

8. Report on the significant activities on corporate governance

8.1 Summary of the Board of Director's Performance during 2021

The Board of Directors (Board) is responsible for governing the Company's operations in accordance with the provisions of the law, Article of Association, and resolutions of the Shareholders' Meeting. The key roles of the Board are to set the Company's strategic direction and to ensure good standards of the Company's operation in accordance with good corporate governance and code of conduct.

The Board has also assigned each sub-committee to help review on delegated matters under their scope of duties and responsibilities in accordance with its charter that was approved by the Board. As at 29 October 2021 onwards there were 2 Sub-Committees that directly report to the Board:

- 1) Audit and Risk Committee
- 2) Nomination and Compensation Committee

(The details of the performance of each Sub-Committee for 2021 and its charter, can be found in attachment no. 5).

Moreover, there are 3 Committees of Management that are responsible in consideration of other matters as follows:

- 1) Management Committee: Report to the Board of Directors.
- 2) Risk Management Committee: Report to the Audit and Risk Committee.
- 3) Sustainable Development Committee: Report to the Management Committee.

Besides, the Board has delegated responsibility for managing the Company's day-to-day business and operations to the Management through the Chief Executive Officer within the limits set out in an Approval Authority.

The followings are the summary of significant tasks that have been undertaken by the Board during 2021:

- Considered and approved the Company's strategic plan and key performance indicators (KPIs), and budget for the year 2021.
- Considered and approved the annual Company's financial statements and operating results.
- Considered and approved the Report on the Board's responsibility for Financial Reporting.
- Considered and approved the disclosure of information of Forms 56-1 and One report/ Annual report.
- Considered the Company's risk management report and internal control evaluation results.
- Considered the annual dividend payment.
- Reviewed the structure and composition of the Board of Directors and Sub-Committees.
- Considered the selection and appointment of directors. Considered the Board's remuneration policy and budget for the year 2021.
- Considered the appointment of the Company's external auditor and fixed the audit fee of the year 2021.
- Called the Annual General Meeting of Shareholders for 2021.
- Considered and followed-up the pending litigations and regulatory issues of the Company.

8.1.1 The Directors' Selection, Development and Evaluation

The Selection of Directors and high-level Executives

1) The Selection of Directors

The Board of Directors has appointed the Nomination and Compensation Committee, to select and screen the nominees for selection and appointment to positions on the Board under the Company's director selection policy. In the selection stage, appropriate ratio, number, and diversity of Board members are considered in a variety of areas, including skills and specific expertise needed and alignment with the Company's strategic directions. Board members should be prepared to dedicate their time to fully performing their role on the Board, and not possess any characteristics which would disqualify them under the law, as well as good corporate governance for listed companies, the selection's criteria and procedures are as follows:

1.1 Selection criteria – the Nomination and Compensation Committee can use the Board Skill Matrix in order to nominate qualified people for the post of director based on their qualifications and by considering other skills they may possess which may be lacking on the Board and are aligned with the Company's strategic directions.

1.2 Selection procedures – Candidates for director may be selected via the following methods:

- Directors may propose a candidate.
- Minority shareholders may be allowed to propose a qualified person through the Company's website prior to the AGM pursuant to the rules specified by the Company.

On 15 January 2021, the Company notified the Stock Exchange of Thailand (SET) that at the expiration of the period for proposing directors by minority shareholders, no proposals had been received from shareholders.

- An external professional search firm may be used to pre-select qualified candidates.
- The Company Secretary will present the list of qualified candidates per the qualifications identified by the Securities and Exchange Commission, the Stock Exchange of Thailand (SET), and the Thai Institute of Directors (IOD) Chartered Directors guidelines.

1.3 Selection – the Nomination and Compensation Committee will assess the initial qualifications of the nominated applicants and select the ones considered appropriate.

1.4 Appointment – the Nomination and Compensation Committee will propose a list of qualified candidates to the Board of Directors' meeting for concurrence before presenting the list in the shareholder meeting for a vote on each individual in case of appointing new directors in place of directors whose terms have expired.

If a Board seat is vacant because of reasons other than term expiration, the matter of re-appointment should be proposed in the Board of Directors' meeting.

Director selection must follow the rules and regulations specified in the Articles of Association of the Company as follows:

1. According to the Articles of Association, the term of one third of the directors shall end at every Annual General Meeting of Shareholders. The longest serving directors shall be due first, and may be re-elected to resume duty.
2. At the Annual General Meeting of Shareholders, directors should be chosen in the following method:
 - 2.1 Each shareholder shall have a number of votes equal to the number of shares held.

- 2.2 Each shareholder may exercise all the votes he/she has under item 2.1 to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may not allocate his/her votes in different numbers to different persons.
- 2.3 The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the directorships are filled. When there is a tie in the votes cast for candidates in descending order, which would otherwise cause the number of directors to exceed the limit, the Chairman is entitled to cast the deciding vote.
3. In case of vacancy or vacancies due to other reasons, the Board of Directors, by a vote in which three-fourths of its members agree, shall elect someone who has the prerequisite qualifications and is not subject to prohibited conditions according to clause 68 of the Public Companies Act, B.E. 2535 (1992). The Board of Directors can thereby appoint him/her as a director in the next Meeting. An exception is the case of a term with less than 2 months remaining, where the term of the newly appointed director shall expire at the same time as the preceding director.

The Independent Directors and Directors shall hold the following qualifications

1) The Independent Directors

Independent directors shall have all the qualifications stipulated by the Capital Market Supervisory Board. Independent directors have a duty to protect the interests of every shareholder in a fair and impartial manner in order to avoid any conflicts of interest that may arise. They shall be able to attend board meetings and independently express their comments and opinions.

