

## Report of the Nomination and Remuneration Committee



**Mr. Prasert Deejongkit**

**Chairman of the Nomination and  
Remuneration Committee**

The Board of Directors appointed the Nomination and Remuneration Committee, which consists of independent directors and non-executive director not less than 3 members most directors must be qualified as independent directors. In 2022, the Board of Directors decided to the Nomination and Remuneration Committee, on May 15, 2022 onwards consists of 3 directors, 2 independent directors and 1 non-executive director are summarized as follows:

January 1, to May 14, 2022

- |                                |             |
|--------------------------------|-------------|
| 1. Miss Voranuch Supaibulpipat | Chairperson |
| (Independent Director)         |             |
| 2. Mr. Parkphum Wongpaitoon    | Member      |
| (Independent Director)         |             |
| 3. Mrs. Sirima Iamsakulrat     | Member      |

May 15, to December 31, 2022

- |                                 |          |
|---------------------------------|----------|
| 1. Mr. Prasert Deejongkit       | Chairman |
| (Independent Director)          |          |
| 2. Mrs. Valeeratn Chuerboonchai | Member   |
| (Independent Director)          |          |
| 3. Dr. Jain Charnnarong         | Member   |

Serving as secretary to this committee is Ms. Varinkan Teraumranon, Chief Operating Officer.

The Nomination and Remuneration Committee duty is to recruit qualified people under HARN process and criteria for nomination as Directors and Chief Executive Officer, also selects Directors to serve on Board-Committees and reviews Director and Board-Committee's remuneration models and criteria before proposing for the consideration of the Board and the Annual General Meeting of Shareholders as required by law.

In 2022, the Nomination and Remuneration Committee executed duties assigned by the Board of Directors, considered, screened, and gave opinions on various issues before presenting to the Board of Directors with caution, prudence, transparency, and fairness as specified in the charter completely in line with the operational strategy Realize the best interests of the stakeholders, held a total of 3 meetings all of the Nomination and Remuneration Committee members attended every meeting, with attendance detailed below:

January 1, to May 14, 2022 : 1 meeting

- |                                |          |
|--------------------------------|----------|
| 1. Miss Voranuch Supaibulpipat | : 1 time |
| 2. Mr. Parkphum Wongpaitoon    | : 1 time |
| 3. Mrs. Sirima Iamsakulrat     | : 1 time |

May 15, to December 31, 2022 : 2 meetings

- |                                 |           |
|---------------------------------|-----------|
| 1. Mr. Prasert Deejongkit       | : 2 times |
| 2. Mrs. Valeeratn Chuerboonchai | : 2 times |
| 3. Dr. Jain Charnnarong         | : 2 times |

The performance highlights of the Nomination and Remuneration Committee as follows:

### Recruitment Duties

Strictly conduct recruitment and selection of qualified persons to be appointed as Board of Directors in accordance with the screening process and criteria specified in the policies and principles of corporate governance and business ethics. The appointment was carefully considered from various professions as required from the Board Skill Matrix and proposed to the Board of Directors and/or the shareholders' meeting as required by law. In this regard, the list of professional directors in the Thai Institute of Directors Association (IOD) was used to assist in the selection of suitable persons, including considering the composition and qualifications of the Board of Directors both in general and individually to suit the size, type, complexity, and variety of business operations. The consideration of qualifications will cover education, expertise, skills, experience, and specialization related to HARN's business, including independence according to the rules required by law and HARN.

### 1. Recruitment and selection of qualified person as director Replace directors who completed their terms

Conduct recruitment and selection of qualified persons as Board of Directors, replace directors who completed their terms for the year 2022, to present to the Board of Directors and the shareholders' meetings. The committee proposed to the agenda comprised one person, namely Mr. Thammanoon Triphet, a director on the Board of Directors, and one new director appointed in replacement of the retired director, namely Dr. Theerachai Pornsinsirak, an independent director. Those appointed directors were knowledgeable with capabilities and experience suitable for the nature of business operations which will be beneficial to HARN's strategies, while having qualifications as HARN's director and an independent director in accordance with the relevant laws and rules, in line with results of performance and reliable roles to stakeholders without any conflicts with HARN.

### 2. Nominated director as independent director and sub-committee

Nominated directors, for Independent Directors and 3 Board-committees, namely the Audit Committee, and Nomination and Remuneration Committee and Risk Management Committee, tabled these lists for the Board to appoint in place of vacancies or directors with term completion as required by law as follows.

- Appointed Mrs. Valeeratn Chuerboonchai as Independent Director and Member of the Audit Committee instead of Ms. Voranuch Supaibulpipat and as Member of the Nomination and Remuneration Committee instead of Mr. Parkphum Wongpaitoon
- Appointed Mr. Prasert Deejongkit as Chairman of the Nomination and Remuneration Committee instead of Ms. Voranuch Supaibulpipat
- Appointed Dr. Jain Charnnarong as the Nomination and Remuneration Committee instead of Mrs. Sirima Iamsakulrat
- Appointed Dr. Teerachai Pornsinsirak as Chairman of the Risk Management Committee instead of Mr. Wirat Sukchai

Those appointed directors were knowledgeable with capabilities and experiences suitable for the nature of business operations which could be beneficial to HARN's strategies, while having qualifications as HARN's director and an independent director in accordance with the relevant laws and rules, in line with results of performance and reliable roles to stakeholders without any conflicts with HARN.

