

Minutes of the General Meeting of Shareholders No. 108 of KASIKORNBANK PUBLIC COMPANY LIMITED

Thursday, April 2, 2020

at Samanachan Hall, 3rd Floor, KASIKORNBANK PUBLIC COMPANY LIMITED Head Office Building,  
1 Soi Rat Burana 27/1, Rat Burana Road, Rat Burana Sub-District, Rat Burana District, Bangkok

The Meeting convened at 14.00 hours.

Mr. Banthoon Lamsam, Chairman of the Board and Chief Executive Officer, acted as Chairman of the Meeting. Also present at the Meeting were presidents, directors, executives of the Bank and its wholly-owned subsidiaries, as well as the Bank's auditor, as listed below:

Eighteen directors participated in the Meeting, accounting for 100.00 percent of the total number of directors, including:

Mr. Banthoon Lamsam	Chairman of the Board and Chief Executive Officer
Ms. Kobkam Wattanavrangkul	Vice Chairperson, Lead Independent Director, Chairperson of the Human Resources and Remuneration Committee and Chairperson of the Risk Oversight Committee
Ms. Sujitpan Lamsam	Vice Chairperson (Participating in the Meeting via teleconference system)
Mr. Predee Daochai	President
Ms. Kattiya Indaravijaya	President
Mr. Pipit Aneaknithi	President
Mr. Patchara Samalapa	President
Dr. Abhijai Chandrasen	Director and Legal Adviser
Sqn. Ldr. Nalinee Paiboon, M.D.	Independent Director and Chairperson of the Corporate Governance Committee
Mr. Saravoot Yoovidhya	Independent Director
Dr. Piyasvasti Amranand	Independent Director and Chairman of the Audit Committee
Mr. Kalin Sarasin	Independent Director
Ms. Puntip Surathin	Independent Director
Mr. Wilboon Khusakul	Independent Director
Ms. Suphajee Suthumpun	Independent Director
Mr. Sara Lamsam	Non-Executive Director
Mr. Chanin Donavanik	Independent Director
Ms. Jannisa Chakrabandhu Na Ayudhya	Independent Director

There were executives of the Bank and its wholly-owned subsidiaries, totaling 11 persons, present at the Meeting, namely:

Mr. Ruangroj Poonpol	Chairman of KASIKORN Business-Technology Group
Dr. Adit Laixuthai	Corporate Secretary and Senior Executive Vice President
Mr. Wirawat Panthawangkun	Senior Executive Vice President
Mr. Krit Jitjang	Senior Executive Vice President
Dr. Pipatpong Poshyanonda	Senior Executive Vice President
Mr. Chongrak Rattanapijan	Chief Financial Officer and Senior Executive Vice President
Mr. Surasak Dudsdeemaytha	Executive Vice President
Mr. Pattarapong Kanhasuwan	Executive Vice President
Mr. Surat Leelatawivat	Executive Vice President
Mr. Tipakorn Saiphatana	Executive Vice President
Mr. Porvarate Chetphongphan	Executive Vice President

An auditor representing KPMG Phoomchai Audit Limited was present at the Meeting, namely:

Mr. Charoen Phosamritlert	Certified Public Accountant Registration No. 4068
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On March 20, 2020, the Bank submitted a letter notifying the Stock Exchange of Thailand of measures on arrangement of this General Meeting of Shareholders under COVID-19 outbreak. This was to ensure the shareholders, expecting to attend the Meeting in person, that those measures were in compliance with the public health standards, aimed at preventing risks and ensuring the safety of the shareholders amid the COVID-19 outbreak. Those measures included cleaning all contact surfaces at various locations by disinfectants and a stringent screening procedure. Aside from requirements for the meeting attendees to fill in a self-screening form and the measurement of body temperatures before entering the building, the Bank also implemented social distancing in the seating arrangement and provided alcohol hand sanitizer at various points, and requested the meeting attendees to wear face masks at all times while attending the Meeting.

The Chairman of the Meeting thanked the shareholders for attending the Bank's General Meeting of Shareholders No. 108, and invited the Corporate Secretary to announce the number of shareholders, who were in attendance at this Meeting.

The Corporate Secretary informed the Meeting that there were 117 shareholders present in person and 2,752 represented through proxies, or a total of 2,869 shareholders, holding altogether 1,272,268,872 shares, representing 53.6975 percent of total shares sold, exceeding one-third of total shares sold. A quorum was thus constituted in accordance with the Bank's Articles of Association.

The Chairman, therefore, declared the General Meeting of Shareholders No.108 open.

During the Meeting more shareholders and proxies entered, totaling 22 and 13 persons, respectively. Thus, there were 139 shareholders attending the Meeting in person, and 2,765 shareholders represented through proxies, making up a total of 2,904 shareholders, holding altogether 1,273,000,383 shares, or 53.7283 percent of total shares sold.

The Chairman, then, invited shareholders and proxies to listen to an explanation for voting and vote-counting procedures, as summarized below:

The voting is based on the principle of one share equals one vote. For each agenda item, each shareholder is eligible to cast his/her vote to either approve, or disapprove, or abstain from voting. Split votes in other ways are disallowed. Exceptions are made for proxy holders for foreign investors who appoint custodians in Thailand to safe-keep their clients' securities, using Proxy Form C.

In voting for each agenda item, shareholders who wish to disapprove or abstain from voting on any agenda item should indicate their votes on the ballots; then relevant officers will record and collect the votes at their seats. Shareholders who approve or do not cast votes on the ballots will be assumed to have approved the agenda item as proposed.

