

(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, reviewing and nominating qualified person as director and promoting and encouraging directors, executive officers and staffs to comply with corporate governance principles that correspond to the corporate culture.

In the 2020 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. Dr. Kulpatra Sirodom | Independent Director |
| 2. Mr. Ekasith Jotikasthira | Independent Director |
| 3. Mrs. Panida Thepkanjana | Director |
| 4. Mrs. Arada Vongkusolkrit | Director |

The Nominating and Corporate Governance Committee has prudently considered their qualifications according to the Director Selection's Criteria and Guidelines and concluded that 4 directors have competence and experiences proven useful to the Company's operation, they have never been punished by an expulsion or removal from the organizations on the ground of corrupt practices in official duties, or imprisoned for an offence against property committed dishonestly, or undertaken any business of the same nature as and competing with that of the company, whether on his own account or on account of a third person, then recommended to the Board of Directors' meeting held on February 24, 2020 for further propose to 2020 AGM of Shareholders for the approval. In addition, by considering an independence of independent director on a special case in the Board of Directors and the Committee's meetings, it was agreed that Mr. Ekasith Jotikasthira has explicitly demonstrated his independence of thought and action, by giving an opinion without being influenced by others in the meeting, during his 14 years of service as the company's director. If he is re-elected and takes the position until complete this term, he will gain an insightful understanding of the company business results to perform as an independent director more effectively.



Mr. Supol Wattanavekin

Chairman of the Nominating and Corporate Governance Committee

The credentials and backgrounds of the proposed persons

Dr. Kulpatra Sirodom	<u>To be appointed in position of Independent Director</u>
Age 63 years	
Position in ERW	- Independent Director - Chairman of the Audit Committee (appointed date 27 April 2018)
Date of Directorship	6 years working period (April 26, 2017) (If being reappointed and holding position until to the end of this term)
ERW Shareholdings (December 31, 2019)	- No -
Legal record in the past 10 years	- None -
Attention of the Board and The Committee meeting in 2019	- The Board of Directors Meeting 6/6 times - Audit Committee Meeting 4/4 Times
Education	- Ph.D. (Finance) University of Pittsburgh, USA - Master of Business Administration (Finance) West Virginia University, USA - BBA (First Class Honors-Finance), Thammasat University
Director Training Program	- DCP: Director Certification Program – Train the Trainer - ACP: Audit Committee Program, Thai Institute of Directors (IOD) 29/2009
Position in Other Listed Company	
Apr. 2019 - Present	- Independent Director, Member of the Audit Committee and Member of the Nomination and Compensation Committee, TISCO Financial Group Plc
2019 - Present	- Independent Director, Chairman of the Audit Committee and Member of The Corporate Governance Committee, Thai Group Holding Plc.
2017 - Present	- Independent Director and Chairman of the Audit Committee, Thai President Foods Plc.
2013 - Present	- Chairman of The Corporate Governance Committee, Thai Wacoal Plc.
2012 - Present	- Chairman of the Audit Committee, Thai Wacoal Plc.
2010 - Present	- Independent Director, Thai Wacoal Plc.
Position in Non-Listed Company	
2018 - Present	- Director and Chairman of the Audit Committee, Mae Fah Luang Foundation Under Royal Patronage
2016 - Present	- Independent Director, Thailand Securities Depository Co., Ltd
2016 - Present	- Independent Director and Chairman of the Risk Management Subcommittee, Thailand Clearing House Co., Ltd.
2016 - Present	- Director, The Siam Commercial Foundation
Position in Rival Companies/Connected Business that may cause Conflict of interest	- No -

Other Working Experience

- 2009 - Apr. 2018 - Independent Director, Member of the Audit Committee and Member of the Corporate Social Responsibilities Committee, Siam Commercial Bank Plc.
- 2002 - Sep. 2017 - Independent Director and Member of the Audit Committee, President Bakery Plc.

