

(Translation)

Information to Appoint Directors**Opinions of the Nominating and Corporate Governance Committee**

Re: Appointment of directors

To: Board of Directors of The Erawan Group Public Company Limited

The Nomination and Corporate Governance Committee is responsible for revising the Board's structure and setting criteria of director's qualifications, for reviewing and nominating qualified person as director and for promoting and encouraging directors, executive officers and staff to comply with corporate governance principles that correspond to the corporate culture. During the 2017 AGM, four directors were to resign according to the Company's Articles of Association. The number was closed to one-third of the directors stipulated therein.

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| 1. Mr. Ekasith Jotikasthira | Independent Director
Member of the Audit Committee
Member of the Nominating and Corporate Governance Committee |
| 2. Mrs. Panida Thepkanjana | Director
Member of the Management Development and Compensation Committee
Member of the Strategic and Investment Committee |
| 3. Mrs. Kamonwan Wipulakorn | Director and President
Member of the Strategic and Investment Committee |
| 4. Mr. Petch Krainukul | Director and Senior Executive Vice President
Member of the Strategic and Investment Committee |

And it is considered appropriate to appoint 2 directors to replace the vacant director's position, namely

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|--------------------------|----------------------------|
| 1. Mrs. Arada Lattapanit | as a Director |
| 2. Dr. Kulpatra Sirodom | as an Independent director |

The Meeting resolved to nominate and elect all four directors retiring on rotation and elect two new directors as they were competent with skills and experiences suitable for the company's business and they had dedicated their times as directors and possessed qualification based on the company's criteria. This was proposed to the Board's Meeting on February 21, 2017 for further submission to the 2017 AGM.



Mr. Prakrit Pradipasen

Chairman of the Nominating and Corporate Governance Committee

The credentials and backgrounds of the proposed persons

Mr. Ekasith Jotikasthira	<u>To be appointed in position of Independent Director</u>	
Age 47 years		
Position in ERW	- Independent Director	
	- Member of the Audit Committee	
	- Member of the Nominating and Corporate Governance Committee	
Date of Directorship	7 years working period (April 29, 2009)	
ERW Shareholdings (December 31,2016)	- None -	
Legal record in the past 10 years	- None -	
Position in Rival Companies/Connected Business that may Cause Conflict of interest	- No -	
Attention of the Board and	- The Board of Directors Meeting 6/6 times	
The Committee meeting in 2016	- The Nominating and Corporate Governance Committee meeting 3/3 times	
Education	- Master of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University	
Director Training Program	Director Accreditation Program (DAP) 79/2009	
Position in Other Listed Company	- No -	
Position in Non-Listed Company	Regional Director Thailand & Indochina, Hotel beds (Thailand) Co., Ltd.	
Position in Rival Companies/Connected Business that may Cause Conflict of interest	-No	
Experience	- Regional Director Thailand & Indochina, Hotel beds (Thailand) Co., Ltd.	
	- Chairman, Membership Committee, Pacific Asia Travel Association, (PATA) (Thailand Chapter)	
	- Chief Executive Officer, Turismo Asia Co., Ltd.	
	- Vice President , Association of Thai Travel Agents (ATTA)	
	- Director, Thai-Italian Chamber of Commerce	
Supporting information for the election of independent directors		
- Family relationship with executive officers of major shareholders of the firm or of subsidiaries		- <u>None</u> -
- Relationship with the company/subsidiaries/associates of any business registrations that may cause conflict of interests in the past 5 years		- <u>None</u> -
- Being and executive director, and employee, and advisor, and attorney, or an auditor on the payroll(s)		- <u>No</u> -
- Being a specialist i.e. Auditor or Legal Consultant of Advisory		- <u>No</u> -
- Business relationship with material implication which may prevent the person from performing his/her duty independently/ please specify transaction size (if any)		- <u>None</u> -

Mrs. Panida Thepkanjana	<u>To be appointed in position of Director</u>
Age 58 years	
Position in ERW	- Director - Member of the Strategic and Investment Committee - Member of the Management Development and Compensation Committee
Date of Directorship	25-years working period (1991)
ERW Shareholdings (December 31,2016)	3,596,448 shares (0.14% of total Shares) Include spouse of 1,868,500 shares
Legal record in the past 10 years	- None -
Position in Rival Companies/Connected Business that may Cause Conflict of interest	- No -
Attention of the Board and The Committee meeting in 2016	- The Board of Directors Meeting 5/6 times - The Strategic and Investment Committee 7/7 times - The Management Development and Compensation Committee 2/2 times
Education	- Master of Business Administration, Sasin Graduate Institute of Business Administration of Chulalongkorn University - Master of Law, Chulalongkorn University - Barrister-at-Law, The Institute of Thai Bar Association
Director Training Program	- Director Certification Program (DCP) 18/2002 - Refresher Course DCP 1/2005
Position in Other Listed Company	- No -
Position in Non-Listed Company	- No -
Position in Rival Companies/Connected Business that may Cause Conflict of interest	- No -
Experience	- Director, Eastern Sugar & Cane Co., Ltd. and subsidiary - Director, Chodthanawat Co., Ltd.

