

# Corporate Governance and Nomination Committee Report for 2018

To: Shareholders of Thaicom Public Company Limited

The Board of Directors Meeting No. 4/2018 held on 28 March 2018 passed a resolution to approve the appointment of Professor Samrieng Mekkiengkrai as Chairman of the Corporate Governance and Nomination Committee, replacing Mrs. Patareeya Benjapolchai and effective from 28 March 2018.

Therefore, the Corporate Governance and Nomination Committee is composed of 3 members. Professor Samrieng Mekkiengkrai is the chairman of the Committee, while Mrs. Patareeya Benjapolchai and Mr. Kwek Buck Chye serve as members. Ms. Yupapan Panclurbthong, the company secretary, serves as the secretary of the committee.

The Corporate Governance and Nomination Committee has performed its duties as stipulated in its charter and as assigned by the Board of Directors diligently and independently for benefit of the Company and Shareholders.

The main responsibility of the Corporate Governance and Nomination Committee is to develop and oversee the Company to ensure that it operates according to corporate good governance principles so that it can grow sustainably. The committee also seeks out and considers qualified candidates for positions as directors and high-level executives within the Company. In 2018, the Corporate Governance and Nomination Committee had a total of 4 meetings, the major results can be summarized below.

## 1. Nomination

- Considered and appointed new director from the Ministry of Digital Economy and Society, Mrs. Arthidtaya Sutatam to fill the directorship reserved for the Ministry's representative on the Company's Board of Directors. The Board of Directors approved the appointment, effective from 31 January 2018.
- Considered the retirement by rotation plan of 4 directors, namely Mr. Paron Israsena, Professor Hiran Radeesri, Mr. Kwek Buck Chye, and Mr. Anek Pana-Apichon.

However, Mr. Paron Israsena has submitted a letter of resignation from his positions as Chairman of the Board of Directors and Independent Director to the Company, effective from 24 March 2018, and Prof. Hiran Radeesri has informed the Company that he will not seek reappointment as Independent Director.

Therefore, only Mr. Kwek Buck Chye and Mr. Anek Pana-Apichon were considered for reappointment. The Committee's recommendation for these reappointments was presented for approval to the Board of Directors and at the Annual General Meeting of Shareholders.

- Considered the position of Chief Executive Officer (CEO) in accordance with the guidance and criteria of selection by nominating Mr. Anant Kaewruamvongs to be the CEO, replacing Mr. Paiboon Panuwattanawong who resigned, and proposed to the Board of Directors for approval. The Board of Directors had appointed Mr. Anant Kaewruamvongs to be the new CEO, effective from 1 May 2018.
- Reviewed the succession planning of high-level executives, starting from senior executives who report directly to the CEO, to ensure business continuity and to adequate preparation for the successor's readiness in the event that a high-level executive retires or is otherwise unable to perform duties.
- Reviewed the structure of the Board of Directors and the replacement of directors on the boards of subsidiary companies to ensure that the board structure and composition is appropriate and aligned with the strategies and business environments of each company, while also ensuring that the Company appropriately oversees and follows up on the operations of its subsidiaries in accordance with the law and corporate governance principles.
- Restructured the organization to accommodate changes in the business, plans, and strategies of the Company, and recommendations of the restructuring were presented to the Board of Directors for approval.

- Considered the Board Skills Matrix as a part of the effort to review the structure, composition and expertise of the company's Board and committees and to use the Board Skills Matrix to select qualified director candidates and to identify necessary skills which may be lacking on the Board.
- Organized orientation program by the Company Secretary and executives on the Company's management, business, and governance practice for new directors.

## 2. Corporate Governance

- Reviewed the Corporate Governance policy and proposed it to be revised and updated by the Board of Directors to ensure that it is in line with principle of Corporate Governance Code for listed companies 2017, published by the Securities and Exchange Commission, and its compliance is regularly monitored.

Additionally, the Company has promoted strict compliance to corporate good governance through the company's policy communications channels to its employees such as training and e-learning courses. The training and e-learning programs included such topics as Code of Conduct, the Corporate Governance Policy, and Anti-Corruption Policy, all of which are intended to promote employee understanding and compliance to the Company's rules and policies.

- Reviewed Corporate Governance and Nomination Committee's Charter and found that the charter was still appropriate and aligned with the committee's performance of its duties as well as with relevant policies and procedures.
- Conducted self-assessment and performance evaluation and viewed that the structure and composition of the Committee were appropriate and the Committee was able to perform its duties fully and continuingly.

In 2018, the Company was also recognized through the following honors for consistently making corporate governance a priority:

- In 2018, according to the Listed Companies' Corporate Governance Report, issued by the Stock Exchange of Thailand, Thaicom was rated "excellent", or 5 stars CG for sixth consecutive years (2013-2018).
- Thaicom received the ASEAN Corporate Governance Awards for the Top 50 ASEAN publicly listed companies category for two consecutive years.
- In 2018, Thaicom has been listed as Thailand Sustainability Investment (THSI) shares list based on SET's annual sustainability assessment. This recognition awarded to Thaicom for four consecutive years.
- Thaicom has been certified as the member of Thailand's Private Sector Collective Action against Corruption (CAC) for second term after the first certification in 2015.

The above awards and certificates that Thaicom has received reflected the Company's long-term and strong commitment to operating the Company under the principle of the good corporate governance, which creates confidence in effective management of the Company among shareholders, investors and all stakeholders. The Company will adhere and maintain our good practice in corporate governance to support our stable and sustainable growth.

On behalf of the Corporate Governance and Nomination Committee,



(Professor Samrieng Mekkiengkrai)

Chairman of the Governance and Nomination Committee