

**Profiles of nominated directors to be elected to succeed those who will be retiring by rotation****Name** Mr. Somboonkiat Kasemsuwan**Proposed Position** Independent Director**Nationality** Thai**Age** 75 years

<b>Number of shares held in the Company and related companies (as of 30 December 2020)</b>	Own:	none
	Spouse:	none

**Date of first appointment** 14 November 2016 (4.5 years)**No. of years being the Company's Director including if being re-elected** 7.5 years (4.5 plus 3 years)**Education /training**

- Professional Degree in Electrical Engineering, North Carolina State University USA 1976
- B.S. Degree in Electrical Engineering, North Carolina State University USA 1964
- Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 6/2008
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 96/2007
- Diploma, National Defense College (NDC), Class 377/1994

**Working experience (past 5 years)**

- **In listed companies in SET : presently 1 company**

- 2016 – Present : Independent Director and Chairman of Audit Committee, Thoresen Thai Agencies Plc.
- 2014 – 2016 : Director, Chairman of Audit Committee and Member of Nomination and Remuneration Committee, PM Thoresen Asia Holdings Plc.
- 2004 – 2015 : Chairman, Advance Finance Plc.

- **Positions in listed companies in other countries**

- None -

- **Positions in non-listed companies/organizations**

- None -

**Meeting attendance for year 2020**

- Board of Directors Meeting 10/10
- Audit Committee Meeting 7/7

**Record of Illegal Activity**

- None -

**This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.**

### Other Related Relationships

<b>Relationship</b>	<b>Details</b>
Close relative to management / major shareholder / controlling persons of the Company or a subsidiary	No
Relationship with Company / its subsidiary / its associates / its major shareholders / its controlling persons or other legal entities that may have a conflict of interests now or have had a conflict of interests in the past 2 years  1. as an executive director, employee, member of staff or advisor who receives a regular salary or a controlling person  2. as an auditor or professional service provider  3. in a material business relationship which may affect their independence.	No  No  None

**Name** Mr. Cherdpong Siriwit

**Proposed Position** Independent Director

**Nationality** Thai

**Age** 74 years



**Number of shares held in the Company and related companies (as of 30 December 2020)**  
Own: none  
Spouse: none

**Date of first appointment** 30 January 2013 (11 years)

**No. of years being the Company's Director including if being re-elected** 11 years (8 plus 3 years)

#### **Education /training**

- M.A. Economics, Georgetown University, USA
- B.A. Economics (Honor), Thammasat University
- Audit Committee Program (ACP), Thai Institute of Directors Association (IOD), Class 27/2009
- Directors Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 104/2008
- Finance of Non-Finance Directors (FND), Thai Institute of Directors Association (IOD), Class 13/2004
- Role of Chairman Program (RCP), Thai Institute of Directors Association (IOD), Class 10/2004
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 8/2004
- Diploma, The Joint State-Private Sector Course, National Defence College, Class 40
- Advanced Certificate Course in Politics and Governance in Democratic System for Executives, King Prajadhipok's Institute, Class 5
- The Civil Service Executive Development Program I, The Civil Service Training Institute, Class 13/1993
- Capital Market Academy Leadership Program, Capital Market Academy (CMA), Class 5

#### **Working experience (past 5 years)**

- **In listed companies in SET : presently 2 companies**

- 2013 – Present : Independent Director, Chairman of Risk Management Committee, Member of Audit Committee, Thoresen Thai Agencies Plc.
- 2010 – Present : Chairman, Solartron Plc.
- 2009 – 2019 : Chairman, Advance Finance Plc.
- 2009 – 2016 : Chairman of Audit Committee, IRPC Plc.
- 2009 – 2016 : Independent Director, IRPC Plc.

- **Positions in listed companies in other countries**

– None –

- **Positions in non-listed companies/organizations : presently none**  
2012 – 2018 : Chairman, Thai Sugar Millers Corporation Ltd.

