

Part 2

Management and Corporate Governance

7. Securities and Shareholder Information

7.1 Registered and Paid-up capital

(1) Registered and paid-up capital as of December 31, 2018 comprising of :

Registered capital : Baht 8,007,032,950
(Eight billion seven million thirty two thousand and nine hundred and fifty Baht)

Paid-up capital : Baht 8,006,554,830
(Eight billion six million five hundred and fifty-four thousand eight hundred and thirty Baht) comprised of

800,645,624 common shares (Eight hundred million six hundred forty five thousand six hundred and twenty-four shares) and

9,859 preferred shares (Nine thousand eight hundred and fifty nine shares)
at par value of 10.00 Baht per share.

(2) Other Securities

Preferred Shares

The preferential rights of the preferred shares were expired on June 30, 2009. Thus, since July 1, 2009, the rights and benefits of preferred shares were equal to those of common shares in all aspects.

The issuance of Warrants with Non-Voting Depository Receipts (NVDRs)

As of December 20, 2018, Thai NVDR Co., Ltd., a subsidiary wholly owned by the SET, issued Non-Voting Depository Receipts (NVDRs) which have the Company's shares as underlying securities totaling 124,256,648 shares, or 15.52% of paid-up capital, consisting of 124,249,348 common shares and 7,300 preferred shares. Although all financial benefits received by NVDR investors are similar to the benefits from the Company's shares, NVDR investors shall have no voting rights in shareholder meetings except in case of a delisting decision. Therefore, if a great number of the Company shares are sold to investors as NVDRs, the number of shares with voting rights will be lessened.

Moreover, the number of NVDRs is subject to change and is not under control by the Company. Investors can obtain records of the Company's NVDRs from the website of the Stock Exchange of Thailand (www.set.or.th).

7.2 Shareholder

(1) The Company's Major Shareholders

The top 10 major shareholders whose names appeared in the share registration book as of December 20, 2018, are as follows.

No.	Shareholders	Outstanding Stock			
		Common Stock	Preferred Stock	Total Stock	Percentage
1	THAI NVDR CO., LTD.	124,249,348	7,300	124,256,648	15.52
2	CDIB & PARTNERS INVESTMENT HOLDING PTE.LTD.	80,065,320	-	80,065,320	10.00
3	SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	47,486,888	-	47,486,888	5.93
4	TOKYO CENTURY CORPORATION	39,482,767	-	39,482,767	4.93
5	STATE STREET EUROPE LIMITED	27,482,961	-	27,482,961	3.43
6	SOCIAL SECURITY FUND	25,051,330	-	25,051,330	3.13
7	KRUNGSRI DIVIDEND STOCK LTF	18,455,400	-	18,455,400	2.31
8	THANACHART DIVIDEND STOCK FUND	16,483,000	-	16,483,000	2.06
9	BNY MELLON NOMINEES LIMITED	15,033,849	-	15,033,849	1.88
10	SE ASIA (TYPE B) NOMINEES LLC	14,470,169	-	14,470,169	1.81
TOTAL SHAREHOLDING OF TOP 10 MAJOR SHAREHOLDERS		408,261,032	7,300	408,268,332	51.00
OTHER SHAREHOLDERS		392,384,592	2,559	392,387,151	49.00
GRAND TOTAL		800,645,624	9,859	800,655,483	100.00

CDIB & Partners Investment Holding Pte. Ltd. is 100% owned by CDIB & Partners Investment Holding Corporation via CDIB & Partners Investment Holding (Cayman) Limited. CDIB & Partners Investment Holding Corporation incorporated in Taiwan and engages in investment activities.