The Independent Directors shall hold the following qualifications:

- (1) Holds no more than 0.1% of total voting stocks of the Company, its parent company, its subsidiaries, its associated companies, major shareholder or controlling persons who may have conflicts of interest, including stocks held by connected persons of the independent director;
- (2) Is not or has never been an executive director, employee, staff, advisor who receives salary of a controlling person of the Company, its parent company, its subsidiaries, its associated companies, same-level subsidiaries, a major shareholder or controlling persons who may have conflicts of interest unless the foregoing status has ended for more than 2 years before the date of appointment as independent director. The above restrictions do not apply to the appointment of an independent director who was a Government official or civil servant or consultant to a Government entity which was a major shareholder in the Company or which had a control over the Company;
- (3) Is not a person related by blood or legal registration, such as father, mother, spouse, sibling and child, including spouse of the children, management, major shareholders, controlling persons, or persons to be nominated as management or controlling person of the Company or its subsidiaries;
- (4) Does not have or has not had a business relationship with the Company, its parent company, its subsidiaries, its associated companies or controlling persons who may have conflicts of interest, in a manner that may interfere with his independent judgment, or is not or has never been a major shareholder or controlling persons of any person having business relationship with the Company, its parent company, its subsidiaries, its associated companies a major shareholder or controlling persons who may have conflicts of interest

unless the foregoing relationship has ended for more than 2 years prior to appointment as independent director;

The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the applicant or his counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the applicant or 20 million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of Capital Market Supervisory Board concerning Rules on Connected Transactions. The combination of such indebtedness shall include indebtedness taking place during the course of 1 year prior to the date on which the business relationship with the person commences;

- (5) Is not or has never been an auditor of the Company, its parent company, its subsidiaries or its associated companies who may have conflicts of interest and is not a major shareholder, or partner of an audit firm which employs auditors of the Company, its parent company, its subsidiaries, its associated companies, a major shareholder or controlling persons who may have conflicts of interest unless the foregoing relationship has ended for more than 2 years prior to appointment as independent director;
- (6) Is not or has never been any professional advisor including legal or financial advisor who receives an annual service fee exceeding 2 million Baht from the Company, its parent company, its subsidiaries, its associated companies, a major shareholder or controlling persons who may have conflicts of interest, and is not a major shareholder, controlling persons or partner of the professional advisor unless the foregoing relationship has ended for more than 2 years appointment as independent director;
- (7) Does not represent the Company's or its major shareholder's board member or a shareholder who is related to the Company's major shareholder;
- (8) Is not an entrepreneur in any business similar to or materially competing with the Company or its subsidiaries or not being the material partner in partnership, executive director, employee, staff, advisor who receives salary or holds more than 1% of total voting stocks of the company similar to or materially competing with the Company or its subsidiaries;
- (9) Has no characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business.

After appointment as a director in accordance with the above 9 qualifications, independent directors may be tasked by the Company's Board to make collective decisions on the activities of the Company, its subsidiaries or associated companies, its major shareholder or other controlling interest of the Company through a collective decision process.

The Company may appoint a person who has or used to have business affair or professional service exceeding the amount specified in item 4 or 6 as Independent Director if through careful consideration, the Board agrees that an appointment of such person has no effect on performing duty and expressing independent opinion. This information shall be disclosed in an invitation letter of AGM in the agenda of appointment of Independent Director.

- a. Characteristics of the person's business affairs or professional services which might cause the disqualification of such a person
- b. Reason and necessity for maintaining or appointing such person as Independent Director.
- c. Opinion of the Board on nominating such person as Independent Director.

2) Qualification of Directors

- (1) The Company's directors must hold qualifications and shall not have the prohibited characteristics pursuant to laws on public limited companies.
- (2) The Company's directors shall not have characteristics indicating a lack of appropriateness in respect to trustworthiness in managing a business whose shares are held by public shareholders' pursuant to laws on securities and exchange.
- (3) The directors must have knowledge, ability, experience, and management expertise, including demonstrated capability, integrity, and ethical business practices.
- (4) The directors must have adequate time and devote their knowledge and abilities to performing duties for the Company.

New Director's Nomination

At end of October 2021, the Company had nominated and appointed 7 new directors i.e. Mr. Somprasong Boonyachai, Mr. Boonchai Thirati, Mr. Suporn Luckmunkong, ACM. Maanat Wongwat, Dr. Poramete Vimolsiri, Mr. Somchai Jinnovart and Asst. Prof. Dr. Pareena Srivanit, in which those were appointed as Directors and Independent Directors in the replacement of Directors who resigned.

Re-Appointment of Directors.

In deliberation and appointment of directors who retired by rotation that proposed at the Annual General Meeting of Shareholders, the Nomination and Compensation Committee considered relevant factors such as the performance, attendance, business continuity and their expertise that are aligned with the Company's strategic directions.

3) Management Nomination and Succession Plan

- (1) A succession plan for the Company's Chief Executive Officer (CEO) and senior executives must be developed in order to maintain the confidence of shareholders and other stakeholders and allow business operations to continue without interruption when these positions become vacant.
- (2) The Nomination and Compensation Committee is responsible for considering the succession plan and nominating candidates of the CEO and senior management who report directly to the CEO. The succession plan must be reviewed on an annual basis and an updated version submitted to the Board. As well as to consider the qualified candidate to be CEO in regarding vacancy position for the Board of Directors' consideration as well as to consider and determine the criteria on succession planning of high level executives (C Level) that report directly to CEO, and further propose for the Board's consideration at least once a year.

4) Knowledge Development of Board of Directors and Management

As of 31 October 2021, directors and executives applied for and participated in the following courses and seminars:

Directors / Executives	Courses/Seminar
1. Mr. Somprasong Boonyachai Chairman (Independent Director), and Member of the Nomination and Compensation Committee	- Intouch's Board Seminar 2021: Cyber security the Future of Cyber Risk & New Space Economy: The New Frontier of Opportunities
2. Mr. Boonchai Thirati Vice Chairman, and Member of the Nomination and Compensation Committee	- Intouch's Board Seminar 2021: Cyber security the Future of Cyber Risk & New Space Economy: The New Frontier of Opportunities
3. Dr. Porametee Vimolsiri Independent Director, and Chairman of the Audit and Risk Committee	- Intouch's Board Seminar 2021: Cyber security the Future of Cyber Risk & New Space Economy: The New Frontier of Opportunities
4. Mr. Somchai Jinnovart Independent Director, and Member of the Audit and Risk Committee	- Intouch's Board Seminar 2021: Cyber security the Future of Cyber Risk & New Space Economy: The New Frontier of Opportunities
5. Asst. Prof. Dr. Pareena Srivanit Independent Director, and Member of the Audit and Risk Committee	- Intouch's Board Seminar 2021: Cyber security the Future of Cyber Risk & New Space Economy: The New Frontier of Opportunities
6. Mr. Suporn Luckmunkong Director	- Intouch's Board Seminar 2021: Cyber security the Future of Cyber Risk & New Space Economy: The New Frontier of Opportunities
7. Mr. Kim Siritaweechai Director	- Intouch's Board Seminar 2021: Cyber security the Future of Cyber Risk & New Space Economy: The New Frontier of Opportunities
8. Mr. Anant Kaewruamvongs Director, Member of the Executive Committee and Chief Executive Officer	- Intouch's Board Seminar 2021: Cyber security the Future of Cyber Risk & New Space Economy: The New Frontier of Opportunities
9. Mr. Patompob Suwansiri Deputy Chief Executive Officer and Chief Commercial Officer	- Intouch's Board Seminar 2021: Cyber security the Future of Cyber Risk & New Space Economy: The New Frontier of Opportunities
10. Mr. Anuwat Sanguansappayakorn Chief Financial Officer	- Intouch's Board Seminar 2021: Cyber security the Future of Cyber Risk & New Space Economy: The New Frontier of Opportunities
11. Dr. Sakon Kittivatcharapong Head of Marketing & Business Development Department	- Intouch's Board Seminar 2021: Cyber security the Future of Cyber Risk & New Space Economy: The New Frontier of Opportunities
12. Mr. Ekachai Phakdurong Head of Regulatory Affairs Department	- Intouch's Board Seminar 2021: Cyber security the Future of Cyber Risk & New Space Economy: The New Frontier of Opportunities

