



SO. 2021/004

March 31, 2021

SUBJECT : Notice of the 28th Annual Ordinary General Meeting of Shareholders
TO : Shareholders of the Bangkok Insurance Public Company Limited (BKI)
ATTACHMENTS:

- 1) A copy of the Minutes of the 27th Annual Ordinary General Meeting of Shareholders held on June 26, 2020 (document for Agenda 1)
- 2) The 2020 Annual Report in the form of e-book accessible through QR Code together with the Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2020 as approved by Certified Public Accountant and Audit Committee (documents for Agenda 2 and 3)
- 3) The Details of Dividend Payment over the past three years and the Company's Data on Dividend Payment over the past five years (document for Agenda 4)
- 4) The Definition of Company's Independent Director
- 5) Profile of Nominated Directors for Re-Election (document for Agenda 5)
- 6) Profile of Nominated Directors for Appointment of new Independent Director (document for Agenda 6)
- 7) Profile of Nominated Company's Auditor for the year 2021 for Election (document for Agenda 8)
- 8) Proxy Form A and Form B as prescribed by the Department of Business Development, the Ministry of Commerce (**Form B is recommended**). The Proxy Form C can be downloaded from the Company's Website <http://www.bangkokinsurance.com>
- 9) Profile of an Independent Director Appointed to be Proxy of Shareholders not available to be presented in the Meeting
- 10) The Company's Article of Association relevant to Shareholders' Meeting
- 11) Guideline for the Electronic Meeting (E-AGM) Attendance
- 12) Registration Form for the 28th Annual Ordinary General Meeting of Shareholders via electronic method (E-AGM)
- 13) Request Form for Hard Copy of 2020 Annual Report
- 14) Privacy Notice for BKI Shareholder

The Board of Directors of Bangkok Insurance Public Company Limited had resolved to hold the 28th Annual Ordinary General Meeting of Shareholders via electronic method (E-AGM) at **2.00 p.m. on Friday, April 23, 2021** to consider the following agenda:

Agenda 1: To certify the Minutes of the 27th Annual Ordinary General Meeting of Shareholders held on June 26, 2020

Rationale and Background: The Company held the 27th Annual Ordinary General Meeting of Shareholders on June 26, 2020 and the minutes of the meeting has been recorded and submitted to the Stock Exchange of Thailand, the Office of the Insurance Commission (OIC) and the Ministry of Commerce within the time frame prescribed by laws. The Minutes of the said meeting was also posted in the Company's website <http://www.bangkokinsurance.com>, **details of which are shown in Attachment 1.**



Opinion of The Board: The Minutes of the 27th Annual Ordinary General Meeting of Shareholders held on June 26, 2020 was accurately recorded, the Board of Directors, therefore recommended the shareholders to certify the minutes.

Voting: The resolution shall require a certification of accuracy by the meeting.

Agenda 2: To acknowledge the Board of Directors' Report on the Company's Performance for the year 2020

Rationale and Background: The Company's Performance for the year 2020 can be found in the Company's Annual Report which is in the form of e-book accessible through QR Code **as shown in Attachment 2**, and can be summarized as follows:

	2020	2019	Unit: Million Baht Change (%)
Gross Written Premium	22,858.2	21,008.9	8.8
Profits (Loss) on Underwriting after Contributions	2,873.1	2,242.2	28.1
<u>Less</u> Operating Expenses	984.3	1,078.3	(8.7)
<u>Less</u> Finance Costs	39.3	2.5	1,472.0
Net Underwriting Profit (Loss)	1,849.5	1,161.4	59.2
Net Investment Income	1,360.6	1,624.6	(16.3)
Profits before Income Tax Expenses	3,210.1	2,786.0	15.2
<u>Less</u> Income Tax Expenses	504.5	334.7	50.7
Net Profits	2,705.6	2,451.3	10.4
Earning Per Share (Baht)	25.41	23.02	10.4

Opinion of The Board: The Board of Directors recommended the shareholders to acknowledge the Board of Directors' Report on the Company's Performance of the year 2020.

Agenda 3: To approve the Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2020 as approved by Certified Public Accountant and Audit Committee

Rationale and Background: According to the Article 112 of the Public Limited Company Act B.E. 2535, the Board of Directors shall arrange for preparation of the Balance Sheet, Profit and Loss Statement as of the end of the accounting period of the Company which have been audited by the Certified Public Accountant, and shall submit the same to the Shareholders at the Annual Ordinary General Meeting for consideration and approval.

The Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2020 was approved by Certified Public Accountant and Audit Committee. The details of which are shown in the Company's Annual Report in the form of e-book accessible through QR Code which was attached to this invitation letter and can be summarized **as per details in Attachment 2**.

Opinion of The Board: The Board of Directors recommended the Shareholders to approve the Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2020 as approved by Certified Public Accountant and Audit Committee



Voting: The resolution shall require a majority of the total votes cast by shareholders present at the meeting.

Agenda 4: To approve the Allocation of Net Profit for Dividend Payment for the year 2020

Rationale and Background: In the normal economic situation, the Company has the policy to maintain and to pay the annual dividend at about 50% of the net profit after income tax expense. According to the Article 50 of the Company's Article of Association, the Board of Directors may from time to time pay to the shareholders such interim dividends if the board considers that the profits of the company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.

Opinion of the Board: For the year 2020, the Company posted a net profit, after tax expenses, of Baht 2,705,596,047.- and items not to be recognized in profit or loss in subsequent periods of Baht 28,544,951.- included the unappropriated retained earnings brought forward of Baht 3,691,108,003.- the total unappropriated retained earnings is amounted to Baht 6,368,159,099.- The Board of Directors then proposed the shareholders to consider and approve the annual dividend payment for the year 2020 on 106,470,000.- issued and fully paid up shares at Baht 15 per share which will be allocated from net profits for a total amount of Baht 1,597,050,000.- The Board of Directors had agreed and already made the interim dividend payments of Baht 9 per share so the final dividend payment of Baht 6 per share is payable. The details of the net profit allocation are as follows:

Unit: Thousand Baht
 (2020) (2019)

The 1 st interim dividend payment @ Baht 3 per share	319,410	319,410
The 2 nd interim dividend payment @ Baht 3 per share	319,410	319,410
The 3 rd interim dividend payment @ Baht 3 per share	319,410	319,410
The final dividend payment @ Baht 6 per share	638,820	532,350
Cumulative effect of a change in accounting principle	36,818	
Unappropriated retained earnings	4,734,291	3,691,108
Total	6,368,159	5,181,688

The total of annual dividends payment for the year 2020 will be allocated from net profits, after tax expenses, which is higher than the Company's dividend payment policy. The Company has also provided the details of dividend payment over the past three years and the Company's data on dividend payment over the past five years for the shareholders' consideration (**Please see the detail in the Attachment 3 enclosed.**)

The record date for the right to attend the Annual General Meeting of the Shareholders and to receive the dividend payment will be on Friday, March 5, 2021. The final dividend payment for the year 2020 will be made on Friday, May 7, 2021.

However, the right to receive dividend mentioned above is still uncertain as it has to be approved by shareholders in this meeting. In the event that the meeting has approved the allocation of net profit for dividend payment for the year 2020, the dividend payment will be made by registered mail or account transfer as earlier requested by shareholders.

Voting: The resolution shall require a majority of the total votes cast by shareholders present at the meeting.

Agenda 5: To appoint directors to succeed those completing their terms

Rationale and Background: According to the Article 71 of the Public Limited Company Act B.E. 2535 and the Article 23 of the Company's Articles of Association, in every Annual Ordinary General Meeting, one-third or the nearest to one-third of the directors who served the company longest will be retired by rotation; however, the retired directors are eligible for re-election.

In 2021, four directors are due to retire by rotation at the Annual Ordinary General Meeting of the Shareholders, three of them are independent directors whose qualifications under The Definition of Company's Independent Director **as specified in Attachment 4 are stricter than** the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand. The names of four directors who will be retired by rotation are as follows;

(1) Mr. Chai Sophonpanich	Chairman
(2) Ms. Potjanee Thanavarani	Independent Director Director of the Audit Committee
(3) Mrs. Nintira Sophonpanich	Independent Director Director of the Corporate Governance Committee
(4) Mr. Satoru Ogura	Independent Director

The Company, in accordance with the best practice for corporate governance, invited all shareholders to nominate any qualified person to be elected as Company's director as well as to propose any meeting agenda through the company's website for the period from October 1, 2020 to December 31, 2020. This invitation was also posted via the Stock Exchange of Thailand's website. However, there was neither proposal of director nominee nor meeting agenda submitted to the Company.

The Remuneration and Nomination Committee, excluding directors who might have conflict of interests, after due consideration on qualifications, experiences, expertise, good morals and ethical principles, clear career records and performances of the retiring directors, has proposed to re-elect four directors namely (1) Mr. Chai Sophonpanich (2) Ms. Potjanee Thanavarani (3) Mrs. Nintira Sophonpanich and (4) Mr. Satoru Ogura to serve as the Company's directors for another term. **(Please see profiles of Nominated Directors for Re-Election in the Attachment 5 enclosed.)**

Opinion of The Board: The Board of Directors, excluding directors who might have conflict of interests, considered the proposed directors whom passed the selection process of the Remuneration and Nomination Committee, and thoroughly and carefully considered on qualifications, experiences, expertise, good morals and ethical principles, clear career records and performances that the retiring directors have appropriate qualifications for the business operation of the Company, and recommended the shareholders to re-elect the four retiring directors namely (1) Mr. Chai Sophonpanich (2) Ms. Potjanee Thanavarani (3) Mrs. Nintira Sophonpanich and (4) Mr. Satoru Ogura to serve as the Company's directors for another term.



The four directors consists of three independent directors namely (1) Ms. Potjanee Thanavaranit (2) Mrs. Nintira Sophonpanich and (3) Mr. Satoru Ogura who have demonstrated themselves and independently expressed their opinion according to relevant rules and regulations, and Ms. Potjanee Thanavaranit and Mrs. Nintira Sophonpanich, who have served as independent directors with more than nine years in their directorship, have brought about their extensive experience, knowledge and expertise to beneficially contribute in formulating strategy and business operation of the Company. Additionally, for another director, Mr. Chai Sophonpanich has knowledge, expertise and accountable performance.

Voting: The resolution shall require a majority of the total votes cast by shareholders present at the meeting.

Agenda 6: To approve the appointment of new independent director

Rationale and Background: Reference is made to the meeting of the Remuneration and Nomination Committee held on March 26, 2021 that considered any qualified person to be elected as new Company's director and then had a resolution to propose Mr.Thongchai Ananthothai as a new director in replacement of casual vacancy of director to Board of Director's meeting for approval.

Due to the proposal for appointment of new director in replacement of casual vacancy of director was held close to the 28th Annual Ordinary General Meeting of Shareholders which will be held on April 23, 2021, the Board of Directors was aware of and took into account the best practice for good corporate governance, transparency, auditability and sufficient disclosure of information for the best benefit and fairness to the Shareholders. Therefore, the Board of Directors agreed on the appointment of Mr. Thongchai Ananthothai as an independent director and propose such appointment to the shareholder's meeting for approval.

Mr. Thongchai Ananthothai, currently hold a position of Executive Vice President, Commercial & Business Banking, Bangkok Bank Public Company Limited, has appropriate qualifications and does not have prohibited characteristics as specified in any laws and regulations concerning being an independent director. In addition, Mr. Thongchai Ananthothai has knowledge, expertise and experiences in financial institution business that would significantly strengthen the performance of the Board of Directors. **(Please see profiles of Nominated Directors for Appointment of new Independent Director in the Attachment 6 enclosed.)**

Opinion of The Board: The Board of Directors thoroughly and carefully considered the qualified person to be proposed as directors in replacement of casual vacancy of director, which passed the selection process of the Remuneration and Nomination Committee. The Board of Director has agreed that the proposed director is fully qualified, does not have any prohibited characteristics according to the relevant laws or regulations, have knowledge, competency, skills and specific expertise that would benefit the business operation, has business ethics, visions, and good attitude towards the organization, including willingness and readiness to fully perform their assigned duties with their best competency, and is able to express their opinions independently in accordance with the relevant laws and regulations. In addition, the proposed director does not have a position in a company that operates the same type of business with the Company that may create a conflict of interest. The Board of Directors therefore agreed to propose the appointment of Mr. Thongchai Ananthothai as an independent director to the shareholder's meeting for approval.



Voting: The resolution shall require a majority of the total votes cast by shareholders present at the meeting

Agenda 7: To approve the remuneration of the directors for the year 2021

Rationale and Background: Article 39 of the Company's Articles of Association prescribed that directors are entitled to the remuneration by means of award, meeting allowance, bonus or other benefits as approved by the shareholders in the shareholders' meeting. The shareholders may approve the amount of remuneration and method of payment for a fixed period of time or for an open period until further changes by shareholders in the shareholders' meeting.

In 2020, the shareholders, by the resolution of the 27th Annual General Meeting of Shareholders on June 26, 2020, had approved the directors' remuneration for the year 2020 an amount not exceeding Baht 16,000,000.- and assigned the Remuneration and Nomination Committee to allocate the remuneration of which the total amount of Baht 13,670,000.- had actually been allocated as per following details of approved directors' remuneration and meeting allowance : -

For the year 2021, the Remuneration and Nomination Committee, having surveyed and compared the remuneration of the Company's directors with directors of other companies in the same business or companies with similar performance in the market, then proposes the shareholders to consider and approve the directors' remuneration for the year 2021 which is cash remuneration for an amount not exceeding Baht 16,000,000.- (the same rate as year 2020) and assign the Remuneration and Nomination Committee to allocate the remuneration. The method of allocation for the directors' remuneration and the meeting allowance are as follows : -

Unit: Baht

Position	Year 2021 (This meeting)		Year 2020 Shareholders' meeting No. 27 approved	
	Remuneration Divided into and Meeting Allowance Person/Year	Quarterly Payment	Remuneration Divided into and Meeting Allowance Person/Year	Quarterly Payment
Chairman	2,000,000.-	500,000.-	2,000,000.-	500,000.-
Director	1,000,000.-	250,000.-	1,000,000.-	250,000.-
Audit Committee	400,000.-	100,000.-	400,000.-	100,000.-
Remuneration and Nomination Committee	100,000.-	-	100,000.-	-
Corporate Governance Committee	100,000.-	-	100,000.-	-

Opinion of The Board: The Board of Directors recommended the shareholders to approve the remuneration of the directors for the year 2021 an amount of not exceeding Baht 16,000,000.- and assign the Remuneration and Nomination Committee to allocate the remuneration.

Voting: The resolution shall require the votes of not less than two-thirds of the total voting rights of eligible shareholders present at the meeting (Section 90 of the Public Limited Company Act B.E. 2535).

Agenda 8: To appoint the external auditor and fix the audit fee for the year 2021

Rationale and Background: The EY Office Limited has been appointed as the Company's auditor for the year 2020, by the resolution of the 27th Annual Ordinary General Meeting of Shareholders on June 26, 2020 at a fee of Baht 2,850,000. -, which term of appointment has been completed. The shareholders will have to consider and appoint an External Auditor and also to fix the audit fee for the year 2021.

EY Office Limited has quoted the audit fee for the year 2021 in an amount of Baht 2,850,000.-, as per following details:-

Unit: Baht

	<u>Year 2021</u>	<u>Year 2020</u>	<u>Change</u>	<u>%</u>
1. Fee for Examination of the Financial Statements for the period ending 31 December 2021	1,460,000	1,460,000	-	-
2. Fee for Review of Interim Financial Statements (3 quarters, Baht 250,000.- per quarter)	750,000	750,000	-	-
3. Fee for Review of the Risk-Based Capital (RBC) report as at 30 June 2021	160,000	160,000	-	-
4. Fee for Examination of the Risk-Based Capital (RBC) report as at 31 December 2021	480,000	480,000	-	-
5. Fee for Non-Audit Services	No	No	-	-
Total	<u>2,850,000</u>	<u>2,850,000</u>	-	-

The Audit Committee and Executive Vice President, being responsible for Accounting and Treasury Department, have considered the overview of services and performance of EY Office Limited for the year 2020 and compared their service with other audit firms and noted that EY Office Limited is a reputable international audit firm with extensive experience in insurance audit. There are also no relationship and/or conflicts of interest among the independent auditor, the Company and its subsidiaries, the executives, the shareholders, or others related to those parties.

