



**Documents for
The 29th Annual Ordinary General Meeting of Shareholders
Bangkok Insurance Public Company Limited
(Electronic Meeting: E-AGM)**



**บริษัท กรุงเทพประกันภัย จำกัด (มหาชน)
Bangkok Insurance Public Company Limited**

The 29th Annual Ordinary General Meeting of Shareholders
Bangkok Insurance Public Company Limited

Friday, April 22, 2022 at 2.00 p.m.

Via Electronic Method (E-AGM)

E-AGM system will be opened for registration on Friday, April 22, 2022 at 12.00 a.m.



Meeting Documents



The 2021 Annual Report
(Form 56-1 One Report)



SO. 2022/007

March 21, 2022

SUBJECT : Notice of the 29th 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 28th Annual Ordinary General Meeting of Shareholders held on April 23, 2021 (document for Agenda 1)
- 2) The 2021 Annual Report (Form 56-1 One 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, 2021 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 Company's Auditor for the year 2022 for Election (document for Agenda 7)
- 7) 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>
- 8) Profile of an Independent Director Appointed to be Proxy of Shareholders not available to be presented in the Meeting
- 9) The Company's Article of Association relevant to Shareholders' Meeting
- 10) Guideline for the Electronic Meeting (E-AGM) Attendance
- 11) Registration Form for the 29th Annual Ordinary General Meeting of Shareholders via electronic method (E-AGM)
- 12) Privacy Notice for BKI Shareholder

The Board of Directors of Bangkok Insurance Public Company Limited had resolved to hold the 29th Annual Ordinary General Meeting of Shareholders via electronic method (E-AGM) **at 2.00 p.m. on Friday, April 22, 2022** to consider the following agenda:

Agenda 1: To certify the Minutes of the 28th Annual Ordinary General Meeting of Shareholders held on April 23, 2021.

Rationale and Background: The Company held the 28th Annual Ordinary General Meeting of Shareholders on April 23, 2021 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 28th Annual Ordinary General Meeting of Shareholders held on April 23, 2021 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 2021

Rationale and Background: The Company's Performance for the year 2021 can be found in the Company's Annual Report (Form 56-1 One Report) which is in the form of e-book accessible through QR Code **as shown in Attachment 2**, and can be summarized as follows:

	<u>2021</u>	<u>2020</u>	<u>Change (%)</u>
	Unit: Million Baht		
Gross Written Premium	24,511.0	22,858.2	7.2%
Profits (Loss) on Underwriting after Contributions	645.9	2,873.1	(77.5%)
<u>Less</u> Operating Expenses	988.5	984.3	0.4%
<u>Less</u> Finance Costs	40.8	39.3	3.8%
Net Underwriting Profit (Loss)	(383.4)	1,849.5	(120.7%)
Net Investment Income	1,498.3	1,360.6	10.1%
Profits before Income Tax Expenses	1,114.9	3,210.1	(65.3%)
<u>Less</u> Income Tax Expenses	59.0	504.5	(88.3%)
Net Profits	1,055.9	2,705.6	(61.0%)
Earning Per Share (Baht)	9.92	25.41	(61.0%)

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 2021.

Agenda 3: To approve the Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2021 as approved by Certified Public Accountant and Audit Committee

Rationale and Background: The Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2021 was approved by Certified Public Accountant and Audit Committee. The details of which are shown in the Company's Annual Report (Form 56-1 One 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, 2021 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 2021

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 expenses. 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 2021, the Company posted a net profit, after tax expenses, of Baht 1,055,881,548.- and items not to be recognized in profit or loss in subsequent periods of Baht 23,449,517.- included the unappropriated retained earnings brought forward of Baht 4,734,293,909.- the total unappropriated retained earnings is amounted to Baht 5,813,624,974.- The Board of Directors then proposed the shareholders to consider and approve the annual dividend payment for the year 2021 on 106,470,000 issued and fully paid up shares at Baht 15 per share which will be allocated from net profit after tax expenses and retained earnings 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 10 per share so the final dividend payment of Baht 5 per share is payable. The details of the net profit allocation are as follows:

		Unit: Thousand Baht	
		(2021)	(2020)
The 1 st interim dividend payment	@ Baht 3.5 per share	372,644	319,410
The 2 nd interim dividend payment	@ Baht 3.5 per share	372,644	319,410
The 3 rd interim dividend payment	@ Baht 3 per share	319,409	319,410
The final dividend payment	@ Baht 5 per share	532,350	638,818
Cumulative effect of a change in accounting principle		-	36,818
Unappropriated retained earnings		4,216,578	4,734,294
Total		5,813,625	6,368,159

The total of annual dividends payment for the year 2021 will be allocated from net profit after tax expenses and retained earnings 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.)**



Moreover, the individual shareholders can credit personal income tax of dividend received from the Company according to the Revenue Code, Section 47 Bis. Only for the dividend payment distributed from the profit which the Company paid 20% rate for corporate income tax. Therefore, the income tax credit for this dividend is equal to the number of dividend multiplied by 20/80.

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 11, 2022. The final dividend payment for the year 2022 will be made on Friday, May 6, 2022.

However, the right to receive dividend mentioned above is still uncertain as it has to be approved by shareholders in this meeting.

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 2022, 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) Dr. Apisit Anantanarat | Chief Executive Officer and Director |
| (2) Mr. Chor.nun Petpaisit | Independent Director and
Director of the Audit Committee |
| (3) Mr. Singh Tangtaswas | Independent Director and Chairman of
Remuneration and Nomination Committee |
| (4) Mr. Supadis Diskul | Independent Director and Director of the
Remuneration and Nomination Committee |

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, 2021 to December 31, 2021. 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) Dr. Apisit Anantanarat (2) Mr. Chor.nun Petpaisit (3) Mr. Singh Tangtaswas and (4) Mr. Supadis Diskul 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 to serve as the Company's directors for another term.

The four directors consists of three independent directors namely (1) Mr. Chor.nun Petpaisi (2) Mr. Singh Tangtaswas and (3) Mr. Supadis Diskul who have demonstrated themselves and independently expressed their opinion according to relevant rules and regulations, and three of them 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, Dr. Apisit Anantanarat 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 remuneration of the directors for the year 2022

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 2021, the shareholders, by the resolution of the 28th Annual General Meeting of Shareholders on April 23, 2021, had approved the directors' remuneration for the year 2021 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 14,550,000.-

For the year 2022, 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 2022 which is cash remuneration for an amount not exceeding Baht 16,000,000.- (the same rate as year 2021) 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 2022 (This meeting)		Year 2021 Shareholders' meeting No. 28 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 2022 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 7: To appoint the external auditor and fix the audit fee for the year 2022

Rationale and Background: The EY Office Limited has been appointed as the Company's auditor for the year 2021, by the resolution of the 28th Annual Ordinary General Meeting of Shareholders on April 23, 2021 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 2022.

