

## **Part 2**

### **Management and Corporate Governance**

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### Management and Corporate Governance

#### 7. Securities and Shareholder Information

##### 7.1 Registered and Paid-up capital

###### (1) Registered and paid-up capital as of March 1, 2017 comprising of :

Registered capital : Baht 8,007,032,950  
(Eight thousand and seven million, thirty two thousand and nine hundred and fifty Baht)

Paid-up capital : Baht 8,006,554,830  
(Eight thousand and six million, five hundred and fifty-four thousand and eight hundred and thirty Baht) comprised of  
800,645,624 common shares (Eight hundred million six hundred forty five thousand six hundred and twenty-four shares) and  
9,859 preferred shares (Ten thousand seven hundred and fifty nine shares)  
at par value of 10.00 Baht per share.

###### (2) Other Securities

###### Preferred Shares

The preferential rights of the preferred shares were expired on June 30, 2009. Thus, since July 1, 2009, the rights and benefits of preferred shares were equal to those of common shares in all aspects.

###### The issuance of Warrants with Non-Voting Depository Receipts (NVDRs)

As of March 7, 2017 Thai NVDR Co., Ltd., a subsidiary wholly owned by the SET, issued Non-Voting Depository Receipts (NVDRs) which have the Company's shares as underlying securities totaling 146,921,952 shares, or 18.35% of paid-up capital, consisting of 146,914,652 common shares and 7,300 preferred shares. Although all financial benefits received by NVDR investors are similar to the benefits from the Company's shares, NVDR investors shall have no voting rights in shareholder meetings except in case of a delisting decision. Therefore, if a great number of the Company shares are sold to investors as NVDRs, the number of shares with voting rights will be lessened.

Moreover, the number of NVDRs is subject to change and is not under control by the Company. Investors can obtain records of the Company's NVDRs from the website of the Stock Exchange of Thailand ([www.set.or.th](http://www.set.or.th)).

##### 7.2 Shareholder

###### (1) The Company's Major Shareholders

The top 10 major shareholders whose names appeared in the share registration book as of March 7, 2017, are as follows.

No.	Shareholder Name	Total Shareholding			
		Common Shares	Preferred Shares	Total	Percentage
1	THAI NVDR CO., LTD.	146,914,652	7,300	146,921,952	1120.19
2	CHASE NOMINEES LIMITED	89,409,196	-	89,409,196	681.69
3	CDIB & PARTNERS INVESTMENT HOLDING PTE. LTD.	80,070,320	-	80,070,320	610.49
4	SATHINEE CO., LTD.	39,482,767	-	39,482,767	301.03
5	SOCIAL SECURITY FUND	25,057,030	-	25,057,030	191.05
6	STATE STREET BANK EUROPE LIMITED	22,824,017	-	22,824,017	174.02
7	STATE STREET BANK AND TRUST COMPANY	13,708,798	-	13,708,798	104.52
8	Mr. Prasert Virasathienpornkul	13,673,000	-	13,673,000	104.25
9	BNP PARIBAS SECURITIES SERVICES LUXEMBOURG	13,365,690	-	13,365,690	101.91
10	KRUNGSRI DIVIDEND STOCK FUND	11,489,500	-	11,489,500	87.60
<b>Total shareholdings of top 10 major shareholders</b>		<b>455,994,970</b>	<b>7,300</b>	<b>456,002,270</b>	<b>56.95</b>
Other Minority Shareholders		344,649,655	2,559	344,652,214	43.05
<b>TOTAL</b>		<b>800,644,625</b>	<b>9,859</b>	<b>800,654,484</b>	<b>100.00</b>

CDIB & Partners Investment Holding Pte. Ltd. is 100% owned by CDIB & Partners Investment Holding Corporation via CDIB & Partners Investment Holding (Cayman) Limited. CDIB & Partners Investment Holding Corporation incorporated in Taiwan and engages in investment activities.

**(2) Subsidiary Company operated as core business of the Group**

Details of TISCO Bank Public Company Limited which Subsidiary Company operated as Core Company of the Group

**(2.1) Registered and paid-up capital as of December 31, 2016 comprising of:**

- Registered capital : Baht 9,215,676,920 (Nine billion two hundred fifteen million six hundred seventy six thousand nine hundred and twenty Baht)
- Paid-up capital : Baht 9,215,676,920 (Nine billion two hundred fifteen million six hundred seventy six thousand nine hundred and twenty Baht) comprised of
- 921,567,588 common shares (Nine hundred twenty one million five hundred sixty seven thousand five hundred and eighty eight common shares) and
- 104 preferred shares (One hundred and four preferred shares)
- at par value of 10.00 Baht per share.

**(2.2) Major Shareholders of the Company**

The top 10 major shareholders of TISCO Bank Public Company Limited, whose names appeared in the share registration book as December 29, 2016, were as follow.

No.	Shareholder Name	Total Shareholding			
		Common Shares	Preferred Shares	Total	%
1	TISCO Financial Group Public Company Limited	921,451,953	-	921,451,953	99.99
2	Mr. Kittichai Kraikorkit	30,247	-	30,247	0.00
3	Ms. Pornsuk Pornprapa	8,100	-	8,100	0.00
4	Ms. Supavadee Piyamongkolwong	6,000	-	6,000	0.00
5	Ms. Rachit Kowattanakul	6,000	-	6,000	0.00
6	Mr. Suchart Tangkuvij	5,000	-	5,000	0.00
7	BANK JULIUS BAER & CO., LTD.	4,800	-	4,800	0.00
8	Mr. Pracha Leelaprachakul	3,624	-	3,624	0.00
9	Mr. Songrit Kongpipatchaisiri	3,000	-	3,000	0.00
10	Mr. Prapat Srinuwattiwong	3,000	-	3,000	0.00
<b>Total shareholdings of top 10 major shareholders</b>		<b>921,521,724</b>	<b>-</b>	<b>921,521,724</b>	<b>100.00</b>
Other Minority Shareholders		45,864	104	45,968	0.00
<b>TOTAL</b>		<b>921,567,588</b>	<b>104</b>	<b>921,567,692</b>	<b>100.00</b>

Reference was made to the Holding Company Restructuring plan of TISCO group. TISCO Financial Group Public Company, as the parent company of TISCO Group, was approved by the Bank of Thailand to hold 100% of TISCO Bank's total paid-up shares.

**(3) The company enters into shareholders' agreement with effect to security offering and issuance or management power of the company.**

- None -

**7.3 Other Securities****7.3.1 Debentures issuance**The Company

- None -

Subsidiary Company

As of December 31, 2016, the outstanding debentures of TISCO Bank Public Company Limited are detailed as follow:

- The subordinated debenture of TISCO Bank Public Company Limited No. 1/2012 Due 2022 with call option

- Type of Offering : Public Offering
- Face Value : 1,000 baht
- Offering Price : 1,000 baht
- Issue size : 1,000,000 units
- Outstanding : 1,000,000 units
- Tenor : 10 years
- Issuing Date : March 9, 2012

Maturity Date	:	March 9, 2022
Security	:	None
Coupon Rate	:	4.85% per annum started from issuance date
Payment Date	:	Every 9 <sup>th</sup> of March, June, September and December of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option <sup>1</sup>	:	<p>With an approval from the Bank of Thailand in writing, the issuer may call debentures prior to the maturity date at face value according to the debenture terms and conditions. The issuer shall send a notice to debenture holders at least 30 days but not more than 60 days prior to the call option exercise date to inform debenture holders of the call option under the following conditions:</p> <p>(a) On the 5<sup>th</sup> anniversary from the issuing date or on any coupon dates after the 5<sup>th</sup> year of issuance.</p> <p>i If the issuer can provide funding equivalent or better than the amount of debenture.</p> <p>ii After the redemption, issuer maintains total capital to risk-weighted assets ratio not less than the minimum rate which is specified by the Bank of Thailand.</p> <p>(b) The issuer is able to demonstrate that interests paid by this debenture can no longer be deducted as expenditure of the issuer for tax benefits; or</p> <p>(c) Any cases or conditions to be specified by the Bank of Thailand in the future.</p>
Issue Rating	:	BBB+ from TRIS Rating Company Limited on April 8, 2016
Debenture holder Representative <sup>2</sup>	:	Bank of Ayudhya Public Company Limited
Debenture Registrar	:	TMB Bank Public Company Limited

2. The subordinated debenture of TISCO Bank Public Company Limited No. 2/2012 Due 2022 with call option

Type of Offering	:	Public Offering
Face Value	:	1,000 baht
Offering Price	:	1,000 baht
Issue size	:	1,243,000 units
Outstanding	:	1,243,000 units
Tenor	:	10 years
Issuing Date	:	December 19, 2012
Maturity Date	:	December 19, 2022
Security	:	None
Coupon Rate	:	4.60% per annum started from issuance date
Payment Date	:	Every 19 <sup>th</sup> of March, June, September and December of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	:	<p>With an approval from the Bank of Thailand in writing, the issuer may call debentures prior to the maturity date at face value according to the debenture terms and conditions. The issuer shall send a notice to debenture holders at least 30 days but not more than 60 days prior to the call option exercise date to inform debenture holders of the call option under the following conditions:</p> <p>(a) On the 5<sup>th</sup> anniversary from the issuing date or on any coupon dates after the 5<sup>th</sup> year of issuance.</p> <p>i If the issuer can provide funding equivalent or better than the amount of debenture.</p> <p>ii After the redemption, issuer maintains total capital to risk-weighted assets ratio not less than the minimum rate which is specified by the Bank of Thailand.</p> <p>(b) The issuer is able to demonstrate that interests paid by this debenture can no longer be deducted as expenditure of the issuer for tax benefits; or</p> <p>(c) Any cases or conditions to be specified by the Bank of Thailand in the future.</p>
Issue Rating	:	A- from TRIS Rating Company Limited on April 8, 2016

<sup>1</sup>Terms and Conditions amendments were notified to the debenture holders on October 22, 2012

<sup>2</sup>Bank of Ayudhya Public Company Limited was appointed to be Debenture holder Representative replacing TMB Bank Public Company Limited effective from January 1, 2016

- Debenture holder : Bank of Ayudhya Public Company Limited  
 Representative<sup>2</sup>  
 Debenture Registrar : TMB Bank Public Company Limited
3. Tier 2 Capital Instrument (Subordinated Debentures) of TISCO Bank Public Company Limited No. 1/2014 Series 1 Due 2024, with the issuer's right to early redeem (with loss absorption at the point of non-viability and regulatory authorities decide to provide financial aids to the issuer, and may be written off in proportion not exceed the lowering of par value of common share and preferred share after the lowering of such shares is made)
- Type of Offering : Private Placement to not more than 10 investors within any 4 months period  
 Face Value : 1,000 baht  
 Offering Price : 1,000 baht  
 Issue size : 1,600,000 units  
 Outstanding : 1,600,000 units  
 Tenor : 10 years  
 Issuing Date : January 29, 2014  
 Maturity Date : January 29, 2024  
 Security : None  
 Coupon Rate : 6.00% per annum started from issuance date  
 Payment Date : On the 29<sup>th</sup> of January April July and October of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
- Call Option : With an approval from the Bank of Thailand in writing, the issuer may call debentures prior to the maturity date at face value according to the debenture terms and conditions. The issuer shall send a notice to debenture holders at least 30 days but not more than 60 days prior to the call option exercise date to inform debenture holders of the call option under the following conditions:  
 (a) On the 5<sup>th</sup> anniversary from the issuing date or on any coupon dates after the 5<sup>th</sup> year of issuance.  
     i If the issuer can provide funding equivalent or better than the amount of debenture.  
     ii After the redemption, issuer maintains total capital to risk-weighted assets ratio not less than the minimum rate which is specified by the Bank of Thailand.  
 (b) The issuer is able to demonstrate that interests paid by this debenture can no longer be deducted as expenditure of the issuer for tax benefits; or  
 (c) Any cases or conditions to be specified by the Bank of Thailand in the future.
- Issuer Rating : A from TRIS Rating Company Limited on April 8, 2016  
 Debenture holder : -  
 Representative  
 Debenture Registrar : TMB Bank Public Company Limited
4. Tier 2 Capital Instrument (Subordinated Debentures) of TISCO Bank Public Company Limited No. 1/2014 Series 2 Due 2024, with the issuer's right to early redeem (with loss absorption at the point of non-viability and regulatory authorities decide to provide financial aids to the issuer, and may be written off in proportion not exceed the lowering of par value of common share and preferred share after the lowering of such shares is made)
- Type of Offering : Private Placement to not more than 10 investors within any 4 months period  
 Face Value : 1,000 baht  
 Offering Price : 1,000 baht  
 Issue size : 800,000 units  
 Outstanding : 800,000 units  
 Tenor : 10 years  
 Issuing Date : February 19, 2014  
 Maturity Date : February 19, 2024  
 Security : None  
 Coupon Rate : 6.00% per annum started from issuance date  
 Payment Date : On the 19<sup>th</sup> of February May August and November of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.

Call Option	:	With an approval from the Bank of Thailand in writing, the issuer may call debentures prior to the maturity date at face value according to the debenture terms and conditions. The issuer shall send a notice to debenture holders at least 30 days but not more than 60 days prior to the call option exercise date to inform debenture holders of the call option under the following conditions: (a) On the 5 <sup>th</sup> anniversary from the issuing date or on any coupon dates after the 5 <sup>th</sup> year of issuance. i If the issuer can provide funding equivalent or better than the amount of debenture. ii After the redemption, issuer maintains total capital to risk-weighted assets ratio not less than the minimum rate which is specified by the Bank of Thailand. (b) The issuer is able to demonstrate that interests paid by this debenture can no longer be deducted as expenditure of the issuer for tax benefits; or (c) Any cases or conditions to be specified by the Bank of Thailand in the future.
Issuer Rating	:	A from TRIS Rating Company Limited on April 8, 2016
Debenture holder Representative	:	-
Debenture Registrar	:	TMB Bank Public Company Limited

5. Subordinated Instruments intended to qualify as Tier 2 Capital of TISCO Bank Public Company Limited No.1/2015 Due 2025 with the Issuer's right to early redeem, which may be required to be written off (fully or partially) when the regulatory authorities decide to grant financial assistance to the Issuer

Type of Offering	:	Private Placement to not more than 10 investors within any 4 months period
Face Value	:	1,000 baht
Offering Price	:	1,000 baht
Issue size	:	1,000,000 units
Outstanding	:	1,000,000 units
Tenor	:	10 years
Issuing Date	:	June 5, 2015
Maturity Date	:	June 5, 2025
Security	:	None
Coupon Rate	:	4.50% per annum started from issuance date
Payment Date	:	Every 5 <sup>th</sup> of March, June, September and December of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	:	With a written approval from the Bank of Thailand, the issuer may early redeem the debentures before the maturity date without consent from the holder under the following terms and conditions: (a) After the 5 <sup>th</sup> anniversary of the issuance of the debenture or on any coupon date after the 5 <sup>th</sup> year of issuance; or (b) Any amendment on the Tax Law resulted in the changes of the issuer's tax benefits; or (c) Any amendment on Capital Regulation resulted in disqualification of debentures as Tier 2 Capital; or (d) Any cases or conditions to be specified by the Bank of Thailand in the future.
Issuer Rating	:	A from TRIS Rating Company Limited on April 8, 2016
Debenture holder Representative	:	-
Debenture Registrar	:	TMB Bank Public Company Limited

6. Subordinated Instruments intended to qualify as Tier 2 Capital of TISCO Bank Public Company Limited No.2/2015 Due 2025 with the Issuer's right to early redeem, which may be required to be written off (fully or partially) when the regulatory authorities decide to grant financial assistance to the Issuer

Type of Offering	:	Private Placement to not more than 10 investors within any 4 months period
Face Value	:	1,000 baht
Offering Price	:	1,000 baht

Issue size	: 1,000,000 units
Outstanding	: 1,000,000 units
Tenor	: 10 years
Issuing Date	: December 17, 2015
Maturity Date	: December 17, 2025
Security	: None
Coupon Rate	: 4.25% per annum started from issuance date
Payment Date	: Every 17 <sup>th</sup> of March, June, September and December of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	: With a written approval from the Bank of Thailand, the issuer may early redeem the debentures before the maturity date without consent from the holder under the following terms and conditions: <ul style="list-style-type: none"> <li>(a) On the 5<sup>th</sup> anniversary of the issuance of the debenture or on any coupon date after the 5<sup>th</sup> year of issuance; or</li> <li>(b) Any amendment on the Tax Law resulted in the changes of the issuer's tax benefits; or</li> <li>(c) Any amendment on Capital Regulation resulted in disqualification of debentures as Tier 2 Capital; or</li> <li>(d) Any cases or conditions to be specified by the Bank of Thailand in the future.</li> </ul>
Issuer Rating	: A from TRIS Rating Company Limited on April 8, 2016
Debenture holder Representative	: -
Debenture Registrar	: TMB Bank Public Company Limited

7. Subordinated Instruments intended to qualify as Tier 2 Capital of TISCO Bank Public Company Limited No.1/2016 Due 2026 with the Issuer's right to early redeem, which may be required to be written off (fully or partially) when the regulatory authorities decide to grant financial assistance to the Issuer

Type of Offering	: Private Placement to not more than 10 investors within any 4 months period
Face Value	: 1,000 baht
Offering Price	: 1,000 baht
Issue size	: 680,000 units
Outstanding	: 680,000 units
Tenor	: 10 years
Issuing Date	: August 10, 2016
Maturity Date	: August 10, 2026
Security	: None
Coupon Rate	: 3.875% per annum started from issuance date
Payment Date	: Every 10 <sup>th</sup> of February May August and November of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	: With a written approval from the Bank of Thailand, the issuer may early redeem the debentures before the maturity date without consent from the holder under the following terms and conditions: <ul style="list-style-type: none"> <li>(a) On the 5<sup>th</sup> anniversary of the issuance of the debenture or on any coupon date after the 5<sup>th</sup> year of issuance; or</li> <li>(b) Any amendment on the Tax Law resulted in the changes of the issuer's tax benefits; or</li> <li>(c) Any amendment on Capital Regulation resulted in disqualification of debentures as Tier 2 Capital; or</li> <li>(d) Any cases or conditions to be specified by the Bank of Thailand in the future.</li> </ul>
Issuer Rating	: A from TRIS Rating Company Limited on April 8, 2016

Debenture holder : -  
 Representative  
 Debenture Registrar : TMB Bank Public Company Limited

8. The Debentures of TISCO Bank Public Company Limited No. 2/2015 Tranche 2 Due 2017

Type of Offering : Private Placement specific for institutional investors and net worth investors  
 Face Value : 1,000 baht  
 Offering Price : 1,000 baht  
 Issue size : 6,000,000 units  
 Outstanding : 6,000,000 units  
 Tenor : 1.5 years  
 Issuing Date : July 20, 2015  
 Maturity Date : January 20, 2017  
 Security : None  
 Coupon Rate : 1.875% per annum started from issuance date  
 Payment Date : Every 20<sup>th</sup> of January and July of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.  
  
 Issue Rating : A from TRIS Rating Company Limited on May 24, 2016  
 Debenture holder : -  
 Representative  
 Debenture Registrar : TMB Bank Public Company Limited

9. The Debentures of TISCO Bank Public Company Limited No. 2/2015 Tranche 3 Due 2017

Type of Offering : Private Placement specific for institutional investors and net worth investors  
 Face Value : 1,000 baht  
 Offering Price : 1,000 baht  
 Issue size : 1,900,000 units  
 Outstanding : 1,900,000 units  
 Tenor : 2 years  
 Issuing Date : July 20, 2015  
 Maturity Date : July 20, 2017  
 Security : None  
 Coupon Rate : 2.00% per annum started from issuance date  
 Payment Date : Every 20<sup>th</sup> of January and July of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.  
  
 Issue Rating : A from TRIS Rating Company Limited on May 24, 2016  
 Debenture holder : -  
 Representative  
 Debenture Registrar : TMB Bank Public Company Limited

10. The Debentures of TISCO Bank Public Company Limited No. 3/2015 Tranche 1 Due 2017

Type of Offering : Private Placement specific for institutional investors and net worth investors  
 Face Value : 1,000 baht  
 Offering Price : 1,000 baht  
 Issue size : 5,000,000 units  
 Outstanding : 5,000,000 units  
 Tenor : 2 years  
 Issuing Date : August 28, 2015  
 Maturity Date : August 28, 2017  
 Security : None  
 Coupon Rate : 2.00% per annum started from issuance date  
 Payment Date : Every 28<sup>th</sup> of February and August of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.



Issue Rating : A from TRIS Rating Company Limited on May 24, 2016  
 Debenture holder : -  
 Representative

Debenture Registrar : TMB Bank Public Company Limited

11. The Debentures of TISCO Bank Public Company Limited No. 4/2015 Tranche 1 Due 2017

Type of Offering : Private Placement specific for institutional investors and net worth investors  
 Face Value : 1,000 baht  
 Offering Price : 1,000 baht  
 Issue size : 2,780,000 units  
 Outstanding : 2,780,000 units  
 Tenor : 1.5 years  
 Issuing Date : December 4, 2015  
 Maturity Date : June 4, 2017  
 Security : None  
 Coupon Rate : 1.95% per annum started from issuance date  
 Payment Date : Every 4<sup>th</sup> of June and December of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.

Issue Rating : A from TRIS Rating Company Limited on May 24, 2016  
 Debenture holder : -  
 Representative  
 Debenture Registrar : TMB Bank Public Company Limited

12. The Debentures of TISCO Bank Public Company Limited No. 1/2016 Tranche 1 Due 2018

Type of Offering : Private Placement specific for institutional investors and net worth investors  
 Face Value : 1,000 baht  
 Offering Price : 1,000 baht  
 Issue size : 4,000,000 units  
 Outstanding : 4,000,000 units  
 Tenor : 2 years  
 Issuing Date : February 5, 2016  
 Maturity Date : February 5, 2018  
 Security : None  
 Coupon Rate : 2.00% per annum started from issuance date  
 Payment Date : Every 5<sup>th</sup> of February and August of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.

Issue Rating : A from TRIS Rating Company Limited on May 24, 2016  
 Debenture holder : -  
 Representative  
 Debenture Registrar : TMB Bank Public Company Limited

13. The Debentures of TISCO Bank Public Company Limited No. 2/2016 Tranche 1 Due 2018

Type of Offering : Private Placement specific for institutional investors and net worth investors  
 Face Value : 1,000 baht  
 Offering Price : 1,000 baht  
 Issue size : 1,500,000 units  
 Outstanding : 1,500,000 units  
 Tenor : 2 years  
 Issuing Date : February 16, 2016  
 Maturity Date : February 16, 2018  
 Security : None  
 Coupon Rate : 1.95% per annum started from issuance date  
 Payment Date : Every 16<sup>th</sup> of February and August of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.

Issue Rating : A from TRIS Rating Company Limited on May 24, 2016  
 Debenture holder : -  
 Representative

Debenture Registrar : TMB Bank Public Company Limited

14. The Debentures of TISCO Bank Public Company Limited No. 3/2016 Tranche 1 Due 2019

Type of Offering : Private Placement specific for institutional investors and net worth investors  
 Face Value : 1,000 baht  
 Offering Price : 1,000 baht  
 Issue size : 5,000,000 units  
 Outstanding : 5,000,000 units  
 Tenor : 3 years  
 Issuing Date : March 23, 2016  
 Maturity Date : March 23, 2019  
 Security : None  
 Coupon Rate : 1.95% per annum started from issuance date  
 Payment Date : Every 23<sup>rd</sup> of March and September of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.

Issue Rating : A from TRIS Rating Company Limited on May 24, 2016  
 Debenture holder : -  
 Representative  
 Debenture Registrar : TMB Bank Public Company Limited

15. The Debentures of TISCO Bank Public Company Limited No. 4/2016 Tranche 1 Due 2019

Type of Offering : Private Placement specific for institutional investors and net worth investors  
 Face Value : 1,000 baht  
 Offering Price : 1,000 baht  
 Issue size : 5,000,000 units  
 Outstanding : 5,000,000 units  
 Tenor : 3 years  
 Issuing Date : April 27, 2016  
 Maturity Date : April 27, 2019  
 Security : None  
 Coupon Rate : 1.85% per annum started from issuance date  
 Payment Date : Every 27<sup>th</sup> of April and October of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.

Issue Rating : A from TRIS Rating Company Limited on May 24, 2016  
 Debenture holder : -  
 Representative  
 Debenture Registrar : TMB Bank Public Company Limited

16. The Debentures of TISCO Bank Public Company Limited No. 5/2016 Tranche 1 Due 2017

Type of Offering : Private Placement specific for institutional investors and net worth investors  
 Face Value : 1,000 baht  
 Offering Price : 1,000 baht  
 Issue size : 4,000,000 units  
 Outstanding : 4,000,000 units  
 Tenor : 1 year  
 Issuing Date : November 14, 2016  
 Maturity Date : November 14, 2017  
 Security : None  
 Coupon Rate : 1.75% per annum started from issuance date  
 Payment Date : Every 14<sup>th</sup> of May and November of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.