Therefore, the proposed audit fee for the year 2021 in an amount of Baht 2,850,000 which is similar to year 2020 is justified.



The Audit Committee then proposed to the shareholders to appoint the EY Office Limited as the Company's auditor for the year 2021 and to authorize anyone of the following persons of the EY Office Limited to conduct the audit and express an opinion on the financial statements of the Company:-

Name	CPA Registration No.	Experiences in Providing Audit Services to the Company	
1) Ms. Rachada Yongsawadvanich	4951	2014 – 2017 and 2019 - 2020	and/or
2) Ms. Ratana Jala	3734	Nil	and/or
3) Ms. Somjai Kunapasut	4499	Nil	and/or
4) Ms. Narissara Chaisuwan	4812	Nil	

In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

(Please see profiles of Nominated Company's Auditor for the year 2021 for Election in the Attachment 6 enclosed.)

The Company has joint ventures in 3 foreign insurance companies, which were deemed as the Company's affiliates. In the year 2021, those companies are now in the process of appointing the auditors, and it is likely that the audit firms of those affiliated companies shall remain the same as the year 2020 as follows;

- 1) Asia Insurance (Cambodia) Public Company Limited having Ernst & Young (Cambodia) Ltd. as its auditor,
- 2) Asian Insurance International (Holding) Limited having Ernst & Young (Hong Kong, China) as its auditor and
- 3) Bangkok Insurance (Lao) Company Limited having Ernst & Young Lao Company Limited as its auditor.

Opinion of The Board: The selection of the auditors and the audit fee were scrutinized and endorsed by the Audit Committee. The Board of Directors therefore recommended the shareholders to consider and appoint EY Office Limited to be the Company's auditor for another term and fix the audit fee for the year 2021 in amount of Baht 2,850,000.-

Voting: The resolution shall require a majority of the total votes cast by shareholders present at the meeting.

Agenda 9: To consider other matters (if any)



Shareholders are invited to attend the 28th Annual Ordinary General Meeting of Shareholders via electronic method (E-AGM) on the date and time as mentioned above. The Company will open the E-AGM system for registration from 1.00 p.m. onwards. The Company recommended all shareholders and/or proxy holder study the guidelines for the Electronic Meeting (E-AGM) Attendance consisting of documents required prior to attend the meeting, registration process to attend the meeting, voting conditions and procedures for attend E-AGM meeting **as detailed in the Attachment 11** and the Company will conduct the meeting in accordance with the Company's Articles of Association concerning the shareholder's meeting **as detailed in the Attachment 10**.

To protect the shareholders' benefits and rights in the case that shareholders are unable to attend the meeting themselves and intend to appoint independent director or director as specified in provided proxy forms or representatives as a proxy holder, please fill in and sign the proxy form **as detailed in Attachment 8**, affix duty stamp of Baht 20 and submit proxy form with the required registration documents **as detailed in the Attachment 11**. Please see the Profile of Independent Director Appointed to be Proxy **as detailed in the Attachment 9**, The Independent Director appointed to be proxy of shareholders does not have conflict of interest in this meeting, except for the Agenda 7 - to approve the remuneration of the directors for the year 2021.

Please submit the registration form for the 27th Annual Ordinary General Meeting of Shareholders via electronic method (E-AGM) and relevant documents to the Company **within April 16, 2021** via the following channels:

- **Post:** Reply-Mail Envelope by post (Company Secretary Office, 5th Floor, Bangkok Insurance Building 25 Sathon Tai Road, Thung Maha Mek, Sathon, Bangkok, Thailand, Tel: 02-285-7320 or 02-285-7321)
- **E-mail:** cs@bangkokinsurance.com

In addition, the Company posted the Notice of the 28th Annual Ordinary General Meeting of Shareholders and the relevant documents of this meeting on the Company's website <http://www.bangkokinsurance.com> from March 31, 2021 onwards. Any questions concerning the above agenda, please send your questions in advance to the Company within April 22, 2021 via (1) Reply-Mail Envelope by post to the Company or (2) cs@bangkokinsurance.com or (3) www.bangkokinsurance.com – Investor Relations

By resolution of the Board of Directors

Mrs. Srichitra Pramojaney
Company Secretary

**The Minutes of the 27th Annual Ordinary General Meeting of Shareholders
Bangkok Insurance Public Company Limited**

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The Meeting was convened on June 26, 2020 at the company's conference room no.1105 on the 11th floor of Bangkok Insurance Building, 25 Sathon Tai Road, Thung Maha Mek, Sathon, Bangkok, Thailand. At the opening, there were 75 shareholders and 140 proxies or a total of 215 persons, holding 52,665,378 shares or 49.4650 percent of the total units of shares (106,470,000 shares) attending the meeting in person and by proxy which constituted the quorum as stipulated in Article 42 of the Company's Articles of Association.

The Meeting commenced at 2.00 p.m.

Mr. Chai Sophonpanich, Chairman, is the Chairman of the meeting and Mrs. Srichittra Pramojaney, Company Secretary, is the secretary to the meeting.

The Chairman declared the meeting opened and assigned Mrs. Srichittra Pramojaney, Company Secretary, to conduct the meeting. After that, Mrs. Srichittra Pramojaney, Company Secretary, introduced Directors and Management Members including representatives from EY Office Limited, the Company's auditors, who presented in the meeting as follows:

1. Directors

There were 11 Directors or 91.67% of the Board and 1 advisor to the Board were present in the meeting with the following names:

- | | | |
|-----------------------|---------------|---|
| 1. Mr. Chai | Sophonpanich | - Chairman |
| 2. Dr. Apisit | Anantanatarat | - Director |
| | | - Chief Executive Officer (CEO) |
| 3. VDC Col Plengsakdi | Prakaspesat | - Independent Director |
| | | - Chairman of the Audit Committee |
| 4. Mr. Singh | Tangtaswas | - Independent Director |
| | | - Chairman of the Remuneration and Nomination Committee |
| 5. Miss Potjane | Thanavaranit | - Independent Director |
| | | - Director of the Audit Committee |
| 6. Mr. Chor.nun | Petpaisit | - Independent Director |
| | | - Director of the Audit Committee |
| 7. M.R. Supadis | Diskul | - Independent Director |
| | | - Director of the Remuneration and Nomination Committee |
| 8. Mr. Suvarn | Thansathit | - Independent Director |
| | | - Director of the Remuneration and Nomination Committee |
| 9. Mr. Virasak | Sutanthavibul | - Independent Director |
| | | - Chairman of the Corporate Governance Committee |
| | | - Director of the Remuneration and Nomination Committee |
| 10. Mrs. Nintira | Sophonpanich | - Independent Director |
| | | - Director of the Corporate Governance Committee |

- | | | |
|-----------------|---------------|--|
| 11. Mr. Panus | Thiravanitkul | - Director
- Director of the Corporate Governance Committee |
| 12. Mr. Voravit | Rojrapitada | - Advisor to the Board |

2. Management Members

There were 19 Management Members present in the meeting with the following names:

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|---------------------|--------------------|--|
| 1. Mr. Suphat | Yookongbandhu | - Executive Vice President |
| 2. Mrs. Srichittra | Pramojaney | - Executive Vice President
- Company Secretary |
| 3. Mr. Jakkrit | Chewanuntapornchai | - Executive Vice President |
| 4. Ms. Paveena | Juchuan | - Executive Vice President |
| 5. Mr. Chawan | Sophonpanich | - Executive Vice President |
| 6. Mr. Torsak | Chongkewtrakul | - Advisor |
| 7. Mr. Anon | Vangvasu | - Advisor |
| 8. Mr. Suchart | Chirayuwat | - Advisor |
| 9. Ms. Lasa | Sophonpanich | - Senior Vice President
Broker Business Unit |
| 10. Mr. Pitiphong | Chaochaikhong | - Senior Vice President
Personal Lines Business Unit |
| 11. Mr. Theerayut | Kitvoraphat | - Senior Vice President
Branch Network and Ventures |
| 12. Mr. Yingyot | Sangchai | - Senior Vice President
Motor Claims Department |
| 13. Mr. Sarawut | Deesomboon | - Senior Vice President
Non-Motor Claims Department |
| 14. M.L. Chalitpong | Sanidvong | - Senior Vice President
Information Technology Department |
| 15. Mr. Vichien | Moleewon | - First Vice President
Internal Audit Office |
| 16. Mr. Suphachai | Assawarakse | - First Vice President
Accounting and Treasury Department |
| 17. Mr. Anek | Keereesathien | - First Vice President
Company Secretary Office
- Acting Senior Vice President
Legal Department |
| 18. Mr. Ekamol | Aungkavattana | - Vice President Investment Office |
| 19. Ms. Umaporn | Hualbuttar | - Vice President Compliance Office
- Vice President
Enterprise Risk Management Division |

3. Representative from EY Office Limited, the Company's auditors

There were 2 representatives present in the meeting with the following names:

- | | | |
|----------------|-----------------|-----------|
| 1. Ms. Rachada | Yongsawadvanich | - Partner |
| 2. Ms. Ninnate | Laopatarakasem | - Manager |

After the introduction, Mrs. Srichittra Pramojaney, Company Secretary, informed the meeting the voting procedures that:

The Chairman will ask the attendees to cast the vote for each agenda. Any shareholder who wishes to disapprove or abstain, so please raise his/her hand and then mark as disapprove or abstain on the ballot papers received at the registration desk. Then hand it in to the staff for counting the votes. The number of disapprovals, abstains and voided ballot will be deducted from the total votes of shareholders attending the meeting. The Chairman shall announce the result when the vote count has been completed. If there is no shareholder raising his/her hand, it shall be deemed that all shareholders agree on that agenda.

Regarding the proxies which the shareholders already indicated their votes, the Company shall count and record the votes as specified by the shareholders. If any shareholders have not indicated their votes, the proxies please cast votes with the same procedure used for the self-attending shareholders mentioned above.

After the meeting adjourns, please hand in the remaining ballot papers to our staff for records.

On the agenda regarding the appointment of directors, the Chairman will ask the attendees to cast the vote for each nominee.

To ensure transparency of vote counting and be in line with the principle of good corporate governance, Mrs. Srichittra Pramojaney, Company Secretary, invited a representative of the shareholders, Mr. Jessada Yip, Minority Shareholder, to act as an independent witness observing the vote counting.

Shareholders acknowledged the voting procedures, Mrs. Srichittra Pramojaney, Company Secretary, then conducted the meeting in accordance with the Company's Article of Association and the specified agenda respectively as follows:

Agenda 1: To certify the Minutes of the 26th Annual Ordinary General Meeting of Shareholders held on April 26, 2019

Mrs. Srichittra Pramojaney, Company Secretary, proposed to the meeting to consider and certify the minutes of the 26th Annual Ordinary General Meeting of Shareholders held on April 26, 2019 and inquired whether any shareholder would like to ask or make any amendment. There was neither proposal nor query; the resolution was then concluded as follows:

RESOLUTION:

The Meeting, by majority of the total votes cast by shareholders present at the meeting, certified the minutes of the 26th Annual Ordinary General Meeting of Shareholders held on April 26, 2019. During the meeting on the agenda 1, there were 11 additional shareholders (6 shareholders and 5 proxies) with 431,042 shares attending the meeting, thus making a total of 226 shareholders, holding 53,096,420 shares attending the meeting. The vote result of the agenda 1 was as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 1:

<input checked="" type="checkbox"/> approve	53,090,720	votes (98.9893 %)
<input type="checkbox"/> disapprove	0	votes (0.0000 %)
<input type="checkbox"/> abstain	5,700	votes (0.0107 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

Agenda 2: To acknowledge the Board of Directors' Report on the Company's Performance for the year 2019

Dr. Apisit Anantanarat, Chief Executive Officer and Director, reported and highlighted results of the Company's Performance for the year 2019 compared to the year 2018 as follows:

	Unit: Million Baht		
	2019	2018	Change (%)
Gross Written Premium	21,008.9	17,326.2	21.3
Profits (Loss) on Underwriting after Contributions	2,242.2	2,551.7	(12.1)
<u>Less</u> Operating Expenses	1,078.3	1080.8	(0.2)
<u>Less</u> Finance Costs	2.5	3.2	(21.8)
Net Underwriting Profit (Loss)	1,161.4	1,467.7	(20.9)
Net Investment Income	1,624.6	1,317.6	23.3
Profits before Income Tax Expenses	2,786.0	2,785.3	0.03
<u>Less</u> Income Tax Expenses	334.7	378.5	(11.6)
Net Profits	2,451.3	2,406.8	1.8
Earning Per Share (Baht)	23.02	22.61	1.8

Dr. Apisit Anantanarat, Chief Executive Officer and Director, reported that written premium for the year 2019 increased by 21.3 percent from the year 2018 and the underwriting profit after contributions of Baht 2,242.2 million in the year 2019 has decreased by 12.1 percent from the year 2018. After deducting operating expenses and finance costs, the Company has a net underwriting profit of Baht 1,161.4 million in the year 2019 or a decrease of 20.9 percent from the year 2018.

In addition, the Company has the net investment income of Baht 1,624.6 million which has decreased by 23.3 percent from the year 2018. As a result, the Company has a net profit, after income tax expenses, of Baht 2,451.3 million or an increase of 1.8 percent from the year 2018 as per details in the operating result of year 2019 which can be found in the Annual Report 2019 on pages 3, 9 to 13, 18 and 82 to 139 sent to shareholders.

Dr. Apisit Anantanarat, Chief Executive Officer and Director, reported to the Meeting in regard to the actions against corruption under the Company's anti-corruption policy that the Company has consisted and strictly implemented an Anti-Bribery and Corruption program. The Company has operated the business in a transparent, compliant and justified manner as stipulated in Corporate Governance Code and determined the Anti-Corruption and Anti-Bribery measure in Corporate Governance policy and Business Code of Conduct for BKI's directors and officers to comply with. In year 2019, the Company arranged the training courses for employees in order to educate and assure compliance with Anti-Bribery and Corruption program, including determined additional measures regarding to the internal control of disbursement. The Company also constantly evaluated, monitored and reviewed the employees' performance.

Moreover, in the year 2019, the Company sent employees to attend the external training course named Corruption Risk & Control Technical Update held by Thai Institute of Directors.

The meeting was opened for any queries or comments regarding the Company's Performance for the year 2019.

1. Mr. Anu Vongsarakit, Minority Shareholder, asked the following questions:

1.1 Could the Company explain with more detail about the Company's performance concerning motor and non-motor insurance underwriting activities and the Company's business strategic plan for the year 2020.

Dr. Apisit Anantanarat, Chief Executive Officer and Director, answered the questions as follows:

1) In the year 2019, the Company has made a huge leap, with the volume of written premium growing by 21.3 percent while the written premium in the insurance industry slightly increased by 5.2 percent. The reasons for significant growth of the Company's written premium were as follows: 1) There were mergers and acquisitions between middle-sized insurance companies resulting in a change in ranking of the non-life insurance market share. The Company had therefore to adopt new business strategies in order to maintain the top 3 ranking of the non-life insurance market share next to Viriyah Insurance Public Company Limited and Dhipaya Insurance Public Company Limited, the 1st and the 2nd rank respectively, and 2) The Company considered to maintain proportions of motor insurance at 40% - 43% and non-motor insurance at 57% - 60% because loss ratio of motor insurance is 70%, and that might increase high risk if motor insurance underwriting expands.

2) In the year 2020, the COVID-19 virus global pandemic has highly impacted the insurance industry in both positive and negative ways. For the positive impacts, the Company initiated COVID-19 insurance policy with lump sum payout, the first of its kind in Thailand, resulting in rapid growth of the written premium in the 1st quarter of the year 2020, and the declaration of the Emergency Decree on Public Administration in Emergency Situations decreased the Company's loss ratio due to the lockdown measure. For the negative impact, an economic slowdown has caused a decrease in insured assets in the insurance market as well as a decrease in written premium of travel accident insurance, marine and transportation insurance.

