

Report of the Corporate Governance Committee

**Dear Shareholders of
Univentures Public Company Limited,**

In fiscal year 2019 (1 October 2018 – 30 September 2019), the Corporate Governance Committee in total of 4 persons of Univentures Public Company Limited had total of 3 meetings and reported minutes of meetings to the Board of Directors every time. Details of the meeting attendance by each Corporate Governance Director are as follows:

- Mr. Tithiphan Chuerboonchai Chairman
Meeting attendance 3/3 times
- Mr. Suwit Chindasanguan Member
Meeting attendance 3/3 times
- Mr. Panote Sirivadhanabhakdi Member
Meeting attendance 1/3 times
- Mr. Worawat Srisa-an Member
Meeting attendance 3/3 times

Summary of relevant duties performed by the Corporate Governance Committee in fiscal year 2019 are as follows:

- Compare the Corporate Governance Policy and Code of Business Ethics of the Company with Corporate Governance for listed companies 2017 (CG Code) and the criteria of the Corporate Governance Report of Thai Listed Companies (CGR) for the year 2019, including giving recommendations and overseeing the preparation or improvement of the



Company's Corporate Governance Policy and Code of Business Ethics in accordance with the said practices and criteria and suitable for the current corporate environment and business context of the UV Group, such as policy on the position of directors and executives at other companies of the president and top executives, policies and practices for accepting and offering gifts, assets or other benefits, responsibility guidelines for government sector etc., including establishing and improving practices related to anti-corruption to prepare to apply for certification as a member of Thai Private Sector Collective Action Coalition Against Corruption ("Thai CAC Project")

- Monitor and ensure that directors and executives comply with the Corporate Governance Policy and Code of Business Ethics, such as reviewing securities holding information, interest and conflict of interest every year as well as following up for companies to regularly communicate the Corporate Governance Policy, Code of Business Ethics and Anti-Corruption Measures to employees in order to raise awareness and strictly abide by employee orientation training, testing for knowledge of Code of Business Ethics and creating media for distribution within the organization.

- Monitored and managed annual performance assessment of the Board of Directors and all subcommittees both the whole and the individual by using assessment form according to guidelines of the Stock Exchange of Thailand, as well as reporting the assessment results to the Board of Directors for acknowledgement and disclose information in the annual report, as well as encouraging the directors, executives and those involved in the company's corporate governance system, such as the Company Secretary, Compliance Department and Internal Audit Department to attend seminars that are beneficial to the duty continuously in order to increase the efficiency of management, business operations and good corporate governance.
- Support and oversee the rights of minority shareholders by following up the Company to give the opportunity to the minority shareholders to nominate persons to be nominated as directors, propose the meeting agenda and submit questions about the company in advance of the 2020 Annual General Meeting of Shareholders as well as to ensure that the Company disclose important information to shareholders in accordance with the rules of the regulatory agencies through the news system of the Stock Exchange of Thailand and the Company website which is a channel that shareholders can access easily and equally.
- Assess the performance of the Corporate Governance Committee, both the whole and the individual in order to use the results and recommendations received from the assessment to improve the efficiency of duties as well as annual the Charter of the Corporate Governance Committee review and improve the Charter to be in line with the CG Code by increasing the scope of duties for the Corporate Governance Committee to consider providing external consultants to help set guidelines and suggest issues in the assessment of the Board of Director and Subcommittees' s performance as necessary and appropriate.
- Monitor the progress and provide suggestions for various actions related to the Thai CAC Project membership application regularly in order to encourage the Company to be certified as a member of the Thai CAC Project within the specified time frame, which is within the fiscal year 2020. In the fiscal year 2019, in addition to ensuring that the preparation and improvement of the Corporate Governance Policy and Code of Business Ethics relating

to anti-corruption, the Corporate Governance Committee encourages executives and employees to attend training or participate in various activities that provides knowledge or that has an objective to campaign against corruption. In addition, the Corporate Governance Committee has agreed to appoint a working group for the Thai CAC Project consisting of top executives from the core operations and core businesses of UV group to act as a driver for various operations which helps to promote transparency and increase efficiency in the anti-corruption measures of UV Group to be appropriate enough to apply for certification as a member of the Thai CAC Project.

Due to the Company's continuous determination to operate businesses and manage the organization under good corporate governance, transparency, accountability, and focus on driving business growth along with its awareness on corporate responsibilities to economy, society, environment, and stakeholders, in fiscal year 2019, the Company received assessment results on corporate governance survey of Thai listed companies by Thai Institute of Directors at "Excellent" level or "5 stars" for the fourth consecutive year and has been assessed for the quality of the 2019 Annual General Meeting of Shareholders from the Thai Investors Association with a full score of 100 points.



(Mr. Tithiphan Chuerboonchai)
Chairman of the Corporate
Governance Committee