(2) Subsidiary Company operated as core business of the Group

Details of TISCO Bank Public Company Limited which Subsidiary Company operated as Core Company of the Group

(2.1) Registered and paid-up capital as of December 31, 2018 comprising of:

Registered capital : Baht 9,215,676,920

(Nine billion two hundred fifteen million six hundred seventy six thousand nine hundred and twenty Baht)

Paid-up capital : Baht 9,215,676,920

(Nine billion two hundred fifteen million six hundred seventy six thousand nine hundred and twenty Baht) comprised of

921,567,588 common shares (Nine hundred twenty one million five hundred sixty seven thousand five hundred and eighty eight common shares) and

104 preferred shares (One hundred and four preferred shares)

at par value of 10.00 Baht per share.

(2.2) Major Shareholders of the Company

The top 10 major shareholders of TISCO Bank Public Company Limited, whose names appeared in the share registration book as December 25, 2018, were as follow.

No.	Shareholders	Outstanding Stock			
		Common Stock	Preferred Stock	Total Stock	Percentage
1	TISCO FINANCIAL GROUP PUBLIC COMPANY LIMITED	921,452,229	-	921,452,229	99.99
2	Mr. KITTICHAJ KRAIKORKIT	30,247	-	30,247	0.00
3	Ms. PORNSUK PORNPAPA	8,100	-	8,100	0.00
4	Ms. SUPAVADEE PIYAMONGKOLVONG	6,000	-	6,000	0.00
5	Ms. RACHIT KOWATTANAKUL	6,000	-	6,000	0.00
6	Mr. SUCHART TANGKVIVIJ	5,000	-	5,000	0.00
7	BANK JULIUS BAER & CO., LTD.	4,800	-	4,800	0.00
8	Mr. PRACHA LEELAPRACHAKUL	3,624	-	3,624	0.00
9	Mr. SONGRIT KONGPIPATCHAISIRI	3,000	-	3,000	0.00
10	Mr. PRAPAT SRINUWATTIWONG	3,000	-	3,000	0.00
TOTAL SHAREHOLDING OF TOP 10 MAJOR SHAREHOLDERS		921,522,000	-	921,522,000	100.00
OTHER SHAREHOLDERS		45,588	104	45,692	0.00
GRAND TOTAL		921,567,588	104	921,567,692	100.00

Reference was made to the Holding Company Restructuring plan of TISCO group. TISCO Financial Group Public Company, as the parent company of TISCO Group, was approved by the Bank of Thailand to hold 100% of TISCO Bank's total paid-up shares.

(3) The company enters into shareholders' agreement with effect to security offering and issuance or management power of the company.

None

7.3 Other Securities

7.3.1 Debentures issuance

The Company

- None -

Subsidiary and Affiliate Companies

As of December 31, 2018 TISCO Bank has outstanding subordinated and unsubordinated debentures issued and offered (excluding short-term debenture) totaled 49,680 million baht

As of December 31, 2018, the outstanding debentures of TISCO Bank Public Company Limited are detailed as follow:

1. Tier 2 Capital Instrument (Subordinated Debentures) of TISCO Bank Public Company Limited No. 1/2014 Series 1 Due 2024, with the issuer's right to early redeem (with loss absorption at the point of non-viability and regulatory authorities decide to provide financial aids to the issuer, and may be written off in proportion not exceed the lowering of par value of common share and preferred share after the lowering of such shares is made)

Type of Offering	:	Private Placement to not more than 10 investors within any 4 months period
Face Value	:	1,000 baht
Offering Price	:	1,000 baht
Issue size	:	1,600,000 units
Outstanding	:	1,600,000 units
Tenor	:	10 years
Issuing Date	:	January 29, 2014
Maturity Date	:	January 29, 2024
Security	:	None
Coupon Rate	:	6.00% per annum started from issuance date
Payment Date	:	On the 29 th of January April July and October of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	:	With an approval from the Bank of Thailand in writing, the issuer may call debentures prior to the maturity date at face value according to the debenture terms and conditions. The issuer shall send a notice to debenture holders at least 30 days but not more than 60 days prior to the call option exercise date to inform debenture holders of the call option under the following conditions: <ol style="list-style-type: none"> (a) On the 5th anniversary from the issuing date or on any coupon dates after the 5th year of issuance. <ol style="list-style-type: none"> i If the issuer can provide funding equivalent or better than the amount of debenture. ii After the redemption, issuer maintains total capital to risk-weighted assets ratio not less than the minimum rate which is specified by the Bank of Thailand. (b) The issuer is able to demonstrate that interests paid by this debenture can no longer be deducted as expenditure of the issuer for tax benefits; or (c) Any cases or conditions to be specified by the Bank of Thailand in the future.
Issuer Rating	:	A from TRIS Rating Company Limited on April 25, 2018
Debenture holder	:	-
Representative	:	
Debenture Registrar	:	TMB Bank Public Company Limited

