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ATTACHMENT 1

Details of Directors, Executives, the person supervising accounting, and Company Secretary

1.1 Details of Directors

Mr. Boonchai Bencharongkul

Chair of the Board of Directors (Authorized Director)



Date of First Appointment: 29 October 1990

Age: 67 years

Total Year of Directorship: 31 Years 2 Months

Number and proportion of share held: 10 shares (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

- Honorary Doctorate Degree (Visual Arts), Silpakorn University, Thailand
- Honorary Doctorate Degree in Economic Science, Ramkhamhaeng University, Thailand
- B.Sc. in Management, Northern Illinois University, USA

Training Program

IT Governance and Cyber Resilience Program (ITG) (17/2021) by Thai Institute of Directors Association (IOD)

Role of the Chairman Program (RCP) (11/2005) by Thai Institute of Directors Association (IOD)

Position in Listed Company in SET

1990 – Present Chair of the Board of Directors, Total Access Communication PLC.

Position in Other Company or Organization

1998 – Present Chairman, Ruam Duay Chuay Kan Sam Nuek Rak Ban Kerd Foundation

1990 – Present Chairman of the Board of Directors, Benchachinda Holding Co., Ltd.

1989 – Present Chairman of the Board of Directors, Private Property Co., Ltd.

Past Experience

2002 – 2015 Director, United Distribution Business Co., Ltd.

2001 – 2006 Chairman, Hornbill Research Foundation

2002 – 2005 Chief Executive Officer and President, United Communication Industry PLC.

2001 – 2002 Chief Executive Officer, Total Access Communication PLC.

2000 – 2001 Managing Director, Total Access Communication PLC.

1984 – 1999 Chairman of the Executive Committee, United Communication Industry PLC.

Royal Decoration

2015 The Knight Grand Cordon (Special Class) of the Most Noble Order of the Crown of Thailand

2003 The Grand Cross (Third Class, Higher Grade) of the Most Illustrious Order of Chula Chom Klao

1997 The Knight Grand Cross (First Class) of the Admirable Order of the Direkgunabhorn

1994 The Knight Grand Cross (First Class) of the Most Noble Order of the Crown of Thailand



Mr. Joergen Christian Arentz Rostrup

Vice Chair of the Board of Directors



Date of First Appointment: 24 April 2020

Age: 55 years

Total Year of Directorship: 1 Year 8 Months

Number and proportion of share held: None (0.00 %)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

- Master's Degree in Economics and Business Administration, the Norwegian School of Economics (NHH)

Position in Listed Company in SET

2020 – Present	Vice Chair of the Board of Directors, Total Access Communication PLC.
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2005 - 2005

Position in Other Company or Organization

2020 – Present	Executive Vice President and Head of Telenor Asia
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2002 - 2005

Past Experience

2016 – 2020	Corporate Management Board, Chief Financial Officer, Telenor ASA	1999 - 2002
2015 – 2016	CEO/President Yara North America Inc., Yara International ASA	1998 - 1999
2013 – 2015	Managing Director Yara Ghana Ltd., Yara International ASA	1996 - 1998
2009 – 2013	Corporate Management Board; Chief Financial Officer, Norsk Hydro ASA	1995 - 1996
2007 – 2009	Corporate Management Board, Executive Vice President Energy/Power, Norsk Hydro ASA	1994 - 1995
2006 - 2007	Oil and Energy Area, Senior Vice President and Sector President, Markets (oil, gas and	1991 - 1994

power sales, power production, gas distribution, new renewables), Norsk Hydro ASA

Hydro Oil and Energy Area, SVP and head of business unit Marketing and Trading (oil and gas sales), Norsk Hydro ASA

Hydro Oil and Energy Area, VP and head of business unit New Renewable Energy and Managing Director Norsk Hydro Technology Ventures, Norsk Hydro ASA

Exploration and Production Norway, Vice President, Finance and Procurement, Norsk Hydro ASA

Exploration and Production International, Vice President, Finance and IS, Norsk Hydro ASA

President, Hydro's US Holding Co., Norsk Hydro USA, New York

Business Dev. Petrochemicals, Norsk Hydro Asia, Singapore

Manager Investor Relations Europe, Norsk Hydro

Corporate Financial Control, Norsk Hydro

Mr. Stephen Woodruff Fordham

Independent Director, Chair of the Nomination and Remuneration Committee and Member of the Audit Committee



Date of First Appointment: 17 November 2006

Age: 70 years

Total Year of Directorship: 15 Years 1 Month

Number and proportion of share held: 10,000 shares and 6,000 NVDRs (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

- MA Jurisprudence, Oxford University, UK

Training Program

2006 – Present	Director Certification Program (DCP) (203/2015) by Thai Institute of Directors Association (IOD)
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2011 – Present

2011 – Present

2008 – Present

2006 – Present

1998 – Present

Position in Listed Company in SET

2021 - Present	Chair of the Nomination and Remuneration Committee, Total Access Communication PLC.
2006 - Present	Independent Director and Member of the Audit Committee, Total Access Communication PLC.

Past Experience

2019 – 2021	Director, Stockbridge Holding Pte Ltd
2017 - 2020	Member of the Corporate Governance Committee, Total Access Communication PLC.
2012 - 2021	Chair of the Nomination Committee, Total Access Communication PLC.
2006 - 2017	Chair of the Remuneration Committee, Total Access Communication PLC.
2007 - 2012	Independent Director and Chairman of the Nomination and Remuneration Committee, Thoresen Thai Agencies PLC.

Position in Other Company or Organization

2021 – Present	Chief Executive Officer of Stockbridge Pte Ltd
2021 – Present	Director, Klaveness Combination Carriers Pte Ltd
2018 – Present	Director, Awilco Rig 1Pte Ltd
2018 – Present	Director Awilco Rig 2 Pte Ltd
2017 – Present	Director, High Arctic Energy Services (Singapore) Pte Ltd



Mrs. Chananyarak Phetcharat

Independent Director, Chair of the Corporate Governance Committee and Member of the Nomination and Remuneration Committee, (Authorized Director)



Date of First Appointment: 5 September 2011

Age: 58 years

Total Year of Directorship: 10 Years 3 Months

Number and proportion of share held: None (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

- Master Degree in MIS, West Virginia University, USA
- Certificate, Berkeley Executive Coaching Leadership
- Certificate, Special Management Program, Marshall University, USA
- Bachelor Degree in Accounting, Ramkhamhaeng University

Training Program

- Director Accreditation Program (DAP) (162/2019) by Thai Institute of Directors Association (IOD)
- CMA - Capital Market Alumni 14
- Director Certification Program (DCP) (49/2004) by Thai Institute of Directors Association (IOD)
- Enhancing Strategic Competitiveness by IMD Switzerland

Position in Listed Company in SET

2021 – Present	Independent Director, T.K.S. Technologies Public Company Limited
2021 – Present	Member of the Nomination and Remuneration Committee, Total Access Communication PLC.
2020 – Present	Independent Director, Member of the Audit Committee and Member of the IT Oversight Committee, TMBThanachart Bank Public Company Limited (TTB)
2019 – Present	Director and Member of Risk Management Committee, Mc Group Public Company Limited
2013 – Present	Chair of the Corporate Governance Committee, Total Access Communication PLC.
2011 – Present	Independent Director, Total Access Communication PLC.

Position in Other Company or Organization

2021 – Present	Director, Thailand Post Co.,Ltd.
2014 - Present	Director, dtac TriNet Co., Ltd.

Past Experience

2019 – 2021	Chief Executive Officer, Mc Group Public Company Limited
2017 – 2020	Member of the Nomination Committee, Total Access Communication PLC
2020	Chair of the Remuneration Committee, Total Access Communication PLC
2008 - 2019	Managing Director, DHL Express International (Thailand) Ltd.
2004 - 2008	Managing Director, Mobile Devices Sector, Motorola (Thailand) Ltd.
1998 - 2002	General Manager, Oracle Cooperation (Thailand)



Mrs. Kamonwan Wipulakorn

Independent Director, Chair of the Audit Committee
and Member of the Corporate Governance Committee



Date of First Appointment: 8 December 2014

Age: 59 years

Total Year of Directorship: 7 Years

Number and proportion of share held: None (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

- Master of Business Administration (Finance), Western Illinois University, USA
- Bachelor of Arts in International Relations, Faculty of Political Sciences, Chulalongkorn University
- Certificate Harvard Executive Program, Harvard Business School, Harvard University, USA
- Certificate Stanford Executive Program, Stanford Center for Professional Development, Stanford University, USA

Training Program

- Director Leadership Certification Program (DLCP) (2/2021) by Thai Institute of Directors Association (IOD)
- Board that Make a Difference (BMD) (8/2018) by Thai Institute of Directors Association (IOD)
- Advanced Audit Committee Program (AACP) (29/2018) by Thai Institute of Directors Association (IOD)
- Strategic Board Master Class Retreat (SBM) (2/2017) by Thai Institute of Directors Association (IOD)
- CMA-Capital Market Academy Alumni 19
- Director Certification Program (DCP) (122/2009) by Thai Institute of Directors Association (IOD)
- Diploma Examination (Exam) (26/2009) by Thai Institute of Directors Association (IOD)

Position in Listed Company in SET

Oct 2021 – Present	Director, Member of the Executive Committee and Managing Director, Bound and Beyond Public Company Limited. ⁽¹⁾
2019 – Present	Independent Director and Chair of the Audit Committee, Star Petroleum Refining Public Company Limited
2017 - Present	Chair of the Audit Committee, Total Access Communication PLC.
2014 - Present	Member of the Corporate Governance Committee, Total Access Communication PLC.
2014 - Present	Independent Director, Total Access Communication PLC.

Remark:⁽¹⁾ The company's original name was Padaeng Industry Public Company Limited.

Position in Other Company or Organization

2020 - Present	Chair of the Board of Directors, dtac TriNet Co., Ltd.
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Past Experience

Feb 2021 – Oct 2021	Independent Director, Nomination and Remuneration Chairman, and Audit Committee Member, Padaeng Industry Public Company Limited.
2014 – 2020	Member of the Remuneration Committee, Total Access Communication PLC.
2014 - 2017	Member of the Audit Committee and Member of the Nomination Committee, Total Access Communication PLC.
2018 – 2019	Director, Origin Property PLC.
2011 – 2017	Director and President, The Erawan Group PLC.
2009 - 2010	Chief Financial Officer, The Erawan Group PLC.



Mrs. Pratana Mongkolkul

Independent Director, Member of the Audit Committee, Member of the Nomination and Remuneration Committee and Member of the Corporate Governance Committee



Date of First Appointment: 28 January 2020

Age: 57 years

Total Year of Directorship: 1 Year 11 Months

Number and proportion of share held: None (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

- Master Degree in Business Administration, Thammasat University
- Bachelor Degree in Accounting, Thammasat University
- Advanced Management Program 180/2011, Harvard Business School, Harvard University. USA

Training Program

- Board Nomination and Compensation Program (BNCP) (12/2021) by Thai Institute of Directors Association (IOD)
- Director Leadership Certification Program (DLCP) (2/2021) by Thai Institute of Directors Association (IOD)
- Ethical Leadership Program (ELP) (21/2021) by Thai Institute of Directors Association (IOD)
- IT Governance and Cyber Resilience Program (ITG) (3/2017) by Thai Institute of Director Association (IOD)
- Advanced Audit Committee Program (AACP) (22/2016) by Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP) (34/2003) by Thai Institute of Directors Association (IOD)
- Director Accreditation Program (DAP) (2/2003) by Thai Institute of Directors Association (IOD)
- IP Bar 2021: IP Challenges in the Next Normal by The Central Intellectual Property and International Trade Court (Thailand)
- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives Rationale (20/2016) by King Prajadhipok's Institute
- Public Director Certification Program (13/2015) by King Prajadhipok's Institute

- Thai Intelligent Investors (1/2012) by Thai Investors Association
- Capital Market Leader Program (6/2008) by Capital Market Academy
- Chief Financial Officer Certificate Program (1/2004) by Institute of Certified Accounting and Auditors of Thailand
- Director Diploma Examination 2003 by The Australian Institute of Directors Association

Position in Listed Company in SET

- | | |
|----------------|---|
| 2021 - Present | Member of Corporate Governance Committee and Member of the Nomination and Remuneration Committee, Total Access Communication PLC. |
| 2020 - Present | Independent Director, Member of Audit Committee, Total Access Communication PLC. |
| 2019 - Present | Independent Director and Member of the Audit Committee, TBSP PLC. |
| 2019 - Present | Independent Director and Chairman of the Audit Committee, Central Retail Corporation PLC. |
| 2017 - Present | Independent Director, Vice Chairman and Chairman of the Audit Committee, Rojukiss International PLC. |

- | | |
|----------------|--|
| 2015 - Present | Independent Director, Chairman of the Risk Management Committee, Member of the Nomination and Remuneration Committee and Member of the Good Corporate Governance Committee, FN Factory Outlet PLC. |
|----------------|--|

Position in Other Company or Organization

- | | |
|----------------|--|
| 2014 - Present | Associate Judge # 10, 13, The Central Intellectual Property and International Trade Court (Thailand) |
|----------------|--|

Past Experience

- | | |
|-------------|--|
| 2020 - 2021 | Member of the Nomination Committee and Member of the Remuneration Committee, Total Access Communication PLC. |
| 2018 - 2019 | Board of Trustees and Chairman of the Audit Committee & Risk Management, Dhurakij Bundit University |
| 2017 - 2020 | Director, Member of Executive Board Committee, Thai Airways International PLC. |
| 2015 - 2019 | Director, Chairman of the Audit Committee, Thailand Post Company Limited |

2015 - 2017

2013 - 2019

2014 - 2018

2014 - 2017

2012 - 2015

2007 - 2011

2007 - 2011

1998 - 2011

1992 - 1998

Director, Member of the Executive Committee, Government Saving Bank

Independent Director, Member of the Audit Committee and Chairman of Financial Risk Committee, T.K.S. Technologies PLC.

Member of Board Commissioners, Chairman of the Audit Committee, Port Authority of Thailand

Independent Director and Member of the Executive Committee, Dusit Thani PLC.

Director and Chairman of Executive Committee, MC Group PLC.

Independent Director, Chairman of Audit Committee, Thoresen Thai Agencies Public Company Limited

Director, S&P Syndicate Public Company Limited

Director and Group Chief Financial Officer, Minor International Public Company Limited

Senior Vice President of Finance and Accounting Department, Central Pattana Public Company Limited



Mrs. Tone Ripel

Director and Member of the Corporate Governance Committee



Date of First Appointment: 30 March 2016

Age: 51 years

Total Year of Directorship: 5 Years 9 Months

Number and proportion of share held: None (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

Master of Law, University of Oslo, Norway

Training Program

The Mandatory Accreditation Programme (MAP) by Bursa Malaysia Securities Berhad

Position in Listed Company in SET

2020 - Present Member of the Corporate Governance Committee, Total Access Communication PLC.

2016 - Present Director, Total Access Communication PLC.

Position in Other Company or Organization

2020 - Present Director, Grameenphone Ltd.

2013 - Present Attorney at Law, Telenor ASA

Past Experience

2020 - 2021 Member of the Nomination Committee, Total Access Communication PLC.

2018 - 2019 Director, DiGi.com Berhad and DiGi Telecommunications Sdn Bhd

2017 - 2019 Director, Telenor Norge AS

2015 - 2019 Director, Telenor Networks Holding AS

2015 - 2016 Director, Telenor Business Partner Invest AS
1999 - 2012 Associated attorney and senior attorney, Wiersholm Lawfirm

1996 - 1999 Higher executive officer, advisor and senior advisor, Norwegian Competition Authority

Mr. Rakesh Jain

Director, Member of the Corporate Governance Committee and Member of the Nomination and Remuneration Committee (Authorized Director)



Date of First Appointment: 9 December 2019

Age: 47 years

Total Year of Directorship: 2 Years

Number and proportion of share held: None (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

• B.Tech Electronics & Communications, R.E.C Kurukshetra, Kurukshetra University, Haryana, India

Position in Listed Company in SET

2021 - Present Director, Member of the Nomination and Remuneration Committee, Total Access Communication PLC.

