

### Qualifications of Independent Director

The Company has defined the composition of the Board of Directors to include independent directors at least one-third of the total number of directors.

The Board of Directors or the shareholders' meeting (as the case may be) shall appoint independent directors to join the Board of Directors. The Company has policy to appoint independent directors at least one-third of the total number of directors, or at least three independent directors.

The criteria for selecting and nominating independent directors are based on those for the nomination of directors. An independent director shall have the required qualifications and no prohibited characteristics, pursuant to the Public Limited Companies Act, and the Securities and Exchange law, as well as other relevant notifications, stipulations and/or regulations. The independent director shall have capabilities, specialized expertise, work experience and other required qualifications. Nominations of qualified candidates shall be submitted to the shareholders' meeting for election and appointment as directors. In case of any independent director vacating office before retiring by rotation, the Board of Directors may appoint a new independent director with the required qualifications as a replacement. The replacing independent director shall hold office only for the remaining term of office of the independent director whom he has replaced.

Qualifications of an independent director shall be as follows:

1. Holding not more than 1% of the total shares with voting rights of the Company, or its principal company, subsidiary company, associated company, major shareholder, or controlling person of the Company, which shall be inclusive of the shares held by any related person thereof;
2. Neither being nor having been an executive director, an employee, a staff member, an adviser who receives a regular salary, or a controlling person of the Company, or its subsidiary company, associated company, subsidiary company at the same level, major shareholder or controlling person of the Company unless the foregoing status has ended for no less than 2 years before the independent director assumes the post of Audit Committee member;
3. Not being a person related by blood or registration under law, such as father, mother, spouse, sibling, or child, including the spouse of a child, of an executive, major shareholder, controlling person or person to be nominated as an executive or a controlling person of the Company or its subsidiary company;
4. Neither holding nor having held a business relationship with the Company, or its principal company, subsidiary company, associated company, major shareholder or controlling person in a manner which may interfere with his/her independent judgment; and neither being nor having been a substantial shareholder or a controlling person of any person having a business relationship with the Company, or its principal company, subsidiary company, associated company, major shareholder or controlling person unless the foregoing relationship has ended for no less than 2 years before the independent director is appointed as an Audit Committee member;

5. Neither being nor having been an auditor of the Company, or its principal company, subsidiary company, associated company, major shareholder or controlling person; and not being a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Company, principal company, subsidiary company, associated company, major shareholder or controlling person unless the foregoing relationship has ended for no less than 2 years before the independent director is appointed as an Audit Committee member;

6. Neither being nor having been any professional service provider including legal advisor or financial advisor who receives an annual service fee exceeding Baht 2 million from the Company, or its principal company, subsidiary company, associated company, major shareholder or controlling person; and not being a substantial shareholder, controlling person or partner of the professional service provider, unless the foregoing relationship has ended for no less than 2 years before the independent director is appointed as Audit Committee member;

7. Not being a director who has been appointed as a representative of a director of the Company, major shareholder, or shareholder related to the major shareholder of the Company;

8. Not undertaking any business the nature of which is the same as that of the Company or subsidiary company and which, in any material respect, is competitive with the business of the Company or subsidiary company or not being a substantial partner in the partnership, a director who is involved in management, an employee, a staff member, an adviser who receives a regular salary, or a shareholder holding more than 1% of the total shares with voting rights of a company undertaking any business the nature of which is the same as that of the Company or subsidiary company;

9. Not having any characteristics that prohibit the expression of independent opinion towards the Company's business undertakings.

### The profile of independent director who may be granted a proxy

#### Mr. Padungdej Indralak (Age 68)

**Position :** Director and Chairman of Audit Committee

**Type of Director :** Independent Director

**Period of directorship at SAPPE :** 4 years 5 months (since 26 July 2017)

**Nationality:** Thai

**Education:**

- Postgraduate Diploma (Development Economics), North London Polytechnic, UK
- B.A. (Economics), Chulalongkorn University

**Training Courses by the Thai Institute of Directors Association (IOD):**

- Director Accreditation Program, Class 103/2013

**Others Training Courses:**

- SCG Management Development Program (Wharton Business School)
- National Defense College (NDC 2548)
- Corporate Finance Certificate, INSEAD, France.
- Senior Executive Program, Capital Market Academy Program (CMA), Class 18/2014

**Percentage of SAPPE Shareholding (%) (as of 31 December 2021):**

- Held personally: -None-
- Held by spouse or minor children: -None-

**Family Relationship of Management:** -None-

**Business relationship or professional service of independent directors in the past fiscal year :** -None-

**The special interest in any agenda which is proposed in the 2022 AGM:** -None-

**Other Current Positions (as of 31 December 2021):**

- **Listed companies in the Stock Exchange of Thailand:**

2018 – Present                      **Independent Director and Audit Committee**, Thai Group Holding Public Company Limited / Insurance and Life Insurance

2019 – Present                      **Director of Enterprise Risk Management Committee and Nomination and Remuneration Committee**, Thai Group Holding Public Company Limited / Insurance and Life Insurance

