

## Director Nomination Procedures and Definition of Independent Director

### Criteria and Procedures

The Board of Directors (the “Board”) shall appoint qualified persons under securities and exchange laws and in line with the Company’s defined qualifications or propose a nominated director to a shareholders’ meeting for approval in accordance with the Company’s Articles of Association. In so doing, the following channels will be considered:

- An opportunity given for shareholders to nominate directors before each annual general meeting of shareholders (the “AGM”), the latest one being from 1 October 2020 to 31 January 2021, under the criteria and terms announced on the Company’s website
- Persons recommended by the Board of Directors and external independent advisers
- Qualified persons recommended by professional search firms
- An opportunity given for directors to nominate qualified persons.

The Board reviews annually the directors’ skills and characteristics together with the Board’s overall composition conforming to the Company’s strategy and business direction. Then, the Board Skill Matrix is tabled annually for consideration of the gap of necessary skills and set-up of nomination criteria. In such reviews, the Board also considers the diversity of skills, expertise, proficiency, experience, and other special competencies of directors, regardless of age and gender.

#### **1. Position becomes vacant with term completion**

When a position becomes vacant with term completion for a given director, the Board shall nominate persons with suitable qualifications for seeking approval from the annual general meeting of shareholders (“AGM”). As for directors’ reappointment for another term, the Board looks at several factors, including performance outcomes, profiles of meeting attendance and participation, and support given to the Board activities. For an independent director, his or her independence will also be taken into account.

Directors’ election conforms to the Company’s Articles and Association and those of relevant laws, which must be transparent and clear. Below are the criteria and methodology of directors’ election at a shareholders’ meeting:

- 1) Each shareholder’s votes equal his or her number of shares held, one share per one vote.
- 2) Voting is to be done for individual nominees, for which each shareholder is to exercise his or her entire votes for individual directors, one by one.
- 3) Those that secure the highest votes, and those with the second highest votes, and so on, are regarded as being elected, matching the number of directors to be elected. Should there be more than one person with equal votes for a given position, the chairman of the meeting is to cast a deciding vote.

#### **2. Position becomes vacant for other reasons**

The Board shall consider nominating qualified persons without forbidden qualities under the laws on the public limited companies for appointment replacing the resigned director(s) at the next Board of Directors meeting. An exception applies if the remaining term is less than two months, in which case an approval is needed from the AGM. In any case, the replacement director can be in position only within the remaining term of the previous director. The vote in favor of the appointment must be no less than three-quarters of the remaining directors.

### Definition of Independent Director

The Company's definition of independent director is stricter than the qualifications required by the Capital Market Supervisory Board which are:

- 1) Hold up to 0.5% of the voting shares of the Company, holding company, subsidiaries, associates, major shareholders, or its controllers. For this purpose, the shares held by related persons of individual independent directors are to be included.
- 2) Are not or have not been involved in the management, wage earners, employees, advisers on regular payroll, or controllers of the Company, holding company, subsidiaries, associates, sister companies, major shareholders, or the mother company unless the foregoing status has ended for not less than two years.
- 3) Are not persons of blood relationship or legal registration as father, mother, spouse, sibling, or children, including the spouses of the children and of other directors, executives, major shareholders, controllers, or those nominated as directors, executives, or controllers of the Company or its subsidiaries.
- 4) Do not have or have not had business relationship with the Company, holding company, subsidiaries, associates, major shareholders, or the Company's controller that could obstruct their independent exercise of discretion; are not or have not been significant shareholders, or controllers of those with business relationship with the Company, holding company, subsidiaries, associates, major shareholders, or the Company's controller unless the foregoing status has ended for not less than two years.

Under the previous paragraph, business relationships include trade transactions routinely engaged for renting of real estates, asset-related or service-related transactions, or financial assistance provided or received involving loans or collateral, provision of assets as loan collateral or the likes- all of which result in the Company or its contract counterpart owing from 3% of its net tangible assets or Baht 20 million upward (whichever is lower). The calculation of such debts is to follow the method of calculating the value of related-party transactions under the announcement of the Capital Market Supervisory Board on the criteria for engagement in related transactions. However, in the consideration of such debts, they are to incorporate debts incurred during the year before the business relationship date with the same person.

- 5) Are not or have not been the auditor of the Company, holding company, subsidiaries, associates, major shareholders, or the Company's controller; and are not significant shareholders, controllers, or partners of the auditing office that the auditor of the Company, holding company, subsidiaries, associates, major shareholders, or the Company's controllers are attached to unless the foregoing status has ended for not less than two years.
- 6) Are not or have not been professional advisers, whether legal or financial, with a consulting fee of more than Baht 2 million a year from the Company, holding company, subsidiaries, associates, major shareholders, the Company's controllers; and are not significant shareholders, controllers, or partners of such professional advisers unless the foregoing status has ended for not less than two years.
- 7) Are not directors appointed as the representatives of other directors of the Company, major shareholders, or shareholders related to the Company's major shareholders.
- 8) Are not engaged in similar businesses and significantly competitive businesses with those of the Company, its subsidiaries; are not significant partners in partnerships, management directors, wage earners, employees, advisers on regular payroll, or those holding more than 1% of the total voting rights in other companies engaged in similar businesses and significantly competitive businesses with those of the Company or its subsidiaries.
- 9) Do not have any characteristics that hinder expression of views freely on the Company's business.