
Compensation Committee Report for 2019

To: Shareholders of Thaicom Public Company Limited

The Compensation Committee is still composed of 3 members. Mrs. Charintorn Vongspootorn chairs the committee, while Professor Samrieng Mekkiengkrai and Mr. Anek Pana-Apichon serve as members. Ms. Yupapan Panclurbthong, the Company Secretary, serves as the secretary of the committee.

The Compensation Committee has performed its duties as stipulated in its charter and as assigned by the Board of Directors by carry out their duties with diligently and independently for benefit of the Company and Shareholders.

During the year 2019, the Committee held a total of 5 meetings, which their significant activities have been summarized below:-

- The policy on compensation of directors of 2019 was considered, and the Committee approved maintaining the existing policy with the same provisions which consist of monthly remuneration, meeting allowances, annual remuneration, per diem allowances, life insurance and an annual health insurance which in line with Group Policy.
- The budget for director compensation in 2019 was set at 22 million baht, which same as last year. The Committee has carefully considered the directors' remuneration and concluded it is equitable with the market and industry standards, and commensurate with each member's responsibility and performance, which it should also be able to retain the qualified directors in the Company.
- Compensation provided to directors in 2019 was reviewed. In 2019, the director compensation of all types, total at 14,208,167 Baht which did not exceed the amount approved by the shareholders at annual general shareholders' meeting.
- The results of the Chief Executive Officer and high-level Executive's performances and evaluations were reviewed and used to set for their annual salary increase and bonus.
- The Committee also considered on the Company's annual merit-based and annual salary increases.
- Reviewed and consented on the result of Performance Share Plan Grant 4, and proposed for the Board of Directors' consideration and approval.
- Reviewed and consented on the Economic Value (EV) Achievement and annual EV Bonus payment, and proposed for the Board of Directors' consideration and approval.

- Determined the KPI 2019 for Chief Executive Officer and high-level Executive and proposed for the Board of Directors' consideration and approval, as well as followed-up their performances accordingly.
- The Compensation Committee's charter was reviewed and found to be appropriated and aligned with the committee's performance of its duties as well as with relevant policies and procedures.
- The Committee conducted its self-assessment and performance, which agreed that the Committee had performed its duties completely with a continuity operating in effective manner and a suitable structure and composition.

On behalf of the Compensation Committee,

-Signed-

(Mrs. Charintorn Vongspootorn)

Chairman of the Compensation Committee