



บริษัท บัตรกรุงไทย จำกัด (มหาชน)

591 อาคารสมัยชาวนา ชั้น 2 ชั้น 14 ถนนสุขุมวิท แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพฯ 10110

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Krungthai Card Public Company Limited

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(Translation)

No snack and premium provided

No. COS006/KTC125/2565

2 March 2022

Subject: Invitation to the 2022 Annual General Meeting of Shareholders

Attention: All Shareholders of Krungthai Card Public Company Limited

- Enclosures:**
1. Precautionary Measures and Guidelines for attending the 2022 Annual General Meeting of Shareholders, regarding the outbreak of Coronavirus 2019 (COVID-19) and Privacy Notice
 2. List of Documents required to show and submit to the Company for Attendance Registration
 3. Form 56-1 One Report, including a copy of the Financial Statement of the Company for the fiscal year ended 31 December 2021 and Auditor's Report and Sustainability Report 2021 in QR Code format
 4. Documents for consideration of Agenda 3: To consider and approve dividend payment for the performance of year 2021, and to consider an allocation as legal reserve
 5. Documents for consideration of Agenda 4: To consider the election of directors in place of the directors whose terms expired by rotation including brief information and a profile of each person nominated for election as the directors in place of directors whose terms expired by rotation
 6. Documents for consideration of Agenda 5: To consider and approve the payment of the directors' remuneration
 7. Documents for consideration of Agenda 6: To consider and approve the appointment of the Company's auditors and determination of the audit fee for the year 2022
 8. Proxy Form (Form B)
 9. Brief information of the Independent Directors whom the shareholders may give proxies to attend at the Meeting and who are qualified persons under the notification

10. Map of the Meeting Venue, and
11. Certain parts of the Articles of Association of the Company in relation to the Meeting of the Shareholders.

The Board of Directors' Meeting of Krungthai Card Public Company Limited (the "**Company**") had passed a resolution to call the 2022 Annual General Meeting of Shareholders to be held on 7 April 2022 at 9.00 a.m. at Grand Hall, the Athenee Hotel, a Luxury Collection Hotel, 61 Wireless Road, District Lumpini, County Pathumwan, Bangkok Metropolis, to consider the following agenda:

Agenda 1 **To acknowledge the results of Company's performance for the year 2021**

Facts and Reasons: The Report on the results of Company's performance for the year 2021, which is as appeared on pages 131-156, as well as the Audit Environmental Social and Governance Committee's Report, which is as appeared on pages 304-307 of the Form 56-1 One Report, as appeared in the Enclosure No. 3 (in QR Code Format).

Opinions of the Board: The Board of Directors has considered the matter and is of the opinion that the Shareholders should acknowledge the aforesaid Reports. This matter is for acknowledgement only. Therefore, a resolution is not required.

Agenda 2 **To consider and approve the Financial Statement of the Company for the fiscal year ended 31 December 2021 and acknowledge the Report of the Auditor**

Facts and Reasons: The Consolidated the Financial Statement of the Company for the fiscal year ended 31 December 2021 which had been audited by the Auditor can be summarized as follows:

| | |
|---|---------------------|
| Total Assets | Baht 89,471,089,652 |
| Total Liabilities | Baht 62,386,689,155 |
| Total Revenue | Baht 21,441,674,222 |
| Net Profit attributable to owners of the parent | Baht 5,878,693,059 |

The details are as appeared in "Financial Statements", pages 157-234 of the Form 56-1 One Report, which are as appeared in the Enclosure No. 3 (in QR Code Format).

Opinions of the Board: The Board of Directors has considered the matter and is of the opinion that the Shareholders should approve the Consolidated the Financial Statement of the Company for the fiscal year ended 31 December 2021, which has been certified by the Auditor of the Company and reviewed by the Audit Committee. In addition, the Shareholders should acknowledge the Report from the Auditor.

