

Agenda 10 To consider and approve 2019 Determination of Director's Remuneration

Refer to the opinion of the Nomination and Remuneration Committee and the Board of Directors, proposed the 2019 determination of directors' remuneration as details:

1) Conference Remuneration Fee 2019 for Consideration (comparing with the year of 2018 and 2017)

(Unit : Baht)

Position	Board of Directors			Audit Committee			Risk Management Committee			Nomination & Remuneration Committee			Good Corporate Governance Committee			Executives Committee		
	Y 2019	Y 2018	Y 2017	Y 2019	Y 2018	Y 2017	Y 2019	Y 2018	Y 2017	Y 2019	Y 2018	Y 2017	Y 2019	Y 2018	Y 2017	Y 2019	Y 2018	Y 2017
1. Chairman	25,000	22,000	22,000	25,000	22,000	22,000	20,000	15,000	15,000	20,000	15,000	15,000	20,000	15,000	15,000	7,500	7,500	7,500
Increased compared to last year (Baht)	3,000	-	-	3,000	-	-	5,000	-	-	5,000	-	-	5,000	-	-	-	-	-
Increased compared to last year (%)	13.64%	-	-	13.64%	-	-	33.33%	-	-	33.33%	-	-	33.33%	-	-	-	-	-
2. Director	18,000	18,000	18,000	18,000	18,000	18,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	12,000	5,000	5,000	5,000
Increased compared to last year (Baht)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Increased compared to last year (%)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3. Secretary to Committee	6,000	6,000	6,000	6,000	6,000	6,000	6,000	6,000	6,000	6,000	6,000	6,000	6,000	6,000	6,000	-	-	-
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 conference remuneration fee with the compensation rate of the highest current position of each committee.

2) Yearly Remuneration Fee 2019 for Consideration (comparing with the year of 2018 and 2017)

(Unit : Baht)

Position	Board of Directors			Audit Committee			Risk Management Committee			Nomination & Remuneration Committee			Good Corporate Governance Committee			Executives Committee		
	Y 2019	Y 2018	Y 2017	Y 2019	Y 2018	Y 2017	Y 2019	Y 2018	Y 2017	Y 2019	Y 2018	Y 2017	Y 2019	Y 2018	Y 2017	Y 2019	Y 2018	Y 2017
1. Chairman	750,000	750,000	750,000	300,000	240,000	240,000	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)	-	-	-	60,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Increased compared to last year (%)	-	-	-	25.00%	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2. Director	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 (%)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3. Secretary to Committee	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 (%)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4. Company Secretary	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			
	฿ 2019	฿ 2018	฿ 2017	
<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	<ul style="list-style-type: none"> - 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. - The maximum of the all compensation payment for all directors is set in the total not exceeding THB 18,000,000.00.
2) Chairman of the Executive Committee	2,500,000	2,500,000	1,800,000	
3) Chairman of Any Committee (Except: Chairman of Board of Director and Chairman of Executives Committee)	1,500,000	1,500,000	1,000,000	
4) Managing Director	1,000,000	1,000,000	1,000,000	
5) Executive Director	800,000	800,000	800,000	
6) Director of Any Committee (Except: Chairman of Board of Director and Chairman of Executives Committee)	400000	400,000	400,000	

Summary of Compensation, Number of Meetings and the Number of Attendance of Each Board/Committee

In 2017 and 2018, the compensation both monetary and not monetary are as details:

1. **Monetary Compensation** : Totally 8,599,500.00 in 2017 and 8,857,700.00 in 2018

