

Agenda 9 To consider and approve the determination of remuneration for the Board of Directors and subcommittees for the year 2020

Refer to the opinion of the Nomination and Remuneration Committee and the Board of Directors, proposed the 2020 determination of directors' remuneration as details:

1) Conference Remuneration Fee 2020 for Consideration (comparing with the year of 2019 and 2018)

(Unit : Baht)

Position	Board of Directors			Audit Committee			Risk Management Committee			Nomination & Remuneration Committee			Good Corporate Governance Committee			Executives Committee		
	Y 2020	Y 2019	Y 2018	Y 2020	Y 2019	Y 2018	Y 2020	Y 2019	Y 2018	Y 2020	Y 2019	Y 2018	Y 2020	Y 2019	Y 2018	Y 2020	Y 2019	Y 2018
1. Chairman	25,000	25,000	22,000	25,000	25,000	22,000	20,000	20,000	15,000	20,000	20,000	15,000	20,000	20,000	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 2020 for Consideration (comparing with the year of 2019 and 2018)

(Unit : Baht)

Position	Board of Directors			Audit Committee			Risk Management Committee			Nomination & Remuneration Committee			Good Corporate Governance Committee			Executives Committee		
	Y 2020	Y 2019	Y 2018	Y 2020	Y 2019	Y 2018	Y 2020	Y 2019	Y 2018	Y 2020	Y 2019	Y 2018	Y 2020	Y 2019	Y 2018	Y 2020	Y 2019	Y 2018
1. Chairman	750,000	750,000	750,000	300,000	300,000	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			
	฿ 2020	฿ 2019	฿ 2018	
<u>The maximum of the all compensation payment is set as follows:</u>				<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 THB 18,000,000.00.</div>
1) Chairman of the Board of Directors	3,500,000	3,500,000	2,500,000	
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)	400,000	400,000	400,000	

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

Directors' remuneration, both monetary and non-monetary, for the years 2018 and 2019 are as follows:

1. **Monetary Compensation** : Totally 8,857,700.00 in 2018 and 9,480,100.00 in 2019

2. **Non-Monetary Compensation** : In 2018 - None / In 2019 - 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, 2019)						Date Resignation / Termination
				Board of Directors	Audit Committee	Risk Management Committee	Nomination and Remuneration Committee	Good Corporate Governance Committee	Executive Committee	
<u>Directors and sub-committees</u>										
1	Dr. Gunkul	Dhumrongpiyawut	August 10, 2009 ²⁾	10 years 5 months						
2	Dr. Djitt	Laowattana ¹⁾	August 18, 2014 ³⁾	5 years 5 months	5 years 5 months					
3	Dr. Chongrak	Rarueysong ¹⁾	July 3, 2015 ³⁾	4 years 6 months	4 years 6 months			4 years 6 months		
4	Mr. Tarakorn	Angpubate ¹⁾	April 20, 2018/ February 20, 2019 ⁷⁾	1 years 8 months		9 months	11 months			
5	Associate Professor Dr. Panarat	Panmanee ¹⁾	April 20, 2018	1 years 8 months	1 years 8 months					
6	Gen. Tarnchaiyan	Srisuwan ¹⁾	April 18, 2019	8 months						
7	Mr. Kris	Chantanotoke ¹⁾	November 6, 2019	2 months						
8	Ms. Sopacha	Dhumrongpiyawut	August 10, 2009 ²⁾	10 years 5 months		10 years 5 months			10 years 5 months	
9	Dr. Somboon	Aueatchasai	June 9, 2010 ³⁾	9 years 7 months					9 years 7 months	
10	Ms. Naruechon	Dhumrongpiyawut	August 10, 2009 ²⁾	10 years 5 months					10 years 5 months	
11	Mrs. Areewan	Chaloemdan	August 10, 2009 ²⁾	10 years 5 months					10 years 5 months	
12	Mr. Chaloempon	Sricharoen	August 10, 2009 ²⁾	10 years 5 months					10 years 5 months	
13	Mr. Somchai	Trairatanapirom ¹⁾	June 22, 2015/ February 25, 2013 ⁶⁾			4 years 6 months		6 years 10 months		
14	Mr. Thitipong	Techaratanayuenyong	12 November 2014			5 years 2 months				
15	Pol. Maj.Gen. Visit	Sukarasep ¹⁾	November 20, 2019				10 months			
16	Mr. Decha	Chooligorn ¹⁾	November 9, 2012				7 years 2 months			
17	Mr. Hathai	Uthai ¹⁾	November 12, 2015				4 years 2 months			
18	Mrs. Somluk	Kanuenghet	August 10, 2009				10 years 5 months			
19	Mr. Phongthep	Thitapan ¹⁾	February 25, 2013					6 years 10 months		
<u>Directors that resigned / completed their terms during the year 2019 that received compensation</u>										
1	AVM.Dr.Pian	Totarong ¹⁾	November 9, 2012			6 years 4 months			20 February 2019	
2	Dr. Phairot	Phanukan	April 18, 2019	7 months					3 November 2019	
<u>Directors that resigned / completed their terms during the year 2018 that received compensation</u>										
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	

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 pays annual compensation on a quarterly basis. The annual compensation for the 1st - 3rd quarter will be paid within the year. accounting period of that year.