In the vote-counting process, a resolution will require the majority votes of shareholders who attend the Meeting and cast their votes. An exception is made for the agenda item concerning consideration for approving the remuneration of directors, wherein a resolution will require not less than two-thirds of all votes from shareholders who are in attendance at the Meeting.

To count the votes in approval for each agenda item, the Bank will deduct the total votes cast as disapproval and abstention, as well as the number of invalid ballots, from the total votes of shareholders, who are eligible to vote, being those who are in attendance at the Meeting and those who have entrusted proxies to vote on their behalves. Shareholders who cast votes in advance or entrusted the Bank's directors as their proxies to attend the Meeting and cast their votes on their behalves will have their votes cast in accordance with their wishes.

After the vote counting for each agenda item, the Bank will announce the voting results.

Regarding invalid ballots, the ballots are considered invalid when there is more than one box marked or there are split votes (except for the case of custodian) or there are cancellation marks on the ballots.

Shareholders or proxies wishing to ask questions or express their opinions are requested to give their full names before doing so in order to allow the Bank to record their names in the Minutes of the General Meeting of Shareholders later on.

At the end of the Meeting, shareholders are required to return ballots to the relevant officers. Shareholders who wish to leave the Meeting early are required to return all the remaining ballots to the relevant officers for record later on. The Bank uses a barcode system for the registration process and voting counting to offer shareholders convenience at the Meeting.

After the report on voting and vote-counting procedures, the Chairman asked the Corporate Secretary to inform the Meeting of best practices for the General Meeting of Shareholders of the Bank.

The Corporate Secretary informed the Meeting that, before the date of this General Meeting of Shareholders, the Bank had provided the opportunity for all shareholders to submit their views on any issues as they deemed fit for inclusion in the agenda of the General Meeting of Shareholders, as well as questions regarding the agenda of the Meeting, but there were no issues submitted for inclusion in the agenda of the General Meeting of Shareholders. However, there were some shareholders who submitted questions regarding the agenda of the General Meeting of Shareholders in advance, and the Bank had preliminarily responded to those questions. More details will be informed to the shareholders in relevant agenda items. In addition, the Bank had invited representatives from Baker & McKenzie Limited and one shareholder from the floor to witness the vote-counting at this Meeting.

In this regard, one shareholder volunteered to witness the vote-counting throughout the Meeting.

To ensure that the General Meeting of Shareholders was efficient, the Chairman informed that the agenda on consideration for adopting the Minutes of the General Meeting of Shareholders would be withdrawn at the current General Meeting of Shareholders, as was in the previous year.

Then, the Chairman requested that the Meeting proceed to other items on the agenda, as follows:

**1. To acknowledge the Board of Directors' Report of year 2019 operations**

The Chairman informed the Meeting that it was considered appropriate for the Board of Directors to report the operations of year 2019 per details in the 2019 Annual Report and summary of the Financial Information, which had been delivered to the shareholders together with the Notice of this Meeting for acknowledgment. As this agenda item was for acknowledgment, shareholders were not required to vote.

The Chairman informed the Meeting that KBank was committed to operating business with transparency and adherence to Anti-Corruption Policy, which has been communicated to employees, as well as counterparties on a regular basis

In early 2020, the Board of Directors resolved to approve the share repurchase program, with the aim of managing liquidity for maximum benefit of the Bank and shareholders. KBank shares were purchased on the Stock Exchange of Thailand. The purchase of 23,932,600 shares, accounting for 1 percent of the total paid-up capital of the Bank, was completed on February 27, 2020. However, KBank continued to have sufficient capital funds to conduct business. Liquid assets and the book value of shareholders' equity declined, which will result in the increasing of return on equity (ROE) ratio and earnings per share (EPS) ratio.

After the share repurchase, the Board of Directors may consider reselling the repurchased shares on the Stock Exchange of Thailand or offering them to the public offering depending on the suitability, conditions, and related factors during a certain period of time. KBank would inform shareholders accordingly. To comply with the relevant regulations and laws, the resale of the repurchased shares could be after six months from the completion date of share repurchase and not later than three years.

The Chairman reported to the Meeting that Mr. Thawatchai Thienbunsong, a shareholder, had submitted questions regarding the Bank's operations in advance. The Bank had already responded to his questions. Ms. Kattiya Indaravijaya, President, was asked to present key details to the Meeting.

Ms. Kattiya Indaravijaya reported to the Meeting that the shareholder wanted to know about operating results of KASIKORNBANK (CHINA) COMPANY LIMITED and Sovannaphum Life Assurance PLC, which engaged in businesses in Laos, China and Cambodia. The Bank already responded to the shareholder that, operating results of KASIKORNBANK (CHINA) were in line with the target, with loan growth and favorable asset quality reported in 2019. Regarding Sovannaphum Life Assurance PLC, it is a joint venture of Muang Thai Life Assurance PCL, which holds 49 percent of shares in the company. Sovannaphum Life Assurance's operating results in Cambodia were consistent with the target and reported higher first-year premiums. Meanwhile, ST-Muang Thai Insurance Co. Ltd. is a joint venture of Muang Thai Life Assurance PCL, which holds 22.5 percent of shares in the company. ST-Muang Thai Insurance engages in life and non-life insurance businesses in Laos. Muang Thai Life Assurance PCL also holds 10 percent of shares in MB Ageas Life Insurance Co. Ltd., which operates a life insurance business in Vietnam. Its operating results were consistent with the target with the net first-year premiums rising favorably, as well. In addition, the shareholder asked the Bank about guidelines to seek income from other sources, which were not restricted by rules or regulations of the Bank of Thailand. The shareholder had also inquired about the Bank of Thailand's assistance measures in case of a bank run due to the lack of confidence towards banks or if there were an economic crisis that may have hurt banks' operating results, and the likelihood that banks may face financial crisis. The Bank explained to the shareholder that,