Agenda 3 To consider and approve dividend payment for the performance of year 2021, and to consider an allocation as legal reserve

Facts and Reasons: In accordance with the law, should the Company have profits from its performance with no accumulated loss, the Company (with approval from Annual General Meeting of Shareholders) is able to pay dividend that derives from its performance profits to the shareholders. Furthermore, the Company must allocate net profits of the fiscal year of 2021 of not less than 5 percent of its net profits (deducted by accumulated loss (if any)) as legal reserve until the reserve is equivalent to at least 10 percent of registered capital.

In this regard, as the Company already has sufficient legal reserve as required by law, it is therefore not required to make further appropriation of the net profit from the operation of the year 2021 to be the legal reserve pursuant to the Public Limited Company Act B.E. 2535 (1992) (as amended).

In addition, the Board of Directors' Meeting No. 2/2022 has considered the matter and deemed it appropriate to propose the Company to pay dividend for the year 2021 to shareholders at the rate of Baht 1.00 per 1 ordinary share with the total dividend to be paid being Baht 2,578,334,070. In addition, the record date to receive dividend has been set to be 19 April 2022 and the dividend payment shall be paid on 6 May 2022. Whereas, the aforesaid dividend shall be paid from the net profit that has been taxed as juristic person at the rate of 20 percent.

The documents for consideration of this Agenda 3, including the Company's dividends policy, are as appeared in Enclosure No. 4.

Opinion of the Board: The Board of Directors has considered the matter and is of the opinion that the Shareholders should approve the dividend payment and acknowledge that no further appropriation will be made as legal reserve.

Agenda 4

To consider the election of directors in place of the directors whose terms expired by rotation

Facts and Reasons:

To be in compliance with the applicable law and the Articles of Association of the Company, the Annual General Meeting of Shareholders is required to consider the election of directors to replace the directors whose terms have expired by rotation. There are 3 directors whose terms expired by rotation at this Meeting namely:

- | | |
|------------------------------------|--|
| (1) Mr. Praphaisith Tankeyura | Independent Director/ Chairman of the Audit, Environmental, Social Responsibilities, and Corporate Governance Committee/ Member of Nomination and Remuneration Committee |
| (2) Mr. Rungruang Sukkirdkijpiboon | Director/ Member of Nomination and Remuneration Committee |
| (3) Mr. Rathian Srimongkol | Director |

In compliance with the Good Corporate Governance Principles, the Company has provided opportunities for the minority shareholders to nominate person(s) to be elected as directors in advance of the Meeting through an announcement on the Company's website from 1 October 2021 to 31 January 2022 so that the Nomination and Remuneration Committee could consider the matter in advance so that the Nomination and Remuneration Committee could consider the appropriateness for this meeting. Nonetheless, no shareholder nominated any person to be elected as director of the Company at this Meeting.

In this regard, the Nomination and Remuneration Committee has considered the knowledge, capability and qualifications of the 3 directors whose terms expired by rotation and was of the opinion that such persons are qualified to be re-appointed and therefore proposed the Board of Directors to consider approving the matter to be further proposed to the Shareholders' Meeting.

Opinions of the Board: The Board of Directors has carefully and meticulously considered, selected, and screened upon the matter (based on the guideline for consideration and the consideration points presented by the Nomination and Remuneration Committee) and is of the opinion that the Shareholders should re-appoint the 3 directors whose terms expired by rotation i.e., Mr. Praphaisith Tankeyura, Mr. Rungruang Sukkirdkijpiboon and Mr. Rathian Srimongkol as Directors of the Company for another term due to their having suitable and sufficient qualifications, not possessing prohibited characteristics, and having knowledge, capabilities and experiences as required by Company. Moreover Mr. Praphaisith Tankeyura, Independent Director and Chairman of the Audit and Environmental, Social and Governance Committee is able to independently provide his opinions pursuant to the relevant rules and regulations.

The documents for consideration of this Agenda 4, including brief information and a profile of each nominated person for election as a director in place of directors whose terms expired by rotation are as appeared in Enclosure No. 5.