Mrs. Kamonwan Wipulakorn	<u>To be appointed in position of Director</u>
Age 55 years	
Position in ERW	- Director - President - Member of the Strategic and Investment Committee
Date of Directorship	6-years working period (April 27, 2011)
ERW Shareholdings (December 31,2016)	4,800,000 shares (0.19% of total Shares)
Legal record in the past 10 years	- None -
Position in Rival Companies/Connected Business that may Cause Conflict of interest	- No -
Attention of the Board and The Committee meeting in 2016	- The Board of Directors Meeting 6/6 times - The Strategic and Investment Committee 7/7 times
Education	- Master of Business Administration (Finance), Western Illinois University, U.S.A.
Director Training Program	- Director Certification Program (DCP) 122/2009 - Diploma Examination (Exam) 26/2009
Position in Other Listed Company	Total Access Communication Plc.
Position in Non-Listed Company	- No -
Position in Rival Companies/Connected Business that may Cause Conflict of interest	- No -
Experience	- Head of Finance, TPT Petrochemicals (Thailand) Plc. - Vice President, Credit Agricole Bank

Mr. Petch Krainukul	<u>To be appointed in position of Director</u>
Age 46 years	
Position in ERW	- Director - Senior Executive Vice President - Member of the Strategic and Investment Committee
Date of Directorship	3-years working period (June 1, ,2014)
ERW Shareholdings (December 31,2016)	2,889,082 shares (0.11% of total Shares)
Legal record in the past 10 years	- None -
Position in Rival Companies/Connected Business that may Cause Conflict of interest	- No -
Attention of the Board and The Committee meeting in 2016	- The Board of Directors Meeting 6/6 times - The Strategic and Investment Committee 7/7 times
Education	- Master of Business Administration (Finance), University of South Alabama, Alabama, U.S.A.
Director Training Program	- Director Certification Program (DCP) 101/2008
Position in Other Listed Company	- No -
Position in Non-Listed Company	- No -
Position in Rival Companies/Connected Business that may Cause Conflict of interest	- No -
Experience	- No -

Appointment of New Director

Mrs. Arada Lattapanit	<u>To be appointed in position of Director</u>
Age 42 years	
Date of Directorship	26 April 2017
ERW Shareholdings (December 31,2016)	59,760 shares (0.002% of total Shares)
Legal record in the past 10 years	- No -
Position in Rival Companies/Connected Business that may Cause Conflict of interest	- No -
Education	- Executive Master of Business Administration (EMBA), Sasin Graduate Institute of Business Administration of Chulalongkorn University - Mast of Engineering, Operations Reserch & Industrial Engineering, Cornell University Graduate School, Ithaca, New York - Bachelor of Science in Manufacturing Engineering, Boston University School of Engineering, Massachusetts
Director Training Program	- Director Certification Program (DCP) 162/2012
Position in Other Listed Company	- No -
Position in Non-Listed Company	
	2014-Present - Managing Director, City Holding Company Limited
	2012-Present - Director, United Farmer & Industry Company Limited
	2006-Present - Director, City Holding Company Limited
	2006-Present - Director, Thai Chemical Engineering Limited
Position in Rival Companies/Connected Business that may Cause Conflict of interest	- No -
Experience	
	2000-2003 - Sales & Business Development Consultant

Dr. Kulpatra Sirodom	<u>To be appointed in position of Independent Director</u>
Age 61 years	
Date of Directorship	26 April 2017
ERW Shareholdings (December 31,2016)	- None -
Legal record in the past 10 years	- No -
Position in Rival Companies/Connected Business that may Cause Conflict of interest	- No -
Education	- Ph.D. (Finance) University of Pittsburgh, U.S.A. - MBA (Finance) West Virginia University, U.S.A. - BBA (Finance and Banking) 1 st class honours, Thammasat University
Director Training Program	- Director Certification Program (DCP)-Train the Trainer - Audit Committee Program no.29 - Capital Market Academy no.2
Position in Other Listed Company	
1994-present	- Independent Director and Chairman of audit Committee, Thai President Foods Plc.
2002-present	- Independent Director and Member of Audit Committee, President Bakery Plc.
2009-present	- Independent Director, Member of Audit Committee and, Member of Corporate Social Responsibilities Committee, Siam Commercial Bank Plc.
2013 present	- Independent Director, Chairman of Audit Committee and Chairman of Corporate Governance Committee, Thai Wacoal Plc.
Position in Non-Listed Company	
2016-present	- Independent Director and Chairman of Risk sub-Committee, Thailand Clearing House Co., Ltd.
2016-present	- Independent Director, Thailand Securities Depository Center Co., Ltd.
Position in Rival Companies/Connected Business that may Cause Conflict of interest	- No -
Supporting information for the election of independent directors	
- Family relationship with executive officers of major shareholders of the firm or of subsidiaries	- <u>None</u> -
- Relationship with the company/subsidiaries/associates of any business registrations that may cause conflict of interests in the past 5 years	- <u>None</u> -
- Being and executive director, and employee, and advisor, and attorney, or an auditor on the payroll(s)	- <u>No</u> -
- Being a specialist i.e. Auditor or Legal Consultant of Advisory	- <u>No</u> -
- Business relationship with material implication which may prevent the person from performing his/her duty independently/ please specify transaction size (if any)	- <u>None</u> -