EY Office Limited has quoted the audit fee for the year 2022 in an amount of Baht 2,950,000.-, as per following details:-

Unit: Baht

	Year 2022	Year 2021	Change	%
1. Fee for Examination of the Financial Statements for the period ending 31 December 2022	1,500,000	1,460,000	40,000	2.7%
2. Fee for Review of Interim Financial Statements (3 quarters, Baht 250,000.- per quarter)	780,000	750,000	30,000	4.0%
3. Fee for Review of the Risk-Based Capital (RBC) report as at 30 June 2022	160,000	160,000	-	-
4. Fee for Examination of the Risk-Based Capital (RBC) report as at 31 December 2022	480,000	480,000	-	-
5. Fee for Non-Audit Services	No	No	-	-
Total	2,920,000	2,850,000	70,000	2.5%

The Audit Committee and Senior Vice President, being responsible for Accounting and Treasury Department, have considered the overview of services and performance of EY Office Limited for the year 2021 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. The proposed audit fee for the year 2022 in an amount of Baht 2,920,000 is Baht 70,000 increase or around 2.5 percent increase compared to the audit fee for the year 2021.

Therefore, the Audit Committee then proposed to the shareholders to appoint the EY Office Limited as the Company's auditor for the year 2022 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. Ratana Jala	3734	Nil	and/or
2) Ms. Somjai Kunapasut	4499	Nil	and/or
3) 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 2022 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 2022, 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 2021 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 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 2022 in amount of Baht 2,920,000.-

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

Agenda 8: To consider other matters (if any)

Shareholders are invited to attend the 29th 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 12.00 a.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 10** 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 9**.

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 7**, 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 8**, The Independent Director appointed to be proxy of shareholders does not have conflict of interest in this meeting, except for the Agenda 6 - to approve the remuneration of the directors for the year 2022.

Please submit the registration form for the 29th Annual Ordinary General Meeting of Shareholders via electronic method (E-AGM) and relevant documents to the Company **within April 20, 2022** 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: 02-285-7320-7322)
- **E-mail:** cs@bangkokinsurance.com

In addition, the Company posted the Notice of the 29th Annual Ordinary General Meeting of Shareholders and the relevant documents of this meeting on the Company's website <http://www.bangkokinsurance.com> from March 21, 2022 onwards. Any questions concerning the above agenda, please send your questions in advance to the Company within April 20, 2022 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 28th Annual Ordinary General Meeting of Shareholders
Bangkok Insurance Public Company Limited**

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The Meeting was convened on April 23, 2021 via electronic method (E-AGM). At the opening, there were 15 shareholders and 189 proxies or a total of 204 persons, holding 55,021,399 shares or 51.6778 % 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. 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

The Company has 11 Directors; all of the 11 Directors or 100% 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 | Anantanarat | - Chief Executive Officer |
| 3. VDC Col Plengsakdi | Prakaspesat | - Director and President |
| | | - Independent Director |
| | | - Chairman of the Audit Committee |
| 4. Mr. Singh | Tangtaswas | - Independent Director |
| | | - Chairman of the Remuneration and
Nomination Committee |
| 5. Ms. Potjane | Thanavaranit | - Independent Director |
| | | - Director of the Audit Committee |
| 6. Mr. Chor.nun | Petpaisit | - Independent Director |
| | | - Director of the Audit Committee
Nomination 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. Mrs. Nintira | Sophonpanich | - Independent Director |
| | | - Director of the Corporate
Governance Committee |
| 10. Mr. Panus | Thiravanitkul | - Director |
| | | - Director of the Corporate
Governance Committee |
| 11. Mr. Satoru | Ogura | - Independent Director |
| | | (Attending via Microsoft Team) |
| 12. Mr. Voravit | Rojrapitada | - Advisor to the Board |

2. Management Members

There were 20 Management Members present in the meeting with the following names;

- | | | |
|---------------------|--------------------|--|
| 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. Tasspong | Budsayaplakorn | - First Vice President
Financial Business Unit |
| 19. Mr. Ekamol | Aungkavattana | - Vice President
Investment Office |
| 20. Ms. Umaporn | Hualbuttar | - Vice President
Compliance Office
- Vice President
Enterprise Risk Management Division |

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

There was a representative present in the meeting named Ms. Rachada Yongsawadvanich - Partner

After the introduction, Mrs. Srichittra Pramojaney, Company Secretary, informed that the 28th Annual Ordinary General Meeting of Shareholders will be conducted in the form of electronic meeting (E-AGM) provided by Quidlab Company Limited which is the E-Meeting control systems provider certified by the Electronic Transactions Development Agency (ETDA), and informed the voting procedures as follows:

1. Each shareholder shall have the voting rights equal to the number of shares held by such shareholder (one share one vote), except for custodian using proxy form C.

2. Self-attending shareholders or proxy holders of proxy form A may cast their vote in each agenda by clicking the voting section either "approve", "disapprove", or "abstain". The Company provided approximately 1 minutes to cast the vote during the period that the casting of vote is opened for each agenda. For shareholders or proxy holders who does not vote in any agenda, the system will automatically count their vote as "approve".

3. For proxy holders of proxy form B and form C where shareholders indicated their votes in proxy form, the Company shall count and record the votes as specified by the shareholder. If any shareholders have not indicated their votes, the proxy holders shall have the right to consider and cast the vote on such agenda with the same procedure used for self-attending shareholders mentioned above.

4. On the agenda 5 regarding the appointment of directors, the Chairman will ask the attendees to cast the vote for each nominee.

5. On each agenda, shareholders are able to ask questions or comment on any issues related to each agenda by typing message in the textbox and clicking on send button.

6. After the Company answers the question and announces the voting result of each agenda, it shall be deemed that voted casting of such agenda is concluded.

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. Wasan Khlongmee, external auditor from EY Office Limited, to act as a witness and observer of the vote counting.

Shareholders acknowledged the voting procedures, the Chairman then assigned Mrs. Srichittra Pramojaney, Company Secretary, to conduct 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 27th Annual Ordinary General Meeting of Shareholders held on June 26, 2020

Mrs. Srichittra Pramojaney, Company Secretary, proposed to the meeting to consider and certify the minutes of the 27th Annual Ordinary General Meeting of Shareholders held on June 26, 2020 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, unanimously, certified the minutes of the 27th Annual Ordinary General Meeting of Shareholders held on June 26, 2020. During the meeting on the agenda 1, there was no additional shareholder attending the meeting. The vote results of the agenda 1 are as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 1:

<input checked="" type="checkbox"/> approve	55,021,399	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 2: To acknowledge the Board of Directors' Report on the Company's Performance for the year 2020

Dr. Apisit Anantanarat, Chief Executive Officer and Director and President, reported and highlighted results of 2020 compared to 2019 as follows:

	2020	2019	Change (%)
Gross Written Premium	<u>22,858.2</u>	<u>21,008.9</u>	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	1472.0
Net Underwriting Profit (Loss)	1,849.5	1,161.4	59.2
Net Investment Income	<u>1,360.6</u>	<u>1,624.6</u>	(16.3)
Profits before Income Tax Expenses	3,210.1	2,786.0	15.2
<u>Less</u> Income Tax Expenses	<u>504.5</u>	<u>334.7</u>	50.7
Net Profits	<u>2,705.6</u>	<u>2,451.3</u>	10.4
Earning Per Share (Baht)	<u>25.41</u>	<u>23.02</u>	10.4

Dr. Apisit Anantanarat, Chief Executive Officer and Director and President, reported that written premium for the year 2020 increased by 8.8 percent from the year 2019 and the underwriting profit after contributions of 2,873.1 million baht in the year 2020 has increased by 28.1 percent from the year 2019. After deducting operating expenses and finance costs, the Company has a net underwriting profit of 1,849.5 million baht in the year 2020 or an increase of 59.2 percent from the year 2019. The Company has the net investment income of 1,360.6 million baht which has decreased by 16.3 percent from the year 2019. As a result, the Company has a net profit, after income tax expenses, of 2,705.6 million baht or an increase of 10.4 percent from the year 2019.