For the 4th quarter, payment will be made at the beginning of next year. The annual compensation that specified in the "Compensation" table is the annual compensation that recorded according to the accounting period of that year.

⁵⁾ It is the meeting allowance and annual compensation that the executive committee receives from attending the meeting and holding the position of executive committee in 2018 and 2019.

The Executive Committee of 5 persons do not wish to receive meeting allowances.

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

⁷⁾ The date of holding a position of the Board of director and a position of the Chairman of Nomination and Remuneration Committee or the Chairman of Risk Management Committee, respectively.

No.	Name List		Starting Date Position	The number of months that Holding position		Attendance of Board of Directors and Sub-Committee in Year 2018 and Year 2019											
						Board of Directors		Audit Committee		Risk Management Committee		The Nomination and Remuneration Committee		Good Corporate Governance Committee		Executive Committee ⁵⁾	
						2018 (Month)	2019 (Month)	2018 (8 Times)	2019 (7 Times)	2018 (6 Times)	2019 (6 Times)	2018 (4 Times)	2019 (5 Times)	2018 (3 Times)	2019 (2 Times)	2018 (4 Times)	2019 (5 Times)
<u>Directors and sub-committees</u>																	
1	Dr. Gunkul	Dhumrongpiyawut	August 10, 2009 ²⁾	12	12	8/8	6/7										
2	Dr. Djitt	Laowattana ¹⁾	August 18, 2014 ³⁾	12	12	8/8	6/7	6/6	6/6								
3	Dr. Chongrak	Rarueysong ¹⁾	July 3, 2015 ³⁾	12	12	8/8	7/7	6/6	6/6					4/4	5/5		
4	Mr. Tarakorn	Angpubate ¹⁾	April 20, 2018/ February 20, 2019 ⁷⁾	8	12	5/6	6/7			-	4/4	2/2	1/1				
5	Associate Professor Dr. Panarat	Panmanee ¹⁾	April 20, 2018	8	12	6/6	7/7	4/4	6/6								
6	Gen. Tarnchaiyan	Srisuwan ¹⁾	April 18, 2019	-	8	-	6/6										
7	Mr. Kris	Chantanotoke ¹⁾	November 6, 2019	-	2	-	0/2										
8	Ms. Sopacha	Dhumrongpiyawut	August 10, 2009 ²⁾	12	12	8/8	7/7			4/4	5/5					32/32	45/45
9	Dr. Somboon	Aueatchasai	June 9, 2010 ³⁾	12	12	8/8	7/7									32/32	45/45
10	Ms. Naruechon	Dhumrongpiyawut	August 10, 2009 ²⁾	12	12	8/8	7/7									32/32	45/45
11	Mrs. Areewan	Chaloemdan	August 10, 2009 ²⁾	12	12	8/8	7/7									32/32	45/45
12	Mr. Chaloempon	Sricharoen	August 10, 2009 ²⁾	12	12	8/8	7/7									32/32	45/45
13	Mr. Somchai	Trairatanapirom ¹⁾	June 22, 2015/ February 25, 2013 ⁶⁾	12	12					4/4	5/5			4/4	5/5		
14	Mr. Thitipong	Techaratanayuenyong	12 November 2014	12	12					4/4	5/5						
15	Pol. Maj.Gen. Visit	Sukarasep ¹⁾	November 20, 2019	-	10							-	1/1				
16	Mr. Decha	Chooligorn ¹⁾	November 9, 2012	12	12							2/3	2/2				
17	Mr. Hathai	Uthai ¹⁾	November 12, 2015	12	12							3/3	2/2				
18	Mrs. Somluk	Kanuenghet	August 10, 2009	12	12							3/3	2/2				
19	Mr. Phongthep	Thitapan ¹⁾	February 25, 2013	12	12									4/4	5/5		
<u>Directors that resigned / completed their terms during the year 2019 that received compensation</u>																	
1	AVM.Dr.Pian	Totarong ¹⁾	November 9, 2012	12	1					4/4	1/1						
2	Dr. Phairot	Phanukan	April 18, 2019	-	7	-	3/3										
<u>Directors that resigned / completed their terms during the year 2018 that received compensation</u>																	
1	Pol. Maj.Gen. Visit	Sukarasep ¹⁾	August 10, 2009 ²⁾	4	-	2/2	-	2/2	-			1/1	-				