2. Tier 2 Capital Instrument (Subordinated Debentures) of TISCO Bank Public Company Limited No. 1/2014 Series 2 Due 2024, with the issuer's right to early redeem (with loss absorption at the point of non-viability and regulatory authorities decide to provide financial aids to the issuer, and may be written off in proportion not exceed the lowering of par value of common share and preferred share after the lowering of such shares is made)

Type of Offering	:	Private Placement to not more than 10 investors within any 4 months period
Face Value	:	1,000 baht
Offering Price	:	1,000 baht
Issue size	:	800,000 units
Outstanding	:	800,000 units
Tenor	:	10 years
Issuing Date	:	February 19, 2014
Maturity Date	:	February 19, 2024
Security	:	None

Coupon Rate	:	6.00% per annum started from issuance date
Payment Date	:	On the 19 th of February May August and November of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	:	With an approval from the Bank of Thailand in writing, the issuer may call debentures prior to the maturity date at face value according to the debenture terms and conditions. The issuer shall send a notice to debenture holders at least 30 days but not more than 60 days prior to the call option exercise date to inform debenture holders of the call option under the following conditions: <ul style="list-style-type: none"> (a) On the 5th anniversary from the issuing date or on any coupon dates after the 5th year of issuance. <ul style="list-style-type: none"> i If the issuer can provide funding equivalent or better than the amount of debenture. ii After the redemption, issuer maintains total capital to risk-weighted assets ratio not less than the minimum rate which is specified by the Bank of Thailand. (b) The issuer is able to demonstrate that interests paid by this debenture can no longer be deducted as expenditure of the issuer for tax benefits; or (c) Any cases or conditions to be specified by the Bank of Thailand in the future.
Issuer Rating	:	A from TRIS Rating Company Limited on April 25, 2018
Debenture holder	:	-
Representative	:	-
Debenture Registrar	:	TMB Bank Public Company Limited

3. Subordinated Instruments intended to qualify as Tier 2 Capital of TISCO Bank Public Company Limited No.1/2015 Due 2025 with the Issuer's right to early redeem, which may be required to be written off (fully or partially) when the regulatory authorities decide to grant financial assistance to the Issuer

Type of Offering	:	Private Placement to not more than 10 investors within any 4 months period
Face Value	:	1,000 baht
Offering Price	:	1,000 baht
Issue size	:	1,000,000 units
Outstanding	:	1,000,000 units
Tenor	:	10 years
Issuing Date	:	June 5, 2015
Maturity Date	:	June 5, 2025
Security	:	None
Coupon Rate	:	4.50% per annum started from issuance date
Payment Date	:	Every 5 th of March, June, September and December of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	:	With a written approval from the Bank of Thailand, the issuer may early redeem the debentures before the maturity date without consent from the holder under the following terms and conditions: <ul style="list-style-type: none"> (a) After the 5th anniversary of the issuance of the debenture or on any coupon date after the 5th year of issuance; or (b) Any amendment on the Tax Law resulted in the changes of the issuer's tax benefits; or (c) Any amendment on Capital Regulation resulted in disqualification of debentures as Tier 2 Capital; or (d) Any cases or conditions to be specified by the Bank of Thailand in the future.
Issuer Rating	:	A from TRIS Rating Company Limited on April 25, 2018
Debenture holder	:	-
Representative	:	-
Debenture Registrar	:	TMB Bank Public Company Limited