Supporting information for the election of independent directors

- Family relationship with the Executive Officers or Major Shareholders of the company or its 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 an executive director, employee, advisor, attorney, or auditor who is on the payroll(s) - No -
- Being a specialist i.e. Auditor or Legal Consultant or 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. Ekasith Jotikasthira	<u>To be appointed in position of Independent Director</u>
Age 49 years	
Position in ERW	- Independent Director - Member of the Audit Committee - Member of the Nominating and Corporate Governance Committee
Date of Directorship	14 years working period (April 29, 2009) (If being reappointed and holding position until to the end of this term)
ERW Shareholdings (December 31, 2019)	- No -
Legal record in the past 10 years	- No -
Attention of the Board and The Committee meeting in 2019	- The Board of Directors Meeting 6/6 times - Audit Committee Meeting 2/4 Times - Nominating and Corporate Governance Committee Meeting 2/2 Times
Education	- Master of Business Administration (MBA), Sasin Graduate Institute of Business Administration of Chulalongkorn University
Director Training Program	- AACP: Advanced Audit Committee Program 28/2018 - DAP: Director Accreditation Program 79/2009
Position in Other Listed Company	- No-
Position in Non-Listed Company	2018 - Present - Authorized Director, Pacific World Meetings & Events (Thailand) Ltd.
Position in Rival Companies/Connected Business that may cause Conflict of interest	- No-
Other Working Experience	2010 - 2018 - Regional Director - Thailand & Indochina, Hotelbeds (Thailand) Ltd
Supporting information for the election of independent directors	
- Family relationship with the Executive Officers or Major Shareholders of the company or its 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 an executive director, employee, advisor, attorney, or auditor who is on the payroll(s)	- <u>No</u> -
- Being a specialist i.e. Auditor or Legal Consultant or 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> -
- Demonstrating an independence of thought and action by giving an opinion without being influenced by the others in the meeting.	

Mrs. Panida Thepkanjana	<u>To be appointed in position of Director</u>
Age 60 years	
Position in ERW	- Director - Chairman of the Management Development and Compensation Committee
Date of Directorship	31 years working period (1991) (If being reappointed and holding position until to the end of this term)
ERW Shareholdings (December 31, 2019)	3,596,448 shares (including spouse's) as 0.1429% of total Shares
Legal record in the past 10 years	- None -
Attention of the Board and The Committee meeting in 2019	- The Board of Directors Meeting 6/6 times - Management Development and Compensation Committee Meeting 2/2 times
Education	- Master of Business Administration (MBA), Sasin Graduate Institute of Business Administration of Chulalongkorn University - Master of Law, Chulalongkorn University - Barrister-at-Law, The Institute of Legal Education of Thai Bar Association
Director Training Program	- RNG: Role of the Nomination and Governance Committee 6/2014 - DCP: Refresher Course 1/2005 - DCP: Director Certification Program 18/2002
Position in Other Listed Company	-No-
Position in Non-Listed Company	2014 - Present - Advisory, Chodthanawat Co., Ltd and Subsidiaries
Position in Rival Companies/Connected Business that may cause Conflict of interest	-No-
Other Working Experience	-No-

Mrs. Arada Vongkusolkrit	<u>To be appointed in position of Director</u>
Age 44 years	
Position in ERW	- Director - Member of the Strategic and Investment Committee - Member of the Management Development and Compensation Committee
Date of Directorship	6 years working period (April, 26 2017) (If being reappointed and holding position until to the end of this term)
ERW Shareholdings (December 31, 2019)	59,760 shares (0.0024% of total Shares)
Legal record in the past 10 years	- None -
Attention of the Board and The Committee meeting in 2019	- The Board of Directors Meeting 6/6 times - The Strategic and Investment Committee Meeting 10/10 times - Management Development and Compensation Committee Meeting 2/2 times
Education	- Bachelor of Science in Manufacturing Engineering, Boston University School of Engineering, Massachusetts - Master of Engineering, Operations Research & Industrial Engineering, Cornell University Graduate School, Ithaca, New York - Executive Master of Business Administration (EMBA), Sasin Graduate Institute of Business Administration of Chulalongkorn University
Director Training Program	- RCL: Risk Management Program for Corporate Leader 12/2018 - BMT: Board and Matter and Trends 3/2017 - DCP: Director Certification Program 162/2012 - FSD: Financial Statement for Director 17/2012
Position in Other Listed Company	-No-
Position in Non-Listed Company	
	2018 - Present - Director, TME Capital Co., Ltd.
	2018 - Present - Director, Ufinves Co., Ltd.
	2005 - Present - Managing Director, City Holding Co., Ltd
	2004 - Present - Authorized Director, City Holding Co., Ltd
	2003 - Present - Director, Thai Chemical & Engineering Co., Ltd
Position in Rival Companies/Connected Business that may cause Conflict of interest	-No-
Other Working Experience	-No-