

Gunkul Engineering Public Co., Ltd. and GUNKUL's Group			
	Policy: Succession Plan	Document No.	POL-BOD_66-016
	Approved by the Resolution of the Board of Directors Meeting No. 2/2023 dated 27 February 2023	Effective Date	27 FEB 2023
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Objectives

1. To always assess the readiness that the Company has qualified manpower with skills, knowledge and abilities in order to plan for the recruitment and succession of management and key positions in managing the Company's business to achieve according to goals, as well as, the stability and sustainability in business operations.
2. To be able to proactively plan recruitment and selection in advance and prevent the problem of shortage of personnel in key positions of the organization by preparing a Succession Plan to create continuity in management from the management position of Assistant Vice President (AVP) level and above.
3. To make a replacement and succession plan when there are job vacancies due to retirement, term completion, resignation, or others in order to create a connection for a transfer of skills and knowledge in the job position for successors to achieve career goals that are consistent with culture and the Company's goals.
4. To reduce the loss rate of personnel with knowledge, ability, and experience to support business growth.
5. To motivate and retain employees with skills and potential in order to plan for job succession, the opportunity to develop their capabilities, job titles, and higher compensation.

Related Persons

1. Human Resource and General Affair Division, the Nomination and Remuneration Committee and/or the Executive Committee and/or the committee appointed to be responsible for looking after and ensuring that this policy is undertaken correctly.
2. All employees of the Group of Gunkul Engineering PCL with skills, competence and readiness.

Regulations and Criteria

1. Regulations and criteria on succession plan

- 1.1 The Company is fully committed to providing equal opportunities for all employees regardless of race, national origin, skin color, marital status, religion, creed, gender, age, class, domicile, education, field of study, political opinion, military status, including persons with disabilities or senior citizens or any other manner protected by law unless it is necessary for acceptable business reasons. This is for the Company to obtain personnel with skills, knowledge, competence and management to perform a variety of tasks according to the necessity of the job.
- 1.2 The Company has appropriate and transparent criteria and procedures for selecting personnel to take responsibility for important management positions of the Company to ensure that the Company get executives with qualifications, skills, experience and professional competencies. Through the Nomination and Remuneration Committee and/or the committee appointed to be responsible for the recruitment/selection and planning for job succession according to the level of employees as follows:

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1.2.1 Chief Executive Officer

To recruit/select and arrange the succession plan by having the Nomination and Remuneration Committee responsible for preparing the succession plan in the level of Chief Executive Officer to propose to the Board of Directors for consideration. For the recruitment and selection of persons to serve as executives of the Company, the Nomination and Remuneration Committee has arranged to monitor progress of the succession plan when the position of Chief Executive Officer becomes vacant due to retirement, completion of term, resignation, inability to perform duties in the position, or others. The Company will have a management system for executives at a similar level or a secondary level to perform as an acting person until the recruitment and selection of person with qualifications in accordance with criteria of the Company. In addition, such person must be fully qualified under Section 68 of the Public Limited Company Act B.E. 2535 (including any amendments) and must not have prohibited characteristics according to the announcement of the Securities and Exchange Commission No. Kor Jor. 3/2560 on Determination of Untrustworthy Characteristics of Company Directors and Executives (including any amendment) Moreover, such person shall possess the vision, knowledge, competence, experience and able to connect various departments of the Company to strive for strategic success. The Nomination and Remuneration Committee will propose to the Board of Directors for approval and appointment such suitable person to take such post.

Primary qualifications of the Chief Executive Officer

1. Graduated with at least bachelor degree and experience in the management in the level of the line director or upper.
2. Have knowledge, competence, skills, experience in company management and business experience consistent with the Company's business. Also, to have a specialized expertise that is beneficial to the Company's business and consistent with the Company's business strategy without discrimination of sex, age, race, etc.
3. Able to connect various departments of the organization to strive for strategic success while laying a foundation that is ready for rapid change. As well as, having the ability to plan strategies company management, make decisions and solve problems with discretion, taking into account the best interests of the organization.
4. Have leadership, wide vision, morality and ethics; as well as, having a positive attitude towards the organization, able to devote sufficient time that is beneficial to the Company's business operations.
5. Have a transparent work history, must not be blacklisted by any organization including the Securities and Exchange Commission, or have been convicted of a criminal offense, including having no prohibited characteristics under the law.