**Meeting attendance for year 2020:**

- Board of Directors Meeting 9/10
- Audit Committee Meeting 6/7
- Risk Management Committee Meeting 4/4

**Record of Illegal Activity**

- None –

**This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.**

**Other Related Relationships**

<b>Relationship</b>	<b>Details</b>
Close relative to management / major shareholder / controlling persons of the Company or a subsidiary	No
Relationship with Company / its subsidiary / its associates / its major shareholders / its controlling persons or other legal entities that may have a conflict of interests now or have had a conflict of interests in the past 2 years	
1. as an executive director, employee, member of staff or advisor who receives a regular salary or a controlling person	No
2. as an auditor or professional service provider	No
3. in a material business relationship which may affect their independence.	None

**Name** Mr. Jean Paul Thevenin

**Proposed Position** Director

**Nationality** French

**Age** 80 years



**Number of shares held in the Company and related companies (as of 30 December 2020)**  
Own: none  
Spouse: none

**Date of first appointment** 30 January 2014 (7 years)

**No. of years being the Company's Director including if being re-elected** 10 years (7 plus 3 years)

#### **Education/training**

- Ph.D. in Metallurgy, Orsay University, France
- Honorary Ph.D., King Mongkut Institute of Technology, Thailand
- Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD), Class 74/2008

#### **Working experience (past 5 years)**

- **Positions in listed companies in SET ): presently 2 companies**

- 2014 – Present : Director, Member of Executive Committee, Member of Risk Management Committee, Member of Investment Committee, Thoresen Thai Agencies Plc.
- 2019 – Present : Director, PM Thoresen Asia Holdings Plc.

- **Position in listed companies in other countries: presently 1 company**

- 2013 – Present : Non-Executive Director, Mermaid Maritime Plc.

- **Position in other non-listed companies/organizations: presently 14 companies**

- 2018 – Present : Director, Asia Infrastructure Management (Thailand) Co., Ltd.
- 2018 – Present : Director, PTGC Co., Ltd.
- 2017 – Present : Director, PT Mermaid Subsea Services Indonesia
- 2017 – Present : Director, Mermaid Subsea Services Saudi Arabia Co., Ltd.
- 2017 – Present : Director, Petrolift Inc.
- 2016 – Present : Director, TTA Mariner Co., Ltd.
- 2016 – Present : Director, Thoresen & Company (Bangkok) Limited
- 2015 – Present : Director, Mermaid Subsea Services (International) Ltd.
- 2015 – Present : Director, Thoresen Shipping Singapore Pte. Ltd.
- 2015 – Present : Director, Mermaid Offshore Services Pte. Ltd.
- 2015 – Present : Director, Mermaid Subsea Services (Thailand) Ltd.
- 2014 – Present : Director, Mermaid Drilling Ltd.
- 2014 – Present : Director, MTR-1 Ltd.
- 2014 – Present : Director, MTR-2 Ltd.
- 2016 – 2019 : Director, PMT Property Co., Ltd.

**Meeting attendance for year 2020**

- Board of Director Meeting 10/10
- Executive Committee Meeting 7/7
- Risk Management Committee Meeting 4/4

**Record of Illegal Activity**

- None -

**This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.**

**Name** Mr. Kamolsut Dabbaransi

**Proposed Position** Director

**Nationality** Thai

**Age** 43 years



**Number of shares held in the Company and related companies (as of 31 December 2020)**  
Own: none  
Spouse: 80,905,037 shares or 4.44%

**Date of first appointment** 27 April 2016 (5 years)

**No. of years being the Company's Director including if being re-elected** 8 years (5 plus 3 years)

#### **Education/training**

- Master of Science in Actuarial Science, Boston University, USA
- Bachelor of Science in Industrial Engineering and Operation Research, University of Massachusetts, USA
- Director Certification Program (DCP), Thai Institute of Directors Association (IOD), Class 119/2009
- Pacific Basin Economic Council Thailand (PBEC) – Director General 2002 – 2004

