

Meeting attendance and compensation

Board meetings

1. The Boards and Board-committees determine yearly meeting schedules in advance by November of every year so that the Committees can arrange and be able to attend the meetings. At least 6 meetings must be taken place and may arrange an additional meeting 1 month prior to the Annual General Meeting. Special occasions of meeting may be taken place as seen necessary. However, to pursuit business as usual, in each month, The Executive Committees decisions in accordance whom delegated by the Board of Directors and report the approved topics to the Board.

2. The Company Secretary sends to each director meeting notices, agenda with complete details and rationale, and supplementary documents with enough essential details for decision-making at least 5 business days in advance ahead of each meeting to give them time to study these. Directors consider the agenda through an application to “Google Meet” the process of agenda delivery and the paperwork involved, thus speeding up directors’ work while efficiently providing them with adequate details for decision-making. Since 2018, for each meeting, the Board has required regular follow-up agenda on the updates of implementation of Board observations and comments to ensure implementation of HARN’s strategies.

3. The Board sets a policy that requires no less than one-two (1/2) of the current Board members in attendance to make a quorum. In voting, the minimum quorum of directors is no less than two-thirds (2/3) of all attending directors. However, if the quorum does not comply with this guideline, the discretion of the Chairman will be sought.

4. Chairman of the Board serves as the Chairman of the meeting to proceed with the meeting and allocate sufficient time for each agenda item, encouraging all Directors to openly discuss and express their opinions. High-level executives are invited to attend Board meetings to provide additional relevant information and allow the Board to get to know them, which will be useful for the review of succession plans. The Board’s is that for a given agenda item, if any director has potential conflicting interests, who will not attend the meeting and abstain voting on such agenda item. Where the votes cast in descending order are tied, the chairman of the meeting shall have a casting vote.

In case the directors disagree with a resolution, they may request the Company Secretary to record the points of their disagreement in the meeting minutes or submit a letter to the Board Chairman to express their disagreement.

5. For each agenda item, the Company Secretary has the duty to prepare the the minutes, by the Board-certified minutes, signature of the Chairman of written are filed at head-office 4th floor Rama 9 road, for perusal by the directors and related parties.

Due to the aggravating, widespread COVID-19 in Thailand in 2021, the Chairman of the Board allowed electronic meetings, In 2021, HARN managed a total of 6 Board Meetings with 1 Board Strategic Meeting, Including, managed one Non-Executive Directors Meeting without the executives on October 1, 2021 to encourage all Directors to independently discuss, recommend, and openly express their opinions during these meetings without the Company’s executives. The topic discusses related to business direction, management structure and developing a succession plan of top executives.

In summary 2021, the Whole committee attended the meeting and average of 100% the details on the Board's meeting attendance can be found on the chart of Meeting Attendance of Board of Directors, Board-Committees, and Shareholders Meeting as follow;

Name	Position	Board of Director (6 times)	Audit Committee (4 times)	Executive Committee (12 times)	Nomination and Remuneration Committee (2 times)	Risk Management Committee (4 times)	Annual General Meeting of Shareholders (AGM) (1 times)
		E-Meeting					
1. Dr. Thakol Nunthirapakorn	Independent Director Chairman of the Board Chairman of the Audit Committee	6/6 (100%)	4/4 (100%)	-	-	-	1/1 (100%)
2. Miss Voranuch Supaibulpipat	Independent Director Member of the Audit Committee Chairperson of the Nomination and Remuneration Committee	6/6 (100%)	4/4 (100%)	-	2/2 (100%)	-	1/1 (100%)
3. Mr. Prasert Deejongkit ¹⁾	Independent Director Member of the Audit Committee	4/4 (100%)	3/3 (100%)	-	-	-	1/1 (100%)
4. Mr. Parkphum Wongpaitoon ²⁾	Independent Director Member of the Nomination and Remuneration Committee	6/6 (100%)	-	-	1/1 (100%)	-	1/1 (100%)
5. Mrs. Valeeratn Chuerboonchai	Director	6/6 (100%)	-	-	-	-	1/1 (100%)
6. Mrs. Sirima Iamsakurat	Director Member of the Nomination and Remuneration Committee	6/6 (100%)	-	-	2/2 (100%)	-	1/1 (100%)
7. Dr. Jain Charnnarong	Director Member of the Executive Committee	6/6 (100%)	-	12/12 (100%)	-	-	1/1 (100%)
8. Mr. Wirat Sukchai	Director / Chairman of the Executive Committee / (Acting) Chairman of the Risk Management Committee / Chief Executive Officer and Managing Director	6/6 (100%)	-	12/12 (100%)	-	4/4 (100%)	1/1 (100%)
9. Mr. Thammanoon Tripetchr	Director Member of the Risk Management Committee Member of the Executive Committee, Managing Director	6/6 (100%)	-	12/12 (100%)	-	4/4 (100%)	1/1 (100%)
10. Mr. Wisit Wachiralappaitoon	Member of the Executive Committee Member of the Risk Management Committee	-	-	12/12 (100%)	-	4/4 (100%)	1/1 (100%)
11. Mrs. Varinkan Teraumranon	Member of the Executive Committee Member of the Risk Management Committee	-	-	12/12 (100%)	-	4/4 (100%)	1/1 (100%)
12. Mr. Pracha Phromphomchai	Member of the Risk Management Committee	-	-	-	-	4/4 (100%)	1/1 (100%)
13. Mr. Rattanaphan Mukhariwattananon	Member of the Risk Management Committee	-	-	-	-	4/4 (100%)	1/1 (100%)
14. Mr. Suchat Suwatnodom	Member of the Risk Management Committee	-	-	-	-	4/4 (100%)	1/1 (100%)
15. Mr. Kittiphong Kittimethawenun	Member of the Risk Management Committee	-	-	-	-	4/4 (100%)	1/1 (100%)
16. Mr. Vachiravit Akaraseranee	Member of the Risk Management Committee	-	-	-	-	4/4 (100%)	1/1 (100%)
17. Mr. Sukit Litikorn	Member of the Risk Management Committee	-	-	-	-	4/4 (100%)	1/1 (100%)
18. Mr. Withoon Thamee	Member of the Risk Management Committee	-	-	-	-	3/4 (75%)	N/A
19. Mr. Pongsawat Penglengpol	Member of the Risk Management Committee	-	-	-	-	4/4 (100%)	1/1 (100%)
Directors who Complete the Term in 2020 AGM							
1. Dr. thitorn Mallikamas	Independent Director / Member of the Audit Committee Member of the Nomination and Remuneration Committee	2/2 (100%)	1/1 (100%)	-	1/1 (100%)	-	1/1 (100%)