3) The Company estimates that the Company will be able to grow up 8% after the 1st quarter of the year 2020 resulting from the written premium of government projects and the encouragement campaign by government to purchase insurance such as rice insurance and crop insurance project.

1.2 Does the Company arrange reinsurance in motor insurance policy.

Dr. Apisit Anantanarat, Chief Executive Officer and Director, answered that motor insurance has a diversifiable risk. The maximum sum insured of motor insurance depends on a value of the vehicle so the Company has a potential to carry the damage even it is a total loss. The aforementioned reason together with our financial stability, the Company does not need to arrange reinsurance in motor insurance.

1.3 Is there any other insurance which its premium can cover a decrease in non-motor insurance premium i.e. aviation insurance.

Dr. Apisit Anantanatarat, Chief Executive Officer and Director, answered that non-motor insurance premium has a slight decrease. However, the Company has stimulated the increase in other types of insurance portfolio, i.e. industrial all risk insurance or other types of insurance that well respond to the customer needs in current circumstances, in order to cover insurance that might decrease in premium.

1.4 Does the Company has a foreign investment.

Dr. Apisit Anantanatarat, Chief Executive Officer and Director, answered that the Company has made investments in the Lao People's Democratic Republic and the Kingdom of Cambodia in the forms of joint venture business, and representative office in the Republic of the Union of Myanmar for the purpose of conducting marketing research. In addition, the Company also has made business alliances in the forms of fronting partner with international insurance companies.

1.5 What is the investment strategy under present economic situation.

Mr. Chai Sophonpanich, Chairman, answered that under the current circumstance, the Company does not have a policy to make any investment until the economic recovers.

There was no further question or comment; this agenda has been then concluded as follows:

RESOLUTION:

The Meeting acknowledged the Board of Directors' Report on the Company's Performance for the year 2019.

Agenda 3: To acknowledge the fourth interim dividend payment for the year 2019

Mrs. Srichitra Pramojaney, Company Secretary, reported the fourth interim dividend payment for the year 2019 to the meeting as follows:

Due to the rapid spread of the COVID-19 virus, the Company decided to postpone the 27th Annual Ordinary General Meeting of Shareholder which previously set on April 24, 2020. However, in order to reduce the impacts of shareholders' right to receive dividend from indefinite postponement of 27th Annual Ordinary General Meeting of Shareholders, the Board of Directors had a resolution to pay the fourth interim dividend for the year 2019 at Baht 5 per share allocated from net profits as appeared in the Balance Sheet and Profit and Loss Statement as at December 31, 2019 to shareholders entitled to receive the dividend of record as of March 13, 2020 (Record Date). The Company made a dividend payment on May 11, 2020. The first to the third interim dividend payments declared and paid for year 2019 at the rate Baht 9 per share together with this fourth interim dividend payment, the total interim dividend payments for the year 2019 shall be Baht 14 per share. In this regard, the Board of Directors had a decision not to propose any additional dividend payment for the operation of the year 2019

For the year 2019, the Company posted a net profit, after tax expense, of Baht 2,451,281,469.- and other comprehensive loss for the year, not having been recognized in profit in subsequent periods, of Baht 139,952,043.- included the unappropriated accumulative profit brought forward of Baht 2,870,358,577.-, the total unappropriated accumulative profit is Baht 5,181,688,003.- The Board of Directors had agreed and already made the first to the fourth interim dividend payments at Baht 14 per share which was allocated from net profits for a total amount of Baht 1,490,580,000.-. The details of the net profit allocation are as follows:

Unit : Thousand Baht

(2019) (2018)

The 1 st interim dividend payment @ 3 Baht per share	319,410	319,410
The 2 nd interim dividend payment @ 3 Baht per share	319,410	319,410
The 3 rd interim dividend payment @ 3 Baht per share	319,410	319,410
The 4 th interim dividend payment (year 2019) / The final dividend payment (year 2018) @ Baht 5 per share	532,350	532,350
Allocate to general reserve	--	3,900,000
Unappropriated retained earnings	<u>3,691,108</u>	<u>2,870,359</u>
Total	<u>5,181,688</u>	<u>8,260,939</u>

The meeting was opened for any queries or comments regarding the fourth interim dividend payment for the year 2019. There was neither query nor comment; the resolution was then concluded as follows:

RESOLUTION:

The Meeting acknowledged the fourth interim dividend payment for the year 2019.

Agenda 4: To rectify the performance of the Board of Directors during the postponement of Annual Ordinary General Meeting of Shareholders

Mrs. Srichittra Pramojaney, Company Secretary, reported to the meeting that due to the postponement of the 27th Annual General Meeting of Shareholders under the situation of the rapid spread of the COVID-19 virus, the Board of Directors performed their duties according to the resolutions of preceding Annual Ordinary General Meeting of Shareholders until the resolutions of the 27th Annual Ordinary General Meeting of Shareholders was passed. Therefore, the performance of the Board of Directors during the postponement requires rectifications from the meeting.

The Board of Directors then recommended shareholders to rectify the performance of the Board of Directors during the postponement of the 27th Annual Ordinary General Meeting of Shareholders as follows:

1. The performance of the directors who completed their term in the year 2020 until 27th Annual Ordinary General Meeting of Shareholders approved the appointment of directors to succeed those completing their terms.

2. The remuneration of the directors for the year 2020. Such remuneration was the same rate as approved by preceding Annual Ordinary General Meeting of Shareholders until the 27th Annual Ordinary General Meeting of Shareholders approved the remuneration of the directors for the year 2020.

3. The external auditor and the auditing fee for the year 2020. The external auditor as approved by preceding Annual Ordinary General Meeting of Shareholders was able to perform the audit and express an opinion on the Company's Financial Statements and Risk Based Capital Report at the same auditing fee as approved by preceding Annual Ordinary General Meeting of Shareholders until the 27th Annual Ordinary General Meeting of Shareholders approved the appointment of the external auditor and the auditing fee for the year 2020.

The meeting was opened for any queries or comments regarding the rectification of the performance of the Board of Directors during the postponement of Annual Ordinary General Meeting of Shareholders. There was neither query nor comment; the resolution was then concluded as follows:

RESOLUTION:

The Meeting, by majority of the total votes cast by shareholders present at the meeting, rectified the performance of the Board of Directors during the postponement of Annual Ordinary General Meeting of Shareholders. During the meeting on the agenda 4, there were 16 additional shareholders (10 shareholders and 6 proxies) with 21,482 shares attending the meeting, thus making a total of 242 shareholders, holding 53,117,902 shares attending the meeting. The vote result of the agenda 4 was as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 4:

<input checked="" type="checkbox"/> approve	53,099,702	votes (99.9657 %)
<input type="checkbox"/> disapprove	0	votes (0.0000 %)
<input type="checkbox"/> abstain	18,200	votes (0.0343 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

Agenda 5: To approve the Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2019 as approved by Certified Public Accountant and Audit Committee

Mrs. Srichitra Pramojaney, Company Secretary, proposed the meeting to approve the Company's Statements of Financial Position and Statement of Comprehensive Income as at December 31, 2019 as approved by Certified Public Accountant and Audit Committee. The financial statements are disclosed in pages 79 - 139 of the Annual Report year 2019 submitted to all shareholders along with the invitation letter.

The meeting was opened for any queries or comments regarding the Company's Statements of Financial Position and Statement of Comprehensive Income

1. Mr. Anu Vongsarakit, Minority Shareholder, asked the following questions.

1.1 What is the reason of a decrease in the total assets of the Company.

Dr. Apisit Anantanatarat, Chief Executive Officer and Director, answered that because of the stock prices move down due to the stock market fluctuation by the end of the year 2019 led to a decrease in value of available-for-sale investments and available-for-sale investment assets.

1.2 What is the reason of an increase in the other reserves account in the year 2019.

Mrs. Srichittra Pramojaney, Company Secretary, answered that it occurred because of the allocation of unappropriated retained earnings of Baht 3,900 million to other reserves account.

1.3. What is the effect from applying new financial reporting standards in the year 2020.

Mrs. Srichittra Pramojaney, Company Secretary, answered that the Company will apply the TFRS 9, financial instruments and TFRS 17 ,Insurance Contracts, which will be effective in 2024. However, the Company has partially complied TFRS 9 in the 1st quarter of year 2020. In addition, the Company has already applied TFRS 16 since 1st quarter for the year 2020, which affected the Company's Statements of Financial Position approximately Baht 700 million.

1.4. What is the reason of a negative cash flows and cash equivalents in cash flow statements as appeared in page 87 of Annual Report.

Mrs. Srichittra Pramojaney, Company Secretary, answered that the negative inflows and outflows of "cash and cash equivalents" is part of cash management activities, which may normally increase or decrease.

2. Mr. BA SANT KUMAR DUGAR, Minority Shareholder, suggested that the Company might insert some details, such as Net Debt Ratio and Growth Ratio, in Annual Report for more clarification.

There was no further question or comment; this agenda has been then concluded as follows:

RESOLUTION:

The Meeting, by majority of the total votes cast by shareholders present at the meeting, approved the Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2019. During the meeting on the agenda 5, there was no additional shareholder attending the meeting thus making a total of 242 shareholders, holding 53,117,902 shares attending the meeting, and the votes result of agenda 5 was as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 5:

<input checked="" type="checkbox"/> approve	53,094,002	votes (99.9550 %)
<input type="checkbox"/> disapprove	0	votes (0.0000 %)
<input type="checkbox"/> abstain	23,900	votes (0.0450 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

Agenda 6: To appoint directors to succeed those completing their terms

Chairman assigned Mr.Singh Tangtaswas, Independent Director and Chairman of the Remuneration and Nomination Committee, to report this agenda to the meeting.

Mr. Singh Tangtaswas reported to the meeting that the Board of Directors is comprise of 12 members and in every Annual Ordinary General Meeting, one-third or the nearest to one-third of the directors who have served the company longest will be retired by rotation; however, the retired directors are eligible for re-election. In the year 2020, the four directors who are due to retirement by rotation are as follows:

- | | |
|----------------------------------|---|
| 1.VDC Col Plengsakdi Prakaspesat | - Independent Director
- Chairman of the Audit Committee |
| 2. Mr. Suvarn Thansathit | - Independent Director
- Director of the Remuneration and Nomination Committee |
| 3. Mr. Virasak Sutanthavibul | - Independent Director
- Chairman of the Corporate Governance Committee
- Director of the Remuneration and Nomination Committee |
| 4. Mr. Panus Thiravanitkul | - Director
- Director of the Corporate Governance Committee |

The Company, in compliance with the best practice for corporate governance, invited all shareholders to nominate any qualified person to be elected as Company's director as well as to propose any meeting agenda through the Company's website for the period from October 1, 2019 to December 31, 2019. This invitation was also posted via the Stock Exchange of Thailand's website. However, there was neither proposal of director nominee nor meeting agenda submitted to the Company.

The Board of Directors, excluding directors who might have conflict of interests, considered the proposed directors whom passed the selection process of the Remuneration and Nomination Committee, and thoroughly and carefully considered on the knowledge, expertise, good morals and ethical principles, clear career records and time devotion to the Company that the retiring directors have appropriate qualifications for the business operation of the Company, and had proposed to the meeting to re-elect the four retiring directors namely (1) VDC Col Plengsakdi Prakaspesat (2) Mr. Suvarn Thansathit (3) Mr. Virasak Sutanthavibul and (4) Mr. Panus Thiravanitkul to serve as the Company's directors for another term.

The four directors consist of three independent directors namely (1) VDC Col Plengsakdi Prakaspesat (2) Mr. Suvarn Thansathit and (3) Mr. Virasak Sutanthavibul, who have demonstrated themselves and independently expressed their opinion according to relevant rules and regulations, however, they have served as independent directors with more than nine years in their directorship and have brought about their extensive experience, knowledge and expertise to beneficially contribute in formulating strategy and business operation of the Company. Additionally, Mr. Panus Thiravanitkul has knowledge, expertise and accountable performance.

The meeting was opened for any queries or comments regarding the appointment of directors to succeed those completing their term. There was neither query nor comment. Mr. Singh Tangtaswas proposed to the meeting to re-elect the above retiring directors. For the shareholders who disapprove or abstain from voting please raise his/her hand for making a resolution. If there was no person raise his/her hand, it would be deemed that shareholders approve the nominated persons to be elected as the Company's directors. However, the Company will collect the ballot papers from shareholders after the meeting adjourns, all marking as approve, disapprove and abstain.

Mr. Singh Tangtaswas then requested the meeting to consider and vote individually for each nominated director, and the vote results for each nominated director were as follows:

1. VDC Col Plengsakdi Prakaspesat - Independent Director
- Chairman of the Audit Committee
(re-elected)

During the meeting on this agenda, there was no additional shareholder attending the meeting thus making a total of 242 shareholders, holding 53,117,902 shares attending the meeting. The voting results for VDC Col Plengsakdi Prakaspesat was then concluded as follows;

<input checked="" type="checkbox"/> approve	53,112,588	votes (99.9900 %)
<input type="checkbox"/> disapprove	5,314	votes (0.0100 %)
<input type="checkbox"/> abstain	0	votes (0.0000 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

2. Mr. Suvarn Thansathit - Independent Director
- Director of the Remuneration and
Nomination Committee
(re-elect)

During the meeting on this agenda, there was no additional shareholder attending the meeting thus making a total of 242 shareholders, holding 53,117,902 shares attending the meeting. The voting results for Mr. Suvarn Thansathit was then concluded as follows:

<input checked="" type="checkbox"/> approve	53,111,048	votes (99.9871 %)
<input type="checkbox"/> disapprove	6,854	votes (0.0129 %)
<input type="checkbox"/> abstain	0	votes (0.0000 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

3. Mr. Virasak Sutanthavibul - Independent Director
- Chairman of the Corporate
Governance Committee
- Director of the Remuneration and
Nomination Committee
(re-elected)

During the meeting on this agenda, there was 1 additional shareholder with 112 shares attending the meeting, thus making a total of 243 shareholders, holding 53,118,014 shares attending the meeting. The voting results for Mr. Virasak Sutanthavibul was then concluded as follows:

4. Mr. Panus Thiravanitkul

- Director and
- Director of the Corporate Governance Committee (re-elected)

<input checked="" type="checkbox"/> approve	53,113,054	votes (99.9907 %)
<input type="checkbox"/> disapprove	4,960	votes (0.0093 %)
<input type="checkbox"/> abstain	0	votes (0.0000 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

The Meeting, by majority of the total votes cast by shareholders present at the meeting, re-elected four retiring directors, as the Company's directors for another term.

- | | |
|------------------------------------|---|
| (1) VDC Col Plengsakdi Prakaspesat | - Independent Director |
| | - Chairman of the Audit Committee |
| (2) Mr. Suvarn Thansathit | - Independent Director |
| | - Director of the Remuneration and Nomination Committee |
| (3) Mr. Virasak Sutanthavibul | - Independent Director |
| | - Chairman of the Corporate Governance Committee |
| | - Director of the Remuneration and Nomination Committee |
| (4) Mr. Panus Thiravanitkul | - Director |
| | - Director of the Corporate Governance Committee |

1) Mr. Chai	Sophonpanich	- Chairman
2) VDC Col Plengsakdi	Prakaspesat	- Independent Director
		- Chairman of the Audit Committee
3) Mr. Singh	Tangtaswas	- Independent Director
		- Chairman of the Remuneration and Nomination Committee
4) Ms. Potjane	Thanavaranit	- Independent Director
		- Director of the Audit Committee

5) Mr. Chor.nun	Petpaisit	- Independent Director - Director of the Audit Committee
6) M.R. Supadis	Diskul	- Independent Director - Director of the Remuneration and Nomination Committee
7) Mr. Suvarn	Thansathit	- Independent Director - Director of the Remuneration and Nomination Committee
8) Mr. Virasak	Sutanthavibul	- Independent Director - Chairman of the Corporate Governance Committee - Director of the Remuneration and Nomination Committee
9) Mrs. Nintira	Sophonpanich	- Independent Director - Director of the Corporate Governance Committee
10) Mr. Satoru	Ogura	- Independent Director
11) Mr. Panus	Thiravanitkul	- Director - Director of the Corporate Governance Committee
12) Dr. Apisit	Anantanatarat	- Director - Chief Executive Officer (CEO)

Agenda 7: To approve the remuneration of the directors for the year 2020

Chairman assigned Mr. Singh Tangtaswas, Independent Director and Chairman of the Remuneration and Nomination Committee, to report this agenda to the meeting.

