



(Translation)  
Notice of the General Meeting  
of Shareholders No. 112  
Thursday, April 11, 2024  
Via Electronic Media

Pursuant to the Emergency Decree on Electronic Media Conference B.E. 2563 (2020)  
and Other Related Laws and Regulations

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March 14, 2024

To: The Shareholders

**Re: Notice of the General Meeting of Shareholders No. 112**

There shall be the General Meeting of Shareholders of KASIKORNBANK PUBLIC COMPANY LIMITED No. 112 to be held on Thursday, April 11, 2024 at 15.00 hours via electronic media, pursuant to the Emergency Decree on Electronic Media Conference B.E. 2563 (2020) and other related laws and regulations, to consider the following agenda:

**1. To acknowledge the Board of Directors' Report of Year 2023 Operations**

Objective and Reason: The Report of year 2023 operations, as required by Article 28 of the Bank's Articles of Association, is shown in the Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report) and Summary of Financial Information per Annex 1.

Board of Directors' Opinion: It is considered appropriate to report the operations of year 2023 to the meeting of shareholders for acknowledgment.

Required Votes for Resolution: This agenda item does not require voting as it is to inform the meeting for acknowledgment.

**2. To consider approving the Financial Statements for the year ended December 31, 2023**

Objective and Reason: The Board of Directors shall arrange for preparation of the Financial Statements as of the end of the accounting period of the Bank, and shall submit the same to the shareholders at the General Meeting to consider approving the Financial Statements. The Financial Statements for the year ended December 31, 2023, as shown in the Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report) and Summary of Financial Information, have been considered by the Audit Committee and audited by the Certified Public Accountant. Details are as shown in the Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report) and Summary of Financial Information per Annex 1.

Board of Directors' Opinion: It is considered appropriate for the meeting of shareholders to approve the Financial Statements for the year ended December 31, 2023, which have been considered by the Audit Committee and audited by the Certified Public Accountant.

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

**3. To consider approving the appropriation of profit from 2023 operating results and dividend payment**

Objective and Reason: The Bank recorded a net profit according to the Bank-only financial statements of Baht 40,820,822,843.85 in 2023 (a net profit attributable to equity holders of the Bank according to the consolidated financial statements of Baht 42,405,035,385.25), and had no accumulated loss. As a result, the Bank may consider paying out dividend to the shareholders pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 (1992), and Article 32 of the Bank's Articles of Association, which state that no dividend shall be paid out of any money, other than profits. Dividend shall be paid equally, according to the number of shares. In addition, under Section 116 of the Public Limited Companies Act, the Bank shall allocate not less than 5 percent of the annual profits as reserved funds, less the accumulated losses brought forward (if any), until the reserved fund reaches the amount not less than 10 percent of the registered capital. In 2023, the Bank did not

appropriate its net profit as legal reserve because the Bank's legal reserve has reached the amount required by laws.

According to the dividend payment policy, the Bank will take into consideration its operating results as well as suitable sustainable long-term returns to shareholders. The Bank aims to pay dividend payout at the rate of not less than 25 percent of the annual consolidated net profit, taking into consideration the operating results in the current year and forward-looking results, along with balancing future business investments and the appropriate level of capital to accommodate our business operations in both normal and stressed situations. The assessment of the economic situation and various challenges from internal and external factors will also be taken into consideration. However, if facing an unforeseen circumstance, the Bank may consider not to pay at the above-mentioned level of not less than 25 percent of dividend payout ratio by considering prudence and suitable returns to shareholders. The Board of Directors deemed that the proposed rate of dividend is appropriate.

Board of Directors' Opinion: It is considered appropriate for the meeting of shareholders to approve the appropriation of profit from 2023 operating results and dividend payment, as follows:

- No legal reserve appropriation because the Bank's legal reserve has reached the amount required by laws.
- Dividend payment from 2023 operating results to ordinary shareholders at the rate of Baht 6.50 per share, of which the Bank paid interim dividend at the rate of Baht 0.50 per share from total shares of 2,369,327,593 on September 29, 2023, amounting to Baht 1,184,663,796.50, and will pay the remaining dividend at the rate of Baht 6.00 per share, amounting to Baht 14,215,965,558.00, making the total dividend payment of Baht 15,400,629,354.50 to the shareholders, which was 36.97 percent of the 2023 consolidated net profit net of distribution on other equity instrument after income tax. The record date will be set on April 23, 2024 to determine a list of shareholders entitled to receive dividend. The dividend payment shall be made on May 10, 2024. The dividend payment will be derived from retained earnings, which are subject to corporate income tax of 23 percent in the amount of Baht 2.1395 per share and corporate income tax of 20 percent in the amount of Baht 3.8605 per share. Therefore, an individual shareholder may apply for tax credit on dividend at the rate of 23/77 and 20/80, respectively, of the dividend amount received.

The Board of Directors deemed the above payout ratio as appropriate, being in line with the Bank's dividend payment policy. When compared with last year, the Bank recorded a net profit according to the Bank-only financial statements for 2022 of Baht 33,716,589,687.29 (a net profit attributable to equity holders of the Bank according to the consolidated financial statements of Baht 35,769,687,990.69) and received approval from the General Meeting of Shareholders to pay out dividend at the rate of Baht 4.00 per share, from total shares of 2,369,327,593, amounting to Baht 9,477,310,372.00, which was 28.75 percent of the Bank-only's 2022 net profit net of distribution on other equity instrument after income tax (27.07 percent of the consolidated net profit net of distribution on other equity instrument after income tax).

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

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

Objective and Reason: According to Article 10 ter of the Bank's Articles of Association, one - third of the directors must retire from office at the General Meeting of Shareholders. The directors who have to retire by rotation this year are:

Ms. Kobkarn Wattanavrangkul	Independent Director
Mr. Wiboon Khusakul	Independent Director
Ms. Sujitpan Lamsam	Non-Executive Director
Mr. Suroj Lamsam	Non-Executive Director

Mr. Pipit Aneaknithi	Executive Director
Dr. Pipatpong Poshyanonda	Executive Director

The Bank allowed shareholders to nominate qualified candidates having no prohibited characteristics for election as the Bank's directors under the nomination procedure as disclosed on the Bank's website, but there was no nomination submitted to the Bank. The Human Resources and Remuneration Committee, exclusive of the nominated director, having thoroughly considered the directors' qualifications and suitability for banking business, according to the nomination process and their performance results, recommended that these five directors, namely Ms. Kobkarn Wattanavrangkul, Ms. Sujitpan Lamsam, Mr. Suroj Lamsam, Mr. Pipit Aneaknithi, and Dr. Pipatpong Poshyanonda, be re-elected as the Bank's directors for another term. As for Mr. Wiboon Khusakul, who is due to retire by rotation, he has expressed his intent not to be nominated for re-election as a director for another term. Previous working experiences and biography of each director nominated for re-election at the General Meeting of Shareholders and definition of Independent Director are, as shown in Annex 2.

Board of Directors' Opinion: The Board of Directors, exclusive of the nominated directors, prudently screened and concurred with the proposal of the Human Resources and Remuneration Committee, and considered it appropriate for the meeting of shareholders to re-elect Ms. Kobkarn Wattanavrangkul, Ms. Sujitpan Lamsam, Mr. Suroj Lamsam, Mr. Pipit Aneaknithi, and Dr. Pipatpong Poshyanonda, who are due to retire by rotation, as the Bank's directors for another term. The Board was of the view that these five directors have complete and appropriate qualifications for banking business, having no prohibited characteristics for appointment as directors of a financial institution in accordance with applicable laws. In addition, they have 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. All the proposed directors received concurrence from the Bank of Thailand. Ms. Kobkarn Wattanavrangkul is also qualified as an Independent Director per the criteria as specified by the Bank, able to express her independent opinions, and in compliance with relevant criteria.

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

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

Objective and Reason: According to Article 9, first paragraph, of the Bank's Articles of Association, which stipulates that the Bank must have at least 7 but not exceeding 18 directors, the Human Resources and Remuneration Committee deemed it appropriate to propose to the General Meeting of Shareholders to elect 1 more director. The Meeting is, therefore, requested to consider electing Ms. Piyaporn Phanachet, as the Bank's director. The Human Resources and Remuneration Committee deemed that she has knowledge, capability and suitable experience for the Bank. Previous working experiences and biography of the director nominated for election at the General Meeting of Shareholders are, as shown in Annex 3.

Board of Directors' Opinion: The Board of Directors concurred with the proposal of the Human Resources and Remuneration Committee, and considered it appropriate for the meeting of shareholders to elect Ms. Piyaporn Phanachet as an Independent Director, under prudent screening, being of the view that she is fully qualified and suitable for banking business, having no prohibited characteristics for appointment as a director of a financial institution in accordance with applicable laws. Furthermore, she holds qualifications, skills, knowledge, capability and experiences contributable to the Bank. Ms. Piyaporn Phanachet has business relationship with the Bank through loans and contingent liabilities of the company of which she is a controlling person. However, such a transaction was

considered a normal course of business of the Bank and was approved prior to the nomination as the Bank's director. There are no characteristics that prohibit independent discretion of the nominated director. The Board of Directors was of the view that the business relations as such would not affect the discharge of her duty and provision of the independent opinion according to the relevant criteria, and appointment as a director received concurrence from the Bank of Thailand. Moreover, Ms. Piyaporn Phanachet is qualified as an Independent Director per the criteria as specified by the Bank.

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

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

Objective and Reason: 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 Mr. Chongrak Rattanapian and Mr. Rungruang Sukkirdkijpi boon as Directors and Presidents, effective from August 29, 2023, and October 11, 2023, respectively, the Meeting is therefore requested to consider the change of names and number of directors with signatory authority.

Board of Directors' Opinion: It is considered appropriate for the meeting of shareholders to approve the change of names and number of directors with signatory authority from "Ms. Kattiya Indaravijaya, Mr. Pipit Aneaknithi, Mr. Pipatpong Poshyanonda: two out of these three directors shall co-sign with the Company's seal affixed." to:

"Ms. Kattiya Indaravijaya, Mr. Pipit Aneaknithi, Mr. Pipatpong Poshyanonda, Mr. Chongrak Rattanapian, Mr. Rungruang Sukkirdkijpi boon: two out of these five directors shall co-sign with the Company's seal affixed."

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

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

Objective and Reason: The remuneration of directors shall be commensurate with their duties, responsibilities and related risks, in alignment with the directors' remuneration of comparable commercial banks, and be reviewed annually. The remuneration of directors for the year 2024 has been considered by the Human Resources and Remuneration Committee and proposed to the Board of Directors, per details, as in Annex 4.

Board of Directors' Opinion: The Board of Directors concurred with the proposal of the Human Resources and Remuneration Committee, and considered it appropriate for the meeting of shareholders to approve the remuneration for directors, Credit and Investment Screening Committee members, Board Committee members, the Legal Adviser, and Directors' Bonus for 2024, to remain at the same rate as that of 2023, as approved by the General Meeting of Shareholders No. 111.