4. Subordinated Instruments intended to qualify as Tier 2 Capital of TISCO Bank Public Company Limited No.2/2015 Due 2025 with the Issuer's right to early redeem, which may be required to be written off (fully or partially) when the regulatory authorities decide to grant financial assistance to the Issuer

Type of Offering	:	Private Placement to not more than 10 investors within any 4 months period
Face Value	:	1,000 baht
Offering Price	:	1,000 baht
Issue size	:	1,000,000 units
Outstanding	:	1,000,000 units
Tenor	:	10 years
Issuing Date	:	December 17, 2015
Maturity Date	:	December 17, 2025
Security	:	None
Coupon Rate	:	4.25% per annum started from issuance date
Payment Date	:	Every 17 th of March, June, September and December of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	:	With a written approval from the Bank of Thailand, the issuer may early redeem the debentures before the maturity date without consent from the holder under the following terms and conditions: (a) On the 5 th anniversary of the issuance of the debenture or on any coupon date after the 5 th year of issuance; or (b) Any amendment on the Tax Law resulted in the changes of the issuer's tax benefits; or (c) Any amendment on Capital Regulation resulted in disqualification of debentures as Tier 2 Capital; or (d) Any cases or conditions to be specified by the Bank of Thailand in the future.
Issuer Rating	:	A from TRIS Rating Company Limited on April 25, 2018
Debenture holder Representative	:	-
Debenture Registrar	:	TMB Bank Public Company Limited

5. Subordinated Instruments intended to qualify as Tier 2 Capital of TISCO Bank Public Company Limited No.1/2016 Due 2026 with the Issuer's right to early redeem, which may be required to be written off (fully or partially) when the regulatory authorities decide to grant financial assistance to the Issuer

Type of Offering	:	Private Placement to not more than 10 investors within any 4 months period
Face Value	:	1,000 baht
Offering Price	:	1,000 baht
Issue size	:	680,000 units
Outstanding	:	680,000 units
Tenor	:	10 years
Issuing Date	:	August 10, 2016
Maturity Date	:	August 10, 2026
Security	:	None
Coupon Rate	:	3.875% per annum started from issuance date
Payment Date	:	Every 10 th of February May August and November of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	:	With a written approval from the Bank of Thailand, the issuer may early redeem the debentures before the maturity date without consent from the holder under the following terms and conditions: (a) On the 5 th anniversary of the issuance of the debenture or on any coupon date after the 5 th year of issuance; or (b) Any amendment on the Tax Law resulted in the changes of the issuer's tax benefits; or (c) Any amendment on Capital Regulation resulted in disqualification of debentures as Tier 2 Capital; or (d) Any cases or conditions to be specified by the Bank of Thailand in the future.
Issuer Rating	:	A from TRIS Rating Company Limited on April 25, 2018
Debenture holder Representative	:	-
Debenture Registrar	:	TMB Bank Public Company Limited

6. Subordinated Instruments intended to qualify as Tier 2 Capital of TISCO Bank Public Company Limited No.1/2017 Due 2027 with the Issuer's right to early redeem, which may be required to be written off (fully or partially) when the regulatory authorities decide to grant financial assistance to the Issuer

