

Minutes of the Annual General Meeting of Shareholders for the Year 2020

TISCO BANK PUBLIC COMPANY LIMITED

The meeting was convened at the conference room on 12th floor, Head Office of TISCO Bank Public Company Limited, 48/2 TISCO Tower, North Sathorn Road, Silom, Bangrak, Bangkok, on Friday, June 26, 2020, at 10.00 hours.

Mr. Pliu Mangkornkanok, the Chairman of the Board and Independent Director, chaired the meeting. He informed the meeting that the Directors, Group Chief Executive, Management, and auditors present at the meeting as follows.

The directors presented at the meeting comprised eight directors, accounting for 80.0000% of the total number of ten directors, namely:

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| 1. Mr. Pliu Mangkornkanok | Chairman of the Board and Independent Director |
| 2. Mr. Suthas Ruangmanamongkol | Group Chief Executive, Chairman of the Executive Board and Executive Director |
| 3. Assoc. Prof. Dr. Angkarat Priebjrivat | Chairperson of the Audit Committee and Independent Director |
| 4. Prof. Dr. Teerana Bhongmakapat | Chairman of the Risk Oversight Committee and Non-Executive Director |
| 5. Dr. Charatpong Chotigavanich | Risk Oversight Committee Member and Independent Director |
| 6. Dr. Kulpatra Sirodom | Audit Committee Member and Independent Director |
| 7. Mr. Satoshi Yoshitake | Executive Board Member and Executive Director |
| 8. Mr. Sakchai Peechapat | President, Risk Oversight Committee Member, Executive Board Member and Executive Director |

Directors absent with apologies:

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| 1. Mr. Sathit Aungmanee | Audit Committee Member and Independent Director |
| 2. Mr. Chi-Hao Sun (Howard Sun) | Executive Board Member and Executive Director |

6 Members of the Management Committee seconded by TISCO Financial Group Plc to manage the Bank

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| 1. Mr. Pitada Vacharasiritham | Senior Executive Vice President - Corporate Banking |
| 2. Mr. Chalit Silpsrikul | Senior Executive Vice President - Retail Banking |
| 3. Mr. Metha Pingsuthiwong | Senior Executive Vice President - Wealth Management & Banking Services |
| 4. Mr. Rungroj Jarasvijitkul | Executive Vice President - Sales & Marketing 1 |
| 5. Mr. Dejphinun Suthadsanasoung | Executive Vice President - Retail Banking Operations |
| 6. Mr. Picha Ratanatam | Executive Vice President - Wealth Management |

3 other directors and management from TISCO Financial Group Plc

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| 1. Prof. Dr. Pranee Tinakorn | Chairperson of the Nomination and Compensation Committee and Independent Director |
| 2. Mr. Chatri Chandrangam | First Executive Vice President - Risk and Financial Control |
| 3. Mr. Pairat Srivilairit | Executive Vice President - Governance Office and Corporate Secretary |

Auditors from EY Office Limited

1. Ms. Somjai Khunapasut Certified Public Accountant Registration No. 4499
2. Ms. Napassawan Pornlert Manager

The Chairman thanked the shareholders who attended the meeting and informed the meeting due to the ongoing outbreak of Coronavirus disease (COVID-19) outbreak, the Bank have set several measures and guidelines related to hosting the meeting in order to prevent the risks and spread of COVID-19, social distancing which may cause inconveniences and delays. The Chairman also apologized for any inconvenience this may cause and thank you for your understanding and great cooperation. For the hygiene of shareholders, the Board of Directors will try to keep the meeting short, concise and no microphone will be provided for the shareholders in the meeting room. For those who wish to inquire must be written down and handed to our staff.

The Chairman stated that the Bank assigned DIA Audit Company Limited to monitor and oversee the shareholders' meeting to ensure transparency and compliance with laws and the Bank's Articles of Association. DIA Audit Company Limited assigned officers as observers to the registration and vote counting throughout the meeting.

