Enclosure 5

Definition of Independent Director including profiles of Independent Directors acting as Shareholder proxies

The Definition of Independent Director including profiles of Independent Directors acting as Shareholder proxies

Definition of Independent Director of THAICOM Public Company Limited

Independent Directors shall have all the qualifications stipulated by the Capital Market Supervisory Board. Independent Directors have a duty to protect the interests of every Shareholder in a fair and impartial manner in order to avoid any conflict of interests that may arise. They shall be able to attend Board Meetings and independently express their comments and opinions.

Independent Directors shall have the following qualifications:

1. Holds no more than 0.1*% of total voting stocks of the Company, its parent company, its subsidiaries, its associated companies, major Shareholder or controlling persons who may have conflicts of interest, including stocks held by connected persons of the Independent Director;
2. Is not or has not ever been an executive Director, employee, staff, advisor who receives salary of a controlling person of the Company, its parent company, its subsidiaries, its associated companies, same-level subsidiaries, a major Shareholder or controlling persons who may have conflicts of interest unless the foregoing status has ended for more than 2 years before the date of appointment as Independent Director;
3. Is not a person related by blood or legal registration, such as father, mother, spouse, sibling and child, including spouse of the children, management, major Shareholders, controlling persons, or persons to be nominated as management or controlling person of the Company or its subsidiaries;
4. Has not or has not had a business relationship with the Company, its parent company, its subsidiaries, its associated companies or controlling persons who may have conflicts of interest, in the manner that may interfere with his independent judgment, or is not or has not ever been a major Shareholder or controlling persons of any person having business relationship with the Company, its parent company, its subsidiaries, its associated companies a major Shareholder or controlling persons who may have conflicts of interest unless the foregoing relationship has ended for more than 2 years appointment as Independent Director;

   The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the applicant or his counterparty being subject to indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the applicant or 20 million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of Capital Market Supervisory Board concerning Rules on Connected Transactions. The

combination of such indebtedness shall include indebtedness taking place during the course of 1 years prior to the date on which the business relationship with the person commences;

5. Is not or has not ever been an auditor of the Company, its parent company, its subsidiaries or its associated companies who may have conflicts of interest and is not a major Shareholder, or partner of an audit firm which employs auditors of the Company, its parent company, its subsidiaries, its associated companies, a major Shareholder or controlling persons who may have conflicts of interest unless the foregoing relationship has ended for more than 2 years appointment as Independent Director;
6. Is not or has not ever been any professional advisor including legal or financial advisor who receives an annual service fee exceeding 2 million Baht from the Company, its parent company, its subsidiaries, its associated companies, a major Shareholder or controlling persons who may have conflicts of interest, and is not a major Shareholder, controlling persons or partner of the professional advisor unless the foregoing relationship has ended for more than 2 years appointment as Independent Director;
7. Does not represent a the Company's or its major Shareholder's Board member or a Shareholder who is related to the Company's major Shareholder;
8. Is not an entrepreneur in any business similar to or material competing with the Company or its subsidiaries or not being the material partner in partnership, executive Director, employee, staff, advisor who receives salary or holds no more than 1% of total voting stocks of the company similar to or material competing with the Company or its subsidiaries;
9. Has not any characteristics which make him incapable of expressing independent opinions with regard to the Company's business.

After having been appointed as Independent Director with qualifications complying with the criteria under 1 to 9 mentioned above, the Independent Director may be assigned by the Board of Directors to take part in the business decision of the Company, its subsidiary, affiliate, same-level subsidiary or juristic person who may have conflicts of interest on the condition that such decision must be a collective one.

The Company may appoint a person who has a business relationship or provides a professional service described in Item No. 4 or 6 above if the Board carefully considers the business relationship or service provided and concludes that the appointment will not interfere with the exercise of independent judgment in the Independent Director's responsibilities. The Company must disclose the following information in the item regarding the appointment of Independent Directors on the agenda of the Shareholders' Meeting:

a) The nature of the business relationship or professional service that excludes the nominated Independent Director from the standard requirements.
b) The reason or need to retain or appoint this person as an Independent Director.
c) The Board's opinion on proposing the appointment of this person as an Independent Director.

* Remark: This requirement is stricter than the regulation of the Capital Market Supervisory Board, which stipulates a maximum of one (1) percent.

