

Attachment No. 1

Documents for consideration of Agenda 1: To consider and approve the increase in number of the Board of Directors and the election of the new directors

The current total number of directors of the Board of Directors is 15 members, namely as follows;

	Name	Position
1.	Mr. Surin Osathanugrah	Chairman of the Board of Directors
2.	Mrs. Kannikar Chalitaporn	Vice Chairman of the Board of Directors and Chairperson of the Executive Committee
3.	Mr. Somprasong Boonyachai	Independent Director, Vice Chairman of the Board of Directors and Chairman of the Nomination Remuneration and Corporate Governance Committee
4.	Mr. Petch Osathanugrah	Vice Chairman of the Board of Directors
5.	Mr. Ratch Osathanugrah	Vice Chairman of the Board of Directors
6.	Mr. Thana Chaiprasit	Director and Senior Vice Chairman of the Executive Committee
7.	Mr. Pratharn Chaiprasit	Director and Senior Vice Chairman of the Executive Committee
8.	Mr. Tasharin Osathanugrah	Director and Vice Chairman of the Executive Committee
9.	Mr. Niti Osathanugrah	Director and member of the Nomination Remuneration and Corporate Governance and member of the Executive Committee
10.	Mr. Salin Pinkayan	Independent Director, Chairman of the Risk Management Committee, and member of the Nomination Remuneration and Corporate Governance
11.	Ms. Penchun Jarikasem	Independent Director and Chairperson of the Audit Committee
12.	Mr. Krirk Vanikkul	Independent Director and member of the Audit Committee
13.	Mrs. Sinee Thienprasiddhi	Independent Director and member of the Audit Committee
14.	Mrs. Wannipa Bhakdibutr	Director, member of the Executive Committee, member of the Risk Management Committee and Chief Executive Officer
15.	Mrs. Porntida Boonsa	Director, member of the Executive Committee, member of the Risk Management Committee, and Chief Operating Officer & Group Chief Financial Officer

Remark: The management positions mentioned above are based on the change of the Company's organizational structure will be effective from 22 July 2021 onwards. The company has already informed this matter through the channels of the Stock Exchange of Thailand on 16 June 2021.

The Board of Directors, as deemed appropriate, proposed to the Shareholders' Meeting to consider and approve the increase in number of the Board of Directors from 15 members to 17 members and to elect 2 new independent directors, namely; Mr. Charamporn Jotikasthira and General Surapong Suwana-adth.

Profiles of two nominated persons for election as the new directors

1. Mr. Charnporn Jotikasthira

Nominate as Independent Director

Date of Birth 10 February 1957

Age 64 years old **Nationality** Thai

Family Relation with other Executives -None-

Shareholding in OSP (as of 1 July 2021) -None-

Education

- Master of Business Administration, Harvard University, USA
- Bachelor of Electrical Engineering and Computer Science, Massachusetts Institute of Technology, USA

Training Program of Thai Institute of Directors Association (IOD)

- IT Governance and Cyber Resilience Program (ITG), Class 7/2018
- Director Certification Program (DCP), Class 185/2014
- Director Accreditation Program (DAP), Class 66/2007

Other Training Program

- Executive Leadership Program, Class 11, Capital Market Academy (CMA)
- The Executive Program of Energy Literacy for a Sustainable Future, Class 1/2012, Thailand Energy Academy (TEA)
- National Defence Course for the Joint State-Private Sector, Class 2004, The National Defence College of Thailand

Board Member/Management in other Listed Companies

Period	Position	Company
2018-Present	Member of the Board of Executive Directors	Bangkok Bank PCL.
2017-Present	Director	
2017-Present	<ul style="list-style-type: none"> - Independent Director - Member of the Audit Committee - Member of the Compensation Committee - Member of the Nominating and Corporate Governance Committee - Chairman of the Risk Management Oversight Committee 	Minor International PCL.
2017-Present	<ul style="list-style-type: none"> - Independent Director - Chairman of the Risk management Committee - Member of the Audie Committee 	Singha Estate PCL.



Positions in other Companies/ Organizations/ Some Experiences (during the past 5 years)

Period	Position	Company/ Organization
2020 – Present	Chairman	Clinixir Co., Ltd.
2020 – Present	Director	Mitta Social Enterprise Co., Ltd.
2019 – Present	Advisor	Thai Group Holding PCL.
2019 – Present	Director	The Thai Silk Co., Ltd. (Jim Thompson)
2019 – Present	Member	Chulabhorn Royal Academy Council
2010 - Present	Director	Suksapattana Foundation
2004 – Present	Director	Foundation for Research in Information Technology
2014 - 2017	President	Thai Airways International PCL.
2011 - 2014	Member of the Financial Institutions Policy Committee (FIPC)	Bank of Thailand
2011 - 2014	Chairman	Electronic Transactions Development Agency
2010 - 2014	President	The Stock Exchange of Thailand

- **Never** dishonestly committed an offense against property.

