered by the Audit Committee and audited by the Certified Public Accountant.

4. To consider approving the appropriation of profit from 2014 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 2014 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 2014 operating results to ordinary shareholders at the rate of Baht 4.00 per share, of which the Bank has paid interim dividend at the rate of Baht 0.50 per share on September 26, 2014 amounting to Baht 1,196,630,096.50 and will pay the remaining dividend at the rate of Baht 3.50 per share amounting to Baht 8,376,410,675.50 making the total dividend payment of Baht 9,573,040,772.00 to the shareholders, by setting the record date on April 16, 2015 to determine the list of shareholders entitled to receive dividend, and the shareholders register book-closing date and suspending shares transfer on April 17, 2015 to compile the list of shareholders pursuant to Section 225 of the Securities and Exchange Act. The dividend payment shall be made on April 30, 2015. 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.

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

Board of Directors' Opinion : The Board of Directors, exclusive of the nominated directors, concurred with the proposal of the Human Resources and Remuneration Committee, and considered it appropriate for the meeting of shareholders to re-elect Ms. Sujitpan Lamsam, Professor Khunying Suchada Kiranandana, Dr. Abhijai Chandrasen, and Mr. Predee Daochai, who are due to retire by rotation, as the Bank's directors for another term. The Board was of the view that these four directors are fully qualified, 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 loyalty 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. Moreover, Mr. Somchai Bulsook, who is due to retire by rotation, has expressed his intent on not to be nominated for re-election as a director for another term, according to the Board of Directors Charter, governing the age limit of directors.

6. 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 Mr. Wiboon Khusakul, as an Independent Director, being of the view

that he is fully qualified, having no prohibited characteristics for appointment as a director of a financial institution in accordance with applicable laws. Furthermore, he holds qualifications, skills, knowledge, capability and experiences which are of the Bank's interest, under concurrence by the Bank of Thailand. Mr. Wiboon Khusakul is qualified as an Independent Director per the criteria as specified by the Bank.

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 an increase in the remuneration rate for Independent Directors to commensurate with the increased workloads. The Lead Independent Director will receive the total monthly payment of Baht 100,000 and each Independent Director will receive a monthly payment of Baht 70,000. As for remuneration of directors, Board Committees members, the Legal Adviser, and Directors' Bonus for 2015, they shall remain at the same rate as that of 2014 as approved by the General Meeting of Shareholders No. 102.

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. Supot Singhasaneh, CPA Registration Number 2826, or Mr. Nirand Lilamethwat, CPA Registration Number 2316, or Ms. Wilai Buranakittisophon, CPA Registration Number 3920, of KPMG Phoomchai Audit Limited as the Bank's auditor for the year 2015. All proposed auditors received concurrence from the Bank of Thailand. It is also considered appropriate to fix the remuneration of auditor for the year 2015 totaling Baht 13,439,000. Other audit fees that may additionally incur under regulatory requirements shall be under discretion of the Management Committee.

9. Other businesses (if any)

Please be informed accordingly.

Yours sincerely,
KASIKORNBANK PCL

(Dr. Adit Laixuthai)
Corporate Secretary