Profiles of Independent Directors acting as Shareholder proxies



Name	:	Mr. Winid Silamongkol
Age	:	62 years
Address	:	No.63/21 Rattanathibet Road, Bang Kra Sor Sub District, Muang Nonthaburi District, Nonthaburi 11000
Positions	:	Independent Director, Chairman of the Audit Committee, and Member of the Governance and Nomination Committee
Shareholding	:	None
Highest Education	:	Master's Degree in Accounting, Thammasat University
Thai Institute of Directors Association (IOD) Training Programs and Other Institution	:	None
Working Experiences	:	Mar 2020 - Present: Independent Director / Chairman of the Audit Committee / Member of the Governance and Nomination Committee, Thaicom Plc

<u>Position in other listed companies</u>

None

<u>Position in other non-listed companies</u>

Present	Board Member, Faculty of Commerce and Accountancy, Thammasat University
Present	Transformation Committee of Thammasat University
Present	Preparation Committee of Strategic Plans of Thammasat University No.13 (2022-2027)

	Present	Investment Committee, Thammasat University
	Present	The Committee for Developments of Inspection Systems of Assets/Liabilities to the Office of NACC
	Present	Board Member of Thailand Federation of Accounting Professions/ Chairman of Audit Professions
	Present	Arbitrator, Thailand Arbitration Center
	Past Experience	
	2015 – 2019	Former CEO of KPMG in Thailand

Illegal Record in the past 10 years	:	None
Date of Appointment as a Director	:	27 March 2020
Duration of being an Independent Director of the Company	:	1 year (Counting until the date of the 2021 Annual General Meeting of Shareholders)
Interest to the agendas	:	Agenda 7 To consider and approve the remuneration of the Company's Directors for the year 2021
Special conflicts of interests against any agenda that are different from any Directors	:	None

Forbidden Qualifications

1. Never dishonestly committing an offence against property.
2. Never enter into any transaction which may cause conflict of interest against the Company during the year.

Profiles of Independent Directors acting as Shareholder proxies



Name	:	Mrs. Patareeya Benjapolchai
Age	:	66 years
Address	:	No.63/21 Rattanathibet Road, Bang Kra Sor Sub District, Muang Nonthaburi District, Nonthaburi 11000
Positions	:	Independent Director, Member of the Audit Committee, Chairman of the Governance and Nomination Committee, and Member of the Compensation Committee
Shareholding	:	None
Highest Education	:	Master of Business Administration , Thammasat University
Thai Institute of Directors Association (IOD) Training Programs and Other Institution	:	• Ethical Leadership in 2018 • Driving Company Success with IT Governance in 2016 • Directors Certification Program Update in 2014 • Financial Institutions Governance in 2010 • Director Certification Program (DCP) No. 1/2000
Working Experiences	:	Mar 2020 – Present Member of the Audit Committee / Chairman of the Governance and Nomination Committee / Member of the Compensation Committee, Thaicom PLC. Mar 2016 – Present Independent Director, Thaicom PLC. <u>Position in other listed companies</u> 2020 – Present Independent Director / Member of the Audit Committee / Chairman of the Risk Management Committee, Interlink Communication Plc. 2019 – Present Independent Director / Member of the Audit Committee / Chairman of the Risk

	Policy Committee, Central Retail Corporation Plc.

Position in other non-listed companies

2019 – Present	Independent Director / Member of Audit Committee, ANZ Bank (Thai) Plc.
2019 – Present	Independent Director / Chairman of the Audit Committee, Glow Energy Plc.
Feb 2017– Present	Subcommittee on Acquisition of Securities for Business Takeover, The Securities and Exchange Commission
2013 – Present	Independent Director / Chairman of the Audit Committee, Bangkok Glass Plc.
2013 – Present	Director of Revolving Fund Evaluation Committee, Ministry of Finance
2013 – Present	Member of the SET AWARD Committee as an Expertise for Corporate Governance and Social Responsibilities, The Stock Exchange of Thailand
2010 – Present	Associate Judge, The Central Intellectual Property and International Trade Court

Past Experience

Mar 2018 – 2020	Chairman of the Audit Committee / Member of the Governance and Nomination Committee, Thaicom PLC.
2014 – 2019	Independent Director / Chairman of the Audit Committee, MCOT Plc.
2017– 2019	Advisor for Civil Penalties Measurement, The Securities and Exchange Commission

2013 – 2019	Director, Thai Institute of Directors Association
2011 – 2019	Independent Director / Member of the Audit Committee / Chairman of the Corporate Governance Committee, TISCO Financial Group Plc.
2013 – 2017	Director Responsibilities Steering Committee, The Securities and Exchange Commission
2011 –2017	Member of the Ethics Committee, Federation of Accounting Professions Under The Royal Patronage of His Majesty the King
2006 –2010	Director and Manager, Stock Exchange of Thailand

Illegal Record in the past 10 years	:	None
Date of Appointment as a Director	:	30 March 2016
Duration of being an Independent Director of the Company	:	4 years 11 months (Counting until the date of the 2021 Annual General Meeting of Shareholders)
Interest to the agendas	:	Agenda 7 To consider and approve the remuneration of the Company's Directors for the year 2021
Special conflicts of interests against any agenda that are different from any Directors	:	None

Forbidden Qualifications

1. Never dishonestly committing an offence against property.
2. Never enter into any transaction which may cause conflict of interest against the Company during the year.