

Report of the Remuneration and Nomination Committee

Dear Shareholders of Univentures Public Company Limited,

In fiscal year 2019 (1 October 2018 – 30 September 2019), the Remuneration and Nomination Committee of Univentures Public Company Limited of 4 persons had 2 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 Potjaneer Thanavarant | Chairman |
| Meeting attendance 2/2 times | |
| • Mr. Thapana Sirivadhanabhakdi | Member |
| Meeting attendance 2/2 times | |
| • Mr. Panote Sirivadhanabhakdi | Member |
| Meeting attendance 2/2 times | |
| • Mr. Nararat Limnararat | Member |
| Meeting attendance 2/2 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 fiscal year 2019 are as follows:

- Recruited individuals with proper qualifications to be directors to propose to the Board of Directors for consideration before proposing to the 2020 Annual General Meeting of Shareholders for approval. The Company provided an opportunity for minority shareholders to propose individuals to be recruited as its directors from 1 July 2019 – 30 September 2019. However, no minority shareholders proposed individuals to be nominated as directors. Consequently, the Remuneration and Nomination Committee proposes the Board of Directors and 2020 Annual General Meeting of Shareholders to reappoint directors who left positions due to end of their term to be positioned as directors for another term.

- Prescribed remuneration of the Board of Directors and subcommittees, comprising of monthly compensation, meeting allowance, and special compensation, as well as determining remuneration limit for fiscal year 2020 to propose to the Board of Directors for consideration before proposing to 2020 Annual General Meeting of Shareholders for further approval. There are criteria for determining remuneration from the specified duties and responsibilities which connect to operating results of the Company and other related factors, as well as comparable to those of listed companies in the Stock Exchange of Thailand within the same industry and with similar business size.
- 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 2019 and report the assessment results to the Board of Directors to be used as a guideline to improve the efficiency of duties, plan for training to increase knowledge and skills, including determine the 2020 remuneration of the President.
- Assess the performance of the Remuneration and Nomination Committee both the whole and the individual for the fiscal year 2019 to be information for performance development of the Remuneration and Nomination Committee to be efficient, as well as reviewing the appropriateness of the Charter of the Remuneration and Nomination Committee for the year 2019 in accordance with the good corporate governance principles and relevant environmental factors which have changed appropriately.

Potjaneer Thanavarant

**(Miss Potjaneer Thanavarant)
Chairman of the Remuneration and
Nomination Committee**