Issue Rating	: A from TRIS Rating Company Limited on May 24, 2016
Debenture holder	: -
Representative	
Debenture Registrar	: TMB Bank Public Company Limited

#### 17. The Debentures of TISCO Bank Public Company Limited No. 6/2016 Tranche 1 Due 2017

Type of Offering	: Private Placement specific for institutional investors and net worth investors
Face Value	: 1,000 baht
Offering Price	: 1,000 baht
Issue size	: 5,000,000 units
Outstanding	: 5,000,000 units
Tenor	: 1 year
Issuing Date	: December 15, 2016
Maturity Date	: December 15, 2017
Security	: None
Coupon Rate	: 1.80% per annum started from issuance date
Payment Date	: Every 15 <sup>th</sup> of June and December of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Issue Rating	: A from TRIS Rating Company Limited on May 24, 2016
Debenture holder	: -
Representative	
Debenture Registrar	: TMB Bank Public Company Limited

As of December 31, 2016 TISCO Bank has outstanding subordinated and unsubordinated debentures issued and offered (excluding short-term debenture) totaled 47,503 million baht

#### 13. Short-term Debenture of TISCO Bank Public Company Limited No. 1/2016

Type of Offering	: Private Placement specific for institutional investors
Face Value	: 1,000 baht
Offering Price	: 1,000 baht
Issue size	: up to 70,000,000 units
Outstanding	: 16,859,000 units
Tenor	: As specified in the supplement of terms & conditions of each series. The tenor of short-term debenture will be within 270 days from issuance date
Issuing Date	: As specified in the supplement of terms & conditions of each series. The issuance date will be during January 15, 2016 to January 14, 2017
Maturity Date	: As specified in the supplement of terms & conditions of each series. The tenor of short-term debenture will be within 270 days from issuance date
Security	: None
Coupon Rate	: As specified in the supplement of terms & conditions of each series whereby interest rate of each series will be varied.
Payment Date	: Payment at maturity date
Issuer Rating	: A from TRIS Rating Company Limited on April 8, 2016
Debenture holder	: None
Representative	
Debenture Registrar	: TISCO Bank Public Company Limited

As of December 31, 2016 TISCO Bank has outstanding short-term debenture totaled 16,859 million baht

The outstanding debentures of TISCO Tokyo Leasing Company Limited are as follow:

1. Guaranteed debenture of TISCO Tokyo Leasing Company Limited No. 1/2013 Tranche 2 with maturity date in 2017

Type of Offering	: Private Placement
Face Value	: 1,000 baht
Offering Price	: 1,000 baht
Issue size	: 650,000 units
Outstanding	: 650,000 units
Tenor	: 4 years
Issuing Date	: September 17, 2013
Maturity Date	: September 17, 2017
Guarantor	: Century Tokyo Leasing Corporation
Coupon Rate	: 4.37% per annum started from issuance date
Payment Date	: On the 17 <sup>th</sup> of March and September of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	: None
Issue Rating	: AA+ from TRIS Rating Company Limited on June 3, 2016
Debenture holder Representative	: Bank of Ayudhya Public Company Limited
Debenture Registrar	: Bank of Ayudhya Public Company Limited

2. Guaranteed debenture of TISCO Tokyo Leasing Company Limited No. 1/2015 with maturity date in 2018

Type of Offering	: Private Placement
Face Value	: 1,000 baht
Offering Price	: 1,000 baht
Issue size	: 1,000,000 units
Outstanding	: 1,000,000 units
Tenor	: 3 years
Issuing Date	: March 25, 2015
Maturity Date	: March 25, 2018
Guarantor	: Century Tokyo Leasing Corporation
Coupon Rate	: 2.94% per annum started from issuance date
Payment Date	: On the 25 <sup>th</sup> of March and September of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	: None
Issue Rating	: AA+ from TRIS Rating Company Limited on June 3, 2016
Debenture holder Representative	: CIMB Thai Bank Public Company Limited
Debenture Registrar	: CIMB Thai Bank Public Company Limited

3. Guaranteed debenture of TISCO Tokyo Leasing Company Limited No. 1/2016 with maturity date in 2019

Type of Offering	: Private Placement
Face Value	: 1,000 baht
Offering Price	: 1,000 baht
Issue size	: 1,000,000 units
Outstanding	: 1,000,000 units
Tenor	: 3 years
Issuing Date	: March 17, 2016
Maturity Date	: March 17, 2019
Guarantor	: Century Tokyo Leasing Corporation
Coupon Rate	: 1.99% per annum started from issuance date

Payment Date	:	On the 17 <sup>th</sup> of March and September of each year during the term of the debenture. If the due date of interest payment is not a business day, it shall be postponed to the next business day.
Call Option	:	None
Issue Rating	:	AA+ from TRIS Rating Company Limited on June 3, 2016
Debenture holder	:	Bangkok Bank Public Company Limited
Representative	:	
Debenture Registrar	:	Bangkok Bank Public Company Limited

As of December 31, 2016 TISCO Tokyo Leasing Company Limited has outstanding subordinated and unsubordinated debentures issued and offered totaled 2,650 million baht.

### 7.3.2 Bills of Exchange

#### The Company

The Company was granted approval by the Securities and Exchange Commission to offer short-term bills of exchange to the public as detailed below:

Type of Offering	:	Public Offering
Type of securities	:	Short-Term Bills of Exchange
		Type 1 : Non transferrable bill of exchange without interest payment, offering price at face value deducted market interest rate
		Type 2 : Non transferrable bill of exchange with fixed interest rate, offering price at face value and interest is paid upon maturity
		Type 3 : Transferrable bill of exchange (without recourse) without interest payment, offering price at face value deducted market interest rate
		Type 4 : Transferrable bill of exchange (without recourse) with fixed interest rate, offering price at face value and interest is paid upon maturity
Tenor	:	Up to 270 days from issuance date
Issue size	:	Up to 10,000 units
Face Value	:	Not less than 1,000,000 baht
Issuing Period	:	From April 1, 2016 to March 31, 2017
Offering price per unit	:	For Bill of Exchange Type I and III : offering price at face value deducted market interest rate For Bill of Exchange Type II and IV : offering price at face value and interest is paid upon maturity
Interest Rate	:	For Bill of Exchange Type I and III : No interest rate For Bill of Exchange Type II and IV : Fixed interest rate and paid upon maturity
Interest Payment Date	:	For Bill of Exchange Type I and III : No interest payment For Bill of Exchange Type II and IV : paid upon maturity as specified on the bill of exchange
Issuer Rating	:	A- from TRIS Rating Co., Ltd on April 8, 2016

As of December 31, 2016, TISCO had outstanding short-term bills totaling 5,966.12 million baht with coupon rate ranging from 1.62% – 2.50% and average of 52 days to maturity.

#### Subsidiary Companies

As of December 31, 2016, TISCO Bank had outstanding bill of exchange, all in forms of bill of exchange, totaling 36.12 million baht with 2.50% coupon rate, all in forms of callable bill of exchange.

As of December 31, 2016, Hi-Way Co., Ltd. had outstanding short-term bill of exchange, all in forms of callable bill of exchange, totaling 1,470.00 million baht with interest rate of 1.75%.

As of December 31, 2016, TISCO Leasing Co., Ltd. had outstanding short-term bill of exchange, all in forms of callable bill of exchange, totaling 333.10 million baht with interest rate of 1.75%.

## 7.4 Dividend Policy

### The Company

The Company's dividend payment shall be made in accordance with the Articles of Association which states that no dividend shall be paid out of any money other than profits. In the event that the Company has an accumulated loss or cannot retain regulatory capital requirements after dividend payment, no dividend shall be paid.

Dividends shall be paid equally according to the number of shares, unless otherwise specified in the Articles of Association regarding dividend for preferred shares. Payment of dividends shall be subject to shareholder approval.

The Company shall pay dividends at the rate approximately 50% or more of net profit of each year, after appropriation of statutory reserve, subject to the current Company financial performance, long-term capital adequacy, capital expenditure requirements, business strategies, and provided that such dividend will have no impact on the Company's subsidiary's status as a Qualifying Bank under the definition of the Bank of Thailand.

The Board of Directors may from time to time pay interim dividends when it is clear that the Company has sufficient profit.

### Subsidiary Companies

Subsidiary and affiliate companies' dividend will be the major source of income of TISCO Financial Group Plc. ("the Company"). Each and every subsidiary and affiliate companies shall make dividend payments as advised by the Company. The considering was based on financial performance, long-term capital adequacy, capital expenditure requirements, and business strategies of each company. For TISCO Bank ("The Bank"), the Bank shall pay dividends at the appropriate rate to ensure that after the dividend payment, the Bank BIS ratio will be maintained above 12% to satisfy the Bank of Thailand's criteria for Qualified Bank.

The Board of Directors of each subsidiary and affiliate companies may from time to time pay interim dividends when it has sufficient profit.

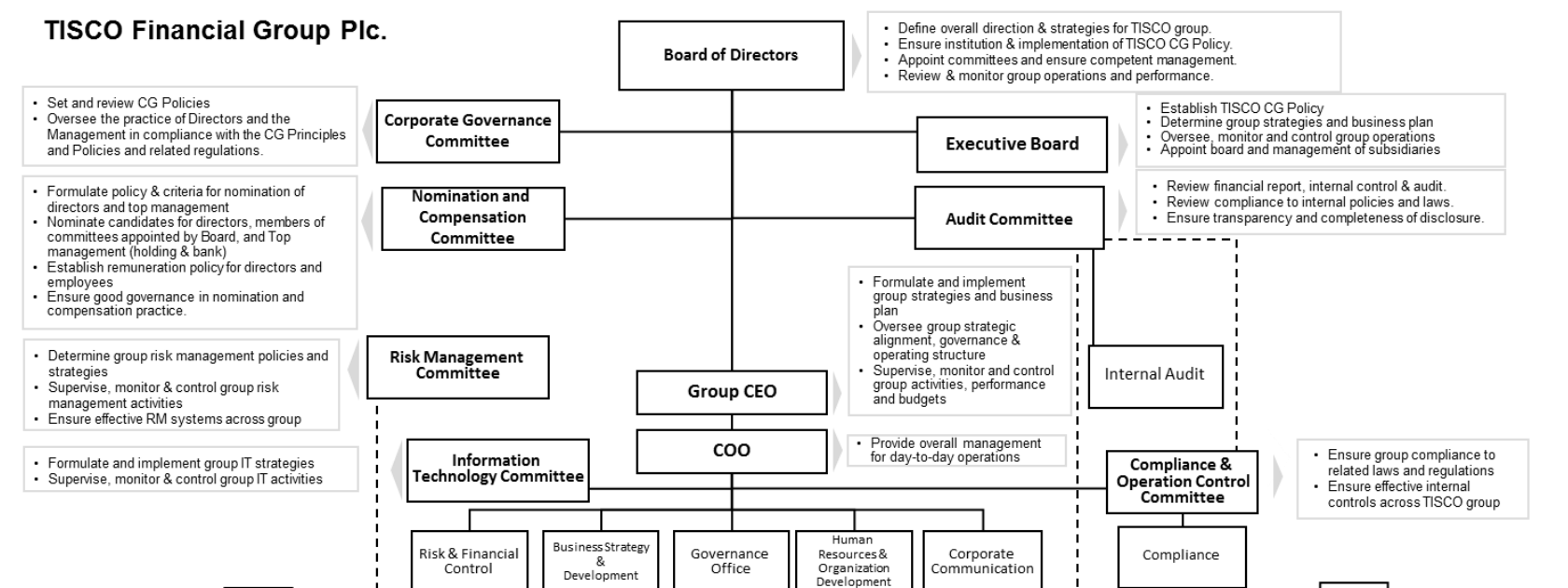
## **8. Management**

### **8.1 Management Structure and Board of Directors**

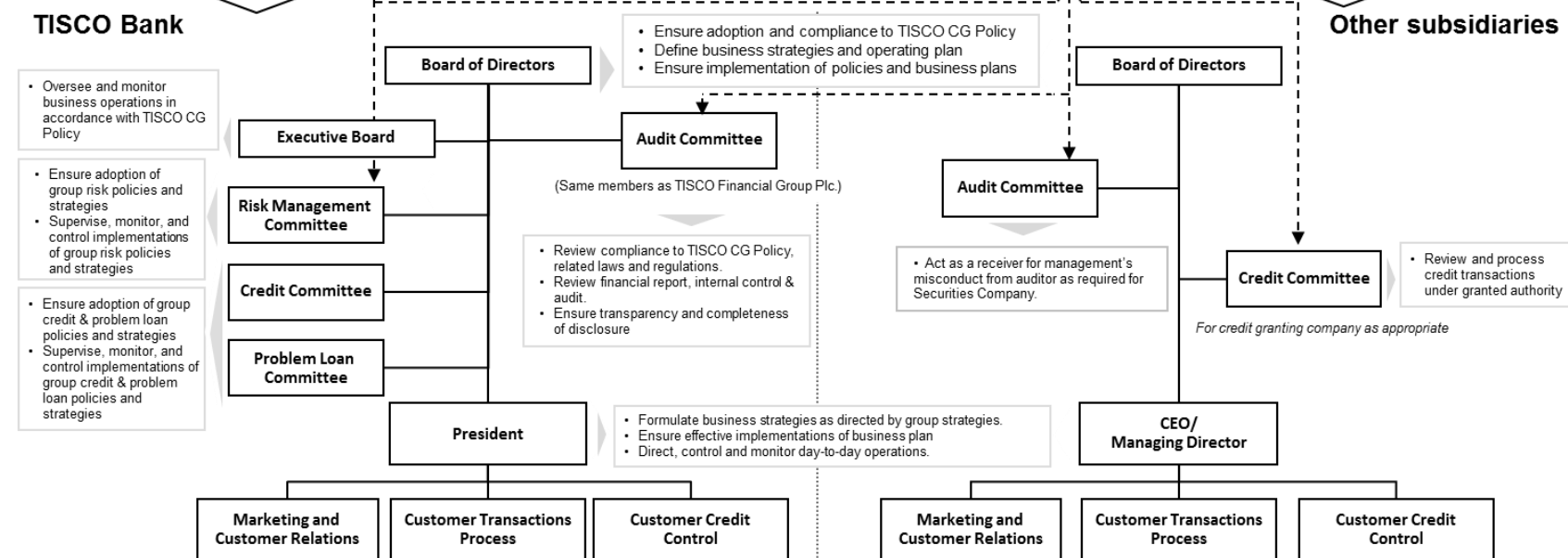
TISCO Financial Group Public Company Limited, the parent company of TISCO Group, oversees, monitors and controls business operations of all subsidiary companies to ensure that all companies in TISCO Group operate under the same standard to maximize shareholders' benefit. The corporate governance, risk management, business development, compliance and corporate support functions are centralized at the Company. Subsidiary companies function as strategic business unit, responsible for marketing & customer relationship, and transaction processing & credit control activities.

The Board of Directors is responsible for monitoring and controlling business operations of TISCO Group. Other Boards and committees will be appointed according to the needs and suitability to carry out specific missions and tasks. The governance structure of TISCO Group is exhibited as follows;

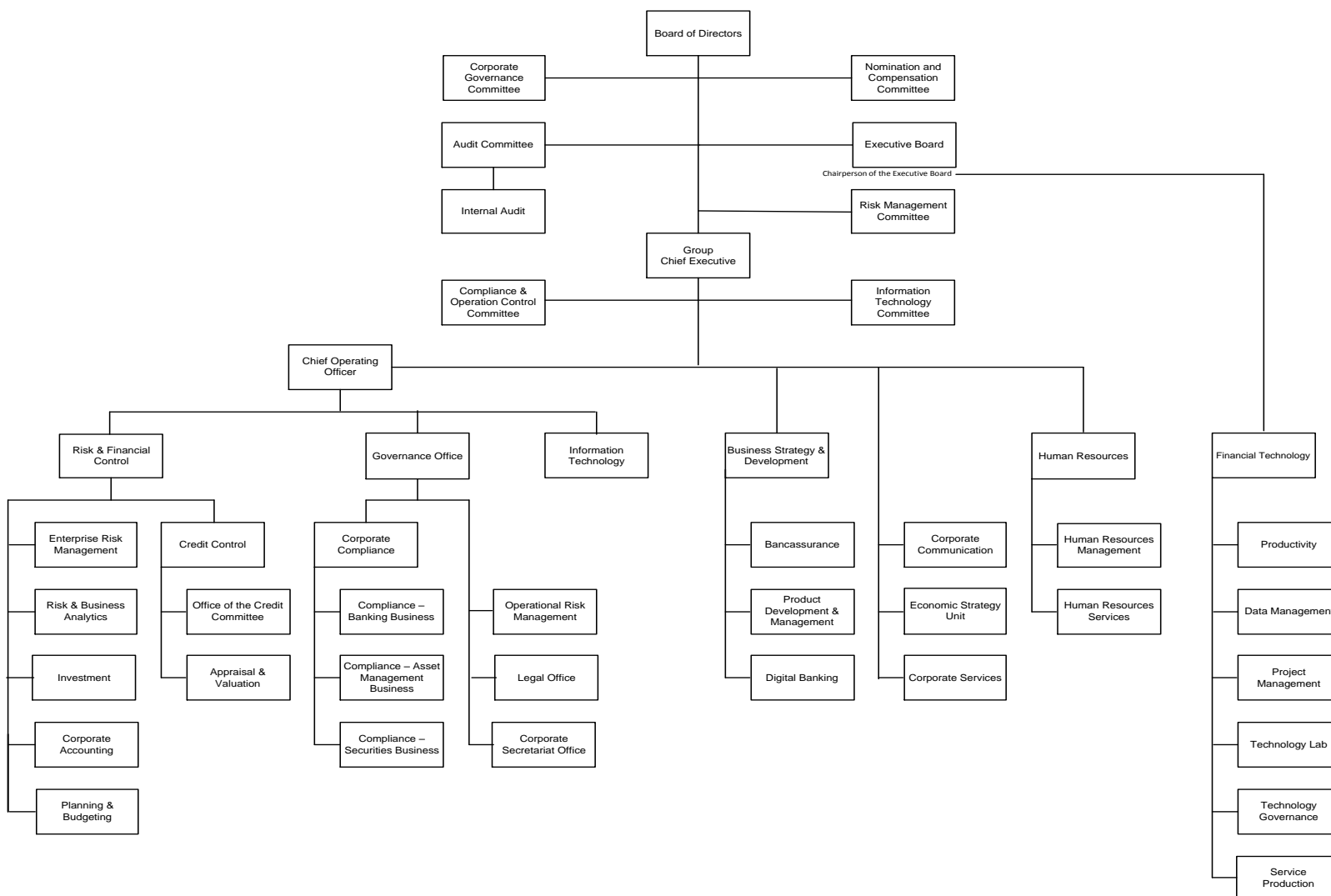
## TISCO Financial Group Plc.



## TISCO Bank





**Management Structure of TISCO Financial Group Public Company Limited as of February 1, 2017**


The Board structure is comprised of Board of Directors and 4 boards/committees were appointed by the Board of Directors: (1) Executive Board (2) Audit Committee, (3) Nomination and Compensation Committee, and (4) Corporate Governance Committee. In addition, in 2010, the Company transferred certain Management Committee and management supervising important functions within TISCO Group from subsidiary companies to be employed under the Company. The Company seconded those management to the same subsidiary companies for the same responsibilities on full time basis. This is to ensure that they shall devote their time to effectively manage subsidiary companies under TISCO Group strategy and plan approved by the Board of Directors.

### Board of Directors Structure

The Board of Directors consisted of Directors from diversified backgrounds and experience, with sufficient understanding of banking and finance, economics, law or any other fields deemed appropriate. The Board of Directors consisted of 12 directors, including 5 females and 7 males. The election of Board members followed the resolution of the shareholders meetings, as well as the laws and regulations and the Company's Articles of Association. The number of directors is appropriate for the Company's business operations, and the composition is in conformity with the notifications of the Bank of Thailand, the Capital Market Supervisory Board and the regulations of the Securities and Exchange Commission, as well as the diversity of age, gender, experience, and any other appropriate qualifications. As of March 1, 2017, the Board of Directors comprised the following directors:

- The seven Independent Directors<sup>1</sup>, 58.33% of the total number of directors, are Mr. Pliu Mangkornkanok, Assoc. Prof. Dr. Angkarat Priebjriwat, Prof. Dr. Pranee Tinakorn, Ms. Patareeya Benjapolchai, Ms. Panada Kanokwat, Prof. Dr. Teerana Bhongmakapat and Mr. Sathit Aungmanee
- The four Executive Directors<sup>2</sup>, 33.33% of the total number of directors, are Ms. Oranuch Apisaksirikul, Mr. Takashi Kurome and Mr. Chi-Hao Sun (Mr. Howard Sun)
- The one Non-executive Director, 8.33 % of the total number of directors, is Mr. Hon Kit Shing (Mr. Alexander H. Shing)

<sup>1</sup> "Independent Director" has the meaning specified in the Bank of Thailand's Notification No. SorNorSor. 13/2552 Re: Corporate governance of financial institutions, and the Capital Market Supervisory Board's Notification No. TorJor. 28/2551, Re: Application and approval for offering newly issued shares, and/or their amendments (if any). Moreover, the number of shares held by an independent director and his/her related parties combined shall not exceed 0.5% of the total voting shares of the Bank, or the Bank's parent company, subsidiaries, or associate companies, or major shareholders, or the persons having the authority to control the Bank. This shareholding restriction of not more than 0.5% is the Bank's standard, which is a higher standard than that set by the Capital Market Supervisory Board, which prohibits an independent director from holding more than 1% of the total voting shares of the company of which he/she is a director.

<sup>2</sup> "Executive Director" means any director who holds an executive position, or any director who is in charge of any actions deemed to be taken by executive, and shall include any authorized director except where it can be demonstrated that such authorized director signs on transactions which have been approved by the board of directors and jointly with other directors, following the Capital Market Supervisory Board's Notification No. TorJor. 28/2551 Re: Application and approval for offering newly issued shares, and/or their amendments (if any).

### 8.1.1 Board of Directors

The Board of Directors members were appointed by the resolutions of the shareholders' meeting of the year 2016. As of March 1, 2017, the Board of Directors comprised the following directors:

Name	Position
1. Mr. Pliu Mangkornkanok	Chairman and Independent Director
2. Mr. Hon Kit Shing (Mr. Alexander H. Shing)	Vice Chairman and Member of the Nomination and Compensation Committee
3. Ms. Oranuch Apisaksirikul	Director and Chairperson of the Executive Board
4. Assoc. Prof. Dr. Angkarat Priebjrivat	Independent Director and Chairperson of the Audit Committee
5. Prof. Dr. Pranee Tinakorn	Independent Director and Chairperson of the Nomination and Compensation Committee
6. Ms. Patareeya Benjapolchai	Independent Director, Member of the Audit Committee and Chairperson of the Corporate Governance Committee
7. Ms. Panada Kanokwat	Independent Director Member of the Corporate Governance Committee
8. Prof. Dr. Teerana Bhongmakapat	Independent Director Member of the Audit Committee
9. Mr. Sathit Aungmanee <sup>/1</sup>	Independent Director, Member of Corporate Governance Committee and Member of Nomination and Compensation Committee
10. Mr. Takashi Kurome <sup>/2</sup>	Director and Member of the Executive Board
11. Mr. Chi-Hao Sun (Mr. Howard Sun)	Director and Member of the Executive Board
12. Mr. Suthas Ruangmanamongkol	Director, Member of the Executive Board, Group Chief Executive and Chief Operating Officer

Remark: <sup>/1</sup> Mr. Sathit Aungmanee qualified as an independent director from January 7, 2016

<sup>/2</sup> Mr. Takashi Kurome was appointed as director, which effective from July 5, 2016 in replacement of Mr. Yasuro Yoshikoshi who resigned on July 4, 2016

### Authorized Signatory

Ms. Oranuch Apisaksirikul, the Chairperson of the Executive Board singly sign with the seal of the Company affixed or two executive directors namely Mr. Chi-Hao Sun (Mr. Howard Sun) and Mr. Takashi Kurome jointly sign with the seal of the Company affixed.

### Authority and Responsibilities of Chairman of the Board:

1. Provide leadership to the board and be responsible for the board's effectiveness of overall functioning, including maintaining a relationship of trust with board members. The Chairman will ensure that the Board and its committees work in conformity to the highest standards of corporate governance.
2. With supporting from Group CEO and Company Secretary, set agenda which are primarily focused on strategy, performance, value creation and accountability, and ensure that issues relevant to those areas are considered by the Board. The Chairman is accountable to the Board that directors will perform their duty with accountability and due care, and in compliance with the related laws and regulations, and in the best interest of TISCO.
3. Communicate relevant Board decisions within TISCO where deems appropriate. The Chairman shall also ensure effective communication with shareholders, government agencies and other relevant stakeholders and that the views of these groups are understood by the Board.
4. Ensure that the Board members receive adequate, accurate, timely and relevant information, particularly about TISCO's performance; the Board's decisions are made on a sound and well-informed basis; and the expression and discussion of dissenting views are encouraged within the decision-making process.
5. Ensure good working relationship between the executive and non-executive directors and ensure adequate time for discussion of all agenda, particularly strategic issues.

6. Ensure that the Board understands the nature and extent of the significant risks TISCO is willing to take in the implementation of its strategy, and review on an ongoing basis the effectiveness of risk management and internal control systems.
7. Provide access, advice and support to the Group CEO in the development of strategy. The Chairman also maintains access to senior management for vital information related to TISCO business as is necessary and useful.
8. Promote effective relationships and communications between non-executive directors and senior management.
9. Ensure that the performance and effectiveness of the Board and Board Committees are formally evaluated on an annual basis.
10. Monitor and ensure that management has taken appropriate action and/or is properly following up on the recommendations and resolutions made by the Board and Board Committees.

#### Authority and Responsibilities of Vice Chairman of the Board:

1. Take the role as the acting Chairman of the Board during the period when the Chairman is absent and the normal functions of the Chairman cannot be carried out until the Chairman resumes his normal duties or a new Chairman has been elected and appointed by the Board.
2. Assist the Chairman of the Board with agenda related to TISCO Board of Directors, in particular any agenda pertaining to the "Executive Committees or Bodies" created by the Board except any independent committees or bodies, such as Nomination and Compensation Committee, Audit Committee and Corporate Governance Committee.
3. Act as the Chairperson of TISCO Executive Board and any Executive Committees and Bodies (see definition above) when:
  - a. the Chairperson is absent or unable to perform the duties for a period of time until such replacement Chairperson is appointed by TISCO Board of Directors, or
  - b. recommended by the Nomination & Compensation Committee and approved by TISCO Board of Directors.