KBank is committed to business efficiency enhancement via data analytics in order to offer more appropriate products and services to our customers with a focus on channels enabling us to reach diverse consumers. Moreover, KBank has been granted a business license to offer IT related services, thus allowing us to use technologies that we have already developed to generate new income for the Bank. In fact, most commercial banks have solid capital funds and relatively low NPL levels, though they increased over the past 3-4 years. KBank itself has relatively sufficient liquidity, so we believe that such severe incidents may not occur.

There were no more questions from the shareholders.

The Meeting duly acknowledged the Board of Directors' Report of year 2019 operations.

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

The Chairman asked the Meeting to consider approving the Financial Statements for the year ended December 31, 2019, which had been considered by the Audit Committee and audited by the Certified Public Accountant. Details were as presented in summary of the Financial Information on the 2019 Annual Report, which had been delivered to the shareholders together with the Notice of this Meeting. The Chairman asked Ms. Kattiya Indaravijaya, President, to present a report on key details to the Meeting.

Ms. Kattiya Indaravijaya reported to the Meeting the Bank's Consolidated Financial Statements for the year ended December 31, 2019, as follows:

### **Statement of Financial Position**

The Bank's assets totaled approximately Baht 3.2 trillion, increasing over last year by approximately Baht 138,700 million; total liabilities amounted to about Baht 2.8 trillion, increasing over last year by approximately Baht 102,900 million; total equity attributable to equity holders of the Bank amounted to approximately Baht 406,300 million, increasing over last year by approximately Baht 30,000 million. Significant changes were seen in the following items:

- Loans equaled approximately Baht 2 trillion, increasing over last year by approximately Baht 87,800 million. These loans were largely home loans, promissory notes and commercial loans.
- Deposits equaled approximately Baht 2 trillion, increasing over last year by approximately Baht 77,000 million, due mainly to rising fixed and savings deposits.
- Unappropriated Retained Earnings equaled approximately Baht 339,000 million, increasing over last year by approximately Baht 26,900 million, due largely to an increase in 2019 net income by approximately Baht 38,700 million, but the Bank paid some approximately Baht 9,500 million in dividend in April and September 2019.

### **Statement of Profit or Loss and Other Comprehensive Income**

With regard to the Bank's operating results for 2019, net income attributable to equity holders of the Bank totaled approximately Baht 38,700 million. Significant changes were seen in the following items:

- Net interest income totaled approximately Baht 102,600 million, increasing over last year by approximately Baht 4,100 million, due mainly to loan and investment growth.
- Non-interest income amounted to approximately Baht 57,800 million, increasing over last year by approximately Baht 800 million, due largely to an increase in revenue from sales of securities. However, net premium earned-net declined and there was the cancellation of funds transfer fee via digital channels.
- Other operating expenses totaled approximately Baht 72,700 million, increasing over last year by approximately Baht 4,300 million, due largely to branding campaigns and marketing activities in line with business direction of the Bank.
- Impairment loss on loan and debt securities totaled approximately Baht 34,000 million, increasing over last year by approximately Baht 1,400 million, with prudent consideration on factors in line with uncertainties stemming from continuing economic slowdown.

From the Statement of Financial Position and Statement of Profit or Loss and Other Comprehensive Income, as above, the President requested the Meeting to approve the Financial Statements for the year ended December 31, 2019.

Ms. Kattiya Indaravijaya reported to the Meeting that Mr. Thawatchai Thienbunsong, a shareholder, submitted questions in advance, and the Bank already responded to his questions. He inquired about reasons for a 217 percent surge in gain on investment in 2019. KBank explained to the



shareholder that, the increase in gain on investment was due to revenue from sales of securities. In addition, the shareholder inquired about reasons for a stronger demand for foreign debt instruments and equity instruments in 2019, which resulted in declines in cash, and net interbank and money market items. He also asked why the Bank decided to change its holdings of high liquid assets to available-for-sale investments, both equity and debt instruments, amid high volatility in the market. KBank explained to the shareholder that, higher investment in debt instruments was due primarily to better returns in the debt instrument market. In addition, the shareholders asked the Bank about management plans to ensure that KBank had higher net interest income and income from other sources to offset its shortfall. The shareholder expressed concern towards rising NPLs and sufficient reserves in case of a crisis. He inquired about KBank's liquidity coverage ratio (LCR), as well. The Bank explained to the shareholder that, we have an appropriate asset structure management and deposit cost management in place while also continuing to seek new sources of income. Furthermore, we are in a process of reviewing business plans and financial targets for 2020 to ensure that they are consistent with existing conditions. Once completed, we will inform shareholders via the Stock Exchange of Thailand. Our monthly average LCR during the fourth quarter of 2019 stood at 189 percent, which was higher than the Bank of Thailand's requirement of 90 percent.

There were no more questions from the shareholders.

The Meeting considered the matter and cast votes.