Thereafter, the Chairman stated that Notice of the Annual General Meeting of Shareholders for the Year 2020 had been duly sent out before the date of the meeting, in compliance with the Bank's Articles of Association and other relevant laws to allow adequate time to study meeting material.

The Chairman asked Mr. Pairat Srivilairit, the Corporate Secretary, to notify the meeting about the Bank's Articles of Association regarding voting.

The Corporate Secretary notify about Section 20 of the Bank's Articles of Association regarding voting. Every shareholder present in person or being represented by proxy is entitled to one vote per share, with the exception of voting for the appointment of directors, for which the cumulative voting method is used.

For those who intended to vote at the meeting, the Bank sent out voting forms for each agenda item prior to the meeting. In addition, the shareholders who had not cast their votes in advance and intended to vote "Against" or "Abstain" or split the votes (in case of foreign shareholders with custodians in Thailand) on any of the agenda items could complete the voting forms, and then submit them to the Bank's staff to calculate the voting result for each agenda item. For cases in which shareholders have appointed a proxy and assigned their proxy to vote as directed, their "For" or "Against" or "Abstain" votes had been recorded in the computer system for calculation; these votes including voided ballots will be deducted from "For" votes from shareholders who have rights to vote when the calculation of each agenda takes place.

The Corporate Secretary further informed the meeting that shareholders who wished to leave the meeting before the meeting adjourned, should return the remaining ballots to the Bank's staff at the entrance of the meeting room.

To make the meeting proceed smoothly if any shareholders have any question or opinions please written down and handed to the Bank's staff instead of using a microphone. The questions received from Shareholders in advance will be answered in related agenda items, or agenda 8 others businesses, as the case may be.

The Chairman informed the meeting that there were 26 shareholders present in person, holding altogether 921,452,772 shares, representing 99.9875 per cent of the total paid-up shares, thereby constituting a quorum as specified under the Bank's Articles of Association.

The Chairman hence declared the Annual General Meeting of Shareholders for the Year 2020 duly convened.

During the meeting, there were an additional 4 shareholders present in person. Thus, there were 30 shareholders attending in person, holding altogether 921,453,013 shares, equivalent to 99.9876 per cent of the total paid-up shares.

The Chairman proposed that the meeting consider the following agenda:

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for the Year 2019

The Chairman proposed that the meeting certify the Minutes of the Annual General Meeting of Shareholders for the Year 2019, convened on April 22, 2019. Copies of the Minutes had been sent to shareholders along with the Notice of this meeting.

The Board of Directors recommends the shareholders to certify the Minutes of the Annual General Meeting of Shareholders for the Year 2019 as proposed.

The Chairman invited shareholders to express their opinions or ask questions.

Since no shareholders objected, questioned or requested that the Minutes be amended, the Chairman then proposed the meeting certify the Minutes of the Annual General Meeting of Shareholders for the Year 2019 as recommended.

The meeting **certified** the Minutes of the Annual General Meeting of Shareholders for the Year 2019, with the majority votes of shareholders who attended the meeting and cast their votes as follows:

For	921,452,772	votes	equivalent to	100.0000	per cent
Against	0	votes	equivalent to	0.00	per cent
Abstain	0	votes			
No voided ballot					

Agenda 2 To ratify the Board of Directors' business activities conducted in 2019 as described in the Annual Report

The Chairman requested the meeting to ratify the Board of Directors' business activities conducted in 2019 as described in the Annual Report.

The Chairman informed the meeting that the Bank shown the VDO presentation on the summary of the Board of Directors' business activities conducted in 2019 and proposed to the meeting to ratify the activities. Details were described in the "Report from the Board of Directors" on pages 1-2 of the Annual Report and in Annex item 3 on pages 15-16 of the Notice of the meeting, which had been sent to shareholders.