- **Not** position as director or executives in competed business with the Company.

2. General Surapong Suwana-adth

Nominate as Independent Director

Date of Birth 28 December 1956

Age 64 years old **Nationality** Thai

Family Relation with other Executives -None-

Shareholding in OSP (as of 1 July 2021) -None-

Education

- M.M.A.S. US. Army Command and General Staff, College, USA
- M.S., University of Virginia (Physics), Virginia, USA
- B.S., Virginia Military Institute (Physics), Virginia, USA
- Command and General Staff College

Training Program of Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP), Class 184/2021
- Financial Statement for Directors (FSD), Class 34/2017

Other Training Program

- Georgetown Leadership Seminar, USA
- National Defence Course for the Joint State-Private Sector, Class 2008 : Series 21, The National Defence College of Thailand

Board Member/Management in other Listed Companies -None-

Positions in other Companies/ Organizations/ Some Experiences (during the past 5 years)

Period	Position	Company/ Organization
2019 – Present	Senator	The Senate of Thailand
2014 - 2019	Chairman (Independent Director)	TOT PCL.
2014 - 2019	Member	National Legislative Assembly
2016 - 2017	Chief of Defence Force	Royal Thai Armed Forces Headquarters, RTARF
2015 - 2016	Chief of Joint Staff	

- **Never** dishonestly committed an offense against property.

- **Not** position as director or executives in competed business with the Company.



Additional Qualificatin of the Independent Director

Relationship between the nominated persons for election to be independent directors and the Company, its parent company, subsidiary, associate company, same-tier subsidiary company, major shareholder or controlling person of the Company, both in the present and the last two years as following manners;

Relationship	The nominated persons	
	Mr. Charamporn Jotikasthira	General Surapong Suwana-adth
1. Being a person related by blood or legal registration of other directors, an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.	No	No
2. Being a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person.	No	No
3. Having a business relationship (for instance, any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial) which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The consideration of such indebtedness shall include indebtedness incurred during the period of 1 year prior to the date on which the business relationship.	No	No
4. Being a professional service provider (for instance, an auditor or legal advisor)	No	No
5. Being a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company.	No	No
6. Undertaking any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.	No	No
7. Having manner/characteristic that limits his or her ability to express independent opinions regarding the Company's operations.	No	No

Qualifications of the Independent Directors of the Company

The Independent Directors of the Company shall be qualified and does not have any forbidden qualifications pursuant to the relevant regulation of public company limited, securities, capital market as well as not having untrustworthy characteristic under the Notification of the Securities and Exchange Commission.

Independent Director means a director who does not hold executive position, is independent from management department and controlling shareholder and does not have business relationship with the Company in such a way that may limit the ability to express independent opinions as well as having additional qualifications prescribed in the relevant laws and regulations as follow:

1. Shall not hold shares exceeding 1 percent of the total number of voting shares of the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company, including shares held by related persons of such independent director.
2. Shall neither be nor have ever been a director with management authority, employee, staff member, advisor who receives a salary or is a controlling person of the Company, its parent company, subsidiary, associate company, same-tier subsidiary company, major shareholder or controlling person of the Company unless the foregoing status has ended not less than 2 years prior to the date of becoming a director.
3. Shall not be a person related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of child of other directors, of an executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary.
4. Shall neither have nor have ever had a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, in a manner that may interfere with his/her independent judgment, and neither is nor has ever been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.

The term 'business relationship' in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness incurred during the period of 1 year prior to the date on which the business relationship with the person commences.

5. Shall not be nor have ever been an auditor of the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company, and not be a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.

6. Shall not be nor have ever been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding 2 million baht per year from the Company, its parent company, subsidiary, associate company, major shareholder or controlling person of the Company and not be a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than 2 years prior to the date of becoming an independent director.
7. Shall not be a director appointed as representative of the Board of Directors, major shareholder or shareholder who is related to a major shareholder of the Company.
8. Shall not undertake any business in the same nature and in competition with the business of the Company or its subsidiary, nor be a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiary.
9. Shall not have any other characteristic that limits his or her ability to express independent opinions regarding the Company's operations.

After the appointment, Independent Directors may be assigned by the Board of Directors to make a decision on the business operation of the Company, its parent company, subsidiary, associate company, same-tire subsidiary, major shareholder, or controlling person of the Company in the form of collective decision.