

## Governance and Nomination Committee Report for 2019

To: Shareholders of Thaicom Public Company Limited

The Governance and Nomination Committee is still composed of 3 members i.e. Professor Samrieng Mekkiengkrai chairs 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 Governance and Nomination Committee has performed its duties as stipulated in its Charter and as assigned by the Board of Directors to carry out their duties with diligence and independence for benefit of the Company and Shareholders.

The main responsibility of the Governance and Nomination Committee is to develop and oversee the Company to ensure that it operates according to good governance principles so that it can grow sustainably. The Committee also seeks out and considers qualified candidates for positions as directors of the Company. In 2019, the Governance and Nomination Committee had a total of 4 meetings, the significant results of which are summarized below.

### 1. Nomination

- The 3 directors were considered and set to retire by rotation namely Mr. Prasert Bunsumpun, Mrs. Patareeya Benjapolchai, and Mr. Somprasong Boonyachai.

To which, those 3 directors were considered for reappointment. The Committee's recommendation for these reappointments will be presented for approval to the Board of Directors and the Annual General Meeting of Shareholders.

- Consideration on the appointment of new director from the Ministry of Digital Economy and Society, which was Mr. Phuwieng Prakhammintara to replace the previous director who resigned, which the Board of Directors approved the appointment effective from 2 April 2019.
- The succession planning were considered and reviewed for Chief Executive Officer, and high-level executives, beginning with senior executives who report directly to the Chief Executive Officer, to ensure business continuity and successor readiness in the event that a high-level executive retires or is otherwise unable to perform their duties.
- The structure of the Executive of Executives Committee were reviewed, and recommended to add more satellite technical expert to assist the Executive Committee, by nominated Mr. Paiboon Panuwattanawong be appointed as the Executive Committee Member in replacement of Mr. Patompob Suwansiri, which the Board of Directors approved the appointment effective from 1 April 2019



- The structure of the Board of Directors, as well as directors serving as representatives on the boards of subsidiary companies, was reviewed to ensure that 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.
- The Board Skills Matrix was reviewed to ensure gender, age, and diversity of knowledge and expertise are covered so that the Board Skills Matrix may be used to select qualified director candidates and to identify necessary skills which may be lacking on the Board.
- The Committee provided an orientation program for a new director to gain a thorough understanding of the Company's management, business, and governance practice through a series of detailed briefing by the Company Secretary and the Company's executives. In 2019, there was 1 orientation program for a new director i.e. Mr. Phuiwieng Prakhammintara on 8 May 2019.

## 2. Governance

- The Corporate Governance policy was reviewed, and the policy is still up-to-date, and reflected the Company's operation, as well as aligned with CGR Checklist and principle of CG Code.

Additionally, the Company has promoted further adherence to good governance within the Company to all employees for their understandings and application of Company rules and policies.

- The Governance and Nomination 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.

In 2019, the Company was also recognized through the following honors for consistently making corporate governance a priority:

- For 2019 of CG Report on listed companies conducted by the Stock Exchange of Thailand, Thaicom received a score of "excellent", or 5 stars CG for seventh consecutive years (2013-2019).
- Thaicom has been selected for the 2019 Thailand Sustainability Investment (THSI) list based on SET's annual sustainability assessment. This recognition awarded to Thaicom for the fifth consecutive years.

Those awards reflect the Company's strong commitment to enhance the Company's operation under the principle of the good corporate governance with effectiveness and transparency. Moreover, the Company will adhere and maintain our good governance practices for the benefits of all stakeholders along with our sustainability's growth.

On behalf of the Governance and Nomination Committee,

**-Signed-**

(Professor Samrieng Mekkiengkrai)

Chairman of the Governance and Nomination Committee