

KTB.OBD. 371/2020

19<sup>th</sup> March 2020

To : The President

Stock Exchange of Thailand

Subject : Notification of the Resolutions of Krung Thai Bank PCL.'s Board of Directors Meeting

The Board of Directors' Meeting of Krung Thai Bank PCL. No.4/2020 ( 1029) held on Wednesday 26<sup>th</sup> February 2020 has passed the following significant resolutions:

1. The Board of Directors resolved to submit to the General Meeting of shareholders to consider an approval of dividend payment for 2019 to the holders of preferred shares and ordinary shares at the rate of Baht 0.9075 and Baht 0.753 per share respectively. The Bank has gathered the Record Date on which shareholders have the right to receive dividend on Wednesday 22<sup>nd</sup> April 2020 and the dividend payment shall be made on Friday 8<sup>th</sup> May 2020.

2. Fixed the date of calling the 27<sup>th</sup> Annual Ordinary General Meeting (Year 2020) which will take place on Thursday 9<sup>th</sup> April 2020 at 14.00 hours at the Athenée Crystal Hall, 3<sup>rd</sup> floor, The Athenée Hotel, a Luxury Collection Hotel, Bangkok, No. 61 Wireless Road, Lumpini Subdistrict, Pathumwan District, Bangkok. To consider various items on the agenda as follows:

**1) To acknowledge the Board of Directors' annual report**

Opinion of the Board: The General Meeting should acknowledge the Board of Directors' annual report. The financial figures and other details are disclosed in the annual report and summary of the financial information.

**2) To consider and approve the Financial Statement for the year ending 31<sup>st</sup> December 2019**

Opinion of the Board: The General Meeting should approve the Financial Statement for the year ending 31<sup>st</sup> December 2019 as submitted by the Board which already certified by the Bank's auditor and have been considered by the Audit Committee.

**3) To consider and approve the appropriation of the 2019 net profit and dividend payment**

Opinion of the Board: The General Meeting should approve the appropriation of the 2019 net profit and dividend payment as follows:

Net Profit	Baht	26,325.70 million
Preferred share dividends (Baht 0.9075 per share)	Baht	4.99 million
Ordinary share dividends (Baht 0.753 per share)	Baht	10,523.97 million

(Dividend/ Net profit = 40 %) which in accordance with the Bank's dividend payment policy)

At present, the Bank's legal reserve has reached the amount required by the Bank's Articles of Association and the Public Limited Companies Act B.E. 2535 (1992) and its amendment, therefore the Bank has not to allocate profit as the legal reserve.

The dividend payment as mentioned above paid from retained profit that the Bank paid tax at the rate of 20%, an individual shareholder may apply for tax credit on dividend at the rate of 20/80 of the amount of dividend received which the Bank has gathered the Record Date on which shareholders have the right to receive dividend on Wednesday 22<sup>nd</sup> April 2020 and the dividend payment shall be made on Friday 8<sup>th</sup> May 2020.

**4) To consider and approve the Directors' remuneration**

Opinion of the Board: The Board of Directors has defined the policies and the rule of the directors' remuneration and the committees' remuneration by the rule and rate of the directors' remuneration comparison. Including considered the appropriateness with the duties and responsibilities in providing respective policies, fixing problems and making decisions in the Bank's business operation to achieve goals and business direction of the Bank which in line with the peer listed companies in Stock Exchange of Thailand and commercial banks which already considered by the Nominating and Remuneration Committee. The General Meeting should approve the Directors' remuneration as follows:

#### 4.1) Directors' remuneration for the year 2020

Directors' remuneration for the year 2020 has the rule and rate as follows:

Directors' Remuneration	2020
1. Monthly Remuneration (according to the tenure)	
- Chairman of the Board of Directors	Bt 160,000 / month
- Directors	Bt 80,000 / month
2. Meeting honorariums	
2.1 Meeting honorariums for the Directors	
(Meeting honorariums should be paid to the directors attending once a month)	
- Chairman of the Board of Directors	Bt 75,000 / meeting
- Directors	Bt 60,000 / meeting
2.2 Meeting honorariums for each Committees, the Relations Committee, the Subcommittee or other committee	
(Meeting honorariums should be paid to the directors attending the meeting is not more than 2 committees and each not over once a month)	
- Chairman	Bt 37,500 / meeting
- Member of the Committee	Bt 30,000 / meeting

For meeting honorarium payment for the Directors, in the case of reasonable, may consider to pay the meeting honorariums in excess of 1 time per month but not more than 15 times per year.

#### 4.2) Directors' gratuity for the year 2019

The General Meeting should approve Directors' gratuity in the amount of Baht 41.27 million to proper with the responsibilities and workloads, including being in line with the dividend payment as peer listed companies and commercial banks. The allocation of gratuity should be at the Board's discretion.

