

**Agenda 7 To consider and approve the determination of remuneration for the Board of Directors and subcommittees for the year 2023**

Refer to the opinion of the Nomination and Remuneration Committee and the Board of Directors, proposed the 2023 determination of remuneration as details below:

**1) Conference Remuneration Fee 2023 for Consideration (comparing with the year of 2022 and 2021)**

(Unit : Baht)

Position	Board of Directors			Audit Committee			Risk Management Committee			Nomination & Remuneration Committee			Good Corporate Governance and Sustainable Development Committee			Executives Committee		
	Y 2023	Y 2022	Y 2021	Y 2023	Y 2022	Y 2021	Y 2023	Y 2022	Y 2021	Y 2023	Y 2022	Y 2021	Y 2023	Y 2022	Y 2021	Y 2023	Y 2022	Y 2021
<b>1. Chairman</b>	25,000	25,000	25,000	25,000	25,000	25,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	20,000	7,500	7,500	7,500
Increased compared to last year (Baht)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Increased compared to last year (%)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>2. Director</b>	20,000	20,000	20,000	18,000	18,000	18,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000	5,000	5,000	5,000
Increased compared to last year (Baht)	-	-	2,000	-	-	-	-	-	3,000	-	-	3,000	-	-	3,000	-	-	-
Increased compared to last year (%)	-	-	11.11%	-	-	-	-	-	25%	-	-	25%	-	-	25%	-	-	-
<b>3. Secretary to Committee</b>	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	8,000	-	-	-
Increased compared to last year (Baht)	-	-	2,000	-	-	2,000	-	-	2,000	-	-	2,000	-	-	2,000	-	-	-
Increased compared to last year (%)	-	-	33.33%	-	-	33.33%	-	-	33.33%	-	-	33.33%	-	-	33.33%	-	-	-

Remark: Independent Director who has appointed as Chairman of the Board of Directors will earn right to receive the conference remuneration fee with the compensation rate of the highest current position of each committee.

**2) Yearly Remuneration Fee 2023 for Consideration (comparing with the year of 2022 and 2021)**

(Unit : Baht)

Position	Board of Directors			Audit Committee			Risk Management Committee			Nomination & Remuneration Committee			Good Corporate Governance and Sustainable Development Committee			Executive Committee		
	Y 2023	Y 2022	Y 2021	Y 2023	Y 2022	Y 2021	Y 2023	Y 2022	Y 2021	Y 2023	Y 2022	Y 2021	Y 2023	Y 2022	Y 2021	Y 2023	Y 2022	Y 2021
<b>1. Chairman</b>	750,000	750,000	750,000	300,000	300,000	300,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	500,000	500,000	500,000
Increased compared to last year (Baht)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Increased compared to last year (%)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>2. Director</b>	300,000	300,000	300,000	200,000	200,000	200,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	100,000	200,000	200,000	200,000
Increased compared to last year (Baht)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Increased compared to last year (%)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>3. Secretary to Committee</b>	50,000	50,000	50,000	50,000	50,000	50,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	25,000	-	-	-
Increased compared to last year (Baht)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Increased compared to last year (%)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>4. Company Secretary</b>	100,000	100,000	100,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Increased compared to last year (Baht)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Increased compared to last year (%)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

Remark: Independent Director who has appointed as Chairman of the Board of Directors will earn right to receive the yearly remuneration fee with the compensation rate of the highest current position of each committee.

Position	Maximum Payment			
	Y 2023	Y 2022	Y 2021	
<u>The maximum of the all compensation payment is set as follows:</u>				
1) Chairman of the Board of Directors	3,500,000	3,500,000	2,500,000	<div>- If any director holds more than one position, the payment will pay calculate the sum of all types of compensation including Conference Remuneration Fee and Yearly Remuneration Fee which must not exceed the ceiling rate or the maximum limit of each position that the director holds. However, if the director holds more than one position, the payment will be from the ceiling position of the highest position only.</div> <div>- The maximum of the all compensation payment for all directors is set in the total not exceeding 18,000,000.00 Baht.</div>
2) Chairman of the Executive Committee	2,500,000	2,500,000	1,800,000	
3) Chairman of All Committees (Except: Chairman of Board of Director and Chairman of Executive Committee)	1,500,000	1,500,000	1,000,000	
4) Chief Executive Officer	1,000,000	1,000,000	1,000,000	
5) Executive Director	800,000	800,000	800,000	
6) Director of Any Committee (Except: Executive Committee)	400,000	400,000	400,000	