Required Votes for Resolution: The resolution for this agenda item requires the votes of not less than two-thirds of the total number of votes of shareholders who attend the meeting.

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

Objective and Reason: Pursuant to the Public Limited Companies Act B.E. 2535 (1992) and Article 28 of the Bank's Articles of Association, which state that the General Meeting of Shareholders shall appoint auditor and fix the remuneration of the auditor every year, the Audit Committee has considered the appointment of 3 auditors, and the fixing of audit fees for the year 2024, and submitted to the Board of Directors to propose to the General Meeting of Shareholders to appoint Ms. Sureerat Thongarunsang or Ms. Orawan Chunchakitpaisan or Mr. Chanchai Sakulkoedsin of KPMG Phoomchai Audit Limited as the Bank's auditor for the year 2024, considering that they are qualified

under the regulations of the Bank of Thailand and the Office of the Securities and Exchange Commission, and have shown satisfactory performance. All proposed auditors received concurrence from the Bank of Thailand. The remuneration of auditor for the year 2024 is proposed at Baht 16,689,000, considering that the remuneration of auditor is suitable with audit scope. Details are, as shown in Annex 5.

Board of Directors' Opinion: The Board of Directors concurred with the proposal of the Audit Committee, and considered it appropriate for the meeting of shareholders to appoint Ms. Sureerat Thongarunsang, CPA Registration Number 4409, or Ms. Orawan Chunhakitpaisan, CPA Registration Number 6105, or Mr. Chanchai Sakulkoedsin, CPA Registration Number 6827, of KPMG Phoomchai Audit Limited as the Bank's auditor for the year 2024 and to fix the remuneration of auditor for year 2024 totaling Baht 16,689,000. Other audit fees that may additionally incur under regulatory requirements shall be under discretion of the Management Committee, as deemed appropriate.

Required Votes for Resolution: The resolution for this agenda item requires the majority votes of shareholders who attend the meeting and cast their votes.

#### 9. To consider approving the amendment of the Bank's Articles of Association

Objective and Reason: To ensure compliance with the amendment of the law on public limited companies and resilience in business operations, the Meeting is requested to consider the amendment of the Bank's Articles of Association regarding matters related to board meetings, signing and affixing of the company's seal, shareholder meetings, appointment of proxy, publication and submission of letters and documents by electronic means. Details are, as shown in annex 6.

Board of Directors' Opinion: It is considered appropriate for the meeting of shareholders to approve the amendment of Article 14., 17., 20., 21., 22. bis and 32., and the addition of Article 35. of the Bank's Articles of Association to ensure compliance with the amendment of the law on public limited companies and resilience in business operations.

Required Votes for Resolution: The resolution for this agenda item requires the votes of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote.

#### 10. Other businesses (if any)

The Bank therefore would like to invite all shareholders to attend the Meeting via electronic media on the date and time as mentioned above. Should any shareholder have queries in relation to the agenda, please send them to the Bank in advance via the Bank's website at [www.kasikornbank.com](http://www.kasikornbank.com), or registered post to Investor Relations Unit, Corporate Communications Department, KASIKORNBANK PUBLIC COMPANY LIMITED, Rat Burana Building, 33<sup>rd</sup> Floor, 1 Soi Rat Burana 27/1, Rat Burana Road, Rat Burana Sub-District, Rat Burana District, Bangkok 10140, and provide contact information, i.e., name and address.

In order to speed up and facilitate the shareholders' registration to attend the Meeting via electronic media, for the shareholders wishing to attend the Meeting via electronic media by themselves or to appoint any person other than the Bank's Independent Directors as their proxies to attend the Meeting via electronic media, please refer to the Guidelines for Shareholders' Attendance at the Meeting via Electronic Media, per Annex 9 and Procedures for Meeting Attendance via Electronic Media, per Annex 10. The registration system will be available from April 1, 2024 at 8.30 hours until the end of the Meeting on April 11, 2024. The Bank has set the record date on March 14, 2024 to determine the list of shareholders, who have the right to attend the General Meeting of Shareholders No. 112.

Shareholders wishing to appoint any of the Bank's Independent Directors as their proxies, according to the names and details per Annex 7, please return your well-completed proxy form, together with the identification documents, per Annex 8, in advance of the scheduled meeting date by using the enclosed return envelope, or submit a request form via electronic media and attach the identification documents, as shown in Annex 10.

Yours sincerely,

KASIKORNBANK PUBLIC COMPANY LIMITED

- Signature -

(Mr. Krit Jitjang)

Corporate Secretary

By order of the Board of Directors

- Remarks :
1. All shareholders can view the Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report) by scanning QR Code, as shown in the Notice of Meeting.
  2. All shareholders can find the Notice of the General Meeting of Shareholders and related documents on the Bank's website.
  3. All shareholders can contact ordinary shares registrar at the Thailand Securities Depository Company Limited (TSD), Tel. 02-0099999.

Corporate Communications Department

Tel. 02-4706116



For consideration of Agenda 4: To consider the election of directors to replace those retiring by rotation

<b>Name</b>	:	Ms. Kobkarn Wattanavrangkul	
<b>Director Type</b>	:	Independent Director, having qualifications per definition of Independent Director as defined by the Bank	
<b>Years of Directorship</b>	:	6 years (appointed on April 4, 2018)	
<b>Present Positions</b>	:	<ul style="list-style-type: none"> <li>- Chairperson of the Board</li> <li>- Chairperson of the Credit and Investment Screening Committee</li> </ul>	
<b>Age</b>	:	63	
<b>Nationality</b>	:	Thai	
<b>Education</b>	:	<ul style="list-style-type: none"> <li>- Bachelor's Degree (Architecture), Rhode Island School of Design, USA</li> </ul>	
<b>Training Program</b>	:	<ul style="list-style-type: none"> <li>- Director Leadership Certification Program, Thai Institute of Directors Association</li> <li>- Board Nomination and Compensation Program, Thai Institute of Directors Association</li> <li>- Role of the Chairman Program, Thai Institute of Directors Association</li> <li>- Director Certification Program, Thai Institute of Directors Association</li> </ul>	
<b>KBank Shareholdings</b>	:	None	
<b>Performance during Tenure of Directorship</b>	:	<ul style="list-style-type: none"> <li>- Oversee the formulation of KASIKORNBANK's business direction and strategic plans in accordance with the principles of a Bank of Sustainability, under good corporate governance, as well as appropriate risk and cost management;</li> <li>- Stimulate and promote KASIKORNBANK's potentiality towards world-class financial institution standards;</li> <li>- Provide recommendations on business management to achieve the established targets and to create sustainable returns.</li> </ul>	
<b>Positions in Other Companies</b>	:	Holding the positions of chairman or executive director in no more than 3 other business groups, in accordance with the criteria specified by the Bank of Thailand, most of her positions are in the same groups.	
<b>Positions in Other Listed Companies</b>	:	None	
<b>Positions in Non-Listed Companies</b>	:	11 positions <ul style="list-style-type: none"> <li>- Chairperson, Toshiba Thailand Company Limited</li> <li>- Director, MNP Company Limited</li> <li>- Director, Sonne Clean Energy Company Limited</li> <li>- Director, N.C.C. Management and Development Company Limited</li> <li>- Director, Thai Electric Industries Company Limited</li> <li>- Director, Nikornkij &amp; Sons Company Limited</li> <li>- Director, Superlite N.K.S. Holding Company Limited</li> <li>- Director, Superlite Real Estate Company Limited</li> <li>- Director, Thai Toshiba Lighting Company Limited</li> <li>- Director, Thai Toshiba Electric Industries Company Limited</li> <li>- Advisor, Bangkadi Industrial Park Company Limited</li> </ul>	

<b>Positions in Rival Companies/ Connected Business that May Cause Conflicts of Interest</b>	:	None
<b>Experience over Past 5 Years</b>	:	<ul style="list-style-type: none"><li>- Lead Independent Director, KASIKORNBANK PUBLIC COMPANY LIMITED</li><li>- Vice Chairperson, KASIKORNBANK PUBLIC COMPANY LIMITED</li><li>- Chairman of the Board, Pinkanakorn Development Agency (Public Organization)</li><li>- Member of Special Advisory Committee for the Prime Minister</li><li>- Member of the National Economic Reform Committee</li><li>- Director, Minor International Public Company Limited</li><li>- Advisor, the Thai Chamber of Commerce</li></ul>
<b>Meeting Attendance in 2023</b>	:	<ul style="list-style-type: none"><li>- Board of Directors: 12 from 12 meetings</li><li>- Non-Executive Directors: 1 from 1 meeting</li><li>- Credit and Investment Screening Committee: 10 from 10 meetings</li></ul>



<b>Name</b>	:	Mr. Suroj Lamsam	
<b>Director Type</b>	:	Non-Executive Director	
<b>Years of Directorship</b>	:	3 years (appointed on April 9, 2021)	
<b>Present Positions</b>	:	<ul style="list-style-type: none"> <li>- Director</li> <li>- Member of the Risk Oversight Committee</li> </ul>	
<b>Age</b>	:	58	
<b>Nationality</b>	:	Thai	
<b>Education</b>	:	<ul style="list-style-type: none"> <li>- Master's Degree (Business Administration - Management), Sasin Graduate Institute of Business Administration</li> <li>- Master's Degree (Communications), New York University, USA</li> </ul>	
<b>Training Program</b>	:	<ul style="list-style-type: none"> <li>- Director Accreditation Program, Thai Institute of Directors Association</li> </ul>	
<b>KBank Shareholdings</b>	:	None	
<b>Performance during Tenure of Directorship</b>	:	<ul style="list-style-type: none"> <li>- Provide recommendations as concern risk management policy, strategies and aggregate risk assessment to ensure that risk management strategies have been appropriately implemented;</li> <li>- Provide recommendations on risk management of companies within KASIKORNBANK FINANCIAL CONGLOMERATE;</li> <li>- Provide recommendations on business management to enhance operational efficiency and to create sustainable returns.</li> </ul>	
<b>Positions in Other Companies</b>	:	Holding the positions of chairman or executive director in no more than 3 other business groups, in accordance with the criteria specified by the Bank of Thailand, most of his positions are in the same groups.	
<b>Positions in Other Listed Companies</b>	:	2 positions <ul style="list-style-type: none"> <li>- Director, Chief Executive Officer and President, Loxley Public Company Limited</li> <li>- Director, QTC Energy Public Company Limited</li> </ul>	
<b>Positions in Non-Listed Companies</b>	:	27 positions <ul style="list-style-type: none"> <li>- Chairman, L Food Solutions Company Limited</li> <li>- Chairman, The Foodsource Company Limited</li> <li>- Chairman, Loxbit Public Company Limited</li> <li>- Managing Director, Loxley Property Development Company Limited</li> <li>- Managing Director, Data Mining Company Limited</li> <li>- Managing Director, Thai Gateway Company Limited</li> <li>- Director, AOT Aviation Security Company Limited</li> <li>- Director, Siamsamut Warin Company Limited</li> <li>- Director, Loxley Joint and Hold Company Limited</li> <li>- Director, BP-Castrol (Thailand) Limited</li> <li>- Director, Car Convenie Company Limited</li> <li>- Director, ASM Security Management Company Limited</li> <li>- Director, Loxley GTECH Technology Company Limited</li> <li>- Director, Loxley Trading Company Limited</li> <li>- Director, Loxley Global Company Limited</li> <li>- Director, Loxley Mobile Company Limited</li> </ul>	