#### Authority and Responsibilities of the Board of Directors:

1. Approve TISCO Corporate Governance Policy and oversee TISCO Group Governance.
2. Approve TISCO Company Statement: Vision and Mission.
3. Approval of Group's business model, corporate strategies, business plan, and financial budgets.
4. Approval of M&A, investment, divestment and disposal transaction involving high risk or materially impact TISCO.
5. Select and appoint a Chairman and Vice Chairman of the Board from the candidates of the Board as proposed by the Nomination and Compensation Committee.
6. Select and appoint the Group Chief Executive (Group CEO) from the candidates proposed by the Nomination and Compensation Committee.
7. Defining overall direction and strategies of TISCO Group and ensuring coherent implementation of those strategies through the institution of a Corporate Governance Policy to produce long-term value for shareholders.
8. Together with the Group CEO and senior management, set example at the top that establishes a culture of legal compliance and integrity.
9. Appoint Board Committees, namely, TISCO Audit Committee, TISCO Nomination and Compensation Committee, TISCO Corporate Governance Committee, and TISCO Executive Board as proposed by TISCO NCC, to carry out the tasks assigned by the Board.
10. Appoint a Corporate Secretary to take care of the Board's and directors' activities and administer critical corporate matters in full compliance with all relevant laws and related regulations. The Corporate Secretary's responsibilities

The following activities require approval of the Board of Directors:

1. Vision, Mission, Brand and Corporate Value
2. Group's business model, corporate strategies, business plan, and financial budgets
3. Corporate Budget & Major Expenditure includes Head Count and Resource

4. Merger & Acquisition, investment, divestment and disposal transaction involving high risk or materially impact TISCO
5. Appointment of Board Committees and delegation of authority
6. Nomination and appointment names of qualified candidates for Group Chief Executive
7. Performance Evaluation of Group Chief Executive

The following responsibilities of the Board of Directors require approval from shareholders meeting: requirement by laws such as increase or decrease the Company's capital, issuance of debentures, sales or transfers of whole or important parts of the Company business to other persons, purchase or acceptance or transfer of business belonging to other companies, amendments to Company's Memorandum and Articles of Association, related parties transaction, as well as sale and purchase of relevant assets according to regulations stipulated by the Company's regulators.

The Board of Directors may assign any other committees or an attorney to conduct the businesses on behalf of the Board of Directors. Such assignment of power shall not allow the committee member or the attorney to have authority to approve transactions that they or persons who may have a conflict of interest - as defined by the Securities and Exchange Commission - with stakeholders or may have any other conflict of interest with the Company or subsidiary companies.

Details of the Board of Directors of TISCO Bank Public Company Limited, the core company of TISCO Group, are shown in 8.1.6 and Attachment 1-2.

### 8.1.2 Executive Board

The Executive Board members were appointed by the Board of Directors. As of March 1, 2017, the Executive Board comprised the following directors:

Name	Position
1. Ms. Oranuch Apisaksirikul	Chairperson of the Executive Board
2. Mr. Chi-Hao Sun (Mr. Howard Sun)	Member of the Executive Board
3. Mr. Takashi Kurome <sup>/1</sup>	Member of the Executive Board
4. Mr. Suthas Ruangmanamongkol	Member of the Executive Board

Remark: <sup>/1</sup> Mr. Takashi Kurome was appointed as director, which effective from July 5, 2016 in replacement of Mr. Yasuro Yoshikoshi who resigned on July 4, 2016

#### Authority and responsibilities of Executive Board:

1. Determine and propose group business strategy, merger & acquisition transactions, new business ventures, and new products involving high risk to TISCO Board for approval.
2. Review and oversee the TISCO Group business plan and budget, monitors performance and institutes TISCO Group's Centralized Policies on all important operational and control areas.
3. Approve credit with substantial amounts and/or transactions that involve high risks under TISCO Group's business framework.
4. Supervise subsidiary companies of transactions that involved high risk.
5. Act on behalf of TISCO as the major shareholder in appointment of the Board of Directors of all subsidiary companies, except TISCO Bank, TISCO Securities and TISCO Asset Management.
6. Ensure that managements of the company and subsidiary company refer material issues of the Group to Executive Board
7. Appoint TISCO Risk Management Committee, as required by the Bank of Thailand, to determine overall risk management policies and strategies, and also identify, evaluate and manage the risks inherent in TISCO's strategies.
8. Appoint and supervise Credit Committee and Problem Loan Committee.
9. Ensure that all sub-committees appointed by Group CEO are established, composed and operated appropriately and professionally.

### 8.1.3 Audit Committee

The Audit Committee members were appointed by the Board of Directors. As of March 1, 2017, the Audit Committee comprised the following independent directors:

Name	Position
1. Assoc. Prof. Dr. Angkarat Priebjriwat	Chairperson of the Audit Committee
2. Ms. Patareeya Benjapolchai	Member of the Audit Committee
3. Prof. Dr. Teerana Bhongmakapat	Member of the Audit Committee

*Note: All members of the Audit Committee have sufficient knowledge and experience to review the trustworthiness of financial statements.*

#### Authority and responsibilities of Audit Committee:

1. Review TISCO group's financial report to ensure accuracy and adequacy.
2. Review and evaluate that TISCO group has suitable and efficient internal control system and internal audit.
3. Review TISCO group's operations to ensure compliance with related laws and regulations.
4. Consider, select and nominate the independent person to be the external auditor of TISCO group, recommend remuneration of such auditor, removal of such auditor, as well as meet with the external auditor at least once a year without participation of management.
5. Consider connected transaction or the transaction that may cause conflict of interest to ensure the appropriateness and best interest of TISCO group.
6. Ensure the accuracy and completeness of the disclosure of TISCO group, especially the connected transaction or the transaction that may cause conflict of interest.
7. Prepare and disclose the Audit Committee report signed by the Chairperson of the Audit Committee in an annual report.
8. Consider the independence of TISCO group's Internal Audit function. Appoint, transfer, or dismiss Head of Internal Audit or other functions responsible to Internal Audit.
9. Report to the Board of Directors in order that remedial action is taken within the time that the Audit Committee deems appropriate in case the Audit Committee finds or suspects any misconduct which may affect the Company's financial position and performance significantly as follows;
  - Transaction which causes conflict of interest;
  - Fraud or irregularity or material defect in the internal control system;
  - Infringement of applicable laws. If the Board of Directors or the management do not take remedial action within the time that the Audit Committee proposed, the Audit Committee shall disclose such infringement in annual report and report to the Bank of Thailand.
10. Conduct the businesses as assigned by the Board of Directors in agreement of the Audit Committee.
11. Approve Compliance policy and assess the efficiency of compliance risk management.

### 8.1.4 Nomination and Compensation Committee

The Nomination and Compensation Committee members were appointed by the Board of Directors. As of March 1, 2017, the Nomination and Compensation Committee comprised the following directors:

Name	Position
1. Prof. Dr. Pranee Tinakorn	Chairperson of the Nomination and Compensation Committee
2. Mr. Hon Kit Shing (Mr. Alexander H. Shing)	Member of the Nomination and Compensation Committee
3. Mr. Sathit Aungmanee	Member of the Nomination and Compensation Committee

Authority and Responsibilities of Nomination and Compensation Committee:

1. Formulate policy, criteria, and method for nominating candidates for directors and Top Management of the Company and its subsidiary companies in TISCO Group to the Board for consideration and submit the policy to regulatory parties upon request.
2. Select and nominate names of qualified candidates to the Board of Directors of the Company and its subsidiary companies, which are directly supervised by financial and capital market regulators (TISCO Bank, TISCO Securities and TISCO Asset Management), for the following positions;
  - Directors
  - Members of committees whose functions, responsibilities and authorities are directly given by the Board of Directors
  - Top Management
  - Advisor(s) to the Board of Directors and/or committees whose functions, responsibilities and authorities are directly given by the Board of Directors
3. Ensure that size and composition of the Board of Directors of the companies in TISCO Group is appropriate for the organization and the business environment. The Board should comprise members who have diversified expertise and experience.
4. Review and establish clear and transparent remuneration and benefit policy and criteria for the directors, committee members, Advisor(s) and TISCO Group's employees as proposed by the management.
5. Ensure that the Board remuneration is commensurate with their duties and responsibilities. Board members who handle the extra assignments should be compensated accordingly.
6. Devise performance assessment criteria for board members and TISCO Group's employees for annual remuneration review, taking into account their responsibilities and risks as well as enhancement of long-term shareholder value.
7. Evaluate the Group CEO's performance with input from Chairman of the Board of Directors, Chairpersons of the Audit Committee and the Corporate Governance Committee, and propose result to the Board of Directors for approval.
8. Review and approve promotion, remuneration, and benefit of Group CEO.
9. Review and consider the Group CEO's proposal for appointment, performance evaluation, promotion, remuneration, and benefit of each member of Management Committee and one further level down.
10. Review and consider the management's proposals for the total amount of annual performance-oriented, short-term and long-term incentives as well as merit increase for TISCO Group's employee.
11. Ensure that the meeting(s) between the Board and members of Management Committee in absence of the Group CEO is arranged at least once a year prior to his/her annual performance assessment.
12. Ensure that succession plan for Group CEO and members of Management Committee of the companies in TISCO Group is properly developed to allow smooth and continuity of business operations, and that such plan is reviewed periodically.
13. Disclose the nomination policy and process in the Annual Report.
14. Disclose the remuneration policy, actual payment in various forms for directors as well as prepare and disclose the Committee's report that at least covers the objectives, activities and opinion of the Committee in the Annual Report.
15. Report activities to the Board of Directors on a regular basis.
16. Conduct the activities as assigned by the Board of Directors in agreement of the Nomination and Compensation Committee.

### 8.1.5 Corporate Governance Committee

The Corporate Governance Committee members were appointed by the Board of. As of March 1, 2017, the Corporate Governance Committee comprised the following directors:

Name	Position
1. Ms. Patareeya Benjapolchai	Chairperson of the Corporate Governance Committee
2. Mr. Sathit Aungmanee	Member of the Corporate Governance Committee
3. Ms. Panada Kanokwat	Member of the Corporate Governance Committee

#### Authority and Responsibilities of Corporate Governance Committee:

1. Formulate and review the structure, scope, and policy of TISCO Corporate Governance and Code of Conduct of the Board of Directors' consideration and approval.
2. Give advice to the Board of Directors on the structure, roles and responsibilities, practice and charter of the Board of Directors and Board committees.
3. Review the evaluation or assessment process of the Board of Directors, Board committees, and the Management in compliance with Corporate Governance Policy, Code of Conduct and related laws and regulations.
4. Review result of corporate governance assessment by outside agencies and make recommendation to the Board of Directors.
5. Review corporate governance practice of TISCO by benchmarking to that of best practices for further improvement.
6. Work as a consulting body for the Board of Directors and the Management on matters regarding corporate governance and code of conduct.
7. Monitor the implementation of TISCO Corporate Governance Policies and Guidelines, TISCO Code of Conducts, and report its findings to the Board.
8. Consider the self-authorized transaction on expenses and business leave as reported by the Chairman of the Executive Board and the Group CEO on a monthly basis.
9. Monitor the adequacy of the company's disclosure practices relevance to sustainability development and corporate governance.
10. Advise the matters related to sustainable development issues, including CSR.
11. Perform other duties as assigned by the Board of Directors.

### Board of Directors' Meeting

Board Meetings are regularly scheduled in advance so that each member of the Board can manage their time to attend the meetings. Furthermore, in case of special agenda, additional meetings may be scheduled as necessary. The Board of Directors also assigns the Corporate Secretary to send out notice of the meeting together with documents relating to the meeting agenda, stating clearly which matters are to be acknowledged, approved, or considered, to every director at least 7 days prior to the date set for the meeting, and notify related committees and managements 2-3 weeks prior each meetings. In case of the most confidential document the Corporate Secretary may hand over the documents with header label 'CONFIDENTIAL' during the meeting then collect them back after the meeting adjourned.

The Board of Directors' Meeting No. 6/2016 on October 28, 2016 approved the preliminary schedule of the Board of Directors' Meetings for the year 2017 as follow:

Board of Directors' Meeting	Date
No. 1/2017	Friday February 17, 2017
No. 2/2017	Friday April 21, 2017
No. 3/2017	Friday June 22, 2017
No. 4/2017	Friday August 18, 2017
No. 5/2017	Monday October 16, 2017
No. 6/2017	Friday December 8, 2017



The Board of Directors promotes transparent consideration of each issue and allocates adequate time for the management to present issues, with adequate time set aside for directors to thoroughly discuss important matters. The Board encourages the management to attend the Board of Directors' Meeting to present additional information relevant to their responsibilities.

During meetings, The Chairman of the Board should ensure that a number of Directors present at the meeting is not less than three-fourth of total Board members to constitute a quorum. Before the meeting, the Chairman should inform that the director(s) (who is interested director in any agenda would not allow to vote and comment) may relate to interest in any agenda, would not allow to vote and comment. After the meeting, the Corporate Secretary is responsible for preparing minutes of the meeting in which all issues, contents, and opinions are properly recorded and kept for inspection.

The Company also encourages non-executive directors to hold meetings as necessary to discuss issues without executive attendance. In 2016, there was one meeting among non-management directors in Agenda 4 of the Board of Directors' Meeting No. 4/2016 on July 26, 2016 which management directors as well as other management and staff voluntarily left the meeting, with formal minutes taking.

**Details of Board of Directors meeting attendance of TISCO Financial Group Public Company Limited's directors in 2016 are as follows:**

Name	Time of Attendance	Percentage
<b>No. of total meetings (times)</b>	<b>7</b>	<b>100</b>
1. Mr. Pliu Mangkornkanok	7	100
2. Mr. Hon Kit Shing (Mr. Alexander H. Shing)	5	71.4
3. Ms. Oranuch Apisaksirikul	7	100
4. Assoc. Prof. Dr. Angkarat Priebjrivat	7	100
5. Prof. Dr. Pranee Tinakorn	7	100
6. Ms. Patareeya Benjapolchai	7	100
7. Ms. Panada Kanokwat	7	100
8. Prof. Dr. Teerana Bhongmakapat	7	100
9. Mr. Sathit Aungmanee	7	100
10. Mr. Yasuro Yoshikoshi <sup>/1</sup>	3 (out of 3 times)	100
11. Mr. Takashi Kurome <sup>/2</sup>	4 (out of 4 times)	100
12. Mr. Chi-Hao Sun (Mr. Howard Sun)	7	100
13. Mr. Suthas Ruangmanamongkol	6	85.7

Remark: <sup>/1</sup> Mr. Yasuro Yoshikoshi resigned from directorship on July 4, 2016

<sup>/2</sup> Mr. Takashi Kurome was appointed as director, which effective on July 5, 2016

Details of meeting attendance of TISCO Financial Group Public Company Limited's directors in 2016 are as follows:

Name	Time of Attendance			
	Executive Board	Audit Committee	Nomination and Compensation Committee	Corporate Governance Committee
<b>No. of total meetings (times)</b>	<b>12</b>	<b>12</b>	<b>8</b>	<b>2</b>
1. Mr. Pliu Mangkornkanok	-	-	-	-
2. Mr. Hon Kit Shing (Mr. Alexander H. Shing)	-	-	5	-
3. Ms. Oranuch Apisaksirikul	12	-	-	-
4. Assoc. Prof. Dr. Angkarat Priebjrivat	-	12	-	-
5. Prof. Dr. Pranee Tinakorn	-	-	8	-
6. Ms. Patareeya Benjapolchai	-	11	-	2
7. Ms. Panada Kanokwat	-	-	-	2
8. Prof. Dr. Teerana Bhongmakapat	-	12	-	-
9. Mr. Sathit Aungmanee	-	-	8	2
10. Mr. Yasuro Yoshikoshi <sup>/1</sup>	6 (out of 6 times)	-	3 (out of 3 times)	-
11. Mr. Takashi Kurome <sup>/2</sup>	6 (out of 6 times)	-	-	-
12. Mr. Chi-Hao Sun (Mr. Howard Sun)	12	-	-	-
13. Mr. Suthas Ruangmanamongkol	11	-	-	-

Remark: <sup>/1</sup> Mr. Yasuro Yoshikoshi resigned from member of the Nomination and Compensation Committee on July 4, 2016

<sup>/2</sup> Mr. Takashi Kurome was appointed as member of the Executive Board, which effective on July 5, 2016

### 8.1.6 Details of Board/Committees of TISCO Bank Public Company Limited, the core company of TISCO Group

#### 8.1.6.1 TISCO Bank's Board of Directors

As of March 1, 2017, TISCO Bank's Board of Directors consisted of 9 directors as follows;

Name	Position
1. Mr. Pliu Mangkornkanok	Chairman and Independent Director
2. Ms. Oranuch Apisaksirikul	Director and Chairperson of the Executive Board
3. Assoc. Prof. Dr. Angkarat Priebjrivat	Independent Director and Chairperson of the Audit Committee
4. Ms. Patareeya Benjapolchai	Independent Director and Member of the Audit Committee
5. Prof. Dr. Teerana Bhongmakapat	Independent Director and Member of the Audit Committee
6. Mr. Sathit Aungmanee	Director
7. Mr. Chi-Hao Sun	Director and Member of the Executive Board
8. Mr. Takashi Kurome	Director and Member of the Executive Board
9. Mr. Suthas Ruangmanamongkol	Director and Member of the Executive Board

Remark: <sup>/1</sup> Mr. Takashi Kurome was appointed as director, which effective from July 5, 2016 in replacement of Mr. Yasuro Yoshikoshi who resigned on July 4, 2016

#### Authorized Signatory

Ms. Oranuch Apisaksirikul, Chairperson of the Executive Board, singly sign with the seal of the company affixed or any two of the following executive directors sign jointly with the seal of the company affixed namely Mr. Chi-Hao Sun, Mr. Takashi Kurome or Mr. Suthas Ruangmanamongkol.

### Chairman of the Board

1. Provide leadership to the board and be responsible for the board's effectiveness of overall functioning, including maintaining a relationship of trust with board members. The Chairman will ensure that the Board and its committees work in conformity to the highest standards of corporate governance.
2. With supporting from Group CEO and Company Secretary, set agenda which are primarily focused on strategy, performance, value creation and accountability, and ensure that issues relevant to those areas are considered by the Board. The Chairman is accountable to the Board that directors will perform their duty with accountability and due care, and in compliance with the related laws and regulations, and in the best interest of TISCO.
3. Communicate relevant Board decisions within TISCO where deems appropriate. The Chairman shall also ensure effective communication with shareholders, government agencies and other relevant stakeholders and that the views of these groups are understood by the Board.
4. Ensure that the Board members receive adequate, accurate, timely and relevant information, particularly about TISCO's performance; the Board's decisions are made on a sound and well-informed basis; and the expression and discussion of dissenting views are encouraged within the decision-making process.
5. Ensure good working relationship between the executive and non-executive directors and ensure adequate time for discussion of all agenda, particularly strategic issues.
6. Ensure that the Board understands the nature and extent of the significant risks TISCO is willing to take in the implementation of its strategy, and review on an ongoing basis the effectiveness of risk management and internal control systems.
7. Provide access, advice and support to the Group CEO in the development of strategy. The Chairman also maintains access to senior management for vital information related to TISCO business as is necessary and useful.
8. Promote effective relationships and communications between non-executive directors and senior management.
9. Ensure that the performance and effectiveness of the Board and Board Committees are formally evaluated on an annual basis.
10. Monitor and ensure that management has taken appropriate action and/or is properly following up on the recommendations and resolutions made by the Board and Board Committees.

### Authority and Responsibilities of TISCO Bank's Board of Directors:

Under consolidated supervision framework, the Board shall ensure that the Bank adopt and adhere to TISCO Corporate Governance Policy approved by the Board of Directors of the parent company. TISCO Corporate Governance Policy constitutes all key policies and guidelines concerning the governance and operating structure of TISCO group, business strategy, management and operations, risk and controls, human resources, finance and accounting, corporate affairs, and public and client communications. The Board shall carry out the following responsibilities within the policies and directions set forth in TISCO Corporate Governance Policy efficiently and effectively in the best interests of the shareholders.

1. Approve business & operating plan of the Bank, as directed by TISCO group's corporate strategies and business plan.
2. Ensure the institution of internal business codes and ethics, codes of conduct for directors, management and employees.
3. Continuously review the Bank's operations to ensure that its directors, management, and employees conduct the Bank's businesses in compliance with TISCO Corporate Governance Policy as well as related laws and regulations.
4. Ensure competent management of the Bank including appointing senior management.
5. Ensure the institution of effective systems for internal control and audit.
6. Ensure that the Bank's management refers significant issues to the Bank's Board of Directors.
7. Ensure that the Bank's management has in place risk management policies, processes and controls of all risk types. The Board shall be responsible for approval of adoption and ongoing implementation of such risk management policies and guidelines.
8. Appoint other committees according to the needs and suitability to carry out specific tasks to ensure that the operations are in compliance with established Corporate Governance Policy.
9. Ensure that the Bank has policies, guidelines and controls procedures for granting credit and investment transactions with related parties.

10. Ensure that there is a process for prompt submission of management letters from the external auditor and management to the Bank's Board of Directors.
11. Ensure that there exists appropriate check and balance in the management and/or major shareholders of the Bank, in particular, the proportion or the number of independent directors on the Board.
12. Ensure that the Board and the parent company receive sufficient information to effectively discharge its authorities, duties, and responsibilities.
13. Report business activities and financial performance to the shareholders.
14. Report business activities and financial performance to the parent company's Executive Board on a regular basis, in compliance with the Consolidated Supervision Principle of the Bank of Thailand.

The following responsibilities of the Board of Directors require approval from shareholders meeting: requirement by laws such as increase or decrease the Bank's capital, issuance of debentures, sales or transfers of whole or important parts of the Bank business to other persons, purchase or acceptance or transfer of business belonging to other companies, amendments to Bank's Memorandum and Articles of Association, related parties transaction, as well as sale and purchase of relevant assets according to regulations stipulated by the Bank's regulators.

The Board of Directors may assign any other committees or an attorney to conduct the businesses on behalf of the Board of Directors. Such assignment of power shall not allow the committee member or the attorney to have authority to approve transactions that they or persons who may have a conflict of interest - as defined by the Securities and Exchange Commission - with stakeholders or may have any other conflict of interest with the Bank or subsidiary company.

#### 8.1.6.2 TISCO Bank's Executive Board

The Bank's Executive Board members were appointed by the Bank's Board of Directors with the approval from the parent company, TISCO Financial Group Public Company Limited. As of March 1, 2017, the Executive Board comprised the following directors:

Name	Position
1. Ms. Oranuch Apisaksirikul	Chairperson of the Executive Board
2. Mr. Chi-Hao Sun (Mr. Howard Sun)	Member of the Executive Board
3. Mr. Takashi Kurome <sup>/1</sup>	Member of the Executive Board
4. Mr. Suthas Ruangmanamongkol	Member of the Executive Board

Remark: <sup>/1</sup> Mr. Takashi Kurome was appointed as director, which effective from July 5, 2016 in replacement of Mr. Yasuro Yoshikoshi who resigned on July 4, 2016

#### Authority and Responsibilities of TISCO Bank's Executive Board:

Under consolidated supervision framework, the Executive Board shall ensure that the Bank adopt and adhere to TISCO Corporate Governance Policy approved by the Board of Directors of the parent company. TISCO Corporate Governance Policy constitutes all key policies and guidelines concerning the governance and operating structure of TISCO group, business strategy, management and operations, risk and controls, human resources, finance and accounting, corporate affairs, and public and client communications. The Board shall carry out the following responsibilities within the policies and directions set forth in TISCO Corporate Governance Policy efficiently and effectively in the best interests of the shareholders.

1. Determine and propose business strategy, merger & acquisition transactions, new business ventures, and new products involving high risk to Board for approval.
2. Review and oversee the business plan and budget and monitors performance.
3. Approve credit with substantial amounts and/or transactions that involve high risks under TISCO Group's business framework.
4. Approve transactions involving high risk.
5. Appoint TISCO Risk Management Committee, as required by the Bank of Thailand, to determine overall risk management policies and strategies, and also identify, evaluate and manage the risks inherent in TISCO's strategies.

### 8.1.6.3 Audit Committee

The Bank's Audit Committee members were appointed the Bank's Board of Directors with the approval from the parent company, TISCO Financial Group Public Company Limited. As of March 1, 2017, the Audit Committee comprised the following independent directors:

Name	Position
1. Assoc. Prof. Dr. Angkarat Priebjrivat	Chairperson of the Audit Committee
2. Ms. Patareeya Benjapolchai	Member of the Audit Committee
3. Prof. Dr. Teerana Bhongmakapat	Member of the Audit Committee

Remark: - All members of the Audit Committee have sufficient knowledge and experience to review the trustworthiness of financial statements.  
 - The Audit Committee is same members of the parent company, TISCO Financial Group Public Company Limited

#### Authority and responsibilities of Audit Committee:

Under consolidated supervision framework, TISCO Corporate Governance Policy constitutes all key policies and guidelines concerning the governance and operating structure of TISCO group, business strategy, management and operations, risk and controls, human resources, finance and accounting, and corporate affairs, and public and customer communications. The Audit Committee shall carry out the following responsibilities within the policies and directions set forth in TISCO Corporate Governance Policy efficiently and effectively in the best interests of the shareholders. The Audit Committee has authority and responsibilities as detailed below;

1. Review the Bank's financial report to ensure accuracy and adequacy.
2. Review and evaluate that the Bank has suitable and efficient internal control system and internal audit.
3. Nominate and/or remove the independent person to be the external auditor of the Bank and recommend remuneration of such auditor as determined by the Audit Committee of the parent company as well as meet with the external auditor at least once a year without participation of management.
4. Ensure the accuracy and completeness of the disclosure of the Bank, especially the connected transaction or the transaction that may cause conflict of interest.
5. Prepare and disclose the Audit Committee report signed by the Chairperson of the Audit Committee in an annual report.
6. Report to the Board of Directors of the Bank and Audit Committee of the parent company in order that remedial action is taken within the time that the Audit Committee deems appropriate in case the Audit Committee finds or suspects any misconduct which may affect the Bank's financial position and performance significantly as follows;
  - Transaction which causes conflict of interest;
  - Fraud or irregularity or material defect in the internal control system;
  - Infringement of applicable laws and regulations of related regulatory agencies. If the Board of Directors or the management do not take remedial action within the time that the Audit Committee proposed, the Audit Committee shall disclose such infringement in annual report and report to the Bank of Thailand
7. Conduct the businesses as assigned by the Board in agreement of the Audit Committee.
8. Report audit activities to the Board of Directors on a regular basis.
9. Report audit activities to the Audit Committee of the Parent Company on a regular basis in compliance with Consolidated Supervision Principle of the Bank of Thailand.

