

REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE

To Shareholders,

Bangkok Bank Public Company Limited has appointed the Nomination and Remuneration Committee which comprises three directors, while the Chairman of the Nomination and Remuneration Committee is an independent director and does not serve on any other committee.

The Nomination and Remuneration Committee has performed its duties as assigned by the Board of Directors and as defined in the charter of the Nomination and Remuneration Committee. It has the responsibility of selecting suitable candidates and proposing them to the Board of Directors for their nomination as members of the Board of Directors, as members of committees whose authorities, duties and responsibilities are assigned directly by the Board of Directors, or as senior executives from the level of Executive Vice President and upwards, as well as determining the remuneration for the Bank's Directors and senior executives from the level of Executive Vice President and upwards to be proposed to the Board of Directors. The Nomination and Remuneration Committee has established and obtained approval from the Board of Directors for policies, criteria and a clear methodology in accordance with its charter and the relevant regulatory requirements which provide the guidelines and framework for the Committee in carrying out its duties, as follows:

In selecting and nominating members of the Board of Directors, members of the committees, and senior executives from the level of Executive Vice President and upwards, the Nomination and Remuneration Committee takes into consideration the specific qualifications, knowledge, abilities, skills, experience and expertise of each individual as well as their leadership, vision and attitude toward the organization, with the view that such qualities would be beneficial to the Bank's operations. The Nomination and Remuneration Committee also takes into consideration the appropriate size, structure and composition of the Board of Directors which is well-balanced and supportive of good corporate governance and efficient management, complies with regulatory requirements and is suitable for the changing business environment. Appointments of the members of the Board of Directors and senior executives from the level of Executive Vice President and upwards have been approved by the Bank of Thailand.

In determining remuneration for the members of the Board of Directors and the senior executives from the level of Executive Vice President and upwards, the Nomination and Remuneration Committee takes into consideration that such remuneration is commensurate with the duties and responsibilities assigned, the individual's performance, the Bank's overall performance, the business environment, and factors which may affect the Bank's operations or the economy as a whole.

In 2019, the Nomination and Remuneration Committee held 10 meetings to carry out the duties assigned.

As at December 31, 2019, the Board of Directors comprises 17 directors. Among them, seven are independent directors, one is not executive and nine are executives. The Nomination and Remuneration Committee required the Bank's directors to assess the performance of the Board of Directors and the committees to review their own undertakings in the year under review. The remuneration for the directors and executives is presented in this Annual Report in the section entitled "The Remuneration and Benefits for the Board of Directors and Executives". The Committee is of the opinion that such remuneration is appropriate and commensurate with the assigned duties and responsibilities, and complies with the policy and criteria established by the Nomination and Remuneration Committee. The said remuneration has been considered and approved by the Board of Directors.



(Kovit Poshyananda)

Chairman

Nomination and Remuneration Committee

January 24, 2020