- Director, Ekpavee Company Limited
- Director, Thanakorn Vegetable Oil Company Limited
- Director, Lamsam Estate Company Limited
- Director, Point Asia Land Development Company Limited
- Director, Suroj Company Limited
- Director, Vontarn Company Limited
- Director, Chana Porn Company Limited
- Director, Satera Pattana Company Limited
- Director, Ruam Samphant Company Limited
- Director, Suruedee Company Limited
- Director, Patr Samphan Company Limited

**Positions in Rival Companies/** : None

**Connected Business that May  
Cause Conflicts of Interest**

**Experience over Past 5 Years**

- Chairman, Dole Thailand Company Limited
- Chairman, L Business Process Outsourcing Company Limited
- President, Loxley Public Company Limited
- Managing Director, LB EV Company Limited
- Managing Director, CHL EV Company Limited
- Managing Director, L Food Solutions Company Limited
- Director, Loxtrade Specialty Innovation Company Limited
- Director, Loxley Intertrade (Guangzhou) Company Limited
- Director, the Thai Chamber of Commerce

**Meeting Attendance in 2023**

- Board of Directors: 11 from 12 meetings
- Non-Executive Directors: 1 from 1 meeting
- Risk Oversight Committee: 3 from 4 meetings

<b>Name</b>	:	Mr. Pipit Aneaknithi	
<b>Director Type</b>	:	Executive Director	
<b>Years of Directorship</b>	:	7 years 3 months (appointed on January 1, 2017)	
<b>Present Positions</b>	:	<ul style="list-style-type: none"> <li>- Director</li> <li>- President</li> <li>- Member of the Risk Oversight Committee</li> </ul>	
<b>Age</b>	:	56	
<b>Nationality</b>	:	Thai	
<b>Education</b>	:	<ul style="list-style-type: none"> <li>- Master's Degree (Business Administration), Fachhochschule Pforzheim, Germany</li> <li>- Master's Degree (Business Administration), University of Brighton, UK</li> </ul>	
<b>Training Program</b>	:	<ul style="list-style-type: none"> <li>- Director Leadership Certification Program, Thai Institute of Directors Association</li> <li>- Role of the Chairman Program, Thai Institute of Directors Association</li> <li>- Director Certification Program, Thai Institute of Directors Association</li> <li>- Director Accreditation Program, Thai Institute of Directors Association</li> </ul>	
<b>KBank Shareholdings</b>	:	None	
<b>Performance during Tenure of Directorship</b>	:	<ul style="list-style-type: none"> <li>- Manage and supervise the overall business undertakings of the Bank in every dimension in accordance with the corporate image and strategies;</li> <li>- Promote cooperation and move forward operations of the Bank in accordance with the principles of a Bank of Sustainability, with emphasis on synergies between the Bank and its subsidiaries for the maximum benefits of all stakeholders;</li> <li>- Oversee and move forward the strategy to expand businesses in AEC+3 region in order to create a new source of revenue for the Bank;</li> <li>- Expedite the Bank's Beyond Banking strategy through preparations of digital asset-related services and blockchain technology both domestically and internationally, strengthen relationships with business partners in targeted ecosystems, and develop ESG-related Beyond Banking Solutions.</li> </ul>	
<b>Positions in Other Companies</b>	:	Holding the positions of chairman or executive director in no more than 3 other business groups, in accordance with the criteria specified by the Bank of Thailand, most of his positions are in the same groups.	
<b>Positions in Other Listed Companies</b>	:	None	
<b>Positions in Non-Listed Companies</b>	:	4 positions <ul style="list-style-type: none"> <li>- Chairman, KASIKORN RESEARCH COMPANY LIMITED</li> <li>- Chairman, KASIKORNBANK (CHINA) COMPANY LIMITED</li> <li>- Director, BEACON VENTURE CAPITAL COMPANY LIMITED</li> <li>- Director, Muang Thai Group Holding Company Limited</li> </ul>	

Positions in Rival Companies/ Connected Business that May Cause Conflicts of Interest : None

Experience over Past 5 Years : - Chairman, KASIKORN SECURITIES PUBLIC COMPANY LIMITED  
- Chairman, KASIKORN LEASING COMPANY LIMITED

Meeting Attendance in 2023 : - Board of Directors: 12 from 12 meetings  
- Risk Oversight Committee: 2 from 4 meetings

<b>Name</b>	:	Dr. Pipatpong Poshyanonda	
<b>Director Type</b>	:	Executive Director	
<b>Years of Directorship</b>	:	3 years 6 months (appointed on September 24, 2020)	
<b>Present Positions</b>	:	<ul style="list-style-type: none"> <li>- Director</li> <li>- President</li> </ul>	
<b>Age</b>	:	56	
<b>Nationality</b>	:	Thai	
<b>Education</b>	:	<ul style="list-style-type: none"> <li>- Ph.D. (Engineering Management), University of Missouri-Rolla, USA</li> </ul>	
<b>Training Program</b>	:	<ul style="list-style-type: none"> <li>- Director Certification Program, Thai Institute of Directors Association</li> </ul>	
<b>KBank Shareholdings</b>	:	35 shares, equal to 0.00000 percent of total shares with voting right	
<b>Performance during Tenure of Directorship</b>	:	<ul style="list-style-type: none"> <li>- Manage and supervise the overall business undertakings of the Bank in every dimension in accordance with the corporate image and strategies;</li> <li>- Promote cooperation and move forward operations of the Bank in accordance with the principles of a Bank of Sustainability, with emphasis on synergies between the Bank and its subsidiaries for the maximum benefits of all stakeholders;</li> <li>- Oversee and move forward the strategies to scale up capital-lite fee income business and to seek to achieve digital payment leadership;</li> <li>- Expedite the Bank's strategy to strengthen and to pioneer sales and services models, especially digital technology, to deliver value-based results.</li> </ul>	
<b>Positions in Other Companies</b>	:	Holding the positions of chairman or executive director in no more than 3 other business groups, in accordance with the criteria specified by the Bank of Thailand, most of his positions are in the same groups.	
<b>Positions in Other Listed Companies</b>	:	None	
<b>Positions in Non-Listed Companies</b>	:	7 positions <ul style="list-style-type: none"> <li>- Chairman, KASIKORN SECURITIES PUBLIC COMPANY LIMITED</li> <li>- Chairman, KASIKORN ASSET MANAGEMENT COMPANY LIMITED</li> <li>- Vice Chairman, Processing Center Company Limited</li> <li>- Director, Muang Thai Group Holding Company Limited</li> <li>- Director, National ITMX Company Limited</li> <li>- Director, PP Posh Company Limited</li> <li>- Director, PNP 2015 Company Limited</li> </ul>	
<b>Positions in Rival Companies/ Connected Business that May Cause Conflicts of Interest</b>	:	None	
<b>Experience over Past 5 Years</b>	:	<ul style="list-style-type: none"> <li>- Senior Executive Vice President, KASIKORNBANK PUBLIC COMPANY LIMITED</li> <li>- Chairman, KASIKORN LEASING COMPANY LIMITED</li> <li>- Chairman, KASIKORN FACTORY AND EQUIPMENT COMPANY LIMITED</li> <li>- Chairman, PROGRESS PLUS COMPANY LIMITED</li> <li>- Chairman, PROGRESS APPRAISAL COMPANY LIMITED</li> <li>- Chairman, PROGRESS FACILITIES MANAGEMENT COMPANY LIMITED</li> <li>- Chairman, PROGRESS SERVICE SECURITY GUARD COMPANY LIMITED</li> </ul>	



Meeting Attendance in 2023 : - Chairman, PROGRESS STORAGE COMPANY LIMITED  
- Chairman, PROGRESS SERVICE SUPPORT COMPANY LIMITED  
- Board of Directors: 12 from 12 meetings

### Definition of Independent Director

The Bank has defined the qualification of “Independent Director” more restrictive than the criteria set by the Capital Market Supervisory Board and in accordance with the Bank of Thailand’s criteria, as follows:

1. Holding not more than 0.5 percent of the Bank’s shares with voting rights, or that of any subsidiary company, associated company, major shareholder or controlling person of the Bank, which shall be inclusive of the shares held by any related person of such an independent director;
2. Neither being nor having been a non-independent director, an executive director, a manager, an employee, a staff member, an adviser who receives a regular salary, or a controlling person of the Bank, company in KASIKORNBANK FINANCIAL CONGLOMERATE, subsidiary company, associated company, subsidiary company at the same level, major shareholder or controlling person of the Bank unless the foregoing status has ended for more than 2 years;
3. Not being a person related by blood or registration under law, such as father, mother, spouse, sibling, or child, including the spouse of a child, of other director, any executive, major shareholder, controlling person or person to be nominated as a director, an executive or a controlling person of the Bank or subsidiary company;
4. Neither holding nor having held a business relationship with the Bank, subsidiary company, associated company, major shareholder or controlling person in a manner which may interfere with his/her independent judgment, and neither being nor having been a substantial shareholder or a controlling person of any person having a business relationship with the Bank, subsidiary company, associated company, major shareholder or controlling person unless the foregoing relationship has ended for more than 2 years,

The aforementioned “business relationship” includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the Bank or counterparty being liable to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the Bank or Baht 20 million or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of the Capital Market Supervisory Board concerning regulations in respect of an entering into connected transaction *mutatis mutandis*. The combination of such indebtedness shall include indebtedness taking place during the course of 1 year prior to the date on which such a business relationship with the person commences;

5. Neither being nor having been an auditor of the Bank, subsidiary company, associated company, major shareholder or controlling person and not being a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Bank, subsidiary company, associated company, major shareholder or controlling person unless the foregoing relationship has ended for more than 2 years;
6. Neither being nor having been any professional adviser including legal adviser or financial adviser who receives an annual service fee exceeding Baht 2 million from the Bank, subsidiary company, associated company, major shareholder or controlling person, and not being a substantial shareholder, controlling person or partner of the professional adviser, unless the foregoing relationship has ended for more than 2 years;
7. Not being a director who has been appointed as a representative of the Bank’s director, major shareholder, or shareholder related to the major shareholder;
8. Not undertaking any business the nature of which is the same as that of the Bank or subsidiary company and which, in any material respect, is competitive with business of the Bank or subsidiary company or not being a substantial partner in the partnership, a director who is involved in management, an employee, a staff member, an adviser who receives a regular salary, or a shareholder holding more than 1 percent of shares with voting rights of a company undertaking any business the nature of which is the same as that of the Bank or subsidiary company and which, in any material respect, is competitive with business of the Bank or subsidiary company;
9. Not being an independent director who holds the position for more than 9 consecutive years, including the period during which he/she serves as an independent director of the Bank, company in KASIKORNBANK FINANCIAL CONGLOMERATE, subsidiary company, associated company, subsidiary company at the same level. If an independent director has held the position for 9 years and wishes to be re-appointed as an independent director,

he/she shall vacate from the position of director, manager, employee, staff member, adviser who receives a regular salary, or controlling person of the Bank, company in KASIKORNBANK FINANCIAL CONGLOMERATE, subsidiary company, associated company, subsidiary company at the same level, major shareholder or controlling person of the Bank for not less than 2 years.