#### 5) To consider the election of Directors to replace those who are retiring upon completion of their terms of office

Opinion of the Board: (exclusive of Directors having conflict of interest) The General Meeting should elect Prof. Dr. Kittipong Kittayarak, General Tienchai Rubporn to be Director and Independent Director for another term and elect Mrs. Patricia Mongkhonvanit and Mr. Payong Srivanich to be Director for another term. These nominated persons have already been considered by the Nomination and Remuneration Committee in recruiting the directors according to the specified criteria and process, recruiting talented people and expertise from various databases including using Director Pool. Moreover, the Committee will consider of selections and personal review nomination of qualified individuals and without

prohibited characteristics of the law and regulatory authority, the Bank's Articles of Association and Charter as well as considering the Board of Directors structure under the Bank's policy which is specified that Director must possess diversified qualifications which are knowledge, skill matrix and experience that necessary and suitable in many aspects such as economic, finance, banking, law, information technology, human resource and industrial sector including virtue, morality and qualifications which related and conformed with the structure of the board of directors, objectives including mission and strategy of the Bank both current and future. The Board of Directors agreed with the proposal of the Nomination and Remuneration Committee, exclusive of Directors of the Nominating and Remuneration having conflict of interest. These four persons have complete qualifications and relevant with the recruitment process including not be contrary to the applicable laws. They have performed their duties with accountability, prudence, integrity and good faith under the applicable laws, objectives, the Bank's Articles of Association and the resolutions of the Board of Directors and also created many successes to the Bank. They exercise their knowledge, competency and experience for organizational management of the Bank with efficiently and effectively and grow strongly and sustainably. However, there are two Independent Directors who are retiring upon completion of their terms of office are Prof.Dr.Kittipong Kittayarak and General Tienchai Rubporn. They have qualifications following the definition of independent directors and they express the independent opinions and conform to the related requirements. The General Meeting should elect Prof.Dr.Kittipong Kittayarak and General Tienchai Rubporn to be Director and Independent Director for another term and elect Mrs.Patricia Mongkhonvanit and Mr.Payong Srivanich to be Director for another term. All the four nominated persons have already been approved by the relevant regulatory agencies.

5.1 Elect Prof.Dr.Kittipong Kittayarak to be Director and Independent Director. Presently, he performs duty as the Director and Independent Director. As Independent Director, he has performed his duty completely as well as expressing the independent opinions to the Bank's business operation and conforming to the related requirements. Besides, he also takes a position of Chairman of the Corporate Governance and Social Responsibility Committee and Member of the Compliance Committee. He has taken into account the benefit of the Bank,

shareholders, and all groups of stakeholders in order to achieve the long-term maximum benefits and also to receive many honor awards. He plays an important role to support and promote the Bank to accomplish sustainability in business operation under moral practice, operation standard and in accordance with law and every anti-corruption guideline. He also adhered to the universal corporate governance acceptance, support on fostering organizational culture in building the good corporate governance as well as to advice and support the important projects that will generate the concrete benefits to the Bank's business. He has experience with outstanding professionalism and he has knowledge and expertise in law and business administration. Moreover, he has performed his duties with accountability, prudence and integrity. He exercised his knowledge, competency, experience as well as independently expressing opinion for the organizational management of the Bank with efficiently and effectively while supporting the Bank to grow strongly and sustainably.

For the business relationship with the Bank, considered the section 89/7 of the Securities and Exchange Act (a director shall perform duty with responsibility, due care and loyalty) is consider as the normal business operation of the Bank, there is no conflict of interest toward his performance. He can express the independent opinions and conform to the related requirements. Prof. Dr. Kittipong Kittayarak has complete qualifications following the related regulatory authority and the definition of independent directors including there is no restriction or prohibition of the law. The General Meeting agrees to elect Prof.Dr.Kittipong Kittayarak to be Director and Independent Director for another term.

5.2 Elect General Tienchai Rubporn to be Director and Independent Director. Presently, he performs duty as the Director and Chairman of the Independent Directors. He performed his duty completely as well as expressing the independent opinions to the Bank's business operation and conforming to the related requirements. He has taken into account the benefit of the Bank, shareholders, and all groups of stakeholders to achieve the long-term maximum benefits and also receiving many honor awards. Besides, he also takes a position of Member of the Audit Committee and Member of the Compliance Committee. Being Director who participating in expressing ideas and suggestions, he has played a vital role in overseeing the Bank's compliance with regulations to ensure that the Bank and the financial conglomerate have business operation in

accordance with the law, rules and regulation including good corporate governance. Moreover, he has performed his duties with accountability, prudence and integrity as well as expressing the independent opinions. He exercised his knowledge, competency and experience in financial and budget for more than 10 years for organizational management of the Bank with efficiently and effectively while supporting the Bank to grow strongly and sustainably. He has complete qualifications following the related regulatory authority and the definition of independent directors including there is no restriction or prohibition of the law. The General Meeting agrees to elect General Tienchai Rubporn to be Director and Independent Director for another term.

