



THE REPORT OF THE COMPENSATION AND REMUNERATION COMMITTEE

DEAR SHAREHOLDERS OF MBK PUBLIC COMPANY LIMITED

The Company's Board of Directors approved the establishment of the Compensation and Remuneration Committee on 23rd February 2007. Currently, the Compensation and Remuneration Committee consists of three members as follows:

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| 1. | Mr. Suphadej | Poonpipat | Chairman of the Compensation and Remuneration Committee |
| 2. | Mrs. Panit | Pulsirivong | Member of the Compensation and Remuneration Committee (Independent director) |
| 3. | Mr. Pracha | Jaidee | Member of the Compensation and Remuneration Committee (Independent director) |

Mr. Thaneit Khantigaroon acts as the Secretary of the Compensation and Remuneration Committee.

The Compensation and Remuneration Committee performs its duty— assigned by the Board of Directors— which is stipulated by the charter of the Compensation and Remuneration Committee for reviewing criteria and approaches to nomination and appointment of qualified candidates for the directorship of the Company, including proposing the remuneration policy and fringe benefits for the Board of Directors and committees which are proposed to the Board of Directors or the shareholders' meetings. The Compensation and Remuneration Committee also nominates and considers the remuneration and performance of Chief Executive Officer and President, Senior Executive Vice President and Executive Vice President, as well as participating in reviewing rules and approaches to nomination of top executives, with Chief Executive Officer and President.

In 2019, the Compensation and Remuneration Committee held 4 meetings in order to consider important issues regarding assigned duties and responsibilities and report the minutes— together with opinions— to the Board of Directors. The important issues taken into consideration were as follows:

- To review and propose names of candidates who were qualified legally and in compliance with the rules and regulations related to the directorship which its office term expired by considering the nomination, selection, and proposal for persons whose qualifications, experiences, knowledge, and abilities encouraged and suited the Company's business types. The names were then proposed to the Board of Directors' meetings and the ordinary shareholders' meetings.
- To consider the remuneration of the Board of Directors and the committees by considering suitability for duties, entrusted responsibilities, performance, and the remuneration rate compared with the industry benchmark in order to be taken into consideration by the Board of Directors and the ordinary shareholders' meetings for approval.

- To encourage and support the Company to open up an opportunity for shareholders to propose an agenda for the annual meeting of shareholders 2020 and propose names of qualified candidates in order to be considered for appointment as directors in compliance with disclosed rules on the website of the Company from 27th September 2019 to 30th December 2019.
- To considers the remuneration of Chief Executive Officer and President, Senior Executive Vice President and Executive Vice President, by considering the appropriateness of each position's assigned duties and responsibilities, the performance of the Company in comparison with the established targets and the real economic situations, as well as comparing with similar-sized listed companies and other companies in the same industry in order to motivate and retain quality top executives.
- To follow up and monitor the Company's appropriate succession plan and continuity of management for top executives and important positions in order to prepare personnel for supporting and conforming to the expansion of business.
- To follow up and monitor the policy on fairly giving compensation to employees so that it enhances the competitiveness in the market and maintains quality and potential employees.
- To organize a performance evaluation of the Compensation and Remuneration Committee 2019 and submit an evaluation report to the Board of Directors in order to improve the performance to be efficient, together with revealing the evaluation's results in the annual report.

The Compensation and Remuneration Committee mainly carries out assigned duties carefully, prudently, transparently, and independently, according to the Good Corporate Governance principles for the maximum benefit of the Company, shareholders and all parties of stakeholders.



Mr. Suphadej Poonpipat
Chairman of the Compensation
and Remuneration Committee