

## **Candidates Proposed for Election as the Company's Directors**

### **Director**

#### **Election Rules and Regulations for Directors**

The Nomination and Remuneration Committee is responsible for selecting and nominating candidates to replace directors and committee members whose terms have expired or for any other reasons, including considering candidates proposed by shareholders and proposing whether to approve the appointment or recommend it to a shareholders' meeting for election. The Nomination and Remuneration Committee is responsible for considering the qualifications of candidates, taking into account their knowledge, abilities, experience, and performance, which will be beneficial to the Company, leadership skills, visions, ethical values, and independence in making professional decisions, and to ensure that the candidates possess qualifications as prescribed in law and the Board of Directors' Charter.


The process for electing directors in a shareholders' meeting is in accordance with the following rules and principles:

1. Each shareholder has one vote for one share;
2. The election of directors may be either by voting for each individual director or by voting for a group of directors, whichever way the shareholders' meeting deems appropriate. Each shareholder must exercise all their votes for each resolution for one individual director or one group of directors. Votes by each shareholder may not be split between any directors or any groups of directors; and
3. The election passes with the majority of the votes. If the number of votes is equal, the Chairman of the meeting has the final vote.

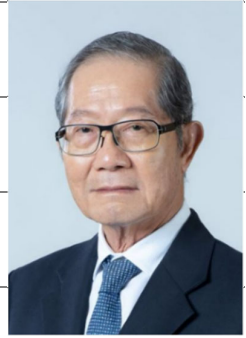
The process for nominating independent directors is the same as that of directors.

Given that no shareholder proposed candidates for election as the Company's directors, the proposed candidates, through the cautiously and carefully screening process of the Board of Directors, are considered beneficial to the Company's operation, and the number of candidates is appropriate.

## Profile of candidate proposed for election to replace the retired director

<b>Name</b>	<b>Mr. Chai Sophonpanich</b>		
<b>Age</b>	79		
<b>Type of Director</b>	Chairman of the Board of Directors Chairman of Investment Committee		
<b>Tenure</b>	46 years (49 years upon completion of this tenure)		
<b>Education</b>	Bachelor of Science degree in Business Management, University of Colorado, USA Advanced Management Program, The Wharton School, USA The Joint State – Private Sectors Course, Class 6, The National Defense College of Thailand		
<b>Directors' Training Courses</b> (Thai Institute of Directors)	Director Certification Program (DCP), class 16/2002 Role of Chairman Program (RCP), class 10/2004		
<b>Experience</b>	11/2018 – present 1978 – 06/2017	Chairman, Bangkok Insurance PCL	
	11/2018 – present 1988 – 06/2017	Chairman, Fine Metal Technologies PCL (formerly known as Furukawa Metal (Thailand) PCL)	
	09/2018 – present 1986 – 06/2017	Chairman, Charoong Thai Wire & Cable PCL	
	11/2018 – 04/2021	Chairman, Thai Reinsurance PCL	
<b>Director / Management position in other companies</b>			
Position in other listed companies	Chairman, Bangkok Insurance PCL Chairman, Fine Metal Technologies PCL Chairman, Charoong Thai Wire & Cable PCL		
Position in non-listed companies	Chairman, Vitallife Corporation Ltd. Chairman, The Bumrungrad Hospital Foundation		
<b>Positions in other companies which may result in a conflict of interest</b>	None		
<b>BH shareholding</b>	10,992,970 shares equaling 1.3814% of the total issued and voting shares (as of 31 December 2021). This includes both preferred and ordinary shares and shares held by spouse and minors.		
<b>Disputes in criminal cases related to dishonesty</b>	None		
<b>Meeting attendance</b>	Board of Directors (4/4) Investment Committee (3/3)		

## Profile of candidate proposed for election to replace the retired director

<b>Name</b>	<b>Professor Emeritus Dr. Chanvit Tanphiphat, MD</b>	
<b>Age</b>	79	
<b>Type of Director</b>	Vice Chairman of the Board of Directors Member of Nomination and Remuneration Committee	
<b>Tenure</b>	47 years (50 years upon completion of this tenure)	
<b>Education</b>	M.B., Ch.B. (Bachelor of Medicine and Bachelor of Surgery, Leeds University, United Kingdom  Fellowship of the Royal College of Surgeons of Edinburgh, United Kingdom	
<b>Directors' Training Courses</b> (Thai Institute of Directors)	None	
<b>Experience</b>	Professor Emeritus, Department of Surgery, Faculty of Medicine, Chulalongkorn University  Vice Chairman, Bumrungrad Hospital PCL	
<b>Director / Management position in other companies</b>		
Position in other listed companies	None	
Position in non-listed companies	None	
<b>Positions in other companies which may result in a conflict of interest</b>	None	
<b>BH shareholding</b>	475,310 shares equaling 0.0597% of the total issued and voting shares (as of 31 December 2021). This includes both preferred and ordinary shares and shares held by spouse and minors.	
<b>Disputes in criminal cases related to dishonesty</b>	None	
<b>Meeting attendance</b>	Board of Directors (4/4) Nomination and Remuneration Committee (3/3)	

