

Ref: SSD./REG. 1499/2020

May 28, 2020

Re: Schedule and Agenda for the 27th Annual Ordinary Meeting of Shareholders

To: The President
The Stock Exchange of Thailand

Reference is made to the meeting of the Board of Directors (the “Board”) of Bangkok Bank Public Company Limited (the “Bank”) No. 2/2020 held on May 28, 2020, at which the Board had adopted the following resolutions:

1. The Bank has resolved to call the 27th Annual Ordinary Meeting of Shareholders on July 10, 2020, at 15.00 hrs. at the Bank’s auditorium on the 29th - 30th floor of the Head Office, 333 Silom Road, Silom Sub-district, Bang Rak District, Bangkok, Thailand, to consider the following agenda:

(1) To acknowledge the report on the results of operations for the year 2019 as presented in the annual report

Objective and reason: In order to comply with Article 35 of the Bank’s Articles of Association which stipulates that the report of the Board concerning the Bank’s operating performance during the preceding year together with opinions on the future business operation be acknowledged by the shareholders’ meeting.

Board’s recommendation: That the report on the results of operations for the year 2019, which provides details on the results of the Bank’s operations and significant changes, be acknowledged.

(2) To acknowledge the report of the Audit Committee for the year 2019.

Objective and reason: To report to the shareholders on the performance of the Audit Committee during the year 2019.

Board’s recommendation: That the report of the Audit Committee for the year 2019 be acknowledged.

(3) To approve the financial statements for the period ended December 31, 2019

Objective and reason: In order to comply with Section 112 of the Public Limited Companies Act B.E. 2535 as amended and Article 41 of the Articles of Association of the Bank, which stipulate that the Bank shall arrange for the preparation of the financial statements as of the last day of the accounting period of the Bank and submit them to the annual ordinary meeting of shareholders for approval.

Board’s recommendation: That the financial statements for the period ended December 31, 2019, presenting the financial status and operating results of the Bank during the year 2019, which were audited by the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and were considered by the Audit Committee, be approved.

(4) To approve the appropriation of profit for the operating results of the year 2019 and acknowledge the interim payment of the dividend.

Objective and reason: In order to comply with Article 35 of the Bank’s Articles of Association which stipulates that the appropriation of profit shall be considered and approved by the shareholders’ meeting and Article 43 which stipulates that

the Board of Directors shall report the approval of the interim dividend payment to the shareholders' meeting

Board's recommendation: That the shareholders' meeting approve the appropriation of profit and acknowledge the interim payment of dividend for the operating results of the year 2019 as follows:

1) to allocate as a legal reserve in the total amount of Baht 1,000,000,000, being the allocation for the period of January-June 2019 amounting to Baht 500,000,000 (which had already been made as per the financial statements for the period ended December 31, 2019) and for the period of July-December 2019 amounting to Baht 500,000,000 (which has already been made in accordance with the financial statements ending March 31, 2020).

2) to allocate as other reserves in the amount of Baht 5,000,000,000 which had already been made for the period of January-June 2019.

3) to appropriate the dividend payments for the operating results of the year 2019 at the rate of Baht 7.00 per ordinary share, totaling Baht 13,361,900,258, or 38.41 percent of the annual net profit, which was derived from retained earnings that were subjected to corporate income tax of 20 percent. The Bank has completely paid the said dividend to the shareholders in two parts. The first interim dividend payment at the rate of Baht 2.00 per ordinary share totaling Baht 3,817,685,788 was paid on September 20, 2019 and the second interim dividend payment at the rate of Baht 5.00 per ordinary share totaling Baht 9,544,214,470 was paid on April 30, 2020. The second interim dividend payment was to reduce the impact of the postponement of the Annual General Meeting, which was scheduled for April 10, 2020, on the rights of the shareholders to receive the dividend payment for the year 2019. Therefore, the Bank will not pay any additional dividend for the operating results of the year 2019.

(5) To elect directors in place of those retiring by rotation

Objective and reason: In order to comply with Section 71 of the Public Limited Companies Act B.E. 2535 as amended and Article 17 of the Articles of Association of the Bank, which stipulate that at every annual ordinary meeting of shareholders, one-third of the total number of the directors of the Company shall retire, 6 directors are due to retire by rotation in the annual ordinary meeting of shareholders for 2020, namely, Mr. Arun Chirachavala, Mr. Charn Sophonpanich, Mr. Singh Tangtatswas, Mr. Amorn Chandarasomboon, Mr. Chartsiri Sophonpanich and Mr. Thaweelap Rittapirom. As Mr. Charn Sophonpanich has resigned from the Board of Directors, effective as from December 25, 2019, there are only 5 directors who are to retire by rotation, namely, Mr. Arun Chirachavala, Mr. Singh Tangtatswas, Mr. Amorn Chandarasomboon, Mr. Chartsiri Sophonpanich and Mr. Thaweelap Rittapirom.

Board's recommendation: The Board (not including those with an interest) considered the proposal of the Nomination and Remuneration Committee and recommended that all 5 directors retiring by rotation, namely, Mr. Arun Chirachavala, Mr. Singh Tangtatswas, Mr. Amorn Chandarasomboon, Mr. Chartsiri Sophonpanich and Mr. Thaweelap Rittapirom be re-elected to the Board as proposed by the Nomination and Remuneration Committee.

(6) To elect new directors

Objective and reason: In order that the Board of Directors will be made up of directors who are knowledgeable, skillful and equipped with experience and expertise in various business fields.

Board's recommendation: The Board of Directors has considered the proposal of the Nomination and Remuneration Committee and recommended that the shareholders' meeting appoint Mr. Siri Jirapongphan and Mr. Pichet Durongkaveroj to be independent directors of the Bank as proposed by the Nomination and Remuneration Committee.

(7) To acknowledge the directors' remuneration for the year 2019

Objective and reason: To report to the shareholders concerning the directors' remuneration which has been determined in line with the remuneration framework as proposed by the Nomination and Remuneration Committee.

Board's recommendation: That the directors' remuneration be acknowledged.

(8) To appoint the auditors and determine the remuneration

Objective and reason: In order to comply with Section 120 of the Public Limited Companies Act B.E. 2535 as amended and Article 50 of the Articles of Association of the Bank, which stipulate that the annual ordinary meeting of shareholders each year shall appoint an auditor and determine the audit fee to be paid by the Bank and that the former auditor may be re-appointed.

Board's Recommendation: That the shareholders' meeting appoint Ms. Nisakorn Songmanee, certified public accountant registration no. 5035, and/or Mr. Chavala Tienpasertkij, certified public accountant registration no. 4301, and/or Ms. Wilasinee Krishnamra, certified public accountant registration no. 7098, all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as auditors of the Bank for the year 2020 with remuneration of Baht 24,075,000 as considered and approved by the Audit Committee.

(9) Other Business

2. Resolved that the record date for determining the shareholders who have the right to attend and vote at the 27th Annual Ordinary Meeting of Shareholders shall be June 12, 2020.

The Bank has established measures and guidelines for the shareholders' meeting to protect the health of the attendees and prevent the spread of COVID-19 (Coronavirus disease 2019), in accordance with relevant measures, guidelines and recommendations of the authorities. The Bank will notify such measures and guidelines to shareholders together with the invitation letter to the shareholders' meeting.

Please be advised accordingly.

Yours faithfully,
Bangkok Bank Public Company Limited

(Mr. Chartsiri Sophonpanich)
President