

PROEN Corp Public Company Limited Succession Plan

Objectives

1. To plan for in-house or public recruitment and nomination for the position of executive level and the position above department manager level in advance
2. To regularly evaluate manpower to ensure they have qualifications, competencies, and experience
3. To create a replacement and succession plan for the important position to retire, and to manage the expertise person or the preferred positions in the market or by competitors
4. To minimize the loss rate of personnel having expertise, skills and experience
5. To encourage and keep competent employees with potential to plan for replacement and succession with improvement opportunities and promotion

Related Person

1. Committees
2. Board of Directors
3. Human Resources Department
4. All employees of the Company group of PROEN Corp Public Company Limited

Regulation and Criteria

1. Regulation and criteria for succession plan

The Company has criteria and regulations to recruit people to take responsibility for key positions of the Company with appropriate and transparent to ensure the Company has executives having qualifications, skills, experience, and expertise as follows.



1.1 Chief Executive Officer and Chairman of the Board of Directors

The Board of Directors develops a succession plan for the CEO and Chairman of the Board to propose to the Board of Directors for consideration.

When the executive position of the Chairman of the Board of Directors / Chief Executive Officer is vacant, or the person taking the position is unable to perform their duties, the executive in similar position or the person under such position will take place or will be assigned for the deputy position until the nomination of the qualified person is complete according to the criteria of the company. The nominated person must have visionary, expertise and experience that suite the company culture. They are considered by the Board of Directors to propose to the committees and/or the shareholder meeting to get approval on appointment of such person.

Basic qualification of the Chief Executive Officer and the Chairman of the Board of Directors are as follows:

1. Educational background must be at least a Bachelor's degree
2. Have experience in division chief level
3. Can be a visionary leader
4. Be able to formulate a strategic plan, and manage the Company
5. Have decision making and problem-solving skills with discreet, taking into account the best interests of the Company

1.2 Executive level from assistant of division chief to Vice President

When the position from assistant of division chief to Vice President are vacant or the person in such position is unable to perform duties, the Company will propose the chosen successor to the appointed Board of Directors. The process of successor plan for executive level is as follows:

- 1.2.1 Analyze the Company's business situation in terms of company strategy, policy, investment plan, work plan, and expansion plan



1.2.2 Asses the capability of manpower to comply with short term and long-term strategies

1.2.3 To plan for manpower readiness by improvement of employees or recruitment new employees to replace the resign one

1.2.4 To create a recruitment plan and an employee training and development plan prior to employee retirement or early resignation

1.2.5 To specify qualification and competencies which are knowledge, skills, personality, and attitude that are desirable in such positions, also to create individual development plans

1.2.6 To choose, evaluate performance and capabilities of employees as appropriate

1.2.7 To apply tools to test and evaluate personnel to analyze the capabilities of employees

1.2.8 The successor is determined by the performance capability analysis of employees, employees will be notified in advance to prepare for an acceptance of work assignment, learn how to work, and assign a reserved successor.

1.2.9 To improve and assess the nominated successors whether they have progress and can perform duties as expectations. In the event that they are unable to perform as expectations, proceed as follows:

1.2.9.1 To nominate and create a new succession plan or,

1.2.9.2 To develop reserved successors (if any) or,

1.2.9.3 To recruit and nominate people from the public

When the successors qualify for the higher-level position and such position is vacant, or there is a new position in higher level, the promotion and acting shall be proposed according to the company policy, regarding the subject: job position structure/criteria to consider promotion of temporary employee to be monthly



employee, promotion, or having approval from the CEO and the Chairman of the Board of Directors.

2. Rules and regulations for the management of competent people

The competent people can be able to recruit from in-house employees and to recruit new people in public. The criteria for recruitment of competent employees from in-house employees must be considered from group of persons having high performance-KPI and High Competency, considering by the past 3 consecutive years assessment results which must be at good to excellent level and the core competency of the company must be above B only as the following core competency.

1. Problem analysis/diagnosis
2. Communication
3. Customer based service
4. Monitoring activities
5. Teamwork/cooperation

In addition, other required qualifications for competent employees from in-house recruitment are as follows:

1. Having leadership skills
2. Having responsibility
3. Having creativity
4. Having principles and transparent management

Competent People Development

When the competent people can be chosen according to the qualifications determined by each department/division, personal information, record of training and operation results will be prepared to encourage competent employees to improve competency of them and the Company by applying format and criteria for competent people as same as general human resource development in the Company.



1. Training need survey: determined by department requirements and individual requirements as appropriate for each position
2. On the Job Training: to determine requirements of person who perform duties in departments, and to determine assessment process whether in form of writing or practice.
3. Off the Job Training: off the job training, whether participation in special training or simulation and case study. When there is a suitable and qualified position for the higher responsibility, the promotion and acting must be considered according to the Company policy, regarding the subject: job position structure/criteria to consider promotion of temporary employee to be monthly employee, promotion, or having approval from the CEO and the Chairman of the Board of Directors.

Policy Change

The company reserves the right to cancel or amend this policy as appropriate and must be approved by the Chairman of the Board of Directors in writing only.

Effective Date

The Succession plan approved by the Board of Directors meeting no. 5/2019 held on August 14, 2019, and effective from August 15, 2019 onwards.

(Signature)

Mr. Kittipan Sri-bua-iam
Chief Executive Officer