The Board of Directors recommended the shareholders to ratify the Board of Directors' business activities conducted in 2019 as described in the Annual Report.

The Chairman invited shareholders to express their opinions or ask questions; however, since no shareholders objected or asked questions, the Chairman then proposed the meeting ratify the Board of Directors' business activities conducted in 2019 as described in the Annual Report as recommended.

The meeting **ratified** the Board of Directors' business activities conducted in 2019 as described in the Annual Report, with the majority votes of shareholders who attended the meeting and cast their votes as follows:

For	921,452,772	votes	equivalent to	100.0000	per cent
Against	0	votes	equivalent to	0.0000	per cent
Abstain	0	votes	equivalent to		per cent
No voided ballot					

Agenda 3 To adopt the Statement of Financial Position and Statement of Comprehensive Income for the Year Ended December 31, 2019

The Chairman proposed that the meeting adopt the Statement of Financial Position and Statement of Comprehensive Income for the Year Ended December 31, 2019, as shown in the 2019 Annual Report has been considered by the Audit Committee and audited by the Certified Public Accountant. The Annual Report had been sent to shareholders along with the Notice of this meeting. The Chairman then invited Mr. Suthas Ruangmanamongkol, the Group Chief Executive, to summarize the details to the meeting.

The Group Chief Executive summarized the financial statements to the meeting and invited Mr. Chatri Chandrangam, First Executive Vice President - Risk and Financial Control, to present the details and analysis of the financial statements.

The First Executive Vice President - Risk and Financial Control presented the meeting with details and analysis of the Statement of Financial Position and Statement of Comprehensive Income as follows:

(Unit : Thousand Baht)

Description	Separate financial statements
Total Assets	285,288,301
Total Liabilities	253,985,294
Total Shareholders' Equity	31,303,007
Net Profit (Bank portion only)	5,203,776
Earnings per share (Baht)	5.65

The Board of Directors recommended the shareholders to adopt the Statement of Financial Position and Statement of Comprehensive Income for the Year ended December 31, 2019.

The Group Chief Executive invited shareholders to express their opinions or ask questions; however, since no shareholders objected or asked questions, the Chairman then proposed the meeting to adopt the Statement of Financial Position and Statement of Comprehensive Income for the Year ended December 31, 2019.

The meeting **adopted** the Statement of Financial Position and Statement of Comprehensive Income for the Year ended December 31, 2019, with the majority votes of shareholders who attended the meeting and cast their votes as follows:

For	921,452,772	votes	equivalent to	100.0000	per cent
Against	0	votes	equivalent to	0.0000	per cent
Abstain	0	votes			
No voided ballot					

Agenda 4 To approve the appropriation of profit arising from the Year 2019 operating results and no dividend payment and acknowledge the interim dividend payment

The Chairman proposed the meeting to approve the appropriation of profit arising from the Year 2019 operating results and no dividend payment and acknowledge the interim dividend payment. The Chairman then invited Mr. Suthas Ruangmanamongkol, the Group Chief Executive, to present details to the meeting.

The Group Chief Executive informed the meeting that the Bank recorded a net profit for the Year 2019 at Baht 5,203,776,200, increased by Baht 294,013,117 from year 2018.

In compliance with Section 115 of the Public Limited Companies Act B.E. 2535 as well as the rules and regulations of the Bank of Thailand, the dividend payment shall be made from net profit on cash-basis after full appropriation of required statutory reserve based on standalone financial statement. In addition, under Section 116 of the Public Limited Companies Act B.E. 2535 and Section 40 of the Bank's Articles of Association, the Bank shall allocate not less than 5 per cent 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 per cent of the registered capital. As the statutory reserve of the Bank already reached 10 per cent of registered capital, it is therefore not required to appropriate the statutory reserve for the Year 2019, according to the law.

Consequently, the Bank's full year profit, interim dividend payment, and remaining unappropriated retained earnings for the Year ended 2019 on standalone financial statement are shown as follows.