The underwriting profit after contributions classifying by product in year 2020 and year 2019 are as follows:

(Unit : Million Baht)

2020 2019 Change (%)

Gross Written Premium	22,858.2	21,008.9	8.8
Profits on Underwriting after Contributions			
Fire	466.1	567.4	(17.9)
Marine	10.1	9.4	7.4
Cargo	113.7	83.3	36.5
Motor	725.1	382.2	89.7
Miscellaneous	<u>1,558.1</u>	<u>1,199.9</u>	29.9
Total	2,873.1	2,242.2	28.1
<u>Less Operating Expenses</u>	(984.3)	(1,078.3)	(8.7)
<u>Less Finance Costs</u>	(39.3)	(2.5)	1,472.0
Net Underwriting Profit	<u>1,849.5</u>	<u>1,161.4</u>	59.2

In year 2021, the Company has set its gross written premium target in an amount of 24,000 million Baht or a 5% growth, and the Company forecasted GDP Growth (Office of the National Economics and Social Development Council) and insurance industry growth (TGIA) at the rate of 2.5 – 3.5% and 3% respectively.

Dr. Apisit Anantanarat, Chief Executive Officer and Director and President, 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 CG Code and has 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 2020, 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. In addition, the Company's Private Sector Collective Action Coalition Against Corruption (CAC) certification has 3 years term, which will be expired in August 21, 2021. Currently, the Company is in the process of renewal which expects to be completed in the 2nd Quarter of the year 2021.

The meeting was opened for any queries or comments. There was neither query nor comment; the resolution was then concluded as follows:

RESOLUTION:

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

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, 2020 as approved by Certified Public Accountant and Audit Committee. The financial statements are disclosed in pages 78 - 85 of the Annual Report 2020 submitted to all shareholders along with the invitation letter.

The meeting was opened for any queries or comments about the Company's Statements of Financial Position and Statement of Comprehensive Income. 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, approved the Company's Statements of Financial Position and Statement of Comprehensive Income for the year ended December 31, 2020. During the meeting on the agenda 3, there was no additional shareholder attending the meeting. The vote results of the agenda 3 are as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 3

<input checked="" type="checkbox"/> approve	54,930,499	votes (99.8348 %)
<input type="checkbox"/> disapprove	0	votes (0.0000 %)
<input type="checkbox"/> abstain	90,900	votes (0.1652 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

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

Mrs. Srichittra Pramojaney, Company Secretary, reported to the meeting that in 2020, the Company posted a net profit, after income tax expenses, of Baht 2,705,596,047.- and other comprehensive income for the year, not having been recognized in profit or loss statement in subsequent periods, of Baht 28,544,951.- included the unappropriated accumulative profit brought forward of Baht 3,691,108,003.- the total unappropriated accumulative profit is Baht 6,368,159,099.-

The Board of Directors then proposed to the shareholders to consider and approve the cash dividend payment made to shareholder (106,470,000 shares) at 15 baht per share for the year 2020 allocated from net profits in 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		<u>4,734,291</u>	<u>3,691,108</u>
Total		<u>6,368,159</u>	<u>5,181,688</u>

The record date for the right to attend the 28th Annual Ordinary General Meeting of Shareholders and to receive the cash dividend payment will be on Friday, March 5, 2021. The final dividend payment will be made on Friday, May 7, 2021.

The meeting was opened for any queries or comments regarding the allocation of net profit for cash dividend payment for the year 2020. 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, approved the allocation of net profit for the year 2020 dividend payment as proposed. During the meeting on the agenda 4, there was no additional shareholder attending the meeting. The vote results of the agenda 4 are as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 4:

<input checked="" type="checkbox"/> approve	55,019,399	votes (99.9964 %)
<input type="checkbox"/> disapprove	2,000	votes (0.0036 %)
<input type="checkbox"/> abstain	0	votes (0.0000 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

Agenda 5: 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, Independent Director and Chairman of the Remuneration and Nomination Committee, reported to the meeting that the Board of Directors is comprise of 11 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 2021, the four directors who are due to retirement by rotation are as follows:

(1) Mr. Chai Sophonpanich	Chairman
(2) Ms. Potjanee Thanavarant	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 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 Thanavarant (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. Potjane 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. Potjane 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.

Mr. Singh Tangtaswas proposed to the meeting to re-elect the above retiring directors and then requested the meeting to consider and vote individually for each nominated director, and the vote results for each nominated director are as follows:

1. Mr. Chai Sophonpanich - Chairman (re-elected)

During the meeting on this agenda, there was no additional shareholder attending the meeting. The vote results for Mr. Chai Sophonpanich was then concluded as follow;

<input checked="" type="checkbox"/> approve	51,587,210	votes (93.7584 %)
<input type="checkbox"/> disapprove	529,909	votes (0.9631 %)
<input type="checkbox"/> abstain	2,904,280	votes (5.2785 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

2. Ms. Potjane Thanavaranit - Independent director
- Director of the Audit Committee
(re-elected)

During the meeting on this agenda, there was no additional shareholder attending the meeting. The vote results for Ms. Potjane Thanavaranit was then concluded as follow;

<input checked="" type="checkbox"/> approve	54,399,086	votes (98.8690 %)
<input type="checkbox"/> disapprove	531,413	votes (0.9658 %)
<input type="checkbox"/> abstain	90,900	votes (0.1652 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

3. Mrs. Nintira Sophonpanich - Independent director
- Director of the Corporate
Governance Committee
(re-elected)

During the meeting on this agenda, there was no additional shareholder attending the meeting. The vote results for Mrs. Nintira Sophonpanich was then concluded as follow;

<input checked="" type="checkbox"/> approve	54,398,236	votes (98.8674 %)
<input type="checkbox"/> disapprove	532,263	votes (0.9674 %)
<input type="checkbox"/> abstain	90,900	votes (0.1652 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

4. Mr. Satoru Ogura - Independent director
(re-elected)

During the meeting on this agenda, there was no additional shareholder attending the meeting. The vote results for Mr. Satoru Ogura was then concluded as follow;

<input checked="" type="checkbox"/> approve	54,402,890	votes (98.8759 %)
<input type="checkbox"/> disapprove	527,609	votes (0.9589 %)
<input type="checkbox"/> abstain	90,900	votes (0.1652 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