In addition, for an independent director who has held the position for less than 9 years, if he/she has vacated from the position for less than 2 years and while over that period, he/she has not been appointed as a director, a manager, an employee, a staff member, an adviser who receives a regular salary, or a controlling person of the Bank, company in KASIKORNBANK FINANCIAL CONGLOMERATE, subsidiary company, associated company, subsidiary company at the same level, major shareholder or controlling person of the Bank, he/she may be re-appointed as an independent director but the period, which he/she serves as an independent director must all be counted;

10. Not having any characteristics that prohibit the expression of independent opinion towards the Bank's business undertakings.

The previous directorial records as an independent director to be brought up for consideration shall comply with the above criteria, except under exemption in accordance with the Notification of the Capital Market Supervisory Board.

After being appointed as an independent director with the characteristics as stipulated above, an independent director may be assigned by the Board of Directors to make a decision on the business operations of the Bank, subsidiary company, associated company, subsidiary company at the same level, major shareholder, or controlling person of the Bank in the form of collective decision.

In case where the appointed independent director has or used to have a business relationship at a value exceeding the specified amount under item 4, the Bank shall obtain an opinion of the Board of Directors indicating that after a consideration in accordance with the principle in Section 89/7 of the Securities and Exchange Act B.E. 2535 (1992), the appointment of such person does not affect the discharge of duties and the giving of independent opinions, and relevant information has also been disclosed in the notice calling the shareholders' meeting under the agenda for the election of independent director.

For consideration of Agenda 5: To consider the election of a new director

<b>Name</b>	:	Ms. Piyaporn Phanachet	
<b>Director Type</b>	:	Independent Director, having qualifications per definition of Independent Director as defined by the Bank	
<b>Age</b>	:	57	
<b>Nationality</b>	:	Thai	
<b>Education</b>	:	<ul style="list-style-type: none"> <li>- Master's Degree (Real Estate Development), Massachusetts Institute of Technology, USA</li> <li>- Master's Degree (Business Administration), University of New Hampshire, USA</li> <li>- Bachelor's Degree (Accounting), Chulalongkorn University</li> </ul>	
<b>Training Program</b>	:	<ul style="list-style-type: none"> <li>- ESG in the Boardroom: A Practical Guide for Board, Thai Institute of Directors Association</li> <li>- Successful Formulation &amp; Execution of Strategy, Thai Institute of Directors Association</li> <li>- Board Nomination and Compensation Program, Thai Institute of Directors Association</li> <li>- Role of the Chairman Program, Thai Institute of Directors Association</li> <li>- Director Leadership Certification Program, Thai Institute of Directors Association</li> <li>- Director Certification Program, Thai Institute of Directors Association</li> </ul>	
<b>KBank Shareholdings</b>	:	None	
<b>Positions in Other Companies</b>	:	Holding the positions of chairman or executive director in no more than 3 other business groups, in accordance with the criteria specified by the Bank of Thailand, most of her positions are in the same groups.	
<b>Positions in Other Listed Companies</b>	:	3 positions <ul style="list-style-type: none"> <li>- Director, Member of the Executive Committee and Chief Executive Officer, TCM Corporation Public Company Limited</li> <li>- Independent Director and Member of the Audit Committee, Dusit Thani Public Company Limited</li> <li>- Independent Director and Member of the Audit Committee, Humanica Public Company Limited</li> </ul>	
<b>Positions in Non-Listed Companies</b>	:	12 positions <ul style="list-style-type: none"> <li>- Director, Vechachai Company Limited</li> <li>- Director, Carpets International Thailand Public Company Limited</li> <li>- Director, T.C.H. Suminoe Company Limited</li> <li>- Director, James Alexander Company Limited</li> <li>- Director, TCMC HK (2017) Limited</li> <li>- Director, Royal Thai HK (2017) Limited</li> <li>- Director, Royal Thai Americas (2017) Inc.</li> <li>- Director, Royal Thai Carpets (Foshan) Company Limited</li> <li>- Director, Manor (2016) Holding Limited</li> <li>- Director, TCM Living Limited</li> <li>- Director, Anderry Limited</li> <li>- Director, Onsen Limited</li> </ul>	

Positions in Rival Companies/ : None

Connected Business that May  
Cause Conflict of Interest

Experience

- : - Director and Chief Executive Officer, U City Public Company Limited
- Director, Absolute Hotel Services Company Limited
- Director, Keystone Estate Company Limited
- Director, Keystone Management Company Limited
- Director, BTS Sansiri Holding Group
- Director, Ratburana Property Company Limited
- Director, Tanayong Property Management Company Limited
- Director, Kamkoong Property Company Limited
- Director, Natural Park Ville Company Limited
- Director, Natural Real Estate Company Limited
- Director, Park Opera Company Limited
- Director, Richee Property Management Company Limited
- Director, Park Gourmet Company Limited
- Director, Project Green Company Limited
- Director, Mo Chit Land Company Limited
- Director, Vienna International Asset GmbH
- Chairperson of the Supervisory Board, Vienna House Hotelmanagement GmbH
- Advisor, Property Management Office of Chulalongkorn University

**For consideration of Agenda 7: To consider approving the remuneration of directors**

The Board of Directors Meeting No.11/2023 has considered the remuneration of directors as recommended by the Human Resources and Remuneration Committee, and is of the view that the present remuneration rate of directors as approved by the General Meeting of Shareholders No. 111 on April 7, 2023 is appropriate and in alignment with the Bank's strategies and long-term targets, experiences and scope of duties, responsibilities and related risks, and in line with comparable commercial banks. It is proposed that the remuneration for directors for the Board of Directors Meeting, Credit and Investment Screening Committee members, Board Committee members, the Legal Adviser, and Directors' Bonus for 2024 remain at the same rate as that of 2023.

The Board resolved to propose to the Meeting of Shareholders to consider approving the remuneration rate of directors for 2024, as follows:

	<u>Remuneration</u>	<u>Per person/month</u>	<u>(Baht)</u> <u>Changes as compared to 2023</u>
1) Remuneration for directors for the Board of Directors Meeting			
Chairperson of the Board		250,000	0
Vice Chairperson		200,000	0
Director		150,000	0
2) Remuneration for Credit and Investment Screening Committee Members			
Chairperson		100,000	0
Member		70,000	0
3) Remuneration for Board Committees Members*			
- Audit Committee			
Chairperson		90,000	0
Member		60,000	0
- Corporate Governance Committee			
Chairperson		50,000	0
Member		36,000	0
- Human Resources and Remuneration Committee			
Chairperson		50,000	0
Member		36,000	0
- Risk Oversight Committee			
Chairman		50,000	0
Member		36,000	0
4) Remuneration for the Legal Adviser		300,000	0
5) Bonus for directors at the rate of 0.5 percent of dividend payments			
6) Other privileges		none	none

Remark \* Executive Director receives no remuneration as a member of a Board Committee.

In addition, the bonus for directors is payable at the time of the dividend payment. For the operating results of 2023, the Bank paid bonus to the directors at the time of interim dividend payment on September 29, 2023 at the amount of Baht 5,923,318.98. The Bank, therefore, proposes to pay the remaining bonus to the directors at the amount of Baht 71,079,827.79, at the same time that the Bank will pay the dividend. The proposed remunerations of directors, including the bonus shall remain in effect until such time when the Meeting of Shareholders shall determine otherwise.

The scope of duty of the Board of Directors, Credit and Investment Screening Committee, all Board Committees, as well as individual remuneration are shown on pages 106-111 and 127-129, respectively, remuneration for executives in the position of First Senior Vice President or equivalent and higher and persons holding equivalent positions called by other names is shown on page 113, and the Bank's directors and executives holding directorship in other companies are disclosed in Attachment 1 of Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report), which can be found on the Bank's website, [www.kasikornbank.com](http://www.kasikornbank.com).

**For consideration of Agenda 8: To consider approving the appointment and the fixing of remuneration of auditor**

Pursuant to the Public Limited Companies Act B.E. 2535 and Article 28 of the Bank's Articles of Association, which state that the General Meeting of Shareholders shall appoint auditor and fix the remuneration of auditor every year, and by recommendation of the Audit Committee, the Board of Directors Meeting No.1/2024 considered it appropriate for the meeting of shareholders, as follows:

1. To consider appointing auditors of KPMG Phoomchai Audit Limited for 2024, which is within the network of KPMG International, having offices worldwide, as the Bank's auditor, taking into considerations their qualifications, such as experience, specialization, audit team, and ability to prepare financial statements by the timelines, which received concurrence from the Bank of Thailand. The proposed auditors are namely:

<u>Name</u>	<u>CPA Registration Number</u>	<u>Years of auditing for the Bank</u>
1. Ms. Sureerat Thongarunsang	4409	4 (Signed on the auditor's reports for 2020 - 2023)
2. Ms. Orawan Chunhakitpaisan	6105	- (Having never signed on the auditor's reports)
3. Mr. Chanchai Sakulkoedsin	6827	- (Having never signed on the auditor's reports)

Anyone of them shall be empowered to audit, perform, and sign on the auditor's reports.