	<i>(Unit: Baht)</i>
Beginning Unappropriated Retained Earnings (December 31, 2018)	17,277,457,917
Net Profit for the Year 2019	5,203,776,200
Adjust non-cash item	(124,851,326)
Unappropriated Retained Earnings available for dividend payment for the Year 2019	22,356,382,791
Interim dividend payment from profit arising from 2019 operations	(4,100,976,229)
Additional interim dividend payment from profit arising from 2019 operations	(976,861,754)
Remaining Unappropriated Retained Earnings	17,278,544,808

In the Year 2019, the Board has approved two interim dividend payments for common shareholders and preferred shareholders at the total amount of Baht 5.51 per share, amounting to Baht 5,077,837,983, equivalent to the dividend payout ratio of 97.5% of the net profit arising from Year 2019 operating results, compared to dividend payout ratio of 73.2% for the Year 2018 as follows:

1. At the Board of Directors Meeting No. 6/2019 held on December 16, 2019, the Board has approved interim dividend payment from the estimated net profit of the Year 2019 operating results to common shareholders and preferred shareholders at amount of Baht 4.45 per share, totaling approximately Baht 4,100,976,229. The payment of interim dividend was made on January 16, 2020.
2. At the Board of Directors Meeting No. 2/2020 held on April 10, 2020, the Board has approved interim dividend payment from the Year 2019 operating results for common shareholders and preferred shareholders at the amount of Baht 1.06 per share, totaling approximately Baht 976,861,754 which payment of interim dividend was made on May 7, 2020. The Board's approval for such dividend payment was aimed to alleviate

impact caused by the postponement of the Annual General Meeting of Shareholders on the dividend entitlement of shareholders due to the COVID-19 outbreak at that time.

The Board of Directors recommends the shareholders to approve the appropriation of profit arising from the Year 2019 operating results and no dividend payment as the following details.

- No legal reserve appropriation because the Bank's reserve has reached the amount required by laws;
- No additional dividend payment from the Year 2019 operating results because the Board has approved two interim dividend payments for common shareholders and preferred shareholders at the total amount of Baht 5.51 per share or approximately Baht 5,078 Million in total, equivalent to the dividend payout ratio of 97.5% of the net profit arising from Year 2019 operating results;
- The appropriation of remaining profit arising from the Year 2019 operating results after the interim dividend payment as the unappropriated retained earnings;

And acknowledgement of the interim dividend payment from the Year 2019 operating results.

The Group Chief Executive invited shareholders to express their opinions or ask question; however, since no shareholders objected or asked question, and proposed that the meeting to approve the appropriation of profit arising from the Year 2019 operating results and no dividend payment.

The meeting **approved** the appropriation of profit arising from the Year 2019 operating results and no dividend payment as proposed, with the majority votes of shareholders who attended the meeting and cast their votes as follows:

For	921,452,772	votes	equivalent to	100.0000	per cent
Against	0	votes	equivalent to	0.0000	per cent
Abstain	0	votes			
No voided ballot					

Agenda 5 To approve the appointment of the auditors and their remuneration for the Year 2020

The Chairman proposed the meeting to consider the appointment of the auditors and their remuneration for the Year 2020 and subsequently invited Assoc. Prof. Dr. Angkarat Priebjivat, the Chairperson of the Audit Committee, to summarise this agenda item to the meeting.

The Chairperson of the Audit Committee informed the meeting that pursuant to the Public Limited Companies Act B.E. 2535 and Section 41 of the Bank's Articles of Association which state that the annual general meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the Bank every year. The Audit Committee, in accordance with the Bank's External Auditor Selection Guidelines, had considered proposals for the appointment of the Bank's auditors for the Year 2020. It is recommended that the Board of Directors propose the Annual General Meeting of Shareholders to appoint Ms. Ratana Jala and/or Ms. Somjai Khunapasut and/or Mrs. Yuppadee Satchawannakul and/or Ms. Wanwilai Phetsang of EY Office Limited as the Bank's auditors for the Year 2020, subject to the approval from the Bank of Thailand, 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 nominated auditors have been approved by the Bank of Thailand, with total remuneration of not exceeding Bah 5,800,000.

