

(Translation)

Information to Appoint Directors

Opinions of the Nominating and Corporate Governance Committee

Re: Appointment of directors to replace those retiring by rotation

To: Board of Directors

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 2019 AGM, three 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. Chanin Vongkusolkit | Chairman of the Board |
| 2. Mr. Banyong Pongpanich | Independent Director |
| 3. Mr. Gavin Vongkusolkit | Director |

The Nominating and Corporate Governance Committee has considered that these three 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 26, 2019 for further submission to the 2019 AGM.



Mr. Supol Wattanavekin

Chairman of the Nominating and Corporate Governance Committee

The credentials and backgrounds of the proposed persons

Mr. Chanin Vongkusolkrit	<u>To be appointed in position of Director</u>
Age 67 years	
Position in ERW	- Chairman of Board of Director, appointed date 27 April 2018 - Director
Date of Directorship	14 years working period (November 4, 2004)
ERW Shareholdings (December 31,2018)	102,905 shares (0.0041% of total Shares)
Legal record in the past 10 years	- <u>None</u> -
Position in Rival Companies/Connected Business that may cause Conflict of interest	- No -
Attention of the Board and The Committee meeting in 2018	- The Board of Directors Meeting 6/6 times
Education	Master of Business Administration (Finance), St. Louis University, Missouri, U.S.A.
Director Training Program	- DCP: Refresher Course 3/2006 - DCP: Director Certification Program 20/2002 - LDP: Leadership Development Program 2012
Position in Other Listed Company	
	2015 - Present - Director, Banpu Power Plc.
	1983 - Present - Director and Chairman of the Board, appointed date 28 April 2016 Banpu Plc.
Position in Non-Listed Company	
	1983 - Present - Director, Mitr phol Sugar Corporation Co.,Ltd.
Position in Rival Companies/Connected Business that may cause Conflict of interest	- No
Other Experience	
	2015 - 2016 - Senior Executive Officer, Banpu Plc.
	1983 – 2015 - Chief Executive Officer, Banpu Plc. Banpu Plc.

Mr. Banyong Pongpanich	<u>To be appointed in position of Director</u>
Age 65 years	
Position in ERW	- Independent Director - Member of the Management Development and Compensation Committee
Date of Directorship	14 years working period (November 16, 2004)
ERW Shareholdings (December 31,2018)	- No -
Legal record in the past 10 years	- <u>None</u> -
Position in Rival Companies/Connected Business that may cause Conflict of interest	- No -
Attention of the Board and The Committee meeting in 2018	- The Board of Directors Meeting 5/6 times - The Management Development and Compensation Committee meeting 2/2 times
Education	- Honorary Doctorate in Philosophy (Development Administration), National Institute of Development Administration - Honorary Doctorate in Economics, Chulalongkorn University - Master of Business Administration (MBA), Sasin Graduate Institute of Business Administration of Chulalongkorn University - Bachelor of Economics, Chulalongkorn University
Director Training Program	- CGI: Corporate Governance for Capital Market Intermediaries 15/2016 - ACEP: Anti-Corruption for Executive Program 2/2012 - DAP: Director Accreditation Program 36/2005 - RCP: Role of the Chairman Program 5/2001
Position in Other Listed Company	
2012 - Present	- Director, Chairman of the Executive Committee and Member of the Risk Management Committee, Kiatnakin Bank Plc.
2010 - Present	- Chairman of the Board, Phatra Capital Plc.
2007 - Present	- Independent Director and Chairman of the Nomination and Remuneration Committee, Don Muang Tollway Plc.
2005 - Present	- Chairman of the Board, Phatra Securities Plc.
Position in Non-Listed Company	- No -
Position in Rival Companies/Connected Business that may cause Conflict of interest	- No-

Other Experience

2012 - 2015 - Chief Executive Officer, Kiatnakin Bank Plc.

2010- April 2017 - Chairman of the Nomination and Remuneration Committee,
Muang Thai Insurance Plc.

2008 - April 2017 Independent Director, Muang Thai Insurance Plc.

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 -

Mr. Gavin Vongkusolkit	<u>To be appointed in position of Director</u>
Age 37 years	
Position in ERW	- Director - Member of the Strategic and Investment Committee - Member of the Nominating and Corporate Governance Committee
Date of Directorship	7 years working period (December 1, 2011)
ERW Shareholdings (December 31,2018)	67,213 shares (0.0027% of total Shares)
Legal record in the past 10 years	- <u>None</u> -
Position in Rival Companies/Connected Business that may cause Conflict of interest	- No -
Attention of the Board and The Committee meeting in 2018	- The Board of Directors Meeting 6/6 times - Strategic and Investment Committee Meeting 13/14 times - Nominating and Corporate Governance Committee Meeting 2/2 times
Education	Master of Business Administration (Finance), The University of Sydney, Australia
Director Training Program (IOD)	- RCC: Role of the Compensation Committee 17/2013 - RNG: Role of the Nomination and Governance Committee 4/2013 - DCP: Director Certification Program 156/2012
Position in Other Listed Company	-No-
Position in Non-Listed Company	
	2018 - Present - Director, Ufinves Co., Ltd
	2018 - Present - Director, TME Capital Co., Ltd
	2018 - Present - Authorized Director, Odtomato Co., Ltd
	2017 - Present - Director, City Holding Co., Ltd
	2015 - Present - Authorized Director, Adlib Management Co., Ltd.
	2014 - Present - Authorized Director, Kuppa Deli Co., Ltd
	2013 - Present - Authorized Director, Gastrotheque Co., Ltd
	2010 - Present - Authorized Director, Kuppa Asoke Co., Ltd.
	2010 - Present - Authorized Director, Palm Springs Place Co., Ltd
	2008 - Present - Authorized Director, Heritage Estates Co., Ltd.
Position in Rival Companies/Connected Business that may cause Conflict of interest	-No-
Other Experience	- No -