RESOLUTION:

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. Mr. Chai Sophonpanich - Chairman
 2. Ms. Potjane Thanavaranit - 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

Therefore, members of the board of directors are as follows:

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. Mr. Suvarn Thansathit - Independent Director
 - Director of the Remuneration and
 Nomination Committee
 7. M.R. Supadis Diskul - Independent Director
 - Director of the Remuneration and
 Nomination Committee
 8. Mrs. Nintira Sophonpanich - Independent Director
 - Director of the
 Corporate Governance Committee
 9. Mr. Satoru Ogura - Independent Director
 10. Mr. Panus Thiravanitkul - Director
 - Director of the
 Corporate Governance Committee
 11. Dr. Apisit Anantanarat - Director
 - Chief Executive Officer
 - President

Agenda 6: To approve the appointment of new independent director

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, Independent Director and Chairman of the Remuneration and Nomination Committee, reported to the meeting that the meeting of the Remuneration and Nomination Committee held on March 26, 2021 considered any qualified person to be proposed as a new director and then had a resolution to propose Mr. Thongchai Ananthothai to be a new director to fill the casual vacancy of the resigned director for the remaining term to Board of Directors for approval.

The Board of Directors thoroughly and carefully considered the qualified person to be proposed as a new director to fill the casual vacancy of the resigned director, which passed the selection process of the Remuneration and Nomination Committee, and agreed that the proposed director is fully qualified, does not have any prohibited characteristics according to the relevant laws or regulations, has 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 his assigned duties with his best competency, and is able to express his opinions independently in accordance with the relevant laws and regulations. In addition, the proposed director does not have position in any company that operates the same type of business with the Company, which may create a conflict of interest. The Board of Directors, therefore agreed to propose the appointment of Mr. Thongchai Ananthothai as an independent director.

Due to the proposal for appointment of a new director to fill the casual vacancy of the resigned director was held close to the 28th Annual Ordinary General Meeting of Shareholders which was 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 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.

The meeting was opened for any queries or comments regarding the appointment of Mr. Thongchail Ananthothai as an independent director. 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, approved the appointment of Mr. Thongchai Ananthothai as an independent director. During the meeting on the agenda 6, there was no additional shareholder attending the meeting. The vote results of the agenda 6 are as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 6:

<input checked="" type="checkbox"/> approve	54,400,590	votes (98.8717 %)
<input type="checkbox"/> disapprove	529,909	votes (0.9631 %)
<input type="checkbox"/> abstain	90,900	votes (0.1652 %)
<input type="checkbox"/> voided ballot	0	votes (0.0000 %)

Therefore, members of board of directors are as follows:

- 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. Potjanee Thanavaranit - Independent Director
- Director of the Audit Committee
- 5) Mr. Chor.nun Petpaisit - Independent Director
- Director of the Audit Committee
- 6) Mr. Suvarn Thansathit - Independent Director
- Director of the Remuneration and Nomination Committee
- 7) M.R. Supadis Diskul - Independent Director
- Director of the Remuneration and Nomination Committee
- 8) Mrs. Nintira Sophonpanich - Independent Director
- Director of the Corporate Governance Committee
- 9) Mr. Satoru Ogura - Independent Director
- 10) Mr. Thongchai Ananthothai - Independent Director
- 11) Mr. Panus Thiravanitkul - Director
- Director of the Corporate Governance Committee
- 12) Dr. Apisit Anantanarat - Director
- Chief Executive Officer
- President

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

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, Independent Director and Chairman of the Remuneration and Nomination Committee, reported to the meeting that in the 27th Annual Ordinary General Meeting of Shareholders held on June 26, 2020, the shareholders 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 this remuneration, which a total amount of Baht 13,670,000.- had actually been allocated.

The Remuneration and Nomination Committee 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 for an amount not exceeding Baht 16,000,000.- which is the same amount 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 for the year 2021 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 2021. There was neither query nor comment; the resolution was 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 2021 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. The vote results of the agenda 7 are as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 7:

<input checked="" type="checkbox"/> approve	51,894,800	votes (94.3175 %)
<input type="checkbox"/> disapprove.....	106	votes (0.0002 %)
<input type="checkbox"/> abstain.....	3,126,493	votes (5.6823 %)
<input type="checkbox"/> voided ballot.....	0	votes (0.0000 %)

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

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

VDC Col Plengsakdi Prakaspesat reported to the meeting that the EY Office Limited appointed by the resolution of the 27th Annual Ordinary General Meeting of shareholders as the Company's auditor for the year 2020 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 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:

- 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 2021 in an amount of Baht 2,850,000.- as follows:

Unit: Baht

	Year 2021	Year 2020	Change	%
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	2,850,000	2,850,000	-	-

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 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.

VDC Col Plengsakdi Prakaspesat, then asked the meeting if there were any queries or comments about the auditor appointing and the audit fee. There was neither query nor comment; the resolution was then concluded as follows:

RESOLUTION:

The Meeting, unanimously, appointed EY Office Limited as the Company’s auditor for the year 2021 and authorized 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 and fix the audit fee for the year 2021 at the amount of baht 2,850,000.

During the meeting on the agenda 8, there was no additional shareholder attending the meeting. The vote results of the agenda 8 are as follows:

THE NUMBERS OF VOTING SHARES IN AGENDA 8:

- | | | |
|---|------------|---------------------|
| <input checked="" type="checkbox"/> approve | 55,021,399 | 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)

The 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 to the meeting that all agendas proposed to the 28th Annual Ordinary General Meeting of Shareholders were completed and opened the floor for general questions.

1. Ms. Ratana Cholpryimolrat, Minority Shareholder, asked questions regarding the Company’s business plan to insure the Electric Vehicle (EV) and the effects on the Company’s performance from EV underwriting.

Dr. Apisit Anantanatarat, Chief Executive Officer and President and Director, answered that the Company and the insurance industry have insured an EV. However, the market size of EV industry remains very small, and that creates the inadequacy of statistics of loss frequency and loss severity, so the written premium might not reflect the actual risk. The Company itself determines the written premium rate of electric vehicle insurance approximately 20 percent higher than non-EV insurance because repairing of electric vehicle

must be handled by EV standard service centers, which leads to higher repair costs. On the other hand, with a safety technologies of electric vehicle, the probability of car accidents is lower. Thus, the statistics data must then be continually gathered.

2. Ms. Sugunya Rattanaprapaporn, Minority Shareholder, asked the following questions:

2.1 What is the vision statement and business plan of the Company to expand business in the next 5 years.

Dr. Apisit Anantanarat, Chief Executive Officer and President and Director, answered that customer currently takes priority over health, so the Company has devoted much attention to health insurance in order to launch a wide variety of health insurance products. The Company also values liability insurance which has a growth potential in the future. In addition, the Company has invested in technology systems in order to reduce operational costs and expenses.

a. Does the Company has any plan to expand business in overseas.