The total fee quoted by EY Office Limited for the Year 2020 amounted to Baht 5,800,000, increased 5.1% along with on-going business activities and inflation.

The Board of Directors concurred with the proposal of the Audit Committee and considered it appropriate for the meeting of shareholders to appoint Ms. Ratana Jala, CPA License No. 3734 and/or Ms. Somjai Khunapasut, CPA License No. 4499 and/or Ms. Yuppadee Satchawannakul, CPA License No. 4819 and/or Ms. Wanwilai Phetsang, CPA License No. 5315 from EY Office Limited as the Bank's auditors for the Year 2020. Any one of these auditors is authorized to certify the auditor's report. All nominated auditors have been approved by the Bank of Thailand, with total remuneration of not exceeding Baht 5,800,000.

The Chairman invited shareholders to express their opinions or ask questions; however, since no shareholders objected or asked questions, the Chairman then proposed the meeting to approve the appointment of the auditors and their remuneration for the Year 2020.

The meeting **approved** the appointment of the auditors and their remuneration for the Year 2020 as proposed, with the majority votes of the shareholders who attended the meeting and cast their votes as follows:

For	921,452,772	votes	equivalent to	100.0000	per cent
Against	0	votes	equivalent to	0.0000	per cent
Abstain	0	votes			
No voided ballot					

Agenda 6 To approve number of directors and the appointment of directors

The Chairman proposed that the meeting consider approving the number of directors and the appointment of directors.

The Chairman informed the meeting that since agenda item 6 and 7 were matters related to directors, all directors would voluntarily leave the meeting in line with good corporate governance practices. The Chairman then invited Prof. Dr. Pranee Tinakorn, the Chairperson of the Nomination and Compensation Committee of TISCO Financial Group Plc ("TISCO"), to conduct the meeting for agenda item 6 and 7, and invited the Company Secretary to explain details of agenda item 6 to the meeting.

The Corporate Secretary summarized the details to the meeting that according to the Bank's Articles of Association, the whole Board of Directors shall be simultaneously elected at annual general meeting of shareholders each year. Thus, the current Board of Directors was due to retire today. The Corporate Secretary also added that consideration of this agenda item would be made in two sections: (1) to approve the number of directors and (2) to approve the appointment of directors.

According to Section 22 of the Bank's Articles of Association prescribed that the shareholders shall, from time to time, by resolution of a general meeting, determine the number of directors which shall be not less than five and not less than one half of the directors must domicile in Thailand. In addition, the number of directors who are persons of Thai nationality shall be in compliance with related laws, which shall be not less than 75 per cent of the total number of directors.

The Board of Directors with recommendations from the Nomination and Compensation Committee of TISCO has considered the number of directors which are appropriate according to good corporate governance practices. The candidate's qualifications and the skills each candidate might bring to the Board were also considered. Upon contemplating the board size and composition which is most suitable to the needs of the Bank, the Board proposed that the shareholders approve the number of directors at ten (10). Therefore, the Corporate Secretary proposed that the meeting approve the number of board members and informed the meeting that shareholders, present in person or

represented by proxy, were entitled to one (1) vote per share.

The Chairperson of the Nomination and Compensation Committee of TISCO, a moderator of the meeting, invited shareholders to express their opinions or ask questions; however, since no shareholders objected or asked questions, she then proposed the meeting approve the number of directors at ten (10).

