

Meeting attendance of the Board

Each year, the Board meetings are scheduled in advance so that the Board can make themselves available to efficiently attend the meeting follow:

1. The Boards and Board-committees determine yearly meeting schedules in advance by November of every year so that the Committees can arrange and be able to attend the meetings. At least 6 meetings must be taken place and may arrange an additional meeting 1 meeting prior to the Annual General Meeting. Special occasions of meeting may be taken place as seen necessary. However, to pursuit business as usual, in each month, The Executive Committees decisions in accordance whom delegated by the Board of Directors and report the approved topics to the Board.
2. The Company Secretary sends to each director meeting notices, agenda with complete details and rationale, and supplementary documents with enough essential details for decision-making at least 5 business days in advance ahead of each meeting to give them time to study these. Directors consider the agenda through an application to “Google Meet” the process of agenda delivery and the paperwork involved, thus speeding up directors’ work while efficiently providing them with adequate details for decision-making. Since 2018, for each meeting, the Board has required regular follow-up agenda on the updates of implementation of Board observations and comments to ensure implementation of HARN’s strategies.
3. The Board set a policy that requires no less than one-two (1/2) of the current Board members in attendance to make a quorum. In voting, the minimum quorum of directors is no less than two-thirds (2/3) of all attending directors. However, if the quorum does not comply with this guideline, the discretion of the Chairman will be sought.
4. Chairman of the Board serves as the Chairman of the meeting to proceed with the meeting and allocate sufficient time for each agenda item, encouraging all Directors to openly discusses and express their opinions. Top executives are invited to attend Board meetings to report useful information and allow the Board to see the attitude and practice of top executives, which will be useful for the consider of succession plans. The Board’s is that for a given agenda item, if any director has potential conflicting interests, who will not attend the meeting and abstain voting on such agenda item. Where the votes cast in descending order are tied, the chairman of the meeting shall have a casting vote. In case the directors disagree with a resolution, they may request the Company Secretary to record the points of their disagreement in the meeting minutes or submit a letter to the Board Chairman to express their disagreement.
5. For each agenda item, the Company Secretary has the duty to prepare the minutes, by the Board-certified minutes, signature of the Chairman of written are filed at head-office 4th floor Rama 9 road, for perusal by the directors and related parties.

In 2023, a total of 6 Board meetings were held in a Hybrid format (both Physical Meeting and E-Meeting), 1 strategic plan meeting included, were also held 2 nonexecutive directors meeting without executives on October 6, 2023 and November 13, 2023, to allow non-executive directors and independent directors to exchange views freely. The chairman of the board of directors conveyed the opinions of the meeting to the management for further deliberation.

Meeting Attendance of the Board of Directors, Board-Committees, and Shareholders' Meeting in 2023

In 2023, the whole committee attended the meeting an average of 100%, details as follow:

Name	Position	Board of Director (6 meetings)	Audit Committee (5 meetings)	Executive Committee (12 meetings)	Nomination and Remuneration Committee (2 meetings)	Risk Management Committee (4 meetings)	AGM (1 times)
		Hybrid both Physical Meeting and e-Meeting formats					
1. Mr. Pichet Sithi-Amnuai ^{1/}	Independent Director / Chairman of the Board	4/4 (100%)					N/A
2. Mr. Prasert Deejongkit	Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee	6/6 (100%)	5/5 (100%)		2/2 (100%)		1/1 (100%)
3. Dr. Teerachai Pornsinsirak ^{2/}	Independent Director / Chairman of the Risk Management Committee / Member of the Audit Committee	6/6 (100%)	4/4 (100%)			4/4 (100%)	1/1 (100%)
4. Mrs. Valeeratn Chuerboonchai ^{3/}	Independent Director / Chairperson of the Audit Committee / Member of the Nomination and Remuneration Committee	6/6 (100%)	5/5 (100%)		2/2 (100%)		1/1 (100%)
5. Mrs. Sirima Iamsakulrat	Director	6/6 (100%)					1/1 (100%)
6. Dr. Jain Charnnarong	Director / Member of the Executive Committee / Member of the Nomination and Remuneration Committee	6/6 (100%)		12/12 (100%)	2/2 (100%)		1/1 (100%)
7. Mr. Wirat Sukchai	Director / Chairman of the Executive Committee/ Member of the Risk Management Committee / Chief Marketing Officer	6/6 (100%)		12/12 (100%)		4/4 (100%)	1/1 (100%)
8. Mr. Thammanoon Tripetchr	Director / Member of the Risk Management Committee / Member of the Executive Committee / Chief Executive Officer	6/6 (100%)		12/12 (100%)		4/4 (100%)	1/1 (100%)
9. Mr. Rattanaphan Mukhariwattananon	Member of the Executive Committee / Member of the Risk Management Committee			12/12 (100%)		4/4 (100%)	1/1 (100%)
10. Mr. Wisit Wachiralappaition	Member of the Executive Committee / Member of the Risk Management Committee			12/12 (100%)		4/4 (100%)	1/1 (100%)
11. Mrs. Varinkan Teraumranon	Member of the Executive Committee / Member of the Risk Management Committee			12/12 (100%)		4/4 (100%)	1/1 (100%)
12. Mr. Suchat Suwatnodom	Member of the Risk Management Committee					4/4 (100%)	1/1 (100%)
13. Mr. Kittiphong Kittimethawenun	Member of the Risk Management Committee					4/4 (100%)	1/1 (100%)
14. Mr. Vachiravit Akaraseranee	Member of the Risk Management Committee					4/4 (100%)	1/1 (100%)
15. Mr. Sukit Litikom	Member of the Risk Management Committee					4/4 (100%)	1/1 (100%)
16. Mr. Withoon Thamee	Member of the Risk Management Committee					4/4 (100%)	1/1 (100%)
17. Mr. Prapas Rakpanya	Member of the Risk Management Committee					4/4 (100%)	1/1 (100%)
18. Miss Warangkana Jongnui	Member of the Risk Management Committee					2/2 (100%)	1/1 (100%)
Directors who Complete the Term in 2023 AGM							
1. Dr. Thakol Nunthirapakorn	Independent Director / Chairman of the Board / Chairman of the Audit Committee	2/2 (100%)	1/1 (100%)				1/1 (100%)