Details of meeting attendance of TISCO Bank Public Company Limited's directors in 2016 are as follows:

Name	Time of Attendance		
	Board of Directors	Executive Board	Audit Committee
<b>No. of total meetings (times)</b>	<b>7</b>	<b>12</b>	<b>12</b>
1. Mr. Pliu Mangkornkanok	7	-	-
2. Ms. Oranuch Apisaksirikul	7	12	-
3. Assoc. Prof. Dr. Angkarat Priebjivat	7	-	12
4. Ms. Patareeya Benjapolchai	7	-	11
5. Prof. Dr. Teerana Bhongmakapat	7	-	12
6. Mr. Sathit Aungmanee	7	-	-
7. Mr. Chi-Hao Sun (Mr. Howard Sun)	7	12	-
8. Mr. Yasuro Yoshikoshi <sup>/1</sup>	3 (out of 3 times)	6 (out of 6 times)	-
9. Mr. Takashi Kurome <sup>/2</sup>	4 (out of 4 times)	6 (out of 6 times)	-
10. Mr. Suthas Ruangmanamongkol	6	11	-

Remark: <sup>/1</sup> Mr. Yasuro Yoshikoshi resigned from directorship on July 4, 2016

<sup>/2</sup> Mr. Takashi Kurome was appointed as director, which effective on July 5, 2016

## 8.2 Management

The Company transferred certain senior management and management supervising major functions from subsidiary companies to be employed under the Company. Simultaneously, the Company seconded those managements to the same subsidiary companies for the same responsibilities on full time basis. This is to ensure that they shall devote their time to effectively manage subsidiary companies under TISCO Group strategy and plan approved by the Board of Directors.

As of March 1, 2017, Management Committee of the TISCO Group as defined by the Securities and Exchange Commission comprised the following members:

Name	Position in the Company	Position assigned in subsidiary company
1. Mr. Suthas Ruangmanamongkol	Group Chief Executive and Chief Operating Officer	-
2. Mr. Sakchai Peechapat	President	President, TISCO Bank Public Company Limited
3. Mr. Pitada Vatcharasiritham	Senior Executive Vice President	Senior Executive Vice President - Chief Corporate Banking Business, TISCO Bank Public Company Limited
4. Mr. Chalit Silpsrikul	Senior Executive Vice President	Senior Executive Vice President - Chief Retail Banking Business, TISCO Bank Public Company Limited
5. Mr. Metha Pingsuthiwong	Senior Executive Vice President	First Executive Vice President - Chief Wealth Management Business & Banking, TISCO Bank Public Company Limited
6. Mr. Paiboon Nalinthrangkurn	First Executive Vice President	Chief Executive Officer, TISCO Securities Company Limited Chief Executive Officer, Deutsche TISCO Investment Advisory Company Limited

Name	Position in the Company	Position assigned in subsidiary company
7. Ms. Araya Thirakomen	First Executive Vice President	Chief Operating Officer TISCO Asset Management Company Limited
8. Mr. Chatri Chandrangam	First Executive Vice President - Risk & Financial Control	-
9. Ms. Yutiga Sonthayanavin	First Executive Vice President - Information Technology	-
10. Ms. Nipa Mekara	Executive Vice President	Executive Vice President – Corporate Banking Business, TISCO Bank Public Company Limited
11. Mr. Rungroj Jarasvijitkul	Executive Vice President	Executive Vice President - Retail Banking Business-Sales & Marketing 1 TISCO Bank Public Company Limited
12. Mr. Yuttpong Sriwongjanya	Executive Vice President	Executive Vice President Retail Banking Business-Sales & Marketing 2 TISCO Bank Public Company Limited
13. Mr. Dejphinun Suthadsanasoung	Executive Vice President	Executive Vice President - Chief Retail Banking Operations TISCO Bank Public Company Limited
14. Mr. Picha Ratanatam	Executive Vice President	Executive Vice President - Wealth Management TISCO Bank Public Company Limited
15. Mr. Pairat Srivilairit	Executive Vice President - Governance Office	-

Authority and Responsibilities of Management Committee:

1. To consider and formulate TISCO Group business strategy, financial goals, business plan including annual budget. The strategy, goals and plan must be balanced among short, medium and long term to maximize long term shareholders' value.
2. To review and ensure that TISCO Group's operations are in accordance with its strategies and business plan, the overall business and financial performance meet TISCO's corporate KPI and all are in compliance with Corporate Governance Policy and related regulations.
3. To discuss and make decisions on Group's business direction and policy, diversification of business platforms, synergy of cross-over businesses functions, efficiency and control issues among high-impact business and operations areas, group human resource management policies and capital expenditure policies.
4. To serve as a forum for heads of business and control functions to lodge and discuss on certain conflict and disagreement arising from operations and/or management issues, which cannot be resolved within the organization's normal chain of command.

Authority and Responsibilities of the Group Chief Executive:

1. Focus on strategy formulation, which is guided by the statement of vision and mission approved by the Board of Directors, by working in partnership with the Board of Directors in formulating such strategies and business plan including the level of risk appetite of TISCO Group.
2. Monitor the Company's overall performance with emphasis in long term value creation of the Company.
3. Be responsible to the Board for the business performance and its consistency with agreed business plans, corporate strategies and policies, and keep the Board updated on progress.
4. Lead, direct, and guide other Senior Management.

5. Oversee strategic alignment, governance and management structure, operations, risk management and control systems, and ensure effective implementation of strategies and the business plans across TISCO Group.
6. Facilitate the operating business units of TISCO in developing their own strategic plans for the future, and ensure that they are properly evaluated and that they are built into the overall corporate strategy.
7. Ensure that TISCO has the human capabilities and other resources required to achieve its plans, and that the management succession and management development plans are in place and presented to the Board on a pre-scheduled basis.
8. Ensure that business is conducted in accordance with TISCO Corporate Governance Policy and in compliance with related laws and regulations.
9. Develop and maintain an effective framework of internal controls and risk management in relation to all business activities.
10. Ensure the preparation of, under the oversight of the Audit Committee, financial statements that fairly present the financial condition and result of operations of TISCO; and make the timely disclosures that investors need to assess the financial and business soundness and risks of TISCO.
11. Ensure that TISCO has a suitable system and policy for the timely and accurate disclosure of information in accordance with regulatory requirements and TISCO Corporate Governance Policy.
12. Ensure that the flow of relevant information to the Board is adequate, accurate, timely, and keep the Chairman promptly informed of all matters which are deemed important to the Board or of which the Board should be aware.
13. Establish TISCO Compliance & Operation Control Committee, TISCO Human Resource Committee, TISCO Management Committee, TISCO Technology and Infrastructure Committee and other committees, to carry out specific tasks.
14. Nominate members of TISCO Management Committee and management of one further level down for NCC approval.
15. Ensure that all committees appointed by the Executive Board and Group CEO are established, composed and operated; that the committees' decisions are made on a sound and well-informed basis; and that dissenting views can be expressed, discussed and recorded within the decision-making process.
16. Interface with the Board, employees, stakeholders, and communicate with public community.

Authority and Responsibilities of Chief Operating Officer:

1. Provide overall management for day-to-day operations in TISCO utilizing limited resources to the most productive uses.
2. Assist the Group CEO in developing and cascading organization's strategy/ mission to the lower ranking staff.
3. Make plan by prioritizing customer, employee and company's requirement.
4. Work in partnership with the Group CEO and the management in attaining the highest standard of employee's quality and compliance to TISCO's Corporate Governance Policy and Code of Conduct.

As of March 1, 2017, the Company's management comprised the following 41 persons, the first to fifteenth person are member of management committee as defined by the Securities and Exchange Commission which shown in page 8-18.

Name	Position
1. Mr. Suthas Ruangmanamongkol	Group Chief Executive and Chief Operating Officer
2. Mr. Sakchai Peechapat	President
3. Mr. Pitada Vatcharasiritham	Senior Executive Vice President
4. Mr. Chalit Silpsrikul	Senior Executive Vice President
5. Mr. Metha Pingsuthiwong	Senior Executive Vice President
6. Mr. Paiboon Nalinthrangkurn	First Executive Vice President
7. Ms. Araya Thirakomen	First Executive Vice President
8. Mr. Chatri Chandrangam	First Executive Vice President - Risk & Financial Control
9. Ms. Yutiga Sonthayanavin	First Executive Vice President - Information Technology
10. Ms. Nipa Mekara	Executive Vice President



Name	Position
11. Mr. Rungroj Jarasvijitkul	Executive Vice President
12. Mr. Yuttpong Sriwongjanya	Executive Vice President
13. Mr. Dejphinun Suthadsanasoung	Executive Vice President
14. Mr. Picha Ratanatam	Executive Vice President
15. Mr. Pairat Srivilairit	Executive Vice President - Governance Office
16. Mr. Sathian Leowarin	Head of Business Strategy & Development and Acting Head of Digital Banking
17. Mrs. Kusumar Prathomsrimek	Head of Bancassurance
18. Mr. Noppawat Tangburanakij	Head of Product Development & Management
19. Mr. Nipon Wongchotiwat	Head of Risk & Business Analytics
20. Mr. Puvarin Kullaphatkanon	Head of Enterprise Risk Management
21. Ms. Chutintorn Vigasi <sup>/1</sup>	Head of Corporate Accounting
22. Mr. Kontee Sunthornpradit	Head of Planning and Budgeting
23. Ms. Voranuch Supaibulpipat	Head of Credit Control
24. Ms. Surang Techarungnirun	Head of Office of the Credit Committee
25. Mr. Pichit Treethephasumphan	Head of Appraisal & Valuation
26. Ms. Dulyarat Taveebhol	Head of Corporate Compliance
27. Ms. Maneerat Wattanajak	Head of Compliance - Banking Business
28. Ms. Yaninee Papnum	Head of Compliance - Asset Management Business
29. Ms. Sakornrat Manuwong	Head of Compliance - Securities
30. Mr. Chuenchit Trakarnratti	Head of Operational Risk Management
31. Ms. Nudtinee Suwanpanitch	Head of Legal Office
32. Ms. Jiraporn Sawsukpaiboon	Head of Internal Audit
33. Ms. Nartrudee Siwabut	Head of Corporate Communication
34. Mr. Somchat Lapapong	Head of Corporate Services
35. Mr. Watsakorn Thepthim	Head of Human Resources
36. Mr. Kittipong Tiyafoonchai	Head of Human Resources Management
37. Ms. Chutiporn Luangrungsawang	Head of Human Resources Services
38. Mr. Prayuk Charoencharaskul	Head of Productivity
39. Ms. Chintana Voramongkol	Head of Project Management Office
40. Mr. Montri Siripanasan	Head of Technology Lab
41. Mrs. Arayapha Panichprecha	Head of Technology Governance

Remark: <sup>/1</sup> Management as defined by the Securities and Exchange Commission

### 8.2.1 Management of TISCO Bank

As of March 1, 2017, the Management <sup>/2</sup> of TISCO Bank comprised the following members:

Name	Position
1. Mr. Sakchai Peechapat	President
2. Mr. Pitada Vatcharasiritham	Senior Executive Vice President - Corporate Banking
3. Mr. Chalit Silpsrikul	Senior Executive Vice President - Retail Banking
4. Mr. Metha Pingsuthiwong	Senior Executive Vice President - Wealth Management & Banking

Name	Position
5. Mr. Yuttpong Sriwongjanya	Executive Vice President - Retail Banking Business-Sales & Marketing 2
6. Mr. Rungroj Jarasvijitkul	Executive Vice President - Retail Banking Business-Sales & Marketing 1
7. Mr. Dejphinun Suthadsanasoung	Executive Vice President - Retail Banking-Operations
8. Ms. Nipa Mekara	Executive Vice President - Corporate Banking
9. Mr. Picha Ratanatam	Executive Vice President - Wealth Management
10. Mr. Manop Petdamrongsakul	Head of Corporate Finance
11. Mr. Prapatsorn Arthachinta	Head of Corporate Credit Structuring
12. Mr. Malatip Swintara	Co-Head of Business & Risk Assessment
13. Ms. Sunee Tongsombutpanich	Head of Business & Risk Assessment
14. Ms. Rapeeporn Ounchalanon	Head of Loan Administration
15. Mrs. Savika Jongpakpaisal	Head of Loan Documentation
16. Mr. Wittaya Mettaviharee	Assistant Head of Retail Banking - Sales & Marketing 1
17. Mr. Noppadol Chumwong	Head of Hire Purchase
18. Mrs. Parichat Suthatsanasuang	Head of Hire Purchase Captive
19. Mr. Teerayuth Praserttrattanadacho	Head of Retail Business Development
20. Mr. Suthep Trivannakij	Head of Branch Channel 1
21. Mr. Somboon Siriruck	Head of Branch Channel 2
22. Mr. Thawan Wichitwatee	Head of Branch Channel 3
23. Ms. Wipa Mettaviharee	Head of All Finance & Direct Sales
24. Ms. Penthip Laoboontharoen	Head of Retail & SME Credit
25. Mr. Konchai Udomsrisuk	Head of Retail Collection
26. Mr. Worapoth Tirakaroen	Head of Retail Service & Support
27. Mr. Sukit Sakulwongyai	Head of Retail Follow-up & Legal
28. Mr. Nattanan Ananpreeyavit	Head of Contact Center
29. Mr. Prakrit Shoonhasriwong	Head of Mortgage Loan
30. Mrs. Wantana Kitchpanich	Head of Branch Operations Support
31. Mr. Thanom Chaiaroondeekul	Deputy Head of Wealth Management
32. Ms. Rachada Pruksanubal	Deputy Head of Wealth Management
33. Mrs. Kannika Paophongngam	Head of Private Banking
34. ML. Waraporn Worawarn	Head of Wealth Product
35. Ms. Saranya Weeramahawong	Head of Personal Banking
36. Ms. Karantar Vongsa	Head of Treasury
37. Ms. Ladda Kulchatchai	Head of Custodian Service
38. Ms. Suwandee Khaolaorr	Head of Cash Management
39. Mr. Kittichai Tonnajarn	Head of Counter Services
40. Mr. Worawit Rungsiriopas	Head of Processing & Settlement

Remark: <sup>/1</sup> Management as defined by the Securities and Exchange Commission and Management of TISCO Financial Group Public Company Limited, the Parent Company of TISCO Group, seconded to manage the Bank

<sup>/2</sup> Both First Executive Vice President of Risk & Financial Control, Mr. Chatri Chandrangam, and Head of Corporate Accounting, Ms. Chutintorn Vigasi, are employed under TISCO Financial Group Public Company Limited

#### Authority and Responsibilities of President:

Under consolidated supervision framework, the President shall ensure adoption and implementation of TISCO Corporate Governance Policy approved by the Board of Directors of the Parent company in the day-to-day management and decision making of the Bank. The President shall carry out the following responsibilities within the policies and

directions set forth in TISCO Corporate Governance Policy efficiently and effectively in the best interests of the shareholders. The President has authority and responsibilities as detailed below;

1. Develop business & operation plan for the Company as directed by TISCO group's corporate strategies and business plan.
2. Ensure strategic alignment of the Bank to TISCO group's direction and ensure effective implementations of the Bank's business plan.
3. Direct, control, and monitor day-to-day operations of the Bank according to TISCO group's policies and guidelines.
4. Oversee the Bank's services, operations, risk management & control systems.
5. Monitor the Bank business activities and operating performance.
6. Control the Bank's financial budgets and manage the Bank's allocated resources.
7. Ensure that the Bank business conducts are in accordance with related laws and regulations.

### 8.3 Corporate Secretary

The Board of Directors have appointed Mr. Pairat Srivilairit as the Corporate Secretary, effective from September 1, 2013, to be responsible for preparing and maintaining director profile, notice and minutes of the board meeting, annual report, notice and minutes of shareholders meeting, maintaining directors and management's report on conflict of interest, and performing other duties as required by the Capital Market Supervisory Board. *(Profiles and qualification of Corporate Secretary as shown in Attachment 1)*

### 8.4 Director and Management Remuneration

#### 8.4.1 Director and Management Remuneration Policy

The remuneration of directors, proposed by the Nomination and Compensation Committee, shall be approved by shareholders. The scale and components of remuneration for directors and management has been set subject to the principle that such remuneration should be appealing enough to attract and retain quality directors, but avoid excessive pays. Remuneration for directors should be comparable to the general practice in the industry with regard to work experience and commitment, as well as the benefits each director brings. In addition, the remuneration shall be reviewed in comparison to comparable listed companies with similar size of business and the listed company average as disclosed in the Thai Institute of Directors Association (IOD)'s Thai Directors Compensation Survey.

Directors who are assigned with extra work (being members of other committee, for example) should be paid appropriately. The remuneration to be paid to such director or directors will be approved by the board. Remuneration for management shall be linked to the performance of TISCO Group, and that of each management member. The remuneration should be determined in accordance with the principles and policies approved by the Nomination and Compensation Committee with an endorsement from the Board of Directors.

To avoid conflict of interest and enhance transparency, remuneration shall always be approved from the higher level of command. Namely, shareholders approve the remuneration of the board of directors, the board of directors approves remuneration of the Executive Board, and the Executive Board approves remuneration of management upon the consideration of the Nomination and Compensation Committee.

Apart from the remuneration payable to directors of TISCO Financial Group Public Company Limited, TISCO Group only pays remuneration to subsidiary companies' directors who are non-executive director(s), that do not hold any directorship in TISCO Financial Group Public Company Limited and/or management position in TISCO Group of companies, in the same form and amount of TISCO Financial Group Public Company Limited's director. TISCO Group does not pay Executive Board meeting fee to director(s) who hold management position and full-time employment in TISCO Group, effective from January 1, 2017, to be valid until amended.

#### 8.4.2 Financial Remuneration

The Company's shareholders approved at the Shareholders Ordinary General Meeting for the year 2016, the annual directors' remuneration in the form of reward, monthly fee, meeting fee and bonus at the amount of not greater than Baht 2,400,000 for the Chairman of the Board, and not greater than Baht 500,000 for each Board member, to be valid until amended. The Board of Directors, under the authority delegated by the shareholders, will determine appropriate amount and the exact amount to be paid each time. Besides, the directors are entitled to receive other remuneration or benefits paid for other appointments or special assignments from the Board of Directors. Following the Board of Directors' Meeting No. 2/2016 on April 22, 2016 approved new directors' remuneration to be allocated as follows:

Board/Committee	Monthly Fee (Baht / Month)	Meeting Fee (Baht / Meeting)
<u>Board of Directors</u>		
Chairman	200,000	-
Member	40,000	-
Advisor	40,000	-
<u>Executive Board</u>		
Chairperson	-	40,000
Member	-	35,000
<u>Audit Committee</u>		
Chairperson	-	55,000
Member	-	40,000
<u>Nomination and Compensation Committee</u>		
Chairperson	-	50,000
Member	-	40,000
<u>Corporate Governance Committee</u>		
Chairperson	-	50,000
Member	-	40,000

The details of Board of Directors' remuneration during January 1 to December 31, 2016 are as follows;

Name	Remuneration (Baht)					Total
	Board of Directors	Executive Board	Audit Committee	Nomination and Compensation Committee	Corporate Governance Committee	
	(Monthly Fee)	(Meeting Fee)	(Meeting Fee)	(Meeting Fee)	(Meeting Fee)	
1. Mr. Pliu Mangkornkanok	2,400,000	-	-	-	-	2,400,000
2. Mr. Hon Kit Shing (Mr. Alexander H. Shing)	480,000	-	-	200,000	-	680,000
3. Ms. Oranuch Apisaksirikul	480,000	480,000	-	-	-	960,000
4. Assoc. Prof. Dr. Angkarat Priebjriwat	480,000	-	660,000	-	-	1,140,000
5. Prof. Dr. Pranee Tinakorn	480,000	-	-	400,000	-	880,000
6. Ms. Patareeya Benjapolchai	480,000	-	440,000	-	100,000	1,020,000
7. Ms. Panada Kanokwat	480,000	-	-	-	80,000	560,000
8. Prof. Dr. Teerana Bhongmakapat	480,000	-	480,000	-	-	960,000
9. Mr. Sathit Aungmanee	480,000	-	-	200,000	80,000	736,000
10. Mr. Yasuro Yoshikoshi <sup>/1</sup>	240,000	210,000	-	120,000	-	570,000
11. Mr. Takashi Kurome <sup>/2</sup>	240,000	210,000	-	-	-	450,000
12. Mr. Chi-Hao Sun (Mr. Howard Sun)	480,000	420,000	-	-	-	900,000
13. Mr. Suthas Ruangmanamongkol	480,000	385,000	-	-	-	865,000
14. Ms. Krisna Theravuth <sup>/3</sup>	480,000	-	-	-	-	480,000
Total	7,920,000	1,495,000	1,580,000	800,000	260,000	12,601,000

Remark: <sup>/1</sup> Mr. Yasuro Yoshikoshi resigned from director and member of the Executive Board and the Nomination and Compensation Committee on July 4, 2016

<sup>/2</sup> Mr. Takashi Kurome was appointed as the director and member of the Executive Board, effective from July 5, 2016

<sup>/3</sup> Ms. Krisna Theravuthi was appointed to be Advisor to TISCO's Board of Directors, with monthly remuneration of Baht 40,000

In 2016, total remuneration for the Board of Directors, the Executive Board, the Audit Committee, the Nomination and Compensation Committee, the Corporate Governance Committee (13 members) was 12,121,000 Baht, Advisor to the Board of Directors (1 member) was 480,000 Baht and the Management (39 persons <sup>/1</sup>) was 371,905,429 Baht, the total amount was Baht 284,506,429 Baht. This was paid in the form of monthly compensation, meeting fees, provident fund, and bonuses, which varied according to TISCO Group's performance.

#### Remuneration for subsidiary companies' directors

Regarding directors' remuneration for companies in TISCO Group, in addition to directors' remunerations paid to directors of TISCO, the Parent Company, in 2016, there are also remuneration to be paid to directors who do not hold any directorship in TISCO and/or management position in other subsidiary companies in the same form and amount to TISCO Board member, to be valid until amended. The Board of Directors of each subsidiary company, under the authority delegated by its shareholders, will determine appropriate amount and the exact amount to be paid each time. Besides, the directors are entitled to receive other remuneration or benefits paid for other appointments or special assignments from the Board of Directors.

In 2016, TISCO Bank paid remuneration to 36<sup>/2</sup> Managements (excluded 5 persons which are the Parent Company's management and seconded to manage TISCO Bank), was 178,187,143 Baht. This was paid in form of monthly compensation, salaries, provident funds, and bonuses which varied according to TISCO Bank performance.

### 8.4.3 Other Remuneration

The Company also provides other non-monetary benefits for directors as follow:

1. Executive vehicle for the Chairman of the Board with full support of related expenses incurred including vehicle checkup, maintenance, annual registration, and auto insurance
2. Directors & Officers Liability Insurance (D&O) with liability limit of no more than USD 6,000,000
3. Group Life & Accident Insurance with maximum summed insure of 6,000,000 Baht. The Company provides Health Insurance with maximum summed insure of 5,000,000 Baht instead for director(s) who are Thai national and over 60 years old, effective from January 1, 2017.

### 8.5 Human Resources

As of December 31, 2016, the total number of employees at TISCO Group was 4,171 (excluding senior management) of which 3,928 were permanent employees and 243 contract staff.

Major Function	As of	
	December 31, 2015	December 31, 2016
1. Retail Banking	2,434	2,415
2. Corporate Banking	134	130
3. Wealth & Asset Management	991	961
4. Corporate Affairs & CSR	681	665
<b>Total</b>	<b>4,240</b>	<b>4,171</b>

At the end of 2016, the number of employees of TISCO Group decreased by 68 staffs (-1.6% YoY). Meanwhile, TISCO Group's total employee remuneration in the form of salaries, bonuses, and provident fund contributions was 2,562,466,946 Baht.

#### 8.5.1 TISCO Group Registered Provident Fund

TISCO Group established a Provident Fund in accordance with Ministerial Regulation 162 (B.E. 2526). The fund, called the "TISCO Group Registered Provident Fund", as per Ministerial Regulation 162 (B.E. 2526), has been registered in compliance with the Provident Fund Act B.E. 2530 since June 21, 1990. Rules and regulations of the fund, including the rights of members for the entire duration of their membership to the fund, have been set up to comply with Provident Fund Act B.E. 2530. The purpose of the fund is to encourage long-term savings among employees for their retirement or in the event of their leaving TISCO Group.

**Employee's Contribution:** Members shall remit contributions to the fund by granting the Employer permission to make deductions from their monthly salary. Members have two alternatives; to remit contributions at 5% of monthly salary, or at the same rate as the employer's contribution, which can be changed once a year.

**Employer's Contribution:** Employer is obligated to contribute to the fund on the same day as the employee, and the percentage of the employer's contribution depends on the employee's years of service as follows:

Years of Service	Employer's Contribution (% of salary)		
	Normal Rate	Special Rate	Total Rate
1st year	5	-	5
2nd year	6	-	6
3rd year	7	-	7
4th year	8	-	8
5th year	9	-	9
6th year	10	-	10
7th year	10	1	11
8th year	10	2	12
9th year	10	3	13
10th year	10	4	14
11th year and above	10	5	15

The fund is supervised by the fund committee, which is comprised of the employee's elected representatives and the employer's appointed representatives. Terms for fund committee members are valid for two years, and any individual can be re-elected or re-appointed. The fund committee is responsible for the supervision of fund management and investment policy. To broaden choices of employees for more suit their risk appetite and needs, TISCO Group Provident Fund employs a master fund with 4 investment policies (sub funds) which are Fixed Income, Mixed, Equity and Foreign investments. There are 15 predefined investment allocation choices for members to choose from. Presently, the TISCO Group Master Fund Committee allows members to switch their investment policies twice a year.