Mr. Singh Tangtaswas reported to the meeting that in the 26th Annual Ordinary General Meeting of Shareholders held on April 26, 2019, the shareholders had approved the directors' remuneration for the year 2019 an amount not exceeding Baht 12,500,000.- which in accordance with the recommendation of the Remuneration and Nomination Committee and assigned the Remuneration and Nomination Committee to allocate this remuneration, which a total amount of Baht 10,890,000.- had actually been allocated. The details can be found in the Annual Report year 2019 on pages 148 - 149.

The Remuneration and Nomination Committee surveyed and compared assets, net income and the remuneration of the Company's directors with other companies in the same business or similar performance in the market, then proposed the shareholders to consider and approve the directors' remuneration for the year 2020 for an amount not exceeding Baht 16,000,000.- and assigned the Remuneration and Nomination Committee to allocate the remuneration. The method of allocation for the directors' remuneration and the meeting allowance for the year 2020 are as follows:

Unit: Baht

	<u>Remuneration and Meeting Allowance</u> <u>Person/Year</u>	<u>Divided into</u> <u>Quarterly Payment</u>
- Chairman	2,000,000.-	500,000.-
- Director	1,000,000.-	250,000.-
- Audit Committee	400,000.-	100,000.-
- Remuneration and Nomination Committee	100,000.-	--
- Corporate Governance Committee	100,000.-	--

The remuneration of the directors requires approval from the shareholders, and the resolution shall be approved by a vote of not less than two-thirds of the total voting rights of eligible shareholders present at the meeting.

Mr. Singh Tangtaswas then asked if there were any queries or comments regarding the directors' remuneration for the year 2020.

1. Mr. Anu Vongsarakit, Minority Shareholder, asked a question regarding the reason for increasing the remuneration of the Company's directors for the year 2020.

Mr. Singh Tangtaswas, Independent Director and Chairman of the Remuneration and Nomination Committee, answered that the remuneration of the Company's directors has not been increased for 5 consecutive years. Also, the Company took into account the performance of the Company in the year 2019 and also compared assets, net income and the remuneration of the Company's directors with other companies in the same business or similar performance in the market. Therefore, an increase in the remuneration of the Company's directors in the year 2020 was considered justified.

2. Mr. BA SANT KUMAR DUGAR, Minority Shareholder, suggested the Company to reward bonus to the Company's directors in order to earn a tax benefit.

There was no further question or comment; this agenda has been then concluded as follows:

RESOLUTION:

The Meeting, by the majority of more than two-thirds of the total voting rights of eligible shareholders present at the meeting, approved to fix the remuneration of the directors for the year 2020 at not exceeding Baht 16,000,000.- per annum and assigned the Remuneration and Nomination Committee to allocate this remuneration. During the meeting on the agenda 7, there was no additional shareholder attending the meeting thus making a total of 243 shareholders, holding 53,118,014 shares attending the meeting, and the votes result of agenda 7 was as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 7:

<input checked="" type="checkbox"/> approve	53,112,314	votes (99.9893 %)
<input type="checkbox"/> disapprove	0	votes (0.0000 %)
<input type="checkbox"/> abstain	5,700	votes (0.0107 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

Agenda 8: To appoint the external auditor and fix the audit fee for the year 2020

Chairman assigned VDC Col Plengsakdi Prakaspesat, Independent Director and Chairman of the Audit Committee, to report this agenda to the meeting.

VDC Col Plengsakdi Prakaspesat reported to the meeting that the EY Office Limited appointed by the resolution of the 26th Annual Ordinary General Meeting of shareholders as the Company's auditor for the year 2019 has completed its duty. Therefore, the Board of Directors, by the recommendation of the Audit Committee, would like to propose to the meeting to appoint the EY Office Limited as the Company's auditor for the year 2020 and to authorize anyone of the following persons of the EY Office Limited to conduct the audit and express an opinion on the financial statements of the Company:

- | | | |
|------------------|------------------|---------------------------------|
| 1) Ms. Rachada | Yongsawadvanich, | CPA Registration No.4951 and/or |
| 2) Ms. Ratana | Jala, | CPA Registration No.3734 and/or |
| 3) Ms. Somjai | Khunpasut, | CPA Registration No.4499 and/or |
| 4) Ms. Narissara | Chaisuwan | CPA Registration No.4812 |

In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

Furthermore, the Board of Directors, by the recommendation of the Audit Committee, would like to propose to the meeting to fix the audit fee for the year 2020 in an amount of Baht 2,850,000.- as per following details:-

Unit: Baht/Per Annum

	<u>Year 2020</u> (1)	<u>Year 2019</u> (1)	<u>Change</u> (3) = (1)-(2)	<u>%</u>
1. Fee for Examination of the Financial Statements for the period ending 31 December 2020	1,460,000	1,370,000	90,000	6.56
2. Fee for Review of Interim Financial Statements (3 quarters, Baht 250,000.- per quarter)	750,000	690,000	60,000	8.69
3. Fee for Review of the Risk-Based Capital (RBC) report as at 30 June 2020	160,000	150,000	10,000	6.66
4. Fee for Examination of the Risk-Based Capital (RBC) report as at 31 December 2020	480,000	450,000	30,000	6.66
5. Fee for Non-Audit Services	No	No	-	-
Total	<u>2,850,000</u>	<u>2,660,000</u>	<u>190,000</u>	<u>7.14</u>

The Audit Committee and Executive Vice President, being responsible for Accounting and Treasury Department, have considered the overall services and performance of EY Office Limited for the year 2019 and compared its service with other audit firms and noted that EY Office Limited is a reputable international audit firm with extensive experience in insurance audit. There are also no relationship and/or conflicts of interest among the independent auditor, the Company and its subsidiaries, the executives, the shareholders, or others related to those parties. The Audit Committee views that the audit fee for the year 2020 in an amount of Baht 2,850,000.- which is Baht 190,000.- increase, equivalent to 7.14 percent increase compared to the audit fee for the year 2019, is justified.

VDC Col Plengsakdi Prakaspesat, then asked the meeting if there were any queries or comments regarding the auditor appointing and the audit fee.

1. Mr. Anu Vongsarakit, Minority Shareholder, asked questions regarding the reason for increasing the audit fee for the year 2020 and the details of the fee for review and examine the Risk-Based Capital (RBC) report.

VDC Col Plengsakdi Prakaspesat, Independent Director and Chairman of the Audit Committee, answered that the Company considered the provision of services and performance of EY Office Limited for the year 2019 and compared its services with other audit firms. The Company then deemed that The EY Office Limited is a reputable international audit firm with extensive experiences in insurance audit.

Ms. Ratchada Yongsawadvanich, Partner of The EY Office Limited, added that the Office of Insurance Commission (OIC) required insurance companies to produced and its auditor to review and examine the Risk-Based Capital (RBC) report, which is shown in item 3 and item 4 of the Company's notification of the 27th Annual Ordinary General Meeting of Shareholders. Such review and examination of the Risk-Based Capital (RBC) report have different scope of work, which results in having a different audit fee. In addition, the new financial reporting standards require extensive time on audit procedures. Therefore, EY Office Limited considered that increasing the audit fee for the year 2020 was justified.

2. Mr. Sataporn Kotheeranurak, Minority Shareholder, asked a question whether using the technology for revenue calculation and accounting record may decrease the audit fee.

Ms. Ratchada Yongsawadvanich, Partner of EY Office Limited, answered that even though the Company use the technology for revenue calculation and accounting record, EY Office Limited requires the information technology teams to support and examine such technology system, which the audit fee still remains..

There was no further question or comment; this agenda has been then concluded as follows:

RESOLUTION:

The Meeting, unanimously, appointed EY Office Limited as the Company's auditor for the year 2020 and authorized Ms. Rachada Yongsawadvanich, CPA No.4951 and/or Ms. Ratana Jala, CPA Registration No.3734 and/or Ms. Somjai Khunpasut, CPA No.4499 and/or Ms. Narissara Chaisuwan CPA No. 4812 with the audit fee in an amount of Baht 2,850,000.-. In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

During the meeting on the agenda 8, there was 1 additional shareholder with 100 shares attending the meeting, thus making a total of 244 shareholders, holding 53,118,114 shares. The vote results of the agenda 8 was as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 8:

<input checked="" type="checkbox"/> approve	53,118,114	votes (100.0000%)
<input type="checkbox"/> disapprove	0	votes (0.0000 %)
<input type="checkbox"/> abstain	0	votes (0.0000 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

Agenda 9: To consider other matters (if any)

Chairman queried whether there were any other matters which the shareholders would like to propose for consideration.

Since there were no other matters, the Chairman informed the meeting that for the 27th Annual Ordinary General Meeting of Shareholders, all agendas had been completed and he opened the floor for general questions or comments.

1. Mr. Sataporn Kotheeranurak, Minority Shareholder, asked the following questions:

1.1 Firstly, what is the risk of using technology for calculating gross written premium by insurance types. Secondly, what is analytical procedures on disaggregate gross premium written by insurance types. Thirdly, what is the value affected from adjustments made through Journal Vouchers.

Dr. Apisit Anantanarat, Chief Executive Officer and Director, answered that the Company has utilized technology to support organizational performance extensively and systematically. Our working process has been designed to connect with the Company's database and keep record while proceeding data. Furthermore, the Company has also detection process to protect against technology failure.

Ms. Ratchada Yongsawadvanich, Partner of EY Office Limited, added explanations as follows:

1) The analytical review procedures of gross premium written and concerning ratio by insurance main group product are able to prove the fairness of the Company's Financial Statement to the auditor.

2) The audit examination has not found any inconsistency on the Journal Voucher.

1.2 Is there any impact on the Company from complying with TFRS 15, Revenue from contracts with customers.

Ms. Ratchada Yongsawadvanich, Partner of EY Office Limited, answered that TFRS 15 more directly impacts on the Life Assurance company. Consequently, TFRS 15 does not have any impact on the Company.

1.3 Is there any impact on the Company's financial statements in the first quarter of the year 2020 and the year ended 2020 from complying with the TFRS 9.

Mr. Ekamol Aungkavattana, Vice President of Investment Office, answered that the Company has not completely complied with TFRS 9 but followed accounting practices of the Federation of Accounting Professions, which impacts are as follows: 1) The Company has reserved for doubtful accounts of debtors by using Expected Credit Loss (ECL) Model which is to measure credit risk from the time a loan is originated, the reserve on Expected Credit Loss – Investment was approximately Baht 43 million has been recorded. 2) The Company needs to adjust the calculation of general investments on non-listed securities by complying with finance theories i.e. discounted cash flow model or dividend discount model, which resulted in a higher value of shares.

1.4 What is the reason that a loss of revaluation on available-for-sale investments increases from year 2019.

Dr. Apisit Anantanarat, Chief Executive Officer and Director, answered that the Company emphasized on strategic investments and has invested in Bangkok Bank Public Company Limited, Bumrungrad International Hospital Public Company Limited and Bangkok Life Assurance Public Company Limited equivalent to 70 percent of the total portfolio investment. When the stock market fluctuated, the value of the Company's investment also decreased. However, the adjustment of non-listed securities values calculation method as mentioned above results a decrease in loss.

2. Mr. Anu Vongsarakit, Minority Shareholder, asked a question regarding the Company's business strategy under price competitive situation in the market.

Dr. Apisit Anantanarat, Chief Executive Officer and Director, answered that price is a main factor influencing on purchasing decisions. However, the Company's policy is to create a balance between the growth and the performance of the Company, as a result, the Company must consider relevant information to ensure appropriate insurance premium rate.

3. Mr. Narongrit Patitin, Proxy of Textile Prestige Public Company Limited, asked a question regarding the reason of an increase in loss ratio in the 1st quarter of the year 2020 even when under the declaration of the Emergency Decree on Public Administration in Emergency Situations.

Dr. Apisit Anantanarat, Chief Executive Officer and Director, answered that the reasons of an increase in loss ratio in the 1st quarter of the year 2020 were as follows: 1) The Company had to make some claim payment on personal accident to a group of client. 2) The declaration of the emergency situations in late March 2020 caused a large number of claims because customers took an opportunity to get a vehicle fixed under Lock Down situation.

4. Mrs. Nuchanun Chansirithanaphat, Minority Shareholder, asked a question regarding insurance distribution channel via the online platform or mobile application.

Dr. Apisit Anantanarat, Chief Executive Officer and Director, answered that the Company has developed online platform, i.e. Facebook, Twitter, Line application, to be distribution channels and customer service channel, including Chat Bot technology in order to reduce manpower. In addition, the Company also designed the online platform which enables business partners to smoothly connect to the Company's system via application interface. Such online platform development significantly reduces operational costs, which benefits to customer due to the decrease in insurance premium rate.

5. Mr. BA SANT KUMAR DUGAR, Minority Shareholder, suggested that the Company should diversify investment portfolio for the purpose of the risk reduction and business expansion, and also arrange the business roadshow abroad such as Singapore and Hong Kong etc.

There was no other question. The Chairman then declared the meeting adjourned and thanked all shareholders for attending the meeting.

During the meeting, there were additional shareholders thus the number of voting shares in each agenda will exceed the opening number. For the proxy holders, the shareholders had already cast their vote in proxy forms.

In conclusion, there were 93 shareholders and 151 proxies or a total of 244 persons, with 53,118,114 shares which represented 49.8902 % of the total issued and fully paid shares (106,470,000 shares).

The meeting was adjourned at 5.00 p.m.

Mr. Chai Sophonpanich
Chairman

Mrs. Srichittra Pramojaney
Company Secretary

**The 2020 Annual Report in the form of e-book accessible through QR Code
together with the Company's Statements of Financial Position and Statement of
Comprehensive Income for the year ended December 31, 2020
as approved by Certified Public Accountant and Audit Committee
(document for Agenda 2 and 3)**

1. The 2020 Annual Report in the form of e-book accessible through QR Code

To facilitate shareholder's access to information with ease, Bangkok Insurance Public Company Limited has provided the 2020 Annual Report to the shareholders in the form of e-book which can be downloaded from the following channels:

1) QR Code



For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Scan the above QR Code.
3. Notification will appear on top of the screen. Click the notification to access the 2020 Annual Report.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as Line or QR CODE READER.

For Android System

1. Open Line applications. Click "Add friend" and choose "QR Code"
2. Scan the QR Code to access the 2020 Annual Report.

2) Company's website

Shareholders can find the 2020 Annual Report (and the Annual Report in 5 preceding years) through the Company's website <http://www.bangkokinsurance.com/investor/annual-report>

2. The Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2020 as approved by Certified Public Accountant and Audit Committee

The Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2020 which was approved by Certified Public Accountant and Audit Committee has been provided in the 2020 Annual Report in the form of e-book accessible through QR Code. The summary of the Company's Financial Statements on December 31, 2020 to facilitate the shareholders for analyzing is as follows;

Unit: Thousand Baht

Items	2020	2019	Change	%
Assets	59,503,790	57,327,083	2,176,707	3.8
Liabilities	29,160,743	26,303,986	2,856,757	10.9
Owners' Equity	30,343,047	31,023,097	(680,050)	(2.2)
Revenues				
- Total Underwriting Income	16,485,737	14,436,818	2,048,919	14.2
- Net Investments Revenues	1,127,222	1,226,491	(99,269)	(8.1)
- Gains on Investments	185,241	281,138	(95,897)	(34.1)
- Share of Income from Associates	20,790	23,370	(2,580)	(11.0)
- Other Income	174,083	182,847	(8,764)	(4.8)
Total Income	<u>17,993,073</u>	<u>16,150,664</u>	<u>1,842,409</u>	<u>(11.4)</u>
Expenses				
- Underwriting Expenses *	13,612,627	12,194,576	1,418,051	11.6
- Operating Expenses	984,279	1,078,263	(93,984)	(8.7)
- Investment Expenses	86,426	89,315	(2,889)	(3.2)
- Finance Costs	39,337	2,553	36,784	1,440.8
- Expected Credit Loss	60,321	-	60,321	100.0
- Income Taxes Expenses	504,487	334,676	169,811	50.7
Total Expenses	<u>15,287,477</u>	<u>13,699,383</u>	<u>1,588,094</u>	<u>11.6</u>
Net Income	2,705,596	2,451,281	254,315	10.4
Earnings per Share (Baht)	25.41	23.02	2.39	10.4

Remark * Contribution Expenses are included in Underwriting Expenses.