Dr. Apisit Anantanarat, Chief Executive Officer and President and Director, answered that at the present, the Company has made foreign investments in the form of Joint Venture business in ASEAN region such as Cambodia, Philippine, Indonesia and Lao PDR. The Company also established the Overseas Corporation (representative office) in Myanmar. However, due to COVID-19 pandemic together with internal situation in Myanmar, the Company necessarily postpones the operation of representative office in Myanmar.

3. Ms. Wilaiporn Akarapolwong, Proxy of Thai Investor Association, asked question regarding current risk of the Company and how to manage them.

Dr. Apisit Anantanarat, Chief Executive Officer and President and Director, answered that the Company has appointed risk management committee to manage risks of the Company such as strategic risk, reputation risk and other relevant risks.

4. Ms. Ratana Cholpryapimolrat, Minority Shareholder, asked question regarding low interest rate situation and the solution to offset investment income which is affected by low interest rate.

Mr. Chai Sophonpanich, Chairman, answered that low interest rate may continually impact on the economy around 2 years. Thus, the Company does not have policy to make any investments because the current investment risk is high.

5. Ms. Sugunya Rattanaprapaporn, Minority Shareholder, asked question regarding the Company's investment strategies.

Mr. Chai Sophonpanich, Chairman, answered that proportion of the Company's portfolio mainly invested in affiliated companies such as Bangkok Bank Public Company Limited, Bumrungrad Hospital Public Company Limited and Bangkok Life Assurance Public Company Limited, which are approximately 60 percent investments in portfolio. In addition, the Company currently does not have policy to expand any investments.

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

In conclusion, there were 15 shareholders and 189 proxies or a total of 204 persons, with 55,021,399 shares which represented 51.6778 % of the total issued and fully paid shares (106,470,000 shares).

The meeting adjourned at 3.30 p.m.

Mr. Chai Sophonpanich
Chairman

Mrs. Srichitra Pramojaney
Company Secretary

The 2021 Annual Report (Form 56-1 One 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, 2021 as approved by Certified Public Accountant and Audit Committee
(document for Agenda 2 and 3)

1. The 2021 Annual Report (Form 56-1 One 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 2021 Annual Report (Form 56-1 One 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 2021 Annual Report (Form 56-1 One 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 2021 Annual Report (Form 56-1 One Report).

2) Company's website

Shareholders can find the 2021 Annual Report (Form 56-1 One 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, 2021 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, 2021 which was approved by Certified Public Accountant and Audit Committee has been provided in the 2021 Annual Report (Form 56-1 One Report) in the form of e-book accessible through QR Code. The summary of the Company's Financial Statements on December 31, 2021 to facilitate the shareholders for analyzing is as follows;

Unit: Thousand Baht

Items	2021	2020	Change	%
Assets	63,499,849	59,503,790	3,996,059	6.7
Liabilities	30,681,749	29,160,742	1,521,007	5.2
Owners' Equity	32,818,100	30,343,048	2,475,052	8.2
Revenues				
- Total Underwriting Income	16,854,244	16,485,737	368,507	2.2
- Net Investments Revenues	1,052,973	1,127,222	(74,249)	(6.6)
- Gains on Investments	313,908	185,241	128,667	69.5
- Share of Income from Associates	20,427	20,790	(363)	(1.7)
- Other Income	204,249	174,083	30,166	17.3
Total Income	18,445,801	17,993,073	452,728	2.5
Expenses				
- Underwriting Expenses *	16,208,288	13,612,627	2,595,661	19.1
- Operating Expenses	988,510	984,279	4,231	0.4
- Investment Expenses	89,027	86,426	2,601	3.0
- Finance Costs	40,831	39,337	1,494	3.8
- Expected Credit Loss	4,284	60,321	(56,037)	(92.9)
- Income Taxes Expenses	58,979	504,487	(445,508)	(88.3)
Total Expenses	17,389,919	15,287,477	2,102,442	13.8
Net Income	1,055,882	2,705,596	(1,649,714)	(61.0)
Earnings per Share (Baht)	9.92	25.41	(15.49)	(61.0)

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 4)

The Details of Dividend Payment over the past three years

Unit: Million Baht

	(2021)	(2020)	(2019)
1. A Net Profit after Income Tax Expenses	1,055.9	2,705.6	2,451.3
2. Amount of Shares for Annual Dividend Payment (Million Shares)	106.47	106.47	106.47
3. Earning per share (Baht) *	9.91	25.41	23.02
4. Annual Dividend Payment (Baht/Share)	15	15	14
5. Totally Amount of Annual Dividend Payment	1,597.1	1,597.1	1,490.6
6. The Percentage of Annual Dividend Payment (Compare with A Net Profit after Income Tax Expenses Deduction)	151.3	59.03	60.81

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)

Shareholder's Meeting Time / Year	Year of Payment	Cash Dividend				Total
		Quarter 1	Quarter 2	Quarter 3	Quarter 4	
No.24/2017	2016	3	3	3	5	14
No.25/2018	2017	3	3	3	5	14
No.26/2019	2018	3	3	3	5	14
No.27/2020	2019	3	3	3	5	14
No.28/2021	2020	3	3	3	6	15
No.29/2022 (This Meeting)	2021	3.5	3.5	3	5	15*

Remark* The annual dividend payment for the operation of the year 2021 is subject to the final approval by shareholders at the 29th 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;

Attachment 4

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) Dr. Apisit Anantanarat | Chief Executive Officer and Director
(Nominated Director for Re-Election) |
| (2) Mr. Chor.nun Petpaisit | Independent Director and Director of
the Audit Committee
(Nominated Director for Re-Election) |
| (3) Mr. Singh Tangtaswas | Independent Director and Chairman
of Remuneration and Nomination
Committee
(Nominated Director for Re-Election) |
| (4) Mr. Supadis Diskul | Independent Director and Director of
the Remuneration and Nomination
Committee
(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)



Dr. Apisit Anantanarat

Address	309/104, Sathon Tai Road, Kwang Thung Maha Mek, Sathon District, Bangkok 10110		
Date of Birth	September 20, 1963	Age	58
Nationality	Thai	Status	Single
Occupation/Position	Chief Executive Officer and Director		
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

- Doctor of Organization Development and Transformation, Cebu Doctors' University, Philippines
- M.A. (Industrial and Organization Psychology), Thammasat University
- M.S. (Insurance), University of Hartford, U.S.A.
- Diploma of Financial Service (General Insurance), ANZIIF (Senior Associate), Australia
- Certificate, The Columbia Senior Executive Program, Columbia University, U.S.A.
- Super Insurance Leadership Program class 1/2020
- Certificate, Capital Market Academy Leadership Program (CMA), Class 24/2017
- Thailand Insurance Leadership Program class 3/2013
- Aon's 16th Hazards Conference 2019, Australia
- From Science Fiction to Reality: Man and Man – Made Risks 2018, R + V Re, Germany
- CIO VMWare World Conference 2017, Spain
- New Forms of Risk Sharing and Risk Engineer, SCOR, France
- Management Development Program – Fit for Expert Underwriting, Swiss Insurance Training Centre, Switzerland
- Management Development Program - Fit for Management, Swiss Insurance Training Centre, Switzerland

