

# Report of the Remuneration and Nomination Committee

## Dear Shareholders of Univentures Public Company Limited,

In fiscal year 2020 (1 October 2019 - 30 September 2020), the Remuneration and Nomination Committee of Univentures Public Company Limited of 4 persons had 3 meetings in order to consider nomination of directors and remuneration of directors and top-level executives of the Company. The details of attendance by the Remuneration and Nomination Committee by each person are as follows:

• Miss Potjane Thanavaranit	Chairman
Meeting attendance 3/3 times	
• Mr. Thapana Sirivadhanabhakdi	Member
Meeting attendance 3/3 times	
• Mr. Panote Sirivadhanabhakdi	Member
Meeting attendance 3/3 times	
• Mr. Nararat Limnararat	Member
Meeting attendance 3/3 times	

In this regard, the Remuneration and Nomination Committee has performed their duties as assigned by the Board of Directors and as determined by the Charter with caution and independency, including considering the principles of good corporate governance with consideration to the highest benefits for the Company and all stakeholders. Summary of relevant duties performed by the Remuneration and Nomination Committee during the fiscal year 2020 are as follows:

- Consider recruiting and proposing to the Board of Directors to consider and approve the appointment of qualified persons to perform duties as the President of the Company in place of the former executives who have resigned from their positions. Effective from 1 October 2020 onwards.
- Consider recruiting qualified persons to be a new director of the Company, both qualifications, experience, knowledge and capabilities are consistent with the Company's business strategy which plans to expand investment into new businesses to seek approval from the Board of Directors before presenting to the 2021 Annual General Meeting of Shareholders to consider and approve the addition of a new Company director.
- Consider the qualifications and suitability of the Company's directors who have completed their term of office in the 2021 Annual General Meeting of Shareholders and propose to the said shareholders' meeting to consider and approve

the appointment of directors who retire by rotation to be re-elected as director and subcommittee of the Company for another term. During the time when the Company provided an opportunity for minority shareholders to propose individuals to be recruited as its directors, no minority shareholders proposed individuals to be nominated as directors.

- To determine the remuneration for the Board of Directors and subcommittees and the amount of compensation for the fiscal year 2021 to propose to the Board of Directors for approval before presenting to the 2021 Annual General Meeting of Shareholders for approval. The criteria for determining the remuneration, will consider the duties and responsibilities assigned and additional assignments, as well as comparable to listed companies in the Stock Exchange of Thailand that are in the same business and with similar business sizes.
- Consider and comment on the appropriateness of the structure of remuneration for directors and executives to disclose opinions in the annual registration statement (Form 56-1) according to the rules of the Office of the Securities and Exchange Commission.
- Assess the President's performance for the fiscal year 2020 to determine the remuneration of the President.
- Assess the performance of the Remuneration and Nomination Committee for the fiscal year 2020 in order to improve the performance of their duties as well as reviewing the appropriateness of the Charter of the Remuneration and Nomination Committee to comply with the good corporate governance principles and relevant environmental factors which have changed appropriately.



**(Miss Potjane Thanavaranit)**  
**Chairman of the Remuneration  
and Nomination Committee**