### 3. Orientation and provided documents for new director

Provided useful documents, to newly appointed directors in 2022, 1 new director were appointed: namely Dr. Teerachai Pornsinsirak

### 4. Selection of a senior executive as the Chief Executive Officer in replacement of the former Chief Executive Officer, who resigned from the position.

Manage for the selection of HARN's senior executive to be the Chief Executive Officer in replacement of Mr. Wirat Sukchai, who resigned from the position of the Chief Executive Officer, to be in accordance with the succession plan to another executive with knowledge and capabilities in maintaining business continuity by nominating to the Board of Directors for the consideration to appoint Mr. Thammanoon Triphet from the former position of Managing Director: Digital Printing Business to hold the position of the Chief Executive Officer in replacement of Mr. Wirat Sukchai, which shall be effective from March 1, 2022 onwards.

### 5. Review stipulated the overall qualification structure framework (Skill Matrix)

For accordance with corporate governance principles, by conducting a specific competence assessment of the Board of Directors for the year 2022 to review the appropriate expertise, both regulatory and strategic, to be appropriate and in line with the business context.

### 6. Review the development plan for directors and top executive

Considering training courses related to the development of knowledge and competence on good corporate governance and the performance of a director's duties of the Thai Institute of Directors Association (IOD) in order to develop directors and increase useful perspectives to be applied to the business, has sent 3 director to attend Board Nomination & Compensation Program (BNCP) Class 184/2021 : namely Mr. Prasert Deejongkit, Mrs. Valeeratn Chuerboonchai, Dr. Jain Charnnarong and has sent Chief Executive Officer to attend How to Develop a Risk Management Plan (HRP) : namely Mr. Thammanoon Triphet

## 7. Opportunities minority shareholders propose agenda and qualified persons as directors

Supported the granting opportunity for minor shareholders, to propose agendas and nominate candidates as directors to nomination process from October 1 to December 31, 2022 before the 2023 Annual General Through rules. Meeting through HARN's website. This would also be announced on the website of the Stock Exchange of Thailand.

## Remuneration Duties

### 8. Determine remuneration and criteria for remuneration payment to directors

Consider the framework and criteria for remuneration to directors and sub-committees for approval at the Annual General Meeting of Shareholders in the year 2022. When compared to the organizations with the same industrial business and similar business size, it was found that the structure of criteria for regular remuneration and meeting payment rates remained appropriate. Therefore, the remuneration shall be at the same rate as the year 2021, which was approved by the 2002 General Meeting of Shareholders.

### 9. Review the criteria for performance evaluation and set remuneration for Chief Executive Officer

Review the 2022 Chief Executive Officer of Performance Evaluation criteria Form, assessed the performance by non-executive directors, using the guidelines of the Stock Exchange of Thailand as well as consider annual salary and bonuses payment adjustment for the Board's consideration

## Other duties according to the charter

### 10. Reviewed the director recruitment and remuneration policy

Consider the rules and procedures for recruitment of directors, structure of remuneration for the Board of Directors, criteria for remuneration payment, including promotion of continual development with complete, sufficient, and appropriate coverage guidelines, with no issues to be additionally resolved.

### 11. Consider review of performance evaluation form for Chief Executive Officer

Consider the structure of remuneration for the Chief of Executive Officer which must be linked to the operation performance of HARN in the short and long term in finance, society, environment, and good governance through the cycle of sustainability in compliance with the direction of HARN's four strategic groups, including SMART Business, SMART People, SMART Technology, Smart ESG (Environment-Social-Governance), approved by the Board of Directors' meeting.

### 12. Review the succession policy of Top Executives

Prepare for the readiness of executives with capacities for replacement in case of a vacancy for higher level positions. Therefore, it is required to change the goals of positions necessary for development or succession plans to cover the operational guidelines, including additional basic qualifications, focusing on clear and direct communication capabilities for the same direction of involvement, which has been approved by the Board of Directors Meeting, and report performance for plan to the Board's consideration.

### 13. Review the Nomination and Remuneration Committee charter

To set the guidelines in developing and improving the the performance of duties appropriately and sufficiently and in accordance with the principles of good corporate governance, transparency, and clarity as well as reviewing the appropriate compensation structure to support HARN's operations to be in alignment with the goals. This includes the evaluation of the operating performance of groups and individuals according to the good governance guidelines of the Stock Exchange of Thailand to ensure that the operation of the Nomination, Remuneration and Corporate Governance Committee is effective for the achievement of specified results. The evaluation results of groups and individuals are at a good level, which has been reported to the Board of Directors.

Nomination and Remuneration Committee have used knowledge, ability, caution, and sufficient independence in giving opinions and suggestions for the overall benefit of HARN for the best interest of shareholders. It also serves to oversee the Board's performance under the good corporate governance system in accordance with the relevant laws and regulations. In 2022, no significant errors that affect HARN and the shareholders have been found, including, no non-executive directors resigned due to HARN's corporate governance issues, including avoiding methods of harming HARN's reputation.