### 8.5.2 General Human Resources Policies

To strengthen the group's corporate identity and brand personality, TISCO Group had established one Human Resources Policy that applies to all TISCO entities. Human Resources system and tools are developed to ensure the most effective human resource management and development. Human Resources operations are centralized for work efficiency and consistency. Meanwhile, decentralized authority and empowerment is embedded to allow business lines to execute competitive HR practices for competitive advantage in their own business environment and industry. The policy is shown as follows:

#### 1. Principles of Dealing with People at TISCO Group

Because professionalism and trust in financial services is crucial, TISCO Group has established a clear definition of its corporate values in order to foster their development in TISCO Officers. The key to accommodate the journey of the organization towards success is to foster our officers to be sensible and do like TISCO Officers who are smart, well-doing and happy according to TISCO Group's values as below:

- 1 Mastery
- 2 Creativity
- 3 Integrity
- 4 Reliability
- 5 Customer Priority
- 6 Guidance

#### 2. Hiring

In order to serve various business aims while maintaining a uniform corporate culture across the group, the selection and hiring of TISCO Group employees is based on corporate values and the required competency, i.e. Organizational Core Competencies, Functional Competencies, and Leadership Competencies.

To ensure good corporate governance, close relatives and immediate family members of the Board of Directors, the

Executive Board, and the Management Committee, will not be considered for any job vacancy in the TISCO Group. The same condition will apply to senior employees with managerial authority. Kin and immediate family members of other employees are to be considered on a case-by-case basis by senior management and the human resources function. Every candidate will be assessed to match their competency with the requirements of the position and potential for growth in the future.

TISCO Group has job promotion and job rotation policy in case of job vacancy in the TISCO Group. Even, the executive and human resource function also have duty to select the candidate from outside who have appropriate qualification in order to maintain the good quality of human resource. It is as important to hire the right person as it is to integrate newcomers into the organization so that their skills and behaviors can merge smoothly with TISCO Group culture.

### **3. Employment at TISCO Group**

To uphold the highest standards of Good Corporate Governance, TISCO Group has established a **"Business Code of Conduct"** that demonstrates its determination to be a good corporate citizen in society. These principles are to be respected everywhere and under all circumstances. The management will implement the necessary processes to ensure that these principles are enforced at all levels. Employees who fail to abide with the Business Code of Conduct cannot be maintained in employment and will be asked to leave the organization. Employees should also inform vendors, suppliers and the providers of outsourced services of our Business Code of Conduct in the issues related to them and they should comply.

TISCO Group favors a policy of long-term employment. Separations are only for cases violating the Bank's principles, business misconduct, retirement, leaving voluntarily, and falling into the separation criteria as stated in the rules and regulations that TISCO Group has registered with the Department of Labor. Whenever an operation or business cannot be maintained under the parent company's umbrella (TISCO Financial Group Public Company Limited), reasonable steps will be undertaken to avoid overall loss of employment and by fully respecting all related labor laws. Reasonable efforts will be undertaken to reduce, as much as possible, the suffering of our employees.

### **4. Assessment and Development**

#### **4.1 Assessment**

Employees are assessed in all steps of employee movements from selection of new candidates to promotion, career development and succession planning. Assessments and evaluations are carried out in many aspects, including knowledge, skills, competencies, performance, and leadership, as well as alignment with corporate values. This ensures that quality of people be fit with TISCO Group's strategy, culture, technology and environment, which in turn ensure maximum human resources value. The Human Resources function will provide assessment tools at the corporate level, whereas business units will have the freedom to customize assessment tools under corporate HR consultation to suit each business environment while maintaining corporate standards of people quality.

#### **4.2 Development**

To sustain organizational growth, TISCO has prioritized human resources development as a primary policy. Learning culture is established by providing development solutions that satisfy both organizational requirements and individual development. A policy that encourages continuous self-improvement through learning leads to sustainable growth and, finally, a High Performance Organization.

Employee development plans are specific to each job positions in TISCO and covers 4 types of competencies, namely, organization core, business, technical, and leaderships.

The Human Resources function is responsible for providing knowledge and skills development at the corporate level for corporate competitive advantage. At the Business Unit level, the Human Resources function provides consultation and advice on development methodology and techniques to maximize learning and development of human capital to add value to the business. Human Resources is also responsible for the recording of organizational knowledge and the skills inventory of all business units in TISCO Group. The Human Resources Development activities in TISCO are handled by a dedicated team – "TISCO Learning Center".

### **5. Career Management**

To motivate employees and build up the organization's strength, every employee has opportunities for career progression, both vertically and horizontally. TISCO Group emphasizes **"promotion from within"** for available job positions. Should there be no best fit within the organization, hiring from outside then comes into consideration. Promotions in TISCO are in accordance with employee competencies level and degree of matched competencies.

Career development and progression are open for upwards, downwards and lateral movements both within business units and functions and cross-functions across TISCO Group. Open communication in career development and progression is mandatory between line managers and employees to ensure transparency and clear expectations.



## **6. Performance Management**

The objective of Performance Management is to build a workforce committed to the delivery of quality service while building a trusting relationship between line managers and job performers. Performance Management will be a key responsibility of every employee who assumes a supervisory role. Regular counseling and guidance are the best tools for improving performance and helping people develop their skills. Efficient performance management emphasizing the achievement of agreed objectives is a prime responsibility for each manager. Candidates for managerial positions should clearly have demonstrated a willingness and ability to apply the performance management system and process. The components of the performance management system and process are outlined in the guidelines and manuals that support Human Resource policy and will be developed, updated and maintained by the Human Resources function.

## **7. Employee Compensation and Benefits**

TISCO Group recognizes that its employees are its most important resource and thus places great emphasis on their health, safety and well-being. TISCO Group arranges for all employees to have annual physical checkups, and has set up programs to promote continuous exercise for employees to promote good health and immunity to illness. The nursing facilities are also available at main sites to provide first aid and healthcare and provide advice on health and well beings to the employees.

TISCO Group favors competitive, stimulating and fair remuneration structures offering an overall competitive and attractive compensation package. Various forms of compensation are designed in combination to best match the nature of various jobs, as well as supply and demand. Remuneration includes salary, fixed and variable incentives/bonuses, social welfare, provident fund, health care and other benefits.

TISCO Group has adopted market benchmarking compensation system, incorporated with the job levels and job family, so that it is flexible and able to adapt to the evolution of market conditions. Its structure allows sufficient flexibility to effectively reward high professional insight and performance as well as individual potential in both generalist and specialist employees.

TISCO Group will establish a compensation practice based on relevant external compensation levels as well as the requirement of internal fairness. It is the responsibility of each manager to propose, within the framework of TISCO Group policy, the remuneration of his/her employees, taking into account the local market, competency in financial industry, individual performance, skills and potential for development.

It is also the responsibility of each manager, if needed, with the support of the Human Resources function, to communicate properly, clearly and with sufficient transparency, the individual remuneration of each staff member regarding his/her specific responsibilities. The quality of communication in these matters is an essential part of the dialogue that each manager will have with his/her employees. It should be realized that, however important remuneration is for each employee, it is not remuneration alone that will stimulate the motivation of staff.

TISCO Group rewards employees in the following aspects:

### **7.1 Pay for roles and responsibilities**

All jobs in TISCO Group are clearly identified by key roles and responsibilities and slotted into the broad banding system. Certain pay levels are determined for each job by market surveys and benchmarking. The jobholders will be rewarded within the pay range of their particular job and band.

Individual remuneration is considered from skills, knowledge, behavior, attitude and potential to contribute to the business. Development of competency level will be valued and rewarded. Line managers have a direct responsibility to assess team members for a fair reward.

### **7.2 Pay for performance**

Performance objectives and targets for each employee are preset and agreed at the beginning of the financial year. Employees who meet their target are entitled to earn rewards in the form of monetary bonuses or incentives of any form that TISCO Group will announce in the future.

Different types of businesses in TISCO Group can have different combinations and methods of pay, with senior management agreement and CEO and President approval, in order to drive business success.

## **8. Human Resources Administration**

To be fully in compliance with labor laws and regulations, all HR practices related to labor laws are centralized at the Human Resources function so as to be handled properly. Any policies and/or HR practices that contradict national labor laws will be automatically superseded and the Bank's rules will be revised in accordance with new labor laws.

Employee data recording is centralized at the Human Resources function for overall and high-level workforce



management. Transfers or changes in employee status at all business units across TISCO Group are to be reported and processed according to the corporate HR guidelines and procedures.

## **9. Succession Planning**

To prepare the organization for the future, all key positions are required to develop successors and put development plans in place. Succession planning is overseen by the HR Committee and Nomination and Compensation Committee with support from the Human Resources function.

In addition, Nomination and Compensation Committee of the Company responsible to prepare the succession plan of the senior executives of all companies in TISCO Group for tranquil and continuous business operation. The succession plan will periodically review. The Nomination and Compensation Committee of the Company will select and nominate names of qualified candidates to the Board of Director for the position of senior executives in the Company and its subsidiaries which contribute more than 25% of total revenue of TISCO Group.

### **8.5.3 Organizational Development & the Learning process**

As a part of an ongoing plan towards becoming a learning organization, TISCO Group has continue to invest substantially in a program to develop all levels of personnel so that they can fully contribute to the organization and it's stakeholders. The TISCO Learning Center has been formed as a new unit dedicating to deliver training programs and roadmaps to enhance the organization competencies, including performance and competency development, productivity improvement, leadership and developmental effectiveness. TISCO Group continued to implement various development programs as follows;

#### **1. Development programs to support business & marketing plans**

##### **1.1 Wealth Academy for Wealth Relationship Managers**

Along with the improvement of tellers as customer service team, a dedicated and expertise team of wealth relationship managers has been developed for all segments of customers. The program aims to build financial and investment expertise and customer priority of the growing team of relationship managers. This is to ensure that the objective of increasing share of depositors can be achieved. In addition, TISCO is in the process to upgrade financial advisory skills of its wealth relationship manager by ensuring that they hold necessary professional licenses, including the Certified Financial Planner (CFP) accreditation.

##### **1.2 The Teller academy**

Teller Academy Program has been designed and continuously updated to equip new TISCO Bank tellers with all the necessary bank teller skills plus the awareness of risk management as well as customer services. Regular refresh courses are also administrated for all existing tellers to ensure that desired level of expertise can be maintained. All tellers are trained on the newly implemented core deposit system; ensure smooth operation which will allow tellers to provide better serve the clients. Service selling skills are also built to offer TISCO product consultancy.

##### **1.3 Hire Purchase Marketing Development Program**

The hire purchase marketing team plays an important role in providing retail finance solutions to TISCO clients. This newly designed program aims at the roles and comprehensive knowledge on retail finance products as well as customer service skills. This is to secure positioning of the all-in-one solution provider for retail finance clients and ensure a continuous growth in retail finance business.

##### **1.4 Hire Purchase Manager Program**

HPM – Hire Purchase Manager plays an important role as a leader of a marking team and strengthens a good relationship with TISCO clients. Designed by TISCO Group, this program aims at the roles and comprehensive knowledge on TISCO products including loan products, banking products and investment. To secure positioning of the all-in-one solution provider for our clients and to meet clients 'needs, this reflects our corporate's professionalization and is critical to our corporate's success.

##### **1.5 Somwang Onboarding Program**

According to expand Somwang business in suburban areas, new Somwang marketing staff will be trained at Somwang Learning Hub in form of blended learning which are designed to learn standard knowledge from E-learning along with on the job training from experience mentors . This aims at the roles and comprehensive knowledge on retail financial products focusing on loan against auto license as well as customer service skills. Regular refresh courses are also administrated for all existing Somwang marketing staffs to ensure that desired level of expertise can be maintained.

### **1.6 Somwang District Manager Program**

Somwang District Managers play important role as leaders of Somwang marketing team in achieving business targets. Designed by TISCO Group, this program aims at the roles and comprehensive knowledge on TISCO retail products, marketing skills, credit approval and effective operations to meet clients' needs with leadership skills to reflects our leading corporate's professionalization and meets business goals.

### **2. TISCO Leadership Development Program**

TISCO continuously develop its middle management team to support a rapid growth in business which leads to dynamic changes in organization size, corporate vision, missions, strategies, and branding. To cope with these changes effectively, Managers and Leaders play important roles in the organization. Being a role model and driving force, they have to understand and aware of rapid external changes as well as ability to motivate their teams and be adaptive to the changes around them. To lead into a single direction and synergies, TISCO Leadership program was launched for all managers and leaders. The program provides skills and knowledge on team management, leadership, and strategic management. This ensures effective and flexible management in TISCO as a modern organization.

### **3. Competencies Development Program**

TISCO Group consistently values employee development and promotes training and development on specific job-related competencies, including organization core, business and technical competencies. The development programs are offered as per organizational learning roadmap and individual development plan and promotes employees to be developed continuously to ensure possession of necessary skills and knowledge, both from internal training and external training programs.

### **4. TISCO Culture and Value enhancement**

TISCO Group emphasizes on organizational culture and corporate values, namely, Mastery, Integrity, Reliability, and Customer Priority, including the two behaviors, Creativity and Guidance so that TISCO employee could open up new opportunities for their clients and the society. The statement is further emphasized in 2013 as the group logo was changed to the "Ring of Opportunity". The campaign and communication was clearing designed and embedded with all other programs, from orientations, trainings, and other activities. A more specific campaign was administrated to promote and recognize adoption of corporate values into daily lives, including the Financial Architect of the month, and CEO awards program as well as incorporation in CSR activities to share employee expertise in personal financial management to students in the learning camp. Dedicated employee relation team was set up to ensure promotion of corporate values, culture and workplace environment as well as maintain strong and healthy relationships among all parties in the organization.

### **5. Knowledge Management, Learning Management System and e-Learning**

TISCO Group is aware that employees are entitle to competencies development and therefore can assess to the organization knowledge. The learning management system has been implemented to allow employee to self-study and track their own development progress. It also systematically accumulates organization knowledge which serves as pool resources that enable future human resources development in the future.

### **6. Knowledge Management**

TISCO Group values expertise and successful factors which have been accumulated and inherited in our corporate traditionally. To gather and apply this knowledge efficiently, this KNOWLEDGE MANAGEMENT is established to completely collect corporate's knowledge. This process begins from gathering knowledge from expert and experienced personnel as well as retired employees and systematically categorized to publish to our employees to learn and as a resource in continuously developing personnel in the future.

## 9. Corporate Governance

### 9.1 Corporate Governance Policy

TISCO Group is dedicated to providing competitive and innovative financial solutions that ensure complete customer satisfaction. Our commitment to the highest ethical standards and good corporate governance is the result of our belief that a truly successful business is one that conducts itself as a good corporate citizen of the society in which it operates. This can only be achieved by ensuring that the rights and interests of all stakeholders, which includes shareholders, employees, customers, business partners and creditors, competitors, society and the environment, are fully protected.

TISCO Corporate Governance Policy, developed from the 2006 Good Corporate Governance Policy for listed companies in aligning with the guideline set by the Stock Exchange of Thailand, is established to define group governance structure, code of conduct, operating structure, charters of governance bodies, as well as centralized operating policies in various areas for coherent adoption across all subsidiary companies in TISCO Group. The parent and subsidiary companies of TISCO financial group are required to strictly comply with this Corporate Governance Policy.

However TISCO has reviewed and updated Corporate Governance Policy which was approved by the Board of Directors on December 9 2016, it is set up to provide guiding principles of good corporate governance to the directors, management, and employees of TISCO Group in order to ensure that the Group complies with all relevant laws and regulations and carries out duties with maximum accountability, transparency, and equitable treatment to all stakeholders so as to promote managerial integrity, effectiveness, and efficiency across the group. The Corporate Governance Principle covers 5 main areas, namely, the Rights and Equitable Treatment of Shareholders, Interest of Stakeholders, Disclosure and Transparency, Responsibilities of the Board, and Integrity and Ethics (details of Corporate Governance Policy are presented on [www.tisco.co.th](http://www.tisco.co.th)).

To ensure that all employees understand and effectively carry out their duties in compliance with the relevant regulations and business code of conduct, TISCO Group launched the compulsory Compliance and Human Resource Policy Test through the TISCO intranet system. The test results will be evaluated to determine the level of understanding so that appropriate communication methods will be carried out to enhance the staff's awareness of their roles and responsibilities in good corporate governance. Employees taking the test will be able to learn instantly from the provided answers to all questions. The Company has revised the test in compliance with changes in laws and regulations. Completion of the test is required by all employees as one of their Compulsory Key Performance Indicator. All new staff employed during the year is required to complete the test in addition to attending the orientation. The result of the test will be considered as part of their evaluation.

TISCO's Shareholder Ordinary General Meeting for the year 2016 has achieved a full score from the Ordinary General Meeting Assessment Program conducted by the Securities and Exchange Commission in cooperation with the Thai Listed Companies Association, and the Thai Investors Association. The Thai Institute of Directors (IOD) also evaluated TISCO as the listed company with "Excellent" corporate governance recognition level considering from information disclosed through the Stock Exchange of Thailand's information dissemination channel and other Company's public documents. The Company has reported the assessment result to the Corporate Governance Committee, which further reported to the Board of Directors to review IOD's recommendations to continuously develop and improve corporate governance of TISCO Group.

TISCO Group emphasizes on information disclosure. Thus, regular meetings with investors both local and foreign were held to illustrate TISCO Group's policies, exchange viewpoints, and respond to any queries on the basis of trustworthiness and professionalism concerning all stakeholders.

#### 1. Rights and Equitable Treatment of Shareholders

TISCO recognizes the basic rights of its shareholders and commits to protect and facilitate the exercise of its shareholders' rights. These rights include:

The right to buy, sell or transfer their shares; to receive their rightful portion of TISCO's profits; to easily obtain the relevant and adequate information on TISCO on a timely and regular basis; to participate effectively and vote in general shareholders meetings, and to be informed of the rules that govern the general shareholders' meeting; to elect and remove members of the Board of Directors; to participate in, and to be sufficiently informed on, decisions concerning fundamental company changes.

TISCO fairly and equally treats all shareholders, majority or minority, individual or institutional, foreign or Thai, either executive or non-executive. Among its policies are:

- a) Minority shareholders are protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly.

- b) Insider trading and self-dealing abuses are strictly prohibited.
- c) Members of TISCO's board and senior management are required to disclose to the Board whether they, directly, indirectly or on behalf of third parties, have a material interest in any transaction or matter directly affecting TISCO.

The Company delivers Notice of the shareholder meeting to summon shareholders to join the meetings, attached with Proxy Form A (a simple form for general shareholders), Form B (a specific detail form for general shareholders) and Form C (for foreign shareholders who appointed custodians within Thailand to be responsible for the shares), any shareholders who cannot attend the meeting can have their proxies taken part on their behalf. In addition, the Company has contacted institutional investors, who are funds or custodians, to send in representatives for the meeting and facilitating on advance meeting document checking and providing information or responding to any inquiries.

With regard to shareholder meetings, in addition to the annual general meeting which must be convened within four months of the date ending the accounting period, the Board of Directors may summon an extra-ordinary meeting at such date, time and place as determined by the Board. Shareholders who hold an aggregate number of shares not less than one-fifth of the total number of paid-up shares may also request that the Board of Directors convene an extra-ordinary meeting by listing their names in a notice and submitting their reasons. Similarly, a group of shareholders numbering not less than 25, who hold an aggregate number of shares not less than one-tenth of the total number of paid-up shares, may also request an extra-ordinary meeting. In such cases, the Board of Directors must set the date, time and place of the meeting within one month of the date of receiving the notice.

The Company also gives great emphasis to shareholders' meetings as important occasions in which the shareholders have the right to participate in the decision-making process. TISCO strongly encourages shareholders to fully exercise their rights by facilitating in the following aspects:

- Invitation to shareholders to propose agenda items in the annual general meeting and nominate qualified candidates for director position

TISCO allocates sufficient time frame for the shareholder either one shareholder or combined shareholders, who is holding minimum shares of 100,000 shares or equivalent to less than one percent of total issued and paid-up capital of the Company, to propose agenda items that they deem worthy of being placed on the annual general meeting agenda, and to propose qualified director candidates. The shareholders can submit their proposals in advance of the meeting according to the criteria set by the Company. Regarding agenda items, the Board of Directors shall add items that are considered appropriate for the agenda and make sure that the items are included in the Notice of the annual general meeting. For nominations of qualified candidates for director positions, the Nomination and Compensation Committee shall review and propose candidates for the Board of Directors' consideration for further recommendation to the shareholders at the annual general meeting. In cases wherein proposals are disapproved by the Board and/or the Nomination and Compensation Committee, the Company shall state the reason for refusal to the shareholders in the shareholders' meeting, on the Company's website or any other appropriate information dissemination channels.

For the 2016 Annual General Meeting, TISCO invited shareholders to propose agenda and qualified candidates for director positions in advance, from August 28 to December 31, 2015. Before mailing out the Notice, the Company posted on the Company's website to inform shareholders their rights to propose additional agenda in the annual general meeting together with related procedures, deadline for the proposal of agenda so that the Board of Directors shall consider include or not include the agenda in the Notice, and methods of proposing qualified candidates for director position to the Nomination and Compensation Committee for further recommend to the Board of Directors and propose to the shareholders at the annual general meeting. In this regard, upon the posting of information, the Company also disclosed through the Stock Exchange of Thailand's information dissemination channel.

- Notification of Meeting Details and Materials

The Company prepares Notice of the shareholder meeting in both Thai and English and notifies the meeting details to investors prior to the meeting date through the Stock Exchange of Thailand's information dissemination channel and its website to allow shareholders adequate time to study meeting materials. Such notice and materials shall be sent to the shareholders not less than seven days before the date set for the meeting in accordance with the law. The information presented on the website shall be the same as that presented in the meeting materials sent to the shareholders; which include (1) Notice of the meeting (2) Procedure for meeting registration (3) Profile of the independent directors nominated to serve as proxies for shareholders (4) the Company's Articles of Association in the category of company's shareholder meetings, directors; with regard to the number of directors section, an election of directors, director's term of office and dividend (5) Agenda of the meeting (6) Annual Report (7) Proxy Forms (8) Registration and Voting Form (9) Meeting location map and (10) Return envelope. In addition, the Company shall publish Notice of the shareholder meeting in a Thai daily newspaper for three consecutive days and not less than three days before

the date set for the meeting. All agenda items shall indicate clearly whether it is a matter being proposed for acknowledgement, for approval, or for consideration, as the case may be, and include the opinions of the Board of Directors in said matters.

For the 2016 Annual General Meeting, TISCO disclosed Agenda of the meeting via the Stock Exchange of Thailand information dissemination channel since February 19, 2016 and disclosed Notice of the shareholder meeting in both Thai and English languages through the Stock Exchange of Thailand's information dissemination channel and its website since March 21, 2016 which was 33 and 30 days before the date of shareholders meeting, respectively.

- Meeting attendance

To protect shareholders' rights to attend the meeting and ensure equitable treatment for shareholders, TISCO assigned officers to check shareholders' or proxies' documents according to the requirements stated in the notice. Moreover, TISCO allowed enough time for any shareholder to register to attend the meeting in advance of the meeting time. TISCO utilized a computer and barcode system for registration and printing of voting forms for each agenda item to facilitate shareholder participation, and to ensure prompt and accurate registration, and for vote counting procedure. In addition, shareholders are also able to register to attend and exercise their voting rights on the agenda that they have not cast the vote in advance after the meeting's commencement. For shareholders unable to attend the meeting and would like to appoint a proxy, TISCO proposes more than one independent directors by presenting director profiles for the shareholders' selection, in addition to management, director or any other person attending the meeting on their behalf. TISCO has also attached Proxy Forms, which allows shareholders to specify their voting decision, with the notice. Moreover shareholders could cast their votes in advance on the Voting Form which had been sent out together with notice of shareholders' meeting. The shareholders can download other types of proxy forms and Voting Form from the Company's website.

For the 2016 Annual General Meeting, the Company proposed four independent directors, Chairman of the Board of Directors, Chairperson of the Audit Committee and Chairperson of the Nomination and Compensation Committee, Chairperson of Corporate Governance Committee including their profiles for shareholders to appoint as proxy. Proxy Form B which allows shareholders to indicate their voting directions was also enclosed in the Notice. In addition, shareholders can download other Proxy Forms from the Company's website.

- Shareholders' opportunity for query and comment

Before the date set for the meeting, TISCO invites shareholders to submit questions regarding the Company and meeting agenda that requires clarification by the Board of Directors and the management at the meeting. The question may be submitted in advance via fax or email to Investor Relations. In the meeting, the Chairman shall allocate appropriate time and encourage equal opportunity for shareholders to express their opinions and raise their queries at the meeting as per the agenda. TISCO shall endeavor to arrange for all directors, executives of the Company and subsidiaries, as well as the auditors to attend the shareholders' meeting to answer the queries. The Company's directors and management will clearly explain and clarify such matters.

For the 2016 Annual General Meeting, 12 directors (out of 12 members), TISCO Management Committee members, and the auditors attended the meeting. In addition, representatives from the Bank of Thailand were also observed the meeting.

- Conduct of the meeting and voting

The meeting is conducted in accordance with the order of agenda as arranged in the notice of the meeting, unless the shareholders holding an aggregate number of shares not less than two-third of total number of shareholders attending the meeting resolve to change the order of the agenda. In addition, the shareholders holding an aggregate number of shares not less than one-third of the total number of paid-up shares may request that the meeting consider other matters in addition to those specified in the notice of the meeting. Before the meeting starts considering the agenda, the shareholders will be informed of number and proportion of shareholders or proxy attended the meeting, their voting rights, total votes required for each agenda and the voting process for each agenda. Every shareholder present in person or being represented by proxy is entitled to one vote per share, with the exception of cumulative voting for the appointment of directors. For the purpose of transparency and equitable treatment of the shareholders in the voting process, the Company shall utilize voting forms for all agenda and under cumulative voting for the appointment of director. The Company assigns inspectors to oversee and monitor the shareholders meeting to ensure that the meeting is conducted with transparency and compliance with the law and its Articles of Association. After the vote count is completed, voting results of each agenda will be announced to the meeting, by specifying the vote results as "For", "Against", and "Abstain" together with number of votes.