Type of Offering	: Private Placement to not more than 10 investors within any 4 months period
Face Value	: 1,000 baht
Offering Price	: 1,000 baht
Issue size	: 1,000,000 units
Outstanding	: 1,000,000 units
Tenor	: 10 years
Issuing Date	: February 23, 2017
Maturity Date	: February 23, 2027
Security	: None
Coupon Rate	: 4.00% per annum started from issuance date
Payment Date	: Every 23 rd of February May August and November of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	: With a written approval from the Bank of Thailand, the issuer may early redeem the debentures before the maturity date without consent from the holder under the following terms and conditions: <ul style="list-style-type: none"> (a) On the 5th anniversary of the issuance of the debenture or on any coupon date after the 5th year of issuance; or (b) Any amendment on the Tax Law resulted in the changes of the issuer's tax benefits; or (c) Any amendment on Capital Regulation resulted in disqualification of debentures as Tier 2 Capital; or (d) Any cases or conditions to be specified by the Bank of Thailand in the future.
Issuer Rating	: A from TRIS Rating Company Limited on April 25, 2018
Debenture holder Representative	: -
Debenture Registrar	: TMB Bank Public Company Limited

7. Subordinated Instruments intended to qualify as Tier 2 Capital of TISCO Bank Public Company Limited No.2/2017 Due 2027 with the Issuer's right to early redeem, which may be required to be written off (fully or partially) when the regulatory authorities decide to grant financial assistance to the Issuer

Type of Offering	: Private Placement to not more than 10 investors within any 4 months period
Face Value	: 1,000 baht
Offering Price	: 1,000 baht
Issue size	: 600,000 units
Outstanding	: 600,000 units
Tenor	: 10 years
Issuing Date	: November 15, 2017
Maturity Date	: November 15, 2027
Security	: None
Coupon Rate	: 3.70% per annum started from issuance date
Payment Date	: Every 15 th of February May August and November of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	: With a written approval from the Bank of Thailand, the issuer may early redeem the debentures before the maturity date without consent from the holder under the following terms and conditions: <ul style="list-style-type: none"> (a) On the 5th anniversary of the issuance of the debenture or on any coupon date after the 5th year of issuance; or (b) Any amendment on the Tax Law resulted in the changes of the issuer's tax benefits; or (c) Any amendment on Capital Regulation resulted in disqualification of debentures as Tier 2 Capital; or (d) Any cases or conditions to be specified by the Bank of Thailand in the future.
Issuer Rating	: A from TRIS Rating Company Limited on April 25, 2018

Debtenture holder : -
 Representative
 Debtenture Registrar : TMB Bank Public Company Limited

8. The Debtentures of TISCO Bank Public Company Limited No. 3/2016 Tranche 1 Due 2019

Type of Offering : Private Placement specific for institutional investors and net worth investors
 Face Value : 1,000 baht
 Offering Price : 1,000 baht
 Issue size : 5,000,000 units
 Outstanding : 5,000,000 units
 Tenor : 3 years
 Issuing Date : March 23, 2016
 Maturity Date : March 23, 2019
 Security : None
 Coupon Rate : 1.95% per annum started from issuance date
 Payment Date : Every 23rd of March and September of each year during the term of the debtenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
 Issue Rating : A from TRIS Rating Company Limited on July 25, 2018
 Debtenture holder : -
 Representative
 Debtenture Registrar : TMB Bank Public Company Limited

9. The Debtentures of TISCO Bank Public Company Limited No. 4/2016 Tranche 1 Due 2019

Type of Offering : Private Placement specific for institutional investors and net worth investors
 Face Value : 1,000 baht
 Offering Price : 1,000 baht
 Issue size : 5,000,000 units
 Outstanding : 5,000,000 units
 Tenor : 3 years
 Issuing Date : April 27, 2016
 Maturity Date : April 27, 2019
 Security : None
 Coupon Rate : 1.85% per annum started from issuance date
 Payment Date : Every 27th of April and October of each year during the term of the debtenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
 Issue Rating : A from TRIS Rating Company Limited on April 11, 2017
 Debtenture holder : -
 Representative
 Debtenture Registrar : TMB Bank Public Company Limited