Note : N/A means not attend and Directors who Appoint during the Year 2023, and/or adhere to the necessary tasks planned in advance with prior notice to the company

^{1/} Mr. Pichet Sithi-Amnuai was appointed as Independent Director and Chairman of the Board with effect from April 24, 2023 replacing Dr. Thakol Nunthirapakorn, who retired by rotation at the 2023 AGM

^{2/} Dr. Teerachai Pornsinsirak was appointed as Member of the Audit Committee with effect from April 25, 2023 replacing Dr. Thakol Nunthirapakorn, who retired by rotation at the 2023 AGM

^{3/} Mrs. Valeeratn Chuerboonchai was appointed as Chairperson of the Audit Committee with effect from April 25, 2023

Remuneration of the Board and Board-Committee

HARN fairly and sensibly specifies the remuneration of directors. The remuneration consideration criteria are related to the responsibilities and performance of the board of directors, overall economic circumstances while making comparisons with other companies in the same industry to come up with a comparable and motivating. The Nomination and Remuneration Committee set director's annual remuneration to the Board for agreed before presenting the AGM for approval.

The 2023 Remuneration of the Board and Board-Committee, following the comparison with companies of a similar size in the same industry and taking the business circumstances into consideration, it was found that the criterion structure and remuneration for the Board were still suitable. So, the remuneration of the same rate as that of 2022 was proposed, **without bonus and no other benefits offered** same as last year. The remuneration already received approval from the 2023 AGM

Compensation Components	
1.	Monthly remuneration: Director / Audit Committee / Risk Management Committee / Nomination and Remuneration Committee
	<ul style="list-style-type: none"> • Chairman of the Board 30,000 Baht/Month • Board-Committees 25,000 Baht/Month • Directors / Independent Director 20,000 Baht/Month • Directors (2 working day/week) 80,000 Baht/Month
2.	Meeting allowances: Director / Audit Committee (Only directors attending the meeting)
	<ul style="list-style-type: none"> • Chairman 20,000 Baht/meeting • Director 15,000 Baht/meeting
3.	Meeting allowances: Risk Management Committee / Nomination and Remuneration Committee (Only directors attending the meeting)
	<ul style="list-style-type: none"> • Chairman 15,000 Baht/meeting • Director 10,000 Baht/meeting
4.	Bonuses None
5.	Other Rights and Benefits None

Note : Principles of compensation for the Board of Directors and Board Committees are as follows:

1. The Nomination and Remuneration Committee is the person who determines and establishes the principles or policies "Remuneration for Directors" and propose to the Board of Directors for approval to propose to the Annual General Meeting of Shareholders which must comply with HARN's Articles of Association, Chapter 4, regarding the Board of Directors, including various factors related as follows:
 - Duties and responsibilities of each director.
 - To be appropriate when compared to other public companies that has the similar operating results and business operations.
 - To be fair and transparent to create incentives to maintain qualified directors as needed.
 - To be appropriate for the ability to get paid the compensation from HARN.
2. The Nomination and Remuneration Committee is summaries the annual remuneration and compensation which must not exceed the amount approved by the shareholders' meeting from the previous year and propose to the Board of Directors for approval to report to the shareholders' meeting to acknowledge the amount of money actually paid by considering the following factors:
 - Company performance previous year.
 - Determine the appropriate time to pay.
 - Details and conditions of payment such as annual remuneration for all directors who remain in office in the event that any director has recently held the position and has not yet completed a service year, annual remuneration will be paid in proportion referring to time appointment since joined.
3. Board and Committee members entitled to receipt of Directors' remuneration must not be HARN's employees.
4. Board member who also serve in another committee shall receive only one remuneration that pay the highest rate.

