

THE REPORT OF THE COMPENSATION AND NOMINATION COMMITTEE

Dear Shareholders of MBK Public Company Limited

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

- | | | | |
|----|--------------|-------------|---|
| 1. | Mr. Suphadej | Poonpipat | Chairman of the Compensation and Nomination Committee
(Non-executive director) |
| 2. | Ms. Panit | Pulsirivong | Member of the Compensation and Nomination Committee
(Independent director) |
| 3. | Mr. Pracha | Jaidee | Member of the Compensation and Nomination Committee
(Independent director) |

In 2022, the Compensation and Nomination Committee held 4 meeting 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:

- 1) Considered and reviewed the charter of the Compensation and Nomination Committee in light of the current situation and Good Corporate Governance.
- 2) Considered and recruited directors and committee members who were qualified and did not have legally prohibited characteristics in various sub-committees to replace directors retiring by rotation by ensuring that the Board structure was diverse based on the Board Skills Matrix in terms of skillsets, experiences, as well as gender and age that were favorable and suitable to the Company's nature of business, and to nominate the Chief Executive Officer and President, the Deputy Chief Executive Officer, Chief Business Officers, and Chief Officers or equivalent of the Company and group companies to the Board of Directors.
- 3) Considered the remuneration of director, committee, President and CEO, Deputy Chief Executive Officer, Chief Business Officers, and Chief Officers or equivalent by considering the appropriateness of each position's assigned duties and responsibilities, the performance of the Company's performance, and remuneration level in comparison with the industry standard to motivate and retain quality director and executives.
- 4) Considered the performance evaluation criteria of the Chief Executive Officer and President, the Deputy Chief Executive Officer, Chief Business Officers, and Chief Officers or equivalent of the Company and group companies to support the annual compensation consideration.
- 5) Encouraged and supported the Company to open up an opportunity for shareholders to propose an agenda for the annual meeting of shareholders 2023 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 30th September 2022 to 30th December 2022.

- 6) Followed up and monitored 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.
- 7) Monitored and ensured that the employee remuneration policy was fair, competitive, and successful in retaining quality and potential employees.
- 8) Monitored and ensured the continuous development to enhance the potential of the Chief Executive Officer and President, the Deputy Chief Executive Officer, Chief Business Officers, and Chief Officers or equivalent of the Company and group companies.

The policy on the compensation and nomination as well as details of the compensation and nomination's process are already disclosed in this Form 56-1 One Report.

The Compensation and Nomination Committee served with care, prudence, transparency, and independence— as stipulated in the Charter of the Compensation and Nomination Committee. Guidelines were revised to be comprehensive and aligned with the Company's situation and business, and consistent in the Good Corporate Governance's principles for the maximum benefits of the Company, shareholders, and all sectors of stakeholders.



Mr. Suphadej Poonpipat
Chairman of the Compensation and
Nomination Committee