## Independent director

### Definition of Independent Director

“Independent Director” (this meaning is as intense as or more substantial than the rules indicated by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand) means a director who possesses the following qualifications:

- holding no more than 1% of the total shares with voting rights of the Company or its parent company, subsidiaries, associates, major shareholders, and controlling parties of the Company, provided that the shares held by the related parties of such independent director shall be included;
- having never been an executive director, employee, staff member, advisor who receives salary, or controlling party of the Company or its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties, unless the foregoing status ended at least two years before the appointment;
- not having a relationship by means of descent or legal registration as a father, mother, spouse, brother, sister, or child, or spouse of the daughter or son with the other directors, executives, major shareholders, controlling parties, or persons in the process of nomination to be a director, executive, or a controlling party of the Company or its subsidiary;
- having never had a business relationship with the Company or its parent company, subsidiaries, associates, major shareholders, or controlling parties by holding power which may obstruct independent decisions, including having never been the significant shareholder or controlling party of any person having a business relationship with the Company or its parent company, subsidiaries, associates, major shareholders, or controlling parties as prescribed by the Office of the Securities and Exchange Commission, unless the foregoing status ended at least two years before the appointment;
- having never been the auditor of the Company or its parent company, subsidiaries, associates, major shareholders, or controlling parties, and not being a significant shareholder, controlling party, or partner of the auditing firm which employs the auditor of the Company or its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company, unless the foregoing status ended at least two years before the appointment;
- having never been a professional service provider, including but not limited to status as a legal service or financial advisor with a received service fee of more than Baht 2 million per year for the Company or its parent company, subsidiaries, associates, major shareholders, or controlling parties, and not being a significant shareholder, controlling party, or partner of a service firm that meets the above criteria, unless the foregoing status ended at least two years before the appointment, or the prohibition to receive service fee more than such amount was exempt according to law;
- not being nominated as the representative of directors of the Company, major shareholders, or any other shareholder related to the major shareholders;
- not operating a competitor of the business of the Company or its subsidiaries, and not being a significant partner in a partnership that is a competitor, and not being an executive director, employee, staff member, advisor who receives salary of a competitor, nor holding more than 1% of the total shares with voting right of such a competitor or its subsidiaries.
- not otherwise which being unable to have an independent opinion regarding the business operation of the Company.

**Profile of candidate proposed for election to replace the retired independent director**

The Board of Directors has considered that the proposed candidate to be the Independent Director shall give an opinion independently and be in line with the related rules and regulations.

<b>Name</b>	<b>Mrs. Aruni Kettratad</b>		
<b>Age</b>	74		
<b>Type of Director</b>	Independent Director Chairperson of Nomination and Remuneration Committee		
<b>Tenure</b>	12 years (15 years upon completion of this tenure)		
<b>Education</b>	Master's degree in MBA, University of Portland, USA Bachelor's Degree in Accounting, University of Portland, USA		
<b>Directors' Training Courses</b> (Thai Institute of Directors)	Role of the Nomination and Governance Committee (RNG) class 1/2554 Director Accreditation (DAP) class 92/2554 Role of Compensation Committee (RCC) class 14/2555 Board Matters & Trends (BMT) class 9/2563 Board Nomination & Compensation (BNCP) class 12/2564		
<b>Experience</b>	2008 – present	President, AA Talent Recruitment Co., Ltd.	
	2005 – 2008	Freelance HR Consultant	
	1987 – 2005	Partner, Human Resources Management Consulting, Ernst & Young Recruitment Ltd.	
	1980 – 1987	Consultant, PA Consulting (Thailand) Co., Ltd.	
	1975 – 1980	Financial Controller, Oriental Hotel (Thailand) Co., Ltd.	
<b>Director / Management position in other companies</b>			
	Position in other listed companies	None	
	Position in non-listed companies	None	
<b>Positions in other companies which may result in a conflict of interest</b>	None		
<b>BH shareholding</b>	Nil (As of 31 December 2021). This includes both preferred and ordinary shares and shares held by spouse and minors.		
<b>Disputes in criminal cases related to dishonesty</b>	None		
<b>Meeting attendance</b>	Board of Directors (4/4) Nomination and Remuneration Committee (3/3)		