2019 - Present Director, Member of the Corporate Governance Committee, Total Access Communication PLC.

Position in Other Company or Organization

2018 - Present Senior Vice President, Global Network, Telenor ASA

Past Experience

2019 - 2021 Member of the Nomination Committee and Member of the Remuneration Committee, Total Access Communication PLC.

2014 - 2018 Senior Vice President, Network Asia, Telenor ASA

2013 - 2014 Chief Technology Officer/ Network Head, Uninor, India

2012 - 2013 Head of Network Planning, Uninor, India
2008 - 2012 Head of Radio Frequency Planning, Uninor, India

2005 - 2008 AT&T & T-Mobile USA Radio Network Design & Planning

2000 - 2005 Hutchison Network Design UK & Vodafone Network Design Australia / Aircom International

1995 - 2000 Radio Network & Transport Planning



Mr. Haakon Bruaset Kjoel

Director and Member of the Nomination and Remuneration Committee (Authorized Director)



Date of First Appointment: 5 September 2011

Age: 49 years

Total Year of Directorship: 10 Years 3 Months

Number and proportion of share held: None (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

- Master of Business Administration (Executive), BI Norwegian Business School
- Public Relations, BI Norwegian Business School (Norges Markeds Hoyskole)

Training Program

- International Directors Program (Module 1, December 2021), IN-SEAD, Singapore
- Director Certification Program (DCP) (284/2019) by Thai Institute of Directors Association (IOD)
- Director Course in 2018: INSEAD - Leading from the Chair Programme, Fontainebleau, France
- Director Accreditation Program in 2010: Mandatory Accreditation Program for Directors of Public Listed Companies, Busatra Sdn. Bhd. (formerly known as Bursa Malaysia Trading Sdn. Bhd.), Malaysia

Position in Listed Company in SET

- | Year | Position |
|----------------|--|
| 2021 - Present | Member of the Nomination and Remuneration Committee, Total Access Communication PLC. |
| 2020 - Present | Director, Total Access Communication PLC. |
| 2019 - 2020 | Chief Strategy and Transformation Officer, Total Access Communication PLC. |
| 2017 - 2019 | Member of the Corporate Governance Committee, Total Access Communication PLC. |
| 2014 - 2019 | Director, Member of the Remuneration Committee and Member of the Nomination Committee, Total Access Communication PLC. |
| 2011 - 2013 | Director, Total Access Communication PLC. |

Position in Other Company or Organization

- | Year | Position |
|----------------|---|
| 2020 - Present | Senior Vice President, Head of External Relations Asia, Telenor Group |
| 2020 - Present | Non-Executive Director of Snohetta AS |
| 2017 - Present | Chair of the Board of Directors, DiGi Telecommunications Sdn Bhd |
| 2017 - Present | Chair of the Board of Directors, Member of Nomination Committee, Chair of Remuneration Committee, DiGi.Com Berhad |
| 2016 - Present | Director, Telenor Asia (IHQ) Ltd. |
| 2012 - Present | Director, Telenor South Asia Investment Pte Ltd. |
| 2012 - Present | Director, Telenor South East Asia Investment Pte Ltd. |
| 2011 - Present | Director and member of the Nomination and Remuneration Committee, Grameenphone Ltd. |
| 2011 - Present | Director, Telenor Asia Pte. Ltd. |

Past Experience

- | Year | Position |
|-------------|--|
| 2019 - 2019 | Director, Telenor Health AS |
| 2018 - 2019 | Senior Vice President, Partner and External Relations Asia, Telenor Group |
| 2018 - 2018 | Acting Executive Vice President and Chief Corporate Affairs Officer, Telenor Group |
| 2016 - 2021 | Director, Telenor Myanmar Ltd. |
| 2016 - 2020 | Director and Member of the Audit Committee, Telenor Pakistan Ltd. |
| 2016 - 2018 | Senior Vice President, Head of Group Public and Regulatory Affairs, Telenor Group |
| 2016 | Senior Vice President, Corporate Affairs Asia, Telenor Group |
| 2015 - 2016 | Senior Vice President, Head of President & CEO's Office, Telenor Group |
| 2014 - 2019 | Director, Telenor GO Pte Ltd. |
| 2008 - 2015 | Senior Vice President, Corporate Affairs Asia, Telenor Group |



Mr. Thomas Alexander Thyholdt

Director



Date of First Appointment: 16 October 2020

Age: 46 years

Total Year of Directorship: 1 Year 2 Months

Number and proportion of share held: None (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

- Master equivalent degree ("Siviløkonom") in economics and business administration with a triple major in Finance, Strategy and Macro Economics from BI Norwegian School of Management

Position in Listed Company in SET

2020 - Present Director, Total Access Communication PLC.

Position in Other Company or Organization

2020 - Present Senior Vice President - Head of Business Performance Asia, Telenor Group

Past Experience

2017 - 2020 Senior Vice President - Group Finance, Cost Office, Telenor Group

2013 - 2017 Vice President - Head of Group HR Strategy & Analytics, Telenor Group

Details of executives

Mr. Sharad Chandra Mehrotra

Chief Executive Officer

(Management under definition of SEC)



Date of Appointment: 1 February 2020

Age: 54 years

Number and proportion of share held: None (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

- MBA, Marketing, Indira Gandhi National Open University
- Bachelor of Engineering, University of Pune

Past Experience

2020 - Present Chief Executive Officer, Total Access Communication PLC.

2020 - Present Chief Executive Officer, dtac TriNet Co., Ltd.

2018 - 2020 Chief Executive Officer, Telenor Myanmar

2015 - 2018 Chief Executive Officer, Telenor India

2013 - 2015 Chief Marketing Officer, Telenor Myanmar



Mr. Nakul Sehgal

Chief Financial Officer
(Management under definition of SEC)



Date of Appointment: 12 January 2021
Age: 41 years
Number and proportion of share held: None (0.00%)
Number of shares held by spouse and minor children: None (0.00%)
Familial relationship between director and executive: None

Academic Background

- Chartered Accountant, Institute of Chartered Accountants of India
- Bachelor of Commerce (Hons.), University of Delhi, India

Past Experience

2021 – Present	Chief Financial Officer, Total Access Communication PLC.
2021 – Present	Chief Financial Officer, dtac TriNet Co., Ltd.
2021 – Present	Director, TeleAssets Co., Ltd.
2019 – 2020	Corporate Chief Financial Officer, Bharti Airtel Limited
2017 – 2019	Chief Financial Officer, Digi.com Berhad
2016 – 2017	Chief Financial Officer, Telenor Hungary Plc.
2015	Vice President, Head Business Strategy & Performance Management, Telenor (India) Communications Pvt. Ltd.

Mr. Prathet Tankuranun

Chief Technology Officer
(Management under definition of SEC)



Date of Appointment: 1 July 2015
Age: 53 years
Number and proportion of share held: 10,000 shares (0.00%)
Number of shares held by spouse and minor children: 9,400 shares (0.00%)
Familial relationship between director and executive: None

Academic Background

- Master of Electrical Engineering, Massachusetts Institute of Technology 2001 - 2005 Head of Engineering, Satellite Engineer, Pacific Century Matrix (Hong Kong)
- Master of Business Administration (Executive Program), Sasin Graduate Institute of Business Administration of Chulalongkorn University 1996 - 2000 Satellite Engineer, L-Star Program, Asia Broadcasting and Communication Network/Teles at Canada

Past Experience

2015 - Present	Chief Technology Officer, Total Access Communication PLC.
2015 - Present	Director, dtac TriNet Co., Ltd.
2013 - 2014	Chief Technology Officer, Telenor Myanmar Limited
2011 - 2013	Senior Vice President, Network Operations Division, Total Access Communication PLC.
2010 - 2011	Senior Vice President, Engineering Division, Total Access Communication PLC.
2009 - 2010	Vice President, Network Design and System Infrastructure Department, Total Access Communication PLC.
2005 - 2009	Vice President, Transmission Department, Total Access Communication PLC.



Miss Nardrerdee Arj-Harnwongse

Chief People Officer
(Management under definition of SEC)



Date of Appointment: 1 August 2015
Age: 54 years
Number and proportion of share held: None (0.00%)
Number of shares held by spouse and minor children: None (0.00%)
Familial relationship between director and executive: None

Academic Background

- Master of Arts in Human Resources Development, Webster University, Missouri, USA 1996 - 2000
- Bachelor of Arts majoring in English, Chulalongkorn University 1995 - 1996

Past Experience

2015 - Present	Chief People Officer, Total Access Communication PLC.	1993 - 1995	Training Manager, Ek-Chai Distribution System Co. Ltd.
2009 - 2015	Vice President, Human Resources Thailand, Myanmar, Cambodia & Laos, Unilever Thai Holdings Limited		
2007 - 2009	Head of Human Resources, Sub-Region Asia North (Thailand, Bangladesh, Vietnam, Cambodia and Korea), Nokia Siemens Networks (Thailand) Ltd.		
2004 - 2007	Human Resources Manager for Indochina (Thailand, Vietnam, Cambodia & Laos), Nokia (Thailand) Ltd.		
2000 - 2004	Assistant Vice President, Human Resources, Retail Operations, Ek-Chai Distribution System Co. Ltd.		

Miss Tipayarat Kaewsringarm

Chief Sales Officer (Management under definition of SEC)



Date of Appointment: 1 February 2019
Age: 53 years
Number and proportion of share held: None (0.00%)
Number of shares held by spouse and minor children: None (0.00%)
Familial relationship between director and executive: None

Academic Background

- Master's Degree in Business Administration, Saint Louis University, USA

Past Experience

2019 - Present	Chief Sales Officer, Total Access Communication PLC.
2017 - 2019	Deputy Chief Executive Officer, Metro Wholesale Myanmar Ltd.
2015 - 2016	CEO Advisor, Total Access Communication PLC.
2013 - 2015	Chief People Officer, Telenor Myanmar
2011 - 2013	Chief People Officer, Total Access Communication PLC.
2008 - 2011	Chief Customer Officer, Total Access Communication PLC.



Mr. How Lih Ren

Chief Marketing Officer (Management under definition of SEC)



Date of Appointment: 1 April 2019

Age: 45 years

Number and proportion of share held: None (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

- Senior Executive Programme at the London Business School
- Bachelor of Science (Honours) in Computer Science from Coventry University, UK

Past Experience

2019 – Present	Chief Marketing Officer, Total Access Communication PLC.
2016 – 2019	Head of iTelco, Digi Telecommunications Sdn Bhd.
2015 – 2016	Head of Consumer Sales, Digi Telecommunications Sdn Bhd.
2013 – 2015	Head of Product and Organisational Excellence, Digi Telecommunications Sdn Bhd.
2011 – 2013	Head of Corporate Strategy & Program Director, Digi Telecommunications Sdn Bhd.
2002 – 2011	Senior Manager, Strategy and Operations, Deloitte Consulting

Mr. Lars Marcus Adaktusson

Chief Corporate Affairs Officer (Management under definition of SEC)



Date of Appointment: 2 September 2019

Age: 41 years

Number and proportion of share held: None (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

- Master of Science (M.Sc.), Stockholm School of Economics (SSE) Stockholm, Sweden

Past Experience

2019 – Present	Chief Corporate Affairs Officer, Total Access Communication PLC.
2017 – 2019	Vice President Public & Regulatory Affairs and Corporate Communication, Region Asia, Telenor Group (Singapore)
2015 – 2017	Vice President Communications, Region Asia, Telenor Group (Singapore)
2013 – 2015	Director Communications, Grameenphone Ltd. (Bangladesh)
2010 – 2013	Director Communications, Telenor Sweden AB (Sweden)
2008 – 2010	Press officer & Communications Strategist, Telenor Sweden AB (Sweden)
2005 – 2007	Communications Consultant, Diplomat Communications AB (Sweden)



Mr. Sadat Ibne Zaman

Chief Business Officer (Management under definition of SEC)



Date of Appointment: 1 October 2021

Age: 38 years

Number and proportion of share held: None (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

- Certified Management Accountant (CMA)– Institute of Management Accountants, USA 2014
- M.Sc. in Economics – International Economics, North South University, Dhaka. 2013 – 2014
- Bachelor of Business Administration – Finance, Institute of Business Administration, University of Dhaka. 2011 – 2013

Past Experience

Oct 2021 – Present	Chief Business Officer, Total Access Communication PLC.	2009 – 2011
2020 – 2021	Senior Vice President, Head of Strategy & Transformation, Total Access Communication PLC.	2008 – 2009
2016 – 2020	Senior Vice President, Head of Business Finance, Total Access Communication PLC.	2006 – 2008
2014 – 2016	Vice President, Head of Finance Business Partners, Total Access Communication PLC.	

VP, Head of Financial Business
Advisory Unit-MG,
Total Access Communication PLC.
GM, Head of Commercial Finance,
Finance Division, Grameenphone Ltd.
DGM, Head of Forecasting,
Finance Division, Grameenphone Ltd.
Business Manager, Business Support &
Control, Finance Division,
Grameenphone Ltd.
Deputy Manager, Pricing & Forecasting,
Commercial Division,
Grameenphone Ltd.
Officer, Product & Market
Development, Commercial Division,
Grameenphone Ltd.

1.3 Details of the person supervising accounting and the Company Secretary

Miss Peeraya Rodkorn

Head of Financial Accounting and Reporting Department (the person assigned to the direct responsibility of supervising accounting preparation and be a professional accountant charged with accounting duties with qualifications and conditions prescribed by the Notification of the Department of Business Development)

Date of Appointment: 15 January 2019

Age: 48 years

Number and proportion of share held: None (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

- Master of Accountancy, Chulalongkorn University
- Bachelor of Accountancy, Thammasat University

Training Program

- Cash Flows (7 hours)
- TFRS16 - Financial Lease (7 hours)

In 2021, completed a continuing development course in accounting knowledge for not less than six hours per calendar year and number of hour for attending training course is in accordance with SEC requirement

Past Experience

2019 – Present	Vice President, Head of Financial Accounting and Reporting Department, Total Access Communication PLC.
2017 – 2018	Chief Financial Officer, Singer Thailand PLC.
2001 – 2017	Vice President, Head of Financial Accounting and Reporting Department, Total Access Communication PLC.