**The Details of Dividend Payment over the past three years and
The Company's Data on Dividend Payment over the past five years**
(documents for Agenda 3)

The Details of Dividend Payment over the past three years

Unit: Million Baht

	(2020)	(2019)	(2018)
1. A Net Profit after Income Tax Expenses	2,705.6	2,451.3	2,406.8
2. Amount of Shares for Annual Dividend Payment (Million Shares)	106.47	106.47	106.47
3. Earning per share (Baht) *	25.41	23.02	22.61
4. Annual Dividend Payment (Baht/Share)	15	14	14
5. Totally Amount of Annual Dividend Payment	1,597.1	1,490.6	1,490.6
6. The Percentage of Annual Dividend Payment (Compare with A Net Profit after Income Tax Expenses Deduction)	59.03	60.81	61.93

Remark * Basic Earnings per share is determined by dividing net earnings for the period by the number of ordinary shares.

The Company's Data on Dividend Payment over the past five years

(Baht/Share)

Year of Payment	Cash and Stock Dividend				Total
	Quarter 1	Quarter 2	Quarter 3	Quarter 4	
2015	2.75	2.75	2.75	3.75	12
2016	3	3	3	5	14
2017	3	3	3	5	14
2018	3	3	3	5	14
2019	3	3	3	5	14
2020	3	3	3	6*	15*

Remark* The annual dividend payment for the operation of the year 2020 is subject to the final approval by shareholders at the 28th Annual Ordinary General Meeting of Shareholders

The Definition of Company's Independent Director

The definition of Company's Independent Director, which qualifications **are stricter than** the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, is as follows;

Independent Director means a director who is knowledgeable with experience in various fields including company's business and conduct the business with vision and ethics, able to give independent opinion and make decision on significant activities for the best interest of the Company, shareholders/stakeholders and having no business or activities related to the company, which may affect their independent decision. The qualifications of an independent director must include the following criteria:

1.1 Holding shares **not more than 0.5 percent** of total voting shares of the company, its parent company, subsidiary, affiliated companies, major shareholder or controlling person of the company, which shares shall be inclusive of the shareholding of persons related to the independent directors;

1.2 Not being or never been the executive directors, worker, employee, advisor earning regular salary, or controlling person of the company including its parent company, subsidiary, affiliated companies, subsidiary at the same level (sister company), major shareholder or controlling person for the period not less than 2 years prior to the appointment as an independent director. Such prohibited characteristic shall not include the case where the independent director is retired as a government official or as a consultant of a government agency which is a major shareholder or has controlling interest in the company;

1.3 Is not a person related by blood or legal registration, such as father, mother, spouse, sibling, and child, including spouse of child, of other directors, executives, major shareholders, controlling persons, or persons to be nominated as directors, executives or controlling persons of the company or subsidiary;

1.4 Not currently having or never had a business relationship worth more than 3% of net tangible assets or exceeding 20 million Baht, whichever is lower, with the company, its parent company, subsidiary, affiliated companies, major shareholder or controlling person of the company in the way that such relation may impede the person from having independent views. Also, not currently being or never be a major shareholder or controlling person for persons having business relations with the company including its parent company, subsidiary, affiliated companies, major shareholder or controlling person of the company for the period not less than 2 years prior to the appointment as an independent director;

1.5 Not currently being or never been an auditor of the company, its parent company, subsidiary, affiliated companies, major shareholder or controlling person of the company, and also not being a major shareholder, controlling person, or partners of current auditor's auditing firm which employs auditors of the company, its parent company, subsidiary, affiliated companies, major shareholder or controlling person of the company for more than 2 years prior to the appointment as an independent director;

The Definition of Company's Independent Director (Cont.)

1.6 Not currently be providing or never provided any professional services including legal consulting, financial consulting nor property appraisal services who receives an annual service fee exceeding 2 million Baht from the Company, its parent company, subsidiary, affiliated companies, major shareholder or controlling person of the company. Also, not currently being a major shareholder, controlling person or partners of current professional service providers for more than 2 years prior to the appointment as an independent director;

1.7 Not being a director who is appointed as the representative of the company's directors, major shareholders, or the shareholder related to major shareholder;

1.8 Not undertaking any business in the same nature and in significant competition to the business of the company or its subsidiary; or not being a partner in a partnership or being an executive director, salaried worker, employee, advisor with a regular salary; or holding more than 1 percent of voting shares of any other companies operating under similar business nature and significant competition to the company or subsidiary;

1.9 Not having any other characteristics that cause the inability to express independent opinions.

**Profile of Nominated Directors for Re-Election
(document for Agenda 5)**

The Board of Directors, by the recommendation of the Remuneration and Nomination Committee, excluding directors who might have conflict of interests, proposes to shareholders to re-elect the following four directors who will retire by rotation to serve as the Company's directors for another term:

- | | |
|------------------------------|---|
| 1. Mr. Chai Sophonpanich | Chairman
(Nominated Director for Re-Election) |
| 2. Ms. Potjanee Thanavaranit | Independent Director and
Director of the Audit Committee
(Nominated Director for Re-Election) |
| 3. Mrs. Nintira Sophonpanich | Independent Director and Director of the
Corporate Committee
(Nominated Director for Re-Election) |
| 4. Mr. Satoru Ogura | Independent Director
(Nominated Director for Re-Election) |

The profile of those nominated directors for re-election are the following;

Profile of Nominated Director for Re-Election
(document for Agenda 5)



Mr. Chai Sophonpanich

Address	61, Soi Sukhumvit 19, Kwang Khlong Tan Nuea, Wattana District, Bangkok 10110		
Date of Birth	November 21, 1943	Age	77
Nationality	Thai	Status	Married
Occupation/Position	Chairman		
Place of Work	Bangkok Insurance Public Company Limited. 25 The Bangkok Insurance Building, Sathon Tai Road, Kwang Thung Maha Mek, Sathon District, Bangkok, Thailand, 10120		

Educational Background/Training Courses

1967	B.Sc., University of Colorado, U.S.A.
1984	Advanced Management Program, the Wharton School, University of Pennsylvania
1993 – 1994	The Joint State - Private Sectors Class 6, the National Defence College of Thailand

Thai Institute of Directors Association (IOD) Training Courses

- Director Certification Program (DCP) Class 16/2002
- Chairman 2000 Class 10/2004

Position/Experience in Listed Companies

- | | |
|-------------------------------|---|
| - November 9, 2018 - present, | Chairman, Bangkok Insurance Public Co., Ltd. |
| 1978 - June 16, 2017 | |
| | - 2010 - 2015 Chairman and
Chief Executive Officer |
| | - 1976 - 2009 Director and President |
| | - 1968 - 1977 Director |

Position/Experience in Listed Companies (Cont.)

- November 9, 2018 - present, 1988 - 2017 Chairman, Fine Metal Technologies Public Co., Ltd. (Formerly known as Furukawa Metal (Thailand) Public Co., Ltd.)
- September 4, 2018 – present, 1986 – 2017 Chairman, Charoong Thai Wire & Cable Public Co., Ltd.
- August 8, 2018 - present, 1979 - 2017 Chairman, Bumrungrad Hospital Public Co., Ltd.
- 2018 - present, 2016 - 2017 Chairman, Director of Investment Committee, and Director of Remuneration and Nomination Committee, Thai Reinsurance Public Co., Ltd.
- 1991– 2015 Vice Chairman
- August 14, 2020 - present, 1968 - 2015 Director, Bangkok Life Assurance Public Co., Ltd.

Position/Experience in Non-Listed Companies

- May 17, 2018 - present Chairman, University Committee on Accounting and Finance, Mae Fah Luang University
- 2015 - May 17, 2018 Director
- 2003 - present Director, Mae Fah Luang University Promotion Committee
- 2008 - present Director, Honorary Member of Mae Fah Luang University Council
- 2017 - present Executive Chairman, The Queen's Gallery
- 2008 – 2016 Executive Vice Chairman
- 2013 - present Director, Foundation for The Volunteers Defence under The Royal Patronage of Her Majesty The Queen
- 2009 - present Director, Princess Srinagarindra's Centenary Celebrations Foundation
- 1997 - present Director, Chulalongkorn Medical School Foundation
- 1994 - present Chairman, Bangkok Insurance Foundation
- 1980 - present Chairman, Bumrungrad Hospital Foundation
- 2012 - present Executive Board, Association of Insurers and Reinsurers of Developing Countries
- 2009 - 2015 Director, International Insurance Society, Inc. New York, U.S.A
- 1998 - present Director, PT Asian International Investindo
- 1998 - present Director, Asian Insurance International (Holding) Ltd.
- 2006 - 2008 Chairman, The Federation of Thai Insurance Organization
- 1970 - 2007 Director, Thai General Insurance Association
- 1984 - 1986, 1989 - 1991, 1997 - 2001, 2005 - 2007 President, Thai General Insurance Association
- 1988 - 1992 Chairman, Asean Reinsurance Corp., Ltd. Singapore
- 1987 - 1989 Chairman, Asean Insurance Council, Jakarta
- 1984 - 1986, 2004 – 2006 President, The East Asian Insurance Congress

Profile related to Bangkok Insurance Public Company Limited

- * **Position** - Director - Chairman (Appointed on November 9, 2018)
 - Executive - None -

* **Number of years holding a director's position in BKI**

- 2 years 5 months (from November 9, 2018 - present)

However, Mr. Chai Sophonpanich served as the Company's Director for 49 years (Since 1968 - 2017)

- * **BKI Shareholding** 3,917,051 shares as at March 5, 2021 which is the latest record date or 3.68% of total number of shares entitled to vote
 Inclusive of Relative's stock under Section 258 of the S.E.C. Act B.E. 2535 as follows;

1. Spouse – Mrs. Nuchanart Sophonpanich 1,103,671 shares

- * **Legal Dispute** - No legal dispute during the past 5 years -

* **Position in other Company**

- Position in other Listed Company - 5 Listed Company as follows;

1. Chairman, Fine Metal Technologies Public Company Limited (Formerly known as Furukawa Metal (Thailand) Public Co., Ltd.)
2. Chairman, Charoong Thai Wire & Cable Public Company Limited
3. Chairman, Bumrungrad Hospital Public Company Limited
4. Chairman, Director of Investment Committee, and Director of the Remuneration and Nomination Committee, Thai Reinsurance Public Company Limited
5. Director, Bangkok Life Assurance Public Company Limited

- Position in other Organization (Non-listed Company) - 12 Organizations as follows;

1. Chairman, University Committee on Accounting and Finance, Mae Fah Luang University
2. Director, Mae Fah Luang University Promotion Committee
3. Director, Honorary Member of Mae Fah Luang University Council
4. Executive Chairman, The Queen's Gallery
5. Director, Foundation for The Volunteers Defence under The Royal Patronage of Her Majesty The Queen
6. Director, Princess Srinagarindra's Centenary Celebrations Foundation
7. Director, Chulalongkorn Medical School Foundation
8. Chairman, Bangkok Insurance Foundation
9. Chairman, Bumrungrad Hospital Foundation
10. Executive Board, Association of Insurers and Reinsurer of Developing Countries
11. Director, PT Asian International Investindo
12. Director, Asian Insurance International (Holding) Ltd.

* **Being directors or executives in other businesses with potential conflicts of Interest**

- Being Chairman, Director of Investment Committee, and Director of the Remuneration and Nomination Committee of Thai Reinsurance Public Company Limited which is a reinsurance company and being Director of Bangkok Life Assurance Public Company Limited which is a life assurance company, and there are no conflict of interest with BKI

*** Relationships with directors, executives or major shareholder of BKI or its subsidiary**

- Being an uncle-in-law of Mrs. Nintira Sophonpanich who is an independent director
- Being a father of Mr. Chawan Sophonpanich who is the Company's Executive Vice President and Miss Lasa Sophonpanich who is the Company's Senior Vice President, Broker Business unit.
- BKI's shareholding 3,917,051 shares or 3.68% of the total units of shares Inclusive of Relative's stock under Section 258 of the S.E.C. Act B.E. 2535 as follows;

1. Spouse – Mrs. Nuchanart Sophonpanich 1,103,671 shares
so not being a major shareholder

In addition, since there is no shareholder with more than 10 percent holding of voting shares of the Company. Therefore, the Company does not have a major shareholder according to the definition as defined in laws and regulations of the Securities and Exchange Commission (SEC)

*** Nature of relationships with company, its subsidiary, affiliated companies, subsidiary at the same level or major shareholder during the past two years**

- Being a Chairman who does not involve in management of the Company
- Being an authorized director of the Company signing on behalf of the Company according to the Board's resolution and joint signing with other authorized directors.
- Not being professional service providers (e.g. auditors, legal advisers)
- No material business relationships with the Company

*** Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u>		
2019	4	4
2020	5	5
- <u>Annual General Meeting of Shareholders</u>		
No.26 (year 2018)	1	1
No.27 (year 2019)	1	1

Profile of Nominated Director for Re-Election
(document for Agenda 5)



Ms. Potjanee Thanavaranit

Address	178/1 Soi Phaholyothinbangkok 30, Phaholyothin Road, Kwang Chankasem, Chatujak District, Bangkok 10900		
Date of Birth	September 13, 1946	Age	74
Nationality	Thai	Status	Single
Occupation/Position	Government Pension and Director		

Educational Background/Training Courses

- B.B.A. (Accounting), Chulalongkorn University
- M.B.A., Syracuse University, New York, U.S.A
- Certificate of Advanced Course in General Insurance, Swiss Insurance Training Center, Switzerland
- Certificate of Executive Development Program Class 18, Office of the Civil Service Commission
- National Defence College, Class 42
- Certificate of Top Executive Program Class 8, Capital Market Academy
- Certificate of Top Executive Program in Commerce and Trade Class 3, Commerce Academy
- Advanced Security Management Program Class 2, The Association of National Defence College of Thailand

Thai Institute of Directors Association (IOD) Training Courses

- Director Certification Program (DCP) Class 17/2002
- Role of the Chairman Program (RCP) Class 13/2006
- Role of the Compensation Committee Program (RCC) Class 4/2007
- Audit Committee Program (ACP) Class 31/2010
- Financial Institutions Governance Program (FGP) Class 2/2011
- Advanced Audit Committee Program (AACP) Class 10/2013
- Anti - Corruption for Executive Program (ACEP) Class 7/2013
- Director Certification Program Update (DCPU) Class 1/2014
- IT Governance Program (ITG) Class 2/2016

Attachment 5

Position/Experience in Listed Companies

- March 1, 2007 - present, Independent Director and Director of the Audit Committee, Bangkok Insurance Public Co., Ltd.
- present - February 27, 2007 - present Independent Director Chairman of the Board (Independent Director), Audit Committee Member and Chairman of the Compensation & Nominating Committee, Univentures Public Co., Ltd.
- July 7, 2020 - present Independent Director and Chairman of the Audit Committee, Thai Reinsurance Public Co., Ltd.
- 2014 – 2020 Independent Director and Audit Committee Member
- 2012 – 2014 Director of the Remuneration and Nomination Committee
- present Chairman of the Remuneration Committee, Chairman of the Good Governance Committee, Independent Director and Audit Committee Member, OISHI Group Public Co., Ltd.
- present Independent Director and Chairman of the Audit Committee, Bank of Ayudhaya Public Co., Ltd.
- November 14, 2017 - present Independent Director and Chairman of the Risk Committee, Berli Jucker Public Co., Ltd.
- June 2009 – March 21, 2016 Independent Director
- April 2016 - November 2017 Independent Director and Chairman of the Audit Committee, Big C Supercenter Public Co., Ltd.