Thai Institute of Directors Association (IOD) Training Courses

- Director Accreditation Program (DAP) Class 149/2018

Position/Experience in Listed Companies

- March 1, 2020 – Present Chief Executive Officer
Director and President, Bangkok Insurance Public Co., Ltd.
- April 2021 – Present Director, Thai Reinsurance Public Co., Ltd.
- Jan 1, 2019 – Feb 28, 2020 Chief Executive Officer and Director,
Bangkok Insurance Public Co., Ltd. (Acting President)
- Apr 22, 2016 – Dec 31, 2018 Director and President, Bangkok Insurance Public Co., Ltd.
- Apr 2012 – Dec 2015 Executive Vice President, Bangkok Insurance Public Co., Ltd.
- 2011 – Apr 2012 Senior Vice President, Marketing and Communications
Department, Bangkok Insurance Public Co., Ltd.
- 2009 – Mar 2014, Senior Vice President, Information Technology
Department, Bangkok Insurance Public Co., Ltd.
- 2007 – 2015 Senior Vice President, Personal Lines Business Unit,
Bangkok Insurance Public Co., Ltd.
- 2006 – 2007 First Vice President, Personal Lines Division,
Bangkok Insurance Public Co., Ltd.
- 2005 – 2009 First Vice President, Information Technology Department,
Bangkok Insurance Public Co., Ltd.
- 2002 – 2006 Vice President, Human Resources Development Division,
Bangkok Insurance Public Co., Ltd.
- 2000 – 2002 Assistant Vice President, Human Resources Development
Division, Bangkok Insurance Public Co., Ltd.

Position/Experience in Non-Listed Companies

- May 24, 2016 – Present Director, Thai ORIX Leasing Co., Ltd.
- June 16, 2021 – Present Director, Asia Insurance (Cambodia) Plc.

Profile related to Bangkok Insurance Public Company Limited

- * **Position** - Director President (from April 22, 2016 – Feb 28, 2020,
March 1, 2020 – present)
Acting President (Jan 1, 2019 – Feb 28, 2020)
- Executive Chief Executive Officer

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

- 6 years (from April 22, 2016 - present)

- * **BKI Shareholding** 4,613 shares as at November 26, 2021 which is the latest record
date or 0.004% of total number of shares entitled to vote

- * **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, Thai Reinsurance Public Co., Ltd.

Position in other Organization (Non-listed Company) 2 Non-Listed Companies as follows;

- 1) Director, Thai ORIX Leasing Co., Ltd.
- 2) Director, Asia Insurance (Cambodia) Plc.

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

- None

*** 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
- BKI's shareholding 4,613 shares or 0.004% of the total units of shares

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

- Being an authorized executive director

*** Meeting Attendance**

Meeting / Year	No. of Attendance (times)	No. of Invitation (times)
- <u>Board of Directors' Meeting</u>		
2019	4	4
2020	5	5
2021	7	7
- <u>Annual General Meeting of Shareholders</u>		
No.26 (year 2019)	1	1
No.27 (year 2020)	1	1
No.28 (year 2021)	1	1

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



Mr. Chor.nun Petpaisit

Address 28 Soi Ladprao 106, Ladprao Road, Kwang Plub Pla
Wang Thonglang District, Bangkok 10310

Date of Birth January 5, 1952 **Age** 70

Nationality Thai **Status** Married

Educational Background/Training Courses

- B.B.A. (Accounting), Thammasat University

Thai Institute of Directors Association (IOD) Training Courses

- Director Accreditation Program (DAP) Class 28/2004
- Director Certification Program (DCP) Class 76/2006
- Audit Committee Program (ACP) Class 28/2009
- Successful Formulation & Execution of Strategy (SFE) Class 8/2010
- Financial Institutions Governance Program (FGP) Class 4/2012

Position/Experience in Listed Companies

- 30 July 2020 – Present Independent Director, Shangri-La Hotel Public Co., Ltd.
- 2019 – Present Independent Director and Director of Audit Committee, Fine Metal Technologies Public Co., Ltd. (Formerly known as Furukawa Metal (Thailand) Public Co., Ltd.)
- April 2015 – Present Independent Director and Director of Audit Committee, Interhides Public Co., Ltd.
- February 27, 2009 – Present Director of Audit Committee, Bangkok Insurance Public Co., Ltd.
- February 28, 2006 – Present, Independent Director, Bangkok Insurance Public
April 3, 2002 – November 17, 2004 Co., Ltd.

Position/Experience in Non-Listed Companies

- 2013 – Present Adviser, Thai Charoen Corporation Group (TCC Group)
- 2011 – 2012 Inspector General, Ministry of Finance
- 2011 – 2012 Director, Government Savings Bank

Position/Experience in Non-Listed Companies (Cont.)

- 2010 – 2011, 2006 – 2008	Director, Government Housing Bank
- 2010 – 2011, 2005 – 2006	Director, Tourism Authority of Thailand
- 2009 – 2012	Director, The Government Pharmaceutical Organization
- 2008 – 2011	Principal Adviser on Performance Improvement, The Revenue Department, Ministry of Finance
- 2005 – 2007	Director, National Science Museum
- 2001 – 2008	Policy and Plan Expert, The Revenue Department, Ministry of Finance
- 2000 – 2001	Director, Bureau of Tax Audit Operation, The Revenue Department, Ministry of Finance

Profile related to Bangkok Insurance Public Company Limited

* Position	- <u>Director</u>	- Independent Director (the definition of Independent Director as defined herein) (Reappointed on April 27, 2018)
		- Director of the Audit Committee (Reappointed on November 14, 2014 and effected on November 17, 2014)
	- <u>Executive</u>	- None

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

- 16 years (from February 28, 2006 - present)

* **BKI Shareholding** None

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

*** Position in other Company**

- Position in other Listed Company 3 Listed Companies as follows;

- 1) Independent Director and Director of Audit Committee, Interhides Pcl.
- 2) Independent Director and Director of Audit Committee, Fine Metal Technologies Public Co., Ltd.
- 3) Independent Director, Shangri-La Hotel Public Co., Ltd.