Miss Napat Tanyakulsajja

Vice President, Head of Company Secretary Department

Date of Appointment: 15 July 2020

Age: 40 years

Number and proportion of share held: None (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

- Master's degree in Law, Major in Private and Business Law, Chulalongkorn University
- Bachelor's Degree in Law, Thammasat University
- Thai barrister-at-law, The Thai bar Association

Training Program

- Company Secretary Program (CSP) (56/2014) by Thai Institute of Directors Association (IOD)
- Effective Minutes Taking Program (EMT) (28/2014) by Thai Institute of Directors Association (IOD)
- Company Reporting Program (CRP) (8/2014) by Thai Institute of Directors Association (IOD)
- Advances for Corporate Secretaries (1/2560), Thai Listed Companies Associations
- ASEAN Business and Investment Law Training by Chulalongkorn University and The Law and Development Research Center, 2016

Past Experience

- | | |
|----------------|---|
| 2020 - Present | Vice President, Head of Company Secretary Department, Total Access Communication PLC. |
| 2013 - 2020 | Legal Counsel and Company Secretary, Thailand & Vietnam, Goodyear (Thailand) Public Company Limited |
| 2010 - 2013 | Legal Officer, PTT Exploration and Production Public Company Limited (PTTEP) |
| 2004 - 2007 | Legal Officer, Berli Jucker Public Company Limited |

Duties and responsibilities of the Company Secretary

The duties and responsibilities of the Company Secretary are set out in accordance with the Public Limited Company Act, the Securities and Exchange Act, and the Principles of Good Corporate Governance for Listed Companies 2017 of the SEC. The duties and responsibilities of the Company Secretary are as follows:

- (1) Providing legal and regulatory advice pertaining to the duties and responsibilities of the Board of Directors and the business operation of the Company;
- (2) Preparing documentations and supporting information for the Board of Directors' and shareholders' meetings;
- (3) Coordinating and following-up on the implementation of the Board of Directors' and shareholders' resolutions;
- (4) Preparing and safe-keeping the director register, notices and minutes of the Board of Directors' meetings, annual reports, notices and minutes of the shareholders' meetings;
- (5) Safe-keeping the reports of interests of directors and management;
- (6) Preparing information and arranging information sessions on the business of the Company, including other information relevant to the business operation of the Company for new directors; and
- (7) Responsible for the Board of Directors' and shareholders' activities.



ATTACHMENT 2 DETAILS OF DIRECTORS OF SUBSIDIARIES, ASSOCIATED, AND RELATED COMPANIES ⁽¹⁾

List of subsidiaries/ List of Directors	1	2	3	4	5	6	7	8
Mrs. Kamonwan Wipulakorn				X				
Mrs. Chananyarak Phetcharat				/				
Mr. Sharad Chandra Mehrotra				//				
Mr. Prathet Tankuranun				//				
Mr. Nakul Sehgal				///				/
Mr. Sadat Ibne Zaman							/	
Mr. Sirawit Klabdee							/	
Mr. Narupon Rattanasamaharn								/
Mr. Virat Jaruchoktaweechai		/						
Ms. Siriwan Sereeyothin		/						

Remarks Chair Director Executive Director Executive

1 WorldPhone Shop Co., Ltd. ⁽²⁾
2 TAC Property Co., Ltd.
3 dtac Digital Media Co., Ltd. ⁽²⁾

4 dtac TriNet Co., Ltd.
5 DTAC Broadband co., Ltd. ⁽²⁾
6 United Communication Industry PLC. ⁽²⁾

7 dtac Accelerate Co., Ltd.
8 TeleAssets Co., Ltd.

⁽¹⁾ As of 31 December 2021
⁽²⁾ Under liquidation process



ATTACHMENT 3

Details of Head of Internal Audit Department and Head of Ethics and Compliance Department

1. Head of Internal Audit

Mr. Kiti Wichitsawangwong

Vice President, Head of Internal Audit Department

Date of Appointment: 26 September 2018

Age: 39 years

Number and proportion of share held: None (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

- Master of Business Administration – Young Executive, Faculty of Commerce and Accountancy, Chulalongkorn University
- Bachelor of Accounting, Major in Accounting Information Systems, Faculty of Commerce and Accountancy, Chulalongkorn University

Training Program

- Diploma of Certified Internal Auditor (CIA) by The Institute of Internal Auditors (IIA), 2018
- Diploma in Internal Audit (Internal Audit Certificate Program: IACP) – Round 7 by the Federation of Accounting Professions (FAP), 2012
- Diploma in Anti-Corruption in Organization – Round 8 by the Federation of Accounting Professions, 2014
- Certificate in IT Audit for Non-IT Auditor Masterclass and IT Audit for Non-IT Auditor Workshop by the Information Systems Audit and Control Association (ISACA) - Bangkok Chapter, 2014
- Certificate in Business System Development (BSD) – Round 2 by the Federation of Accounting Professions (FAP) and Faculty of Commerce and Accountancy, Thammasat University, 2013

- Certificate in Business Law for Individuals – Round 16 by the Faculty of Law, Thammasat University, 2015
- Smart Disclosure Program (SDP) Round 5/2014 by the Stock Exchange of Thailand (SET).

Past Experience

- Sep 2018 - Dec 2021 Vice President - Internal Audit Department, Total Access Communication PLC.
- Sep 2018 – Apr 2021 Secretary of the Audit Committee, Total Access Communication PLC.
- 2015 - Aug 2018 Assistant Vice President - Internal Audit Department, and Secretary of the Audit Committee, Thai Reinsurance PLC.
- 2014, 2016 - 2017 Acting Head of Department - Compliance Department, Thai Reinsurance PLC.
- 2014 - 2015 Department Manager - Internal Audit Department, Thai Reinsurance PLC.
- 2012 - 2013 Deputy Manager - Internal Audit Department, Thai Reinsurance PLC.

2011 - 2012

Department Manager - Accounting and Finance, Plan B Media PLC.

2007 - 2011

Senior Analyst – Organization and Process Development Department, Benchachinda Holding Co., Ltd.

2004 - 2007

Senior Auditor Assistant, KPMG Phoomchai Audit Co., Ltd.



2. Head of Ethics and Compliance Officer

Mr. Thanatt Louhalertdecha

Vice President, Head of Ethics and Compliance Department

Date of Appointment: 2 January 2020

Age: 48 years

Number and proportion of share held: None (0.00%)

Number of shares held by spouse and minor children: None (0.00%)

Familial relationship between director and executive: None

Academic Background

- Master of Business Administration (Finance), Ramkhamhaeng University
- Bachelor of Business Administration (Finance), University of the Thai Chamber of Commerce

Training Program

- Anti-Corruption the Practical Guide by Thai Institute of Directors Association (IOD) in 2021
- Corruption Risk and Control Workshop by Thai Institute of Directors Association (IOD) in 2021
- Ethical Leadership Program by Thai Institute of Directors Association (IOD) in 2020

Past Experience

- 2020 – Present Head of Ethics and Compliance Department, Total Access Communication PLC.
- 2013 – 2019 Controls, Compliance and Ethics Director, Diageo Moet Hennessy (Thailand)
- 2012 – 2013 Vice President, Anti-Fraud Management, TMB Bank PLC.
- 2009 – 2012 Vice President, Operational Risk and Control Review, TMB Bank PLC.
- 2007 – 2009 Senior Consultant, ABeam Consulting
- 2003 – 2007 Internal Audit Manager, AIG Finance PLC.
- 1999 – 2003 Senior Internal Auditor, GE Capital (Thailand)
- 1996 – 1999 Internal Auditor, Charoen Pokphand Food (CPF)



ATTACHMENT 4

Assets for Business Operations and Details of Assets Assessment

1. Operating Assets

The assets of the Company used in the business operations are identify in main four categories as follow:

Type of assets	Book Value as of 31 Dec 2020 (Million Baht)	Book Value as of 31 Dec 2021 (Million Baht)
Property, plant and equipment	51,347.0	53,771.7
Right of use assets - cost of spectrum licenses	62,104.6	57,036.2
Right of use assets	21,456.8	17,419.5
Other intangible assets	1,772.4	2,060.8
Total	136,680.8	130,288.2

1.1 Property, plant and equipment

Fixed assets of Dtac and subsidiaries are as the following

Type of assets	Book Value as of 31 Dec 2020 (Million Baht)	Book Value as of 31 Dec 2021 (Million Baht)
Land	988.8	988.8
Buildings and building improvement	199.6	167.4
Leasehold improvement	294.3	254.9
Equipment for mobile telecommunication services	43,743.3	47,334.1
Telephone based station improvement	3.0	0.4
Furniture, fixtures and office equipment	68.4	59.9
Machinery and equipment	413.6	461.8
Other Assets	5,636.0	4,504.4
Total	51,347.0	53,771.7



The current total value of land, building, and improvement building that mainly used for base telecommunication stations are 1,156.2 million (As at 31 December 2021).

Approximately useful life of the assets are as the following

- Buildings and office improvements	5 - 20 years
- Leasehold improvements	5 - 12 years
- Equipment for mobile telecommunication services operation	3 - 15 years
- Telephone transmission station improvement	20 years
- Furniture, fixtures and office equipment	5 years
- Machinery and equipment	3 years and 5 years
- Advertising and communication equipment	2 - 5 years
- Others	5 years

1.2 Right of use assets - cost of spectrum licenses

dtac TriNet Company Limited is a subsidiary of the Company and is incorporated and domiciled in Thailand. dtac TriNet is principally engaged in the provision of wireless telecommunications services and has the licenses to provide its services as the following

- a) Spectrum Licensing and a type three telecommunication business license by NBTC valid for 15 years (starting from 7 December 2012 and expiring on 6 December 2027) for operating telecommunication business for International Mobile Telecommunication (IMT) in the frequency band 2100 MHz. dtac TriNet made payment for the winning bid price of the authorization to use the spectrum license in the total amount of Baht 14,445 million (including VAT)
- b) Spectrum Licensing by NBTC for the validity period of 15 years (starting from 16 December 2018 and expiry on 15 December 2033) for operating telecommunication business for International Mobile Telecommunication (IMT) in the frequency band 1800 MHz. dtac TriNet is required to make payment for the winning bid price of the authorization to use the spectrum license in the total amount of Baht 13,386.77 million (including VAT), which already made payment in the full amount.

- c) Spectrum Licensing by NBTC for the validity period of 15 years (starting from 16 December 2018 and expiry on 15 December 2033) for operating telecommunication business for International Mobile Telecommunication (IMT) in the frequency band 900 MHz. dtac TriNet is required to make payment for the winning bid price of the authorization to use the spectrum license in the total amount of Baht 40,728.48 million (including VAT), which already made payment in the amount of Baht 16,291.39 million.
- d) Spectrum Licensing by NBTC for the validity period of 15 years (starting from 24 February 2020 and expiring on 23 February 2035) for operating telecommunication business for International Mobile Telecommunication (IMT) in the frequency band 26000 MHz. dtac TriNet made payment for the winning bid price of the authorization to use the spectrum license in the total amount of Baht 974.13 million (including VAT)
- e) Spectrum Licensing by NBTC for the validity period of 15 years (starting from 24 December 2020 and expiring on 23 December 2035) for operating telecommunication business for International Mobile Telecommunication (IMT) in the frequency band 700 MHz. dtac TriNet is required to make payment for the winning bid price of the authorization to use the spectrum license in the total amount of Baht 18,815 million (including VAT), which already made payment in the amount of Baht 1,881.5 million.



As at 31 December 2021, the cost of spectrum license in the total amount of Baht 57,036.2 million

1.3 Right-of-use assets

The total value of right of use asset in land, building, equipment lease are as the following

Type of assets	Book Value as of 31 Dec 2020 (Million Baht)	Book Value as of 31 Dec 2021 (Million Baht)
Land for tower	7,141.0	6,151.5
Buildings and building improvement	1,138.8	1,103.9
Equipment for mobile telecommunication services	13,094.2	10,103.2
Leasehold	26.3	10.8
Other	56.5	50.1
Total	21,456.8	17,419.5

Depreciation of right-of-use assets are calculated by reference to their costs on a straight-line basis over the shorter of their estimated useful lives and the lease term, as the following

- Land for tower	3 years, plus renewal option reasonably certain to be exercised
- Space on tower under agreement with CAT (currently known as "NT")	8 years or remaining period of contract
- Office buildings	3 years
- Customer service center	3 years, plus renewal option reasonably certain to be exercised
- Vehicle	2 - 3 years
- Space on towers under infrastructure sharing and access offer	3 years, plus renewal option reasonably certain to be exercised

1.4 Other intangible assets

Other intangible assets of the company are software computer and software under development, which has the total book value amount of Baht 2,060.8 million (As of 31st December 2021)

Type of assets	Book Value as of 31 Dec 2020 (Million Baht)	Book Value as of 31 Dec 2021 (Million Baht)
Computer software	1,512.3	1,919.0
Software Under Development	260.1	141.8
Total	1,772.4	2,060.8

1.5 Policy to invest in subsidiaries and associate companies

DTAC currently focuses on telecom service business. We thereby invest in subsidiaries and other companies for the purpose of supporting our main business or operating other related services which is beneficial to our business. DTAC has appointed directors and executives as our representative in those companies for the purpose as follows:

- 1) To perform duties in order to serve shareholder's benefit and value maximization
- 2) To review financial performance of the company scheduled to convene at least on quarterly basis
- 3) To schedule the board of directors and the shareholder's meeting on annual basis



**ATTACHMENT 5
POLICY AND GUIDELINE
FOR CORPORATE GOVERNANCE
AND THE CODE OF CONDUCT**

Corporate Governance Guideline

Total Access Communication Public Company Limited (“Company”) has committed to comply with relevant laws, the objectives, the Articles of Association, and the resolutions of shareholders’ meetings, as well as the principles of good corporate governance pursuant to the Corporate Governance Code for listed companies 2017 of The Securities and Exchange Commission, the criteria under the Corporate Governance Report of Thai Listed Companies (CGR) of the Thai Institute of Directors (IOD), and the Principles of Good Corporate Governance for Listed Companies 2012 of the Stock Exchange of Thailand. The Company has implemented the good corporate governance principle for the Company’s corporate governance since the Corporate Governance Committees’ Meeting No.1/2013 held on 29 October 2013 by adopting the Principles of Good Corporate Governance issued by the Stock Exchange of Thailand which reflects the corporate governance principles in the following 5 sections:

-
- Section 1** Rights of Shareholders
 - Section 2** Equitable Treatment of Shareholders
 - Section 3** Roles of Stakeholders
 - Section 4** Disclosure of Information and Transparency
 - Section 5** Board roles and responsibilities
-

The Board of Directors Meeting No. 5/2017 dated 18 October 2017 approved the Company’s governing principles set out the key governing bodies in the Company including the Annual Shareholders’ meeting, the Board of Directors and its subcommittees, the CEO and the Management Committee and the governance process in respect of governing documents, risk management, strategy, financial reporting and internal control.

Furthermore, the Board of Directors of the Company has established a Code of Conduct “dtac Code of Conduct”, which applies to its Directors, Management, employees and other persons acting on its behalf. The Company’s code of conduct has been in effect since 2006 and has been regularly updated to cover various subjects, such as, privacy, human rights, labor, occupational health, safety, security, environment, conflicts of interests, use of inside information, internal control, disclosure of information, anti-corruption, etc. in accordance with the international standard.

The corporate governance guideline and the Code of Conduct are published on the Company’s website at www.dtac.co.th.



ATTACHMENT 5 POLICY AND GUIDELINE FOR CORPORATE GOVERNANCE AND THE CODE OF CONDUCT

Rules of Procedure for the Board of Directors of Total Access Communication Public Company Limited

(Agreed in the Board of Directors' Meeting on 19 October 2012 and as amended by the Board of Directors' Meeting No. 5/2017 on 18 October 2017 and as amended by the Board of Directors' Meeting No. 4/2019 on 25 April 2019)

1. Purpose

The board of directors (the **"Board"**) of Total Access Communication Public Company Limited (the **"Company"**) has adopted these rules of procedure (the **"Rules"**) which includes the rules of procedure that apply to the working procedures of the Board, as well as general instructions regarding the allocation of work between the Board and the chief executive officer of the Company (the **"CEO"**) and the Board's power and authority.

Each member of the Board, the Company Secretary and the CEO and dtac' internal and external audit shall be provided with a copy of these Rules.

In addition to these Rules, the Board of the Company shall observe any further rules of procedure, instructions and guidelines as may be adopted by the Board or by the shareholder(s) from time to time, including the Rules of procedure for the CEO of the Company, as well as any applicable laws and regulations.

In these Rules, the term (the **"Company"**) shall, except where the context otherwise requires, mean the Company and all its subsidiaries.

The Rules are subject to applicable laws, regulations and the Company's Articles of Associations.