13. Mr. Salil Charuchinda Head of Legal and Compliance Department	- Intouch's Board Seminar 2021: Cyber security the Future of Cyber Risk & New Space Economy: The New Frontier of Opportunities
14. Mrs. Pannee Nivasnanda Head of Finance Department	- Intouch's Board Seminar 2021: Cyber security the Future of Cyber Risk & New Space Economy: The New Frontier of Opportunities

5) Evaluation of the Board of Directors

At end October 2021, there was a restructuring of Thaicom Board of Directors and its Sub-Committees, as well as appointment of the new directors. The Company therefore considered not to proceed on the Directors' evaluations since the new directors have just been in charge for a short period, so that their performances might not reflect with all topics and its results in the evaluation forms. However, the Company still adhere the same criteria in evaluating as follows:

Type of Committee and Type of Evaluation Form
Board of Directors
<u><i>Entire board evaluation</i></u> Criteria of the evaluation consist of 7 topics (1) Board Policy (2) Structure and Characteristics of Board (3) Role and Responsibilities of the board (4) Board meeting preparation and procedure (5) The board's performance of duties (6) Relationship with management (7) Self-development of Directors and Executives Development
<u><i>Individual self-evaluation</i></u> Criteria of the evaluation consist of 5 topics (1) Background of the Board's Duty (2) The Organization Knowledge (3) The Boards' Meeting (4) Relationship with Director and Executive (5) Individual Personal Performance as a Board Member
Audit and Risk Committee
<u><i>Entire committee evaluation</i></u> Criteria of the evaluation consist of 2 topics (1) Role of the Audit and Risk Committee (2) Duty of the Audit and Risk Committee with consists of (2.1) To review company's financial report (2.2) To review Internal Control and independent of Corporate Audit Department (2.3) To review rules and regulations of the company (2.4) To consider, select and nominate an independent person to be auditor of the company (2.5) To consider connected transaction or conflict of interest accordance with rules and regulations (2.6) Disclose audit and risk committee report in annual report.
<u><i>Individual self-evaluation</i></u> Criteria of the evaluation consist of 3 topics (1) Committee structure and qualifications with consists of (1.1) Knowledge and experience of a member is fit with business (1.2) knowledge and experience are appropriate to the assigned duties and responsibilities (2) The committee meeting with consists of (2.1) A member prepares and studies information prior to the meeting (2.2) Opinions of a member are useful for the business (2.3) Particular member does not attend the meeting and abstains from voting on a particular agenda in which he or she has a conflict of interest (2.4) Chairman or an assigned person can conduct efficient meetings (3) Roles, duties and responsibilities of the Committee with consists of (3.1) A member complies with related rules, laws and charter, and performs his duty well (3.2) A member devotes time for his duties (3.3) A member does not intervene the normal operation carried out by management team (3.4) A member properly supervises and monitors management's operation (3.5) A member is enthusiastic about continuous development

Type of Committee and Type of Evaluation Form
Nomination and Compensation Committee
<p><u>Entire committee evaluation</u></p> <p>Criteria of the evaluation consist of 5 topics (1) Preparation of the Nomination and Compensation Committee (2) Policy Determination and Consideration of Procedure (3) Monitoring and Evaluation (4) The Meeting of the Nomination and Compensation Committee (5) Roles and Responsibilities of the Nomination and Compensation Committee</p>
<p><u>Individual self-evaluation</u></p> <p>Criteria of the evaluation consist of 10 topics (1) Overall performance of the Nomination and Compensation Committee (2) Understanding of the Committee's roles and responsibilities as specified in the charter (3) Clearly defined in the Committee's role and responsibilities (4) Have a good working relationship with other Committee members (5) Have an appropriate procedure in selecting, nominating and appointing directors and top executives, as well as considering the compensation for directors and top executives that align with the Company's performance and same industry group (6) Allocate sufficient time in considering the procedure and related criteria on Compensation matters (7) Allocate sufficient time in solving-problem, in case the matter is not in line with the criteria (8) Study and prepare for the meeting in advance (9) Each member can express their opinion freely</p>
Management Committee
<p><u>Entire committee evaluation</u></p> <p>Criteria of the evaluation consist of 4 topics (1) Composition and qualification of the Management Committee (2) Meeting arrangement (3) Roles, duties and responsibilities (4) Knowledge and skill in specialized analysis</p>
<p><u>Individual self-evaluation</u></p> <p>Criteria of the evaluation consist of 13 topics (1) Overall satisfaction of the performance of the Management Committee (2) Satisfaction with the Management Committee's management of problems (3) Understanding of the Committee's roles duties and responsibilities as specified in the charter (4) Understanding the Company's Strategy (5) Have a good relationship with other Committee members (6) Clearly defined of the Committee's role and responsibilities (7) The Performance Assessment of the Committee has an appropriated procedure (8) Spend sufficient time on considering the policy and direction of the Company appropriately (9) Spend sufficient time on considering the Company's operational appropriately (10) Study and prepare for the meeting in advance (11) Independently to express opinion freely (12) Impartial to express opinion (13) Chairman has given the opportunity and encourage all member to express opinion independently</p>
Risk Management Committee
<p><u>Entire committee evaluation</u></p> <p>Criteria of the evaluation consist of 4 topics (1) Composition and Quality (2) Understanding the business and associated risks (3) Process and Procedure (4) Monitoring Activities</p>
<p><u>Individual self-evaluation</u></p> <p>Criteria of the evaluation consist of 12 topics (1) Overall satisfaction of the performance (2) Satisfaction as to the process of problem-solving (3) Understanding of the Committee's roles and duties as specified in the RMC charter (4) Understanding of the Company's Enterprise Risk Management Policy (5) Relationship among the Committee members (6) Clearly defined Committee's role and responsibilities (7) Appropriate performance evaluation process (8) Sufficient time for considering the risk assessment of the company, (9) Sufficient time on considering the company's risk management and risk treatment, (10) Sufficient time for problem-solving when implementation</p>