2. **Non-Monetary Compensation** : In 2017 - None / In 2018 - None

Details of remuneration and attendance of each director, summarized as follows:-

No.	Name List	Starting Date	Position	Total number of years in current tenure (December 31, 2018)					Date Resignation / Termination
				Board of Directors	Audit Committee	Risk Management Committee	Nomination and Remuneration Committee	Good Corporate Governance Committee	
Directors and sub-committees									
1	Mr. Gunkul Dhumrongpiyawut	August 10, 2009 ²⁾		9 years 5 months					
2	Dr. Djitt Laowattana ¹⁾	August 18, 2014 ³⁾		4 years 5 months	4 years 5 months				
3	Dr. Chongrak Rarueysong ¹⁾	July 3, 2015 ³⁾		3 years 6 months	3 years 6 months			3 years 6 months	
4	Associate Professor Dr. Panarat Panmanee ¹⁾	20 April 2018		9 months			9 months		
5	Mr. Tarakorn Angpubate ¹⁾	20 April 2018		9 months	9 months				
6	Miss Sopacha Dhumrongpiyawut	August 10, 2009 ²⁾		9 years 5 months		9 years 5 months			9 years 5 months
7	Dr. Somboon Aueatchasai	June 9, 2010 ³⁾		8 years 7 months					8 years 7 months
8	Miss Naruechon Dhumrongpiyawut	August 10, 2009 ²⁾		9 years 5 months					9 years 5 months
9	Mrs. Areewan Chaloezman	August 10, 2009 ²⁾		9 years 5 months					9 years 5 months
10	Mr. Chaloezman Sricharoen	August 10, 2009 ²⁾		9 years 5 months					9 years 5 months
11	AVM.Dr.Pian Totarong ¹⁾	November 9, 2012				6 years 2 months			
12	Mr. Somchai Trairatanapirom ¹⁾	June 22, 2015/ February 25, 2013 ⁶⁾				3 years 7 months		5 years 11 months	
12	Mr. Thitipong Techaratanayuenyong	12 November 2014				4 years 2 months			
14	Mr. Decha Chooligorn ¹⁾	November 9, 2012					6 years 2 months		
15	Mr. Hathai Uthai ¹⁾	November 12, 2015					3 years 2 months		
16	Mrs. Somluk Kanuenghet	August 10, 2009					9 years 5 months		
17	Mr. Phongthep Thitapan ¹⁾	February 25, 2013						5 years 11 months	
Directors resigned/termination during 2018, receive compensation									
1	Pol. Maj.Gen. Visit Sukarasep ¹⁾	August 10, 2009 ²⁾		8 years 9 months	8 years 9 months		8 years 9 months		20 April 2018
Directors resigned during 2017, receive compensation									
	- No -								

Summary of Compensation, Number of Meetings and the Number of Attendance of Each Board/Committee

No.	Name List		The number of months Holding positions		Attendance of Sub-Committees											
					Board of Directors		Audit Committee		Risk Management Committee		The Nomination and Remuneration Committee		Good Corporate Governance Committee		Executive Committee ⁵⁾	
					2017 (Month)	2018 (Month)	2017 (9 Times)	2018 (8 Times)	2017 (6 Times)	2018 (6 Times)	2017 (4 Times)	2018 (4 Times)	2017 (2 Times)	2018 (3 Times)	2017 (22 Times)	2018 (4 Times)
Directors and sub-committees																
1	Mr. Gunkul	Dhumrongpiyawut	12	12	8/9	8/8										
2	Dr. Djitt	Laowattana ¹⁾	12	12	9/9	8/8	6/6	6/6								
3	Dr. Chongrak	Rarueysong ¹⁾	12	12	9/9	8/8	6/6	6/6				4/4	4/4			
4	Associate Professor Dr. Panarat	Panmanee ¹⁾	8	12	-	5/8					2/3					
5	Mr. Tarakorn	Angpubate ¹⁾	8	12	-	6/8	-	4/6								
6	Miss Sopacha	Dhumrongpiyawut	12	12	9/9	8/8			4/4	4/4				22/22	32/32	
7	Dr. Somboon	Aueatchasai	12	12	9/9	8/8								22/22	32/32	
8	Miss Naruechon	Dhumrongpiyawut	12	12	9/9	8/8								22/22	32/32	
9	Mrs. Areewan	Chaloemdan	12	12	9/9	8/8								22/22	32/32	
10	Mr. Chaloepon	Sricharoen	12	12	9/9	8/8								22/22	32/32	
11	AVM.Dr.Pian	Totarong ¹⁾	12	12					3/4	4/4						
12	Mr. Somchai	Trairatanapirom ¹⁾	12	12					4/4	4/4		4/4	4/4			
12	Mr. Thitipong	Techaratanayuenyong	12	12					4/4	4/4						
14	Mr. Decha	Chooligorn ¹⁾	12	12							2/2	2/3				
15	Mr. Hathai	Uthai ¹⁾	12	12							2/2	3/3				
16	Mrs. Somluk	Kanuenghet	12	12							2/2	3/3				
17	Mr. Phongthep	Thitapan ¹⁾	12	12									4/4	4/4		
Directors resigned/termination during 2018, receive																
1	Pol. Maj.Gen. Visit	Sukarasep ¹⁾	12	4	8/9	2/8	6/6	2/6			2/2	1/3				
Directors resigned during 2017, receive compensation																
	- No -															