The meeting **approved** the number of directors at ten (10), with the majority votes of shareholders who attended the meeting and cast their votes as follows:

For	921,452,772	votes	equivalent to	100.0000	per cent
Against	0	votes	equivalent to	0.0000	per cent
Abstain	0	votes			
No voided ballot					

The Corporate Secretary further informed the meeting that the Bank's Articles of Association number 23 and 24 required cumulative voting for the election of directors. This mechanism would increase the opportunity for minority shareholders to nominate persons to become the Bank directors in accordance with Section 70 and 71 of the Public Limited Company Act.

The Nomination and Compensation Committee of TISCO shall select qualified candidates by considering their knowledge, biography, experiences, sufficient understanding of finance and banking, economics, information technology, law or any other related fields based upon the need and maximum benefit of the Bank, corporate governance practices, related laws and regulations, in order to attain the most appropriate size and composition of the board. Moreover, Independent director positions have to contain qualifications according to the announcement of the Bank of Thailand, the Securities and Exchange Commission, the Stock Exchange of Thailand as well as the TISCO Corporate Governance Policy and practices.

The Board of Directors, after considering the TISCO Nomination and Compensation Committee's recommendation on the qualifications of candidates and proposed to shareholders to approve the election of the following qualified candidates as the Bank's directors. The candidates' profiles were presented in the Notice, which had been sent to shareholders.

	<u>Name</u>	<u>Proposed Position</u>
1.	Mr. Pliu Mangkornkanok	Independent Director
2.	Mr. Suthas Ruangmanamongkol	Executive Director
3.	Assoc. Prof. Dr. Angkarat Priebjriwat	Independent Director
4.	Prof. Dr. Teerana Bhongmakapat	Non-Executive Director
5.	Mr. Sathit Aungmanee	Independent Director
6.	Dr. Charatpong Chotigavanich	Independent Director
7.	Dr. Kulpatra Sirodom	Independent Director
8.	Mr. Chi-Hao Sun (Howard Sun)	Executive Director
9.	Mr. Satoshi Yoshitake	Executive Director
10.	Mr. Sakchai Peechapat	Executive Director

All above candidates have been approved by the Bank of Thailand.

The Board recommends the shareholders to approve the number of directors at ten and the appointment of the mentioned director candidates, for another term, whose names were proposed by the TISCO Nomination and

Compensation Committee. The Board was of the view that the mentioned director candidates have complete qualifications and suitability for the Bank's business, without prohibited characteristics for appointment as directors 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, the Bank's Articles of Association, resolutions of the Board of Directors, as well as resolutions of the General Meeting of Shareholders.

Furthermore, Mr. Pliu Mangkomkanok, Assoc. Prof. Dr. Angkarat Priebjrivat, Mr. Sathit Aungmanee, Dr. Charatpong Chotigavanich, and Dr. Kulpatra Sirodom are also qualified as Independent Directors per the criteria as specified in TISCO Corporate Governance Policy and Guidelines, which are more stringent than those of the Bank of Thailand, the Securities and Exchange Commission and the Stock Exchange of Thailand and are able to express his/her independent opinion, and complied with related regulations.

The Chairperson of the Nomination and Compensation Committee of TISCO, the moderator, then invited shareholders to express their opinions or ask questions; however, since no shareholders objected or asked any questions. She then proposed the meeting to approve the appointment of director candidates.

The meeting **approved** the appointment of the following director candidates as the Bank's directors, by cumulative voting according to the Articles of Association with the votes as follows:

	<u>For</u>	<u>Against</u>
1. Mr. Pliu Mangkornkanok	921,452,773 votes	0 votes
2. Mr. Suthas Ruangmanamongkol	921,452,773 votes	0 votes
3. Assoc. Prof. Dr. Angkarat Priebjrivat	921,452,773 votes	0 votes
4. Prof. Dr. Teerana Bhongmakapat	921,452,773 votes	0 votes
5. Mr. Sathit Aungmanee	921,452,773 votes	0 votes
6. Dr. Charatpong Chotigavanich	921,452,773 votes	0 votes
7. Dr. Kulpatra Sirodom	921,452,773 votes	0 votes
8. Mr. Chi-Hao Sun (Howard Sun)	921,452,773 votes	0 votes
9. Mr. Satoshi Yoshitake	921,452,773 votes	0 votes
10. Mr. Sakchai Peechapat	921,452,773 votes	0 votes
Total	9,214,527,730 votes	0 votes
Abstain	- None -	
Voided Ballot	- None -	