Moreover, KPMG Phoomchai Audit Limited or audit firms within the network of KPMG International are the auditors of 55 subsidiary companies of the Bank, namely:

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|--|--|
| 1. KASIKORN ASSET MANAGEMENT CO., LTD.             | 21. PROGRESS MANAGEMENT CO., LTD.                    |
| 2. KASIKORN RESEARCH CENTER CO., LTD.              | 22. PROGRESS FACILITIES MANAGEMENT CO., LTD.         |
| 3. KASIKORN SECURITIES PCL                         | 23. PROGRESS SERVICE SECURITY GUARD CO., LTD.        |
| 4. KASIKORN LEASING CO., LTD.                      | 24. PROGRESS STORAGE CO., LTD.                       |
| 5. KASIKORN FACTORY AND EQUIPMENT CO., LTD.        | 25. PROGRESS H R CO., LTD.                           |
| 6. KASIKORN TECHNOLOGY GROUP SECRETARIAT CO., LTD. | 26. PROGRESS SERVICE SUPPORT CO., LTD.               |
| 7. KASIKORN LABS CO., LTD.                         | 27. PROGRESS COLLECTION CO., LTD.                    |
| 8. KASIKORN SOFT CO., LTD.                         | 28. PROGRESS TRAINING CO., LTD.                      |
| 9. KASIKORN INFRA CO., LTD.                        | 29. PROGRESS MULTI INSURANCE BROKER CO., LTD.        |
| 10. KASIKORN X CO., LTD.                           | 30. Muang Thai Broker Co., Ltd.                      |
| 11. Muang Thai Group Holding Co., Ltd.             | 31. MT Insure Broker Co., Ltd.                       |
| 12. Muang Thai Life Assurance PCL                  | 32. FUCHSIA VENTURE CAPITAL CO., LTD.                |
| 13. KASIKORNTHAI BANK SOLE LIMITED                 | 33. BEACON INTERFACE CO., LTD.                       |
| 14. KHAO KLA Venture Capital Management Co., Ltd.  | 34. KASIKORN VISION CO., LTD.                        |
| 15. K-SME Venture Capital Co., Ltd.                | 35. KASIKORN GLOBAL PAYMENT CO., LTD.                |
| 16. BEACON VENTURE CAPITAL CO., LTD.               | 36. AI GEN CO., LTD.                                 |
| 17. Phethai Asset Management Co., Ltd.             | 37. KASIKORN VISION INFORMATION TECHNOLOGY CO., LTD. |
| 18. PROGRESS PLUS CO., LTD.                        | 38. KUBIX DIGITAL ASSET CO., LTD.                    |
| 19. PROGRESS APPRAISAL CO., LTD.                   | 39. Kasikorn Vision Financial Pte. Ltd.              |
| 20. PROGRESS GUNPAI SECURITY GUARD CO., LTD.       | 40. Unita Capital Co., Ltd.                          |



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|---|---|
| 41. Orbix Custodian Co., Ltd.             | 49. Kasikom Vision (Shanghai) Private Fund Management Co., Ltd. |
| 42. KBTG VIETNAM CO., LTD.                | 50. ORBIX INVEST CO., LTD.                                      |
| 43. KASIKORN VISION ANALYTICS CO., LTD.   | 51. MARCO TECHNOLOGY CO., LTD.                                  |
| 44. KASIKORN INVESTURE CO., LTD.          | 52. NGERN HAI JAI CO., LTD.                                     |
| 45. KAPTURE ONE CO., LTD.                 | 53. ORBIX TECHNOLOGY & INNOVATION CO., LTD.                     |
| 46. KASIKORN X VENTURE CAPITAL CO., LTD.  | 54. KOP50 CO., LTD.   |
| 47. PT Kasikom Vision Financial Indonesia | 55. KENERGYPLUS CO., LTD.                                       |
| 48. ORBIX TRADE CO., LTD.                 |   |

The auditors proposed as auditor of the Bank and its subsidiary companies are under the same audit firm having no relationship or any interest with the Bank or its subsidiary companies, executives, major shareholders, or related persons, in a way that may impact their performing task independently.

For subsidiary companies audited by the auditors of other auditing firms, the Board of Directors shall supervise that the financial statements are prepared by the timelines.

2. To consider approving the audit fees for 2024 at the total amount of Baht 16,689,000 which consists of:

	<u>Audit Fees</u>	<u>(Baht)</u> <u>Changes as compared to 2023</u>
- Annual and half-year audit for the Bank's financial statements and its consolidated financial statements	9,550,000	-
- Quarterly review of the Bank's financial statements and its consolidated financial statements	4,000,000	400,000
- Audit for overseas branches (in Baht)	3,139,000	(337,000)
<b>Total</b>	<b>16,689,000</b>	<b>63,000</b>

The audit fees for 2024 increase from 2023 by Baht 63,000, or approximately 0.38 percent, due to the increase of audit tasks of auditing from business expansion of the Bank.

Other audit fees that may additionally incur under the regulatory requirements are proposed to be under the discretion of the Management Committee, as deemed appropriate.

The audit fees of the above 55 subsidiary companies for 2024 total Baht 26,336,000. The total audit fees of the Bank, overseas branches and subsidiary companies are Baht 43,025,000. Such audit fees of subsidiary companies have already included out-of-pocket expenses, except the audit fees for Muang Thai Life Assurance PCL, Muang Thai Broker Co., Ltd., Muang Thai Group Holding Co., Ltd., MT Insure Broker Co., Ltd., FUCHSIA VENTURE CAPITAL CO., LTD., AI GEN CO., LTD., KASIKORNTHAI BANK SOLE LIMITED, KASIKORN VISION ANALYTICS CO., LTD., KBTG VIETNAM CO., LTD., PT Kasikom Vision Financial Indonesia, and Kasikom Vision (Shanghai) Private Fund Management Co., Ltd., which the auditors will collect out-of-pocket expenses per actual expenses.

As for the companies in which the Bank holds shares in excess of 20 percent but not more than 50 percent, they have appointed auditors, according to the resolutions of the companies' Shareholders Meeting, as the Bank has no control over those companies.

In addition to the audit fees of last year, the Bank and subsidiary companies paid remuneration for other services, i.e., special purpose audit, legal and tax service, and engagements to perform agreed-upon procedures to KPMG Phoomchai Audit Limited or audit firms within the network of KPMG International as shown on page 115 of the Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report), and disclosed on the Bank's website, [www.kasikornbank.com](http://www.kasikornbank.com). The other services were considered not impairing the auditor's independence, and approved by the Audit Committee.

**For consideration of Agenda 9: To consider approving the amendment of the Bank's Articles of Association**

To ensure compliance with the amendment of the law on public limited companies and resilience in business operations, it is considered appropriate for the meeting of shareholders to approve the amendment of Article 14., 17., 20., 21., 22. bis and 32., and the addition of Article 35. of the Bank's Articles of Association, as follows:

Existing Content	Proposed Revision
<p><b><u>Directors</u></b></p> <p><b>Article 14.</b> The meeting of the Board of Directors shall be held monthly unless caused by any hindrance but at least once every three months, and the quorum necessary for transaction of business at the meeting shall be at least one-half of the number of directors.</p> <p>At the meeting each director shall have one vote. The majority of votes shall be deemed resolution, in case of an equality of votes the Chairman of the meeting has a casting vote.</p> <p>The Chairman of the Board shall be the person who calls the meetings of the Board of Directors. If two or more directors request a meeting of the Board of Directors, the Chairman of the Board shall determine the date of the meeting within fourteen days of the date of receipt of such request.</p> <p>The Chairman of the Board may determine that the meeting be organized and held through electronic media, which shall comply with the rules and procedures under the laws.</p>	<p><b><u>Directors</u></b></p> <p><b>Article 14.</b> The meeting of the Board of Directors shall be held monthly unless caused by any hindrance but at least once every three months <u>at a location that is either the principal office of the Company or elsewhere in the Kingdom</u>, and the quorum necessary for transaction of business at the meeting shall be at least one-half of the number of directors.</p> <p>At the meeting each director shall have one vote. The majority of votes shall be deemed resolution, in case of an equality of votes the Chairman of the meeting has a casting vote.</p> <p>The Chairman of the Board shall <del>be the person who calls</del> <u>call</u> the meetings of the Board of Directors. <u>When it is deemed necessary, or required to protect the rights or interests of the Company, if at least two or more directors may request to call a meeting of the Board of Directors and they are required to specify the agenda items and reasons to be proposed for the meeting's consideration. In such a case, the Chairman of the Board shall determine the date of call and set a date for the meeting within fourteen days of from the date of receipt of such the request.</u></p> <p><u>In the event that the Chairman of the Board does not take action per the third paragraph, the directors requesting to call the meeting may work together to call and set a date for the meeting to consider the proposed agenda items within fourteen days from the date of expiration specified in the third paragraph.</u></p> <p><u>In the event of the absence of the Chairman of the Board for any reason, the Vice Chairman shall call the meeting on behalf of the Chairman. In the event of the absence of the Vice Chairman for any reason, at least two directors may together call the meeting.</u></p> <p>The Chairman of the Board may determine that the meeting be organized and held through electronic media, which shall comply with the rules and procedures under the laws. <u>In such a case, it shall be deemed that the Company's principal office is the venue of the meeting.</u></p>

Existing Content	Proposed Revision
<p>In calling a meeting of the Board of Directors, the Chairman of the Board or the person assigned by the Chairman of the Board shall serve written notice calling for such meeting to the directors not less than seven days prior to the date of the meeting. Where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen.</p>	<p>In calling a meeting of the Board of Directors, the <del>Chairman of the Board or the person assigned by the Chairman of the Board</del> shall serve written notice calling for such meeting <u>must be submitted</u> to the directors not less than <del>seven days</del> <u>three days</u> prior to the date of the meeting. Where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by <del>other methods</del> <u>electronic means, or any other methods</u> and an earlier meeting date may be chosen.</p>
<p><b>Article 17.</b> The directors shall have the power to conduct all kinds of business of the Company. Two directors are authorized to sign and affix the common seal of the Company.</p>	<p><b>Article 17.</b> The directors shall have the power to conduct all kinds of business of the Company. Two directors are authorized to sign and affix the common seal of the Company.</p> <p style="text-align: center;"><u>The Board of Directors shall have the power to specify and/or amend the names of directors who are authorized to sign and affix the common seal of the Company.</u></p>
<p><b><u>General Meetings</u></b></p> <p><b>Article 20.</b> The ordinary general meeting shall be held once in a year within 4 months from the date of closing account for preparation of balance sheet stated in Article 31. The Board of Directors may summon extraordinary meeting whenever they deem fit.</p> <p>In case one or several shareholders holding shares amounting to not less than ten percent of the total number of shares sold may submit their names in a request directing the Board of Directors in writing to call an extraordinary general meeting at any time. The issues and reasons for calling such meeting shall be clearly stated in such notice. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days from the date the request in writing from the shareholders is received.</p>	<p><b><u>General Meetings</u></b></p> <p><b>Article 20.</b> The ordinary general meeting shall be held once in a year within 4 months from the date of closing account for preparation of balance sheet stated in Article 31. The Board of Directors may summon extraordinary meeting whenever they deem fit.</p> <p style="text-align: center;"><u>A meeting of shareholders may be held through electronic means, which must comply with the rules and procedures under the laws. In such a case, it shall be deemed that the Company's principal office is the venue of the meeting.</u></p> <p>In case one or several shareholders holding shares amounting to not less than ten percent of the total number of shares sold may submit their names in a request directing the Board of Directors in writing to call an extraordinary general meeting at any time. The issues and reasons for calling such meeting shall be clearly stated in such notice. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days from the date the request in writing from the shareholders is received.</p>

