



Ref: SSD./REG. 0299/2023

February 23, 2023

Re: Resolutions of the Board of Directors

To: The President  
The Stock Exchange of Thailand

Bangkok Bank Public Company Limited (the "Bank") would like to inform you that the meeting of the Board of Directors (the "Board") of the Bank No. 2/2023 held on February 23, 2023 adopted the following resolutions:

1. Approved that the dividend payment for the operating results of the year 2022, which dividend was derived from retained earnings, be paid at the rate of Baht 4.50 per ordinary share, totaling Baht 8,589,793,023.00, a part of which had been paid as interim dividend at the rate of Baht 1.50 per ordinary share on September 23, 2022; that the remaining amount be paid on May 12, 2023 at the rate of Baht 3.00 per ordinary share; and that the record date for determining the shareholders who have the right to receive the dividend payment be April 24, 2023.

2. Resolved to convene the 30<sup>th</sup> Annual Ordinary Meeting of Shareholders on April 12, 2023, starting at 15.00 hrs. at Bangkok Bank Building, 333 Silom Road, Silom Sub-district, Bang Rak District, Bangkok, with the following agenda:

(1) To acknowledge the report on the results of operations for the year 2022

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 2022, which provides details on the results of the Bank's operations and significant changes, be acknowledged.

(2) To approve the financial statements for the period ended December 31, 2022

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, 2022, presenting the financial status and operating results of the Bank during the year 2022, which were audited by the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and were considered by the Audit Committee, be approved.

(3) To approve the appropriation of profit and the payment of dividend for the year 2022

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 45 which stipulates that

the Bank shall allocate to a reserve fund a portion of the annual net profit, which amount must not be less than ten percent of the annual net profit deducted by the accumulated losses brought forward (if any) until the reserve fund reaches an amount of not less than twenty five percent of the registered capital. The net profit of the Bank in 2022 amounted to Baht 26,390,071,389.07 and the accumulated profit to be appropriated in this year's annual ordinary meeting of shareholders amounted to Baht 213,597,436,600.30.

Board's recommendation: That the shareholders' meeting approve the appropriation of profit and the payment of dividend for the operating results of the year 2022 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 2022 amounting to Baht 500,000,000 (which had already been made as per the financial statements for the period ended December 31, 2022) and for the period of July - December 2022 amounting to Baht 500,000,000.

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 2022.

3) to pay dividend for the operating results of the year 2022, which dividend was derived from retained earnings, at the rate of Baht 4.50 per ordinary share, totaling Baht 8,589,793,023.00 or about 32.54 percent of the annual net profit, a part of which had been paid as interim dividend at the rate of Baht 1.50 per ordinary share on September 23, 2022, and the remaining amount be paid on May 12, 2023 at the rate of Baht 3.00 per ordinary share and the record date for determining the shareholders who have the right to receive the dividend payment be April 24, 2023.

(4) 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, 7 directors are due to retire by rotation in the annual ordinary meeting of shareholders for 2023, namely, Mr. Deja Tulananda, Mr. Siri Jirapongphan, Mr. Pichet Durongkaverroj, Mr. Charamporn Jotikasthira, Mr. Chartsiri Sophonpanich, Mr. Chansak Fuangfu and Miss Niramarn Laisathit.

Board's recommendation: The Board (not including those with interest) has considered the proposal of the Nomination and Remuneration Committee and recommended that all 7 directors retiring by rotation, namely, Mr. Deja Tulananda, Mr. Siri Jirapongphan, Mr. Pichet Durongkaverroj, Mr. Charamporn Jotikasthira, Mr. Chartsiri Sophonpanich, Mr. Chansak Fuangfu and Miss Niramarn Laisathit be re-elected to the Board as proposed by the Nomination and Remuneration Committee.

(5) To acknowledge the directors' remuneration for the year 2022

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.

(6) 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 Mr. Kasiti Ketsuriyong, certified public accountant registration no. 8833, all of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., as auditors of the Bank for the year 2023 with the remuneration in the amount of Baht 21,420,000 as considered and approved by the Audit Committee.

(7) To approve the amendments of the Bank's Articles of Association

Objective and reason: In order to comply with the Public Limited Companies Act (No. 4) B.E. 2565 which amended the Public Limited Companies Act B.E. 2535.

Board's Recommendation: That the shareholders' meeting approve the amendments of the Bank's Articles of Associations.

(8) Other Business

3. Resolved that the record date for determining the shareholders who have the right to attend and vote at the 30<sup>th</sup> Annual Ordinary Meeting of Shareholders shall be March 9, 2023.

Please be advised accordingly.

Yours faithfully,  
Bangkok Bank Public Company Limited

(Chartsiri Sophonpanich)  
President