No.	Name List		Starting Date Position	Annual compensation of 2018 4) 5) (Meeting allowance & Annual compensation)			Annual compensation of 2019 4) 5) (Meeting allowance & Annual compensation)		
				Board of Directors 3)	Sub-Committee 5)	Total Compensation	Board of Directors 3)	Sub-Committee 5)	Total Compensation
<u>Directors and sub-committees</u>									
1	Dr. Gunkul	Dhumrongpiyawut	August 10, 2009 ²⁾	926,000.00	-	926,000.00	897,000.00	-	897,000.00
2	Dr. Djitt	Laowattana ¹⁾	August 18, 2014 ³⁾	444,000.00	372,000.00	816,000.00	390,000.00	444,000.00	834,000.00
3	Dr. Chongrak	Rarueysong ¹⁾	July 3, 2015 ³⁾	444,000.00	468,000.00	912,000.00	426,000.00	498,000.00	924,000.00
4	Mr. Tarakorn	Angpubate ¹⁾	April 20, 2018/ February 20, 2019 ⁷⁾	299,200.00	99,800.00	399,000.00	390,000.00	195,000.00	585,000.00
5	Associate Professor Dr. Panarat	Panmanee ¹⁾	April 20, 2018	317,200.00	211,500.00	528,700.00	426,000.00	308,000.00	734,000.00
6	Gen. Tarnchaiyan	Srisuwan ¹⁾	April 18, 2019	-	-	-	320,000.00	-	320,000.00
7	Mr. Kris	Chantanotoke ¹⁾	November 6, 2019	-	-	-	46,100.00	-	46,100.00
8	Ms. Sopacha	Dhumrongpiyawut	August 10, 2009 ²⁾	444,000.00	648,000.00	1,092,000.00	426,000.00	660,000.00	1,086,000.00
9	Dr. Somboon	Aueatchasai	June 9, 2010 ³⁾	542,000.00	200,000.00	742,000.00	518,000.00	200,000.00	718,000.00
10	Ms. Naruechon	Dhumrongpiyawut	August 10, 2009 ²⁾	444,000.00	200,000.00	644,000.00	426,000.00	200,000.00	626,000.00
11	Mrs. Areewan	Chaloemdan	August 10, 2009 ²⁾	444,000.00	200,000.00	644,000.00	426,000.00	200,000.00	626,000.00
12	Mr. Chaloempon	Sricharoen	August 10, 2009 ²⁾	444,000.00	200,000.00	644,000.00	426,000.00	200,000.00	626,000.00
13	Mr. Somchai	Trairatanapirom ¹⁾	June 22, 2015/ February 25, 2013 ⁶⁾	-	296,000.00	296,000.00	-	320,000.00	320,000.00
14	Mr. Thitipong	Techaratanayuenyong	12 November 2014	-	197,000.00	197,000.00	-	215,000.00	215,000.00
15	Pol. Maj.Gen. Visit	Sukarasep ¹⁾	November 20, 2019	-	-	-	-	106,000.00	106,000.00
16	Mr. Decha	Chooligorn ¹⁾	November 9, 2012	-	124,000.00	124,000.00	-	124,000.00	124,000.00
17	Mr. Hathai	Uthai ¹⁾	November 12, 2015	-	136,000.00	136,000.00	-	124,000.00	124,000.00
18	Mrs. Somluk	Kanuenghet	August 10, 2009	-	179,000.00	179,000.00	-	161,000.00	161,000.00
19	Mr. Phongthep	Thitapan ¹⁾	February 25, 2013	-	148,000.00	148,000.00	-	160,000.00	160,000.00
<u>Directors that resigned / completed their terms during the year 2019 that received compensation</u>				-	-	-			
1	AVM.Dr.Pian	Totarong ¹⁾	November 9, 2012	-	160,000.00	160,000.00	-	29,000.00	29,000.00
2	Dr. Phairot	Phanukan	April 18, 2019	-	-	-	219,000.00	-	219,000.00
<u>Directors that resigned / completed their terms during the year 2018 that received compensation</u>									
1	Pol. Maj.Gen. Visit	Sukarasep ¹⁾	August 10, 2009 ²⁾	127,500.00	142,500.00	270,000.00			
				4,875,900.00	3,981,800.00	8,857,700.00	5,336,100.00	4,144,000.00	9,480,100.00