5.3 Mrs. Patricia Mongkhonvanit to be Director. Presently, she performs duty as the Director. She can express the independent opinions to the Bank's business operation. Besides, she also takes a position of Member of the Corporate Governance and Social Responsibility Committee. In this regard, she had important role in providing policies related to business operation of the Bank by adhering to the corporate governance and social responsibility and environment. She also gave advices to support important projects of the Bank. As she was the Member of the Board of Executive Directors, she participated in specifying the major business plan, policy and annual budget of the Bank and also took part in approving credit, debt restructuring and debt write-off. She has taken into account the benefit of the Bank, shareholders, and all groups of stakeholders to achieve the long-term maximum benefits and to receive many honor awards. She has experience with outstanding professionalism as well as having knowledge and expertise in law and economics. Previously, she held position of Secretary of the Steering National e-Payment Master Plan Committee, Secretary of the Steering Electronic Tax Systems Subcommittee and Assistant Secretary of National e-Payment Working Group. Moreover, she has performed her duties with accountability, prudence and integrity. She exercised her knowledge, competency, experience as well as independently expressing opinion for the organizational management of the Bank with efficiently and effectively while supporting the Bank to grow strongly and sustainably. She has complete qualifications following the related regulatory authority and the definition of directors, including there is no restriction or prohibition of the law. The General

Meeting agrees to elect Mrs. Patricia Mongkhonvanit to be Director for another term.

5.4 Mr. Payong Srivanich to be Director. Presently, he is a member of the Board of Director and performs duty as the President. He is the highest-level executive, who leads the organization with outstanding potential, oversees the organizational management while focusing on giving importance to customers in financial business services, become a partner and building trust. He played vital roles in driving the organization to become the Best Digital Banking and Best Place to Work. He can express opinions independently regarding to the Bank's business operation. Besides, he also takes a position of Executive Director and Member of Risk Oversight Committee. Hence, he participates in specifying the major business plan, policy and annual budget of the Bank and also took part in approving credit, debt restructuring and debt write-off. He established the risk management policies, including ensuring that the Bank and the financial conglomerate continue the policies and model of the risk management that efficiently specify by the Bank and related regulatory authority. He also has significant role in providing policies in business operation by adhering corporate governance and the social and environmental responsibility as well as providing advice and support to the important projects that will generate benefits to the Bank. He has taken into account the benefit of the Bank, shareholders, and all groups of stakeholders to achieve the long-term maximum benefits and also receive many honor awards. He has experience with outstanding professionalism in finance and banking for more than 25 years with the domestic and foreign financial institutions. He also has expertise in economics and human resource management. Previously, he has performed his duties with accountability, prudence and integrity. He exercised his knowledge, competency, experience as well as independently expressing opinion for the organizational management of the Bank with efficiently and effectively while supporting the Bank to grow strongly and sustainably. He has complete qualifications following the related regulatory authority and the definition of independent directors including there is no restriction or prohibition of the law. The General Meeting agrees to elect Mr. Payong Srivanich to be Director for another term.

**6) To consider the election of the Bank's auditor and fix the audit fee**

Opinion of the Board: State Fiscal and Financial Discipline Act, B.E. 2561 (2018) announced in Royal Thai Government Gazette on 19th April 2018, Section 71 in essence that giving the opportunity to the government agencies to be able to find other auditor that got approved by the office of the Auditor General of Thailand. In addition, the office of the Auditor General of Thailand requests the cooperation from government agencies that have readiness in administration, financial status and good internal control to recruit external personnel to be their auditor instead of the Office of the Auditor General of Thailand. The Board of Directors and the Audit Committee agreed to elect the EY Company Limited to be the 2020 Bank's auditor and appoint Ms. Ratana Jala, Certified Public Accountant (Thailand) No. 3734 and/or Ms. Somjai Khunapasut, Certified Public Accountant (Thailand) No. 4499 and/or Ms. Rachada Yongsawadvanich Certified Public Accountant (Thailand) No. 4951 and/or Ms. Wanwilai Phetsang, Certified Public Accountant (Thailand) No. 5315 to be the 2020 Bank's auditors. The fix audit fee for 2020 is at Baht 20 million while the first-year audit fee and TFRS9 examination fee is at Baht 7 million. Therefore, the total audit fee 2020 is at Baht 27 million.

**7) Other business (If any)**

The Bank has fixed the Record Date on which shareholders have the rights to attend the 27<sup>th</sup> Annual Ordinary General Meeting (Year 2020) on Thursday 12<sup>th</sup> March 2020. For the meeting documents, the registrar will send shareholders the Notice of the Meeting and the proxy forms by registered mail. Information on the 2019 Annual Report and the Sustainability Report could be retrieved via QR Code attached to the Notice of the Meeting and all supporting documents will publish on the Bank's website at <http://www.krungthai.com>

Please be informed accordingly.

Yours Sincerely,

- *Niruj Maneepun* -

(Mr. Niruj Maneepun)

Corporate Secretary