For the 2016 Annual General Meeting, the meeting was conducted according to the Company's Articles of Association with no additional agenda, no changes to the agenda order, or no changes in important information without prior notification to shareholders. In addition, the Company assigned DIA Audit Company Limited to ensure that the meeting was conducted with clear and transparency and in accordance with laws and the Company's Articles of Association. There were representatives of DIA Audit Company Limited to observe in the registration and vote counting throughout the meeting.

For director election agenda, TISCO has introduced a Cumulative Voting process, which allows minority shareholders to take part in nominating and electing Independent Directors. To ensure transparency and equitable treatment, shareholders are allowed to cast their votes for individual director.

The Company shall give notification of the shareholders' meeting resolutions to all investors through the SET's information dissemination channel within the same day of the meeting or at least one hour before the opening of the Stock Exchange of Thailand on the next working day. In addition, the Company shall also prepare the minutes of the meeting in which all relevant information, including all clarifications, queries, opinions, and resolutions are recorded and categorized into "For", "Against", and "Abstain" votes. TISCO shall disseminate the above minutes on its website and submit it to the Stock Exchange of Thailand within 14 days from the date of the meeting. The minutes of the meeting will be kept at the office. In addition, TISCO has arranged for a recording of the shareholders' meeting to be available on CD. Shareholders who are interested may request a copy of the CD from Investor Relations.

For the 2016 Annual General Meeting held on April 21, 2016, the Company notified the shareholders' meeting resolutions through the SET's information dissemination channel within the same day of the meeting and disclosed the minutes of the meetings on May 4, 2016, in compliance with the above mentioned timeframe.

Regarding measures taken to prevent conflict of interest, the Company has set the code of conduct for employees to ensure that employees comply with stipulated laws and regulations, conduct their duties with integrity, consider the Company's interests above their own, and refrain from exploiting inside information for their own benefit. Directors, Top Management or top 4 management whose ranks are subsequent to the Top Management, any person holding equivalent position of the fourth ranked management, and Accounting department managers must firstly file with the Company a report on his/her interest or related person's interest in relation to management of the Company upon the appointment and within 3 working days from the date of the change. In addition TISCO has set out rules regarding securities trading by employees, stating that all employees must open trading accounts only with its subsidiary, TISCO Securities Company Limited. Also, employees are required to seek approval from their supervisors and the Compliance Unit before executing trades. Moreover, it also prohibits Management Committee and insiders from trading TISCO's shares 7 days prior to the last working day of the month until 2 days after the financial statements or the summary statements of assets and liabilities of TISCO are published.

Directors, Top Management or top 4 management whose ranks are subsequent to the Top Management, any person holding equivalent position of the fourth ranked management, and Accounting department managers must report their securities holdings in TISCO, as well as the securities holding of their spouses and any minor children, to the Office of Securities and Exchange Commission. This report on securities holding must be filed within 30 days from the date of appointment and within 3 working days from the date of the change. Directors must also notify the Board via the Audit Committee of their shareholdings at the end of each quarter. The Audit Committee reviews director's shareholding and report to the Board for acknowledgement every quarter under Audit Committee's activities.

The above-mentioned persons must file a copy of their report on securities holdings to TISCO within the same date on which such a report is filed to the Office of Securities and Exchange Commission. In addition, Directors and management shall file with TISCO a report on his/her interest or a related person's interest in relation to management of TISCO or the subsidiaries in accordance with the rules, conditions and procedures specified by the Company in compliance with the Securities and Exchange Commission requirement.

TISCO Group has placed great emphasis on managing its business operations effectively under good governance guidelines. TISCO Group has no policy to encourage transactions between related parties or any other transactions that may result in a conflict of interest. Should any such transactions occur, they must be considered thoroughly by the Audit Committee. The Audit Committee shall report and/or propose to the Board of Directors Meeting for approval, as the case may be. The Company shall consider said transactions with the same conditions as those governing normal business transactions. Persons with vested interests shall not be entitled to vote for the approval of said transactions.

## **2. Interest of Stakeholders**

TISCO treats all stakeholders fairly in accordance with TISCO Corporate Governance Policy – Section: Rights and Equitable Treatment of Shareholders, and their legal rights, either established by law or through mutual agreements. TISCO continues to develop processes to deliver superior financial products and services in order to meet stakeholders' expectations.

These stakeholders include TISCO's shareholders, employees, customers, business partners, creditors, competitors, and society at large.



## 2.1 Shareholders

In addition to direct benefits resulting from the rights and equitable treatment shareholders received from TISCO, they indirectly gain from the trust created by the fair treatment TISCO has given to other stakeholders. Such mutual trust in turn promotes co-operation between TISCO and its counterparts and is believed to be the key factor in maximizing the shareholders' long term wealth, and providing TISCO with financial stability and sustainability.

## 2.2 Employees

TISCO compensates its employees, permanent or contracted, fairly and they are rewarded based on an equitable performance evaluation system. They are equipped with the required standard of education and professional training, and provided with health care benefits and work place safety.

## 2.3 Customers

TISCO fulfills its contractual commitments to customers by providing professional and practical solution in accordance with the highest standard and code of conduct.

## 2.4 Business Partners and Creditors

TISCO treats its business partners fairly and honestly and honors any conditions agreed by both parties. TISCO's business partner selection policy and procedure are obviously and do not deal any business with them who suspected of taking bribes or corruption in any form.

TISCO also treats creditors fairly and honestly and honors any conditions agreed by both parties. In such business dealings, TISCO promises to abide by the Collective Action Coalition Against Corruption in the Private Sector and Intellectual Property Rights Act.

## 2.5 Competitors

TISCO operates its business with respect for fair competition and integrity, works within the framework of applicable competition regulations, and refrains from action that may have a negative impact on the financial industry.

## 2.6 Social and Environment

TISCO recognizes its social responsibility and has continuously undertaken development initiatives to make a better society. Resources and expertise are focused on sustainable issues which are important to stakeholders and TISCO, such as supporting education and financial literacy. Other CSR activities are allocated to social welfare, cultural and environment preservation, which are driven mostly by voluntary staff, and occasionally with customers and business partners, to cultivate their moral values and social conscience.

In addition, TISCO Group provides variety of channels, for instance, TISCO Contact Center, service counters, TISCO Group website, and TISCO dedicated functions. For example, Investor Relations Function is responsible for feedbacks from shareholders and investors community while TISCO HR Help Line is responsible for those from employees. Moreover, Compliance Function has been assigned to receive suggestions, complaints or any other concerns related to TISCO business operation and regulatory matters. Significant issues shall be reported to the Compliance Committee for consideration. The Compliance and Operation Control Committee will preliminary screen the issue before reporting to the Audit Committee in case of critical corporate issues. The Audit Committee will further review, advise and report the issues and/or outcome to the Board of Directors. In addition, in order to protect the rights and privacy of claimants, the company has set clear policies and operational procedures to handle with claims from customers, employees and stakeholders. Comments, complaints or any information given will be protected and kept confidential.

### Complaint Channels

- |                  |   |
|------------------|---|
| <b>Channel 1</b> | Inform the complaint at TISCO Bank's Head Office or branches through officers or filling the form and submit to officers.   |
| <b>Channel 2</b> | Send a letter to the address below:<br>Compliance Department<br>TISCO Financial Group Public Company Limited<br>TISCO Tower, 21st Floor<br>48/49 North Sathorn Road, Silom, Bangrak, Bangkok, 10500 |
| <b>Channel 3</b> | Call TISCO Contact Center at 0 2633 6000 or fax the complaint to 0 2633 6800.   |
| <b>Channel 4</b> | Post your complaint on TISCO's website  |
| <b>Channel 5</b> | TISCO HR Help Line for employee   |

### 3. Disclosure and Transparency

TISCO believes that its shareholders and other stakeholders are entitled to timely and accurate disclosure of all material information regarding the company, including financial reports, Quarterly Management Discussion and Analysis, and other important non-financial information, either by mandatory requirement or on a voluntary basis.

The disclosure is conducted in Thai and English, through easy access channels including TISCO's website, press conferences, quarterly analyst meetings, sessions with investors, and the information dissemination channels of the Stock Exchange of Thailand and the Security Exchange Commission.

TISCO makes publicly available on its website by the next working day the result of voting during the annual general meeting or extraordinary general meeting for all resolutions.

TISCO prepares reports for submission to relevant authorities and for public dissemination on the basis of equality and simplicity. The Board of Directors shall provide a report indicating the performance of the Company and important business activities over the course of the year to shareholders. Moreover, the Board of Directors is accountable for assessing the Company's internal control system, which is primarily assessed by the Executive Board and reviewed by the Audit Committee. The Board of Directors is also responsible to certify the accuracy of information in financial statements, the Board assigns the Audit Committee to review the financial statements of the Company and its subsidiaries to ensure that they are presented in accordance with generally accepted accounting principles and disclosed in an accurate and transparent manner to allow investors to make informed investment decisions. The Board provides the Statement of the Board of Directors' Responsibility for Financial Statements, while the Audit Committee provides reports on audit issues along with the auditor's report. Reports from the Board, the Audit Committee and the auditor's report are included in the Annual Registration Statement and Annual Report.

TISCO arranges for the disclosure of the names and responsibilities of directors and other committees, the number of meetings, each director's meeting attendance record, their remuneration, profile of directors and management, and other corporate information in the Annual Report and the Company's website.

The Company assigned its Corporate Secretariat Office and Investor Relations Function to represent the Company in communications with shareholders, investors, analysts, credit rating agencies and related regulatory bodies. The Company's information is publicly disseminated for easy access to interested parties through various channels, including reports submitted to the SET, the SEC, and the Company's website under the topic of "Investor Relations". Furthermore, TISCO has set up numerous activities to portray or update the Company's information as well as to provide responses to inquiries from investors such as Quarterly Analyst Meetings, Press Conferences, One-on-One meetings and Meetings with investors, both local and international. The mentioned activities are also participated by senior management. In this respect, the activities arranged in 2016 were as follows;

1. 5 Quarterly Analyst Meetings with approximately 60 persons attended each meeting
2. 1 Press Conferences with approximately 50 media representatives attended each conference
3. 2 SET Opportunity Day, arranged by the Stock Exchange of Thailand, with approximately 40 analysts and investors attended the meeting
4. 41 Company Visits and 13 conference calls with investors and equity analysts, both local and foreign
5. Meetings with investors, both local and foreign in America, Europe and Asia including the United States, United Kingdom, Japan, and Singapore. The details are as follows;
  - 5.1 11 Investor Conferences; comprising 5 local conferences and 6 international conferences, covering 105 investors attended

For more information, please contact Investor Relations at:

Address	:	TISCO Tower, 48/2 North Sathorn Road, Bangrak, Bangkok, 10500
Telephone	:	0 2633 6868
Fax	:	0 2633 6855
Email	:	ir@tisco.co.th
Website	:	www.tisco.co.th

Directors and management shall file with the Company a Report of their Securities Holding in the Company and Report on their Conflict of Interest as details in 4 mentioned below.



#### 4. Responsibilities of the Board

The Board of Directors is appointed by the shareholders to take overall responsibility for TISCO. These include directing, approving, and overseeing the implementation of, the group strategy, corporate governance and corporate values. The Board is responsible for selection of a qualified Group CEO and key senior management including oversight of the succession plan. It is also responsible for oversight of the Group CEO and senior management, and bears ultimate responsibilities for TISCO's business, risk strategy, and financial soundness as well as how TISCO organizes and governs itself. The Board is also responsible for annually review vision, mission and corporate value along with the business strategy for achieving the objectives and sustainable growth. In addition, monitoring the implementation of business strategy is the one of the Board's responsibility as well.

With the above responsibilities, TISCO has a policy to select its Board that possess, both as individual board members and collectively, appropriate and diverse experience, relevant competencies and personal qualities, including professionalism, personal integrity, and ability to make independent and analytical inquiry, and understand its business.

##### 4.1 Board Structure

The Board members are selected on the basis of, among other things, knowledge, experience, skill, diversity of expertise, integrity, ability to make independent analytical inquiries, and their understanding of TISCO Group's business environment. TISCO has clearly established the proper structure of the Board as well as Guidelines for Board Composition and Selection Criteria with regard to the proportion of independent directors, management directors, and directors nominated by major shareholders to ensure the appropriateness of the Board's composition. In addition, the term of office of TISCO's directors is 1 year as specified in the Articles of Association, whereby the whole Board of Directors shall be simultaneously elected at the annual general meeting each year. However, the former Board of Directors shall remain in office to conduct the business of the Company as necessary until the new Board of Directors take office.

Recognizing the crucial of their roles and to be in compliance with the Bank of Thailand regulations, directors, managers and person with controlling power are allowed to assume the position of Chairman, executive director, or director with signatory authority in no more than 3 listed companies. Directors and management should avoid other positions or jobs that may lead to conflicts of interest.

The Chairman of the Board of Directors shall be non-executive, and the Chairman of the Board of Directors and the Chairperson of the Audit Committee shall not be a member in any other committees. Moreover, the Board also clearly separates its roles and responsibilities from those of management to ensure a balance of power and authority, and to avoid a situation where a single individual has unfettered power in decision-making. For example, the Chairman of the Board of Directors and the top management shall not be the same person, and their roles and responsibilities must be clearly separated. To achieve high standards of performance, the Board delegates other committees to take on tasks that require in-depth consideration, such as the Executive Board, the Audit Committee, the Nomination and Compensation Committee and Corporate Governance Committee. TISCO assigns the responsibility of Corporate Secretary to take care of the Board's activities, monitoring compliance to the Board's resolution, handling Board Meeting and shareholders' meeting on matters concerning notice, minutes, including other duties as required by related laws and regulations of the governing authorities.

Moreover, to be compliance with the Securities and Exchange Act B.E. 2535, the Company assigned Committees and authorized persons in management (according to the Financial Institution Operation Act, B.E. 2551) to compile reports on their own interests and any involving persons to Corporate Secretary. Once any changes on the information are made, Corporate Secretary is responsible for restoring the data and reporting the changes to Chairman of the Board and Chairperson of the Audit Committee.

##### 4.2 Board Self-assessment

In order to improve its performance, the Board of Directors has formulated self-assessment process to assess Board performance and efficiency according to corporate governance best practices. The Board of Directors assigns the Nomination and Compensation Committee to prepare and recommend Board Performance Self-assessment Guidelines for the Board's approval. The Nomination and Compensation Committee then reports the assessment result to the Board for acknowledgment.

Said assessment is essential to assess the appropriateness of the Board's composition and Board performance according to corporate governance best practices. The Board of Directors shall analyze the assessment results, recommendations and remarks from Board members and consider applying according to the Company's business environment and operations.

In 2015, the Nomination and Compensation Committee revised the self-assessment form to be in compliance with the Thai Director Association (IOD) and to be more accurate and suitable for the Company's business, good corporate governance and board's responsibilities. The assessment divided into 6 areas: 1) Board Policy, 2) Board Performance, 3) Board Structure, 4) Board Style, 5) Board Meetings, and 6) Board Members. The aforementioned self-assessment consists of two aspects, which are 1) comparison between usual practice and best practice and 2) efficiency. In the year 2015, the Committee agreed that the Board Performance, Board Structure, Board Members, Board Policy, Board Performance and Board Meetings were up to best practice

standard. As for the efficiency, most Board members give the 'excellent' score to all 6 areas of assessment. Certain areas naming Board Policy and Board Meeting were evaluated as 'satisfied'. Thus, the Committees added comments and suggestions in the assessment so that the Company could take it to consideration for further improvement.

In 2016, the Nomination and Compensation Committee provided the self-assessment divided into 2 forms: whole and individual which approved by the Board of Directors. Then the Corporate Secretary submitted the whole assessment which divided into 6 areas: 1) Board Policy, 2) Board Performance, 3) Board Structure, 4) Board Style, 5) Board Meetings, and 6) Board Members. The aforementioned self-assessment consists of two aspects, which are 1) comparison between usual practice and best practice and 2) efficiency as well as the individual assessment with effective aspect which divided into 3 areas: 1) Board structure and qualifications, 2) Board meeting, and 3) Roles, duties and responsibilities of the board.

Result of the year 2016, the Committee agreed that the Board Performance, Board Structure, Board Members, Board Policy, Board Performance and Board Meetings were up to best practice standard. As for the efficiency, most Board members give the 'excellent' score to all 6 areas of assessment. Certain areas naming Board Policy, Board Performance, and Board Meeting were evaluated as 'satisfied'. Thus, the Committees added comments and suggestions in the assessment so that the Company could take it to consideration for further improvement.

### 4.3 Remuneration

To ensure that the remuneration policies are set up with transparency, the Board of Directors assigns the Nomination and Compensation Committee to formulate director remuneration policies with clear and transparent criteria. Director remuneration shall reflect their duties and responsibilities. Directors who are assigned with extra work should receive appropriate remuneration for special assignments. The Committee shall propose the remuneration to the Board Meeting and shareholders' meeting for approval. Remuneration for directors should be comparable to general practice in the industry with regard to work experience, expertise, commitment, as well as the contribution or benefit each director brings.

### 4.4 Board and Management Training

When a new director is appointed to the Board, senior management will arrange for an orientation regarding TISCO Group's business operations and past performance to provide clear understanding and enable the director to fully perform his/her duties. The Company shall also provide a copy of the Director Manual and the Corporate Governance Policy and to such director. It is TISCO Group's policy to encourage trainings and educational activities for directors on a regular basis. The Company has subscribed for membership in The Thai Institute of Directors Association for directors in order to keep abreast of news and updates as well as to attend trainings beneficial to a listed company directorship. Training schedules shall be regularly notified to the director in advance.

Details of the Board of Directors and Top Management attending training programs and seminars as of December 31, 2016 are as follows:

Name	Training Program
1. Ms. Oranuch Apisaksirikul	<b>Thailand Energy Academy</b> <ul style="list-style-type: none"> <li>Certificate of Thailand Energy Academy (TEA 8)</li> </ul> <b>King Prajadhipok's Institute and The Medical Council of Thailand</b> <ul style="list-style-type: none"> <li>Intermediate certificate Course - Good Governance for Medical Executive Class 5</li> </ul>
2. Prof. Dr. Pranee Tinakorn	<b>IOD Training Program</b> <ul style="list-style-type: none"> <li>How to Develop a Risk Management Plan</li> </ul>
3. Ms. Patareeya Benjapolchai	<b>IOD Training Program</b> <ul style="list-style-type: none"> <li>Driving Company Success with IT Governance</li> </ul> <b>Other Seminars</b> <ul style="list-style-type: none"> <li>The Institute of Directors (UK) Annual Convention 2016 "Thriving in a Changing World"</li> </ul>
4. Prof. Dr. Teerana Bhongmakapat	<b>IOD Training Program</b> <ul style="list-style-type: none"> <li>Driving Company Success with IT Governance</li> </ul> <b>Federation of Accounting Professions</b> <ul style="list-style-type: none"> <li>Audit Committee Forum 2016 "New Auditor's Report: What's in it for you?"</li> </ul>
5. Mr. Takashi Kurome	<b>IOD Training Program</b> <ul style="list-style-type: none"> <li>Director Certification Program</li> </ul>

In addition, board members and top managements attended training programs related to the roles and responsibilities of directors, and also further their skills and knowledge in seminars or training programs which presented in Attachment 1.

#### 4.5 Group Chief Executive Performance Assessment

The Board of Directors assigns the Nomination and Compensation Committee to prepare and recommend the Group Chief Executive Performance Assessment Guidelines for the Board's approval. The Nomination and Compensation Committee shall arrange the meeting(s) between the Board and Management in absence of the Top Management at least once a year prior to his/her annual performance Assessment. The Nomination and Compensation Committee then reports the assessment result to the Board Meeting. The assessment shall be divided into 2 main parts: Financial KPI and Non-Financial KPI. The set KPI is aligning with Company Vision Mission and short-term & long-term goal of the Company in considering the business situation and environment.

To ensure the most effectiveness on the assessment, the Nomination and Compensation Committee will arrange the meeting(s) between the Board and Management of TISCO Group, in absence of the Top Management at least once a year prior to his/her annual performance Assessment. In addition, for the performance assessment of TISCO Group's Chief Executive the assessment will take into the consideration the assessment result from sub-committees, namely the Audit Committee and the Corporate Governance Committee, and together with the assessment from the Nomination and Compensation Committee. The assessment result will be reported in the Board of Directors' Meeting.

#### 4.6 Succession Planning

To ensure stability and continuity of TISCO Group business operations, successor of all key positions has been determined. The Board of Directors assigns the Nomination and Compensation Committee to oversee the preparation of Top Management's succession plan. Said plan shall be regularly reviewed as appropriate. For other senior management positions, Top Management and Human Resources Function shall review and evaluate the successors for the Nomination and Compensation Committee's approval by considering factors that is qualification, knowledge, ability, experience, and evaluation of qualified management for successor in each position.

### 5. Integrity and Ethics

A reputation for integrity has been a cornerstone of TISCO's business since its inception. This provides confidence to all stakeholders that TISCO and its employees are performing and behaving consistently to the highest standards. They are guided by a set of values, such as compassion, dependability, honesty, loyalty, maturity, objectivity, respect, trust and professionalism. Integrity is TISCO's fundamental requirement in choosing and retaining its employees.

The members of the Board of Directors and employees of TISCO including the Group CEO and senior management also strive to maintain the highest standards of ethical conduct including:

- a) Compliance with applicable laws and regulations.
- b) Conflict of interest must be declared and appropriate arrangements made to ensure that those with a material interest are not involved in the decision-making process.
- c) Improper payments of any kind are prohibited; similarly no gift whose value is material and which may be interpreted as a form of inducement should be accepted or offered by TISCO's employees.
- d) Ethical issues must be dealt with in an efficient and transparent manner.

#### Anti-Corruption Policy

In 2011, the Board of Directors approved to set up **'TISCO Group Anti-Corruption Policy'**, with an aim to enhance integrity and ethically business operation within TISCO group. Aside from the policy which is set up as business conduct guidance, the company has, over the year, consistently supported and participated in numerous anti-corruption activities. On October 8, 2013, TISCO was among the CAC member companies, certified as allies of the Thailand's Private Sector Collective Action Coalition Against Corruption and also renewed the above membership after completion of the first three-year term on August 16, 2016. For many years, the company has continuously support the activities held by the coalition e.g. communicating the anti-corruption policy in companywide, participating in the anti-corruption walk rally on "Anti-Corruption Day 2016" on September 11, 2016 at Royal Plaza (Sanam Luang).

For several times, TISCO Management has been invited to be key speakers in notable talks as well as taking part in numerous corporate governance supporting activities such as in 2016 being a keynote speaker of "CAC Company Visit" by the Thai Listed Companies Association and IOD for studying the anti-corruption policy and guideline by operating business with social responsibilities and good corporate governance.

## 9.2 Other Committees

To optimize the efficiency of its corporate governance and achieve high standards of performance, the Board of Directors delegates committees to take on tasks that require detailed review or in-depth consideration. Such committees as the Executive Board, the Audit Committee, the Nomination and Compensation Committee, and others if necessary, are entitled to make decisions on behalf of the Board of Directors or submit recommendations for consideration, depending on the committee's specific charter. The structure of each committee shall be determined by the size of business, the scope of operation, the composition of the committee, the experience and expertise of each director, and in compliance with the Principles of Good Corporate Governance. The scope of authority given to other committees shall exclude approval for conducting transactions in which the committee member has or may have conflict of interest.

The Board of Directors is accountable for clearly defining and separating the roles and responsibilities of the Board of Directors, the Audit Committee, the Nomination and Compensation Committee, the Corporate Governance Committee and the Executive Board as detailed below. (Detail of Management Structure is described under Section 8.1.)

### Executive Board

The Executive Board is authorized to act in operational matters that require in depth consideration in policy, procedural, human resources and administrative issues, which includes among other things, making recommendations to the Board on matters of budget allocation. The Executive Board also handles matters that, in ordinary circumstances would require Board review, but due to a particular circumstance needs immediate attention. This is usually relevant to urgent matters, which arise during the period between full Board Meetings. The Executive Board may also appoint and supervise other committees for specific operations in order to improve TISCO Group's efficiency.

Currently, the Executive Board, consisting of four Executives Directors, are Ms. Oranuch Apisaksirikul (Chairperson of the Executive Board), Mr. Suthas Ruangmanamongkol and Mr. Takashi Kurome and Mr. Chi-Hao Sun (Mr. Howard Sun).

### Audit Committee

TISCO Audit Committee provides an independent oversight and review of financial reports, internal controls and audits, and compliance of TISCO Group business activities to internal policies and related laws and regulations. It also ensures transparency and completeness of disclosure and is responsible for ensuring independent checks and balances to produce financial statements that fairly present and make timely disclosures to investors. The Audit Committee engages an independent auditor of TISCO to audit the financial statements prepared by management and issue an opinion that such statements are fairly stated in accordance with recognized accounting principles, as well as to oversee the relationship with the external auditor.

The subsidiary companies may set up their own Audit Committees according to regulatory requirements. To ensure adoption and implementation of responsibilities as defined by the TISCO Audit Committee, the Audit Committees of subsidiary companies, where applicable, must report to TISCO Audit Committee under the Guidelines on Consolidated Supervision of the Bank of Thailand.

The Audit Committee is appointed by the Board of Directors. Currently, the Audit Committee, consisting of three Independent Directors, namely Assoc. Prof. Angkarat Priebjirivat, Chairperson of the Audit Committee, Ms. Pateeya Benjapolchai and Prof Dr. Teerana Bhongmalapat. All members of the Audit Committee have sufficient knowledge and experience to review the trustworthiness of financial statements. Details of their experiences in financial statement are in Attachment 1.

