

(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 Nominating 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.

In the 2018 AGM, four directors were to resigned by rotation 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. Prakit Pradipasen    | Chairman, Chairman and Chirman of the Audit Committee |
| 2. Mr. Supol Wattanavekin   | Director  |
| 3. Mrs. Kamonwan Wipulakorn | Director  |
| 4. Mr. Petch Krainukul      | Director and President                                |

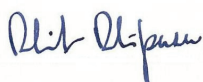
It is considered appropriate to re-appoint two directors who are due to retire by rotation to be the directors for another term, namely,

- |                           |               |
|---------------------------|---------------|
| 1. Mr. Supol Wattanavekin | as a director |
| 2. Mr. Petch Krainukul    | as a director |

and it is considered appropriate to appoint 2 new directors, namely

- |  |                            |
|--|----------------------------|
| 1. Mr. Kasama Punyagupta                 | as a director              |
| 2. Assoc. Prof. Dr. Somprawin Manprasert | as an independent director |

The Nominating and Corporate Governance Committee has considered that these four persons are professionally experts which their knowledge and expertise will benefit to our businesses. They have never been punished, dismissed or removed on the ground of dishonest performance, nor been imprisoned for and offense related to property committed with dishonest intent, nor engaged in the business which has the same nature as, and is in competition with, the business of the Company. This was proposed to the Board's Meeting on February 27, 2018 for further submission to the 2018 AGM.



Mr. Prakit Pradipasen

Chairman of the Nominating and Corporate Governance Committee

The credentials and backgrounds of the proposed persons

Mr. Supol Wattanavekin	<u>To be appointed in position of Director</u>
Age 63 years	
Position in ERW	- Director - Member of the Nominating and Corporate Governance Committee
Date of Directorship	14 years working period (November 4, 2004)
ERW Shareholdings (December 31,2017)	66,235,502 shares (2.649% 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 2017	- The Board of Directors Meeting 7/7 times - The Nominating and Corporate Governance Committee meeting 3/3 times
Education	- Master of Business Administration (Executive) (EMBA), Sasin Graduate Institute of Business Administration of Chulalongkorn University
Director Training Program	- RCL: Risk Management Program for Corporate Leader 3/2016 - DCPU: Director Certification Program Update 1/2014 - FGP: Financial Institutions Governance Program 2/2011 - DCP: Director Certification Program 76/2006 - DAP: Director Accreditation Program 56/2006 - RCP: Role of the Chairman Program 1/2000
Position in Other Listed Company	- Chairman of the Board and Chairman of the Risk Management Committee, Kiatnakin Bank Plc.
Position in Non-Listed Company	- Director, Eastern Sugar and Cane Co., Ltd - Director, Ruamwanthana Co., Ltd - Chairman, BOT Lease (Thailand) Co., Ltd.
Position in Rival Companies/Connected Business that may cause Conflict of interest	-No
Experience	- No -

Mr. Petch Krainukul	<u>To be appointed in position of Director</u>
Age 47 years	
Position in ERW	- Director - President - Member of the Strategic and Investment Committee
Date of Directorship	4 years working period (June 1, 2014)
ERW Shareholdings (December 31,2017)	3,339,082 shares (0.134% 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 2017	- The Board of Directors Meeting 7/7 times - The Strategic and Investment Committee 6/6 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

Mr. Kasama Punyagupta	<u>To be appointed in position of Director</u>
Age 56 years	
Position in ERW	Chairman of the Strategic and Investment Committee
Date of Directorship	1 January 2018 - Present
ERW Shareholdings (December 31,2017)	99,999 shares (0.004% of total Shares)
Legal record in the past 10 years	-No-
Position in Rival Companies/Connected Business that may cause Conflict of interest	-No-
Attention of the Board and The Committee meeting in 2017	- The Strategic and Investment Committee 6/6 times
Education	- Master of Business Administration (International Business), University of Bridgeport, Connecticut, U.S.A. - BA (Banking and Finance) , Chulalongkorn University
Director Training Program	- Director Certification Program (DCP) 49/2004 - Corporate Governance and Social Responsibility (CSR) 1/2007
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	2014-2017 - Advisory to the Strategic and Investment Committee The Erawan Group Public Company Limited - Director, Restructuring Plan Screening Subcommittee of State Enterprise Policy Commission - Independent Director, Executive Committee and Investment Committee, Vayupak Fund and Vayupak Fund 1 2014-2016 - Director, The Strategy and Reform Committee, Thai Airways International Public Company Limited - Independent Director and Chairman of Risk Management Committee, Director, Audit Committee, Zen Corporation Group Company Limited 2012-2014 - Chief Executive Officer The Erawan Group Public Company Limited

Assoc. Prof. Dr. Somprawin Manprasert To be appointed in position of Independent Director

Age 43 years

Position in ERW - No-

ERW Shareholdings (December 31,2017) -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. Economics, University of Maryland at College Park, United States
- M.A. Economics, University of Maryland at College Park, United States
- M.Sc. Economics and Finance, University of Warwick, United Kingdom
- B.A. Economics, Chulalongkorn University

Director Training Program - No-

Position in Other Listed Company

Chief Economist and Executive Vice President

Head of Research Division

Bank of Ayudhya Public Company Limited (Krungsri)

Position in Non-Listed Company

June 2017-Present Sub-committee to consider, amend or repeal the law that hinders the occupation and business operation of the people.

Position in Rival Companies/Connected Business that may cause Conflict of interest -No-

January 2016-June 2017 - Advisor and Chief Economist, Research Division,  
Bank of Ayudhya Public Company Limited (Krungsri)

April 2012-March 2016 - Associate Dean (Research Affairs), Faculty of Economics,  
Chulalongkorn University

2011-2016 - Executive Board Committee at the Faculty of Economics,  
- Chulalongkorn University

October 2014-September 2015 - Specialist Staff for the National Reform Council (NRC)

**Supporting information for the election of independent directors**

- Family relationship with executive officers of major shareholders of the firm or of subsidiaries - None -
- Relationship with the company/subsidiaries/associates of any business registrations that may cause conflict of interests in the past 5 years - None -
- Being and executive director, and employee, and advisor, and attorney, or an auditor on the payroll(s) - No -
- Being a specialist i.e. Auditor or Legal Consultant of Advisory - No -
- Business relationship with material implication which may prevent the person from performing his/her duty independently/ please specify transaction size (if any) - None -