2. Composition, Election and Retirement

The Board shall comprise at least five (5) members and no more than twelve (12) members, half of whom shall reside in Thailand.

At least one-third of the Board, but not less than three (3) members, shall be independent directors.

Board members are elected for a period of three (3) years and one-third of the Board shall be re-elected at an annual general meeting ("AGM") every year. For the Corporate Governance purpose, the directors who retire by rotation at every AGM shall leave the meeting room until the consideration on the matter is completed.

Board members, particularly those who are proposed to be re-elected at the AGM, are encouraged to attend the AGM meeting.

Members shall cease to be members upon retirement, resignation or dismissal from the Board.

If any member wishes to resign from the Board, he/she shall give a notice to the Company at least one month in advance.

3. Qualifications

Members shall have the qualifications to act as directors and shall not possess any of the prohibited characteristics prescribed by laws, as well as regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

Members who are independent directors shall also have the following qualifications:

- (a) holding shares not exceeding 0.5 per cent of the total voting shares of the Company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, including shares held by connected persons of the independent director;
- (b) not being or having been an executive director, employee, staff, advisor who receives regular salary, or controlling person of the Company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, unless such characteristic ceases at least two (2) years prior to the date of appointment;
- (c) not being a person connected by blood or legal registration, such as father, mother, spouse, sibling and children, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling person of the Company or its subsidiary;
- (d) having no business relationship with the Company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, in a manner which may interfere with his/her independent judgement, and not being or having been a major shareholder, non-independent director, executive of any person having business relationship with the Company, its parent company, subsidiary, or juristic person which may have conflicts of interest, unless such characteristic ceases at least two (2) years prior to the date of appointment;



- (e) not being or having been an auditor of the Company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, and not being a major shareholder, non-independent director, executive, or managing partner of the audit firm in which the auditor of the Company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest is employed, unless such characteristic ceases at least two (2) years prior to the date of appointment;
- (f) not being or having been any professional advisor, including legal advisor or financial advisor which receives service fee of more than THB two (2) million per year from the Company, its parent company, subsidiary, affiliate or juristic person which may have conflicts of interest, and not being a major shareholder, non-independent director, executive, or managing partner of the professional advisor which is a juristic person, unless such characteristic ceases at least two (2) years prior to the date of appointment;
- (g) not being a director appointed as representative of a director of the Company, its major shareholder, or shareholder which is a connected person of the major shareholder of the Company; and
- (h) not having any characteristics which render him/her incapable of expressing independent opinion regarding the Company's business operation.

No members shall simultaneously hold more than five (5) board seats in publicly-listed companies to ensure that they can commit themselves effectively towards their responsibilities towards the Company.

4. Organisation of the Board and Board Meetings

4.1 General

The Chair of the Board (the **"Chair"**) is responsible for the organisation of the Board work

In the last quarter of each year, CEO shall, after consultation with the Chair provide a proposal for a meeting plan for the next calendar year based upon the Template Yearly Meeting Plan (Appendix 1) to be adopted by the Board (the **"Yearly Meeting Plan"**). CEO shall attend board meetings, unless otherwise decided by the Board in specific cases.

Board meetings shall be called by the Chair with administrative assistance from the Company Secretary.

In case of a request by two (2) or more members of the Board, the Chair shall convene Board meeting within fourteen (14) days upon the receipt of such request.

In the event that a Board member or the CEO is unable to attend a board meeting, he/she shall immediately inform the Chair or the Company Secretary without delay.

CEO and Company Secretary shall together prepare a meeting agenda for each board meeting, based upon the Template Meeting Agenda (Appendix 2). Each Board member

and the CEO may request a board meeting to be held and that specific matters are included on the agenda. The Chair is responsible for ensuring that such request is fulfilled, and if necessary, that a board meeting is convened without undue delay after a request has been made.

Board meetings shall be called with a minimum of seven (7) days' notice. The notice period may be shorter if the Chair deems it acceptable. The deadline for giving notice shall in any case be long enough for the board members to have time to prepare for the meeting and to consider the issues being covered.

Notices of board meetings shall be issued in writing. However, in cases of necessity and urgency to preserve the rights or benefits of the Company, the meeting may be convened by other methods and the meeting date may be fixed sooner than the period of time specified above.

4.2 Sub-committees to the Board

Board may appoint sub-committees.

All sub-committees shall be appointed by resolution in a Board Meeting. The Board is responsible for preparing and approving mandates for each sub-committee.

The sub-committees have no independent decision-making authority, except where expressly granted by the Board or applicable law. The establishment of a sub-committee does not alter the Board's legal responsibilities and tasks.

The sub-committees shall provide a report on its work (if any) at each board meeting

5. Prior Processing

Together with the Chair, the CEO is responsible for appropriate preparation and documentation of the issues to be dealt with by the Board in accordance with the Yearly Meeting Plan and Template Meeting Agenda (Appendix 2). Necessary preparatory documents that give an account of the issues to be dealt with shall be included as appendices to the notice of meeting, along with proposals for resolutions. The Board documentation shall contain sufficient information to provide the board members with an adequate basis to deliberate, and reach a decision on, the issue in question.

In the event that the Chair considers it acceptable, or if it is vital for the issue in question to be dealt with at the forthcoming board meeting, Board documentation can be distributed on shorter notice or at the actual meeting.

6. Board Meetings

Before a board meeting can be conducted, all board members, shall be notified of the meeting.

For Corporate Governance purpose, Board of Directors' Meeting requires the attendance of at least two-third of the total members of the Board having the right to vote. The same applies at the time of passing the resolution. However, if the quorum is not present as prescribed, it is then at the Chairman's discretion whether to proceed with the Meeting, subject to the Company's Articles of Association.

The Board shall, as a general rule, deal with issues in meetings where the members participate physically and which are held in Thailand. Board meeting shall be convened at least once every three months.



However, if the Chair finds that the agenda for a specific board meeting can be adequately deliberated by the Board without a physical meeting, and this is within the limits of applicable law, the Chair can decide that the attendance may take place via video or telephone conference, or that the issues can be submitted for consideration in writing or be dealt with in another manner. In such case, the matter may be resubmitted at a physical Board meeting for ratification (if necessary).

The Company's annual accounts, annual report and any other matter required by the applicable law shall always be dealt with in a physical meeting.

Issues that have a major impact on the business, such as mergers, takeovers or major changes to the structure of the Company, substantial investments and the entering into agreements of considerable importance to the Company should be dealt with in a physical meeting, unless there are significant reasons for dealing with them otherwise.

Board resolutions passed in writing, including by email, requires the participation of all board members to be validly decided.

Board members and the CEO may request issues submitted in writing to be dealt with in a physical meeting before a decision is reached.

Board meetings shall be chaired by the Chair or, in his/her absence, by (i) the deputy chair (if any), or (ii) a Board member appointed by the Board.

The CEO or a person appointed by him/her, shall be responsible for presenting the individual items on the agenda.

7. Decisions and Authority

A decision by the Board requires the majority of votes cast by the board members who take part in the processing of the issue. In the event of a voting tie, the Chair shall have the casting vote.

The Board shall observe the Company's Authority Matrix as implemented in the Company.

8. Minutes

Minutes of the board meetings shall be recorded by the Company Secretary. As a minimum, the minutes shall specify the date, time and place, the participants, the method of dealing with issues and the Board resolutions. The minutes shall also state that the required minimum number of board members was present and that all board members were given the opportunity to participate in the meeting in accordance with the law.

The minutes shall also specify whether a decision was unanimous or who voted for and against the proposal. Those who vote against the proposal and the CEO, are entitled to have their comments recorded in the minutes.

The minutes shall be signed by the Chair. In addition, board members having the right to attend and vote that did not participate in the meeting shall confirm that they have received the minutes from the meeting in which they did not participate.

The Board should always consider if documentation referred to in the minutes is to be appended to the minutes.

All board minutes shall be in English or include a full English translation.

The draft minutes shall be sent to the Board members for review as soon as possible after the meeting took place and shall be approved at the following meeting.

9. Issues to be dealt with by the Board

9.1 General

The Board is responsible for governing matters of the Company, and is responsible for ensuring the proper organization of the company. The Board shall supervise the Company's long-term and strategic planning, including overseeing the management of day-to-day operations.

The Board shall at all times ensure that it has an updated information and overview of any issue which either individually or collectively may have a significant impact on the business of the Company, such as, but not limited to, issues within objectives and strategies, operations and finances, and organization and employees.

The authority to decide on the issues which are unusual for, or of major significance, to the Company lies with the Board and may only be delegated to the CEO on a case by case basis.

The Board shall ensure that the Company observes its duties as a listed company, including any stock exchange or similar requirement, as well as any requirements set in governmental licenses or similar. The Board shall ensure that all shareholders are treated equally, unless there is a legitimate reason.

9.2 Good Corporate Governance

The Board shall ensure that the Company adheres to generally accepted principles for the governance and effective control of company activities ("Corporate Governance") and, at least once a year, shall have a session to review the appropriateness of the Company's Corporate Governance practice against the recommendation stipulates in the Corporate Governance Code of Thailand and record in the minutes of the meeting, and publish the Board's opinion on the appropriateness of the Company's Corporate Governance and provide explanation in those not-suitable areas in the Annual Report and the Annual Registration Statement. Furthermore, the Board shall, at all time, observe such standards in its own work and decision making.

9.3 Adoption, implementation and monitoring of the Governing Documents

dtac CEO shall prepare a proposal for the Company Governing Documents for the Board to adopt. The Board shall further ensure the implementation of the Governing Documents and procedures that secure adequate governance, in the Company and in all subsidiaries controlled and governed directly or indirectly by the Company (Company Governing Documents).



The Board shall ensure that the CEO reports on the status of implementation of the Company Governing Documents in accordance with the Yearly Meeting Plan.

9.4 Specific Focus Areas

Without limitation to the generality of the aforementioned requirements in this Section 9, the following specific areas shall be subjects of particular attention from the Board:

(i) Operations and Finances

The Board shall approve and supervise targets and strategy plans and any deviations from these.

The Board shall remain informed of ongoing operations, including the Company's subsidiaries, via reports on operating and financial conditions, and approve the accounts. The Board shall implement necessary controls for the Company's accounts and administration of funds.

The Board is empowered to declare interim dividends to shareholders from time to time when the Board is of the view that the Company has derived sufficient profits to do so.

The Board shall suggest the dividend and assess that the equity and liquidity is sound at all time, also after the distribution of dividends.

(ii) Annual Financial Reports (Annual Accounts)

After the final annual accounts and annual report have been examined by the auditor, they shall be reviewed at the next board meeting and signed off by the Board and the CEO, according to Company Policies and Procedures and applicable law.

The Board shall ensure that, at least once a year, the Board meet with the Company's external auditor without the presence of the management in the Company.

(iii) Control with Business Operation

The Board shall oversee the overall organisation of the Company's and its subsidiaries' (if any) operations. The Board shall remain informed of any condition that may have important impact on the operational activities, such as key market trends and conditions as well as customer relations. The Board shall monitor the subsidiaries' organisation, administration and operations in an appropriate manner.

(iv) Business Risk Management

The Board shall ensure that risk management activities are in place to pro-actively identify and deal with critical business risks related to the Company. All strategic, operational (financial and non-financial) and legal risks of importance shall be taken into consideration.

The Board shall adopt a structured approach towards risk identification when dealing with the annual strategy planning to ensure that risk is an integral and explicit part of the strategy discussions. The Board shall safeguard that the management aligns its decision making to the level of risk identified. As a minimum, the Board shall twice a year require that the management prepare and present a risk report outlining key risks, risk ownership and how identified risk has been and will be responded to. In addition, the Board shall keep itself updated on the most significant risks for the organisation by requiring that management reports on top risks at each board meeting.

(v) Connected Party Transactions

The Board shall observe all relevant applicable laws on Connected Party Transactions, and at all times ensure that agreements between the company and connected persons (including relevant shareholder (as defined by law), a shareholder's parent company, a director or the CEO) ("**Connected Party Transactions**"), are made in writing and conducted on an arm's length basis, i.e. the transaction shall be made on the same conditions, including price, as if the transaction was between unconnected parties. The wording "Transaction" comprises all agreements, but also includes all other kind of legal dispositions and arrangements.

Connected Party Transactions shall be approved by the Board in a board resolution when required by the Company Authority Matrix and applicable law. The Board must pay special attention to any conflict of interest that may arise.

The Board shall ensure that the Company keep records of all Connected Party Transactions, and that the Audit Committee receives a report of all new Connected Party Transactions at each committee meeting.

The Board shall oversee that transactions with potential conflicts of interest of management, Board members and shareholders (including their connected persons) are undertaken on an arm's length basis and on normal commercial terms, and are not prejudicial to the interests of the Company. The Board shall give a general mandate for recurrent transactions of a revenue or trading nature or those necessary for day-to-day operations of the Company (but not in respect of the purchase or sale of undertakings or businesses) that may be carried out with the connected persons in order to enhance the Company's ability to pursue business opportunities in a timely manner.

The director having interests in any matter shall be precluded from attending the meeting and having no right to vote in such matter.

**(vi) Insider trading**

The Board shall ensure that the Company observes all applicable insider trading legislation, including the duties of confidentiality, insider list and prohibitions against trading.

The members of the Board shall notify the market of any trades in the Company's shares as required by applicable law.

(vii) Preparation of General Shareholders Meetings

The Board shall prepare the notice for General Shareholders Meetings as stipulated in relevant applicable law.

(viii) CEO and Employees

The Board shall appoint (and dismiss) the Company's CEO. The Board shall set the CEO's terms of employment. The same applies to the employment terms of other members of the executive management if they have been appointed by the Board.

The Board shall devise rules of procedure for the CEO position in accordance with the template rules of procedure for the CEO.

The Board shall oversee and undertake an annual evaluation of the CEO's execution of his/her duties and regularly evaluate these.

The Board shall establish conditions, costs and the risk situation in the Company's pension and personal insurance schemes, if any, in accordance with the Company Governing Documents.

(ix) Internal Audit

Each year the Board shall review and approve the proposal for an internal audit plan and receive a summary of the implementation of the plan for the previous year. Each quarter, as a minimum, the Board shall receive a summary of any new "Red" and "Orange" audit reports and a summary of the implementation status of agreed management actions of previous reports.

(x) Reported concerns & Internal Investigations

At each Board meeting, the Board shall receive an update on any material investigations currently in progress or completed since the previous meeting. Each quarter, as a minimum, the Board shall receive an overview of reported incidents for the current year and their categorization. In the first meeting of a year the Board shall receive an overview of reported incidents for the previous year.

(xi) Compliance Risks

The Board shall keep itself informed of the Company's compliance risks and shall ensure that the Company has adequate procedures to minimize such risks and to resolve established compliance incidents.

(xii) Business security risks

The Board shall oversee that business security risks are managed proportionally and effectively to ensure protection of information and other assets. As a minimum, the Board shall request that management presents a report once a year with an overview of the business security strategy, the business security risk picture and all mitigating activities put in action.

(xiii) Health & Safety and Personnel Security

The Board shall oversee that the Company has adequate procedures to ensure a proactive HSSE culture for securing the Health, Safety and Personnel Security for the employees. At each board meeting, the Board shall request that management reports on Fatalities, Lost Time Injury Frequency, Sickness Absence Frequency, serious near miss incidents and possible changes to HSE risk picture for the coming period. In addition, the Board shall, once a year, get an overview of the yearly HSE risk assessment, the yearly HSE work plan including a presentation of the yearly HSE management system review.

(xiv) Supply Chain Sustainability

The Board shall oversee that the Company has adequate resources and procedures to ensure that there is an adequate control over all supply chain risks. The Board shall ensure that Management

prepares and presents a report, at least twice a year, setting out key highlights of the supply chain sustainability activities and major incidents. The report must also highlight any current or foreseen challenges in this area.