Type of Committee and Type of Evaluation Form
is not in line with the direction, (11) Preparation before the meeting (12) Independence in opinion sharing in the meeting.
Sustainable Development Committee
<u><i>Entire committee evaluation</i></u> Criteria of the evaluation consist of 6 topics (1) Preparation of the Sustainable Development Committee (2) Determination and Consideration of the Company's Strategy (3) Risk Management (4) Sustainable Development Framework (5) The Meeting of the Sustainable Development Committee (6) Roles Duties and Responsibilities of the Chairman of the Sustainable Development Committee
<u><i>Individual self-evaluation</i></u> Criteria of the evaluation consist of 14 topics (1) Overall satisfaction of the performance (2) Satisfaction the process of problem-solving (3) Understanding of the Committee's roles duties and responsibilities as specified in the charter (4) Understanding of the Sustainable Development strategy (5) Relationship among the Committee (6) Clearly defined of the Committee's role and responsibilities (7) Appropriate for the criteria of performance evaluation (8) Spend sufficient time on considering the policy and direction of the company's sustainable development appropriately (9) Spend sufficient time on considering the sustainable development report and other performance results appropriately (10) Spend sufficient time on considering in direction of problem-solving if undefined with determined direction appropriately (11) Preparation before the meeting (12) Independently to express opinion freely (13) Independently to express opinion without bias (14) Chairman has given the opportunity and encourage all member to express opinion independently

6) Evaluation of Chief Executive Officer

The Board, excluding executive directors or members of the Compensation Committee, should assess the performance of the Chief Executive Officer annually in keeping with pre-agreed standards and performance criteria covering the Company's financial performance as well as other strategic objectives.

The evaluation criteria are divided into 7 parts:

- Part 1 Evaluation of Leadership Competency
- Part 2 Evaluation of Financial Management
- Part 3 Evaluation of Skills and Attitudes
- Part 4 Evaluation of successful completion of important tasks over a period of time longer than the last 12 months
- Part 5 Evaluation of decision making on significant matters in the last twelve months.
- Part 6 Evaluation of preparation to meet significant new challenges in the future.
- Part 7 Evaluation of any other related criteria.

The results of the evaluation will be used to formulate a compensation package for the CEO for the following year.

8.1.2 The Board of Directors' Attendance and Remuneration

1) The Board of Directors' Attendance

All of the Company's Board of Directors has devoted sufficient time to attend the Board and sub-committees' meetings, as well as were present at the Annual General Meeting of Shareholders for 2021. The Meeting attendance of the Directors as of 31 December 2021 is specified in the table below:

Name	Position	Attendance of Meeting/Total of Meetings (Times)			
		AGM 2021 on 26 Mar 2021	Board Meeting	Audit and Risk Committee	Nomination and Compensation Committee
1. Mr. Somprasong Boonyachai ⁽¹⁾	Chairman (Independent Director) Member of the Nomination and Compensation Committee	✓	17/17 ⁽¹⁾		1/1 ⁽¹⁾
2. Mr. Boonchai Thirati ⁽²⁾	Vice Chairman, and Member of the Nomination and Compensation Committee		5/5 ⁽²⁾		1/1 ⁽²⁾
3. ACM. Maanat Wongwat ⁽³⁾	Independent Director, and Chairman of the Nomination and Compensation Committee		3/3 ⁽³⁾		1/1 ⁽³⁾
4. Dr. Porametee Vimolsiri ⁽⁴⁾	Independent Director, and Chairman of the Audit and Risk Committee		3/3 ⁽⁴⁾	2/2 ⁽⁴⁾	
5. Mr. Somchai Jinnovart ⁽⁵⁾	Independent Director, and Member of the Audit and Risk Committee		3/3 ⁽⁵⁾	2/2 ⁽⁵⁾	
6. Asst. Prof. Dr. Pareena Srivanit ⁽⁶⁾	Independent Director, and Member of the Audit and Risk Committee		3/3 ⁽⁶⁾	2/2 ⁽⁶⁾	
7. Mr. Suporn Luckmunkong ⁽⁷⁾	Director		5/5 ⁽⁷⁾		
8. Mr. Kim Siritaweechai ⁽⁸⁾	Director		1/1 ⁽⁸⁾		
9. Mr. Anant Kaewruamvongs	Director and Chief Executive Officer	✓	17/17		

Remarks

(1) Mr. Somprasong Boonyachai was appointed as Chairman and Independent Director, effective 21 October 2021, according to the resolution of the Extra-Ordinary Board of Directors Meeting No. 12/2021 held on 21 October 2021, and was appointed as Member of the Nomination and Compensation Committee, effective 29 October 2021, according to the resolution of the Board of Directors Meeting No. 14/2021 held on 29 October 2021.

(2) Mr. Boonchai Thirati was appointed as Vice Chairman, effective 21 October 2021, according to the resolution of the Extra-Ordinary Board of Directors Meeting No.12/2021 held on 21 October 2021, and was appointed as Member of the Nomination and Compensation Committee, effective 29 October 2021, according to the resolution of the Board of Directors Meeting No. 14/2021 held on 29 October 2021.

- (3) ACM. Maanat Wongwat was appointed as Independent Director and Chairman of the Nomination and Compensation Committee, effective 29 October 2021, according to the resolution of the Board of Directors Meeting No. 14/2021 held on 29 October 2021.
- (4) Dr. Poramatee Vimolsiri was appointed as Independent Director and Chairman of the Audit and Risk Committee, effective 29 October 2021, according to the resolution of the Board of Directors Meeting No. 14/2021 held on 29 October 2021.
- (5) Mr. Somchai Jinnovart was appointed as Independent Director and Member of the Audit and Risk Committee, effective 29 October 2021, according to the resolution of the Board of Directors Meeting No. 14/2021 held on 29 October 2021.
- (6) Asst. Prof. Dr. Pareena Srivanit was appointed as Independent Director and Member of the Audit and Risk Committee, effective 29 October 2021, according to the resolution of the Board of Directors Meeting No. 14/2021 held on 29 October 2021.
- (7) Mr. Suporn Luckmunkong was appointed as Director, effective from 21 October 2021, according to the resolution of the Extra-Ordinary Board of Directors Meeting No. 12/2021 held on 21 October 2021.
- (8) Mr. Kim Siritaweechai was appointed as Director, effective 13 December 2021, according to the resolution of the Board of Directors Meeting No. 17/2021 held on 13 December 2021.