The Corporate Secretary announced the voting results, as follows:

There were 1,269,034,934 votes approving, equal to 100.0000 percent of all votes of shareholders in attendance and casting votes; no votes disapproving, and 2,248,521 votes abstaining. There were no invalid ballots.

In conclusion, the Meeting, by a majority of shareholders, who attended the Meeting and cast their votes, resolved to approve the Financial Statements for the year ended December 31, 2019, as proposed.

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

The Chairman requested the Meeting to consider approving an appropriation of profit from the 2019 operating results, and dividend payment, as presented to the Meeting by Ms. Kattiya Indaravijaya, President.

Ms. Kattiya Indaravijaya proposed an appropriation of profit from the 2019 operating results, and dividend payment, as noted below:

- No legal reserve appropriation because KBank's legal reserve had reached the amount required by laws.
- Dividend payment to ordinary shares of Baht 5.00 per share, for a total dividend payment of approximately Baht 11,859 million, equivalent to 34.43 percent of the 2019 net profit. KBank had paid interim dividend at the rate of Baht 0.50 per share on September 27, 2019, amounting to approximately Baht 1,197 million, and would pay the remaining dividend at the rate of Baht 4.50 per share, amounting to approximately Baht 10,662 million. The Bank had scheduled the record date on April 10, 2020 to determine the shareholders entitled to receive the dividend. The dividend payment had been scheduled for April 30, 2020. The dividend payment would be derived from retained earnings, which were 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. The Board of Directors deemed the above rate of dividend as appropriate, being in line with the Bank's dividend payment policy. The Bank's capital fund status will remain solid, enabling it to accommodate continuous growth and business expansion.

The Meeting was asked to consider approving the appropriation of profit and dividend payment, as well as the allocation of the remaining profit to KBank's capital fund.

Mr. Panu Tangboonsinthana, a shareholder, wanted to know the approximate amount of retained earnings, which were subject to corporate income tax of 30 percent that the Bank would have after this dividend payment.

Ms. Kattiya Indaravijaya, explained to the shareholder that KBank would have approximate Baht 4,000 million in retained earnings, for dividend payment, which were subject to corporate income tax of 30 percent.

There were no more questions from the shareholders.

The Meeting considered the matter and cast votes.

The Corporate Secretary announced the voting results, as follows:

There were 1,271,160,943 votes approving, equal to 99.9905 percent of all votes of shareholders in attendance and casting votes; 119,700 votes disapproving, equal to 0.0094 percent of all votes of shareholders in attendance and casting votes; and 4,121 votes abstaining. There were no invalid ballots.

In conclusion, the Meeting, by a majority of shareholders, who attended the Meeting and cast votes, resolved to approve the appropriation of profit from the 2019 operating results and dividend payment, as proposed, and acknowledge the interim payment at the rate of Baht 0.50 per share on September 27, 2019.

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

The Chairman informed the Meeting that, under Article 10 ter of the Bank's Articles of Association, one-third of all directors shall retire by rotation at every General Meeting of Shareholders. The directors retiring by rotation at this Meeting were:

- |                             |                        |
|-----------------------------|------------------------|
| 1. Ms. Puntip Surathin      | Independent Director   |
| 2. Ms. Suphaje Suthumpun    | Independent Director   |
| 3. Mr. Chanin Donovanik     | Independent Director   |
| 4. Mr. Sara Lamsam          | Non-Executive Director |
| 5. Ms. Kattiya Indaravijaya | Executive Director     |
| 6. Mr. Patchara Samalapa    | Executive Director     |

The Chairman requested Ms. Kobkam Wattanavrangkul, Chairperson of the Human Resources and Remuneration Committee, to present this agenda item to the Meeting.

The Chairperson of the Human Resources and Remuneration Committee reported to the Meeting that in considering the election of directors to replace those retiring by rotation under this agenda item, Ms. Puntip Surathin had expressed her intent not to be nominated for re-election as a director for another term to comply with the Board of Directors Charter, which stipulated the age limit of a director. Therefore, there would be only five Directors, namely Ms. Suphaje Suthumpun, Mr. Chanin Donovanik, Mr. Sara Lamsam, Ms. Kattiya Indaravijaya and Mr. Patchara Samalapa, to be re-elected as directors.

The Human Resources and Remuneration Committee, exclusive of the nominated directors, had thoroughly considered the directors' qualifications and suitability for the Bank business, in accordance with the nomination process and their performance assessment results, and was of the opinion that the five directors referred to earlier were fully qualified, without prohibited characteristics for appointment as directors of a financial institution in accordance with applicable laws. In addition, they had 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.

The Human Resources and Remuneration Committee had presented the above comment to a Meeting of the Board of Directors. At that meeting, the Board of Directors, excluding these nominated directors, endorsed the proposal made by the Human Resources and Remuneration Committee.

The Meeting was, therefore, requested to consider approving the re-election of these five directors as directors of the Bank, each for one more term. All the proposed directors had received concurrence from the Bank of Thailand. Their biographies and experience, as well as the definition of an independent director, were presented in Annex No. 2 attached to the Notice of the current Meeting.

The Chairperson of the Human Resources and Remuneration Committee informed the Meeting that, for this agenda item, the Bank had provided the opportunity for shareholders to propose any qualified candidates for directorship election prior to the General Meeting of Shareholders. There were no shareholders proposing a candidate for the directorship election.

There were no questions from the shareholders.

The Meeting considered and cast votes to re-elect the directors on an individual basis.