Position/Experience in Non-Listed Companies

- March 2020 - present Chairman of the Public-Sector Audit and Evaluation Committee, Office of the Anti-Corruption Commission (ONACC)
- February 1, 2019 - present Independent Director and Director of the Audit Committee, Thai Beverage Public Co., Ltd. (listed in Singapore Exchange (SGX))
- January 31, 2018 – present Independent Director
- February 27, 2018 - present Honorary Member of University Council, Mae Fah Luang University
- June 26, 2017 - present Vice Chairman, The Thai Institute of Directors Association (IOD)
- May 29, 2017 – present Director
- present Member of the Council of State
- March 2017 - August 2020 Qualified Member of the Committee, The Thai Investors Association
- April 2007 - June 2020 Qualified Member of the Committee, The Federation of Thai Insurance Organization
- October 2, 2014 - September 6, 2015 Member of the National Reform Council
- April 2010 - July 2013 Director, BJC Logistics and Warehouse Co.,Ltd
- November 2008 - March 2013 Chairman of the Public-Sector Audit and

-	October 2006 - March 2008	Second Vice – President of the National Legislative Assembly
-	October 2006 - February 2008	Adviser to the Commerce Ministry
-	September 2006 - February 2008	Economic Adviser, the Council for National Security
-	2005 - May 2011	Sub Commissioner, the Sub – Commission on the Development and Promotion of Public Organization and other Organizations under Governmental Supervision, the Public-Sector Development Commission
-	2002 - 2007	Chairman, Thailand Insurance Institute
-	2001 - August 2008	Member of the Financial Institution Policy Committee, the Bank of Thailand
-	2001 - 2006	Director – General, Department of Insurance, Ministry of Commerce
-	1999 - 2001	Inspector – General, Ministry of Commerce
-	1994 - 1999	Deputy Director General, Department of Insurance, Ministry of Commerce

* Position	<ul style="list-style-type: none"> - <u>Director</u> <ul style="list-style-type: none"> - Independent Director (Reappointed on April 27, 2018) (the definition of Independent Director as defined herein) - Director of the Audit Committee (Reappointed on November 13, 2020 and effected on November 17, 2020) - Executive <ul style="list-style-type: none"> - None -
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- 14 years (from February 27, 2007 - present)

* **Legal Dispute** - No legal dispute during the past 5 years

- Position in other Listed Company - 5 Listed Companies as follows;

1. Chairman of the Board (Independent Director), Audit Committee Member and Chairman of the Compensation & Nominating Committee, Univentures Public Co., Ltd.
2. Independent Director and Chairman of the Audit Committee, Thai Reinsurance Public Co., Ltd.
3. Chairman of the Remuneration Committee, Chairman of the Good Governance Committee, Independent Director and Audit Committee Member, OISHI Group Public Co., Ltd.
4. Independent Director and Chairman of the Audit Committee, Bank of Ayudhaya Public Co., Ltd.
5. Independent Director and Chairman of the Risk Committee, Berli Jucker Public Co., Ltd.

1. Chairman of the Public-Sector Audit and Evaluation Committee, Office of the Anti-Corruption Commission (ONACC)
2. Honorary Member of University Council, Mae Fah Luang University

- Position in other Organization (Non-listed Company) (Cont.)

3. Independent Director and Director of the Audit Committee,
Thai Beverage Public Co., Ltd. listed in Singapore Exchange (SGX)
4. Vice Chairman, The Thai Institute of Directors Association (IOD)
5. Member of the Council of State

*** Being directors or executives in other businesses with potential conflicts of Interest**

- Being Independent Director and Chairman of the Audit Committee of Thai Reinsurance Public Co., Ltd. which is a reinsurance company, and there is no conflict of interest with BKI

*** Relationships with directors, executives or major shareholder of BKI or its subsidiary**

- No consanguinity relationship or legally registered relationship such as father, mother, spouse, sibling and child, including spouse of child with other directors, executives or major shareholders of the Company or its subsidiary

*** Nature of relationships with company, its subsidiary, affiliated companies, subsidiary at the same level or major shareholder during the past two years**

- Not being executive directors, staff members, employees or advisers who earn salaries from Company
- Not being professional service providers (e.g. auditors, legal advisers)
- No material business relationships with the Company in such a way that may affect their independence

*** Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u>		
2018	5	5
2019	4	4
2020	5	5
- <u>Audit Committee's Meeting</u>		
2018	4	4
2019	4	4
2020	4	4
- <u>Meeting with the Company's External Auditor</u>		
2018	2	2
2019	2	2
2020	2	2
- Annual General Meeting of Shareholders		
No.25 (year 2018)	1	1
No.26 (year 2019)	1	1
No.27 (year 2020)	1	1

Profile of Nominated Director for Re-election
(document for Agenda 5)



Mrs. Nintira Sophonpanich

Address	299, Soi Sukhumvit 31 (Sawatdi), Kwang Khlong Tan Nuea, Watthana District, Bangkok 10110		
Date of Birth	January 6, 1965	Age	56
Nationality	Thai	Status	Married
Occupation/Position	Director and Adviser to the Executive Committee		
Place of Work	Asia Plus Group Holdings Securities Public Co.,Ltd. 3/1 st Floor, Sathorn City Tower, 175 South Sathorn Road, Kwang Thung Maha Mek, Sathorn District, Bangkok 10120		

Educational Background/Training Courses

- B.Sc. Economics (Hon.) London School of Economics and Political Sciences, England
- M.B.A., London University CASS Business School, England
- Financial Executive Development Program (FINEX V)

Thai Institute of Directors Association (IOD) Training Courses

- Director Accreditation Program (DAP) Class 40/2005

Position/Experience in Listed Companies

- | | |
|-------------------------------|--|
| - February 25, 2011 - present | Independent Director and
Director of the Corporate Governance Committee,
Bangkok Insurance Public Co., Ltd. |
| - 2008 - present | - April 23, 2010 - present Independent Director
Director and Adviser to the Executive Committee,
Asia Plus Group Holdings Securities Public Co., Ltd. |
| | - 1994 - 2008 Executive Director |

Position/Experience in Non-Listed Companies

- 2016 - present President, Foundation for the Welfare of the Crippled under the Royal Patronage of Her Royal Highness the Princess Mother
- 2002 - present Director
- 2016 - present President, Srisangwan School, Foundation for the Welfare of the Crippled under the Royal Patronage of Her Royal Highness the Princess Mother
- 2016 – present President, Rehabilitation Center for the People with Physical Disabilities under Foundation for the Welfare of the Crippled under the Royal Patronage of Her Royal Highness the Princess Mother
- 2008 - present Director, Asia Plus Advisory Co., Ltd.
- 2003 - present Director and Treasurer, The Queen’s Gallery Foundation
- 2000 - present Director, Bangkok BTMU Ltd.
- 1999 - present Director and Treasurer, The Pan Pacific Southeast Asia Women’s Association International
- 1991 - 1994 Investment Director, Citi Capital Co., Ltd.
- 1987 - 1990 Manager, Citicorp (Thailand) Ltd.

Profile related to Bangkok Insurance Public Company Limited

- * **Position** - Director - Independent Director (reappointed on April 27, 2018) (the definition of Independent Director as defined herein)
- Director of the Corporate Governance Committee (appointed on February 28, 2020 and effected on February 28, 2020)
- Executive - None -
- * **Number of years holding a director’s position in BKI**
 - 11 years (from April 23, 2010 - present)
- * **BKI Shareholding**
 - 2,949 shares (as at March 5, 2021 which is the latest record date) or 0.003% of total number of shares entitled to vote
 - Inclusive of Relative’s stock under Section 258 of the S.E.C. Act B.E. 2535 as follows;
 - 1. Spouse – Mr. Chartsiri Sophonpanich 2,949 shares
- * **Legal Dispute**
 - No legal dispute during the past 5 years
- * **Position in other Company**
 - Position in other Listed Company - 1 Listed Companies as follows;
 - 1. Director and Adviser to the Executive Committee, Asia Plus Group Holdings Securities Public Co., Ltd.

- Position in other Organization (Non-listed Company) - 7 Organization as follows;
 1. President, Foundation for the Welfare of the Crippled under the Royal Patronage of Her Royal Highness the Princess Mother
 2. President, Srisangwan School, Foundation for the Welfare of the Crippled under the Royal Patronage of Her Royal Highness the Princess Mother
 3. President, Rehabilitation Center for the People with Physical Disabilities under Foundation for the Welfare of the Crippled under the Royal Patronage of Her Royal Highness the Princess Mother
 4. Director, Asia Plus Advisory Co.,Ltd.
 5. Director and Treasurer, The Queen's Gallery Foundation
 6. Director, Bangkok BTMU Ltd.
 7. Director and Treasurer, The Pan Pacific Southeast Asia Women's Association International

*** Being directors or executives in other businesses with potential conflicts of Interest**

- Being Director and Adviser to the Executive Committee of Asia Plus Group Holdings Securities Public Co., Ltd which is a financial institution, and there is no conflict of interest with BKI

*** Relationships with directors, executives or major shareholder of BKI or its subsidiary**

- Being a niece-in-law of Mr. Chai Sophonpanich, however, there is no consanguinity relationship or legally registered relationship, such as father, mother, spouse, sibling, and child, including spouse of child with other directors, executives, major shareholders of the Company or its subsidiary
- BKI's shareholding 2,949 shares or 0.003% of the total units of shares Inclusive of Relative's stock under Section 258 of the S.E.C. Act B.E. 2535 as follows;
 1. Spouse – Mr. Chartsiri Sophonpanich 2,949 sharesso not being major shareholders

*** Nature of relationships with company, its subsidiary, affiliated companies, subsidiary at the same level or major shareholder during the past two years**

- Not being executive directors, staff members, employees or advisers who earn salaries from Company
- Not being professional service providers (e.g. auditors, legal advisers)
- No material business relationships with the Company in such a way that may affect their independence

*** Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u>		
2018	5	5
2019	4	4
2020	5	5
- <u>Corporate Governance Committees' Meeting</u>		
2018	1	1
2019	2	2
2020	1	1
- <u>Annual General Meeting of Shareholders</u>		
No.25 (year 2018)	1	1
No.26 (year 2019)	1	1
No.27 (year 2020)	1	1

Profile of Nominated Director for Re-election
(document for Agenda 5)



Mr. Satoru Ogura

Address	1-28-1, Ebisu Shibuya-ku, Tokyo 150-8488, Japan		
Date of Birth	November 14, 1968	Age	52
Nationality	Japanese	Status	Married
Occupation/Position	General Manager, Global Business Department		
Place of Work	Aioi Nissay Dowa Insurance Company Limited		
	1-28-1, Ebisu Shibuya-ku, Tokyo 150-8488 Japan		

Educational Background/Training Courses

- Bachelor of Laws, Nagoya University, Japan

Thai Institute of Directors Association (IOD) Training Courses

- None -

Position/Experience in Listed Companies

- May 15, 2020 – present Independent Director, Bangkok Insurance Public Co., Ltd.

Position/Experience in Non-Listed Companies

- March 2020 - present Non-Executive Director,
Asia Financial Holding Limited
- April 2019 - present Non-Executive Director,
Aioi Nissay Dowa Europe Limited
- April 2018 - present Non-Executive Director and SOOA
(Senior Officer outside Australia),
Aioi Nissay Dowa Insurance Company Australia Pty Ltd
- April 2018 - present General Manager, Global Business Department,
Aioi Nissay Dowa Insurance Company Limited
- April 2009 - March 2018 Risk & Reinsurance Coordinator,
Aioi Nissay Dowa Insurance Company of Europe Ltd.

Profile related to Bangkok Insurance Public Company Limited

- * **Position** - Director - Independent Director (Appointed on May 15, 2020)
(the definition of Independent Director as defined herein)
- Executive - None -
- * **Number of years holding a director's position in BKI**
 - 10 months (from May 15, 2020 - present)
- * **BKI Shareholding** - None -
- * **Legal Dispute** - No legal dispute during the past 5 years
- * **Position in other Company**
 - Position in other Listed Company - 1 Listed Company as follows;
 - None -
 - Position in other Organization (Non-listed Company) - 4 Organization as follows;
 1. Non-Executive Director, Asia Financial Holding Limited
 2. Non-Executive Director, Aioi Nissay Dowo Europe Limited
 3. Non-Executive Director and SOAA (Senior Officer outside Australia),
Aioi Nissay Dowo Insurance Company Australia Pty Ltd
 4. General Manager, Global Business Department,
Aioi Nissay Dowo Insurance Company Limited
- * **Being directors or executives in other businesses with potential conflicts of Interest**
 - Being Non-Executive Director of Asia Financial Holding Limited which is a company within a financial business group but not a financial institution, and being Non-Executive Director, Aioi Nissay Dowo Europe Limited and Non-Executive and SOOA (Senior Officer outside Australia), Aioi Nissay Dowo Insurance Company Australia Pty Ltd and General Manager, Global Business Department, Aioi Nissay Dowo Insurance Company Limited, which are non-life insurance companies in overseas, and there are no conflicts of interest
- * **Relationships with directors, executives or major shareholder of BKI or its subsidiary**
 - No consanguinity relationship or legally registered relationship such as father, mother, spouse, sibling and child, including spouse of child with other directors, executives or major shareholders of the Company or its subsidiary
- * **Nature of relationships with company, its subsidiary, affiliated companies, subsidiary at the same level or major shareholder during the past two years**
 - Not being executive directors, staff members, employees or advisers who earn salaries from Company
 - Not being professional service providers (e.g. auditors, legal advisers)
 - No material business relationships with the Company in such a way that may affect their independence
- * **Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u> 2020	2	2
- <u>Annual General Meeting of Shareholders</u> No.27 (year 2020)	-	1

**Profile of Nominated Directors for appointing a new Independent Director
(document for Agenda 6)**

The Board of Directors, by the recommendation of the Remuneration and Nomination Committee, agreed to propose the appointment of Mr. Thongchai Ananthothai as an independent director to the shareholder's meeting for approval.

The profile of Mr. Thongchai Ananthothai is the following;

Profile of Nominated Director for appointing a new Independent Director
(document for Agenda 6)



Mr. Thongchai Ananthothai

Address	61 Soi Phong Wet Anuson 2, Bang Chak, Phra Khanong, Bangkok, 10260		
Date of Birth	August 17, 1961	Age	59
Nationality	Thai	Status	Married
Occupation/Position	Executive Vice President, Commercial & Business Banking		
Place of Work	Bangkok Bank Public Company Limited 333 Silom Road, Silom, Bangrak, Bangkok 10500		

Educational Background/Training Courses

- M.B.A, University of Notre Dame, USA
- BS., (Electrical Engineering) University of Colorado, USA

Thai Institute of Directors Association (IOD) Training Courses

- None -

Position/Experience in Listed Companies

- 2011 - present Executive Vice President, Commercial & Business Banking
Bangkok Bank Public Company Limited
- 2016 - present Independent Director,
Laguna Resorts & Hotels Public Company Limited
- 2002 - 2011 President, ICBC Bank (Thailand)
- 1987 - 1989 Lending Officer, Bangkok Bank Public Company Limited

Position/Experience in Non-Listed Companies

- 1998 - 2002 President, BSL Leasing Co., Ltd.
- 1994 - 1998 EVP, NAVA Finance and Securities Co., Ltd.
- 1991 - 1994 Second Vice President, Chase Manhattan Bank
- 1989 - 1991 Assistant Representative,
Barclays Bank Public Company Limited

Profile related to Bangkok Insurance Public Company Limited

- * **Position** - Director - None -
- Executive - None -
- * **Number of years holding a director's position in BKI** - None -
- * **BKI Shareholding** - None -
- * **Legal Dispute** - No legal dispute during the past 5 years
- * **Position in other Company**
 - Position in other Listed Company - 2 Listed Company as follows;
 1. Executive Vice President, Commercial & Business Banking
Bangkok Bank Public Company Limited
 2. Independent Director, Laguna Resorts & Hotels Public Company Limited
 - Position in other Organization (Non-listed Company)
- None -
- * **Being directors or executives in other businesses with potential conflicts of Interest**
 - Being Executive Vice President, Commercial & Business Banking, Bangkok Bank Public Company Limited which is a financial institution, and there is no conflicts of interest
- * **Relationships with directors, executives or major shareholders of BKI or its subsidiary**
 - No consanguinity relationship or legally registered relationship such as father, mother, spouse, sibling and child, including spouse of child with other directors, executives or major shareholders of the Company or its subsidiary
- * **Nature of relationships with company, its subsidiary, affiliated companies, subsidiary at the same level or major shareholder during the past two years**
 - Not being executive directors, staff members, employees or advisers who earn salaries from Company
 - Not being professional service providers (e.g. auditors, legal advisers)
 - No material business relationships with the Company in such a way that may affect their independence