2) Remuneration of Directors

2.1 Remuneration's criteria

The Company established a remuneration scheme for Directors based on their duties, responsibilities and performance. The Chairman of the Board of Directors and Chairman of the Audit and Risk Committee have received additional compensation according to their duties and responsibilities. The compensation is compared with directors' compensation at other listed companies of similar type and size. The level of compensation shall be set to motivate and retain quality directors on the Company's Board. The directors of the Company shall be entitled to receive remuneration, such as monthly allowance, meeting allowance, per diem allowance while traveling for the Company's business, and bonuses, in which the remuneration and budget shall be approved at the shareholders meeting.

At the 2021 Annual General Meeting of Shareholders, held on 26 March 2021, the shareholders approved total remuneration for the Board of Directors and sub-committees in an amount not exceeding 20 million Baht. The policy of monetary remuneration for the Chairman, Independent Directors, and Non-Executive Directors includes monthly allowances, meeting allowances, and bonuses as follows:

Position	Monetary Remuneration for 2021 (Baht)		
	Monthly Allowance	Meeting Allowance (per meeting)	Annual Remuneration
Board of Directors			
Chairman	250,000	✘	✓
Director	50,000	25,000	✓
Audit and Risk Committee			
Chairman	25,000	25,000	✓
Member	✘	25,000	✓
Other Sub-Committees			
Chairman	10,000	25,000	✓
Member	✘	25,000	✓

Remarks

- (1) The Chairman of the Board of Directors is not entitled to receive an allowance for Board of Directors or sub-committee meetings and also is not entitled to receive a monthly allowance for duties as Chairman of any sub-committees.
- (2) The Chairman of the Board of Directors has received other benefits which include an office car with driver. (Under the Company's responsibility, not included in the approved budget by the shareholders.)
- (3) Directors who are executives of the Company are not entitled to receive any allowance for their duties as Director.
- (4) Each member of the Board is eligible for a per diem allowance while traveling for the Company's business, at the rate determined by the Company.
- (5) Directors shall receive life insurance and an annual health insurance (Under the Company's responsibility, not included in the approved budget by the shareholders.)
- (6) Directors who are staff or hold executive management position within the Company or its controlling shareholders or representatives of major shareholders (who holds total company shares more than 10%) are not eligible for any remuneration (retainer, meeting allowance and bonus) as members of the Board.

For 2021, the total monetary remuneration consisting of monthly allowances, meeting allowances, annual remuneration and other benefits for the Chairman, Independent Directors and Non-Executive Directors totaled 13,550,096 Baht. However, Directors who are staff or hold executive management position within the Company or its controlling shareholders or representatives of major shareholders (who holds total company shares more than 10%) are not eligible for any remuneration (retainer, meeting allowance and bonus) as members of the Board. The table below summarizes payments made to each individual as of 31 December 2021:

(Unit = Baht)

Directors	Total of Monthly Retainer and Meeting Allowances for 2021	Bonus	Total Remuneration
1. Mr. Somprasong Boonyachai ⁽¹⁾	1,575,000	420,075	1,995,075
2. ACM. Maanat Wongwat(2)	226,000	82,548	308,548
3. Dr. Poramettee Vimolsiri(3)	282,500	114,607	397,107
4. Mr. Somchai Jinnovart(4)	230,000	82,548	312,548
5. Asst. Prof. Dr. Pareena Srivanit(5)	230,000	82,548	312,548
6. Mr. Prasert Bunsumpun(6)	2,416,668	695,957	3,112,624
7. Mr. Winid Silamongkol(7)	1,500,000	392,643	1,892,643
8. Mrs. Patareeya Benjapolchai(7)	1,250,000	244,952	1,494,952
9. Mr. Teeranun Srihong(7)	1,375,000	119,952	1,494,952
10. Dr. Phuwieng Prakhammintara(8)	691,667	370,587	1,062,254
11. Mr. Kwek Buck Chye(9)	293,333	63,551	356,884
12. Mr. Willy Chow(10)	710,000	99,961	809,961
Total	10,780,167	2,769,929	13,550,096

Remarks

- (1) Mr. Somprasong Boonyachai was appointed as Chairman and Independent Director, effective 21 October 2021, according to the resolution of the Extra-Ordinary Board of Directors Meeting No. 12/2021 held on 21 October 2021, and was appointed as Member of the Nomination and Compensation Committee, effective from 29 October 2021, according to the resolution of the Board of Directors Meeting No. 14/2021 held on 29 October 2021.
- (2) ACM. Maanat Wongwat was appointed as Independent Director and Chairman of the Nomination and Compensation Committee, effective 29 October 2021, according to the resolution of the Board of Directors Meeting No. 14/2021 held on 29 October 2021.
- (3) Dr. Poramtee Vimolsiri was appointed as Independent Director and Chairman of the Audit and Risk Committee, effective 29 October 2021, according to the resolution of the Board of Directors Meeting No. 14/2021 held on 29 October 2021.
- (4) Mr. Somchai Jinnovart was appointed as Independent Director and Member of the Audit and Risk Committee, effective 29 October 2021, according to the resolution of the Board of Directors Meeting No. 14/2021 held on 29 October 2021.
- (5) Asst. Prof. Dr. Pareena Srivanit was appointed as Independent Director and Member of the Audit and Risk Committee, effective 29 October 2021, according to the resolution of the Board of Directors Meeting No. 14/2021 held on 29 October 2021.
- (6) Mr. Prasert Bunsumpun was resigned from Chairman and Independent Director, effective 21 October 2021.
- (7) Mr. Winid Silamongkol, Mrs. Patareeya Benjapolchai and Mr. Teeranun Srihong were resigned from Independent Directors, effective 29 October 2021.
- (8) Dr. Phuwieng Prakhmintara was resigned from Representative Director from the Ministry of Digital Economy and Society (MDES), effective 11 September 2021.
- (9) Mr. Kwek Buck Chye was resigned from Director and Member of Executive Committee, effective 26 March 2021, according to the resolution of the Shareholder's Meeting held on 26 March 2021.
- (10) Mr. Willy Chow was appointed as Director and Member of Executive Committee, according to the resolution of the Board of Directors Meeting No. 5/2021 held on 26 March 2021, and resigned on 29 October 2021.