**Meeting attendance and the remuneration payment for each member of the Board of Directors**

Meeting attendance of the Board of Directors and Sub-committees for the year 2021 and 2022

No.	Name		Board of Directors		Audit Committee		Risk Management Committee		Nomination and Remuneration Committee		Good Corporate Governance and Sustainable Development Committee <sup>2)</sup>		Executive Committee	
			Year 2021 (10 times)	Year 2022 (11 times)	Year 2021 (5 times)	Year 2022 (5 times)	Year 2021 (4 times)	Year 2022 (6 times)	Year 2021 (2 times)	Year 2021 (2 times)	Year 2021 (4times)	Year 2022 (4 times)	Year 2021 (32 times)	Year 2022 (29 times)
Board of Directors and Sub-committees														
1	Dr. Gunkul	Dhumrongpiyawut	10/10	11/11										
2	Dr. Chongrak	Rarueysong <sup>1)</sup>	10/10	11/11	5/5	5/5					4/4	4/4		
3	Assoc. Prof. Dr.	Panmanee <sup>1)</sup> Panarat	10/10	11/11	5/5	5/5								
4	Gen. Tarnchaiyan	Srisuwan <sup>1)</sup>	10/10	11/11										
5	Mr. Tarakorn	Angpubate <sup>1)</sup>	10/10	11/11	5/5	5/5	4/4	6/6						
6	Ms. Sopacha	Dhumrongpiyawut	10/10	11/11			4/4	6/6					32/32	29/29
7	Dr. Somboon	Aueatchasai	10/10	11/11									32/32	29/29
8	Ms. Naruechon	Dhumrongpiyawut	10/10	11/11									32/32	29/29
9	Mrs. Areewan	Chaloemdan	10/10	11/11									32/32	29/29
10	Mr. Chaloempon	Sricharoen	10/10	11/11									32/32	29/29
11	Mr. Somchai	Trairatanapirom <sup>1)</sup>					4/4	6/6			4/4	4/4		
12	Mr. Thitipong	Techaratanayuenyong					4/4	6/6						
13	Pol.Maj.Gen. Visit	Sukarasep <sup>1)</sup>							2/2	2/2				
14	Mr. Decha	Chooligorn <sup>1)</sup>							2/2	2/2				
15	Mr. Hathai	Uthai <sup>1)</sup>							2/2	2/2				
16	Mrs. Somluk	Kanuenghet							2/2	2/2				
17	Mr. Pongtep	Thithapand <sup>1)</sup>									4/4	4/4		
Directors who resigned/completed their terms during the year 2022 who receive remuneration														
1	Mr. Kris	Chantanotoke <sup>1)</sup>	10/10	7/7										

Note <sup>1)</sup> Independent director

<sup>2)</sup> The resolution of the Board of Directors Meeting No. 11/2022 held on November 10, 2022 approved to change the name from "Good Corporate Governance Committee" to "Good Corporate Governance and Sustainable Development Committee"

## Remuneration for the year 2021 and 2022

In 2021 and 2022, the Company had the directors' remuneration, both monetary and non-monetary, as follows:

1. **Monetary Remuneration:** The total amount of directors' remuneration was THB 9,990,000.00 in 2021 and THB 10,191,500 in 2022.