### Nomination and Compensation Committee

The Nomination and Compensation Committee is charged with the responsibility of identifying qualified candidates for directorships, executive and advisor(s) to the Board and/or committees whose functions, responsibilities and authorities are directly given by the Board. The Committee ensures that only the most competent individuals, who can contribute to the institution and discharge their responsibilities in the interests of all shareholders, are appointed. The candidate shall be fit and proper for the office and shall be the best and most qualified candidate nominated for the office, taking into account the candidate's track record, age, experience, capabilities and other relevant factors. The Committee also ensures that the remuneration of directors is appropriate, with regard to their responsibilities and commitment. Directors who are assigned with extra work should receive additional compensation. In addition, the Committee reviews and recommends remuneration and benefit policy for the Board, advisors and TISCO Group's employees with clear and transparent criteria. The performance assessment criteria for Board members and TISCO Group's employees for annual remuneration review should be devised by the Committee, taking into account their responsibilities and risks as well as enhancement of long-term shareholder value. Moreover, the Nomination and Compensation Committee is in charge of conducting performance assessments of TISCO's Group Chief Executive and presenting the result to the Board of Directors for approval, reviewing and approval of promotion, compensation and other benefits of TISCO's Group Chief Executive, including reviewing proposals on appointment, assessments, promotions, compensations and benefits of the members of the Management Committee and one further level down.

The Nomination and Compensation Committee is appointed by the Board of Directors. Currently, the Nomination and Compensation Committee, consisting of three Directors, namely Prof. Dr. Pranee Tinakorn, Chairperson of the Nomination and Compensation Committee, Mr. Hon Kit Shing (Alexander H. Shing) and Mr. Sathit Aungmanee.

#### Corporate Governance Committee

TISCO Corporate Governance Committee establishes Corporate Governance Policy and Code of Conduct, oversees the practices of the Board of Directors, Board committees, and management in compliance with the Corporate Governance Policy, Code of Conduct, and related laws and regulations.

The Corporate Governance Committee is appointed by the Board of Directors. Currently, the Corporate Governance Committee, consisting of three Directors, namely Ms. Patareeya Benjapolchai, Chairperson of the Corporate Governance Committee, Mr. Sathit Aungmanee and Ms. Panada Kanokwat.

#### Specific-Area Committee of TISCO Financial Group

- The Risk Management Committee comprises senior management of key business and control areas of TISCO Group. It is appointed by TISCO Executive Board to determine overall risk management policies, risk limits and strategies of the group.

TISCO Risk Management Committee proposes risk management policies and strategies, as well as reports risk monitoring results to TISCO Executive Board and TISCO Board regularly.

- TISCO Management Committee comprises senior management of key business and control areas of TISCO Group appointed by Nomination and Compensation Committee with the proposal from the Group CEO and ratified by the Board of Directors. The Management Committee is responsible to formulate TISCO Group's business strategy, financial goals, business plan, including annual budget, and ensure that operations are in accordance with strategies and business plan, and are in compliance with Corporate Governance Policy and related regulations.
- The Compliance and Operation Control Committee is appointed by Group CEO to review operational productivity, risks, and control activities, to ensure an optimal level of operations that promotes both operating efficiency and adequate risk controls.

TISCO Compliance & Operation Control Committee ensures that TISCO complies with related laws and regulations and effective internal controls across TISCO Group, reviews and determines mitigation plans and actions in response to significant operational risk incidents.

- The Information Technology Committee is appointed by the Group CEO to determine IT strategies and platforms for the group. It also ensures smooth and effective central IT and operating infrastructures including core servers, application architecture, MIS, building and office-related infrastructure and equipment. In addition, the Committee reviews IT capital expenditure and ensures sound IT and infrastructure security policy within TISCO Group.
- TISCO Human Resources Committee is appointed by Group CEO to review and determine organization structure and job structure, human resources policies and guidelines, succession and talent management, performance evaluation, job promotions and remuneration of TISCO Group.

#### Specific-Area Committee of TISCO Bank and other subsidiaries

- The Risk Management Committee of TISCO Bank is responsible for controlling and monitoring the adoption of TISCO Financial Group's risk management policy to ensure effective managements in the bank's various business units. TISCO Bank Risk Management Committee reports to TISCO Risk Management Committee under the Guidelines on Consolidated Supervision of the Bank of Thailand.

The Enterprise Risk Management and Risk Research functions support the committee in assessing and monitoring bank risks at the portfolio level, under the guidelines and limits approved by the Risk Management Committee. It regularly reports on risk positions to the Risk Management Committee and relevant business lines, and performs risks analyses of new businesses.

- The Credit Committee of TISCO Bank and other credit-granting subsidiaries and the Problem Loan Committee of TISCO Bank are responsible for setting up credit granting criteria and controlling loan approval procedures at the transaction level to ensure comprehensive monitoring and control of credit risk. The Credit Control business line supports the committees in assessing and controlling the credit approval process of each transaction. In addition, the Internal audit function regularly reviews compliance to the credit approval guidelines and procedures.

### 9.3 Directors, Independent Directors and Management Selection Guidelines

#### 9.3.1 Director and Independent Director Nomination

The Nomination and Compensation Committee shall, upon contemplating Company's need and good corporate governance, identify and propose qualified nominees, with knowledge, experiences, sufficient understanding of banking and finance including securities business, economics, law or any other fields deem appropriate. The Nomination and Compensation Committee shall consider the recommendation from minority shareholders on the nomination of directors or independent directors according to the Company's criteria as specified under Section 9.1.1

The Nomination and Compensation Committee shall recommend the Board to consider the appointment of new director and/or independent director for replacement of any vacancy occurring otherwise than by rotation, or propose the shareholders the election of directors to replace those who retire by rotation or appointment of additional directors and/or independent director. The election, appointment and removal criteria are as follows:

1. The shareholders shall, from time to time, by resolution of a general meeting of shareholders, determine the number of directors, which shall not be less than five, provided that not less than one half of the directors must domicile in Thailand. In addition, the number of directors who are persons of Thai Nationality shall be in compliance with related law.
2. The general meeting of shareholders shall elect directors on the following criteria and procedures:
  - (1) Each shareholder shall have a number of votes equal to the number of shares multiplied by the number of the directors to be elected.
  - (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number.
  - (3) The candidates shall be ranked in descending order from the highest number of votes received to the lowest, and shall be elected as directors in that order until all of the director positions are filled. In case that number of votes for candidates are tied and would otherwise cause the number of directors to be exceeded, the remaining elections shall be made by drawing lots.
3. At the general meeting of shareholders of each calendar year, the whole board of directors shall be simultaneously elected. However, the former board of directors shall remain in office to conduct the business of the company for the time being, as necessary, until the new board of directors takes office. Retired directors are eligible for re-election.
4. A director can be elected or removed only by the shareholders at a general meeting. A Board vacancy occurring for any reason other than rotation or retirement may be filled up by the remaining directors, unless, the term of the original director is less than two months. For the purpose thereof, the resolution of the appointment of new directors shall be valid with the vote of not less than three-fourths of the number of remaining directors. However, any person so appointed shall hold office only for the remainder of the term of the director to whom he has succeeded. If a general meeting of the shareholders removes a director, and appoints another person in his place, the person so appointed shall hold office only for the remainder of the term of the director so removed.
5. A general meeting of shareholders may resolve to remove a director before expiration of office with the votes of not less than three-fourths of the number of shareholders who attend the meeting and have right to vote. Such a motion must also represent an agreed number of shares equal to or not less than half of the total shares held by the shareholders who attend the meeting and have right to vote.

In terms of balance of power, it was determined to be in the Company's interest to have more non-executive directors than executive directors whereby directors who are representative of shareholders shall be determined based on proportion of their shareholding.

#### 9.3.2 Management Selection

The Nomination and Compensation Committee shall identify and propose qualified nominees with necessary expertise to be appointed as Top Management to the Board. The prerequisites in selection should generally include consideration on the candidates' character, technical competence, and employment experience in the financial services field. The successful candidate should share the board's operating philosophy and vision of the Company's future in order to ensure that the institution's goals are met. It is important that mutual trust and a close working relationship are established. The Nomination and Compensation Committee shall recommend qualified candidates to the Board of Directors for approval.

For other senior executive positions, Top Management shall identify and propose qualified nominees for the Nomination and Compensation Committee's consideration and further recommendation to the Executive Board for approval.



### 9.3.3 Qualifications of Independent Director

The following are the qualifications of an Independent Director set up in accordance with the TISCO's Corporate Governance Policy, which are stricter than those specified by the Capital Market Supervisory Board and the Bank of Thailand:

1. Holding not exceeding 0.50 per cent of the total number of voting rights of the Company, its parent company, subsidiary companies, associated companies or juristic person which may have conflicts of interest, including the shares held by related persons of the independent director.
2. Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary companies, associated companies, or juristic person who may have conflicts of interest unless the foregoing status has ended not less than 2 years.
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and son/daughter, including spouse of the son/daughter, management, major shareholders, controlling persons, or persons to be nominated as management or controlling persons of the Company or its subsidiary companies.
4. Not having any business relationship, as defined by the Capital Market Supervisory Board, with the Company, its parent company, subsidiary companies, associated companies or any juristic persons who may have a conflict of interest that could be barrier to independent judgment; or not being existing or previous major shareholder, director other than independent director or management of the stakeholders of the Company, subsidiary companies, associated companies or any juristic persons who may have a conflict of interest unless the foregoing relationship has ended not less than 2 years.
5. Neither being nor having been an auditor of the Company, its parent company, subsidiary companies, associated companies or juristic persons who may have conflicts of interest, and not being a major shareholder, non-independent director, executive or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary companies, associated companies or juristic person who may have conflicts of interest unless the foregoing status has ended not less than 2 years.
6. Neither being nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million baht from the Company, its parent company, subsidiary companies, associated companies or juristic person who may have conflicts of interest, and neither being nor having been a major shareholder, non-independent director, executive or partner of the professional advisor unless the foregoing status has ended not less than 2 years.
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder.
8. Not undertaking any business in the same nature and in competition to the business of the Company or its subsidiary companies or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary companies.
9. Not having any characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business affairs.

### 9.3.4 Direct or indirect business relationship or being provider of any professional service by Independent director over the past accounting period<sup>1</sup>

- None -

## 9.4 Corporate Governance of Subsidiary Companies and Joint Companies

The Company, the parent company of TISCO Group, oversees, monitors and controls business operations of all subsidiary companies to ensure that all companies in TISCO Group operate under the same standard to maximize shareholders' benefit. The corporate governance, risk management, business development, compliance and corporate support functions are centralized at the Company. Subsidiary companies function as strategic business unit, responsible for marketing & customer relationship, and transaction processing & credit control activities. Details on management structure are as shown on page 8-2.

<sup>1</sup> According to the Notification of Capital Market Supervisory Board No. Tor Chor 4/2009, Application for and Approval of Offer for Sale of Newly Issued Shares (No.2)

The Board structure is comprised of 4 boards/committees: (1) Board of Directors, (2) Executive Board, (3) Audit Committee and (4) Nomination and Compensation Committee. In addition, in 2010, the Company transferred certain Management Committee and management supervising important functions within TISCO Group from subsidiary companies to be employed under the Company. The Company seconded those management to the same subsidiary companies for the same responsibilities on full time basis. This is to ensure that they shall devote their time to effectively manage subsidiary companies under TISCO Group strategy and plan approved by the Board of Directors.

To ensure coherent adoption of Corporate Governance across all subsidiary companies in TISCO Group<sup>2</sup>, roles and responsibility of the Directors and the Management who the Company seconded to manage the subsidiary companies has been clearly set. There are follow-ups procedures set to subsidiaries to ensure their promptly disclosure of any important information in accordance with relevant laws and regulations and to ensure that the subsidiaries are sufficient and appropriate internal control system, including monitoring Directors and the Managements to fulfill their duties and responsibilities according to the governed law and regulations. As stated, the Board of Directors has delegated its monitoring and supervising roles to certain Management and sub-committees. Details on scope of authorities, duties and responsibilities of Sub-Committees are as shown in subtopic 8.1 and 9.2. For subsidiary companies' related party transaction with related parties, significant acquisitions or dispositions of assets, or other significant transactions of subsidiary companies, i.e. termination of subsidiary companies, capital share increase or reduction must be approved by the Board of Directors or in the Shareholders' Meetings prior to conducting the transactions. Over the period, the Company has strictly followed Regulations of Stock Exchange of Thailand, Notification of the Securities and Exchange Commission, and relevant Notification of Capital Market Supervisory Board regarding any related party transactions and any transaction that may cause conflicts of interest.

#### 9.4.1 Roles and Responsibilities of the Board

Key roles of the Board of Directors are divided into 2 areas: Performance roles, and Compliance roles. This illustrates that the Board of Directors not only places great emphasis on overseeing the Company's policy and strategic planning, but that it is also responsible for monitoring the Company's operations to ensure that key policies are implemented effectively and efficiently and in accordance with all laws, rules and regulations as well as upholding the highest ethical standards.

##### (1) Performance roles of the Board – Strategy and policy formulation

The Board oversees the development of a long-term strategic plan, which reflects the Board's general business philosophy and vision for the future of the Company. Short-term business plans should outline specific and measurable targets that management adheres to and that are evaluated at regular intervals. The Board approves a business plan as a guideline for staff and annual budgets prepared by the management. The business plan also includes key performance indicators and business targets wherein variation from these targets is regularly measured and analyzed. In addition, business performance analysis prepared by management is regularly reported to the Board to provide updates on progress and achievement of targets. Timely performance monitoring and assessment helps the Company identify significant deviations of results from predefined business plans in order to perform corrective actions promptly.

The Board determines the operational policies designed to regulate areas of fiduciary and insider activities, human resource management, financial disclosure, auditing and investments that are consistent with TISCO Group's long-term and short-term strategic plans. By approving the implementation of such policies and procedures developed by management, the Board defines what practices are acceptable and in line with the overall business philosophy of the institution. Policies should be devised to assist management in determining what actions to take in various situations, limiting unnecessary errors resulting from ill-informed judgments.

All major activities of TISCO Group are to be regulated by policy which shall be flexible. When required, they should extend to cover new or improved practices and adapt to changing business conditions. Having clearly written policies prevents miscommunication. Newly introduced activities should not be undertaken without proper implementation of policy. The Board should specify appropriate procedures in monitoring and reporting risk activity.

In implementing policies, clear standards of performance are communicated through all levels of the Company, providing a single, authoritative source of reference. The Board also establishes the norm of periodically reviewing policies and revising such policies as necessary to ensure that they remain consistent with the institution's long and short term strategic plans.

TISCO Group has placed great emphasis on managing its business operations effectively under good governance guidelines. TISCO Group has no policy to encourage transactions between related parties or any other transactions that may result in a conflict of interest. Should any such transactions occur, they must be considered thoroughly by the Audit Committee. The Audit Committee shall report and/or propose to the Board of Directors Meeting for approval, as the case may be. The Company shall consider said transactions with the same conditions as those governing normal business transactions. Persons with vested interests

<sup>2</sup> According to the Notification of Capital Market Supervisory Board Re: Application for and Approval of Offer for Sale of Newly Issued Shares



shall not be entitled to vote for the approval of said transactions.

## **(2) Compliance roles of the Board – Supervising, Monitoring, and Accountability**

Although the Board delegates a substantial part of its administrative function including day-to-day operations to a full-time management team of executives, in fulfilling its compliance roles, the Board is responsible for monitoring the Company's operations. The Board must be continually aware of the institution's operating environment. Directors are to be well informed of internal and external factors affecting the institution, including business environments, legal and regulatory frameworks. Directors also be aware of the potential liabilities imposed on them by law or regulations and ensure that the Company has appropriate policies and procedures in place to maintain compliance with them. Directors should also be aware and keep themselves updated on local, regional, national, and international financial trends and any statutory and regulatory changes affecting the Company.

The primary mechanism for overseeing TISCO Group's operations is regularly reported to the Board from the management containing relevant information regarding financial performance, management of the loan portfolio, liquidity risk, market risk, investment, assets and liabilities, and compliance. The Board shall carefully review reports and be aware of any warning signs of deteriorating performance, increased risk, abuse of power within the management, problems with internal control systems, compliance issues or issues relating to the accuracy and reliability of the reports.

In addition to providing the reports noted above, management should regularly brief the Board on the business environment, market trends, industry benchmarks, regulatory changes and macro-economic indicators. Management should be expected to promptly alert the Board of any competitive threats, business opportunities and changes within the industry, regulatory procedures that may impact the institution or information which would assist the Board in strategic planning, setting policy, or monitoring operations or business performance.

On the Board's role in supervising risk management, the Board ensures that management has identified potential risks and has established an adequate risk management process to assist in identification, measurement, monitoring and control of various categories of risk commonly encountered by financial institutions. It is the responsibility of the Board to approve and periodically review TISCO Group's risk management strategies that are ultimately implemented by management.

TISCO Group needs to comply with a large number of regulatory requirements, including various reporting obligations. It is the responsibility of the Board to establish and maintain rigorous internal controls to ensure that TISCO Group complies with all relevant laws and regulations and to highlight potential or actual breaches if and when they occur.

## **9.5 Control of Internal Information**

TISCO Group's compliance manual acts as a set of guidelines to help employees perform their duties fairly and honestly, comply with applicable laws and regulations, avoid conflicts of interest, and not seek to benefit from insider information. Business guidelines, regulations, and the code of conduct have all been compiled to create the Company's compliance manual. With respect to TISCO Group's regulations governing employee securities trading, the Group requires management and employees to open trading accounts with TISCO Securities, its subsidiary. In this regard, he or she must, however the case may be, report their transaction to the Compliance function. Furthermore, the Group also prohibits senior management and insiders from trading the Company's shares within 7 working days before last day of the month until 2 days after the Company's monthly financial statements or concise assets and liabilities statement (C.B 1.1) are published. Penalties shall be imposed for any breaches.

## **9.6 Auditor's Fee**

### **9.6.1 Audit Fee**

The Company and its subsidiaries for the year 2016 amounting of 7,600,000 Baht to EY Office Limited.

### **9.6.2 Non Audit Fee**

The Company paid non-audit fees in 2016 amounted of 1,050,000 Baht to EY Office Limited. These fees were for special audit under the requirement of the Bank of Thailand.

## **9.7 Compliance with Related Corporate Governance Practices**

### **9.7.1 Business Ethics**

TISCO Group has introduced a code of business ethics into the compliance manual and has established an Employee Code of Conduct to assist employees in performing their duties with integrity and fairness. The Corporate Governance Guidelines are displayed on the intranet system, "mytisco" for the management and employees at all level to follow. Additionally, in order to ensure honest and fair performance of the management and employees with regard to TISCO Bank, stakeholders and the public, TISCO Bank requires compliance with these regulations, and will impose serious penalties for any violations. The Compliance Function is charged with monitoring performance in accordance with the code of business ethics. A summary of TISCO Bank's code of business ethics is as follows:

1. Honest and fair conduct	Employees shall conduct their duties with honesty and fairness and refrain from exploiting their position for their own benefit or that of any particular group, or committing any dishonest action that may damage TISCO or customers.
2. Prudence	TISCO Group shall ensure that the business has been operated with prudence and due professional care that a prudent and competent expert would exercise under a given set of circumstances. TISCO Group employees must ensure that they have operated the business with prudent business practice at all time.
3. Legal and regulatory compliance	Employees shall comply with applicable laws and regulations, and refrain from assisting others to violate any laws, regulations, or ethical principles. Employees shall make an effort to learn, understand, and monitor changes to relevant laws and regulations, as well as keep up to date with their professional code of conduct.
4. Record keeping and reporting duties	TISCO Group's financial and other record keeping must be accurate and complete. TISCO Group shall not withhold any information from appointed auditors or other supervisory agencies, and shall disclose information required to evaluate the accuracy of financial statements and the integrity of TISCO Group's operations.
5. Duty of confidentiality towards TISCO and customers	Confidentiality towards TISCO and customers is fundamental to TISCO Group's business operations. Employees must protect all "Proprietary Information" they receive, whether or not such information is related to them, including financial information pertaining to TISCO. Customer transactions and activities within TISCO are deemed confidential and shall not be exploited for any employee's own benefit, nor be disclosed to any other party who is not authorized to receive such information. This obligation continues to apply after employment ends.  To protect the privacy of fellow employees, employees must maintain the confidentiality of their personal information.
6. Conflict of interest	Employees shall concentrate on their responsibilities to TISCO regardless of personal interest. Their business decisions shall be made to ensure maximum benefit for TISCO and its clients.  Employees shall protect the interest of TISCO, as well as avoid the appearance of conflict of interest. Employees should not personally pursue business opportunities that would otherwise be available to TISCO as a reasonable business opportunity.  Employees should avoid situations or arrangements in which employees are or could be perceived as competing with TISCO.  Employees are not allowed to receive any benefits such as cash or gifts related to their involvement in situations or activities that lead or appear to lead to a conflict of interest between employees and TISCO or clients.
7. Political support	According to the rules laid down by TISCO Group, donations to political parties or political candidates including payments to government officials, is prohibited.
8. Customer Complaints	TISCO is committed to resolving and reporting the result of customer complaints using the highest standards and best practice procedures. All complaints shall be submitted to the responsible persons and should be resolved as soon as possible. A contact center is open 24 hours a day to receive complaints and other inquiries from customers.
9. Advertisement and Sales Literature	TISCO offers products and services that meet customers' needs, and discloses details and conditions for their understanding and clearness. TISCO realizes the importance of customers' rights and strictly complies with related rules and regulations.
10. Anti-Corruption	TISCO implements a zero-tolerance policy against corruption. TISCO Directors, management and employees are prohibited from receiving or offering bribes in any form and in all activities under the company's control. TISCO also ensures

	that charitable contributions, sponsorships, gifts, hospitality and other expenses, are transparent and will not be for the purpose of attempting to influence the recipient, whether government or private, into an improper exercise of functions, duties or judgment.
11. Environment, Health and Safety	TISCO complies with all applicable laws and relevant industry standards of practice concerning protection of health and safety of its employees in the work place and other persons affected by its business activities and the prevention of environmental pollution. TISCO is committed to continual improvement of Environment, Health and Safety management practices.
12. Respecting Human Rights	TISCO operates its business by strictly respecting human rights principles and believes that a successful business must operate with ethics and humanity, with everyone entitled to full equality.
13. Protecting TISCO's Property	In order to operate in an efficient and cost-effective manner, employees should properly maintain, protect from theft and waste, and use TISCO's property in an appropriate manner and for legitimate business purposes.
14. Copyright and Intellectual Property	TISCO respects and awares not to infringe any Copyright and Intellectual Property Right. Employees have duty to protect TISCO's intellectual properties from use or disseminate without permission as well as to respect the right of the Copyright's and the Intellectual Property's owner.
15. Strong Work Ethic	Employees must work full time for TISCO and show a high level of dedication to TISCO, feel personally responsible for their own job performance, be punctual, perform to the best of their ability, care about the quality of their work, respect their peers, and help a team meet its goal.
16. Outside Employment or Activities	Employees must not engage in any outside employment, business or activities, which create a real or an apparent conflict of interest or interference with TISCO's assigned duties, or in conflict with TISCO's hours of employment.  After normal working hours, full-time employees should not engage in any business, work or paid-activities, which may have a detrimental effect on their working performance with TISCO.
17. Care with External Relationships	To maintain a good relationship with the public, employees should take special care in dealing with the media, government officials and community groups.
18. Reporting Illegal or Unethical Behavior or Retaliatory Action	Employees have the responsibility to seek appropriate guidance regarding their actions when necessary and to report violations of laws, rules, and regulations that apply to our business, as well as violations of this Code of Conduct and other TISCO policies, to the extent that they know any violation has occurred. By reporting the misconduct, employees promote the ethical culture at TISCO.  TISCO has also set up a whistle-blowing procedure to receive reports of illegal or unethical behavior or retaliatory action from any person, both internally and externally. Reporter could report through the provided channel such as Official Website and an assigned e-mail address.  TISCO is committed to ensuring confidentiality and protecting any person from retaliation who reports in good faith illegal or unethical behavior.
19. Disciplinary Action	Actions, which violate or appear to violate the code of conduct, will be investigated and processed according to disciplinary guidelines of TISCO. The facts that a particular action by any employee is not mentioned in the Code of Conduct and other guidelines do not prevent it from being unacceptable or discreditable, and therefore, the employee can be liable for disciplinary action.

TISCO is required to review the Corporate Governance Policy on an annual basis. In 2016, the Corporate Governance Committee has reviewed and improved it in line with the Corporate Governance Report of Thai Listed Companies and other related

regulations to implement and deploy as appropriate. And also explain the reason if the company can not comply with such a principle as the following details.

1. The Board of Directors have a term limit of nine years or less for independent directors	The Board of Directors defines the qualification of independent director in accordance with the announcement of the Bank of Thailand without imposing a further limitation on term of independent director to preserve a continuous tenure of independent directors who are indispensable for supporting the Board of Directors' duties to achieve its objectives.
2. The shareholding structure is easy to identify beneficial owners	The Company's securities are traded in the Stock Exchange of Thailand and some major shareholders of the Company are foreign institution investors holding shares through custodians, hence the identity of beneficial owners is beyond the Company's capacity to identify.
3. The Company disclose CEO's compensation	The Group Chief Executive is a member of the Company's Management Committee and the compensation of the Group Chief Executive is included in the disclosure of total remuneration of management.

## 10. Corporate Social Responsibility

TISCO Group has placed great importance on doing business responsibly by formulating sustainability strategy elaborately in economic, society, environment and governance for the sustainable development of business and society at large, as disclosed in part 2 under the topic Corporate Social Responsibility. In 2016, TISCO Group received the Certificate of ESG 100 Company for two consecutive years from Thaipat Institute as 1 of 100 listed companies in Thailand with the outstanding performance in term of governance, society and environment.

### 10.1 Economic

Over the past 47 years, TISCO Group has been growing consistently with the sustainable development strategy driving behind. Even in the economic volatility situation, the satisfied profit has been generated under holding company management which is flexible and beneficial to business and customer base expansion including IT development to maintain our position as "Top Advisory House" that offers integrated financial services.