(xv) Corruption Risks

The Board shall ensure that the Company has adequate procedures in place to prevent the Company from being involved in corruption. The Board shall as a minimum follow-up that the CEO conducts a yearly risk-based review of such corruption risk procedures and ensure that any weaknesses, if discovered, are remediated. The review shall be dealt with by the Board in a board meeting.

(xvi) Competition Law Compliance

The Board shall ensure that the Company has adequate procedures in place to prevent the Company from being involved in competition law infringements. The Board shall as a minimum follow-up that the CEO conducts a yearly risk-based review of such procedures and ensure that any weaknesses, if discovered, are remediated. The review shall be dealt with by the Board in a board meeting.



(xvii) Self Evaluation

The Board shall carry out an evaluation once a year of its work, functions, performance as well as monitoring of internal control over financial reporting for the preparation of external financial statements and the safeguarding of assets. The Chair is responsible for the execution of the evaluation.

The Board may initiate the investigations it considers to be necessary in order to carry out its administrative and supervisory tasks. The Board shall also initiate the necessary investigations that may be required by one or more board members.

(xviii) Internal Control

The Board shall ensure that the Company has adequate and appropriate internal controls in place, and that they are included as an internal part of operations and procedures of the Company in order to provide reasonable assurance regarding the achievement of the following objectives: effective and efficient use of resources, safeguarding the

Company's assets, reliability of internal and external financial reporting, and compliance with the Company's Governing Documents and applicable laws and regulations.

(xix) Election and Remuneration of Directors

The Board shall establish a formal and transparent Board nomination and election process for the Company and all subsidiaries.

The Board shall identify potential candidates with the appropriate knowledge, competencies and expertise to complement the existing skills of the Board and the board of its subsidiaries.

The Board shall make recommendations on qualified candidates, with full disclosure of the experience and background of the candidates, for election as directors of the Company and all subsidiaries.

The Board shall review the structure, size and composition of the Board taking into account the current requirements and future development of the Company, and make any adjustments as deemed necessary. The composition of the Board should ensure that the Board can attend to the interests of all shareholders and meets the Company's need for expertise, capacity and diversity.

The Board shall review and make recommendations on remuneration of directors to shareholders for approval.

When reviewing the remuneration of directors, the Board shall take into consideration factors, including, but not limited to, the Company's business operations and performance, the market and industry norms, the current economic situation and the duties and responsibilities of the directors.

10. Division of work between the Board and CEO

The CEO is responsible for the day-to-day management of the Company's operations, and shall adhere to the guidelines and instructions provided by the Board, including the rules of procedure for the CEO. The CEO's authority does not extend to matters outside the scope of the responsibilities of the CEO pursuant to applicable law (i.e. matters that given the situation of the Company are unusual in nature or of major importance), these Rules or other instructions adopted or decisions made by the Board.

The CEO shall ensure that the Company's accounts are in accordance with legislation and regulations and that the capital management is organised satisfactorily.

The Board can, at any given time, request the CEO to provide the Board with a detailed account of specific issues. This can also be requested by individual board members.

As often as the Board deems it necessary, the CEO shall, either in writing or in a meeting, report to the Board on the operation and its situation, as well as on the profit performance as determined by the Board and/or described in the rules of procedure for the CEO.

11. Disqualification

Board members are not permitted to take part in the processing or decision of issues that have such significance to them or any connected parties that they must be regarded as having a distinct personal or financial special interest in the issue. This also applies to the CEO.

12. Confidentiality

All information and documentation received by the Board from the Company shall be treated as confidential.

The confidentiality obligation shall continue to apply after the board member has ceased to be a board member.



ATTACHMENT 5 POLICY AND GUIDELINE FOR CORPORATE GOVERNANCE AND THE CODE OF CONDUCT

Audit Committee Charter

Amended on 16 October 2020

1. Purpose

Total Access Communication Public Company Limited (the **"Company"**)'s shares are listed on the Stock Exchange of Thailand (the **"SET"**).

The SET requires that the Company's Board of Directors (the **"Board"**) establish an Audit Committee as a sub-committee to assist the Board with the oversight duties and responsibilities for ensuring effective financial reporting and internal control procedures. In addition, to enhance good corporate governance to the benefit of all stakeholders, the Board has established the Audit Committee that shall have the duties and responsibilities as stipulated in this Charter and under applicable law and regulation.

2. Duties and Responsibilities

The duties and responsibilities of the Audit Committee as delegated by the Board are as follows: -

2.1 to review the adequacy of the Company's financial reporting system and the disclosure of information in its financial statements in accordance with the legally defined Accounting Standards and Financial Reporting Standards;

2.2 to review the Company's internal control system and internal audit system to ensure that they are suitable and sufficient;

2.3 to determine the internal audit department's independence, as well as to approve the appointment, transfer and dismissal of the head of the internal audit department or any other unit in charge of internal audit

matters, as well as to attend a non-management meeting with the head of the internal audit department at least once a year;

2.4 to review the Company's compliance with the Securities and Exchange Act (the **"SEC Act"**), the SET's regulations and the laws relating to the Company's business;

2.5 to consider, select and nominate an independent person to be the Company's external auditor, and to propose such person's remuneration and terms of engagement (including to propose to terminate the auditor who is not qualified), as well as to attend a non-management meeting with the external auditor at least once a year;

2.6 to review Connected Party Transactions or transactions which may lead to conflicts of interests to ensure that they comply with laws, the SEC's rules and SET's regulations and that they are reasonable and are entered into for the best interest of the Company;

2.7 to prepare and disclose in the Company's annual report, an Audit Committee's report which must be signed by the Chair of the Audit Committee and consist of at least the following information:

2.7.1 an opinion on the accuracy, completeness, and reliability of the Company's financial reports in accordance with the legally defined Accounting Standards and Financial Reporting Standards,

2.7.2 an opinion on the adequacy of the Company's internal control system,

2.7.3 an opinion on compliance with the SEC Act, the SET's regulations and the laws relating to the Company's business,

2.7.4 an opinion on the suitability of an auditor,

2.7.5 an opinion on the transactions that may lead to conflicts of interests,

2.7.6 the number of the Audit Committee meetings, and the attendance of such meetings by each committee member,

2.7.7 an opinion or overview remark of the Audit Committee on its performance of duties in accordance with this Charter,

2.7.8 other transactions which, according to the Audit Committee's opinion, should be known to the shareholders and general investors, subject to the scope of the duties and responsibilities of the Audit Committee as assigned by the Board; and

2.8 to perform any other activities as assigned by the Board, with the approval of the Audit Committee.

In discharging the Audit Committee's duties in accordance with the foregoing paragraphs, the Audit Committee shall comply with the relevant procedures (if any), as approved by the Board, and is directly responsible and accountable to the Board. The Board is responsible and accountable in respect of the operations of the Company towards third parties.



3. Authority

The Audit Committee shall have the power to conduct or authorize investigations into any matters within its scope of responsibilities. The Audit Committee is empowered to retain independent counsel, accountants, or other persons who have special competence as necessary to assist the Audit Committee in fulfilling its responsibilities.

4. Composition and Qualifications

The Audit Committee shall comprise at least 3 (three) members.

If the committee has fewer members than required, the companies shall increase the number of members up to the level required within three months of the shortfall.

Each member is required to possess the following qualifications: -

4.1 being appointed by a meeting of the Board or shareholders meeting;

4.2 being an independent director;

4.3 not being a director delegated by the Board to make decisions on the business operations of the Company, its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person;

4.4 not holding the position of a director of a parent company, subsidiary, or subsidiary of the same level, which are listed companies; and

4.5 possessing sufficient knowledge and experience for the performance of the duties as an Audit Committee member. In this regard, at least 1 (one) Audit Committee member shall possess sufficient knowledge and experience for the performance of duties in reviewing the reliability of the financial statements.

5. Organization

5.1 Term

Like a director, each member of the Audit Committee shall hold an office for the same term as its director's term. However, members can be re-appointed to such an office.

5.2 The Chair of the Audit Committee

The Chair of the Audit Committee shall be selected by the Board or the Audit Committee members.

5.3 Secretary to the Audit Committee

The head of the internal audit department shall be appointed as the Secretary to the Audit Committee to assist the Audit Committee in handling general administrative activities such as scheduling meetings, arranging agenda items, gathering documents for meetings, recording minutes of meetings, etc. The Secretary has no role in discussing or opining on the issue and has no voting rights.

5.4 Internal Audit Department

The Internal Audit Department shall directly report to the Audit Committee. The Audit Committee shall approve the Internal Audit Charter and its amendment.

6. Meetings

6.1 Audit Committee Meeting frequency

The Audit Committee shall meet at least once every quarter to fulfill their responsibilities as stipulated in this Charter.

6.2 Quorum

A quorum for each Audit Committee meeting is a simple majority of the total number of the Audit Committee members.

6.3 Presenter

The Audit Committee may invite any senior management or employees of the Company to present the matter under his / her responsibilities to the Audit Committee.

7. Reporting

7.1 Reporting to the Board of Directors

The Audit Committee shall report on its operations and the duties assigned to it by the Board and any other major issues of which the Audit Committee believes the Board shall be notified.

7.2 Reporting to relevant authorities

If the Audit Committee finds or suspects that there is a transaction or an occurrence of any following acts which may materially affect the Company's financial condition and operating results, it shall report to the Board for rectification within a period that the Audit Committee thinks fit:

7.2.1 a transaction which causes a conflict of interest;

7.2.2 any fraud, irregularity, or material defect in an internal control system; or

7.2.3 an infringement of the law on securities and exchange, including without limitation the SEC Act, the SET's regulations and the laws relating to the Company's business.

If the Board or Management fails to rectify within the aforementioned period, any Audit Committee member may report such transaction or act to the Office of the SEC or the SET.

8. Disclosure on changes of the Audit Committee's duties and its members

8.1 In the case that the Audit Committee's duties are changed, the Company shall disclose a resolution to change its duties and name list of members and scope of work of the Audit Committee in the form as prescribed by the SET, within 3 (three) business days from the date on which the change is made.

8.2 The Company shall submit the representation letters and curriculum vitae of the Audit Committee members to the SET within 3 (three) business days from the date on which its Board of directors meeting or shareholders meeting passes a resolution to appoint those committee members.



8.3 The Company shall disclose a resolution to appoint an Audit Committee and name list of members and scope of work of the Audit Committee in the form prescribed by the SET.

8.4 If a member of the Audit Committee vacates the office prior to the expiration of his term, the Company shall disclose such vacation and the reason thereof to the SET without delay.



ATTACHMENT 5 POLICY AND GUIDELINE FOR CORPORATE GOVERNANCE AND THE CODE OF CONDUCT

Rules of Procedure for the Nomination and Remuneration Committee of Total Access Communication Public Company Limited

(as adopted by the Board of Directors
on 8 December 2020)

1. Purpose

The Board of Directors (the **"Board"**) of Total Access Communication Public Company Limited (the **"Company"**) has adopted these rules of procedure (the **"Rules"**) to be used as (a) the working procedures of the Nomination and Remuneration Committee of the Company (the **"Committee"**), (b) the general instructions regarding the allocation of work between the Board and the Committee and (c) the general guidelines on the scope of duties and responsibilities of the Committee.

In addition to these Rules, the Committee shall observe and comply with any additional requirements as may be instructed by the Board from time to time and any applicable laws and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

2. Composition, Qualifications, Election and Retirement

The Committee shall comprise at least three (3) members, the majority of whom, including the Chairman, shall be independent directors. At least one member (independent or non-executive) shall have knowledge in the field of executive compensation, failing which the Committee shall have access to expert advice inside and/or outside the Company.

Members of the Committee are elected by the Board.

Members of the Company's management are not eligible for election.

A member shall cease to be a member of the Committee upon such member's retirement, resignation or dismissal from the Board.

If any member wishes to resign from the Committee, he/she shall give a notice to the Board at least one month in advance.

3. Secretary

One or more persons shall be appointed as a secretary of the Committee. The secretary may be the same person as the Company Secretary ("the Secretary").

The Secretary shall be responsible for assisting the Committee in arranging the meetings, preparing agenda and relevant documents, and recording minutes of the meetings.

The Secretary has no voting rights in any decision made by the Committee.

4. Notice of meetings

By November each year, the Secretary of the Committee shall, after consultation with the Chair of the Committee (the **"Chair"**), provide a proposal for a meeting plan including the main items on the agenda for the meetings for the next calendar year.

A meeting of the Committee shall be called by the Chair, or someone appointed by him/her.

If a member is unable to attend a meeting, he/she shall inform the Chair or the Secretary of the Committee without delay.

A meeting shall be called with a minimum of seven (7) day's prior written notice, or shorter if the Chair deems it appropriate.

5. Prior processing

The Chair and the Secretary shall be responsible for preparing necessary documents for consideration by the Committee.

The documents shall contain sufficient information to provide members with an adequate basis to deliberate, and reach a decision on, the issue in question.

6. Meetings

The Committee shall meet at least twice a year, with authority to convene additional meetings, as circumstances require.

A majority of the members of the Committee attending the meeting shall constitute a quorum. The Chair may determine that the meeting shall be held through electronic means, or that the issues can be submitted in writing or be dealt with in another manner. In such case, the meeting held through electronic means shall be conducted in accordance with the related laws, rules and regulations, including any amendment thereof.



The Chair, or someone appointed by him/her, shall be responsible for presenting each individual agenda to a meeting.

7. Decisions

A decision by the Committee requires the majority of the votes cast by the members attending the meeting (in person, via video, telephone conference or in writing as determined by the Chair in accordance with Section 5 above).

The Chair shall not have a casting vote.

8. Minutes

Minutes of meetings shall be recorded by the Secretary of the Committee.

As a minimum, the minutes shall specify the date, time and place, the participants, a summary of the issues discussed and the resolutions.

The minutes shall also specify whether a decision was unanimous or who voted for and against the proposal, and those who vote against a proposal are entitled to have their comments recorded in the minutes.

The minutes shall be prepared in English and sent to the Committee for approval as soon as possible after the meeting took place.

The minutes shall be signed by the Chair and the Secretary.

9. Issues to be dealt with by the Committee

The Committee shall be responsible for making recommendations to the Board on the following matters:

- (i) the Committee shall make recommendations on qualified candidates for election as directors of the Company and all subsidiaries;
- (ii) the Committee shall make recommendations on qualified candidates for election as Chief Executive Officer and Chief Financial Officer of the Company and its subsidiaries;
- (iii) the Committee shall review the structure, size and composition of the Board taking into account the current requirements and future development of the Company, and make recommendations to the Board with regard to any adjustments as deemed necessary. The composition of the Board should ensure that the Board can attend to the interests of all shareholders and meets the Company's need for expertise, capacity and diversity;
- (iv) the Committee should consider the Board self-assessment evaluation and recommend any improvement as it deems necessary;
- (v) the Committee shall monitor that steps be taken to ensure that shareholders have the opportunity to propose candidates for the Board;
- (vi) the Committee shall, when assessing candidates, always take into consideration whether the candidates have the necessary experience, qualifications and capacity;

- (vii) the Committee shall consider if a rotation of the members of the Board is necessary;
- (viii) the Committee shall satisfy itself with regard to succession planning for the Board and key management appointments;
- (ix) the Committee shall review and recommend to the Board a framework of remuneration and the specific remuneration packages for each director for further shareholder approval;
- (x) the Committee shall review and approve the remuneration of the Chief Executive Officer;
- (xi) the Committee shall review the on-going appropriateness and relevance of the remuneration policy in respect of the Chief Executive Officer;
- (xii) the Committee shall report to the Board regarding the remuneration of the Chief Executive Officer (including base pay, incentive payments, equity awards and retirement or severance rights), having regard to the remuneration policy and whether in respect of any elements of remuneration, any shareholder approval is required;
- (xiii) the Committee shall review the contractual rights of the Chief Executive Officer on termination, and any payments made or proposed, to determine whether they are reasonable in the circumstances;

- (xiv) the Committee shall ensure the Company's compliance with relevant laws and regulations regarding nomination and qualifications of directors;
- (xv) the Committee shall perform such other functions as may be assigned to it by the Board.