10. The Debtentures of TISCO Bank Public Company Limited No. 4/2017 Tranche 1 Due 2019

Type of Offering : Private Placement specific for institutional investors and net worth investors
 Face Value : 1,000 baht
 Offering Price : 1,000 baht
 Issue size : 5,000,000 units
 Outstanding : 5,000,000 units
 Tenor : 1 years 6 months
 Issuing Date : July 21, 2017
 Maturity Date : January 21, 2019
 Security : None
 Coupon Rate : 1.85% per annum started from issuance date
 Payment Date : Every 21st of January and July of each year during the term of the debtenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
 Issue Rating : A from TRIS Rating Company Limited on July 25, 2018
 Debtenture holder : -
 Representative
 Debtenture Registrar : TMB Bank Public Company Limited

11. The Debentures of TISCO Bank Public Company Limited No. 5/2017 Tranche 1 Due 2019

Type of Offering	: Private Placement specific for institutional investors and net worth investors
Face Value	: 1,000 baht
Offering Price	: 1,000 baht
Issue size	: 8,000,000 units
Outstanding	: 8,000,000 units
Tenor	: 1 years 6 months
Issuing Date	: November 9, 2017
Maturity Date	: May 9, 2019
Security	: None
Coupon Rate	: 1.75% per annum started from issuance date
Payment Date	: Every 9 th of May and November of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Issue Rating	: A from TRIS Rating Company Limited on July 25, 2018
Debenture holder	: -
Representative	
Debenture Registrar	: TMB Bank Public Company Limited

12. The Debentures of TISCO Bank Public Company Limited No. 1/2018 Tranche 1 Due 2019

Type of Offering	: Private Placement specific for institutional investors and net worth investors
Face Value	: 1,000 baht
Offering Price	: 1,000 baht
Issue size	: 5,000,000 units
Outstanding	: 5,000,000 units
Tenor	: 1 years 6 months
Issuing Date	: January 5, 2018
Maturity Date	: July 5, 2019
Security	: None
Coupon Rate	: 1.75% per annum started from issuance date
Payment Date	: Every 5 th of January and July of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Issue Rating	: A from TRIS Rating Company Limited on July 25, 2018
Debenture holder	: -
Representative	
Debenture Registrar	: TMB Bank Public Company Limited

13. The Debentures of TISCO Bank Public Company Limited No. 2/2018 Tranche 1 Due 2019

Type of Offering	: Private Placement specific for institutional investors and net worth investors
Face Value	: 1,000 baht
Offering Price	: 1,000 baht
Issue size	: 3,000,000 units
Outstanding	: 3,000,000 units
Tenor	: 1 years 6 months
Issuing Date	: February 9, 2018
Maturity Date	: August 9, 2019
Security	: None
Coupon Rate	: 1.68% per annum started from issuance date
Payment Date	: Every 9 th of February and August of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Issue Rating	: A from TRIS Rating Company Limited on July 25, 2018
Debenture holder	: -
Representative	
Debenture Registrar	: TMB Bank Public Company Limited

14. The Debentures of TISCO Bank Public Company Limited No. 3/2018 Tranche 1 Due 2020

Type of Offering	: Private Placement specific for institutional investors and net worth investors
Face Value	: 1,000 baht

Offering Price	: 1,000 baht
Issue size	: 4,000,000 units
Outstanding	: 4,000,000 units
Tenor	: 2 years
Issuing Date	: April 9, 2018
Maturity Date	: April 9, 2020
Security	: None
Coupon Rate	: 1.65% per annum started from issuance date
Payment Date	: Every 9 th of April and October of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Issue Rating	: A from TRIS Rating Company Limited on July 25, 2018
Debenture holder	: -
Representative	
Debenture Registrar	: TMB Bank Public Company Limited