The Corporate Secretary announced the voting results, as follows:

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|---------------------------|---|
| 1. Ms. Suphaje Suthumpun: | - Approved by shareholders representing 1,257,539,001 votes, equal to 99.0901 percent of all votes of shareholders in attendance and casting votes; |
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- Disapproved by shareholders representing 11,546,140 votes, equal to 0.9098 percent of all votes of shareholders in attendance and casting votes;
  - Abstentions totaled 2,197,183 votes;
  - No invalid ballots.
2. Mr. Chanin Donavanik:
- Approved by shareholders representing 1,257,539,001 votes, equal to 99.0901 percent of all votes of shareholders in attendance and casting votes;
  - Disapproved by shareholders representing 11,546,140 votes, equal to 0.9098 percent of all votes of shareholders in attendance and casting votes;
  - Abstentions totaled 2,197,183 votes;
  - No invalid ballots.
3. Mr. Sara Lamsam:
- Approved by shareholders representing 1,142,721,370 votes, equal to 90.1706 percent of all votes of shareholders in attendance and casting votes;
  - Disapproved by shareholders representing 124,566,162 votes, equal to 9.8293 percent of all votes of shareholders in attendance and casting votes;
  - Abstentions totaled 3,994,792 votes;
  - No invalid ballots.
4. Ms. Kattiya Indaravijaya:
- Approved by shareholders representing 1,210,825,800 votes, equal to 95.2449 percent of all votes of shareholders in attendance and casting votes;
  - Disapproved by shareholders representing 60,450,266 votes, equal to 4.7550 percent of all votes of shareholders in attendance and casting votes;
  - Abstentions totaled 6,258 votes;
  - No invalid ballots.
5. Mr. Patchara Samalapa:
- Approved by shareholders representing 1,209,093,062 votes, equal to 95.1085 percent of all votes of shareholders in attendance and casting votes;
  - Disapproved by shareholders representing 62,184,506 votes, equal to 4.8914 percent of all votes of shareholders in attendance and casting votes;
  - Abstentions totaled 4,756 votes;
  - No invalid ballots.

In conclusion, the Meeting, by a majority of the shareholders, who attended the Meeting and cast their votes, resolved to re-elect all five directors as the Bank's directors for another term and acknowledged that Ms. Puntip Surathin had retired from the position of a director of the Bank.

##### **5. To consider the election of a new director**

The Chairman informed the Meeting that the Bank's Articles of Association stipulated that the Bank must have at least 7, but not exceeding 18 directors. The Board of Directors had prudently screened and concurred with the proposal of the Human Resources and Remuneration Committee to propose that the General Meeting of Shareholders elect one more director, namely Ms. Chonchanum Soonthornsaratoon. Her biography and experience were presented in the Annex No. 3 attached to the Notice of the Meeting. The Chairman requested Ms. Kobkam Wattanavrangkul, Chairperson of the Human Resources and Remuneration Committee, to present this agenda item to the Meeting.

The Chairperson of the Human Resources and Remuneration Committee proposed that the Meeting consider electing Ms. Chonchanum Soonthornsaratoon as a Non-Executive Director of KBank. Ms. Chonchanum Soonthornsaratoon graduated with a Master's Degree in laws from Tulane University and a Master's Degree in political science from Mississippi State University, USA. Currently, she is a Director and Legal Adviser at Punyariddhi Law Office Company Limited. Aside from serving as an Honorary Advisor for both The Thai Red Cross Society and Queen Saovabha Memorial Institute, she is also a member (Legal Expert) of the Executive Board of the Elderly Fund, The Elderly Fund.

The Human Resources and Remuneration Committee deemed that Ms. Chonchanum Soonthornsaratoon was fully qualified and suitable for the banking business without any prohibited characteristics for appointment as a director of a financial institution in accordance with applicable laws. Her qualifications, skills, knowledge, competency and experience would also benefit the Bank under concurrence by the Bank of Thailand. It was deemed appropriate, therefore, to propose the Meeting to approve the election of Ms. Chonchanum Soonthornsaratoon as a director of KBank.

There were no questions from the shareholders.

The Meeting considered the matter and cast votes.

The Corporate Secretary announced the voting results, as follows:

There were 1,203,985,177 votes approving, equal to 94.8698 percent of all votes of shareholders in attendance and casting votes; 65,106,106 votes disapproving, equal to 5.1301 percent of all votes of shareholders in attendance and casting votes; and 2,191,041 votes abstaining. There were no invalid ballots.

In conclusion, the Meeting, by a majority of shareholders, who attended the Meeting and cast votes, resolved to elect Ms. Chonchanum Soonthornsaratoon as a director of KBank.

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

The Chairman reported to the Meeting that Pursuant to Article 17 of the Bank's Articles of Association, which stipulates that the directors shall have power to conduct all kinds of business of the Company, two directors shall be authorized to sign and affix the common seal of the Company. As the Bank of Thailand concurred with the appointment of Ms. Kattiya Indaravijaya as Director and Chief Executive Office, which shall take effect on April 3, 2020 onwards, the Meeting was therefore requested to consider the change of names and number of directors with signatory authority, 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."

The Chairman further reported to the Meeting that, in this agenda item, parties with an interest in the matter, notably the directors with signatory authority, were not eligible to vote.

There were no questions from the shareholders.

The Meeting considered the matter and cast votes.