- **Non-listed companies in the Stock Exchange of Thailand:**

2014 – Present                      **Director and Audit Committee**, Southeast Insurance Public Company Limited / Life Insurance

2018 – Present                      **Director of Enterprise Risk Management Committee**, Southeast Insurance Public Company Limited / Life Insurance



2014 – Present **Director and Audit Committee**, Southeast Capital Company Limited / Leasing  
 2018 – Present **Director of Enterprise Risk Management Committee**, Southeast Capital Company Limited / Leasing  
 2014 – Present **Independent Director and Chairman of Audit Committee**, ANZ Bank (Thai) Public Company Limited / Financial Institution

● **In other companies which may have conflicts of interest against SAPPE:** -None-

**Experiences in the past 5 years:**

*Remark: \*Only additional information provided, other information is the same as **Other Current Positions** section*

2014 – 24 Jan 2022 **Director and Audit Committee**, Southeast Insurance Public Company Limited / Insurance  
 2018 – 24 Jan 2022 **Director of Enterprise Risk Management Committee**, Southeast Insurance Public Company Limited / Insurance  
 2013 – 2015 **Independent Director, Audit Committee and Director of Enterprise Risk Management committee**, Nok Airlines Public Company Limited / Airlines Business  
 2014 – 2015 **Director**, Nok Mangkang Company Limited / Airlines Business  
 2014 – 2015 **Independent Director, Audit Committee and Director of Enterprise Risk Management Committee**, Wuttisak Clinic International Group Company Limited / Beauty Business

**Meeting Attendances in year 2021:** Board of Directors Meeting 9/9 times,  
 Audit Committee Meeting 4/4 times

**Mrs. Niratchara Siriamphunkul (Age 60)**

**Position :** Director

**Type of director :** Independent Director

**Period of directorship at SAPPE:** 8 years 4 months (since 2 September 2013)

**Nationality:** Thai

**Education:**

- Bachelor of Economics, Chiang Mai University

**Training Courses by the Thai Institute of Directors Association (IOD):**

- Successful Formulation & Execution of Strategy (SFE) 36/2021
- Director Certification Program (DCP) 180/2013

**Percentage of SAPPE Shareholding (%) (As of 31 December 2021):**

- Held personally: -None-
- Held by spouse or minor children: -None-

**Family Relationship of Management:** -None-

**Business relationship or professional service of independent directors in the past fiscal year :** -None-

**The special interest in any agenda which is proposed in the 2022 AGM:** -None-

**Other Current Positions (As of 31 December 2021):**

- **Listed companies in the Stock Exchange of Thailand:** -None-

- **Non-listed companies in the Stock Exchange of Thailand:**

2007 - Present                      **Chairman** Thung Sod Company Limited / Packaging product business

- **In other companies which may have conflicts of interest against SAPPE:** -None-

**Experiences in the past 5 years:**

*Remark:* \* per details in Other Current Positions section

**Meeting Attendances in year 2021:**              Board of Directors 9/9 times





**Ms. Kunnigar Triyangkulsri (Age 56)**

**Position :** Director and Audit Committee

**Type of director :** Independent Director

**Period of directorship at SAPPE:** 8 years 4 months (since 2 September 2013)

**Nationality :** Thai

**Education:**

- Master of International Finance, American Graduate School of International Management, USA
- Bachelor of Business Administration, Major Finance, Thammasat University

**Training Courses by the Thai Institute of Directors Association (IOD):**

- Role and the Nomination and Governance Committee 7/2015
- Audit Committee Program (ACP) 45/2013
- Director Certification Program (DCP) 133/2010

**Percentage of SAPPE Shareholding (%) (As of 31 December 2021):**

- Held personally: 0.02
- Held by spouse or minor children: -None-

**Family Relationship of Management:** -None-

**Business relationship or professional service of independent directors in the past fiscal year :** -None-

**The special interest in any agenda which is proposed in the 2022 AGM:** -None-

**Other Current Positions (As of 31 December 2021):**

- **Listed companies in the Stock Exchange of Thailand:** -None-
- **Non-listed companies in the Stock Exchange of Thailand:**

Oct 2018 - Present                      **Sub-Committee** of Supervision and Examination Anti-Money Laundering Office / Government Agency

Aug 2017 - Present                      **Director** AHG Partner Company Limited / Health & Care Business

2012 - Present                              **Director** Arun Health Garden Company Limited / Real estate

2005 - Present                              **Director** Arunotel Company Limited / Hotel and restaurant

- **In other companies which may have conflicts of interest against SAPPE:** None

**Experiences in the past 5 years:**

*Remark: \*Only additional information provided, other information is the same as **Other Current Positions** section*

Feb 2019 - July 2020                      **Advisor** of Supervision and Examination Division Anti-Money Laundering Office / Government Agency

Dec 2013 - Dec 2016                      **Independent Director** The Thai Credit Retail Bank Public Company Limited / Commercial Bank

**Meeting Attendances in year 2021:**              Board of Directors Meeting 8/9 times,  
Audit Committee Meeting 4/4 times