Agenda 7 To approve the remuneration of directors

Prof. Dr. Pranee Tinakorn, the Chairperson of the Nomination and Compensation Committee of TISCO, proposed the meeting to consider approving the directors' remuneration and acknowledging current directors' remuneration, and asked the Company Secretary to present the current directors' compensation and the revised compensation to the meeting.

The company secretary clarified to the meeting that the Nomination and Compensation Committee of TISCO Financial Group Plc. ("Parent Company") shall review appropriate remuneration for directors and make proposals to the Board of Directors who do not hold any directorships in TISCO group of companies.

The Board of Directors considered and agreed with the proposal of the Nomination and Compensation Committee of TISCO and recommends the shareholders to approve the remuneration to the directors and subcommittee in the form of

monthly fee and meeting fee for the Year 2020 at the same rate as the previous year due to the low inflation. Details of the proposed remuneration for directors are as follows.

(Unit: Baht)

	May 2019 - Present		Proposed to AGM 2020		% Change ¹
	Monthly Fee	Meeting Fee	Monthly Fee	Meeting Fee	
Board of Directors					
Chairman	240,000	60,000	240,000	60,000	-
Member	50,000	50,000	50,000	50,000	-
Advisor	40,000	-	40,000	-	-
Executive Board					
Chairman	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
Risk Oversight Committee					
Chairman	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-
Audit Committee					
Chairperson	-	60,000	-	60,000	-
Member	-	50,000	-	50,000	-

The meeting fee shall not be paid to member of the Board and Sub-committee who is employee or holds full time position in TISCO Group of companies.

Moreover, there was Non-monetary Remuneration as follows.

1. Group life and accident insurance, or health insurance in case of Thai director with age over 60,
2. Directors & Officers Liability Insurance (D&O).

The Board recommends the shareholders to approve the remuneration for the directors, subcommittee in the form of monthly fee and meeting fee at the same rate as the previous year, including group life and accident insurance or health insurance in case of Thai director with age over 60, and Directors & Officers Liability Insurance, to be valid until amended.

The Chairperson of the Nomination and Compensation Committee of TISCO, the moderator, then invited shareholders to express their opinions or ask questions; however, since no shareholders objected or asked further questions, she then proposed the meeting to approve the directors' remuneration and acknowledge current directors' remuneration. In this regard, the directors who held shares were considered as having a conflict of interest in this matter and were not entitled to vote.

The meeting **approved** the directors' remuneration as proposed, with the votes of not less than two-thirds of the total number of votes of shareholders who attended the meeting as follows:

For	921,452,831	votes	equivalent to	100.0000	per cent
Against	0	votes	equivalent to	0.0000	per cent
Abstain	0	votes	equivalent to	0.0000	per cent
No voided ballot					

After the meeting considered the director-related agenda, all the elected directors re-joined the meeting.

The Board of Directors re-joined the meeting and thanked all shareholders for their approval of the re-election for another term.

Agenda 8 Other businesses, if any

The Chairman invited the shareholders to express their opinions or ask questions regarding the business operations of the Bank; however, no shareholders objected or asked further questions.

There being no other issues, the Chairman thanked the shareholders for attending and adjourned the meeting at 11.30 hours.

- Pliu Mangkomkanok -

(Mr. Pliu Mangkomkanok)

Chairman of the Meeting
and Chairman of the Board

- Pairat Srivilairit -

(Mr. Pairat Srivilairit)

Corporate Secretary