Summary of Compensation, Number of Meetings and the Number of Attendance of Each Board/Committee

No.	Name List		Annual compensation of 2017 4)			Annual compensation of 2018 4)		
			Meeting allowance, Annual compensation, Bonus (if applicable)	Board of Directors 3)	Sub-Committee 5)	Total Compensation	Meeting allowance, Annual compensation, Bonus (if applicable)	Board of Directors 3)
Directors and sub-committees								
1	Mr. Gunkul	Dhumrongpiyawut	920,000.00	-	920,000.00	926,000.00	-	926,000.00
2	Dr. Djitt	Laowattana ¹⁾	459,000.00	368,000.00	827,000.00	444,000.00	372,000.00	816,000.00
3	Dr. Chongrak	Rarueysong ¹⁾	459,000.00	463,500.00	922,500.00	444,000.00	468,000.00	912,000.00
4	Associate Professor Dr. Panarat	Panmanee ¹⁾	-	-	-	299,200.00	99,800.00	399,000.00
5	Mr. Tarakorn	Angpubate ¹⁾	-	-	-	317,200.00	211,500.00	528,700.00
6	Miss Sopacha	Dhumrongpiyawut	459,000.00	653,500.00	1,112,500.00	444,000.00	648,000.00	1,092,000.00
7	Dr. Somboon	Aueatchasai	560,000.00	205,000.00	765,000.00	542,000.00	200,000.00	742,000.00
8	Miss Naruechon	Dhumrongpiyawut	459,000.00	205,000.00	664,000.00	444,000.00	200,000.00	644,000.00
9	Mrs. Areewan	Chaloemdan	459,000.00	205,000.00	664,000.00	444,000.00	200,000.00	644,000.00
10	Mr. Chaloempon	Sricharoen	459,000.00	205,000.00	664,000.00	444,000.00	200,000.00	644,000.00
11	AVM.Dr.Pian	Totarong ¹⁾	-	142,500.00	142,500.00	-	160,000.00	160,000.00
12	Mr. Somchai	Trairatanapirom ¹⁾	-	292,000.00	292,000.00	-	296,000.00	296,000.00
12	Mr. Thitipong	Techaratanayuenyong	-	194,000.00	194,000.00	-	197,000.00	197,000.00
14	Mr. Decha	Chooligorn ¹⁾	-	124,000.00	124,000.00	-	124,000.00	124,000.00
15	Mr. Hathai	Uthai ¹⁾	-	124,000.00	124,000.00	-	136,000.00	136,000.00
16	Mrs. Somluk	Kanuenghet	-	161,000.00	161,000.00	-	179,000.00	179,000.00
17	Mr. Phongthep	Thitapan ¹⁾	-	146,000.00	146,000.00	-	148,000.00	148,000.00
Directors resigned/termination during 2018, receive								
1	Pol. Maj.Gen. Visit	Sukarasep ¹⁾	441,000.00	436,000.00	877,000.00	127,500.00	142,500.00	270,000.00
Directors resigned during 2017, receive compensation								
	- No -		-	-	-	-	-	-
			4,675,000.00	3,924,500.00	8,599,500.00	4,875,900.00	3,981,800.00	8,857,700.00

¹⁾ Being an independent director / director who is not affiliated with or is an executive of any company.

²⁾ On August 10, 2009, GUNKUL transformed into a Public Company. The date was registered with the Department of Business Development for the first Board of Directors to be the Company's director.

³⁾ The date of being registered as director of the company shall be reported to the Department of Business Development.

⁴⁾ The Company will pay annual compensation once a year in

For quarter 4, it paid in 2019. The annual compensation that is included in the "Compensation" table is the annual compensation for the year as recorded according to the accounting period of that year.

⁵⁾ The annual meeting allowance and annual remuneration of

who are Executive Directors do not wish to receive the meeting allowance totaling 577,500.00 Baht. In 2018, 5 executive committee members do not wish to receive the meeting allowance totaling 880,000.00 Baht

⁶⁾ The date of holding a position of the Good Corporate Governance Committee and a position of the Risk Management Committee, respectively.