15. The Debentures of TISCO Bank Public Company Limited No. 4/2018 Tranche 1 Due 2020

Type of Offering	: Private Placement specific for institutional investors and net worth investors
Face Value	: 1,000 baht
Offering Price	: 1,000 baht
Issue size	: 6,000,000 units
Outstanding	: 6,000,000 units
Tenor	: 2 years
Issuing Date	: May 21, 2018
Maturity Date	: May 21, 2020
Security	: None
Coupon Rate	: 1.75% per annum started from issuance date
Payment Date	: Every 21 st of May and November of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Issue Rating	: A from TRIS Rating Company Limited on July 25, 2018
Debenture holder	: -
Representative	
Debenture Registrar	: TMB Bank Public Company Limited

16. The Debentures of TISCO Bank Public Company Limited No. 5/2018 Tranche 1 Due 2020

Type of Offering	: Private Placement specific for institutional investors and net worth investors
Face Value	: 1,000 baht
Offering Price	: 1,000 baht
Issue size	: 2,000,000 units
Outstanding	: 2,000,000 units
Tenor	: 2 years
Issuing Date	: August 10, 2018
Maturity Date	: August 10, 2020
Security	: None
Coupon Rate	: 2.05% per annum started from issuance date
Payment Date	: Every 10 th of February and August of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Issue Rating	: A from TRIS Rating Company Limited on July 25, 2018
Debenture holder	: -
Representative	
Debenture Registrar	: TMB Bank Public Company Limited

As of December 31, 2018 TISCO Bank has outstanding short-term debenture totaled - million baht

17. Short-term Debenture of TISCO Bank Public Company Limited No. 1/2018

Type of Offering	: Private Placement specific for institutional investors
Face Value	: 1,000 baht
Offering Price	: 1,000 baht
Issue size	: up to 70,000,000 units

Outstanding	: - units
Tenor	: As specified in the supplement of terms & conditions of each series. The tenor of short-term debenture will be within 270 days from issuance date
Issuing Date	: As specified in the supplement of terms & conditions of each series. The issuance date will be during January 16, 2018 to January 15, 2019
Maturity Date	: As specified in the supplement of terms & conditions of each series. The tenor of short-term debenture will be within 270 days from issuance date
Security	: None
Coupon Rate	: As specified in the supplement of terms & conditions of each series whereby interest rate of each series will be varied.
Payment Date	: Payment at maturity date
Issuer Rating	: A from TRIS Rating Company Limited on April 25, 2018
Debenture holder Representative	: None
Debenture Registrar	: TISCO Bank Public Company Limited

As of December 31, 2018 TISCO Tokyo Leasing Company Limited has outstanding subordinated and unsubordinated debentures issued and offered totaled 2,500 million baht.

The outstanding debentures of TISCO Tokyo Leasing Company Limited are as follows:

1. Guaranteed debenture of TISCO Tokyo Leasing Company Limited No. 1/2016 with maturity date in 2019

Type of Offering	: Private Placement
Face Value	: 1,000 baht
Offering Price	: 1,000 baht
Issue size	: 1,000,000 units
Outstanding	: 1,000,000 units
Tenor	: 3 years
Issuing Date	: March 17, 2016
Maturity Date	: March 17, 2019
Guarantor	: Century Tokyo Leasing Corporation
Coupon Rate	: 1.99% per annum started from issuance date
Payment Date	: On the 17 th of March and September of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	: None
Issue Rating	: AAA from TRIS Rating Company Limited on July 2, 2018
Debenture holder Representative	: Bangkok Bank Public Company Limited
Debenture Registrar	: Bangkok Bank Public Company Limited

2. Guaranteed debenture of TISCO Tokyo Leasing Company Limited No. 1/2017 with maturity date in 2020

Type of Offering	: Private Placement
Face Value	: 1,000 baht
Offering Price	: 1,000 baht
Issue size	: 1,500,000 units
Outstanding	: 1,500,000 units
Tenor	: 3 years
Issuing Date	: July 27, 2017
Maturity Date	: July 27, 2020
Guarantor	: Century Tokyo Leasing Corporation
Coupon Rate	: 2.20% per annum started from issuance date
Payment Date	: On the 27 th of January and July of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	: None
Issue Rating	: AAA from TRIS Rating Company Limited on July 2, 2018
Debenture holder Representative	: Bangkok Bank Public Company Limited
Debenture Registrar	: Bangkok Bank Public Company Limited

7.3.2 Bills of Exchange

The Company

As of December 31, 2018, TISCO had outstanding short-term bills totaling 5,840 million baht with coupon rate ranging from 1.68% – 1.82% and average of 47 days to maturity.