The Corporate Secretary announced the voting results, as follows:

There were 1,271,163,193 votes approving, equal to 99.9905 percent of all votes of shareholders in attendance and casting votes; 119,700 votes disapproving, equal to 0.0094 percent of all votes of shareholders in attendance and casting votes; and 2,461 votes abstaining. There were no invalid ballots and entitled to vote.

In conclusion, the Meeting, by a majority of shareholders, who attended the Meeting and cast votes, resolved to approve the designation of names and number of directors with signatory authority as proposed.

#### **7. To consider approving the remuneration of directors**

The Chairman asked the Meeting to consider approving the remuneration of directors, as proposed by the Human Resources and Remuneration Committee, and notified the Meeting that for voting on this agenda item, parties with an interest in the matter — notably the directors, who are also shareholders of the Bank — were not eligible to vote. The Chairman requested that Ms. Kobkam Wattanavrangkul, Chairperson of the Human Resources and Remuneration Committee, present the agenda item to the Meeting.

The Chairperson of the Human Resources and Remuneration Committee stated that the General Meeting of Shareholders No. 107, on April 4, 2019, resolved to approve directors' remuneration and bonuses, which shall remain in effect until the Meeting of Shareholders shall determine otherwise. Having considered the remuneration of directors for 2020, the Human Resources and Remuneration Committee is of the view that it is commensurate with the duties and responsibilities, in alignment with directors' remuneration of comparable commercial banks. The recommendation was proposed for the Board of Directors' consideration and the Board of Directors concurred with the proposal of the Human Resources and Remuneration Committee. It was considered appropriate for the General Meeting of Shareholders to approve the remuneration



of Directors, Independent Directors, Board Committee 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, as follows:

1) Remuneration for directors for the Board of Directors Meeting

Chairman of the Board	Baht	250,000	Per month
Vice Chairperson	Baht	200,000	Per person/month
Director	Baht	150,000	Per person/month

2) Remuneration for Independent Directors

Lead Independent Director	Baht	100,000	Per month
Member	Baht	70,000	Per person/month

3) Remuneration for Audit Committee

Chairman	Baht	90,000	Per month
Member	Baht	60,000	Per person/month

4) Remuneration for Corporate Governance Committee

Chairperson	Baht	50,000	Per month
Member	Baht	36,000	Per person/month

5) Remuneration for Human Resources and Remuneration Committee

Chairperson	Baht	50,000	Per month
Member	Baht	36,000	Per person/month

6) Remuneration for Risk Oversight Committee (Executive Directors do not receive remuneration)

Chairperson	Baht	50,000	Per month
Member	Baht	36,000	Per person/month

7) Remuneration for Legal Advisor

Baht	330,000	Per month
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8) Directors' Bonus at the rate of 0.5 percent of total dividend, payable at the time of dividend payment.

9) Other privileges - None -

Such remuneration shall remain effective until resolved otherwise by the General Meeting of Shareholders.

As for the 0.5 percent of total dividend payment from the 2019 operating result, the Bank had paid the Board of Directors' bonus together with interim dividend payment on September 27, 2019, totaling Baht 5,983,150, it was deemed appropriate to propose for the General Meeting of Shareholders' approval the remaining bonus payment, totaling Baht 53,309,870.84, payable with the remaining dividend payment.

The Chairperson of the Human Resources and Remuneration Committee reported to the Meeting that Mr. Thawatchai Thienbunsong, a shareholder, submitted a question to KBank in advance asking why there was an increase in remuneration of directors in 2019 on contrary to a decline in net profit. The Bank explained to the shareholder that, the remuneration of directors is commensurate with the duties and responsibilities, in alignment with directors' remuneration of comparable commercial banks. The remuneration of directors for 2018 was considered relatively low against those of comparable commercial banks and has not been adjusted since 2008. The Bank, therefore, proposed for the 2018 General Meeting of Shareholders' approval of an increase in remuneration of directors and the Meeting resolved to approve the remuneration of directors at the rate seen presently. For 2020, the Meeting is proposed to approve the remuneration of directors to remain at the same rate as in 2019.

Regarding dividend payment for shareholders, KBank takes into account our operating results and long-term returns to shareholders while also ensuring that KBank's capital funds remain solid to accommodate growth and business expansion, going forward. The Board of Directors deems that the current dividend payment is appropriate and consistent with the dividend payment policy established by the Bank.

According to 2019 bank-only financial statements, KBank reported an increase in net profit and KBank proposed dividend payment at the rate of 34.43 percent of net profit, up 5.03 percent over that of 2018.

There were no more questions from the shareholders.

The Meeting considered the matter and cast votes.

The Corporate Secretary announced the voting results, as follows:

There were 1,185,505,460 votes approving, equal to 93.2025 percent of all votes of shareholders in attendance; 80,217,546 votes disapproving, equal to 6.3065 percent of all votes of shareholders in attendance; and 2,206,291 votes abstaining, equal to 0.1734 percent of all votes of shareholders in attendance. There were no invalid ballots. A total of 4,037,000 votes were not entitled to vote, equal to 0.3173 percent of all votes of shareholders in attendance at the Meeting.

In conclusion, the Meeting, by the votes of not less than two-thirds of all shareholders, who attended the Meeting, resolved to approve the Board of Directors' remuneration and bonus, as proposed, and acknowledged the payment of the Board of Director's bonus together with interim dividend on September 27, 2019.