In 2016, TISCO Group strengthened its retail business by signing the contract for the transfer of retail banking business from Standard Chartered Bank (Thai) Public Company Limited to substantially increase customer base, franchise expansion, retail distribution channels, and more complete product lines. To create a common understanding on this matter, TISCO Group has prepared the comprehensive communication plan for the customers with the convenient contact channels and 24x7 Contact Center. In addition, another business expansion was microfinance business under TISCO Group called "Somwang Ngern Sang Dai" that has been expanded its branch network nationwide to enhance customers' convenience in accessing formal financial service for entrepreneurship. In the meantime, Somwang branch team also encouraged financial guidance in the communities through the program under the theme "Smart Saving, Smart Spending", focusing on household financial planning, appropriate saving, shark loan awareness, spending discipline as well as loan awareness. The program is part of financial discipline strengthening for overall society that also helps improve the quality of people who are TISCO potential customers. By the year 2016, the financial trainings were held 123 times in 60 provinces and covered 24,150 people, mostly local government officials, merchants, and farmers. After each training session, the appropriate measurable questionnaire was conducted by 74% of participants with the result shown all corrects for 90%.

In addition, to benefit every customer group: retail, corporate, and institution, TISCO Group has innovatively developed new financial products based on their risk profile, for example the launch of "TISCO My Link", a flexible investment-linked policy allowing customers to manage their investments with the prospect of earning higher returns as well as choose their desired level of protection. TISCO Group and Thaipat Institute, as the fund manager and one of the six co-founder, actively promoted "Philanthropic Investment Fund" a new dimension of investment for two consecutive years. The fund selectively invested in the Stock Exchange of Thailand's ESG 100 listed companies with the propose to bring its return to sustain CSR projects contributing to the increasing business value for customers and shareholders in the long term.

### 10.2 Social

As the proficient and capable manpower is the key factor toward the sustainable development, human resource investment has been placed important by TISCO through corporate value communication and learning development program via Learning Management System (LMS) i.e. financial planning, investment, debts management, retirement planning, to increase fundamental business and financial knowledge of TISCO staffs equally both in headquarters and branches. As the goal to be happy organization, TISCO Group applied the standard questionnaire internationally accredited by Aon Hewitt (Thailand) and Sasin Graduate Institute of Chulalongkorn University to evaluate their employee happiness. In 2016, TISCO Group accomplished the consideration of hiring disabled people for 20 positions according to Article 35 instead of pay a contribution to the fund in accordance with Article 34. The employment will begin in 2017 through the Thai Red Cross nationwide in collaboration with the Thai Bankers' Association.

Above all, community development participation is also one of the company's missions to achieve along with business. Thus, we integrated the normal operation in the form of activities to 3 major areas: 1) Educational Development - providing annual scholarships to needy students nationwide through TISCO Foundation for Charity. The total scholarships granted in 2016 is 7,403 scholarships worth 30,485,500 Baht covering 1,069 schools throughout the country. These scholarships are ongoing supports with no obligation for the students to continue higher education and make a living after graduation. Moreover, the follow-up on progress by visiting grantees' homes has been made annually to evaluate the outcome of scholarships for their maximum benefit in the future. In 2016, TISCO Group visited 22 grantees' schools/houses totaling 525 scholarships both in Bangkok and its vicinities, Nan, Chiangrai Anghong and Rajburi. TISCO Group also provided funds for stationaries/ teaching tools as well as school building construction and renovation. In 2016, Ban Non Bon School in Ubon Ratchathani province has been supported fund for the new school building worth 5.03 million Baht. The project will be completed in the second quarter of 2017. 2) Financial Literacy-

promoting financial consciousness to sustain the sufficiency economy philosophy of His Majesty King Bhumibol Adulyadej through the program under "Smart Saving, Smart Spending" campaign. TISCO group also organized the financial camps under the theme "Saving before Spending, Creating Financial Discipline", enabling high school students nationwide to access modern financial course, i.e. money saving tips and techniques, interest rate calculation, and apply in their daily lives as well as pass on the knowledge to their friends, families, and communities including report sharing results for after-camp add-on project contest. During the camp, we also held teacher financial program to enhance the effectiveness of financial knowledge sharing. TISCO financial camp has been annually held since 2013 totaling 10 camps with 1,005 students and teachers from 303 schools in 74 provinces nationwide participated. The participants expanded their learning to 116,609 people in 143 communities. In addition, TISCO Group has cooperated with other networks to carry on financial literacy activities such as the Thai Banker Association and CSR club's financial course for 7 universities in Nakhon Pathom for 2 consecutive years. 3) Public Activities- driven by TISCO staffs with a sense of givers to help maintain sharing culture as good members of society such as the annual religious activities, blood donation campaign, that has continuously been doing for more than 32 years. In 2016, the total blood received was 3,366 units equaling 1,376,200 cc., saving 10,000 people who were in need.

### 10.3 Environment

TISCO Group recognizes the importance of environmental conservation and its relation to business operation as one of sustainability factor. The company encourages wise resources usage in operation practices along with instilling environmental consciousness among its employees with the goal to minimize environmental impacts from business operation and to promote stakeholders' cooperation in environmental conservation. For example, TISCO clients can take part in the policy through their business transaction by choosing no-slip ATM or use e-statement service. Besides, TISCO Group also adopted environmental conservation principle as one of the criteria in project loan approvals and doing business with vendors and business partners. Responding to digital age, TISCO Group has developed and improved working process to digital banking service for reducing duration of the transaction, traffic problems, and other resources usage. Last year, TISCO Tower joined the Thai Public Broadcasting Service (Thai PBS) in 30% water saving project by adopting new technology for the effective water management. Moreover, TISCO Tower received "Best Practice Award: Energy management and Sustainability" from Thailand Facility Management Association as the excellent building in effective energy saving both water and electricity management. In after process activity, TISCO Group continues its annual reforestation to raise environmental awareness among its employees. In 2016, the reforestation activity was held at Luk Phra Dabos project development area in Samut Prakan Province for the 6th consecutive year with 186 employees and executives planted 1,700 trees to restore the ecosystem of brackish water with an aim to develop the area into a learning center as well as to support the agro-tourism project creating jobs and income for people in the community in the future.

TISCO Group social activities as mentioned above were carried out by working groups and voluntary employees representing 50% of total employees.

### 10.4 Governance and Risk Management

TISCO Group is known for its strong corporate culture both governance and risk management in accordance with international standard as being awarded and accredited from the well-known organization. In 2016, TISCO Financial Group, TISCO Bank, TISCO Securities, and TISCO Asset Management were 4 of 9 companies being recertified from Collective Action against Corruption (CAC), reflecting the successes of policies and practices against corruption implementation as well as the announcement to fight against all kinds of corruption. In addition to conduct business in an ethical manner for long-term benefit of all parties, TISCO Group has also joined the annual anti-corruption activities for 6 consecutive years to raise public awareness on the consequences of corruption and to make change happened in Thailand.

TISCO Group has reported the Corporate Social Responsibility (CSR) activities in the Company's Annual Report and separately in "Sustainability Report" based on the Global Report Initiative (GRI) reporting framework which cover all information according the regulations in 10.1-10.3 of the Securities and Exchange Commission. The 2016 Annual Report includes the information collected from January 1, 2016 – December 31, 2016 and is disclosed on the website [www.tisco.co.th](http://www.tisco.co.th) under CSR and Investor Relations section. Moreover, in 2016, TISCO Group received "Certificate of Recognition" from Thaipat Institute on the achievement of SDG-Enhanced Sustainability Report 2016, in line with the 17 Sustainable Development Goals (SDGs) endorsed by United Nations.

## 10.5 Anti-corruption

TISCO Group emphasizes and is committed to transparently undertake businesses for over 47 years adhered to the principles of good corporate governance as well as anti-corruption guidance. TISCO has instilled in all employees operate with integrity and incorporated "Integrity" as an integral part of company's core values and include therein the Compliance Manual as well.

In 2010, TISCO Group signed a mutual agreement with the Private Sector Collective Action Coalition Against Corruption and was certified as allies of the Thailand's Private Sector Collective Action Coalition Against Corruption on October 8, 2013 and has been recertified for another three years in August 16, 2016.

TISCO Group has launched the "Anti-corruption policy and guideline" and appropriately revised on regular basis to ensure the effectiveness of the stipulations stated therein mentioned policy and guideline. The key essences of such policy and guideline are regularly communicated to all staff through several dedicated channels i.e. announcement on intranet, e-learning, clarification in the arranged meeting whenever having key amendments. The perception and understanding on the key principles of Anti-Corruption policy and guideline have been included in the Compulsory KPI evaluation report. Addition to the letter of intent sent to engaged business partners, TISCO has publicly express the TISCO's intent on anti-corruption through the participation in anti-corruption activities arranged by organization, association or Private Sector Collective Action Coalition Against Corruption. (See more details in Section 10.5 Anti-corruption Guideline).

### Anti-Corruption Guideline

TISCO Group has launched "Anti-Corruption Policy" and "Anti-Corruption Guideline" to enforce the company's directors, executives and all staff of TISCO Group. The objective of guideline establishment is to guide the group of companies to practice with honesty, efficiency and effectiveness to prevent or minimize for possibly being vehicle of corruption. Additionally, the determination regarding the practice with counterparty or business partners, whistle blowing channel, the disclosure of information to public relating to the intent of company in combating with corruption, the report to the executives and the examination on the implementation of anti-corruption program were also included therein the Anti-Corruption Guideline.

In 2010, TISCO signed a mutual agreement with the Private Sector Collective Action Coalition Against Corruption (CAC) and was certified as allies of the Thailand's Private Sector Collective Action Coalition Against Corruption on October 8, 2013 and has been recertified for another three years on August 16, 2016. TISCO Group has met the commitments to the CAC declaration on anti-corruption by putting in place good business principles and control against bribery and now a full member of CAC.

TISCO has implemented program to fight against corruption, with details as follows:

- 1 Place "Integrity" as the company's core values. All of TISCO Group's employee conduct themselves with honesty and follow the code of ethics of the highest standards
- 2 Evaluate the company's annual Corruption Risk Evaluation during the company's annual Risk Assessment Evaluation
- 3 Adjust the level of the company's Anti-Corruption implementation to correspond with the result of the annual Risk Assessment Evaluation and implement the company's bribery policy
- 4 Provide Anti-Corruption training programs to employee to promote integrity, honesty, and accountability in the exercise of their duties and responsibilities by adding "Anti-Corruption Policy" into Competency KPI report which required 100% of test result.
- 5 Provide appropriate channels of communication to the employee and other stakeholders to report suspicious circumstances in confidence without risk of reprisal, and a designed officer will be tasked with investigating all report received.
- 6 TISCO Group's top executives take part in promoting Anti-Corruption activities with other organizations on regular basis. In year 2016, the sixth year when TISCO has joined and participated as part of private sector in supporting the anti-corruption activities. In year 2016, TISCO has joined the activities to show power against corruption on the "Anti-Corruption Day" arranged in September 4, 2016 at Royal Plaza.
- 7 As being the certified company and already succeeded on recertification process for another three years, TISCO has been honored from the Private Sector Collective Action Coalition Against Corruption to share successful experiences, implementation plan, problems & obstacles and corrective actions as well as the key success factors for preparing readiness for certification process to the interested listed companies or non-listed companies which are interested to be certified as allies of CAC. The event was hosted at TISCO Tower on December 20, 2016 for over 80 participants.
- 8 Strengthen and enhance the control measures for procurement process to minimize the possibility of corruption or bribery. Additionally, the steering committee is appointed to assist in screening the appropriateness of price as well as the term of conditions for the high value procurement.
- 9 Strengthen the gift receiving guideline to be more stringent by prohibiting receive gift from customers, suppliers or business partners out of the festival period. In case being unable to refuse the receiving, all received gifts are subjected to deliver to TISCO Foundation on behalf of the givers for charitable activities as deemed appropriate. In the new year of



2017, TISCO submitted letters to seek the cooperation from customers, suppliers or business partners for not giving any gifts to employees and managements of TISCO Group.

- 10 Provide full cooperation to the supervisory authority to disclose the Anti-Corruption Progress Indicator. At present, TISCO Group was ranked at level 4 which referred to the company passed the certification and is one of members of Private Sector Collective Action Coalition Against Corruption in Private Sector. TISCO is on the preparation process to upgrade to level 5 by extending the anti-corruption practice to counterparty and business partners.
- 11 In regard to the securities company and asset management company, the subsidiaries within the TISCO Group, they also well provide the support on proceeding for prevention of involvement with the corruption. TISCO Securities Co., Ltd. where undertakes the research business for listed company has disclosed the Anti-Corruption Progress Indicator of such listed company in the research articles of the company in order to be the supportive information for investors.

Meanwhile, as for TISCO Asset Management Co., Ltd., has disclosed the Anti-Corruption Progress Indicator of the company in the fund fact sheet. Additionally, the factors regarding Anti-Corruption Progress Indicator as well as the being certified company of Private Sector Collective Action Coalition Against Corruption in Private Sector will be taken into account as considering factors for making investment for funds under management of the company.

For further Anti-Corruption policy was disclosed on TISCO's website at <http://www.tisco.co.th/en/aboutus/governance.html>

## 10.6 Honors and Awards in 2016

TISCO Group has received awards related to performance standards reflecting its standard policy and outstanding accomplishment in various fields of business. The awards received in the year 2016 were as follows:

### Outstanding CEO Awards

Mrs. Oranuch Apisaksirikul, Chairperson of the Executive Board, received "Outstanding CEO Awards" from "SET Awards 2016" for her excellent capabilities and outstanding performance leading TISCO Group to the advancement by adhering to good corporate governance, enhancing strategic with far-reaching vision, and contributing to sustainable business development in 2016.

### Outstanding Company Performance Awards

TISCO Financial Group received "Outstanding Company Performance Awards" from "SET Awards 2016" – Company with Market Capitalization of 30,000-100,000 Million Baht. This award was presented to the listed company with outstanding performance in business operation, good corporate governance, information disclosure, and quality of corporate financial statement.

### Outstanding Securities Company Awards-Retail Investors

TISCO Securities received "Outstanding Securities Company Awards – Retail Investors" in "SET Awards 2016". This award was presented to the securities company possessing excellent brokerage and good service as well as having inclusively quality and diversified securities analysis based on quantitative and qualitative data from key performance areas. Moreover, the survey of clients and good practices of staff and company are also considered in the evaluation.

### Certificate of Recognition for SDG-Enhanced Sustainability Report 2016

TISCO Financial Group received "Certificate of Recognition" from Thaipat Institute on the achievement of SDG-Enhanced Sustainability Report 2016, in line with the 17 Sustainable Development Goals (SDGs) endorsed by United Nations.

### Certificate of ESG100 Company 2016

TISCO Financial Group received "Certificate of ESG100 Company" for two consecutive years from Thaipat Institute as 1 of the top 100 listed companies demonstrating the outstanding performance in term of environmental, social, and governance.

### Certificate of Membership of Thailand's Private Sector Collective Action Coalition against Corruption (CAC)

TISCO Financial Group, TISCO Bank, TISCO Securities, and TISCO Asset Management received "Certificate of Membership of Thailand's Private Sector Collective Action Coalition against Corruption" in Q2/2016 presented by CAC Council. The certificate aims to encourage best practices in good governance, corporate social responsibility and anti-corruption among Thai companies as a role model for business sector.

### Best IPO Deal, Thailand

TISCO Bank received "Best IPO deal, Thailand" in The Asset Triple A Country Awards 2016 from The Asset Magazine as the financial advisor and co-lead underwriter of BCPG Public Company Limited.



**Best Acquisition Financing, Thailand**

TISCO Bank received "Best Acquisition Financing, Thailand 2016" from The Asset Triple A Country Awards 2016 from The Asset Magazine as the mandated lead arrangers and lenders of Berli Jucker Public Company Limited (BJC).

**Top Bank in the Secondary Market, Corporate Bonds Thailand, Ranked 1st**

TISCO Bank, as a provider of Thai corporate bond, received the first rank in "Top Bank in the Secondary Market, Corporate Bonds Thailand" from the Asset Benchmark Research Awards Dinner 2016 held by The Asset Magazine according to the survey result of institutional investors using bond trading in Asia.

## 11. Internal Control and Risk Management

TISCO Group has realized and emphasized the sound risk management and adequacy and appropriateness of internal control system in order to support and sustain the effective and efficient business undertaking of TISCO Group. The control structure has started with the established control environment for transparently operating businesses under good corporate governance, check and balance organizational structure, centralized policies and guidelines for enterprise-wide adoption, written and thoroughly communicated code of conduct, disciplinary punishment and the establishment of channels for accepting complaints and appropriate consideration process.

### Oversight of Internal Control System and Risk Management

The business undertakings as well as the sound and adequacy of control system are under the supervision of the Board of Directors of TISCO Financial Group through the Executive Board and the Audit Committee. The centralized supervision has been conducted by TISCO Group in accordance with the consolidated supervision principles of the Bank of Thailand with major structures as follows;

1. The Executive Board of the parent company oversees entire risk management and internal control systems of TISCO Group by appointing and delegating specific sub-committees to oversee and control the dedicated responsible areas. In regard to the TISCO Financial Group, the parent company, the specific sub-committees have been appointed to centralize the oversight functions, namely: the Risk Management Committee, the Compliance and Operation Control Committee, and the Information Technology Committee. Meanwhile, the TISCO Bank, a subsidiary within the TISCO Group has also established specific sub-committees in relevant with the banking business, namely the Risk Management Committee, the Credit Committee, and the Problem Loan Committee. As for other subsidiaries within the TISCO Group, the appointment of the sub-committees have been considered and established to be in line with the complexity of the business undertaking of each subsidiary as deemed necessary and appropriate. The risk management and control system of each subsidiary within TISCO Group shall be implemented in accordance with Internal Control Policy, Corporate Governance Policy and Risk Management Policy as well as the relevant guidelines determined by the parent control as enterprise-wide adoption.
2. The Audit Committee of TISCO Financial Group shall perform duties independently in assessing the adequacy of the TISCO Group's internal control system established and supervised by the Executive Board including the effectiveness of the audit system. The Audit Committee of TISCO Financial Group shall consider Internal Control Assessment Form prepared by the management of the TISCO Group on an annual basis prior proposing to the Board of Directors for consideration and approval. In regard to the oversight function for the group's risks, the Audit Committee reviews the policy and guidelines for internal audit, oversee the appropriateness of internal control system through the performance of duties of Internal Audit Function and Risk Management Function as well as supervise the performance of duties of the Compliance and Operation Control Committee and the Audit Committee of other subsidiaries. The oversight functions are aimed to assess the fair accuracy of financial statements, the transparency of business undertakings, the adequacy and appropriateness of internal control and audit system of every business operations including the proceeding in compliance with laws and regulations. For other subsidiaries those been regulated by supervisory authorities, the Audit Committee, internal control and internal audit reporting process have been established in each company. In regard to the Audit Committee of the TISCO Bank, it has been appointed by the TISCO Bank to independently perform duties in assessing the adequacy of the Bank's internal control system and provide assurance on the fairly accurate and transparent financial statement reports as well as the work proceedings in compliance with the stipulated regulations. The committee shall directly report to the Audit Committee of TISCO Financial Group, whilst internal audit and control process in other companies shall also be reported directly to the Audit Committee of TISCO Financial Group as well.

### Overview of TISCO Group's Internal Control System and Risk Management

TISCO Group has implemented the internal control system and integrated-enterprise risk management framework, which are the international best practices, to ensure the achievement of objectives, efficiency and effectiveness of operations and compliance with laws and regulations. The internal control system has 5 key components those are described as bellows;

#### 1) *Control Environment*

TISCO Group has developed appropriate control environment to promote the sound internal control system. The established control environment has started by defining "Integrity" as one of corporate core values, establishing Internal Control Policy and Guideline, structuring check and balance organization and supervisory lines and determining the appropriate approval authority and accountabilities to drive the pursuit of business objectives. In regard to the oversight function, the Board shall supervise the performance of duties of the Management

Committee as well as the effectiveness of establishment of sound control system and risk management process. Meanwhile, the Corporate Governance Committee shall oversee the performance of duties of the Board, directors and managements to assure that the proceedings are undertaken in accordance with Corporate Governance Policy, code of business ethics and relevant laws and regulations.

Pursuant to the control environment of TISCO Group, in regard to the control aspect, three lines of defenses are determined. The first line of defense is accountable by the managements and business operations in determining effective control measures in accordance with defined Risk Management policy and guideline to mitigate possible risks. The second line of defense is oversight function with main responsibilities in establishing risk management policy and guideline formulation under supervision of corporate policy. The third line of defense is independent assurance line of defense responsible by Audit Committee which performs duties through the operations of Internal Audit Function in assessing the effectiveness of risk management and control system.

2) *Risk Assessment*

TISCO Group places great importance on effective risk management and controls. The Risk Management Committee is delegated to be responsible for establishing effective risk management policies, prudent risk management guidelines and limits as well as the monitoring and controlling process. The Risk Management Committee assesses and measures key risks, particularly in the areas of credit, market, funding, operational and fraud risks. With effective risk management framework and system, Risk Management Function is accountable for measuring and monitoring risks according to the defined Risk Management Guideline, regularly report the monitoring results to the senior management and relevant committee while overall risk management process is also examined by independent internal auditors on regular basis.

3) *Control Activities*

TISCO Group has designed control system to be centralized management in order to provide assurance that all subsidiaries within TISCO Group operate businesses under the effective control system with standardized key processes. The determination of control system shall be developed to align with each environment and business operations. To manage potential risks might affect to the achievement of business objectives and might damage the TISCO Group to be at the optimum level, TISCO Group develops clear role and responsibilities, segregation of duties among operators, reviewers and evaluators through policies and procedures for assuring the check and balance controls as well as the appropriate audit system. The establishment of guidelines and procedures as well as the regular monitoring and controlling process have been placed more importance and emphasized on. Additionally, the consideration for any businesses or activities shall be regard to the optimized benefit to the TISCO Group including the related transactions. The related transaction is treated on arm's length basis in accordance with the principles of good corporate governance and the group's related party transaction policy.

4) *Information and Communication*

TISCO Group has continuously developed information technology system in order to provide the efficient information and communication management to support the achievement of control objectives. TISCO Group has brought the appropriate information technology and information security to adopt for business operations in order to secure the key information. Additionally, TISCO Group has also determined the channel and process to communicate or provide adequate and accurate information either to internal or external parties in timely manner.

5) *Monitoring Activities*

TISCO Group has established ongoing and separate evaluations of internal control process to ascertain whether the components of internal control are efficiently functioning. Other than the oversight function taken by Operational Risk Management Function, the TISCO Group has also arranged the reporting and communicating channel to report the internal control deficiencies to the responsible person for timely taking corrective action, including the establishment of audit process through the performance of duties of Internal Audit Function and Compliance Function. The examination result of the control effectiveness as well as the compliance with the laws and regulations stipulated by the supervisory authorities shall be regularly reported to senior management and the relevant committees.

### 11.1 Board of Directors' Report on Internal Control System

At the Board of Directors' Meeting No. 1/2016 on February 19, 2016 where the 7 members of independent directors including 3 members of Audit Committee were present, the Board considered the Company's internal control assessment form as prepared by the managements and reviewed by the Audit Committee. According to the assessment form, the evaluation was made to cover five aspects; Organizational Control and Environmental Measures, Risk Management Measures, Management Control

Activities, Information and Communication Measures and Monitoring. The Board viewed that the Company's internal control system is adequate and appropriate for business undertakings. The Company has established sound control system and sufficient resources to carry out according to the determined processes including sufficient monitoring controls for supervising business operations of subsidiaries to ascertain that they operate businesses under the sound control systems with appropriate control measures to prevent the conflict of interests.

### **11.2 Audit Committee's and Independent Auditor's Comment on Internal Control System**

Audit Committee has agreed with Board of Directors' report on Internal Control System and had no comments on the internal control system. The details are provided in Attachment 6 Report of Audit Committee. Moreover, in year 2016, Ernst & Young Office Limited as independent auditor of the Company had no comments on the internal control system.

### **11.3 Head of Internal Audit Unit and Head of Compliance Unit**

#### **(1) Head of Internal Audit**

TISCO Group appointed Miss Jiraporn Sawsukpaiboon as a Head of Internal Audit who is qualified to take charge for Internal Audit function with her competency and auditing experience. Ms. Jiraporn is able to independently perform her duties with the support of the Audit Committee. Ms. Jiraporn is also appointed as the Secretary to the Audit Committee. Qualification of the current Head of Internal Audit is provided in the Attachment 3.

#### **(2) Head of Compliance**

TISCO Group appointed Mrs. Dulyarat Taveephol to be a Head of Corporate Compliance to oversee the business operations in compliance with related laws and regulations. Compliance Function is under supervision of Governance Office which is headed by Mr. Pairat Srivilairit. Qualification of the current Heads is provided in the Attachment 3.

## **12. Related Party Transactions**

The Company disclosed the detail of related party transaction under section 3.34 of notes to the consolidated financial statement for the year ended December 31, 2016. The Company and its subsidiaries had business transactions with related parties whereby such transactions shall be done on the same basis and conditions as applied to external parties.

### **12.1 Necessity and justification for the transactions**

The related party transactions were necessary and justified in order to obtain maximize benefit of the group. These transactions were the supporting transaction for normal business operation of TISCO Group, according to the consolidated supervision principle by the Bank of Thailand. These transactions did not incur any conflict of interests.

### **12.2 Measures or procedures for approval of related party transactions**

All transactions between related parties shall be done on the same basis and conditions as applied to external parties. Personal vested interests shall not be entitled to vote for the approval of said transaction. In addition, TISCO Group will be disclosed information in a transparent manner according to the Good Governance principle.

### **12.3 Policy or Future related transaction policy**

The Group puts a strong emphasis on effective management under Good Governance and in accordance with rules and regulation of related regulators. In addition, the Group has set up "Related Party Transaction Policy" and implemented across the group, and therefore the Group has no policy to encourage transactions between related parties. Should any such transactions occur, the conditions would be the same as in normal business transactions for the group.