

**Profile of the directors who retired by rotation for the year 2018
and be proposed to act as Company's director for another term.
GMM Grammy Public Company Limited**

Name - Surname	• Mrs. Veeranuch Thammavaranucpt
Age	• 46 years
Nationality	• Thai
Appointment Date of Directorship	• 24 June 2015
Period of Directorship	• 2 years 10 months 3 days (until the date of AGM)
Type of Director to be Appointed	• Independent Director



Education

- LL.B (Honors), Chulalongkorn University
- Barrister-at-Law, Thai Bar Association
- LL.M. (Commercial Law), University of Bristol, United Kingdom

Training Program

Thai Institute of Directors (IOD) : - None -

Position in the Company

- 24 Jun 2015 - Present Independent Director / Member of the Audit Committee /
Member of the Corporate Governance and Ethics Committee,
GMM Grammy Plc.

Directorship and Executive Position in Other Company

- *Listed Company* : - None -
- *Non-Listed Company* : 2 companies

Period	Position	Company
Apr 2017 - Present	Partner / Director	Weerawong, Chinnavat and Partners Co., Ltd
4 Nov 2015 - Present	Director	Thanaset Business & Development Co., Ltd

Working Experience (at least for the past 5 years)

Period	Position	Company
<u>Listed Companies</u>		
2008 - 2013	Senior Vice President of Legal Division	Total Access Communication Plc.
<u>Other Companies</u>		
2 Feb 2016 - Apr 2017	Director	Weerawong, Chinnavat & Peangpanor Co., Ltd
Jul 2013 - Apr 2017	Partner	Weerawong, Chinnavat & Peangpanor Co., Ltd

- *Other company that may cause any conflict of interest to the Company* : - None -

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- ***Relationship in the company/major shareholder/subsidiary/associated company or other conflicted business entity in present or during the past 2 years:***

Type of Relationship	Status / Explanation
1. Being a director who takes part in the management of the company, employee, staff member, or advisor receiving a regular salary.	- No -
2. Being a professional service provider. (i.e., auditor or legal advisor)	Legal Advisor *
3. Having business relationship. (i.e., buy-sell materials/products/services or financial support)	- None -

Area of expertise : Law and Good corporate governance

Percentage of Share Holding as of 27 February 2018

Direct : None

Indirect : None

Executive Related Relationship : None

Legal Disputes : None

Criteria and Recruitment Procedure

The Board has considered and agreed with the Nomination and Remuneration Committee to propose the reappointment of Mrs. Veeranuch Thammavaranucpt as an independent director for another term. This is in accordance with the criteria and recruitment process of the Company. (as being disclosed in the 2017 Annual Report)

Meeting Attendance in 2017

- The Shareholder Meeting in 2017 : Attended 1/2 times
- The Board of Directors' Meeting : Attended 7/10 times
- The Audit Committee's Meeting : Attended 4/5 times
- The Corporate Governance and Ethics Committee's Meeting : Attended 1/1 times

Remark * In the year 2017, the Company and its affiliates paid legal advisor fee at the amount of 629,487 Baht to Weerawong, Chinnavat & Partners Co., Ltd. (Weerawong C&P) of which Mrs.Veeranuch Thammavaranucpt has been an authorized director. The accumulated fee paid to Weerawong C&P during year 2016-2017 is 18.56 million Baht. (17.93 million Baht in year 2016 and 0.63 million Baht in year 2017)

The Board of Directors agreed to disclosed additional information to the 2018 annual general meeting of shareholders the opinion of the Board regarding legal advisor service of Mrs.Veeranuch Thammavaranucpt as follows:

- (a) **Director with business relations or professional services:** Mrs.Veeranuch Thammavaranucpt (Independent Director, Member of the Audit Committee, Member of the Corporate Governance and Ethics Committee)

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- (b) **Characteristics of business relations or professional services:** Weerawong C&P is a legal advisor of the Company and its affiliated companies, with Mrs.Veeranuch Thammavaranucupt being an authorized director of Weerawong C&P.
- (c) **Reason and necessity for the nomination of the person to serve as independent director again:** Mrs.Veeranuch Thammavaranucupt has experiences and good understandings of the Company's business, and expertise in providing legal advice. Mrs.Veeranuch Thammavaranucupt is well recognized, and available to give useful opinions and recommendations on legal issues to the Company throughout the time, enabling the Company to operate business smoothly, appropriately, and in compliance with relevant laws.
- (d) **Board of Directors' opinion on the nomination of the person to serve as independent director:** The Board of Directors (excluding the director with a conflict of interest, namely, Mrs.Veeranuch Thammavaranucupt) considered the matter with Section 89/7 of Securities and Exchange Act B.E.2535 being taken into consideration and unanimously resolved that the professional service had no effect on the performance of duties and the provision of independent opinion of Mrs.Veeranuch Thammavaranucupt as independent director and audit committee member. Mrs.Veeranuch Thammavaranucupt has performed her duties with responsibility, due care and integrity, in compliance with laws and the Company's objectives and regulations, and the resolutions of the Board of Directors and the Shareholders' meetings throughout the time of his directorship in the past.