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

The Chairman asked the Meeting to consider approving the appointment and the fixing remuneration of auditor for 2020, as proposed by the Audit Committee. The Chairman asked Dr. Piyasvasti Amranand, Chairman of the Audit Committee, to present a report on key details to the Meeting.

The Chairman of the Audit Committee presented to the Meeting that the Audit Committee had considered the agenda, and deemed it appropriate to propose the appointment of the three certified public accountants of KPMG Phoomchai Audit Limited, as the Bank's auditors, comprising:

1. Mr. Charoen Phosamritert CPA No. 4068
2. Ms. Sureerat Thongarunsang CPA No. 4409
3. Mr. Chanchai Sakulkoedsin CPA No. 6827

Any of them shall be empowered to audit, perform and sign on the auditors' reports. All of the above auditors were under concurrence by the Bank of Thailand as auditors of the Bank.

With regard to the audit fees, KPMG Phoomchai Audit Limited had proposed a total fee of Baht 13,646,000, which was higher than last year by Baht 2 million or approximately 17.17 percent, because of the increase of audit tasks of auditing and reviewing financial statements in accordance with the new Financial Reporting Standards that are effective in 2020, e.g. TFRS 9. Details of the audit fees are as follows:

1. Audit fees for the annual and half-year audit for the Bank's financial statements and its consolidated financial statements total Baht 9,036,000.
2. Audit fees for quarterly review of the Bank's financial statements and its consolidated financial statements total Baht 3,130,000.
3. Audit fees for overseas branch audits, expressed in Baht terms, total Baht 1,480,000.

Other audit fees that may additionally be incurred under the regulatory requirements shall be under the discretion of the Management Committee.

In addition, to ensure a uniform accounting policy and audit standards between the Bank and its subsidiaries, KPMG Phoomchai Audit Limited or KPMG Phoomchai offices in other countries where KBank's subsidiaries were located, was assigned to audit 38 subsidiaries of the Bank, as shown in Annex No. 5 attached to the Notice of this Meeting. The audit fees for the Bank's subsidiaries for 2020 totaled Baht 19,186,000, increasing over last year by Baht 1,036,000, or approximately 5.71 percent because of the increase in audit tasks of auditing and reviewing financial statements in accordance with the new Financial Reporting Standards that are effective in 2020, and increased transactions from expansion in overseas businesses of KBank's subsidiaries.

Mr. Basant Kumar Dugar, a shareholder, commended the Bank on having service networks in many countries and presented his view that if the audit company had offices in ASEAN member states, this would help reduce audit expenses further. He also advised the auditor to use a perpetual audit method.

The Chairman requested all meeting attendees to wear face masks throughout the meeting.

Mr. Panu Tangboonsinthana, a shareholder, asked why 2020 audit fees were higher than 2019's.

The Chairman of the Audit Committee explained to the shareholder that the total audit fees for 2020 came in at Baht 13.65 million, increasing Baht 2 million over that of 2019 or approximately 17.17 percent. The increase was considered moderate. In the past years, the rise

in audit fees for our financial conglomerate was attributable to the establishment of KASIKORNBANK (CHINA) COMPANY LIMITED, which reported higher transactions as a result of steady business growth in China. In addition, it was due to the increase in audit tasks of auditing and reviewing financial statements in accordance with the new Financial Reporting Standards that are effective in 2020, such as TFRS 9. The audit standards of Bank's subsidiaries were also based on the new Financial Reporting Standards.

There were no more questions from the shareholders.

The Meeting considered the matter and cast votes.

The Corporate Secretary announced the voting results, as follows:

There were 1,219,986,122 votes approving, equal to 96.2918 percent of all shareholders in attendance and casting votes; 46,980,478 votes disapproving, equal to 3.7081 percent of all votes of shareholders in attendance and casting votes; plus 5,002,697 votes in abstention. There were no invalid ballots.

In conclusion, the Meeting, by a majority of shareholders, who attended the Meeting and cast votes, resolved to appoint the auditors and fix the remuneration for auditors as proposed, and to authorize the Management Committee to consider other audit fees that may additionally be incurred under the regulatory requirements.

#### 9. Other business (if any)

The Chairman invited shareholders to express their opinions or ask questions regarding the business operations of the Bank.

The Corporate Secretary requested the shareholders to wear face masks when asking questions.

Mr. Basant Kumar Dugar, a shareholder, commended the Bank for being able to manage profit and cash amid volatile conditions, and being selected by the Stock Exchange of Thailand to be included in the Thailand Sustainability Investment (THSI). He also advised the Bank to conduct more roadshows in region, introduce new publications to investors, and continue developing innovative financial instruments.

Ms. Suwannee Chienirakirawut, a shareholder, wanted to know whether the Bank's non-performing assets (NPAs) were at a normal level when compared to past data, plus the category of the Bank's NPAs and the customer segment they belonged to. The shareholder also asked whether the Bank had customer relief measures in place amid the COVID-19 pandemic. In addition, she asked about the dividend payment in 2020, and the average price of the Bank's repurchased shares.

Mr. Predee Daochai, President, explained to the shareholder that NPAs in every year typically derived from debt settlements and purchases of assets KBank accepted as pledges from auctions, though this would depend on economic conditions in each year. Such NPAs included land, buildings and condominiums. Over the past two years, we experienced problems with SME and home loans. Regarding the Bank's measures to help customers, as customers were bound to have problems related to cash flows in their business operations under the unprecedented situation, the Bank therefore had joined forces with the Bank of Thailand and members of the Thai Bankers' Association to introduce relief measures for customers, including a moratorium on principal payment for a maximum of one year, plus other assistance measures for personal loan and auto hire purchase customers, namely a moratorium on principal and interest payments for three months or a moratorium on principal payment for six months, based on a case-by-case basis.