**Profile of Nominated Company's Auditor for the year 2021 for Election
(document for Agenda 8)**

The Board of Directors, by the recommendation of the Audit Committee and Executive Vice President responsible for Accounting and Treasury Department, proposes to shareholders to appoint the EY Office Limited as the Company's auditor for the year 2021 and to authorize anyone of the following persons to conduct the audit and express an opinion on the financial statements of the Company;

- | | |
|--------------------------------|---|
| 1. Ms. Rachada Yongsawadvanich | Certified Public Accountant (Thailand)
No. 4951 and/or |
| 2. Ms. Ratana Jala | Certified Public Accountant (Thailand)
No. 3734 and/or |
| 3. Ms. Somjai Khunapasut | Certified Public Accountant (Thailand)
No. 4499 and/or |
| 4. Ms. Narissara Chaisuwan | Certified Public Accountant (Thailand)
No. 4812 |

The profiles of those Nominated Company's Auditor for the year 2021 for election are as follows;

Profile of Nominated Company's Auditor for the year 2021 for Election
(document for Agenda 8)



Ms. Rachada Yongsawadvanich

Certified Auditor No. 4951

Age 50

Education MBA, Assumption University
Master Degree in Finance, Thammasat University

Position in the Audit Firm Partner

Auditing Experiences

- Bangkok Insurance Public Company Limited
- Thai Reinsurance Public Company Limited
- Thaire Life Assurance Public Company Limited
- Nam Seng Insurance Public Company Limited
- Indara Insurance Public Company Limited
- FWD Life Insurance Public Company Limited
- Phillip Life Assurance Public Company Limited
- LH Financial Group Public Company Limited
- Land and Houses Securities Public Company Limited
- Land and Houses Bank Public Company Limited
- United Overseas Bank (Thai) Public Company Limited
- SCB Life Assurance Public Company Limited

Experiences in providing Audit Services to the Company 6 years (2014 - 2017 and 2019 - 2020)

Profile of Nominated Company's Auditor for the year 2021 for Election
(document for Agenda 8)



Ms. Ratana Jala

Certified Auditor No. 3734

Age 55

Education Master of Accounting, Thammasat University

Position in the Audit Firm Partner

Auditing Experiences

- Thai Reinsurance Public Company Limited
- Thanachart Capital Public Company Limited
- Thanachart Bank Public Company Limited
- Maybank Kim Eng Securities (Thailand) Public Company Limited
- TISCO Financial Group Public Company Limited
- TISCO Bank Public Company Limited
- Capital Nomura Securities Public Company Limited
- Bualuang Securities Public Company Limited
- Krung Thai Bank Public Company Limited

Experiences in providing Audit Services to the Company - Nil -

Profile of Nominated Company's Auditor for the year 2021 for Election
(document for Agenda 8)



Ms. Somjai Khunapasut

<u>Certified Auditor No.</u>	4499
<u>Age</u>	50
<u>Education</u>	Master of Accounting, Thammasat University
<u>Position in the Audit Firm</u>	Partner

Auditing Experiences

- Muang Thai Insurance Public Company Limited
- Thaivivat Insurance Public Company Limited
- The Navakij Insurance Public Company Limited
- Thanachart Insurance Public Company Limited
- Manulife Insurance (Thailand) Public Company Limited
- Ratchthani Leasing Public Company Limited
- S 11 Group Public Company Limited
- LH Financial Group Public Company Limited
- Land and Houses Bank Public Company Limited
- TISCO Financial Group Public Company Limited
- TISCO Bank Public Company Limited
- Thanachart Securities Public Company Limited
- Thanachart Capital Public Company Limited
- Aetna Health Insurance (Thailand) Public Company Limited

Experiences in providing Audit Services to the Company - Nil -

Profile of Nominated Company's Auditor for the year 2021 for Election
(document for Agenda 8)



Ms. Narissara Chaisuwan

Certified Auditor No. 4812

Age 49

Education Master Degree in Business Administration,
Chulalongkorn University

Position in the Audit Firm Partner

Auditing Experiences

- Muang Thai Insurance Public Company Limited
- Nam Seng Insurance Public Company Limited
- Thai Reinsurance Public Company Limited
- Thaire Life Assurance Public Company Limited
- Krungthai Panich Insurance Public Company Limited
- Tune Insurance Public Company Limited
- Bangkok Health Insurance Public Company Limited
- Road Accident Victims Protection Company Limited
- MBK Life Assurance Public Company

Experiences in providing Audit Services to the Company - Nil -

Proxy

In the Annual Ordinary General Meeting, if the shareholders are unable to attend the Meeting, they can appoint the Proxy or the company's independent directors or the director as specified in provided proxy forms to be the proxy holder to attend the Meeting and vote on their behalf. The Department of Business Development, Ministry of Commerce, specified the three (3) proxy forms, as the announcement of the Department of Commercial Registration (No.5), B.E. 2550 as follows;

1. Form A. General Proxy Form
2. Form B. Proxy Form which specified clearly agenda
3. Form C. Proxy Form which used for foreign shareholders who have custodians in Thailand only

The company provides the shareholders with **Proxy Form A and Form B**, as attached together with this invitation letter. **(Recommend to use Form B)** The **Proxy Form C** can be downloaded from the Company's website <http://bangkokinsurance.com>. It is recommended that shareholders and proxy holders prepare all documents required prior to attend the meeting and study the Guideline for the Electronic Meeting (E-AGM) Attendance including guideline for proxy appointment, registration process to attend the meeting, voting conditions and procedures for attend E-AGM **as detailed in the Attachment 11**, please fill in and sign the proxy form and submit to the Company (Company Secretary Office) within April 16, 2021.

If a shareholder prefers to appoint independent director to be the proxy holder, please see the Profile of Independent Director **as detailed in the Attachment 9. The Independent Director Appointed to be proxy of shareholder does not have no conflict of interest in this meeting, except for the Agenda 7 - to approve the remuneration of the directors for the year 2021.**

**Profile of Independent Director Appointed to be Proxy of Shareholders
not available to be present in the Meeting**



VDC Col Plengsakdi Prakaspesat

Address	422 Phasukkasem 4/1, Soi Pattanakarn 63, Pattanakarn Road, Prawet, Bangkok 10250		
Date of Birth	November 18, 1942	Age	78
Nationality	Thai	Status	Married
Occupation/Position	Senior Adviser, Thai Central Chemical Public Company Limited		
Place of Work	Thai Central Chemical Public Company Limited, Head Office Room 801-806, 809-810, 8th Floor, Mitrtown Office Tower 944 Rama 4 Road, Wangmai, Pathumwan, Bangkok 10330		
Telephone	02-639-8907	Fax	02-639-8998

Educational Background/Training Courses

- Graduate in Commerce from Ross College (Dublin), Ireland
- Doctor of Philosophy (Honoris Causa) on Mass Communication, Ramkhamhaeng University
- Doctor of Philosophy (Honoris Causa) on Arts, Rajabhat Institute Lampang
- Certificate of the Course for Top Executives, The Association for Overseas Technical Scholarship (AOTS), Japan
- The Joint State – Private Sector Class 1/1989, The National Defence College of Thailand
- AC Hot Update, The Federation of Accounting Professions

Thai Institute of Directors Association (IOD) Training Courses

- Director Accreditation Program (DAP) Class 27/2003
- The Characteristics of Effective Directors Class 1/2006
- Audit Committee Program (ACP) Class 17/2007

Position/Experience in Listed Companies

- November 16, 2005 - present Chairman of the Audit Committee, Bangkok Insurance Public Co., Ltd.
- April 7, 1999 – present Independent Director
- August 11, 2017 – November 9, 2018 Chairman
- 2004 - 2005 Director of Remuneration and Nomination Committee
- 1999 – 2005 Director of Audit Committee
- 1997 - present Senior Adviser, Thai Central Chemical Public Co.,Ltd.

Position/Experience in Non-Listed Companies

- 2010 - present Member experts of Fertilizer Committee, The Ministry of Agriculture and Cooperatives
- September 2009 - present Territorial Volunteer Defence Corps Colonel and Vice President of the Foundation of The Volunteers Defence Under the Royal Patronage of Her Majesty The Queen
- 2001 - present Adviser, United Flour Mill Public Co., Ltd.
- 1980 – 2001 Vice Chairman
- 1978 - November 2018 Independent Director and Member of the Audit Committee, Industrial and Commercial Bank of China (Thai) Public Co., Ltd. (Formerly known as ACL Bank Public Co.,Ltd.)
- 2004 - April 2010 Member of the Compensation and Corporate Governance Committee
- 2005 - June 2010 Independent Director and Member of the Audit Committee
- 1987 - 2015 Qualified Committee, Assumption University
- 1984 - 2006 Honorary Chairman, Asia Pacific Potash Corporation Ltd.
- 1997 - 2005 Corporate Chairman, MC. Industrial Chemical Co., Ltd.

Profile related to Bangkok Insurance Public Company Limited

- * **Position** - Director - Independent Director (Reappointed on June 26, 2020) (the definition of Independent Director as defined herein)
- Chairman of the Audit Committee (Reappointed on November 13, 2020 and effected on November 17, 2020)
- Executive - None -
- * **Number of years holding a director's position in BKI** - 22 years (from April 7, 1999 - present)
- * **BKI Shareholding** - None -
- * **Legal Dispute** - No legal dispute during the past 5 years –

*** Position in other Company**

- Position in other Listed Company - 1 Listed Companies as follows;
 1. Senior Adviser, Thai Central Chemical Public Co., Ltd.
- Position in other Organization (Non-listed Company) - 3 Organizations as follows;
 1. Member Experts of Fertilizer Committee,
The Ministry of Agriculture and Cooperatives
 2. Territorial Volunteer Defence Corps Colonel and Vice President of
the Foundation of The Volunteers Defence Under the Royal Patronage of
Her Majesty The Queen
 3. Adviser, United Flour Mill Public Co., Ltd.

*** Being directors or executives in other businesses with potential conflicts of Interest**

- None -

*** Relationships with directors, executives or major shareholders of BKI or its subsidiary**

- No consanguinity relationship or legally registered relationship such as father, mother, spouse, sibling and child, including spouse of child with other directors, executives or major shareholders of the Company or its subsidiary

*** Nature of relationships with company, its subsidiary, affiliated companies, subsidiary at the same level or major shareholder during the past two years**

- Not being executive directors, staff members, employees or advisers who earn salaries from Company
- Not being professional service providers (e.g. auditors, legal advisers)
- No material business relationships with the Company in such a way that may affect their independence

*** Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u>		
2018	5	5
2019	4	4
2020	5	5
- <u>Audit Committee's Meeting</u>		
2018	4	4
2019	4	4
2020	4	4
- <u>Meeting with the Company's External Auditor</u>		
2018	2	2
2019	2	2
2020	2	2
- <u>Annual General Meeting of Shareholders</u>		
No.25 (year 2018)	1	1
No.26 (year 2019)	1	1
No.27 (year 2020)	1	1

Conflicts of Interest in this 28th AGM

- Conflict of interest in this meeting : Agenda 7 - to approve the remuneration of the directors for the year 2021
- Conflict of interest in this meeting comparing to other directors : - None -

**Articles of Association
of Bangkok Insurance Public Company Limited**
(Relating to the General Meeting of Shareholders)

Chapter 5 General Meeting of Shareholders

Article 40 The Board of Directors shall arrange for a shareholders' meeting which is an annual ordinary general meeting of shareholders within 4 (four) months from the last day of the fiscal year of the Company. Shareholders' meetings other than the one referred to previously shall be called extraordinary general meetings of shareholders.

The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it appropriate to do so.

Or one or more shareholder(s) holding shares not less than 10 (ten) percent of the total number of shares sold may request in writing to the Board of Directors to call an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In such case, the Board of Directors shall proceed to arrange a shareholders' meeting to be held within 45 (forty-five) days from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period set out in paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call the meeting within 45 (forty-five) days from the completion of the period set out in paragraph three. In this regard, such meeting shall be considered as the shareholders' meeting called by the Board of Directors, and the Company shall be responsible for any necessary expenses arising from the meeting and reasonably provide facilitation.

In the case that the quorum of the meeting convened as requested by shareholders under paragraph four cannot be formed as required by Article 42, the shareholders under paragraph four shall be collectively responsible to the company for any expenses arising from such meeting.

Article 41 In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details. Such notice shall be delivered to the shareholders and the Registrar for their information at least 7 (seven) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for 3(three) consecutive day at least 3 (three) days prior to the date of the meeting.

Article 42 In order constitute a quorum, there shall be not less than 25 (twenty-five) shareholders and proxies (if any) attending the shareholders' meeting, or not less than one-half of the total member of total shareholders, and in either case such shareholders shall hold shares in as aggregate of nor less than one-third of the total number of shares sold.

At any shareholders' meeting, if one hour has passed from the time specified for the meeting and the number of shareholders attending the meeting does not constitute a quorum as required, and if such shareholders' meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called by a request of the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than 7 (seven) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Article 43 The Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting. If the Chairman of the Board is not present at a meeting, or cannot perform his duty, and if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholders at the meeting shall elect one shareholder to be the Chairman of the meeting. If casting votes, each shareholder shall have votes equal to the number of shares held by him. One share is entitled to one vote. Voting shall be made openly, unless at least five shareholders request a secret vote and the meeting resolves accordingly. The method for the secret vote shall be as specified by the Chairman of the meeting.

Article 44 The resolutions of the shareholders' meeting shall comprise the following votes:

44.1 For an ordinary case, a resolution shall require a simple majority of the total votes cast by shareholders present at the meeting. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote.

44.2 For the following cases, a resolution shall require the votes of not less than three-fourths of the total number of votes cast by the shareholders present and entitled to vote:

- (a) The sale or transfer of whole or important parts of the Company to other persons.
- (b) The purchase or acceptance of transfer of businesses of other companies or private companies to the Company.
- (c) The making, amendment or cancellation of contracts relating to leading out the Company's businesses, wholly or certain important parts' the assignment to any other persons to manage the businesses of the Company or the consolidation of the businesses with other persons with an objective to share profit and loss.
- (d) The amendment of the Company's Memorandum or Articles of Association.
- (e) The capital increase, capital reduction, the issuance of debentures, convertible bonds, preferred shares, or preferred shares convertible into common shares, or any other types of securities in accordance with the Securities and Exchange Act, and issuance of every types of warrants
- (f) The merger or liquidation of the Company

- Article 45** The business to be accomplished at the annual general meeting of the shareholders are:
- 45.1 To acknowledge report of the Board of Directors which is presented to the meeting showing the Company's business operations during the past year.
 - 45.2 To consider and approve balance sheet and profit and loss accounts.
 - 45.3 To consider allocation of profits.
 - 45.4 To elect directors to replace those who retire by the expiration of their terms.
 - 45.5 To elect the auditors and fix their remuneration.
 - 45.6 Other business.

The Guideline for the Electronic Meeting (E-AGM) Attendance

1. Documents required prior to attend the meeting

1.1 In case shareholders attending E-AGM by themselves

Shareholders are required to fill out the Registration Form for the 28th Annual Ordinary General Meeting of Shareholders via electronic method (E-AGM) as set out in Attachment 12, clearly specify e-mail and phone number for the purpose of the meeting registration and attach a copy of the valid identification card or government official identification card or passport (for non-Thai nationality) with certified true copy. In case a shareholder has changed his/her name and/or surname (if any), please attach the document certifying name/surname changing also.

1.2 In case the shareholders appointing proxy to attend E-AGM

The proxy holders are required to fill out the Registration Form for the 28th Annual Ordinary General Meeting of Shareholders via electronic method (E-AGM) as set out in Attachment 12, clearly specify e-mail and phone number for the purpose of the meeting registration and attach the required documents as follows:

1.2.1 a proxy form (one or the other) as set out in Attachment 8, which is filled out and signed by the grantor and the proxy holder. In case the grantor is juristic person, a proxy form must be signed by authorized director(s) together with the company seal affixed (if any).