The Company was granted approval by the Securities and Exchange Commission to offer short-term bills of exchange to the public as detailed below:

Type of Offering	:	Public Offering
Type of securities	:	Short-Term Bills of Exchange
		Type 1 : Non transferrable bill of exchange without interest payment, offering price at face value deducted market interest rate
		Type 2 : Non transferrable bill of exchange with fixed interest rate, offering price at face value and interest is paid upon maturity
		Type 3 : Transferrable bill of exchange (without recourse) without interest payment, offering price at face value deducted market interest rate
		Type 4 : Transferrable bill of exchange (without recourse) with fixed interest rate, offering price at face value and interest is paid upon maturity
Tenor	:	Up to 270 days from issuance date
Issue size	:	Up to 10,000 units
Face Value	:	Not less than 1,000,000 baht
Issuing Period	:	From April 2, 2018 to January 31, 2019
Offering price per unit	:	For Bill of Exchange Type I and III : offering price at face value deducted market interest rate
		For Bill of Exchange Type II and IV : offering price at face value and interest is paid upon maturity
Interest Rate	:	For Bill of Exchange Type I and III : No interest rate
		For Bill of Exchange Type II and IV : Fixed interest rate and paid upon maturity
Interest Payment Date	:	For Bill of Exchange Type I and III : No interest payment
		For Bill of Exchange Type II and IV : paid upon maturity as specified on the bill of exchange
Issuer Rating	:	A- from TRIS Rating Co., Ltd on April 25, 2018

Subsidiary Companies

As of December 31, 2018, TISCO Bank had outstanding bill of exchange, all in forms of bill of exchange, totaling 36.12 million baht with 2.50% coupon rate, all in forms of callable bill of exchange.

As of December 31, 2018, Hi-Way Co., Ltd. had outstanding short-term bill of exchange, all in forms of callable bill of exchange, totaling 2,075.00 million baht with interest rate of 2.00%.

7.4 Dividend Policy

The Company

The Company's dividend payment shall be made in accordance with the Articles of Association which states that no dividend shall be paid out of any money other than profits. In the event that the Company has an accumulated loss or cannot retain regulatory capital requirements after dividend payment, no dividend shall be paid.

Dividends shall be paid equally according to the number of shares, unless otherwise specified in the Articles of Association regarding dividend for preferred shares. Payment of dividends shall be subject to shareholder approval.

The Company shall pay dividends at the rate approximately 50% or more of net profit of each year, after appropriation of statutory reserve, subject to the current Company financial performance, long-term capital adequacy, capital expenditure requirements, business strategies, and provided that such dividend will have no impact on the Company's subsidiary's status as a Qualifying Bank under the definition of the Bank of Thailand.

The Board of Directors may from time to time pay interim dividends when it is clear that the Company has sufficient profit.

Subsidiary Companies

Subsidiary and affiliate companies' dividend will be the major source of income of TISCO Financial Group Plc. ("the Company"). Each and every subsidiary and affiliate companies shall make dividend payments as advised by the Company. The considering was based on financial performance, long-term capital adequacy, capital expenditure requirements, and business strategies of each company. For TISCO Bank ("The Bank"), the Bank shall pay dividends at the appropriate rate to ensure that after the dividend payment, the Bank BIS ratio will be maintained above 12% to satisfy the Bank of Thailand's criteria for Qualified Bank.

The Board of Directors of each subsidiary and affiliate companies may from time to time pay interim dividends when it has sufficient profit.