#### **Working experience (past 5 years)**

- **Positions in listed companies in SET : presently 1 company**  
2016 – Present : Director, Senior Executive Vice President, Head of Food & Beverage, Thoresen Thai Agencies Plc.
- **Present positions in listed companies in other countries:**  
– None –
- **Present positions in other non-listed companies/organizations: presently 9 companies**  
2016 – Present : Director, Asia Coating Services Ltd.  
2016 – Present : Director, Laser Game Asia Ltd.  
2016 – Present : Director, House of Truffle Co., Ltd.  
2016 – Present : Director, PMFB Ltd.  
2014 – Present : Director, PH Macaron (Thailand) Co., Ltd.  
2013 – Present : Director, PM Quality Food and Beverage Co., Ltd.  
2013 – Present : Director, Four One One (411) FUN Co., Ltd.  
2010 – Present : CEO/Founder, Mugendai Co., Ltd.  
2013 – Present : Chief Business Development Officer, PM Group Co., Ltd.  
2016 – 2020 : Director, PMT Property Co., Ltd.  
2016 – 2019 : Director, The Royal Ceramic Industry Plc.

**Meeting attendance for year 2020** Board of Directors' Meeting 8/10

**Record of Illegal Activity** - None -

**This nominated person does not hold any position as director or management in other businesses, which might have a conflict of interest with the Company.**

### **Definition of the Company's Independent Director**

An independent director is a director who does not manage the Company or any of its subsidiaries, is independent from management and major shareholders, and has no business dealings with TTA, which may compromise our interests and/or the shareholders' interests.

The main qualifications of an independent director include:

1. Holding no exceeding 0.5 percent of the total voting shares of the Company, parent company, subsidiaries, associated companies, major shareholders or controlling persons of the Company, including the shares held by connected persons of such independent director;
2. Not being or having been executive director, employee, staff or an adviser who receives a regular salary; or a controlling person of the Company, parent company, subsidiaries, associated companies, same-level subsidiaries, major shareholder or controlling person unless the foregoing status has ended no less than two years prior to the date of appointment such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the Company;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and child, including spouse of the children, executives, directors, major shareholders, controlling persons, or persons to be nominated as executives, directors, or controlling persons of the Company or its subsidiaries;
4. Not having or having had a business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders or controlling persons in a manner that may interfere with independent discretion, which includes not being or having been a significant shareholder or controlling person of any person having a business relationship with the Company, subsidiaries, associated companies, major shareholders or controlling person, unless either the foregoing status has ended for at least two years prior to the date of appointment;

The aforementioned business relationship under the first paragraph shall include normal business transactions, rental or lease of real estate, transactions related to assets or services or granting or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in an amount starting from three percent of the net tangible assets of the Company or from twenty million Baht or more, whichever amount is lower. The calculation of such indebtedness shall be in accordance with the method for calculating the value of related party transactions under the Notification of the Capital Market Supervisory Board Re: Rules on Execution of Related Party Transactions, mutatis mutandis. The consideration of such indebtedness shall include the indebtedness incurred during the period of one year prior to the date of establishing the business relationship with such related person;

5. Not being or having been an auditor of the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, associate companies, major shareholders or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;



6. Not being or having been a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiaries, associate companies, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of appointment;
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder or shareholder who is a connected person of the Company's major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner in a significant partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 percent of the voting shares of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries;
9. Not having any characteristic which make him/her incapable of expressing independent opinions with regard to the Company's business affairs.

After having been appointed as independent director with qualifications complying with the criteria under item 1 to 9 above, the independent director may be assigned by the Board of Directors to take part in the business decision of the Company, its parent company, subsidiary, associated company, same-level subsidiary, major shareholder or controlling person, providing that such decision shall be in the form of collective decision.