- Position in other Organization (Non-listed Company) 1 Listed Companies as follows;

- 1) Adviser, Thai Charoen Corporation Group (TCC Group)

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

- None

*** 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>		
2019	4	4
2020	5	5
2021	7	7
- <u>Audit Committee's Meeting</u>		
2019	6	6
2020	6	6
2021	6	6
- <u>Meeting with the Company's External Auditor</u>		
2019	2	2
2020	2	2
2021	2	2
- <u>Annual General Meeting of Shareholders</u>		
No. 26 (year 2019)	1	1
No. 27 (year 2020)	1	1
No. 28 (year 2021)	1	1

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



Mr. Singh Tangtaswas

Address	59 Soi Phong Wet Anuson School Kwang Bangchak, Phra Khanong District 10206 Bangkok		
Date of Birth	July 19, 1942	Age	79
Nationality	Thai	Status	Married
Occupation/Position	Director and Adviser to the Executive Committee		
Place of Work	Bangkok Bank Public Co., Ltd. 333 Silom Raod, Bangkok 10500		

Educational Background/Training Courses

- B.A. (Economics), Thammasat University
- M.B.A. (Finance), the Wharton School of Finance and Commerce, University of Pennsylvania
- Certificate of Management Development Program, the Wharton School
- Certificate of Executive Development Program, Harvard Business School

Thai Institute of Directors Association (IOD) Training Courses

- Director Certification Program (DCP) Class 0/2000

Position/Experience in Listed Companies

- 2006 – 2010 Managing Director, Bangkok Bank Public Co., Ltd.
- 2005 – Present Executive Director, Bangkok Bank Public Co., Ltd.
- 2005 – January 2019 Chairman of Risk Management Committee,
Bangkok Bank Public Co., Ltd.
- 2005 – 2013 Independent Director, TWZ Corporation Public Co., Ltd.
- 2004 - Present Independent Director and Chairman of the Audit
Committee, Thai Optical Group Public Co., Ltd.
- August 18, 2004 – Present Chairman of the Remuneration & Nomination
Committee, Bangkok Insurance Public Co., Ltd.
- April 26, 2004 - Present Independent Director, Bangkok Insurance Public Co., Ltd.
- 1999 – 2001 President and Chief Executive Director, Krung Thai Bank
Public Co., Ltd.

Position/Experience in Non-Listed Companies

- 2010 – May 2015 Director, Thai Institute of Directors Association
- 2002 – 2009 Adviser, Corporate Governance Center, The Stock Exchange of Thailand
- 1971 - Present Director, Kanchanadhat Co., Ltd.

Profile related to Bangkok Insurance Public Company Limited

- * **Position** - Director - Independent Director
(the definition of Independent Director as defined herein)
(reappointed on April 26, 2013)
- Chairman of Remuneration and Nomination Committee
(appointed on August 14, 2013 and effected on August 18, 2013)
- Executive None

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

- 18 years (from April 26, 2004 - present)

*** BKI Shareholding**

- 153,600 shares (as at November 26, 2021 which is the latest record date) or 0.144% of total number of shares entitled to vote

*** Legal Dispute**

- No legal dispute during the past 5 years

*** Position in other Company**

- Position in other Listed Company - 2 Listed Companies as follows;
 - 1) Executive Director, Bangkok Bank Public Co., Ltd.
 - 2) Independent Director and Chairman of the Audit Committee, Thai Optical Group Public Co., Ltd.
- Position in other Organization (Non-listed Company) - 1 Organization as follows;
 - 1) Director, Kanchanadhat Co., Ltd.

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

- Being Executive Director, Bangkok Bank 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**

- 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
- BKI's shareholding 153,600 shares or 0.144% of the total units of shares

*** 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>		
2019	4	4
2020	5	5
2021	7	7
- <u>Remuneration and Nomination Committees' Meeting</u>		
2019	1	2
2020	2	2
2021	2	2
- <u>Annual General Meeting of Shareholders</u>		
No.26 (year 2019)	1	1
No.27 (year 2020)	1	1
No.28 (year 2021)	1	1

Position/Experience in Non-Listed Companies

- 2020 – Present Chairman, BAFS Clean Energy Corporation Co., Ltd.
- 2018 – Present Director, BAFS Intech Co., Ltd.
- 2016 – Present Chairman, BAFS Innovation Development Ltd.
- 2011 – 2013 Director, BAFS International Limited
- 2010 – Present Chairman, Fuel Pipeline Transportation Ltd.
- 2004 – 2014 Director, JP-One Asset Co., Ltd.
- 2004 – 2011 Managing Director, JP-One Asset Co., Ltd.
- 1997 – 2006 Managing Director, Fuel Pipeline Transportation Ltd.
- 1996 – Present Director, Thai Aviation Refuelling Co., Ltd.
- 1996 – 2011 Managing Director, Thai Aviation Refuelling Co., Ltd.
- 1993 – 2015 Chairman, Intoplane Services Co., Ltd.
- 1991 – 2010 Director, Fuel Pipeline Transportation Ltd.

Profile related to Bangkok Insurance Public Company Limited

- * **Position** - Director - Independent Director
(the definition of Independent Director as defined herein)
(Appointed on April 26, 2013)
- Director of the Remuneration and Nomination Committee
(appointed on August 14, 2013 and effected on August 18, 2013)
- Executive None

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

- 9 years (from April 26, 2013 - 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;
 - 1) Director and Executive Chairman,
Bangkok Aviation Fuel Services Public Company Limited
- Position in other Organization (Non-listed Company) - 5 Organization as follows;
 - 1) Chairman, BAFS Clean Energy Corporation Co., Ltd.
 - 2) Director, BAFS Intech Co., Ltd.
 - 3) Chairman, BAFS Innovation Development Ltd.
 - 4) Director, Fuel Pipeline Transportation Ltd.
 - 5) Director, Thai Aviation Refuelling Co., Ltd.

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

- None

*** 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>		
2019	4	4
2020	5	5
2021	7	7
- <u>Remuneration and Nomination Committees' Meeting</u>		
2019	2	2
2020	2	2
2021	2	2
- <u>Annual General Meeting of Shareholders</u>		
No. 26 (year 2019)	1	1
No. 27 (year 2020)	1	1
No. 28 (year 2021)	1	1

**Profile of Nominated Company's Auditor for the year 2022 for Election
(document for Agenda 7)**

The Board of Directors, by the recommendation of the Audit Committee and Senior 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 2022 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. Ratana | Jala | Certified Public Accountant (Thailand)
No. 3734 and/or |
| 2. Ms. Somjai | Khunapasut | Certified Public Accountant (Thailand)
No. 4499 and/or |
| 3. Ms. Narissara | Chaisuwan | Certified Public Accountant (Thailand)
No. 4812 |

The profiles of those Nominated Company's Auditor for the year 2022 for election are as follows;

Profile of Nominated Company's Auditor for the year 2022 for Election
(document for Agenda 7)



Ms. Ratana Jala

Certified Auditor No. 3734

Age 56

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 2022 for Election
(document for Agenda 7)



Ms. Somjai Khunapasut

Certified Auditor No. 4499

Age 51

Education Master of Accounting, Thammasat University

Position in the Audit Firm 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 2022 for Election
(document for Agenda 7)



Ms. Narissara Chaisuwan

Certified Auditor No. 4812

Age 50

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 10**, please fill in and sign the proxy form and submit to the Company (Company Secretary Office) within **April 20, 2022**.

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 8**. **The Independent Director Appointed to be proxy of shareholder does not have no conflict of interest in this meeting, except for the Agenda 6 - to approve the remuneration of the directors for the year 2022.**

**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	79
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 (Honorary 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.
- August 11, 2017 – November 9, 2018 Chairman, Bangkok Insurance Public Co., Ltd.

Position/Experience in Listed Companies (Cont.)

- 2004 - 2005 Director of Remuneration and Nomination Committee, Bangkok Insurance Public Co., Ltd.
- 1999 – 2005 Director of Audit Committee, Bangkok Insurance Public Co., Ltd.
- April 7, 1999 – present Independent Director, Bangkok Insurance Public Co., Ltd.
- 1997 - present Senior Adviser, Thai Central Chemical Public Co.,Ltd.