In carrying out its duties and responsibilities, the Committee may invite the Chief Executive Officer, Chief Financial Officer or other members of the management of the Company to attend any meeting and provide pertinent information, as necessary. The Committee may obtain, at the Company's expense, any independent legal or other professional advice (including the advice of independent remuneration consultants), secure the attendance of external advisors at any of its meeting, and obtain reliable and up-to-date information about remuneration in other companies. The Committee shall have full authority to commission, at the Company's expense, any reports or surveys which it deems necessary to help it fulfill its duties.

The Committee must be able to justify its recommendations and thus any dissenting votes must be stated in the recommendation.

The Committee shall ensure appropriate disclosure of information on its activities;

The Committee shall carry out an evaluation once a year of its work, functions, performance. The Chair is responsible for the execution of the evaluation.



10. Division of work between the Board and the Committee

The Committee shall adhere to the guidelines and instructions provided by the Board, including these Rules.

The Committee shall ensure that these Rules are in accordance with applicable laws, rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, and where necessary, makes proposals for changes to the Board from time to time.

At least once a year or as often as the Board deems it necessary, the Committee shall, either in writing or in a meeting, report to the Board on its work, functions and performance, as well as any other matters as determined by the Board.

11. Disqualification

Members are not permitted to take part in the decision making process if they have interest on the matter or if the candidates are closely related to them such that they must be regarded as having a distinct personal or financial interest in the issue, with the exception of the determination of remuneration for the Board of Directors.

12. Confidentiality

All information and documentation received by the Committee shall be treated as confidential.

All members are responsible for ensuring that any material received is properly protected and remains confidential.

The confidentiality obligation shall continue to apply after the member ceases to be a member of the Committee.

13. Independence

The Committee shall exercise its judgment and fulfill its duties and responsibilities independently. A member of the Committee would be considered to have failed to fulfill his or her duties and responsibilities appropriately, if he or she was unduly influenced by any directors, executives or officers of the Company.

Lack of independence would be assumed when any member:

- (a) accepts proposals or is involved in any improper actions that could affect the interests of the Company and/or its shareholders;
- (b) neglects to fulfill his or her duties and responsibilities; or
- (c) does not exercise independent judgment.



ATTACHMENT 5 POLICY AND GUIDELINE FOR CORPORATE GOVERNANCE AND THE CODE OF CONDUCT

Rules of Procedure for the Governance Committee of Total Access Communication Public Company Limited

(as adopted by the Board of Directors
on 19 October 2012)

Revision Track	Adopted by the Board of Directors
Revision 1: added Clause 8 (X) (review the dtac Group Authority Matrix – BoD Level)	15 July 2020 (BoD No. 7/2020)
Revision 2: added Clause 8 (XI) (review the Governing Documents prior to submit to the Board approval)	16 October 2020 (BoD No. 9/2020)

1. Purpose

The Board of Directors (the **"Board"**) of Total Access Communication Public Company Limited (the **"Company"**) has adopted these rules of procedure (the **"Rules"**) to be used as (a) the working procedures of the Governance Committee of the Company (the **"Committee"**), (b) the general instructions regarding the allocation of work between the Board and the Committee and (c) the general guidelines on the scope of duties and responsibilities of the Committee.

In addition to these Rules, the Committee shall observe and comply with any additional requirements as may be instructed by the Board from time to time and any applicable laws and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand.

2. Composition, Election and Retirement

The Committee shall comprise at least (3) three members, the majority of whom, including the Chairman, shall be independent directors.

Members of the Committee are elected by the Board.

Members of the Company's management are not eligible for election.

A member shall cease to be a member of the Committee upon such member's retirement, resignation or dismissal from the Board.

If any member wishes to resign from the Committee, he/she shall give a notice to the Board at least one month in advance.

3. Notice of meetings

By November each year, the Secretary of the Committee shall, after consultation with the Chairman of the Committee (the **"Chairman"**), provide a proposal for a meeting plan including the main items on the agenda for the meetings for the next calendar year.

A meeting of the Committee shall be called by the Chairman, or someone appointed by him/her.

If a member is unable to attend a meeting, he/she shall inform the Chairman or the Secretary of the Committee without delay.

A meeting shall be called with a minimum of seven (7) day's prior written notice, or shorter if the Chairman deems it appropriate.

4. Prior processing

The Chairman and the Secretary shall be responsible for preparing necessary documents for consideration by the Committee.

The documents shall contain sufficient information to provide members with an adequate basis to deliberate, and reach a decision on, the issue in question.

5. Meetings

A majority of the members of the Committee attending the meeting in person shall constitute a quorum.



However, if the Chairman finds that a meeting can be adequately deliberated without a physical meeting, and this is within the limits of applicable law, he/she can decide that attendance may take place via video or telephone conference, or that the issues can be submitted in writing or be dealt with in another manner.

The Chairman, or someone appointed by him/her, shall be responsible for presenting each individual agenda to a meeting.

6. Decisions

A decision by the Committee requires the majority of the votes cast by the members attending the meeting (in person, via video, telephone conference or in writing as determined by the Chairman in accordance with Section 5 above).

The Chairman shall not have a casting vote.

7. Minutes

Minutes of meetings shall be recorded (by the Secretary of the Committee).

As a minimum, the minutes shall specify the date, time and place, the participants, a summary of the issues discussed and the resolutions.

The minutes shall also specify whether a decision was unanimous or who voted for and against the proposal, and those who vote against a proposal are entitled to have their comments recorded in the minutes.

The minutes shall be prepared in English and sent to the Committee for approval as soon as possible after the meeting took place.

The minutes shall be signed by the Chairman and the Secretary.

8. Issues to be dealt with by the Committee

The Committee shall be responsible for making recommendations to the Board on the following matters: -

- (i) the Committee shall oversee that the Company adheres to generally accepted principles for governance and effective control of the Company's activities ("**Corporate Governance**") and maintain a corporate culture that encourages good corporate governance practices;
- (ii) the Committee shall establish and maintain an appropriate corporate governance policy and procedures;
- (iii) the Committee shall ensure the implementation of the governing documents as adopted by the Board and the policy and procedures to secure adequate corporate governance in the Company and in all subsidiaries controlled directly and indirectly by the Company (the "**Governing Documents**");
- (iv) the Committee shall ensure that the CEO at least annually perform an assessment of the implementation of the Governing Documents and the level of compliance, and report to the Board;

- (v) the Committee shall review and report to the Board on material matters, findings and recommendations pertaining to corporate governance;
- (vi) the Committee must be able to justify its recommendations and thus any dissenting votes must be stated in the recommendation;
- (vii) the Committee shall ensure the Company's compliance with relevant laws and regulations regarding good corporate governance;
- (viii) the Committee shall ensure appropriate disclosure of information on its activities and the Company's corporate governance practices; and
- (ix) the Committee shall carry out an evaluation once a year of its work, functions, performance. The Chairman is responsible for the execution of the evaluation.
- (x) the Committee shall review the dtac Group Authority Matrix – BoD Level (CAI) and its subsequent amendment to ensure it is compliant with corporate law, SEC regulations, the Company governing principles and other relevant laws and regulations and make a recommendation to the Board prior to the matter being sent to the Board for consideration and approval.
- (xi) the Committee shall review the Governing Documents and make the recommendations to the Board, focusing primarily on the governance

aspects, before proposing such Governing Documents to the Board for consideration and approval.

9. Division of work between the Board and the Committee

The Committee shall adhere to the guidelines and instructions provided by the Board, including these Rules.

The Committee shall ensure that these Rules are in accordance with applicable laws, rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand, and where necessary, makes proposal for changes to the Board from time to time.

At least once a year or as often as the Board deems it necessary, the Committee shall, either in writing or in a meeting, report to the Board on its work, functions and performance, as well as any other matters as determined by the Board.

10. Disqualification

Members are not permitted to take part in the decision making process if they or any related parties have interest on the matter .



11. Confidentiality

All information and documentation received by the Committee shall be treated as confidential.

All members are responsible for ensuring that any material received is properly protected and remains confidential.

If any information shall be provided to third parties, this shall be provided by the Chairman of the Board or the Chairman of the Committee if so agreed with the Chairman of the Board.

The confidentiality obligation shall continue to apply after the member ceases to be a member of the Committee.



ATTACHMENT 5 POLICY AND GUIDELINE FOR CORPORATE GOVERNANCE AND THE CODE OF CONDUCT

dtac Code of Conduct

Approved by the Board of Directors
on August 27, 2020

1. Message from the CEO

Our Code – the foundation we stand on when empowering societies

Connecting you to what matters most. Empowering societies.

This is dtac's purpose. Building upon more than 30 years of experience within telecommunications and a history of both successes and mistakes, we've evolved our practices and our culture to run an ever more sustainable and responsible business. Striving to raise standards wherever we operate isn't something we do to be nice or to satisfy stakeholders – we do it because we believe it is right, and because we know it is good business.

Always Explore, Create Together, Keep Promises, Be Respectful.

Our behaviours summarize what the dtac culture is and what we want it to be. They are both aspirational and descriptive, because our everyday business is a balancing act. We need to explore, innovate and find new solutions, but we also need to deliver with precision, efficiency and reliability. Delivering on both aspects is the key challenge – and the key to continued success – for dtac today.

Our Code of Conduct – a baseline and foundation.

The Code is also about how we do things in dtac. But where our behaviours outline attitudes we strive for, the Code is prescriptive – it's what we expect and require from each and every one of us, regardless of our designation, role or location. Our Code guides us through day-to-day dilemmas.

It is the basis for how we behave as guardians of dtac's integrity.

The four Code Principles are designed to set clear expectations regarding our business conduct and to help us deal with challenges we may face in the course of our work. The Code provides clear rules and guidance, with further reference to relevant policy areas. But it cannot cover all possible events; it is a tool to help us make the right decision.

My expectation to you is simple: keep coming back to these reflections regularly and take time to go through the dilemmas you may face. We are all required to renew our commitment to the Code every year, and with continuous reflection, we can all succeed in being true guardians of our company's integrity.

Sharad Mehrotra
Chief Executive Officer



2. Why we have a Code of Conduct

Being a high-performing company is not only about performance, goals and achievement. It is also about how we behave towards each other and the world around us. We want to be a trusted partner – to our customers, shareholders and colleagues, and to our Business Partners and the communities where we operate. Our business depends on this trust and we are committed to conducting our business in a responsible, ethical and lawful manner. The Code of Conduct is the foundation of our corporate culture and sets out high standards of integrity on **how we do business. Everyone in dtac must follow these standards.** We make decisions every day that can influence our reputation. An uninformed decision, even made with best intentions, can damage our reputation.

The Code Principles set out the core requirements for our conduct in dtac. The Code Sections include specific requirements and guidance for critical risk areas. The Code of Conduct helps us all make informed decisions and explains where to go for more information and guidance.

3. Code Principles

The Code Principles form the foundation of our ethical culture and define the core of our business conduct.

<p style="text-align: center;">We play by the rules We follow laws, regulations and our policies and, if in conflict, we uphold the highest standard</p>	<p style="text-align: center;">We are transparent and honest We are open and truthful about our challenges</p>
<p style="text-align: center;">We are accountable for our actions We actively seek information, understand our responsibilities, and recognize our wider impact on the societies in which we operate</p>	<p style="text-align: center;">We speak up We ask questions when in doubt and raise concerns without concern of retaliation</p>

4. Who has to follow the Code

The Code of Conduct applies to all employees and everyone acting on behalf of dtac, including the Board of Directors. We expect our vendors, suppliers, contractors and other Business Partners to commit and uphold the same high ethical standards that we follow ourselves.

5. How to use the Code

The four Code Principles and specific requirements contained in the Code Sections form our basic obligations. Additional requirements in our Policies and Manuals must also be understood and followed. At the end of each Section of the Code you will find links to applicable Policies and Manuals as well as links to available guidelines, practical tools, training materials and other helpful resources.

The Code sets clear requirements to manage our day-to-day operations and to guide us when we are confronted with challenges and ethical dilemmas. You may always contact your line manager or the Compliance Function when you have questions or concerns. You may also seek advice using the Integrity Hotline, anonymously if you would like.

The Code cannot cover every dilemma or situation we will face in our business. There will continue to be business challenges and uncertain legal and regulatory developments. In such cases, we are not relieved from the obligation to uphold the highest ethical standard, but we should seek guidance to help us make the right decision. Further to setting out our own ethical standards, the Code Principles require us to comply with applicable laws and regulations. You should always familiarize yourself with the laws where you operate and seek guidance from the Legal Function if you have questions.

6. What is expected from us as employee

As an employee of dtac, you are expected to:

- always act with high integrity
- read, understand and follow the Code, Policies and Manuals
- raise issues of concern as described under the section “How to Speak Up”
- seek to attend training in a timely manner
- know when and how to seek further guidance
- cooperate fully and transparently in all compliance investigations
- avoid any practices that may be unlawful, unethical or harm dtac’s reputation.



7. What is expected from our leaders

Leaders in dtac are not only expected to follow the requirements above, but are also expected to:

- live the “Tone from the Top” and communicate regularly on the importance of compliance
- identify and anticipate business compliance risk areas that affect your teams’ operations
- proactively identify actions that will mitigate compliance risks
- ensure that teams are sufficiently trained and prepared to deal with relevant dilemmas and provide guidance where necessary
- foster an environment of open reporting to ensure that all team members are comfortable raising concerns without concern of retaliation
- use high standards of integrity as a criterion in recruitment and promotion processes
- take an active part in the compliance process and governance in dtac.



ATTACHMENT 5 POLICY AND GUIDELINE FOR CORPORATE GOVERNANCE AND THE CODE OF CONDUCT

Code Sections

8. Anti-Corruption

dtac has zero tolerance for corruption.

What we need to know

- dtac does not tolerate bribery or improper payments or advantages of any kind
- We are committed to conducting our business in an open and transparent manner
- Bribery is illegal and exposes those involved and dtac to reputational and legal risk
- Bribery may take many forms including facilitation payments, kick-back schemes and the use of shell companies or hidden owners
- Public Officials are often subject to strict anti-corruption rules and so should be treated with extra caution
- Corruption in our supply chain may create significant risk for dtac even if we are not directly involved
- Gifts and hospitality may be considered bribery or providing an improper advantage in certain situations
- Even charitable donations or sponsorships can be seen as bribes if undertaken to secure a commercial advantage.

What is expected of us

- We never engage in bribery or trading in influence
- We never offer or accept an improper payment or advantage
- We never request someone else to engage in conduct that we are not allowed to engage in ourselves
- We carefully select our Business Partners and monitor their commitment to ethical and lawful conduct
- We maintain our books and records to accurately and fairly reflect our business

- We exercise appropriate caution when interacting with Public Officials
- We assess the risks we may encounter and seek appropriate training and guidance to effectively manage them

What to look out for

- We become aware of unusual or inflated payment terms that appear to have no clear business purpose
- We suspect that a Business Partner is not complying with dtac's standards for business conduct
- We become aware that a supplier is interacting with Public Officials to secure a license or permit on our behalf
- Requests are made to donate to charities or sponsor organizations that may be affiliated with a Public Official
- We are offered or requested to provide gifts, travel, donations or lavish entertainment or to make cash payments for any reason.

