

Ref: SSD./REG. 0388/2020

February 27, 2020

Re: Resolutions of the Board of Directors

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 February 27, 2020, at which the Board had adopted the following resolutions:

1. Approved that the dividend payment for the operating results of the year 2019, which dividend was derived from retained earnings that was subject to corporate income tax of 20 percent, be paid at the rate of Baht 7.00 per ordinary share, totaling Baht 13,361,900,258, a part of which had been paid as interim dividend at the rate of Baht 2.00 per ordinary share on September 20, 2019; that the remaining amount be paid on May 7, 2020 at the rate of Baht 5.00 per ordinary share; and that with the record date for determining the shareholders who have the right to receive the dividend payment be April 22, 2020.

2. Resolved to convene the 27<sup>th</sup> Annual Ordinary Meeting of Shareholders on April 10, 2020, starting at 15.00 hrs. at the Bank’s auditorium, 29<sup>th</sup>-30<sup>th</sup> floor, 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 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 and the payment of dividend for the year 2019

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 2019 amounted to Baht 34,787,992,076.79 and the accumulated profit to be appropriated in this year's annual ordinary meeting of shareholders amounted to Baht 181,366,974,241.82.

Board's recommendation: That the shareholders' meeting approve the appropriation of profit and the 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 1,000,000,000.00, being the allocation for the period of January-June 2019 amounting to Baht 500,000,000.00 (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 500,000,000.00.

2) to allocate as other reserves in the amount of Baht 5,000,000,000.00 which had already been made for the period of January-June 2019.

3) to pay dividend for the operating results of the year 2019, which dividend was derived from retained earnings that was subject to corporate income tax of 20 percent, at the rate of Baht 7.00 per ordinary share, totaling Baht 13,361,900,258 or about 38.41 percent of the annual net profit, a part of which had been paid as interim dividend at the rate of Baht 2.00 per ordinary share on September 20, 2019, and the remaining amount be paid on May 7, 2020 at the rate of Baht 5.00 per ordinary share. The record date for determining the shareholders who have the right to receive the dividend payment shall be April 22, 2020.

(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 interest) has 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 Durongkaverroj 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 the remuneration in the amount of Baht 24,075,000 as considered and approved by the Audit Committee.

(9) Other Business

3. Resolved that the record date for determining the shareholders who have the right to attend and vote at the 27<sup>th</sup> Annual Ordinary Meeting of Shareholders shall be March 12, 2020.

Please be advised accordingly.

Yours faithfully,  
Bangkok Bank Public Company Limited

(Mr. Chartsiri Sophonpanich)  
President