No.	List	Remuneration for the year 2021 <sup>2) 3)</sup>			Remuneration for the year 2022 <sup>2) 3)</sup>		
		(Meeting Allowance and Annual Remuneration)			(Meeting Allowance and Annual Remuneration)		
		Board of Directors	Sub-committees	Total Remuneration	Board Of Directors	Sub-committees	Total Remuneration
<b>Board of Directors and Sub-committees members</b>							
1	Dr. Gunkul Dhumrongpiyawut	975,000.00	-	975,000.00	1,000,000.00	-	1,000,000.00
2	Dr. Chongrak Ranueysong <sup>1)</sup>	480,000.00	585,000.00	1,065,000.00	500,000.00	585,000.00	1,085,000.00
3	Assoc. Prof. Dr. Panarat Panmanee <sup>1)</sup>	480,000.00	290,000.00	770,000.00	500,000.00	290,000.00	790,000.00
4	Gen. Tarnchaiyan Srisuwan <sup>1)</sup>	480,000.00	-	480,000.00	500,000.00	-	500,000.00
5	Mr. Tarakorn Angpabate <sup>1)</sup>	480,000.00	470,000.00	950,000.00	500,000.00	510,000.00	1,010,000.00
6	Ms. Sopacha Dhumrongpiyawut	480,000.00	660,000.00	1,140,000.00	500,000.00	697,500.00	1,197,500.00
7	Dr. Somboon Aueatchasai	602,000.00	200,000.00	802,000.00	630,000.00	205,000.00	835,000.00
8	Ms. Naruechon Dhumrongpiyawut	480,000.00	200,000.00	680,000.00	500,000.00	205,000.00	705,000.00
9	Mrs. Areewan Chaloemdan	480,000.00	200,000.00	680,000.00	500,000.00	205,000.00	705,000.00
10	Mr. Chaloempon Srichaoren	480,000.00	200,000.00	680,000.00	500,000.00	205,000.00	705,000.00
11	Mr. Somchai Trairatanapirom <sup>1)</sup>	-	340,000.00	340,000.00	-	370,000.00	370,000.00
12	Mr. Thitipong Techaratanayuenyong	-	217,000.00	217,000.00	-	263,000.00	263,000.00
13	Pol.Maj.Gen. Visit Sukarasep <sup>1)</sup>	-	140,000.00	140,000.00	-	140,000.00	140,000.00
14	Mr. Decha Chooligorn <sup>1)</sup>	-	130,000.00	130,000.00	-	130,000.00	130,000.00
15	Mr. Hathai Uthai <sup>1)</sup>	-	130,000.00	130,000.00	-	130,000.00	130,000.00
16	Mrs. Somluk Kanuenghet	-	171,000.00	171,000.00	-	171,000.00	171,000.00
17	Mr. Pongtep Thithapand <sup>1)</sup>	-	160,000.00	160,000.00	-	160,000.00	160,000.00
<b>Directors who resigned/completed their terms during the year 2022 and received remuneration</b>							
1	Mr. Kris Chantanotoke <sup>1)</sup>	480,000.00	-	480,000.00	295,000	-	295,000.00
		5,897,000.00	4,093,000.00	9,990,000.00	5,925,000.00	4,266,500.00	10,191,500.00

Note: <sup>1)</sup> An independent director

<sup>2)</sup> The Company pays annual remuneration on a quarterly basis. The Annual remuneration for the 1<sup>st</sup> – 4<sup>th</sup> quarter will be paid within the year. The Annual remuneration stated in the "remuneration" table is the remuneration recorded in accordance with the accounting period of that year.

<sup>3)</sup> It is the meeting allowance and annual remuneration that the Executive Committee shall receive from attending the meetings and holding the position in 2021 – 2022. The Executive Committee member of 5 persons did not wish to receive meeting allowance.

<sup>4)</sup> 10 Directors did not wish to receive meeting allowance for the Board of Directors Meeting No. 3/2022 in the amount totaling of THB 233,000. (including 1 director who resigned during the year)

In this regard, the Company does not have any independent director as an independent director of its subsidiaries or the same-level subsidiary.