9. Business Partners

We expect our Business Partners to meet our standards and respect our values.

What we need to know

- The actions of our Business Partners can damage our reputation and expose us legally
- Business Partners include individuals and entities such as suppliers, agents, distributors, franchisees, and joint venture partners, as well as sponsorship and donation recipients.

What is expected of us

- We aim to work with Business Partners that demonstrate standards of responsible business conduct and ethical values consistent with our own
- We exercise caution when selecting Business Partners, following dtac's risk-screening and sourcing procedures
- We expect our Business Partners to abide by all applicable laws and expect them to meet dtac's standards for responsible business conduct
- We expect our Business Partners to take responsibility to protect and manage the risks while designing, delivering and operating our assets
- We carefully evaluate business opportunities in countries that are subject to economic sanctions or trade embargoes
- We comply with applicable trade controls including sanctions regimes and import-export requirements
- We monitor and support our Business Partners to conduct their activities in accordance with dtac's standards for responsible business conduct
- We treat all Business Partners with respect and in a fair and transparent manner.

What to look out for

- We encounter a Business Partner which will not fully commit to following our standards including, where applicable, dtac's Supplier Conduct Principles
- We seek to engage a Business Partner who will operate as a lobbyist, agent or other party which will act on behalf of dtac
- We become aware that a Business Partner conducts business in a way that could reflect negatively on dtac



- Any Business Partner that has not been properly screened according to dtac’s requirements
- We become aware of other behaviour or circumstances that make us question the conduct or ethics of a Business Partner.

10. Competition

We compete fairly.

What we need to know

- Fair competition is important to society and creates long lasting business opportunities for dtac, both domestically and abroad
- Creating or benefiting from an unfair advantage will harm our reputation with our customers, Business Partners and the public
- Anti-competitive agreements or practices are not only against our principles, they are against the law.

What is expected of us

- We make our own pricing and business strategy and compete on the merits of our offerings
- We limit communications with our actual or potential competitors and do not share commercially sensitive information
- We do not, formally or informally, enter into agreements or practices with actual or potential competitors to share markets, fix prices or limit input or sales
- We obtain approval according to our internal requirements before joining a Trade Association or Industry Forum
- We remove ourselves immediately from the discussion and report the conversation to our Legal Function and/

- or integrity hotline should a conversation with an actual or potential competitor turn to an inappropriate, anti-competitive subject
- We have an obligation to promptly report suspected violations of competition laws to the Legal Function.

What to look out for

- We are approached by actual or potential competitors, customers or Business Partners with information about their pricing, strategies, business tactics or similar
- We suspect formal or informal agreements exist, or otherwise are to be entered into, that limit our actual or potential competitors’ access to customers or related markets
- We plan to attend informal or social meetings with actual or potential competitors
- We plan to interact with actual or potential competitors where there are indications that the objective is to exchange competitive sensitive information
- We plan to establish pricing strategies or other market strategies that could be viewed as abuse of dominant position, for instance: below cost, margin squeeze or refusing to enter into agreements with customer.

11. Confidentiality and Information Handling

We treat information as a valuable asset.

What we need to know

- As employees of the company, we sometimes come into possession of valuable information regarding dtac, customers or Business Partners
- Most information is digital and can easily be accessed, modified, shared and replicated

- Records are information with high corporate value. They are important to dtac and must be identified and protected
- Confidentiality is critical for dtac’s reputation, for protecting dtac’s interests in competitive and regulatory processes, and for securing the integrity of our assets.

What is expected of us

- We only share confidential information when we are formally authorized to do so and there is a legitimate reason for doing so
- We ensure that all information from dtac is reliable and correct, and complies with high professional and ethical standards
- We treat information from third parties with the same level of confidentiality and care as our own information
- We promote a knowledge-sharing culture, but take precautions when processing confidential and inside information
- We do not discuss sensitive topics in public places
- We classify and handle information and store records in accordance with dtac’s Policies
- We stay updated about how we can protect confidential information from unauthorized access.

What to look out for

- We overhear a dtac’s employee speaking about non-public information in public
- A Business Partner requests us to sign a confidentiality or non-disclosure agreement
- You are handling information that are company records which should be protected

- Someone attempts to engage us in discussions that lead into details of dtac’s business
- You receive an email classified as Confidential.

12. Conflict of Interest

We always act in dtac’s best interests.

What we need to know

- A conflict of interest exists when our personal interest conflicts, or could be perceived to conflict, with dtac’s interests
- Personal interests include our financial interests, business opportunities, outside employment or the interests of people close to us, such as close family members, personal friends or business associates
- Even the perception that we may not be acting in dtac’s best interests can call into question our integrity and adversely affect our reputation
- All decisions that are made on behalf of dtac must be based on an objective and fair assessment of the company’s interest without being impacted by our personal interest
- Openness and transparency are essential to manage actual, potential, or perceived conflicts of interest
- A conflict of interest can still exist even if the company benefits in some way.

What is expected of us

- We avoid conflict of interest and other situations which could impact our judgment
- We recuse ourselves from situations and decisions where we have a potential or perceived conflict of interest



- We promptly disclose actual, potential, and perceived conflicts of interest to our manager
- We work with our manager to resolve conflicts of interest and document our decisions and actions
- We always involve the Compliance Function if a conflict of interest cannot be avoided
- We do not hold external duties or positions that could affect, or be perceived to affect, our responsibility to act in dtac's best interests
- We obtain written approval from our manager before accepting external directorships or other material assignments, and we keep records in accordance with company procedures.

What to look out for

- We have a financial or other interest in an existing or potential Business Partner of dtac
- We hold outside employment or positions which could interfere with our ability to perform our duties for the company
- We are recruiting, hiring, or directly supervising a family member, friend, or individual with whom we have a close personal relationship
- We are offered anything of value in our personal capacity from existing or potential Business Partners including gifts, discounts or other benefits
- A Business Partner of dtac is or will provide services to us in our private capacity.

13. Climate & Environment

We are committed to protecting the environment and contributing to the prevention of climate change.

What we need to know

- We comply with local laws and internationally recognized environmental standards
- We are committed to minimizing our use of resources including energy, water and raw materials.

What is expected of us

- We seek to make reasonable efforts to minimize greenhouse gas emissions from our operations
- We consider climate and environmental impact when purchasing products and services, and evaluate our suppliers on responsible business criteria
- We support sustainable waste management including making reasonable efforts to minimize our waste
- We are transparent and report on how our activities impact the climate and environment
- We report incidents we see which are harming climate and environment.

What to look out for

- We become aware of dtac's operations and suppliers that fail to meet our climate & environmental standards
- We become aware that applicable environmental regulations or company guidelines are breached
- We are unsure if dtac has relevant environmental permits and licenses.

14. Financial Integrity and Fraud

We maintain accurate financial records and comply with all disclosure standards.

What we need to know

- Financial integrity is key to maintaining the trust of our shareholders, customers, Business Partners and employees
- Meeting International Financial Reporting Standards is not only required, it enables us to best manage our business.

What is expected of us

- We follow dtac's Accounting Principles (TAP) and abide by internal controls implemented by dtac
- We register all transactions correctly in accordance with legal obligations and good accounting practices
- We report accurately, reliably, transparently, consistently and in a timely manner
- We ensure that expenses are reasonable and recorded properly when we spend the company's money
- We make decisions in accordance with applicable dtac Authority Matrix and ensure segregation of duties where applicable
- We verify facts and completeness of information and underlying business rationale before approving a transaction or signing a document
- We do not create fraudulent records, falsify documents or otherwise misrepresent facts, transactions or financial data.

What to look out for

- We see financial or accounting irregularities
- We become aware that a colleague or Business Partner has falsified any documentation
- We are unsure if we have recorded a transaction correctly
- We become concerned that any employee is misreporting financial information, including sales results or forecasts
- We become concerned that dtac's resources are not being spent or recorded as consistent with our policies.

15. Gifts, Hospitality and Travel

We cover our own expenses and use good judgment when offering business courtesies.

What we need to know

- Business courtesies such as gifts, hospitality and travel may create a conflict of interest or be considered bribery in certain circumstances
- Gifts are something given without the expectation of anything in return, including goodwill
- Hospitality takes many forms, including meals and beverages, seminars, receptions, social events and entertainment
- Travel would include the costs of transportation including taxis, busses, trains, flights, accommodation and hotels, and other incidental travel costs
- Business Partners, including Public Officials, may need to comply with strict rules on what they may give or receive.



What is expected of us

- We never offer or accept business courtesies which could, or could be perceived to, improperly influence a business decision
- We never offer or accept cash or cash equivalents, or expensive and extravagant gifts
- We do not offer or accept gifts except promotional items, of minimal value, and only when it would be customary to do so
- We may offer or accept hospitality when the business purpose is clear and legitimate, the costs are reasonable, and the context is open and transparent, but we prefer to cover our own costs
- We always pay our own costs for travel, accommodation and related expenses. Likewise, we do not pay for travel, accommodation and related expenses for others
- We do not allow business courtesies to be extended to family or close friends
- We always discuss offering or accepting business courtesies with our immediate supervisor
- We seek exceptions only in special circumstances subject to a review by the Compliance Function and prior written approval by the Business Unit CEO.

What to look out for

- Business courtesies are offered during sensitive situations such as ongoing negotiations or procurement processes
- We are considering sponsorships, donations or social investments
- We become aware of business courtesies that are not offered or accepted in an open and transparent manner

- We believe that offering or accepting business courtesies could lead others to question our independence, objectivity or integrity
- We become aware of repeated offers to or from the same or a related Business Partner.

16. Health, Safety and People Security (HS&S)

We provide a safe and secure workplace for all employees and our suppliers.

What we need to know

- We all have a responsibility to provide a safe, healthy and secure working environment for our employees, suppliers and visitors
- We recognize a shared responsibility to encourage a healthy work culture that promotes the wellbeing of our employees
- We promote a culture of HS&S and comply with international and local HS&S standards, and align our behavior with the highest standards within this area
- We adhere to internationally recognized guidelines for electromagnetic fields when planning and running our network operations.

What is expected of us

- We are conscious of our work environment, act responsibly and are accountable for our own actions and use "Right to Stop" authority when we observe any hazardous activity
- We make ourselves aware of potential risks in our workplace and continuously work to minimize HS&S risks

- We adhere to HS&S legislation and our own HS&S policies and requirements
- We ensure that incidents and near misses are reported regardless of their severity
- We focus on continuous improvement and actions to remedy hazardous situations.

What to look out for

- Unsafe acts and conditions that might put ourselves, our colleges and suppliers at HS&S risk
- Situations that may become dangerous or have a potential of HS&S risk
- We see signs of elevated stress, inappropriate behavior or poor wellbeing of our co-workers and suppliers
- We have any concerns for the HS&S of any employee or supplier
- We believe that our policies and requirements are not followed or do not meet HS&S legislation.

17. Human Rights and Labour Rights

We respect human rights and labour rights.

What we need to know

- We are all entitled to human rights without discrimination as set out in international conventions and local laws
- Respect for human rights is integral to dtac's business and how we operate. Labour Rights are a vital part of human rights and grant every employee and everyone working with dtac the right to e.g. fair pay, benefits and freedom of association
- We work proactively to respect and support children's rights.

What is expected of us

- We respect the human rights and labour rights of our colleagues, the employees of our Business Partners, our customers and the people in the countries where we operate
- We respect these rights by not violating the rights of others, nor being complicit in violations by others
- We do business in a fair and non-discriminating way where respecting human rights is an integral part of our relations with Business Partners and other stakeholders
- We seek to make a positive impact on societal challenges related to individual human rights including child rights in our business
- We avoid doing business with Business Partners that are known for violating human rights laws
- We do not retaliate against anyone who makes a good faith report of violations of human rights or labour rights laws related to our operations.

What to look out for

- We experience, witness or become aware of any violation of human rights of our colleagues, employees of Business Partners or people.
- We, or one of our colleagues, are prevented from joining legitimate employee engagement forums, e.g. labour unions
- Anyone, including Public Officials, asks for personal data on dtac's employees, customers or Business Partners without the right authorization and without following due process



- We become concerned that any existing or prospective Business Partner may be violating human rights or labour rights
- A contract we are negotiating has such a low price or short delivery period that it will lead to low wages or excessive working hours for supplier employees.

18. Insider Trading

We do not share or act on insider information.

What we need to know

- Inside information is any non-public information that would impact the stock price of a company if it was known to the investors, such as financial results not yet disclosed publicly, potential mergers and acquisitions, senior management changes and significant legal matters.
- Trading on inside information violates our ethical standards and is a personal criminal violation under any jurisdiction's laws, and may lead to severe consequences for you personally and for dtac as a company
- Sharing inside information with others who then trade on that information is considered tipping and is a violation of both our governing documents and the law.

What is expected of us

- We do not trade, engage in tipping or suggest that others should trade in any securities when in possession of inside information about dtac or any other company
- We treat all inside information that is not generally available to the investing public as proprietary and confidential
- We do not discuss sensitive topics in public places.

What to look out for

- We become aware of a business or legal issue that may have positive or negative consequences for the price of dtac's stock or that of a customer or Business Partner
- Someone suggests that we buy or sell a security based on material non-public information
- You are notified that you are on an insider list
- You are part of a Merger & Acquisition or key strategic project
- Your company is publicly listed (stock exchange).

19. Money Laundering

dtac is firmly opposed to all forms of money laundering.

What we need to know

- dtac seeks to engage Business Partners involved in legitimate business activities with funds derived from lawful sources
- Money laundering is the process of hiding or disguising the proceeds of a crime
- The proceeds of a crime can be anything of value including money, goods, assets and real estate
- Money laundering may take many forms and can occur in all kinds of deals and transactions, including banking, investments, invoicing, property and real estate
- Trusts and shell companies may disguise the true owners of money and increase the risk of money laundering
- Money laundering also includes the use of legitimate funds to support criminal activity or terrorism.

What is expected of us

- We avoid money laundering by screening and monitoring our Business Partners in accordance with dtac's procedures
- We question unusual payments or banking arrangements and report unusual requests
- We always consult the Legal and/or Tax Function if we are in doubt about the origin or destination of money and property
- We promptly report suspicious transactions or incidents of money laundering
- We refuse to make payments that could support terror-financing or similar activities
- We are attentive to potential under or over-valuing of invoices or assets.

What to look out for

- Payments are performed by or through someone who is not a party to the contract
- Payments are requested or performed in a different manner than what is agreed to in the contract
- Payments received in cash that are not customarily paid in this way
- Payments come from offshore bank accounts
- Payments come from unusual accounts not typically used by the party in question.

20. Privacy

We earn trust by protecting personal data.

What we need to know

- We hold significant personal data on all of our customers and employees and we have an obligation

- to protect it and only use it for legitimate business purposes
- Personal data includes employee, customer and Business Partner information such as phone numbers, e-mails, addresses, locations, call and payment history, salaries and health information
- All personal data is to be considered confidential
- Responsible use of personal data is instrumental in maintaining our customers' trust.

What is expected of us

- We do not share personal data with anyone who does not have a specific business purpose, unless sharing the data has been authorized or is legally required
- We only access personal data for a specific business purpose, and we do not look up data about someone we know
- We are open and honest with our customers and employees about how we use their data
- We ensure that data is processed with proper access control, security and data protection
- We are aware of our responsibilities related to privacy when we lead projects or initiatives that involve personal data processing
- We follow established privacy procedures and processes.

What to look out for

- We become aware of unauthorized access to personal data, including sharing of data with third parties without appropriate privacy safeguards in place
- We realize that we are collecting data about our



employees or customers which they would not reasonably expect us to collect or use in this way

- We become aware that the personal data of our employees or customers is being used in a way that may be considered intrusive
- A government official requests information about an employee or a customer, including business records without following proper procedure
- We observe anything that leads us to believe that any personal data has been or may be compromised.