Agenda 5

To consider and approve the payment of the directors' remuneration

Facts and Reasons:

The 2021 Annual General Meeting of the Shareholders held on 8 April 2021 has approved the directors' remuneration which was at the same rate as previously approved since the year 2004.

Opinion of the Board:

The Board of Directors (with the recommendation of the Nomination and Remuneration Committee) has considered the matter of remuneration of the directors and is of the opinion that the monthly remuneration of the directors shall be paid at the same rate as approved by the 2021 Annual General Meeting of Shareholders, which was held on 8 April 2021. Further, the Shareholders should consider approving special remuneration for directors for the performance year 2021 apart from monthly remuneration in the amount of Baht 25,790,000 and authorizing the Nomination and Remuneration Committee to specify the aforesaid remuneration and present to the Board of Directors, in order to consider and allocate the special remuneration to each director according to Company's criteria.

The documents for consideration of this Agenda 5 are as appeared in Enclosure No.6.

Agenda 6

To consider and approve the appointment of the Company's auditors and determination of audit fee for the year 2022

Facts and Reasons:

In order to comply with the law and the Articles of Association of the Company, the Annual General Meeting of Shareholders is required to consider and approve the appointment of the auditors and the determination of the auditors' remuneration for the year 2022.

Opinion of the Board:

The Board of Directors has considered the matter and is of the opinion that the Shareholders should appoint Miss Ratana Jala, Auditor License No.3734 and/or Miss Rachada Yongsawadvanich, Auditor License No.4951 and/or Miss Wanwilai Phetsang, Auditor License No.5315 of EY Office Limited as the auditor of the Company for the fiscal year 2022, whereby any one of the auditors shall have the authority to conduct the audit and express an opinion in the financial statements of the Company. In the case that the auditors whose names appeared above cannot carry out their duties, EY Office Limited is authorized to appoint another auditor of EY Office Limited to perform the work. The audit fee for the year of 2022 will amount to Baht 4,400,000 in total. Should there be any other work apart from the normal annual audit work, the Board of Directors shall have the authority to approve extra remuneration as actually incurred.

The documents for consideration of this Agenda 6 including the details of the auditors are as appeared in Enclosure No. 7.

Agenda 7

Other Business (if any)

The Record Date to determine the shareholders who have the right to attend the 2022 Annual General Meeting of the Shareholders is Friday, 25 February 2022 (Record Date).

You are cordially invited to attend this Meeting as per the date, time and venue stated above, and please kindly follow the measures and guidelines for Annual General Meeting 2022 accordingly (as appeared in Enclosure No.1)

For the Shareholders who wish to appoint any person to attend and vote at the Meeting, please fill in all the required details and execute the Proxy Form enclosed with this Notice, which is as appeared in Enclosure No. 8. The said executed Proxy Form must be duly affixed with stamp duty and must be deposited with the

Chairman of the Meeting and/or the person entrusted by the Chairman prior to time the Proxy attends the Meeting. For the custodians that represent overseas Shareholders, the Type-C Proxy Form may be used for the appointment of the proxy. This Type-C Proxy Form is available for download from the Company's website at <https://www.ktc.co.th/investor-relations/shareholders-meetings>. The Shareholders may also grant a proxy in electronics form via e-Proxy Voting system of Thailand Securities Deposit Company Limited (TSD).

Nevertheless, the Shareholders may appoint any of the Independent Directors of the Company named in Enclosure No.9 to attend and vote on your behalf at the Meeting. Brief information of each Independent Director is as appeared in Enclosure No.9.

The Shareholders who wish to attend the Meeting in person and/or through Proxy, please present/submit all documents as stated in Enclosure No.2 for attendance registration.

Yours sincerely,

By the order of the Board

A handwritten signature in black ink, appearing to read 'Bucha Sirichumsang', with a stylized flourish at the end.

Mr. Bucha Sirichumsang

Executive Vice President

Authorized Person