Summary of the remuneration all Directors in 2023

The remuneration directors in 2023 for period 12 months from 1 January to 31 December 2023 total Baht 3,292,000, **without bonus and no other benefits offered**, comprises monthly remuneration Baht 2,342,000 and meeting allowances Baht 950,000, accordance with the resolution of the 2023 AGM follow:

Name		Position	Total monthly remuneration	Total meeting allowances	Total remuneration
Mr. Pichet	Sithi-Amnuai	Chairman of the Board	247,000	80,000	327,000
Mr. Prasert	Deejongkit	Chairman of the Board-Committee	300,000	195,000	495,000
Dr. Teerachai	Pornsinsirak	Chairman of the Board-Committee	300,000	210,000	510,000
Mrs. Valeeratn	Chuerboonchai	Chairperson of the Board-Committee	281,000	205,000	486,000
Mrs. Sirima	lamsakulrat	Director	240,000	90,000	330,000
Dr. Jain	Charnnarong	Director	860,000	110,000	970,000
Mr. Thammanoon	Tripetchr	Director (executives)	-	-	-
Mr. Wirat	Sukchai	Director (executives)	-	-	-
Directors who Complete the Term in 2023 AGM					
Dr. Thakol	Nunthirapakom	Chairman of the Board	114,000	60,000	174,000
Total			2,342,000	950,000	3,292,000

Name	Position	2023					2022				
		Monthly Remuneration	Meeting allowances				Monthly Remuneration	Meeting allowances			
			Board of Director	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee		Board of Director	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee
1. Mr. Pichet Sithi-Amnuai ^{1/}	Independent Director / Chairman of the Board	247,000	80,000	-	-	-	-	-	-	-	-
2. Mr. Prasert Deejongkit	Independent Director / Member of the Audit Committee / Chairman of the Nomination and Remuneration Committee	300,000	90,000	75,000	30,000	-	277,500	75,000	60,000	30,000	-
3. Dr. Teerachai Pornsinsirak ^{2/}	Independent Director / Chairman of the Risk Management Committee / Member of the Audit Committee	300,000	90,000	60,000	-	60,000	201,500	60,000	-	-	30,000
4. Mrs. Valeeratn Chuerboonchai ^{3/}	Independent Director / Chairperson of the Audit Committee / Member of the Nomination and Remuneration Committee	281,000	90,000	95,000	20,000	-	240,000	90,000	30,000	20,000	-
5. Mrs. Sirima Iamsakurat	Director	240,000	90,000	-	-	-	240,000	90,000	-	-	-
6. Dr. Jain Chamnarong	Director / Member of the Executive Committee / Member of the Nomination and Remuneration Committee	860,000	90,000	-	20,000	-	680,000	90,000	-	20,000	-
7. Mr. Wirat Sukchai	Director / Chairman of the Executive Committee / Member of the Risk Management Committee / Chief Marketing Officer	-	-	-	-	-	-	-	-	-	-
8. Mr. Thammanoon Tripetchr	Director / Member of the Risk Management Committee / Member of the Executive Committee / Chief Executive Officer	-	-	-	-	-	-	-	-	-	-
Directors who Complete the Term in 2023 AGM											
1. Dr. Thakol Nunthirapakorn	Independent Director / Chairman of the Board / Chairman of the Audit Committee	114,000	40,000	20,000	-	-	360,000	120,000	80,000	-	-
Total		2,342,000	570,000	250,000	70,000	60,000	1,999,000	525,000	170,000	70,000	30,000

Note : ^{1/} Mr. Pichet Sithi-Amnuai was appointed as Independent Director and Chairman of the Board with effect from April 24, 2023 replacing Dr. Thakol Nunthirapakorn, who retired by rotation at the 2023 AGM

^{2/} Dr. Teerachai Pornsinsirak was appointed as Member of the Audit Committee with effect from April 25, 2023 replacing Dr. Thakol Nunthirapakorn, who retired by rotation at the 2023 AGM

^{3/} Mrs. Valeeratn Chuerboonchai was appointed as Chairperson of the Audit Committee with effect from April 25, 2023