8.1.3 Corporate Governance Concerning Subsidiaries and Associated Companies

The Board of Directors uses its authority to oversee and manage the Company's subsidiaries and joint venture companies according to the Company's objectives and Articles of Association, as well as in compliance with any resolutions passed at shareholder meetings. This management and oversight are performed through the appointment of executives, or by authorizing a sub-committee or any other persons if necessary, to perform the business operations in compliance with the directions set by the Board of Directors to ensure good corporate governance and maximum benefits for the Company.

The Board of Directors will authorize directors and/or executives to be its representatives in subsidiaries or joint venture companies. The authorization of such persons shall be approved by the Company's Board of Directors. The Board of Directors assigned the Nomination and Compensation Committee to select eligible persons for such positions, and propose them to the Board of Directors for consideration and approval.

The nominated directors and/or executives shall operate and/or oversee the activities as per assigned policy by the Board, including of financial statements, performances, related transactions, and assets' acquisitions of such subsidiaries or joint venture companies, by keeping with the Company's policies and in line with corporate governance, code of conduct, and best practices as outlined by the Securities and Exchange Commission (SEC)

and the Stock Exchange of Thailand (SET), as well as to be aligned with the Company's internal control, relevant criteria, and laws.

8.1.4 Monitoring on the compliance of the Corporate Governance policy and practices

The Company and its Board take into account the rights of all stakeholder groups and consistently abide by corporate governance principles, best practices, and other supporting guidelines, including our Code of Conduct, to ensure equal and proper treatment of all stakeholders. This takes into account, although not exclusively, employees, shareholders, customers, business partners, competitors, creditors, communities in which we operate, society as a whole, and the environment. Furthermore, the Company abides by international human rights principles and anti-corruption guidelines to promote the development of society. In the past years, the Company has been monitoring to ensure good corporate governance principles and practices on the following 4 key points:

1. Conflict of Interests

The Board of Directors realizes that working for the Company can lead to situations whereby personal interests of directors, executives and staff may be in conflict with the Company's interests. Therefore, the Board has considered and approved the Conflict of Interest Policy contained in the Company's Code of Conduct. In accordance to a review by the Internal Audit Department and the Audit and Risk Committee, there were no conflict of interest issues found in the Company.

2. Internal Control Information

The Company is committed to carrying out its business with customers, partners, and shareholders in an ethical manner with integrity and honesty. A Code of Conduct has been developed and issued to all employees to guide corporate behavior at all levels. Disclosure of inside information by employees or management to others or for their own interest or involvement in activities that may lead to conflicts of interest is considered severe misconduct and may subject them to the highest disciplinary action.

The Company prohibits employees and management who work in a department or business unit that has access to inside information from buying or selling the Company's securities for a period of one month prior to the disclosure of financial statements to the public.

The Company also educates directors and management on their duties to report their, as well as their spouse or cohabitees and minor children's, holdings or changes in holdings of the Company's securities to the Securities Exchange Commission (SEC) in accordance with Section 59 of the Securities and Exchange Act B.E. 2535, and the Stock Exchange of Thailand (SET) regulations. Regarding the sharing of supporting data or documents within the group of companies, data rules have been issued to prevent the leak of information. These rules include requesting a letter of confidentiality or non-disclosure agreement, and the prohibition of making photocopies without permission.

In addition, the Company revised its Information Security Management Regulations to be in line with the Information Security Management Regulations of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC), including to build confidence in the Company's business operations among investors, shareholders, business partners and stakeholders. This regulation complied with the ISO 27001 by adapted to the Company's context. In addition, the Company also utilized the Policy Statement on the Security of the Information System in its principles alongside the Information Security Management Regulations. Also, the Company revised its

code of conduct about to use of inside Information and trading of Group's securities to promote compliance with the Company's securities trading policy.

The Company has notified all Board of Directors and Executives on them to filed their securities holding, including those of their spouses or cohabitee and children not yet of age, to SEC Office within 7 days as from date of appointment as director or executive. In case of change in securities holding shall be filed with SEC Office within 3 business days as form the date of purchase, sale, transfer or acceptance of transfer of such securities. In 2020, The Company has notified any designated persons who intend to trade Thaicom Group's Securities must notify the Board of Directors at least one day in advance.

Each quarter, directors and executives of the Company must report the securities holding and changes to the Board of Directors. As of 31 December 2021, the securities holding of the directors and executives are as follows.

Name of Directors	Thaicom Public Company Limited								
	Common share (shares)			Warrant (units) ⁽¹⁾			Debentures (units)		
	31 Dec 20	30 Dec 21	+ / (-)	31 Dec 20	31 Dec 21	+ / (-)	31 Dec 20	31 Dec 21	+ / (-)
Mr. Somprasong Boonyachai ⁽²⁾	-	-	-	-	-	-	-	-	-
Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
Mr. Boonchai Thirati ⁽³⁾	-	-	-	-	-	-	-	-	-
Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
ACM. Maanat Wongwat ⁽⁴⁾	-	-	-	-	-	-	-	-	-
Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
Dr. Porametee Vimolsiri ⁽⁴⁾	-	-	-	-	-	-	-	-	-
Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
Mr. Somchai Jinnovart ⁽⁴⁾	-	-	-	-	-	-	-	-	-
Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
Asst. Prof. Dr. Pareena Srivanit ⁽⁴⁾	-	-	-	-	-	-	-	-	-
Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
Mr. Suporn Luckmunkong ⁽⁵⁾	-	-	-	-	-	-	-	-	-
Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
Mr. Kim Siritaweetchai ⁽⁶⁾	-	-	-	-	-	-	-	-	-
Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
Mr. Anant Kaewruamvongs ⁽¹⁾	-	-	-	-	-	-	-	-	-
Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
Mr. Patompob Suwansiri	13,379	13,379	-	96,738	-	(96,738)	-	-	-
Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
Mr. Anuwat Sanguansappayakorn	-	-	-	-	-	-	-	-	-
Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
Dr. Sakon Kittivatcharapong	8,905	8,905	-	35,019	-	(35,019)	-	-	-
Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
Mr. Ekachai Phakdurong	7,509	7,509	-	38,502	-	(38,502)	-	-	-

Name of Directors	Thaicom Public Company Limited								
	Common share (shares)			Warrant (units) ⁽¹⁾			Debentures (units)		
	31 Dec 20	30 Dec 21	+ / (-)	31 Dec 20	31 Dec 21	+ / (-)	31 Dec 20	31 Dec 21	+ / (-)
Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
Mr. Salil Charuchinda	-	-	-	21,282	-	(21,282)	-	-	-
Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-
Mrs. Pannee Nivasnanda	-	-	-	21,282	-	(21,282)	-	-	-
Spouse /Cohabitee/ Minor child	-	-	-	-	-	-	-	-	-