Note : N/A means not attend and Directors who Appoint during the Year 2021

¹⁾ Mr. Prasert Deejongkit was appointed as an independent director and member of the audit committee with effect from April 23, 2021, replacing Dr. Sothitorn Mallikamas, who retired by rotation at the 2021 Annual General Meeting (AGM).

²⁾ Mr. Parkphum Wongpaitoon was appointed as an independent director with effect from February 25, 2021 and was appointed as member of the nomination and remuneration committee with effect from April 23, 2021, replacing Dr. Sothitorn Mallikamas, who retired by rotation at the 2021 Annual General Meeting (AGM).

Remuneration of individual Board

HARN has established remuneration policies for the Board and Board-Committees. The remuneration is considered through the comparison with the Board's performance, roles, and responsibilities; HARN's performance; the overall business circumstances; as well as the organizations with equal size in the same industry. The Board's remuneration criteria must be attractive. The Nomination and Remuneration Committee is in charge of setting the annual compensation, and make recommendation to the Board for consideration and approval before presenting the AGM for approval.

In 2021, the comparing the remuneration with the average remuneration rate of other listed and the organizations in the same industry, resulting in the proposal of adjust remuneration and meeting allowances of the Board and Board-Committees, which has been approved by the 2021 Annual General Meeting of Shareholders.

Position	Remuneration
1. Monthly remuneration: Director / Audit Committee / Risk Management Committee / Nomination and Remuneration Committee <ul style="list-style-type: none"> Chairman of the Board Board-Committees Directors / Independent Director Directors (2 working day/week) 	30,000 Baht/Month 25,000 Baht/Month 20,000 Baht/Month 80,000 Baht/Month
2. Meeting allowances: Director / Audit Committee <ul style="list-style-type: none"> Chairman Director 	20,000 Baht/meeting 15,000 Baht/meeting
3. Meeting allowances: Risk Management Committee / Nomination and Remuneration Committee <ul style="list-style-type: none"> Chairman Director 	15,000 Baht/meeting 10,000 Baht/meeting
4. Bonuses	None
5. Other Remuneration	None

Note: Principles of compensation for the Board of Directors and Board Committees are as follows:

- The Nomination and Remuneration Committee is the person who determines and establishes the principles or policies "Remuneration for Directors" and propose to the Board of Directors for approval to propose to the Annual General Meeting of Shareholders which must comply with the Company's Articles of Association, Chapter 4, regarding the Board of Directors, including various factors related as follows:
 - Duties and responsibilities of each director
 - To be appropriate when compared to other public companies that has the similar operating results and business operations.
 - To be fair and transparent to create incentives to maintain qualified directors as needed
 - To be appropriate for the ability to get paid the compensation from the company.
- The Nomination and Remuneration Committee is summaries the annual remuneration and compensation which must not exceed the amount approved by the shareholders' meeting from the previous year and propose to the Board of Directors for approval to report to the shareholders' meeting to acknowledge the amount of money actually paid by considering the following factors:
 - Company performance previous year
 - Determine the appropriate time to pay
 - Details and conditions of payment such as annual remuneration for all directors who remain in office in the event that any director has recently held the position and has not yet completed a service year, annual remuneration will be paid in proportion referring to time appointment since joined.
- Board and Committee members entitled to receipt of Directors' remuneration must not be employees of the Company.
- Board member who also serve in another committee shall receive only one remuneration that pay the highest rate.