Existing Content	Proposed Revision
<p>In case the Board of Directors fails to arrange for the meeting within such period under the second paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days from the date of expiration of the period under the second paragraph. In such a case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be liable for necessary expenses as may be incurred in the course of convening such a meeting and the Company shall reasonably provide facilitation.</p> <p>In the case where, at the meeting called by the shareholders under the third paragraph, the number of the shareholders presented does not constitute a quorum as prescribed by Article 22, the shareholders under the third paragraph shall be jointly liable for the expenses incurred from holding that meeting.</p>	<p>In case the Board of Directors fails to arrange for the meeting within such period under the <del>second</del> <u>third</u> paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days from the date of expiration of the period under the <del>second</del> <u>third</u> paragraph. In such a case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be liable for necessary expenses as may be incurred in the course of convening such a meeting and the Company shall reasonably provide facilitation. <u>The shareholders calling the meeting may send the notice of the meeting to other shareholders by electronic means, which must comply with the rules and procedures under the laws.</u></p> <p>In the case where, at the meeting called by the shareholders under the <del>third</del> <u>fourth</u> paragraph, the number of the shareholders presented does not constitute a quorum as prescribed by Article 22, the shareholders under the <del>third</del> <u>fourth</u> paragraph shall be jointly liable for the expenses incurred from holding that meeting.</p>
<p><b>Article 21.</b> Notice summoning of both ordinary and extraordinary meetings shall have to be given in advance to shareholders not less than 7 days before the date fixed for the meeting, specifying also the nature of business to be transacted.</p> <p>The aforesaid notice calling for the general meeting shall be published successively in a Thai newspaper for at least three days and at least three days prior to the date of the meeting. Such newspaper shall be a newspaper that it published and distributed within the area where the principal office of the Company is located.</p>	<p><b>Article 21.</b> Notice summoning of both ordinary and extraordinary meetings shall have to be given in advance to shareholders not less than 7 days before the date fixed for the meeting, specifying also the nature of business to be transacted.</p> <p>The aforesaid notice calling for the general meeting <u>shall may</u> be published successively in a Thai newspaper <del>for at least three days and at least three days prior to the date of the meeting. Such newspaper shall be a newspaper that it published and distributed within the area where the principal office of the Company is located,</del> <u>or published through electronic means, in compliance with the rules and procedures under the laws, at least three consecutive days and at least three days prior to the date of the meeting.</u></p>
<p><b>Article 22. bis,</b> Each shareholder is entitled to execute one proxy in form designated by the Registrar for another to attend or vote on his behalf in a meeting and there must be only one person as proxy to transact the mentioned actions regardless number of shares held by such shareholder.</p>	<p><b>Article 22. bis,</b> Each shareholder is entitled to execute one proxy in form designated by the Registrar for another to attend or vote on his behalf in a meeting and there must be only one person as proxy to transact the mentioned actions regardless number of shares held by such shareholder.</p>

Existing Content	Proposed Revision
	<p><u>The appointment of proxy pursuant to the first paragraph can be made by electronic means, which must comply with the rules and procedures under the laws.</u></p>
<p><b>Accounting</b></p> <p><b>Article 32.</b> No dividend shall be paid out of any money, other than profits. In the event that the Company still has an accumulated loss, no dividend shall be paid. Dividend shall be paid equally, according to the number of shares. Payment of dividend shall be subject to shareholders approval.</p> <p>The Board of Directors may pay to the shareholders the interim dividend from time to time, if there is sufficient profit for such payments, and shall report the same to the shareholders at the next shareholders meeting.</p> <p>Any amount remain after the payment of dividend according to the shareholders meeting resolution or after the payment of interim dividend, shall be appropriated as any reserve as deemed appropriate by the Board of Directors or reserve for capital fund of the Company.</p> <p>The payment of dividend shall be made within 1 month from the date of the meeting of the shareholders or the date of the Board's resolution (as the case may be) and shall notify the shareholders in writing and publish the same in the newspaper.</p>	<p><b>Accounting</b></p> <p><b>Article 32.</b> No dividend shall be paid out of any money, other than profits. In the event that the Company still has an accumulated loss, no dividend shall be paid. Dividend shall be paid equally, according to the number of shares. Payment of dividend shall be subject to shareholders approval.</p> <p>The Board of Directors may pay to the shareholders the interim dividend from time to time, if there is sufficient profit for such payments, and shall report the same to the shareholders at the next shareholders meeting.</p> <p>Any amount remain after the payment of dividend according to the shareholders meeting resolution or after the payment of interim dividend, shall be appropriated as any reserve as deemed appropriate by the Board of Directors or reserve for capital fund of the Company.</p> <p>The payment of dividend shall be made within 1 month from the date of the meeting of the shareholders or the date of the Board's resolution (as the case may be) and <del>shall notify the shareholders in writing</del> <u>its notice in writing shall be submitted to shareholders and published in the same newspaper or via electronic means, which must comply with the rules and procedures under the laws.</u></p>
<p><b>Additional Provisions</b></p>	<p><b>Additional Provisions</b></p> <p><u><b>Article 35.</b> In case where the Company or the Board of Directors is required to submit a letter or document as specified by the laws to directors, shareholders or creditors of the Company, the Company or the Board of Directors may submit such a letter or document by electronic means, which must comply with the rules and procedures under the laws.</u></p>

Profiles of Independent Directors for Shareholders to Appoint as Proxy

1. Ms. Suphajee Suthumpun  
Member of the Credit and Investment Screening Committee, Chairperson of the Human Resources and Remuneration Committee, Member of the Audit Committee, and Member of the Risk Oversight Committee  
Age 59 years  
400/22 Phahon Yothin Road, Sam Sen Nai Sub-district, Phaya Thai District, Bangkok 10400  
KBank Shareholdings: None  
Conflicts of interest in any agenda: None
2. Mr. Chanin Donavanik  
Member of the Credit and Investment Screening Committee, and Member of the Audit Committee  
Age 67 years  
400/22 Phahon Yothin Road, Sam Sen Nai Sub-district, Phaya Thai District, Bangkok 10400  
KBank Shareholdings: None  
Conflicts of interest in any agenda: None
3. Ms. Jainnisa Kavinichkul Chakrabandhu Na Ayudhya  
Member of the Credit and Investment Screening Committee, Member of the Audit Committee, Member of the Corporate Governance Committee, and Member of the Risk Oversight Committee  
Age 44 years  
400/22 Phahon Yothin Road, Sam Sen Nai Sub-district, Phaya Thai District, Bangkok 10400  
KBank Shareholdings: None  
Conflicts of interest in any agenda: None
4. Ms. Kaisri Nuengsigkapien  
Member of the Credit and Investment Screening Committee, Chairperson of the Audit Committee, and Member of the Risk Oversight Committee  
Age 62 years  
400/22 Phahon Yothin Road, Sam Sen Nai Sub-district, Phaya Thai District, Bangkok 10400  
KBank Shareholdings: None  
Conflicts of interest in any agenda: None

Remarks:

1. Shareholders should study details of meeting agenda before making the decision to assign a proxy.
2. If you grant proxy status to any of the foregoing independent directors of the Bank to attend the meeting and vote on your behalf, please refer to the Procedures for Meeting Attendance via Electronic Media, per Annex 10 by submitting the request form together with the identification documents via electronic media or sending a well-completed Proxy Form together with the identification documents to the Bank in advance of the scheduled meeting date by using the enclosed return envelope. This is to ensure orderly preparation of the meeting. The Bank and directors who are proxy holders affirm that they will perform in accordance with the action assigned by the shareholders who have granted them a proxy.
3. Detailed profiles of the above four directors are shown in the Annual Registration Statement and Annual Report 2023 (Form 56-1 One Report) which can be found on the Bank's website, [www.kasikornbank.com](http://www.kasikornbank.com).

**Guidelines for Shareholders' Attendance at the Meeting**  
**via Electronic Media**

**Identification Documents**

**1. For Individual Shareholders**

- 1.1 In case of self-attending: A copy of document issued by a government agency, bearing the shareholder's photograph, which has not yet expired, such as identification card or driving license or passport, certified true and correct by the shareholder.
- 1.2 In case of appointment of a proxy:
- (1) The Proxy Form, per Annex 8 having the barcode, completely filled in and signed by the proxy grantor and the proxy.
  - (2) A copy of identification document of the shareholder issued by a government agency, as specified in item 1.1, and certified true and correct by the proxy grantor.
  - (3) A copy of identification document of the proxy issued by a government agency, as specified in item 1.1, certified true and correct by the proxy.

**2. For Juristic Shareholders**

- 2.1 In case of self-attending by the authorized representative:
- (1) A copy of identification document of the director authorized to represent the company issued by a government agency containing details as specified in item 1.1, certified true and correct by the director.
  - (2) A copy of the juristic person certificate, issued by the Department of Business Development, Ministry of Commerce, of a shareholder, not longer than 6 months from the issue date of the certificate, certified true and correct by the director authorized to represent the company, affixed with the company seal (if any).
- 2.2 In case of appointment of a proxy:
- (1) The Proxy Form, per Annex 8 having the barcode, completely filled in and signed and sealed (if any) by the director authorized to represent the company, and signed by the proxy.
  - (2) A copy of identification document of the director authorized to represent the company issued by a government agency containing details as specified in item 1.1, certified true and correct by the director.
  - (3) A copy of the juristic person certificate, issued by the Department of Business Development, Ministry of Commerce, of a shareholder, not longer than 6 months from the issue date of the certificate, certified true and correct by the director authorized to represent the company, affixed with the company seal (if any).
  - (4) A copy of identification document of the proxy issued by a government agency containing details as specified in item 1.1, certified true and correct by the proxy.

**3. For Non-Thai Shareholders or Juristic Persons Incorporated under Foreign Law**

- (1) Shareholder or proxy, being a natural person, attending the meeting must use a copy of identification card or passport for foreign national, certified true and correct by the shareholder or proxy.
- (2) Shareholder or proxy of the juristic person shall use a copy of the juristic person certificate, issued by a government agency in a country where the juristic person is located. There shall be a list of the directors authorized to represent the juristic person, together with binding conditions and location of Head Office, and a copy of identification card or passport, certified true and correct by the director authorized to represent the company.
- (3) The Proxy Form, per Annex 8 having the barcode, completely filled in and signed by the proxy grantor and the proxy.
- (4) English translation is required to be attached for any original document which is not made in English and such translation must be certified true and correct by the shareholder.



#### 4. For Foreign Shareholders Appointing a Custodian in Thailand

- (1) All documents similar to those specified in item 3(2) - 3(3).
- (2) Power of Attorney granted by the shareholder authorizing the custodian to sign the Proxy Form on his/her behalf.
- (3) Letter certifying that the custodian, who signs the Proxy Form, is permitted to engage in the custodian business.

#### 5. In Case Shareholders Deceased

In this case, the administrator of the deceased's estate attending the meeting by himself/herself or appointing a proxy to attend the meeting on his/her behalf must use a copy of the court order appointing him/her as administrator of the deceased's estate, signed by the authorized person.

#### 6. In Case Shareholders are Minors

Their parents or legal guardians attending the meeting by themselves or appointing a proxy to attend the meeting on their behalf must use copies of identification card and house particular, or a copy of birth certificate of their minors.

#### 7. In Case Shareholders are Incompetent Persons or Quasi-Incompetent Persons

The guardian or curator attending the meeting by himself/herself or appointing a proxy to attend the meeting on his/her behalf must use a copy of the court order appointing him/her as a guardian or curator, signed by the authorized person.

The Bank reserves the right to request additional registration documents for verification.

### Meeting Attendance

#### 1. For Self-Attending

Please follow the Procedures for Meeting Attendance via Electronic Media. The registration system will be available from April 1, 2024 at 8.30 hours until the end of the meeting.