Remarks

- (1) The Company issued and offered warrants for the purchase of the Company's ordinary shares to directors and employees of the Company and its Subsidiaries, in which the Company has allocated warrants under the aforementioned scheme 4 projects, and this project has already completed in 2021.
- (2) Mr. Somprasong Boonyachai was appointed as Chairman and Independent Director, effective 21 October 2021, according to the resolution of the Extra-Ordinary Board of Directors Meeting No. 12/2021 held on 21 October 2021
- (3) Mr. Boonchai Thirati was appointed as Vice Chairman, effective 21 October 2021, according to the resolution of the Extra-Ordinary Board of Directors Meeting No. 12/2021 held on 21 October 2021
- (4) ACM. Maanat Wongwat, Dr. Porameteer Vimolsiri, Mr. Somchai Jinnovart and Asst. Prof. Dr. Pareena Srivanit were appointed as Independent Directors, effective 29 October 2021, according to the resolution of the Board of Directors Meeting No. 14/2021 held on 29 October 2021.
- (5) Mr. Suporn Luckmunkong was appointed as Director, effective 21 October 2021, according to the resolution of the Extra-Ordinary Board of Directors Meeting No. 12/2021 held on 21 October 2021.
- (6) Mr. Kim Siritawechai was appointed as Director, effective 13 December 2021, according to the resolution of the Board of Directors Meeting No. 17/2021 held on 13 December 2021.

3. Anti-corruption practices

The Company opposes all forms of corruption and complies with all anti-corruption laws in Thailand as well as in any other countries or territories where the Company may have business interests or operations. The Company has an Anti-Corruption Policy and put in place an internal compliance and control program to prevent and monitor corruption risk which all directors, executives, and employees must acknowledge and adhere to strictly. The Company has also outlined activities that encourage and promote all staff to follow the policy.

In 2013, the Company agreed to sign the declaration of Thailand's Private Sector Collective Action Against Corruption ("CAC") with the Thai Institute of Directors (IOD) to realize transparency of business operations and ensure that there are regulatory audits.

Moreover, the Board of Directors meeting on 17 December 2014 called for the submission of a self-evaluation form. The Board of Directors had reviewed the data and participated in the verification of the members of the private sector alliance in an attempt to combat fraud in the fourth quarter of 2014. The Company was certified by the Private Sector Collective Action Coalition Against Corruption Council on 16 January 2015.

In 2017, the Board of Directors' Meeting No. 14/2017 held on 13 December 2017 has considered and approved the re-certification of a member of the Private Sector Collective Action Coalition Against Corruption.

In 2020, the Company opposed all forms of corruption for all employees, by providing training and test through E-Learning to ensure that all employees understand the Anti-Corruption practice under the Company's Code of Conduct and there was no corruption case found.

Recently, in 2021, the Company has recertified as the member of Thailand's Private Sector Collective Action against Corruption (CAC) for third term after received the first certification in year 2015 and recertified of second term in year 2018 .

The Company has disclosed the Anti-Corruption Policy on our website at www.thaicom.net under the section of Corporate Governance > Corporate Governance Policy > Anti-Corruption.

4. Whistleblowing

The Company operates its business with adherence to the principles of corporate accountability, authenticity and transparency so the Company is committed to protecting its business operation and property from the risk arising out of any conduct which violates the code of conduct and any fraud which affects the reputation or the value of the shareholders of the Company. The Board has approved the Company's Whistle-blowing Policy in order to provide the channels for reporting and to encourage directors, executives, employees and stakeholders to report any information on misconduct and/or fraud occurring in the Company. This Policy has set a procedure to manage all complaints and reports of misconduct of fraud, protection of whistle-blower and confidentiality.

Channels for making a complaint or reporting misconduct or fraud

1. If an employee has any cause for concern over matters relating to misconduct or fraud, they must immediately report their concerns to their immediate line manager verbally or in writing. If the line manager ignores or dismisses the concerns raised, the employee must report their concerns to the next level manager.
2. If the employee suspects any Company supervisor or manager is involved in misconduct or fraud, the Employee can report any concerns through the following channels:
 - 2.1 Head of Internal Audit E-mail: headofia@thaicom.net
 - 2.2 Head of Human Resources E-mail: headofhr@thaicom.net
 - 2.3 Ethics Hotline; on the Company's Intranet. Any information is passed directly to the Chairman of the Audit and Risk Committee, the Head of Internal Audit and the Head of Human Resources.
 - 2.4 Chairman of the Audit and Risk Committee or the Board of Directors at the following address:

Thaicom Public Company Limited
349, 28th Floor, SJ Infinite 1 Business Complex, Vibhavadi Rangsit Road,
Chompol, Chatuchak, Bangkok 10900
E-mail: headofac@thaicom.net
3. If an employee suspects a senior manager at the department head-level or above, the Head of Internal Audit, or the Head of Human Resources is involved in misconduct or fraud, the Employee should notify the Chairman of the Audit and Risk Committee or the Chairman of the Board of Directors.
4. Responsible executives noted in Article 1 and 2, upon receiving notification of misconduct or fraud, must report to the Internal Audit Department of the Company with in (seven) 7 working days.

5. For external parties, complaints or reports can be lodged on www.thaicom.net under the section Corporate Governance > Whistle Blowing. Their complaints or reports will be sent directly to any of the following:
 - 5.1 Chairman of Audit and Risk Committee
 - 5.2 Head of Internal Audit
 - 5.3 Head of Human Resources

The Company's response

1. When the Company receives a complaint or report of misconduct or fraud via any channel, the Company must complete the evaluation and verification of the primary information within thirty (30) days from the date of receiving the complaint or report of misconduct or fraud.
 - If finds that the information received indicates that misconduct or fraud has occurred, a request must be submitted to the Ethic Committee and an authorized person to appoint an Investigation Committee.
 - If finds that the information received indicates that misconduct or fraud has not occurred, Internal Audit or the assigned department must be notified that no evidence can be found and the case has been closed.
2. The Investigation Committee must interview each person accused of committing misconduct or fraud along with his or her supervisor and any other related persons, and complete the investigation within forty-five (45) days from the date of appointment. If the investigation cannot be completed within this time, the Investigation Committee must report the cause of the delay to the person who appointed the committee and request an extension not exceeding thirty (30) days each time.
3. When the investigation is completed, the Investigation Committee must prepare an investigation report and submit this to the person who appointed the committee. A copy of this report must also be submitted to the Chief Executive Officer, the Head of Finance, the Head of Accounting, the Head of Internal Audit, the Head of Human Resources, the Head of Legal, other relevant parties as the case may be, and the Disciplinary Committee (in case of misconduct or fraud that is characterized as a disciplinary violation).
4. If the person who appointed the Investigation Committee and/or the Head of Internal Audit finds that the material facts are unclear or incomplete, the person who appointed the committee must either instruct it to conduct a further investigation or appoint a new committee as deemed appropriate.