Position/Experience in Non-Listed Companies

- 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.
- 2010 – 2019 Member experts of Fertilizer Committee, The Ministry of Agriculture and Cooperatives
- 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, ACL Bank Public Co.,Ltd.
- 2005 - June 2010 Independent Director and Member of the Audit Committee, ACL Bank Public Co.,Ltd.
- 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) Territorial Volunteer Defence Corps Colonel and Vice President of the Foundation of The Volunteers Defence Under the Royal Patronage of Her Majesty The Queen
 - 2) 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>		
2019	4	4
2020	5	5
2021	7	7
- <u>Audit Committee's Meeting</u>		
2019	4	4
2020	4	4
2021	6	6
- <u>Meeting with the Company's External Auditor</u>		
2019	2	2
2020	2	2
2021	2	2
- <u>Annual General Meeting of Shareholders</u>		
No. 26 (year 2019)	1	1
No. 27 (year 2020)	1	1
No. 28 (year 2021)	1	1

Conflicts of Interest in this 29th AGM

- Conflict of interest in this meeting: Agenda 6 - to approve the remuneration of the directors for the year 2022

- 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 29th Annual Ordinary General Meeting of Shareholders via electronic method (E-AGM) as set out in Attachment 11, 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 29th Annual Ordinary General Meeting of Shareholders via electronic method (E-AGM) as set out in Attachment 11, 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 7, 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 7 and the required documents of the grantor as detailed in clause 1.2.3 above. However, the grantor is able to watch the 29th Annual Ordinary General Meeting of Shareholders via electronic method (E-AGM) by submitting the Registration Form for the 29th Annual Ordinary General Meeting of Shareholders via electronic method (E-AGM) as set out in Attachment 11 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 Wednesday, April 20, 2022 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 29th Annual Ordinary General Meeting of Shareholders and the right to receive the dividend payment dated Friday, March 11, 2022. 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 20, 2022, 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.

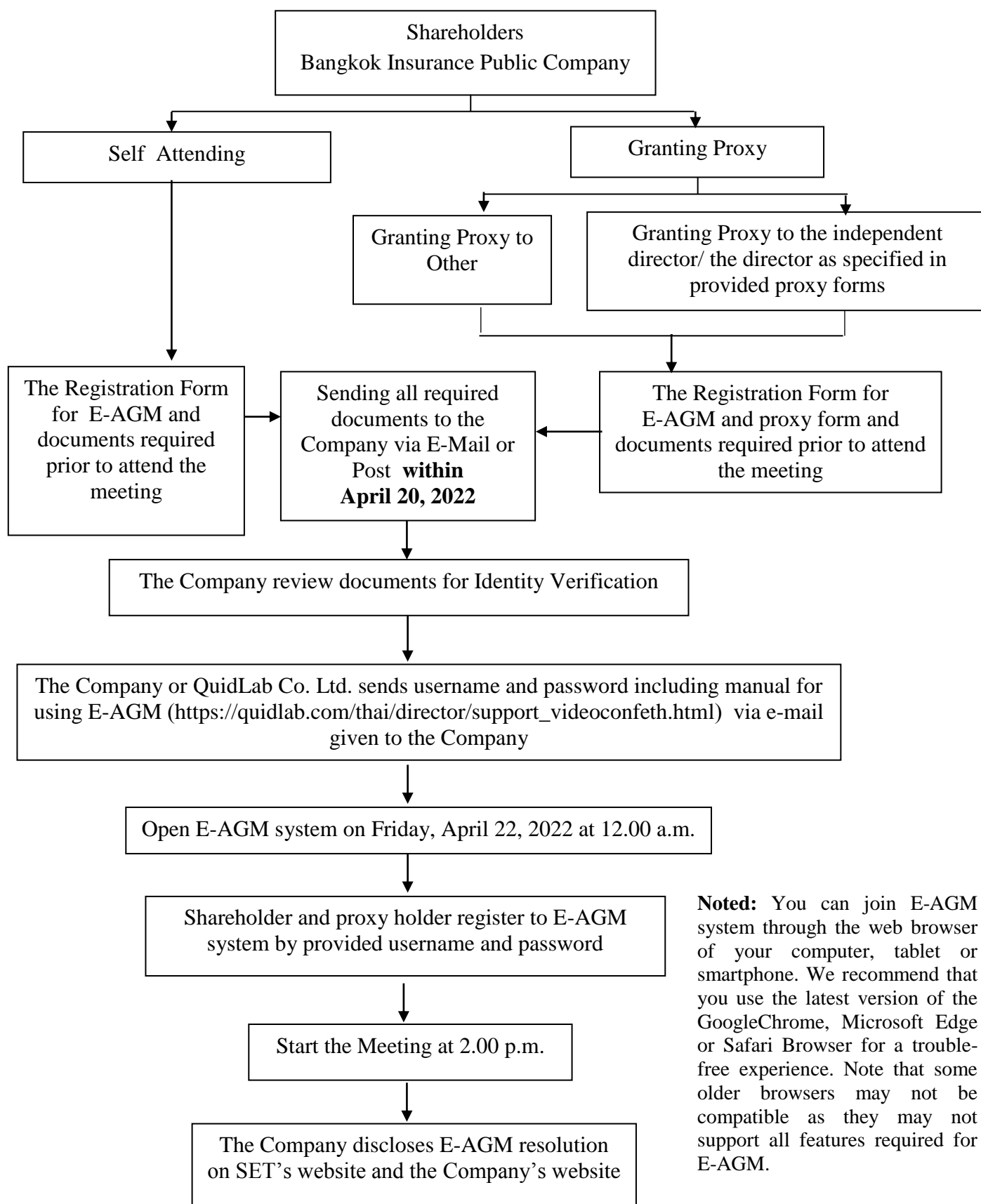
- Other case which the laws or the Company's Articles of Association provided otherwise: the resolution shall be in accordance with such laws, regulations and/or Company's Memorandum of Association, which the Chairman notify the meeting before voting on each agenda

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



**The Registration Form for the 29th Annual Ordinary General Meeting of Shareholders
via electronic method (E-AGM)**

I/We,.....
Postal Address.....
.....
.....

E-mail.....Phone Number.....
am a Shareholder / Proxy Holder of a Shareholder named.....
holding ordinary shares of Bangkok Insurance Public Company Limited in an amount of.....
.....shares, confirm(s) the attendance of the 29th Annual Ordinary
General Meeting of Shareholders via electronic method (E-AGM) on Friday, April 22, 2022 at
2.00 p.m.

The Company kindly send weblink for attending the E-AGM, username and password
to my e-mail as stated above

Signature.....Shareholder/Proxy Holder
(.....)

Date.....

Remark: Please submit the completed Registration Form together with documents required
prior to attend the meeting as detailed in the cover letter which shown the bar code of
shareholders registration number within Wednesday, April 20, 2022 via the following
channels:

- Reply-Mail Envelope by post
- E-mail: cs@bangkokinsurance.com

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