#### 2. For Proxies

##### 2.1 Appointment of Proxy

The Bank has provided Proxy Forms A, B, C for shareholders, as specified by the Department of Business Development, Ministry of Commerce. It shows clearly each item in order that the shareholders who are unable to attend the meeting by themselves can consider appointing other persons, or the Bank's independent directors in the proposed list. Shareholders may appoint more than one proxy to ensure flexibility in cases where any of the proxies are unable to attend the meeting, another proxy can attend the meeting on his/her behalf. However, only one proxy is eligible to attend the meeting and cast vote. Allocation of shares to several proxies to vote in the meeting is not allowed. To cast vote in each agenda item, the shareholders or proxies can only cast vote as approval or disapproval or abstention. Each Proxy Form can be used in the following cases:

- **Proxy Form A** is a simple and general form (for all shareholders), which can be downloaded from the Bank's website, [www.kasikornbank.com](http://www.kasikornbank.com).
- **Proxy Form B** clearly indicates items for voting by a proxy, which is attached to the Notice of the Meeting, per Annex 8.
- **Proxy Form C** is used exclusively for foreign shareholders appointing the custodian in Thailand. Such Proxy Forms can be downloaded from the Bank's website, [www.kasikornbank.com](http://www.kasikornbank.com).

2.2 In case of appointing the Bank's Independent Directors as proxy, please refer to the Procedures for Meeting Attendance via Electronic Media, per Annex 10 by submitting a request form together with the identification documents via electronic media or sending a well-completed Proxy Form together with the identification documents to the Bank in advance of the scheduled meeting date by using the enclosed return envelope. This is to ensure orderly preparation for the meeting. Shareholders can watch a live broadcast of the meeting of shareholders at [https://pro.inventech.co.th/KBANK143379AGM\\_EN](https://pro.inventech.co.th/KBANK143379AGM_EN) but cannot vote or ask questions through such channel. (For troubleshooting, please contact Inventech Call Center at 02-9319131.)

For shareholders wishing to cancel the proxy appointment, please do so within April 10, 2024 at 16.30 hours, by submitting a notification letter together with identification documents to the Chairperson of the Board via Shareholder\_IR@kasikornbank.com or registered post to Investor Relations Unit, Corporate Communications Department, KASIKORNBANK PUBLIC COMPANY LIMITED, Rat Burana Building, 33<sup>rd</sup> Floor, 1 Soi Rat Burana 27/1, Rat Burana Road, Rat Burana Sub-District, Rat Burana District, Bangkok 10140.

2.3 In case of appointing persons other than the Bank's Independent Directors as proxy, please refer to the Procedures for Meeting Attendance via Electronic Media, per Annex 10. The registration system will be available from April 1, 2024 at 8.30 hours until the end of the meeting.

2.4 The Bank will be responsible for Baht 20 stamp duty.

#### Voting Process and Vote Counting Procedures

##### **Voting Process**

1. The Chairman of the Meeting shall propose the shareholders to cast their votes for the agenda item.
2. Shareholders wishing to cast their votes as approval, disapproval or abstention can cast votes via electronic media, per details as in Annex 10.
3. Shareholders, who approve, cancel the most recent vote or do not cast vote, will be assumed to have approved the agenda item as proposed by the Chairman.
4. After announcement of the voting results, the voting of such agenda item shall be deemed completed.

##### **Vote Counting Procedures**


1. One share shall be counted one vote and the majority of votes shall be deemed a resolution, except as stated otherwise by law. In case of a tie of votes, the Chairman shall have a deciding vote.
2. In counting the voting results for the agenda item, the Bank will count the votes of shareholders or proxies attending the meeting via electronic media as approval by deducting the disapproval and abstention of votes from the total votes of shareholders entitled to vote attending the meeting and proxies.
3. The announcement of total votes counted, there will be announcement of votes counted as approval, disapproval, and abstention of votes. The total shares, under shareholders, present at the meeting, will be counted. In case the shareholders leave the meeting while the meeting is in progress, the votes of such shareholders will be deducted from the system.

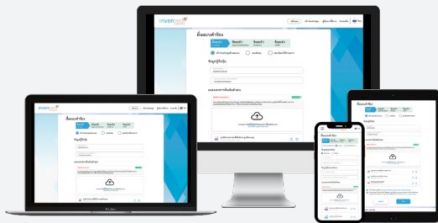
### Procedures for Meeting Attendance via Electronic Media

Shareholders and proxies wishing to attend the Meeting via electronic media can proceed according to the procedures for submitting the request form to attend the meeting via electronic media as follows:

#### Steps for Submitting a Request Form via e-Request System

1. Submit a request to attend the Meeting by electronic media via Web Browser at

<https://pro.inventech.co.th/KBANK143379R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



**\*\* To merge user accounts, please use the same email and phone number \*\***

- 1 Click link URL or scan QR Code in the Notice of the Meeting
- 2 Choose the type of request form to proceed with the following 4 steps
  - Step 1 Fill in the information about the shareholders
  - Step 2 Fill in the information for verification
  - Step 3 Verify via OTP
  - Step 4 Successful transaction. The system will display the shareholders' information again for verification.
- 3 Please wait for an email information detail of meeting and Password

2. For shareholders wishing to attend the Meeting via electronic media either by themselves or proxies who are not the Bank's Independent Directors, please note that the registration system will be available from April 1, 2024 at 8.30 hours until the end of the meeting.
3. The electronic meeting system will be available on April 11, 2024 at 13.00 hours (2 hours before the opening of the meeting). Shareholders or proxies are required to use the provided Username and Password and follow the instruction manual to access the system.

#### Appointment of Proxy to the Bank's Independent Directors

For Shareholders wishing to appoint the Bank's Independent Directors as proxy, please submit a request form together with the identification documents via electronic media, or send a well-completed Proxy Form together with the identification documents to the Bank in advance of the scheduled meeting date by using the enclosed return envelope to ensure orderly preparation for the meeting.

#### For troubleshooting related to the system, please contact Inventech Call Center



02-9319131



@inventechconnect



Available during April 1 - 11, 2024 at 08.30 - 17.30 hours

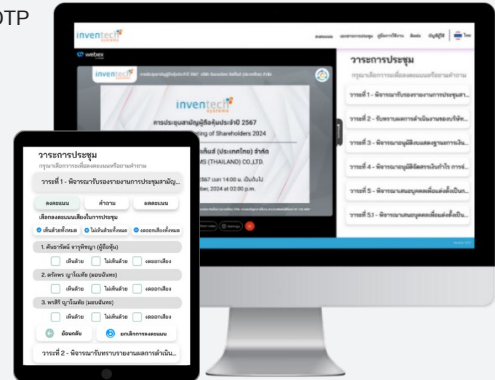
**(Only on business days, excluding official holidays and public holidays)**



Report a problem  
@inventechconnect

### Steps for Voting (e-Voting)

- 1 Enter the email and password that you received from your email or request OTP
- 2 Click “Register” button and you will be counted as a quorum
- 3 Click “Join Attendance”, then click “Join Meeting” button
- 4 Select the agenda you wish to vote on
- 5 Click “Vote” button
- 6 Cast your vote
- 7 The system will display the status of your latest vote



To cancel the latest vote, please press the “Cancel latest vote” button. (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda results). Voting can be changed until the closing of voting session.

### Steps for Asking Questions via Inventech Connect



- 1 Ask a question
  - Select agenda
  - Click “Question” button
  - Type the question then click “Send”
- 2 Ask a question via video conference
  - Click “Conference” button
  - Click “OK” button to confirm your queue
  - Please wait for your queue to ask questions before opening your microphone and camera

### User Manual for Inventech Connect



User Manual for e-Request



User Manual for e-Voting

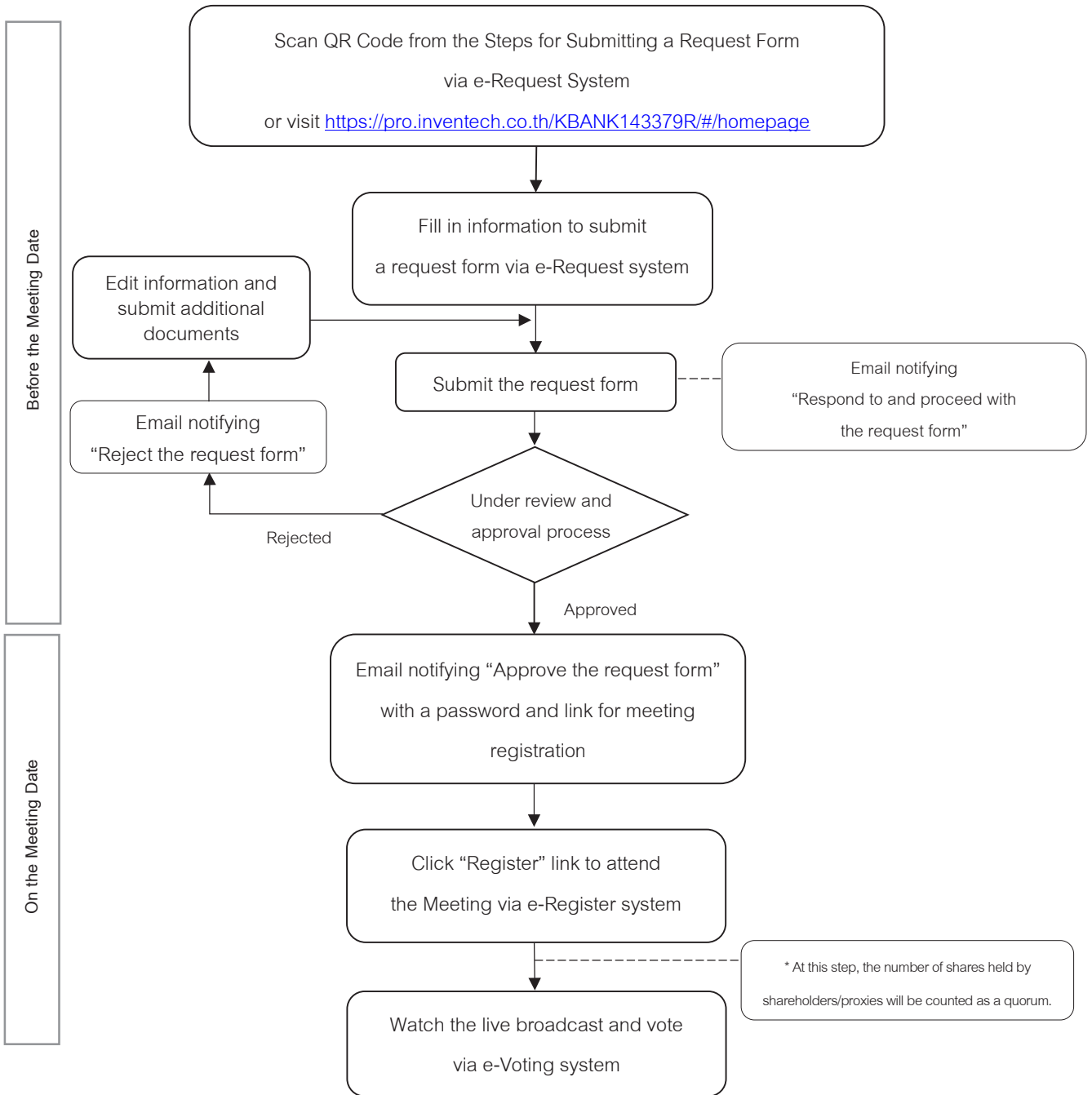


Video on how to use Inventech Connect

\* Note: Operation of the electronic meeting system and Inventech Connect system is dependent on the internet capability of the shareholders or proxies, including the device and/or program of the device. Please use the device and/or the following programs to operate the system.