Disciplinary Action and Legal Proceeding

1. The Disciplinary Committee must consider the nature of misconduct or fraud that occurred and determine the disciplinary action. The matter must then be submitted to the authorized persons for approval within thirty (30) days of receiving the investigation report.
2. When a decision has been made to take disciplinary action, Human Resources must issue a notification of disciplinary action and submit it to the authorized person stipulated in the Table of Approval Authority, report the disciplinary action and obtain a written acknowledgement from the recipient(s).
3. If a case of misconduct or fraud has occurred and caused damage to the Company's property, reputation or image, or violated relevant laws or regulations, the Disciplinary Committee must submit the matter to the Company's authorized persons as stipulated in the Table of Approval Authority to consider the legal proceedings

(civil and/or criminal) to be taken. The matter may be considered in consultation with the Head of Legal or any other related department.

Communication with Whistle-Blowers

The Company will inform the whistle-blowers who have disclosed their names and contact details of the progress of investigations and their outcome. However, the Company may not provide details of the investigation process or any disciplinary action taken if these are deemed to be private and confidential.

Protection of Employees

1. The Company will not tolerate any intimidation of employees who provide information for misconduct or suspected fraud, including those employees who cooperate with or assist in the investigation with honest intent. The company will provide protection and not allow Company executives to threaten, take any disciplinary action against, or dismiss employees who provide information during the investigation. The Company will take disciplinary action against any violation of Company employees.
2. If an employee is threatened or intimidated in any way, he or she has the right to request the necessary protection. The Company may provide additional protection as required and determined by the severity and importance of the complaint(s). In the event that an employee is threatened, the employee must report the incident to the Head of Human Resources immediately, and the Head of Human Resources will serve as a protection officer for the employee.
3. In the case of an investigation where the Company conducts an investigation and finds no evidence of wrongdoing, any employee who has provided information with honest intent will not be subject to any disciplinary action. However, if the investigation finds that an employee made unfounded complaints, or provided false information or facts that were disparaging or made with willingly intent to cause harm to the Company or its employees, the company will consider appropriate disciplinary action and consequent penalties against the employee concerned, including, but not limited to, a verbal or written warning, dismissal from the Company or legal prosecution.

Confidentiality

1. All related persons must keep the fraud information and the investigation confidential and disclose details to anyone other than those who have a legitimate need to know.
2. The Investigation Report may not be disclosed to anyone in order to avoid damaging the reputation of an employee suspected but subsequently found innocent of any fraud, and to avoid potential civil liability.

In accordance to a review by the Internal Audit Department and the Audit and Risk Committee, there were no fraud issues found in the Company during 2021.

8.2 Report of the Audit and Risk Committee's Performance 2021

8.2.1 Number of meetings' attendance:

Name of Directors	Position	Meeting
		Meeting Attended / Total Meetings (Time)
1. Dr. Porameteer Vimolsiri	Independent Director, and Chairman of the Audit and Risk Committee	2/2 ⁽¹⁾
2. Mr. Somchai Jinnovart	Independent Director, and Member of the Audit and Risk Committee	2/2(1)
3. Asst. Prof. Dr. Pareena Srivanit	Independent Director, and Member of the Audit and Risk Committee	2/2(1)

Remarks

- (1) Dr. Porameteer Vimolsiri, Mr. Somchai Jinnovart and Asst. Prof. Dr. Pareena Srivanit were appointed as Independent Director, and Chairman and Members of audit and risk committee respectively, effective 29 October 2021, according to the resolution of the Board of Directors Meeting No. 14/2021 held on 29 October 2021. There were 2 meetings of the Audit and Risk Committee in year 2021 since the date of appointment.

8.2.2 Report of the Audit and Risk Committee's Performance

Audit and Risk Committee As of 31 December 2021	Summary of key duties and responsibilities
Audit and Risk Committee Dr. Porameteer Vimolsiri (Chairman) Mr. Somchai Jinnovart Asst. Prof. Dr. Pareena Srivanit	The main purpose of the Committee is to assist the Board in fulfilling its oversight duties with regard to: 1) the accuracy of the Company's financial reports 2) the adequacy and effectiveness of the risk management and internal control systems 3) the compliance with legal and regulatory requirement 4) the qualification, performance and independence of the external auditor 5) the performance of the internal auditor. The Committee performed its duties in accordance with the defined roles and responsibilities set forth in the Audit and Risk Committee Charter approved by the Board. With regard to the information on the number of meetings of the Audit and Risk Committee, this can be considered in the above-mentioned item 8.1.2: The Board of Directors' Attendance and Remuneration. As for its performance, this can be found in attachment no. 5: Report of the Audit and Risk Committee for 2021.

Summary of the sub-committees' performance

The Board has established the sub-committees that reports directly to the Board in order to assist the Board in discharging its responsibilities. The sub-committee performs its duties in accordance with its charter approved by the Board. The sub-committee shall provide advice and recommendations in relation to their areas of expertise. The key duties and responsibilities are summarized as below:

List of Sub-Committee As of 31 December 2021	Summary of key duties and responsibilities
<p>The Nomination and Compensation Committee ACM. Maanat Wongwat (Chairman) Mr. Somprasong Boonyachai Mr. Boonchai Thirati</p>	<p>The Nomination and Compensation Committee assisted the Board in determine the nomination and compensation procedures of directors and executives, and considered the performance results for Chief Executives Officer and high-level Executives. Also to review the Board's composition and Board's assessment, as well as consider on succession planning. In addition, the Committee helped to consider and ensure that the compensation's criteria and policy for directors and executives are commensurate with their roles and responsibilities in order to motivate and retain the high-quality leaders in the Company. With regard to the information on the number of meetings of the Nomination and Compensation Committee, this can be considered in the above-mentioned item 8.1.2: Board of Directors' Attendance and Remuneration. As for its performance, this can be found in attachment no. 5: Report of the Nomination and Compensation Committee for 2021.</p>