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1.2.2 Executive level from the level of Assistant Vice President (AVP) to Chief Operation Officer (COO)

If the executive level from the level of Assistant Vice President to Chief Operation Officer become vacant due to retirement, completion of term, resignation, inability to perform duties in the position, or others, The Company will propose a successor who has passed the selection criteria to the Executive Committee and/or the Human Resources Management Committee (HR Committee.) Each job position must request a person with qualifications, roles/duties, education qualifications, experience, training, and skills/knowledge as specified in job description in each job position as specified by the Company.

1.3 Succession planning of the Company, management level, has the processes as follows:

1. To analyze the business operation of the Company in terms of policy, investment plan and expansion plan.
2. To assess the readiness of manpower in accordance with the strategy, manpower plan, and the Company's organization chart both in the short term and in the long term.
3. To identify the successors from evaluating and analyzing the potential and performance of employees. Their supervisors will propose to the Nomination and Remuneration Committee and/or the Executive Committee and/or the assigned committee. Employees will be notified in case of passing the evaluation from the supervisor and Chief Executive Officer to prepare for the assignment of roles/duties in a more responsible position along with a plan for developing learning/increasing competency, and acknowledge the evaluation criteria.
4. To create a succession and/or recruitment plan to prepare for replacement, including evaluating and conducting the Employee Training and Development in advance before employees will retire, complete of term, resign, or others. In addition, there is a process aimed at developing the competency of personnel to be ready to support business growth and higher responsibilities, as well as, creating a connection for a transfer of skills and knowledge in the job position for successors to achieve career goals that are consistent with culture and the Company's goals as follows:
 - 4.1 Learn from On the Job Training
 - 4.2 Learn from coaching and counselling
 - 4.3 Learn from internal and external training, which the Company organizes for employees and executives at all level, both in online and on-site, as appropriate and according to development plan.
5. To select, and evaluate performance and potential of employees by using personnel testing and assessment tools to analyze the employees' potential. They must receive a B grade or higher within the specified period.

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5.1 Performance Indicators

Grade : Definition	Score range (100 scores)	Full score range 3 each grade level
A (5) : Excellent	90-100	2.70-3.00
B (4) : Good	80-89	2.40-2.69
C (3) : Average	60-79	1.80-2.39
D (2) : Fair	40-59	1.20-1.79
E (1) : Poor	0-39	0.00-1.19


5.2 Competency

Grade : Definition	Full score 55
A (5) : Excellent	44-55
B (4) : Good	37-43
C (3) : Average	30-36
D (2) : Fair	24-29
E (1) : Poor	< 23

- 5.3 To summarize the performance, including the development and improvement in both personal and work processes that have been assigned annually for the Nomination and Remuneration Committee and/or the Executive Committee and/or the assigned committee to consider and evaluate before proposing to the Chairman of the Executive Committee and/or the Chief Executive Officer for approval and appoint according to the policy set by the Company.
6. To develop and assess the employees who are expected to be successors, able to develop and create performance. If the expectation has failed, the Company shall follow these procedures:
- 6.1 To select and plan the new successor or
 - 6.2 To develop the spare successor (if any) or
 - 6.3 To recruit and select the persons outside the organization

When the successor qualified according to positions with higher responsibilities and there are job vacancies or have a new higher position, such successor shall be proposed for a promotion (level/position/perform as an acting person) with approval from the Chief Executive Officer and/or Chairman of the Executive Committee according to the policy set by the Company.

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Revision Record

Document No.	Issue No. /Revision No.	Date	Revised part	Reason of revision	Date of Cancellation
HA 2559/89	1.0	22 November 2016	Rewritten	To comply with the principles of the supervising agency and the current operations	25 December 2017
OMD 2560/18	2.0	25 December 2017	Reviewed	To comply with the principles of the supervising agency and the current operations	25 February 2019
OMD 2562/07	3.0	25 February 2019	Reviewed	To comply with the principles of the supervising agency and the current operations	8 November 2019
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POL-BOD 64-017	5.0	1 March 2021	Reviewed	To comply with the principles of the supervising agency and the current operations	8 FEB 2022
POL-BOD 65-005	6.0	8 FEB 2022	Reviewed	To comply with the principles of the supervising agency and the current operations	27 FEB 2023
POL-BOD 66-016	7.0	27 FEB 2023	Reviewed	To comply with the principles of the supervising agency and the current operations	-