2. **Non-monetary Compensation** Year 2021: None Year 2022: None

Board of Directors' position holding during 2022

No.	Name	Position Starting Date	Total number of years in current position (December 31, 2022)							Date of resignation / due date	number of months in position	
			Director	Audit Committee	Risk Management Committee	Nomination and Remuneration Committee	Good Corporate Governance and Sustainable Development Committee	Executive Committee	Year 2021 (month)		Year 2022 (month)	
Board of Directors and Sub-committees												
1	Dr. Gunkul Dhumrongpiyawut	10 August 2009 <sup>2)</sup>	13 years 5 months								12	12
2	Dr. Chongrak Rarueysong <sup>1)</sup>	3 July 2015 / 3 July 2015 / 3 July 2558 <sup>3)</sup>	7 years 6 months	7 years 6 months			7 years 6 months				12	12
3	Assoc. Prof. Dr. Panarat Panmanee <sup>1)</sup>	20 April 2018 / 14 May 2018 <sup>6)</sup>	4 years 8 months	4 years 8 months							12	12
4	Gen. Tarnchaiyan Srisuwan <sup>1)</sup>	18 April 2019	3 years 8 months								12	12
5	Mr. Tarakorn Angpubate <sup>1)</sup>	20 April 2018 / 14 December 2020 / 20 February 2019 <sup>5)</sup>	4 years 8 months	2 years 1 month	3 years 10 months						12	12
6	Ms. Sopacha Dhumrongpiyawut	10 August 2009 / 10 August 2009 / 10 August 2009 <sup>2)</sup>	13 years 5 months		13 years 5 months			13 years 5 months			12	12
7	Dr. Somboon Aueatchasai	9 June 2010 <sup>3)</sup> / 10 August 2009 <sup>7)</sup>	12years 7 months					13years 5 months			12	12
8	Ms. Naruechon Dhumrongpiyawut	10 August 2009 / 10 August 2009 <sup>2)</sup>	13 years 5 months					13 years 5 months			12	12
9	Mrs. Areewan Chaloeindan	August 10, 2009 / August 10,2009 <sup>2)</sup>	13 years 5 months					13 years 5 months			12	12
10	Mr. Chaloeimon Sricharoen	August 10, 2009/ August 10, 2009 <sup>2)</sup>	13 years 5 months					13years 5 months			12	12
11	Mr. Somchai Trairatanapirom <sup>1)</sup>	June 22, 2015 / February 25, 2013 <sup>4)</sup>			7years 6 months		9 years 10 months				12	12
12	Mr. Thitipong Techaratanayuenyong	November 12, 2014			8years 2 months						12	12

No.	Name	Position Starting Date	Total number of years in current position (December 31, 2022)									
			Director	Audit Committee	Risk Management Committee	Nomination and Remuneration Committee	Good Corporate Governance and Sustainable Development Committee	Executive Committee	Date of resignation / due date	number of months in position		
										Year 2021 (month)	Year 2022 (month)	
13	Pol.Maj.Gen. Visit Sukarasep <sup>1)</sup>	February 20, 2019				3 years 10 months				12	12	
14	Mr. Decha Chooligom <sup>1)</sup>	November 9, 2012				10 years 2 months				12	12	
15	Mr. Hathai Uthai <sup>1)</sup>	November 12, 2015				7 years 2 months				12	12	
16	Mrs. Somluk Kanuenghet	August 10, 2009				13 years 5 months				12	12	
17	Mr. Pongtep Thithapand <sup>1)</sup>	February 25, 2013					9 years 10 months			12	12	
<u>Directors who resigned/completed their terms during the year 2022 who received remuneration</u>												
1	Mr. Kris Chantanotoke <sup>1)</sup>	6 November 2019	3 years 2 months						July 29, 2022	12	7	

Note

<sup>1)</sup> Independent director

<sup>2)</sup> August 10, 2009 was the date on which GUNKUL transformed into a public company. On such date, the Company had registered with the Department of Business Development for the first set of Board of Directors to take the position as the directors of the public company.

<sup>3)</sup> The date of registration as a director of the Company as registered with Department of Business Development.

<sup>4)</sup> The date of holding the position as member of the Good Corporate Governance Committee (currently holding the position of the Chairman of the Good Corporate Governance and Sustainable Development Committee) and member of the Risk Management Committee, respectively.

<sup>5)</sup> The date of holding the position as member of the Board of Directors, member of the Audit Committee and Chairman of the Risk Management Committee, respectively.

<sup>6)</sup> The date of holding the position as member of the Board of Directors and member of the Audit Committee, respectively

<sup>7)</sup> The date of holding the position as member of the Board of Directors and member of the Executive Committee, respectively

## Changes of Director in 2022

In 2022, the Company's Annual General Meeting of Shareholders held on April 27, 2022, approved the election of directors who have completed their terms to serve another term as the Company's directors, totaling 4 persons as follows:

- |                               |                                  |
|-------------------------------|----------------------------------|
| 1. Dr. Gunkul Dhumrongpiyawut | 3. Mr. Kris Chantanotoke         |
| 2. Gen. Tarnchaiyan Srisuwan  | 4. Ms. Naruechon Dhumrongpiyawut |