1.2.2 a required document of the proxy holder which is a copy of valid identification card or government official identification card or passport (for non-Thai nationality) with certified true copy.

1.2.3 required documents of the grantor are as follows:

(1) In case the grantor is an ordinary person

A copy of the valid identification card or government official identification card or passport (for non-Thai nationality) with certified true copy. In case the grantor has changed his/her name and/or surname (if any), please attach the document certifying name/surname changing also.

(2) In case the grantor is a juristic person

(a) A copy of the valid identification card or government official identification card or passport (for non-Thai nationality) of authorized director(s) of the juristic person with certified true copy by the authorized director(s). In case the authorized director(s) has changed his/her name and/or surname (if any), please submit the document certifying name/surname changing also.

(b) A copy of the company affidavit or other identification of its legal entity status issued by the Ministry of Commerce or government authority not more than 6 months prior to the Meeting date with certified true copy by the authorized director(s).

(c) For foreign shareholders appointing custodian in Thailand by using proxy form C, the following documents must be submitted along with the proxy form:

- A copy of the company affidavit or other identification of custodian issued by the Ministry of Commerce or government authority not more than 1 year prior to the Meeting date with certified true copy by the authorized director(s) of the custodian.

- A copy of the valid identification card or government official identification card or passport (for non-Thai nationality) of the authorized director(s) of the custodian with certified true copy by the authorized director(s).

- A Power of Attorney from shareholders authorizing the custodian to sign the proxy form on behalf of the shareholders.
- A Letter of Certification to certify that the signer in the proxy form has been permitted to act as a custodian.

1.3 In case the shareholders appointing the independent director or the director as specified in provided proxy forms to attend and vote on their behalf

The grantor is required to submit a proxy form as set out in Attachment 8 and the required documents of the grantor as detailed in clause 1.2.3 above. However, the grantor is able to watch the 28th Annual Ordinary General Meeting of Shareholders via electronic method (E-AGM) by submitting the Registration Form for the 28th Annual Ordinary General Meeting of Shareholders via electronic method (E-AGM) as set out in Attachment 12 and clearly specify e-mail and phone number for the purpose of the meeting registration.

Please submit all the required documents for the meeting registration to the Company
Within Friday, April 16, 2021 via the following channels:

- **Post:** Reply-Mail Envelope by post (Company Secretary Office, 5th Floor, Bangkok Insurance Building 25 Sathon Tai Road, Thung Maha Mek, Sathon, Bangkok, Thailand, Tel: 02-285-7320 or 02-285-7321)
- **E-mail:** cs@bangkokinsurance.com

2. Registration process to attend the meeting

2.1 When the Company receives all required documents as detailed in item 1, the Company will review the documents and verify the right to attend the meeting with the record date for the right to attend the 28th Annual Ordinary General Meeting of Shareholders and the right to receive the dividend payment dated Friday, March 5, 2021. Once the documents review process is completed, the Company or QuidLab Co. Ltd., the meeting control system provider who provides E-AGM System, will send username and password together with Weblink for logging in E-AGM System to Shareholders or proxy holder (as the case may be). Kindly refrain from giving your username and password to other person.

In the case your username and password are lost, or you have not received it within Wednesday, April 21, 2021, please immediately contact the Company.

2.2 Please read the manual for using E-AGM System thoroughly from e-mail that the Company or QuidLab Co. Ltd. sends to you. E-AGM system will be opened 60 minutes prior to the meeting.

2.3 If you have encounter with any technical problem in using the E-AGM system before or during the meeting, please contact Quidlab Co., Ltd. through channels mentioned in the e-mail sending to you.

3. Guideline for Proxy Appointment

3.1 A shareholder must authorize only one proxy holder to attend the meeting and cast the vote, or appoint the company's independent director or the director as specified in provided proxy forms to be the proxy holder by using the proxy form attached to the notice of Shareholders' Annual General Meeting.

3.2 A shareholder other than foreign shareholders appointing custodian in Thailand as their proxy shall complete either proxy form A or form B (Recommended to use form B). Foreign shareholders appointing custodian in Thailand as their proxy may choose to use either proxy form A, form B or form C. In any case, each shareholder shall complete only one of the above proxy form.

3.3 A shareholder shall not split his/her votes, with the exception of foreign shareholder appointing custodian in Thailand using proxy form C.

3.4 A shareholder and a proxy holder shall completely fill out and sign the proxy form, and also initial such deleting, changing or alteration (if any).

3.5 The proxy form should affix duty stamp of Baht 20 and specify the date of proxy form across such stamp duty to validate the legality

3.6 Any original document which is not made in Thai or English is required to translate into English and certified true copy by the shareholder or authorized director(s) of such juristic person.

3.7 The documents mentioned above which has been made at the other country outside Thailand shall be certified by the Thai Consulate, or the notary public, or other competent person legally authorized by local laws of such country to certify the signature of such authorized director(s).

3.8 A proxy form together with documents required prior to attend the meeting, which is completely filled out and signed, shall be submitted to the Company as detailed in item 1.

4. Voting Conditions

4.1 Voting Regulation

(1) Each shareholder shall have the voting rights equal to the number of shares held by such shareholder (one share one vote) to approve, disapprove or abstain in each agenda and cannot split his/her vote, except for foreign shareholders appointing Custodian in Thailand using proxy form C.

(2) In case of proxy form, if the grantor did not specify the authorization or the authorization is unclear for any of the agenda, the proxy holder shall have the right to consider and vote on such agenda on behalf of the Shareholder.

4.2 Voting Procedures

The Chairman shall inform the meeting of the voting procedures as follows:

(1) The Chairman will propose the meeting to cast the vote for each agenda by asking whether any shareholders agree, disagree or abstain.

(a) A shareholder or proxy holder of proxy form A may cast his or her vote in each agenda to either approve, disapprove, or abstain. For a shareholder or proxy holder who does not vote in any agenda, the system will automatically count your vote as “approve”.

(b) For proxy holder of proxy form B and form C, where the proxy holder must cast the votes in accordance with the shareholders’ instruction, the Company shall count and record the votes as specified by the Shareholder. In case where the grantor does not specify the authorization or the authorization is unclear for any of the agenda, the proxy holder shall have the right to consider and vote on such agenda on behalf of the Shareholder.

(2) The voting made by a poll may be demanded by at least 5 shareholders and approved by the meeting. The chairman shall set up the procedure for voting by a poll and notify to the meeting before voting by a poll on such agenda.

4.3 Resolution of the Meeting

The resolution of shareholder's meeting consists the following vote:

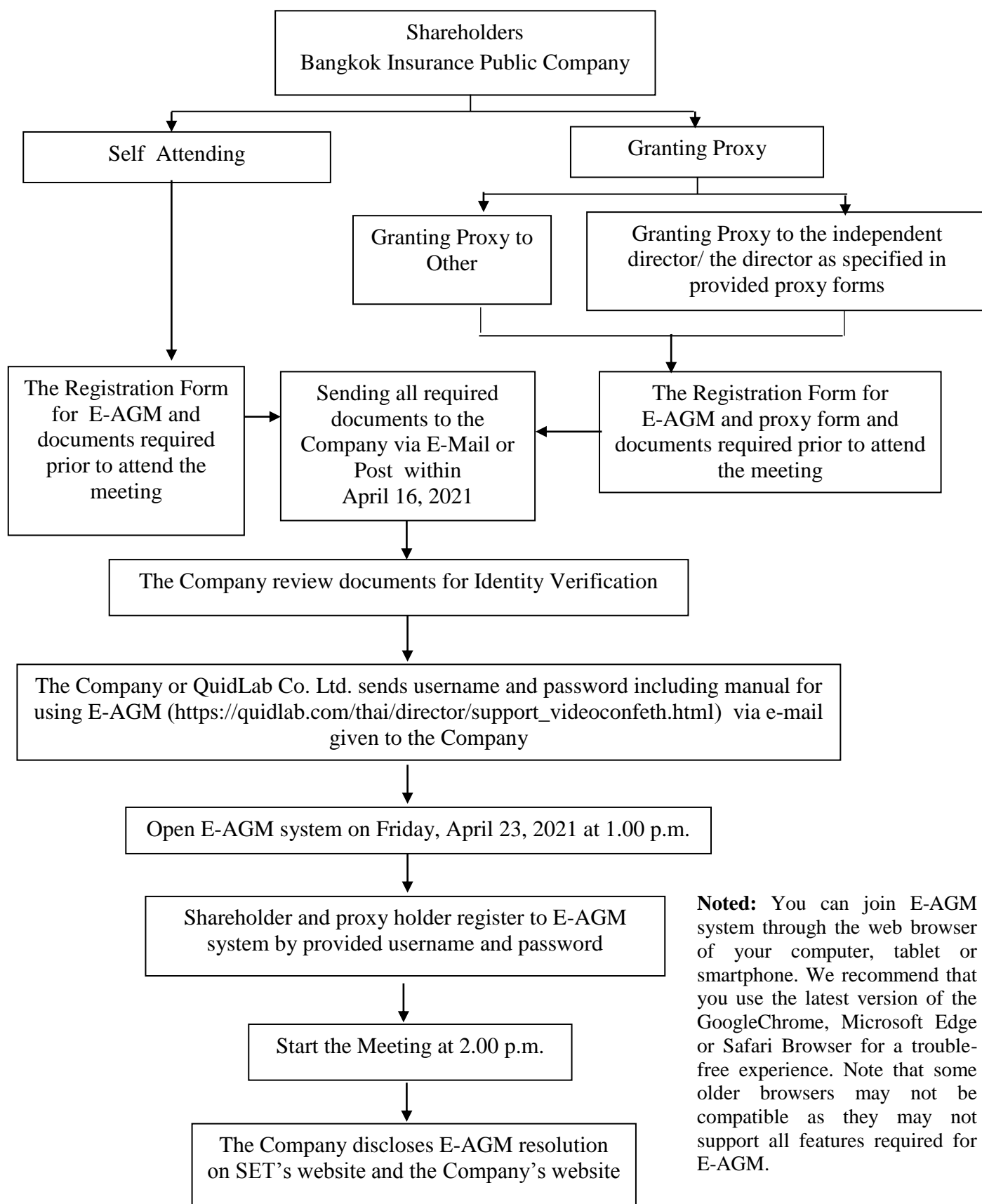
- General case: the resolution shall be normally by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have an additional vote as casting vote.
- Other case which the laws or the Company's Articles of Association provided otherwise: the resolution shall be in accordance with such laws, regulations and/or Company's Memorandum of Association, which the Chairman notify the meeting before voting on each agenda

The Chairman may solicit the shareholder who has a conflict of interest in each agenda to leave the meeting for a moment and cannot vote on such agenda.

4.4 Counting and Announcement of the vote

The Chairman shall announce the results of the vote count when the vote count shall be completely done.

E-AGM Procedures



Privacy Notice for BKI Shareholders

Bangkok Insurance Public Company Limited (the “**Company**”) attaches great importance to the protection of personal data of our shareholders and his Proxy. The Company then establish this privacy notice for BKI shareholders to inform the processing of your personal data pursuant to the Personal Data Protection Act as follows:

1. Definition

Personal Data Protection Act	means the Personal Data Protection Act B.E 2562 and any subordinate legislation and amendments thereto.
Personal Data	means any information relating to a natural person, which enables the identification of such natural person, whether directly or indirectly, but not including the information of the deceased persons in particular.
Processing	means any operation or set of operations which is performed on Personal Data or on sets of Personal Data, whether or not by automated means, such as collection, recording, organization, structuring, storage, adaptation or alteration, retrieval, consultation, use, disclosure by transmission, dissemination or otherwise making available, alignment, combination, erasure or destruction.
Data Controller	means a person or entity that can make decisions regarding the collection, use or disclosure of Personal Data.
Proxy / Proxies	means a person appointed by shareholder to attend the shareholders’ meeting and cast the vote in accordance with his instructions.

2. Personal Data to be collected

In order for the Company to efficiently perform its obligations in compliance with the Personal Data Protection Act, the Company will process the following Personal Data of shareholders and proxies which are either collected from you directly or from Thailand Securities Depository Co., Ltd. (TSD) as the securities registrar of the Company or from Securities Broker or from E-AGM Service Provider:

- 2.1 general Personal Data such as name-surname, identification number, passport number, date of birth, nationality, address, number of shares, type of shares, shareholder reference number, telephone number or email.
- 2.2 photo or VDO recording of shareholders’ meeting, including electronic traffic data from registration process or the shareholders’ meeting proceedings.
- 2.3 health information such as travel history of risk area, body temperature or respiratory disease symptoms.
- 2.4 financial information for the process with regard to the benefits paid to shareholders such as bank account or any information for tax process.
- 2.5 any information which provided to us through investor relation channel in the Company’s website or any channel as designated by the Company.

3. Purpose for Personal Data Processing

It is necessary for the Company to process your Personal Data for the purposes as follows:

- 3.1 to preparing and maintaining shareholder registration book in compliance with the Public Limited Company Act, the Securities and Exchange Act B.E.2535 and any relevant laws and regulations.
- 3.2 to arranging shareholders' meeting including dissemination of relevant documents, identity verification, data Processing, voting, preparation of notice of shareholders' meeting and any activities concerning shareholders' meeting.
- 3.3 to disclose or disseminate the minutes of shareholders' meeting or photo or VDO recording of shareholders' meeting.
- 3.4 to undertake COVID-19 prevention measures.
- 3.5 to make a payment of dividend or other benefits to shareholders.
- 3.6 to correspond with shareholders through investor relation channel in the Company's website or other channel as designated by the Company.

4. Disclosure of Personal Data to third party

Subject to the purpose for Personal Data Processing in Item 3, the Company may disclose your Personal Data to any third party as follows:

- 4.1 Thailand Securities Depository Co., Ltd. (TSD).
- 4.2 financial institution or legally financial service provider.
- 4.3 any third party service providers appointed to provide services such as printing, shipping, data collecting and storage, technology service such as E-AGM service provider, or any service to fulfil the Company's obligations under the laws.
- 4.4 any professional service providers such as legal consultants, doctors or auditors.
- 4.5 all investor if required by laws or regulations.
- 4.6 relevant law enforcement agencies, committees appointed under the laws, government authorities, regulatory bodies, dispute resolution agencies or any other person where the Company is under an obligation or required to make disclosures pursuant to the laws or orders from the above agencies or bodies or agreement between the Company and the above agencies or bodies or you such as the Securities Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce, Ministry of Public Health or other agencies related to communicable disease control or the Revenue Department.

5. Measure and Period for Retention of Personal Data

The Company will retain your Personal Data for the entire period necessary to be used for the purposes identified above.

6. Data Subject Rights

You have rights under the Personal Data Protection Act as follows:

- 6.1 the right to access or receive a copy of your Personal Data, or request the Company to disclose the source of your Personal Data.
- 6.2 the right to request the Company to make corrective action to ensure that your Personal Data is accurate, current and complete.
- 6.3 the right to request the Company to send or transfer your Personal Data to another Data Controller.
- 6.4 the right to withdraw your consent granted to the Company.

- 6.5 the right to object the Processing activities.
- 6.6 the right to request the Company to delete, destroy, or turn your Personal Data into non-personally identifiable information.
- 6.7 the right to restrict the Processing of your Personal Data.
- 6.8 the right to lodge a complaint to relevant government agencies in the event that the Company violates or fails to comply with the Personal Data Protection Act.

The Company will process your request by considering other related factors. However, the Company reserves the right to withdraw your request only if the Personal Data Protection Act allows the Company.

Exercising the right in item 6.4 – item 6.7 might affect some obligations of the Company's to fulfill your rights under the laws.

7. Contact Information

If you have questions regarding this Privacy Notice for the Company's shareholders or wish to exercise your data subject rights under item 6, you can contact the Company as detailed below:

Company Secretary Office
Bangkok Insurance Public Company Limited
Bangkok Insurance Building, 25 Sathon Tai Road, Thung Maha Mek, Sathon, Bangkok
Tel.: 02-285-7320
E-mail: cs@bangkokinsurance.com