

(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 2023 AGM, 4 directors were to retire by rotation according to the Company's Articles of Association. The number was closed to one-third of the directors stipulated therein, namely

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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 |

to replace those retiring by rotation and it is considered appropriate to appoint the new director, namely, Mr. Youssef EL KHOMRI, the President of The Erawan Group Plc.

The Nominating and Corporate Governance Committee has prudently considered their qualifications according to the Director Selection's Criteria and Guidelines, by which Mr. Ekasith Jotikasthira who has special interest on this agenda abstained from the consideration of qualification for self-appointment, and concluded that 5 nominees 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 21, 2023 for further propose to the 2023 AGM to approve the appointment of directors.



Mr. Supol Wattanavekin

Chairman of the Nominating and Corporate Governance Committee

The credentials and backgrounds of the proposed persons to re-appointment

Dr. Kulpatra Sirodom	<u>To be appointed in position of Independent Director</u>
Age 66 years	
Position in ERW	<ul style="list-style-type: none"> - Independent Director - Chairman of the Audit Committee (appointed date 27 April 2018)
Date of Directorship	April 26, 2017 (6 years)
ERW Shareholdings (31/12/2022)	- None -
Legal record in the past 10 years	- None -
Attendance of the Board and the Committee's meeting in 2022	<ul style="list-style-type: none"> - Board of Directors Meeting 13/13 times - Audit Committee Meeting 8/8 Times
Education	<ul style="list-style-type: none"> - 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 (IOD)	<ul style="list-style-type: none"> - DCP: Director Certification Program – Train the Trainer 2000 - ACP: Audit Committee Program 29/2009
Position in Other Listed Company	
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	
2021 - Present	- Director, the Stock Exchange of Thailand
2018 - Present	- Director and Treasurer, Social Enterprise Thailand Association
2017 - Present	- Member for the Public Sector Auditing and Evaluation Directorate, The Office of the Public Sector Development Commission
2016 – Present	- Director, The Siam Commercial Foundation
2015 - Present	- Vice Chairman of Center for Building Competitive Enterprise, Thai Listed Company Association
2015 – Present	- Director and Advisory to Chairman of the Board of Director, The Mae Fah Luang Foundation Under Royal Patronage
2015 – Present	- Director and Advisory to Chairman of the Board of Director, The Institute for Promotion and Development of Pid Thong Lang Phra Foundation.
2015 – Present	- Director and Advisory to Chairman of the Board of Director, Rakkaew Foundation
2014 - Present	- Independent Director, Total Industrial Services Co., Ltd

- 2014- Present - Expert Member on Risk Management Sub-Committee, Social Security Fund
- 2013- Present - Expert Member, Commission Policy on Private Participation in State Affairs, Ministry of Finance
- 2013- Present - Expert Member - Sripatum University Council, Sripatum University
- 2013 - Present - Director of Southeast Bangkok College Council, Southeast Bangkok College
- 2002 – Present - Member of Operation Committee, The Professor Sangvian Indaravijaya Foundation

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

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 -
- Demonstrating an independence of thought and action by giving an opinion without being influenced by the others in the meeting.

Mr. Ekasith Jotikasthira	<u>To be appointed in position of Independent Director</u>	
Age 52 years		
Position in ERW	<ul style="list-style-type: none"> - Independent Director - Member of the Audit Committee - Member of the Nominating and Corporate Governance Committee 	
Date of Directorship	April 29, 2009 (14 years)	
ERW Shareholdings (31/12/2022)	- None -	
Legal record in the past 10 years	- None -	
Attendance of the Board and The Committee's meeting in 2022	<ul style="list-style-type: none"> - Board of Directors Meeting 13/13 times - Audit Committee Meeting 8/8 Times - Nominating and Corporate Governance Committee Meeting 2/2 Times 	
Education	<ul style="list-style-type: none"> - Master of Business Administration (MBA), Sasin Graduate Institute of Business Administration of Chulalongkorn University 	
Director Training Program (IOD)	<ul style="list-style-type: none"> - AACP: Advanced Audit Committee Program 28/2018 - DAP: Director Accreditation Program 79/2009 	
Position in Other Listed Company	- None-	
Position in Non-Listed Company	September 2020 - Present - Authorized Director, 511 Property Management 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 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 -
- 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 63 years	
Position in ERW	<ul style="list-style-type: none"> - Director - Chairman of the Management Development and Compensation Committee
Date of Directorship	1991 (32 years)
ERW Shareholdings (31/12/2022)	6,791,486 shares (including spouse's) as 0.150% of total Shares
Legal record in the past 10 years	- None -
Attendance of the Board and The Committee's meeting in 2022	<ul style="list-style-type: none"> - Board of Directors Meeting 12/13 times - Management Development and Compensation Committee Meeting 3/3 times
Education	<ul style="list-style-type: none"> - Master of Business Administration (Executive) (EMBA), 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 (IOD)	<ul style="list-style-type: none"> - BMD: Board that Make a Difference 10/2020 - 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	-None-
Position in Non-Listed Company	
	2022 - Present - Authorized Director, Tawanna Property Co., Ltd.
Position in Rival Companies/Connected Business that may cause Conflict of interest	-No-

Mrs. Arada Vongkusolkrit

To be appointed in position of Director

Age 47 years

Position in ERW

- Director
- Member of the Strategic and Investment Committee (2018 - 2022)
- Member of the Management Development and Compensation Committee

Date of Directorship

April 26, 2017 (6 years)

ERW Shareholdings (31/12/2022)

107,568 shares as 0.002% of total Shares

Legal record in the past 10 years

- None -

Attendance of the Board and The Committee's meeting in 2022

- Board of Directors Meeting 11/13 times
- Strategic and Investment Committee Meeting 4/4 times
- Management Development and Compensation Committee Meeting 3/3 times

Education

- Executive Master of Business Administration (EMBA), Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Master of Engineering, Operations Research & Industrial Engineering, Cornell University Graduate School, Ithaca, New York, USA
- Bachelor of Science in Manufacturing Engineering, Boston University School of Engineering, Massachusetts, USA

Director Training Program (IOD)

- RCL: Risk Management Program for Corporate Leader 12/2018
- BMT: Board Matter and Trends 3/2017
- DCP: Director Certification Program 162/2012
- FSD: Financial Statement for Director 17/2012

Position in Other Listed Company

-None-

Position in Non-Listed Company

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|----------------|--|
| 2018 - Present | - Director, TME Capital Co., Ltd. |
| 2018 - Present | - Director, UFINVES Corp., 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-

The credentials and backgrounds of the proposed persons to be a director.

Mr. Youssef EL KHOMRI	<u>To be appointed in position of Director</u>
Age 40 years	
Position in ERW	President (effective date 1 January, 2023)
Date of Directorship	-
ERW Shareholdings (31/12/2022)	-None-
Legal record in the past 10 years	-None-
Attendance of the Board and The Committee's meeting in 2022	-None-
Education	- Bachelor's degree in hospitality management, Vatel Hospitality Business School Nimes, France
Director Training Program	- DCP: Director Certification Program 326/2022 (English Program) - IMD's TLCA, Leadership Development Program
Position in Other Listed Company	-None-
Position in Non-Listed Company	-None-
Position in Rival Companies/Connected business that may cause Conflict of interest	-No-