1. Internet speed requirements:
  - High-Definition Video: Minimum internet speed of 2.5 Mbps (recommended)
  - High Quality Video: Minimum internet speed of 1.0 Mbps
  - Standard Quality Video: Minimum internet speed of 0.5 Mbps
2. Device requirements:
  - Smartphone/Tablet with iOS or Android OS
  - PC/Laptop with Windows or Mac OS
3. Internet Browser: Chrome (recommended) / Safari / Microsoft Edge **\*\* The system does not support Internet Explorer.**

Flowchart for Meeting Attendance via Electronic Media (e-Meeting)



**Note:**

- In case of merging/changing accounts**
  - In case of submitting multiple requests by using the same email address and phone number, the system will merge accounts or in case of more than 1 account, users can click "change account" button to switch between accounts, while the previously used accounts will still be counted as the base account in the Meeting.
- In case of leaving the Meeting**
  - Attendees can click "Register for leaving the meeting". As such, the number of your shares will be deducted from base votes in all remaining agenda items.

**Articles of Association of the Bank relating to the General Meeting of Shareholders**

“Article 10. bis, Directors shall be elected by a meeting of shareholders in accordance with the following rules and procedures:

- (1) Directors may be elected individually or in a set.
- (2) Each shareholder shall have one vote per each share held by him for the election of each director.
- (3) Each shareholder shall use all of his votes in the election of directors.
- (4) The persons who received the highest number of votes in their respective order of the votes (in case of election of directors in a set) in a number not exceeding the number of directors to be elected at that meeting, shall be appointed as directors.
- (5) In the event of equal votes for the last person, the chairman of the meeting shall have a casting vote.

Article 20. The ordinary general meeting shall be held once in a year within 4 months from the date of closing account for preparation of balance sheet stated in Article 31. The Board of Directors may summon extraordinary meeting whenever they think fit.

In case one or more shareholders holding shares amounting to not less than ten percent of the total number of shares sold may submit their names in a request directing the Board of Directors in writing to call an extraordinary general meeting at any time. The issues and reasons for calling such meeting shall be clearly stated in such notice. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days from the date the request in writing from the shareholders is received.

In case the Board of Directors fails to arrange for the meeting within such period under the second paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days from the date of expiration of the period under the second paragraph. In such a case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be liable for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under the third paragraph, the number of the shareholders presented does not constitute a quorum as prescribed by Article 22, the shareholders under the third paragraph shall be jointly liable for the expenses incurred from holding that meeting.

Article 21. Notice summoning of both ordinary and extraordinary meetings shall have to be given in advance to shareholders not less than seven days before the date fixed for the meeting, specifying also the nature of business to be transacted.

The aforesaid notice calling for the general meeting shall be published successively in a Thai newspaper for at least three days and at least three days prior to the date of the meeting. Such newspaper shall be a newspaper that it published and distributed with the area where the principal office of the Company is located.

Article 22. The quorum at every general meeting shall not be deemed constituted unless shareholders present in person or represented by proxy at least twenty five persons and one-third of the total shares are present, except mentioned in Article 23.

Article 22. bis, Each shareholder is entitled to execute one proxy in form designated by the Registrar for another to attend or vote on his behalf in a meeting and there must be only one person as proxy to transact the mentioned actions regardless number of shares held by such shareholder.

Article 23. If within one hour from the time appointed for the general meeting the quorum is not present, the meeting, if summoned upon by requisition of shareholders, shall be dissolved. If summoned upon by the Board of Directors

itself, another general meeting shall be summoned again by the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting and at such new meeting the quorum is present regardless the number of shareholders in attendant.

Article 24. On voting, one share shall be counted one vote and the majority of votes shall be deemed resolution. In case of an equality of votes, the Chairman shall be entitled to a casting vote distinguishing from that he has in the capacity of shareholder.

Article 25. Voting on poll may be made when not less than five shareholders request it and the meeting resolves to do so. The Chairman of the meeting shall prescribe the method of such poll voting.

Article 26. In general, the Chairman of the Board shall be the chairman of the shareholders meeting. In the case of absence or incapability of the Chairman of the Board, if there is a Vice-Chairman of the Board, the Vice-Chairman of the Board shall be the chairman of the meeting. In the absence or incapability of the Vice-Chairman of the Board, the meeting shall elect a shareholder to be chairman of the meeting.

Article 27. Any shareholder who has in a resolution a special interest shall not be entitled to exercise the right of proxy to vote. The Chairman may ask him to leave the meeting temporarily. However, vote for election or removal of directors is not subjected to this Article.

Article 28. The business to be transacted at the ordinary meeting is as follows:

- (1) The directors submit to the meeting the report showing how the business of the Company was conducted during the year under review;
- (2) Adoption of balance sheet;
- (3) Consideration on dividend and reserve fund;
- (4) Election of new directors in place of those retired by rotation;
- (5) Appointment of the auditor and fix remuneration;
- (6) Other business provided that the chairman of the meeting considers appropriate.”

The full version of the Bank's Articles of Association may be found on the Bank's website, [www.kasikombank.com](http://www.kasikombank.com).

### Personal Data Protection for the General Meeting of Shareholders

KASIKORNBANK PUBLIC COMPANY LIMITED (“KBank”) gives top priority to your privacy and safeguards your personal data, as a shareholder, authorized person or proxy. KBank, therefore, has set out policies, rules and regulations for KBank’s business, providing strict measures in protecting your personal data so that you can be assured that your personal data entrusted to KBank will be processed according to your needs and in accordance with the laws.

KBank would like to inform you, as a data owner, of the purposes and details of the collection, usage and/or disclosure of your personal data as well as your legal rights in connection with personal data, as follows:

“Personal Data” means any information relating to identifying a person directly or indirectly.

#### **1. Personal Data that KBank collects, uses and/or discloses**

For the purposes of convening and attending the Shareholders Meeting, KBank shall collect your Personal Data including name-surname, age, date of birth, national identification number, passport number, taxpayer identification number, securities holder registration number, deposit account number, contact information, such as home address, workplace, phone number, fax number, email, IP address, voice recording, still picture, moving picture, and other information deemed as Personal Data under the Personal Data Protection Laws.

For identity verification, KBank shall request a photocopy and/or a copy of your identification card, which may contain sensitive Personal Data, such as religion. KBank has no intention to collect such sensitive Personal Data from you, thus asking for your cooperation to cover such data to make it unreadable prior to submitting the photocopy and/or the copy of your identification card to KBank.

#### **2. Purposes and lawful basis of collecting, using and/or disclosing Personal Data**

KBank shall collect, use and/or disclose your personal data only as necessary, based on our legitimate purposes or there is a lawful basis, including to fulfill our legal obligations, such as for calling and convening the Shareholders Meeting, verifying identity, delivering relevant documents, and carrying out any action required by law, such as the Public Limited Companies Act, B.E. 2535 (1992), the Civil and Commercial Code and any other related laws, or to carry out actions necessary for legitimate interests of KBank or other persons or juristic persons, such as for preparing the Shareholders Meeting minutes, broadcasting video of the Meeting, recording still and moving pictures to be used for preparing the Meeting minutes and for publication via printed media and electronic media, for security, as well as for any other necessary actions, taking into account the fundamental rights of your Personal Data and to the extent that it is within your reasonable expectation.

#### **3. Sources of Personal Data**

KBank shall collect Personal Data directly from you and/or may collect Personal Data obtained from securities registrar, such as the Thailand Securities Depository Company Limited (TSD), only when necessary through methods that are in compliance with legal requirements.

#### **4. Disclosure of Personal Data**

KBank may disclose your Personal Data to government authorities, regulators, and relevant persons or agencies e.g. the Ministry of Commerce, the Securities and Exchange Commission, the Stock Exchange of Thailand, the Thailand Securities Depository Company Limited, courts, data processors, third party service providers, competent authorities, etc., for the purposes as described in this Personal Data Protection Policy. KBank shall oversee that such persons or entities receiving such data will collect, use, and/or disclose your Personal Data to the extent and under the purposes as described in this Policy.



#### 5. Duration of your Personal Data retention

KBank will retain your Personal Data for as long as necessary during the period you are KBank's shareholder, or for as long as necessary to achieve related purposes, unless law requires or permits longer retention period of not over 10 years. KBank shall take appropriate actions to erase, destroy, or anonymize the Personal Data when it is no longer necessary or when the period lapses.

#### 6. Protection of your Personal Data

For retention of your Personal Data, KBank implements technical measures and organizational measures to ensure appropriate security in the Personal Data processing and to prevent Personal Data breach. KBank has set out policies, rules and regulations on Personal Data protection, e.g. security standards of information technology and measures to prevent data recipients from using or disclosing the data for other purposes or without authorization or unlawfully. KBank has amended such policies, rules and regulations as frequently as deemed necessary and appropriate.

Moreover, KBank's executives, employees, staff, contractors, agents, advisers and data recipients are obligated to keep the Personal Data confidential pursuant to confidentiality measure provided by KBank.

#### 7. Your rights related to Personal Data

Your rights are legal rights, namely withdrawal of consent, data access, data portability, objection, data erasure or destruction, processing suspension, data rectification and compliant lodging. You may exercise any of these rights within legal requirements at the present or as amended in the future as well as regulations set out by KBank. In case you are under 20 years old or your legal contractual capacity is restricted, your father and mother, guardian or representative may request to exercise the rights on your behalf.

The exercise of aforementioned rights may be restricted under relevant laws and it may be necessary for KBank to deny or not be able to carry out your requests, e.g. to comply with the laws or court orders, public tasks, your request in breach of rights or freedom of other persons, etc. If KBank denies the request, KBank will inform you of the reason.

#### 8. How to contact KBank and/or the Data Protection Officer

If you have any suggestions or inquiries regarding collection, usage and/or disclosure of your Personal Data as well as a request to exercise your rights, you may contact KBank and/or the Data Protection Officer via the following channels:

- K-Contact Center  
Tel. 02-8888888
- Data Protection Officer  
Email: [DataProtectionOfficer@kasikornbank.com](mailto:DataProtectionOfficer@kasikornbank.com)  
KASIKORNBANK PUBLIC COMPANY LIMITED, 1 Soi Rat Burana 27/1, Rat Burana Road, Rat Burana Sub-district, Rat Burana District, Bangkok, 10140



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