21. News and Social Media

We always act responsibly in our external communications.

What we need to know

- dtac’s employees are encouraged to share non-confidential news, milestones, achievements related to dtac on their social media account(s)
- However, only mandated individuals are allowed to speak on behalf of dtac, including on social media or other digital platforms
- dtac does not take political positions or associate with political movements, though we may participate in public debates which are of importance to our strategy and business performance
- dtac does not support political parties, neither in the form of direct financial support nor paid time.

What is expected of us

- We do not engage in external discussions, including on social media, on behalf of dtac unless we have been previously authorized to do so

- We do not discuss sensitive or confidential information that we have learned from our employment in public or social media
- We use social media to reflect our personal views and not those of the company
- We are mindful that social media posts can spread rapidly and are difficult to retract, and so exercise caution before we post
- We refer external questions about dtac from journalists/ media to the Communication Function and appropriate spokes persons
- We may participate in political activity provided it is lawful, conducted on our own time, with our own resources, and not linked to our employment in dtac.

What to look out for

- We become aware of public discussions on blogs or social media with a potential reputational risk to dtac
- When we plan to speak at external events or other forums where we represent dtac
- We are concerned that our communications with outside sources could reflect negatively on the company
- We promote our company and receive backlash from an external audience on social media.

22. Public Officials

We follow high ethical standards when interacting with Public Officials.

What we need to know

- Public Officials execute governance functions that are vital to the societies in which we operate and our license

to operate there

- dtac interacts with Public Officials at various levels and for many different purposes
- Information shared with Public Officials may become public due to laws regulating public access to government held information
- Public Officials include all individuals employed by or acting on behalf of a government including anyone holding a legislative, administrative, executive or military office.

What is expected of us

- We do not engage in conduct which could, or could be perceived to, improperly influence a Public Official
- We always provide truthful and accurate information to Public Officials
- We exercise appropriate caution toward Public Officials when dtac is engaging in a commercial or approval process
- We are always compliant with local laws or rules that apply to Public Officials, including those on business courtesies
- We understand that individuals employed by state-owned companies may be considered Public Officials
- We do not offer gifts to Public Officials except promotional items of minimal value, and only when it would be customary to do so
- We do not pay travel, accommodation or related expenses for Public Officials
- We offer only modest hospitality to Public Officials when there is a clear and legitimate business purpose, the costs are reasonable, and the context is open and

transparent

- We always discuss offering business courtesies to Public Officials with our manager and seek guidance from the Compliance Function as needed
- We do not make facilitation payments to Public Officials and we report requests for such payments to the Compliance Function
- We only use lobbyists to advocate on our behalf in special circumstances with full transparency and with prior written approval by the Business Unit CEO
- We do not engage in external discussions with Public Officials on behalf of dtac unless we have been previously authorized to do so
- We seek exceptions only in special circumstances subject to a review by the Compliance Function and prior written approval by the Business Unit CEO.

What to look out for

- A Business Partner directly or indirectly interacts with Public Officials on our behalf
- A Public Official asks for the personal data of dtac’s employees, customers or any other individual
- A Public Official requests dtac to send information or messages to our subscribers
- A Public Official owns, manages or is affiliated with a Business Partner
- A Public Official, or a close family member or business associate of the Public Official, applies for a position within dtac.



23. Safeguarding our Assets

Risk-based security is embedded in everything we do.

What we need to know

- Company assets are everything that our company owns or uses to conduct business including equipment, facilities, systems and information
- Protecting company assets is a core responsibility for all of us
- Intellectual property such as trademarks, copyrighted works, inventions, trade secrets and know-how, are often valuable and may be important to dtac's success in the market
- Security threats can affect our assets and have significant financial, operational and reputational impact.

What is expected of us

- We always assess the security risks and follow security policies and requirements when we perform business decisions
- We report any security incidents immediately and in accordance with local procedures, laws and regulations
- We protect company assets as if they were our own, and protect them from loss, damage, theft, waste and improper use
- We limit employee and third-party access to company assets to what is necessary to accomplish assigned work
- We always follow proper protocols for granting access and do not share our access credentials, including PIN codes and passwords

- We only use dtac's approved systems for information sharing and storage
- We protect dtac's intellectual property as appropriate and respect the intellectual property rights of others
- We educate ourselves through internal courses to understand more about cyber security risks and how to counter them.

What to look out for

- We observe people on our premises or trying to enter our premises without authorisation or properly displayed credentials
- Our cell phone, laptop or computer is lost, stolen or suddenly behaves differently
- We receive emails or messages that are suspicious or may be designed to infect our infrastructure or trick us to disclose information or transfer money
- We detect vulnerabilities in our systems, processes or facilities or otherwise not properly protected
- Our systems are abused for fraudulent or other malicious purposes.

24. Workplace Environment

We treat each other with respect and dignity.

What we need to know

- All employees deserve a workplace environment that is free from harassment, intimidation, discrimination or threats of violence for any reason, including actions based on gender, sexual orientation or identity, race, disability, national origin, religious beliefs or citizenship

- We view employee diversity as a competitive advantage, as it broadens our perspectives and allows us to better understand our customers' needs
- dtac does its utmost to actively promote equality in all employment practices
- We foster a working environment where people are treated honestly and professionally and are valued for their unique ideas and differences.

What is expected of us

- We show respect for our coworkers and treat them as we would like to be treated ourselves
- We do not retaliate against any employee, Business Partner or customer for raising a good faith concern
- We do not engage in conversations or send communications of any kind that contain offensive name-calling, jokes, slurs, stereotyping or threats, nor do we display or share offensive pictures, cartoons, drawings or gestures
- We actively listen to different points of view and consider those perspectives exclusively on the merits of those thoughts
- We confront any incidents of harassment or inappropriate behavior and proactively protect our work environment
- We do not use alcohol or illegal drugs in the workplace, or abuse prescription medication, and we never purchase sexual services on business trips or other assignments including long-term expatriation.

What to look out for

- We experience, witness or hear of any form of bullying, mocking, or harassment of any kind

- We experience or become aware of incidents of harassment, sexual harassment or racism of any kind and involving anyone
- Our managers and supervisors are repeatedly identifying one colleague or a specific dtac of colleagues for criticism or special treatment based on characteristics unrelated to their work
- We suspect that certain colleagues are not receiving fair consideration for promotions or project assignments
- We are concerned that certain individuals or groups of colleagues are being excluded from participating in discussions.

25. How to Speak Up

One of the Code Principles is that we "speak up." We ask our managers and the Compliance Function when we have questions about whether activities are ethical or compliant with our Code, and we always challenge and report activities that we believe may breach our Code or applicable law. Through reporting we enable dtac to keep its promise to operate legally and ethically and we help the company to protect its good reputation. It is a responsibility that we share as dtac's employees.

It sometimes takes courage to come forward and share your concerns. If you are not comfortable discussing or reporting an issue to your manager or the Compliance Function, you may use the Integrity Hotline which is available to all employees, Business Partners and stakeholders. The Integrity Hotline is designed to protect the privacy of individuals who report a concern, and individuals who are the subject of a reported concern, through a reporting channel that is



operated by an independent company. All reports are treated as confidential and a very restricted number of people are allowed access to them. The channel is always open and is available in most local languages. **You may choose to remain anonymous.** Your identity is kept confidential unless you agree otherwise.

All reported concerns are taken seriously and given fair and objective follow-up. The reports are first received and reviewed by dtac's Investigation Department. In cases which present serious allegations or concerns the Investigation Department will undertake an independent investigation to clarify relevant facts. Other cases are transferred to the Business Unit and managed by an appointed independent function. All functions are required to maintain information in the strictest confidence in order to ensure the integrity of the process.

An important part of our compliance program is taking effective corrective action and, where appropriate, employee discipline. In all cases, the Compliance Function supports management in resolving the investigated concerns to determine whether disciplinary or corrective actions are required. Anyone who violates the law, the Code, or a dtac's Policy or Manual may be subject to disciplinary action, up to and including termination of employment. Such violations may damage dtac's reputation and result in commercial loss, and violations of the law may expose dtac, and even the individual violator, to fines, penalties, damages and, in some cases, imprisonment.

It is important to remember that we can all report suspected unethical or illegal behaviour without fear of retaliation. dtac does not tolerate retaliation of any kind against those who speak up in good faith.



ATTACHMENT 6 AUDIT COMMITTEE REPORT AND OTHER SUBCOMMITTEES' REPORTS

Audit Committee Report

The Audit Committee of the Company consists of three independent directors who have knowledge and experience in finance, accounting, law and business administration. All members of the Audit Committee have the full qualifications set out in the Audit Committee Charter in accordance with the rules and guidelines of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). Two members have knowledge and experience in accounting to verify the reliability of financial reports.

The Audit Committee Charter approved by the Board of Directors stipulates that an Audit Committee meeting is held at least once every quarter. In 2021, the Company held a total of nine Audit Committee meetings. All three members of the Audit Committee attended all meetings. The Company's auditor, the Chief Financial Officer, the Head of Internal Audit, the Head of Risk Management and Internal Control, the Head of Compliance and senior management presented relevant reports at the meetings and obtained the Audit Committee's recommendations for good corporate governance. The Audit Committee reported its performance to the Board of Directors on a quarterly basis.

The Audit Committee performed its duties in accordance with the Audit Committee Charter, which can be summarised as follows:

- reviewed, selected and proposed the appointment of the Company's auditor, including the proposal of annual compensation. The Audit Committee had reviewed the qualifications, independence, experience and performance of the auditors in

the past and considered that EY Office Limited, an internationally recognized auditing firm, and its auditors were suitable. The Audit Committee proposed to the Board of Directors to recommend to the Annual General Meeting of Shareholders to appoint the auditors of EY Office Limited as the Company's auditors for the year 2021 and to approve their remuneration.

- reviewed management's reports on the adequacy of the financial reporting process and disclosure of information in the Company's financial statements. It reviewed the financial statements for 2020 and the financial statements for quarters one to three of 2021, which the auditor had audited and reviewed. The Audit Committee had a non-management meeting with the auditor, to ensure that the auditor was independent and would not be impeded in the performance of its duties. The Audit Committee obtained reasonable assurance that the financial statements were accurate, complete and reliable in accordance with generally accepted accounting principles and financial reporting standards and made a recommendation to the Board of Directors for approval.
- reviewed management's reports on the adequacy and effectiveness of the internal control system, the risk management system, and the compliance management system. The Audit Committee considered that the Company had an adequate system of controls and complied with the provisions

of the Securities and Exchange Act B.E. 2535 (as amend), the Stock Exchange of Thailand and the laws relating to the Company's business.

- reviewed management's reports on connected transactions or transactions that could result in conflicts of interest with the Company. The Audit Committee considered that such transactions were subject to general commercial conditions. They were appropriate in the best interest of the Company and complied with the rules of the Securities and Exchange Commission and the regulations of the Stock Exchange of Thailand.
- reviewed the reports of the Head of Internal Audit, approved an annual internal audit plan developed using a risk-based approach, and took note of the internal audit reports. The Audit Committee was of the opinion that the Company ensured that the internal audit function was independent. There was an appropriate and sufficient internal audit system.
- reviewed the result of the Audit Committee's self-assessment. The Audit Committee considered that it had fulfilled all its duties in accordance with the Audit Committee Charter and the Guidelines for Good Corporate Governance.

Ms. Kamonwan Wipulakorn
Chair of the Audit Committee
January 27, 2022



Corporate Governance Committee Report

The Corporate Governance Committee (“CG Committee”) currently consists of Mrs. Chananyarak Phetcharat (Chair), Mrs. Kamonwan Wipulakorn, Mrs. Pratana Mongkolkul, Ms. Tone Ripel and Mr. Rakesh Jain, three of whom, including the Chair, are independent directors. The CG Committee oversees that dtac complies with generally accepted principles of Corporate Governance (“CG”) and effective control of dtac’s activities and maintains a corporate culture that promotes good corporate governance practices.

In 2021, the CG Committee convened a total of four meetings. The following is a summary of the Committee’s activities.

- 1. Board roles and responsibilities:** ensuring that the Board sets strategies and tracks the progress of those strategies and ensures the good governance structure of the Company with the following three main tasks:
 - Reviewing the Corporate Governance Policy to ensure compliance with the principles of CG, SET’s CG principles, SEC’s CG code and the international principles of the Organisation for Economic Cooperation and Development (OECD), together with the ASEAN CG scorecard.

- Reviewing the appropriateness of the amendment to dtac’s Business Code of Conduct.
- Reviewing the amendment to the Board assessment template to ensure the development of directors in terms of good corporate governance.

2. Ensuring good corporate governance practices

- Reviewing, monitoring, and ensuring dtac’s Corporate Governance Focus for 2021 has been implemented to serve as a guideline for the execution, monitoring and evaluation of dtac’s corporate governance performance.
- Monitoring of dtac’s Corporate Governance Rating by the Thai Institution of Directors Association, which awarded the Company a five-star Excellent CG Scoring for the seventh consecutive year. This award reflects the Company’s consistent efforts to operate under the good corporate governance principle and sustainable development.
- Overseeing the preparation of the 2021 Annual General Meeting of Shareholders (AGM) during the COVID -19 pandemic, which resulted in the Company being received 100 points and an “Excellence” rating on the 2021 AGM checklist by the Thai Investors Association (TIA).

- 3. Ethical principles and compliance:** promoting a corporate culture of adherence to the Business Code of Conduct.
 - Overseeing and monitoring dtac’s compliance program, which includes risk management, Governance, integrity culture, and learning and growth as the focus of a concrete foundation of dtac’s corporate culture.

The Corporate Governance Committee continues to advocate for the enhancement of the Company’s good corporate governance practices in concert with dtac’s sustainable development strategies and the best interests of all stakeholders.

Mrs. Chananyarak Phetcharat
Chair of the Corporate Governance Committee



Nomination and Remuneration Committee Report

The Nomination and Remuneration Committee ("Committee") was merged from the Nomination Committee and the Remuneration Committee and approved at Board of Directors meeting no. 12/2020 dated 8 December 2020, effective 1 January 2021. The Committee currently consists of Mr. Stephen Woodruff Fordham (Chair), Mrs. Pratana Mongkolkul, Mrs. Chananyarak Phetcharat, Mr. Haakon Bruaset Kjoel and Mr. Rakesh Jain, three of whom, including the Chair, are independent directors.

The Committee's primary responsibility is to consider and make recommendations to the Board on the nomination of individuals with appropriate qualifications and experience to serve as Directors of the Company and its subsidiaries and to evaluate their performance and review and recommend to the Board a framework for the remuneration and specific remuneration packages for each Director and the Chief Executive Officer.

In 2021, the Committee convened four meetings, which were attended by all members of the Committee. The Committee's accomplishments can be summarized as follows:

- 1) Director and Chief Executive Officer Remuneration:** reviewing the director remuneration structure and the Chief Executive Officer remuneration package and making recommendations to the Board,
- 2) Director Nomination:** making recommendations to the Board on the appointment of the new Directors of subsidiaries and the re-election of directors of the Company and subsidiaries,
- 3) Board Composition:** making recommendations to the Board on the composition of the Board and subcommittees,
- 4) Succession Plan:** making recommendations on the talent development and succession plan for senior management positions,
- 5) Board performance:** improving the Board self-assessment questionnaire, reviewing, and making recommendations to the Board on the results of the annual self-assessment of individual performance and Board performance.

The Committee reviewed its own performance over the past year and found that it continued to be effective.

Mr. Stephen Woodruff Fordham
Chair of the Nomination and Remuneration Committee