Ms. Kattiya Indaravijaya, President, explained to the shareholder on the dividend payment that due to the economic impact on the Bank's operating results, the Bank had revised the 2020 Thai economic growth forecast downward to a contraction of 5 percent, from the 0.5 percent growth before and was in a process of revising financial targets. Once completed, the Bank would inform shareholders via the Stock Exchange of Thailand. The Bank was trying its best to ensure that KBank would continue to generate profit and made dividend payments to shareholders. The average price of shares repurchased from the Stock Exchange of Thailand during February 14-27, 2020 was at Baht 134.04 per share.

Mr. Panu Tangboonsinthana, a shareholder, asked the Bank about the amount of investment in Myanmar and whether the Bank's investment budget direction would change amid the COVID-19 outbreak.

Mr. Pipit Aneaknithi, President, explained to the shareholder that the amount of KBank's investment in neighboring countries was moderate, but it allowed KBank to access those markets faster and use digital technology to aid in conducting banking and financial business of the new era. KBank has a policy of establishing partnerships with businesses or banks in those nations, so that we could get hold of local

business networks and customer bases along with knowledge in respective markets. Regarding our operations in Myanmar, we were now in a process of making an investment plan. Once completed, the Bank would inform shareholders via the Stock Exchange of Thailand.

Mr. Basant Kumar Dugar, a shareholder, proposed that during the COVID-19 outbreak the Bank should enhance its risk management capabilities, to seek an opportunity to lend to strong customers, and increase market share.

Ms. Nanthana Phuvadakorn, a shareholder, asked about the Bank's business expansion strategies in CLMV.

Mr. Pipit Aneaknithi explained to the shareholder that the Bank's strategies to tap into AEC+3, including Japan, South Korea and China remained intact, focusing on the use of digital technologies to offer new models of banking services at lower costs. Expanding service networks abroad could be executed in many formats without the need to set up a traditional branch. KBank had established a locally incorporated institution in Laos, formed a joint venture with a partner bank in Indonesia and was now in a process of waiting for an approval of business expanding into Myanmar.

Ms. Wilai Akkrasomcheep, a shareholder, wanted to know the Bank's views on the COVID-19 outbreak versus the 1997 financial crisis, and its impact on the Bank's operating results.

The Chairman explained to the shareholder that the current situation differed from that seen in 1997. In 1997, the financial crisis had stemmed from excess business undertakings, but the COVID-19 outbreak was unprecedented and there was no management model in place to address the crisis, thus preventing us to carry on the normal course of business. The priority that must be recognized was to address health problems, which required cooperation from everyone, including strict measures to combat the pandemic. Regarding customer assistance measures, commercial banks had joined forces to introduce such measures to affected customers. However, because we did not know when the situation would ease, the most important thing we could do now was to support medical personnel on the front line, and then help restore the economy. Once the situation eased, businesses should be able to resume because the structure of the system remained intact.

There were no more questions from shareholders.

The Chairman reported to the General Meeting of Shareholders that because today was the last day that Ms. Puntip Surathin would perform her duty as a director of KBank, he, on behalf of the Board of Directors, would like to take this opportunity to express sincere appreciation to Ms. Puntip Surathin for her utmost dedication in offering maximum benefit and her valuable views to the Bank and Thai society. Throughout her directorship here from April 4, 2014 until today, Ms. Puntip Surathin had provided advice and recommendations based on her valuable and useful knowledge, and experience to other directors and executives of KBank, especially in the academic, financial and risk management fields. She was truly a valuable person and had offered independent views in all matters. The Board of Directors and KBank executives were grateful for her contribution.

Ms. Puntip Surathin stated that she was greatly honored and proud to be elected as a director of the Bank, and assigned to assume duties as an audit committee member throughout the six years of her term of office. She clearly witnessed that the Bank had efficient management and good corporate governance system in place, which were practically exercised with an adherence to the righteousness, transparency, in particular information disclosure. Because of the Bank's strict compliance with the Bank of Thailand's regulations for maximum benefit of all stakeholders, including shareholders, customers, employees and the society, the Bank continued to prosper and became a well-established bank, thus helping build confidence for investors. She expressed her appreciation to shareholders, the Board of Directors, the Management, and all KBank employees, and believed that the Bank's working team, with their strengths and capabilities, would bring about progress and stability, as well as being able to weather any crisis.

The Corporate Secretary informed the Meeting that the Bank would post the minutes of the General Meeting of Shareholders No. 108 on KBank website within 14 days after the Meeting today and would notify all shareholders through SET Webs Portal. If shareholders wish to make any correction after reviewing the minutes, please inform KBank within 30 days after the Meeting date. More inquiries could be sent to the Investor Relations Unit of the Office of Corporate Secretary and shareholders were requested to submit the remaining ballots to the Bank's staff in front of the meeting room.

The Chairman declared the Meeting closed, and expressed his appreciation to all shareholders for attending the Meeting and sharing their valuable views with the Bank.



The Meeting was adjourned at 15.50 hours.

(Signed) Banthoon Lamsam  
(Mr. Banthoon Lamsam)  
Chairman of the Meeting

(Signed) Adit Laixuthai  
(Dr. Adit Laixuthai)  
Corporate Secretary

