

# 2019 Board Performance Assessment

## 1. Independent Assessment

The board is independently evaluated every three years. *KPMG Phoomchai Business Advisory Limited conducted an independent assessment on the board and its committees in 2019*, employing a practical and tangible process that met international standards. The process included a questionnaire and an interview of board members. IRPC used the feedback and recommendations to improve board performance, ensuring transparency and accountability, as well as bolstering its good corporate governance.

### Key Components of Board Performance Assessment



Structure & Qualifications



Chairman's Responsibilities & Duties



Nomination and Appointment



Remuneration



Roles, Responsibilities & Duties



Policies on & Governance of Subsidiaries and Other Investment Projects



Self-Assessment



Development of Knowledge & Skills



Information Management & Company Secretary

# 2019 Board Performance Assessment

## 1. Independent Assessment

### Results of 2019 Independent Assessment of the Board of Directors

Components	Standard Criteria Met			
	All**	Thorough Compliance*	Partial Compliance	Non-Compliance
1. Structure & Qualifications	10	9	1	-
2. Chairman's Responsibilities & Duties	5	5	-	-
3. Nomination and Appointment	6	6	-	-
4. Remuneration	4	2	2	-
5. Roles, Responsibilities & Duties	59	56	3	-
6. Policies on & Governance of Subsidiaries and Other Investment Projects	3	2	1	-
7. Self-Assessment	7	6	1	-
8. Development of Knowledge & Skills	7	7	-	-
9. Information Management & Company Secretary	29	28	1	-
<b>Total</b>	<b>130</b>	<b>121</b>	<b>9</b>	<b>-</b>

\* Whether the company thoroughly or partially complies with a standard criterion is subject to the standard's complexity and the company's nature of business.

\*\* From a total of 130 standard criteria, the assessment reveals that IRPC complies thoroughly with 121 criteria (93%) and partially with 9 criteria (7%). The result is classified as "excellent."

# 2019 Board Performance Assessment

## 2. Self-Assessment

The Board of Directors performs a series of self-assessments every year-namely a self-assessment of the board as a whole, a self-assessment of each director, and a self-assessment of the four board committees (the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, and the Risk Management Committee). These self-assessments enable board members to collectively review each other's performance and provide solutions to each other's problems, augmenting their overall strength.

### 2.1 Self-Assessment of 2019 Board Performance

Criteria	2019 Score
1. Structure and Qualifications	97.14%
2. Roles and Responsibilities in Effectuating Major Business Policies	95.58%
3. Conduct	96.79%
4. Meetings	98.00%
Total	96.88%

# 2019 Board Performance Assessment

## 2. Self-Assessment

### 2.2 Self-Assessment of Individual Directors

Criteria	2019 Self-Assessment Score	2019 Cross-Assessment Score
1. Qualifications	94.29%	98.00%
2. Ownership of Decisions and Actions and Ability to Explain Decisions Made	96.67%	97.62%
3. Capabilities and Efficiency	94.71%	98.42%
4. Equitable Treatment of Stakeholders and Ability to Explain Actions	94.76%	97.38%
5. Transparency, Accountability, and Disclosure	96.79%	98.75%
6. Creation of Long-Term Value	95.71%	96.67%
7. Ethics / Code of Conduct	98.10%	100%
Total	95.86%	98.12%

# 2019 Board Performance Assessment

## 2. Self-Assessment

### 2.3 Chairman's Assessment of the Audit Committee's Performance

Criteria	2019 Assessment Score
1. Independence	100%
2. Financial Statement Audit	100%
3. Review of Connected Transactions	100%
4. Internal Control Audit	100%
5. Risk Management Supervision	100%
6. Supervision of Compliance with SET & SEC Regulations	100%
7. Other Tasks	100%
8. Regular Progress Reported to the Board	100%
Total	100%

# 2019 Board Performance Assessment

## 2. Self-Assessment

### 2.4 Self-Assessment of the Audit Committee

Criteria	2019 Assessment Score
1. Structure and Components	100%
2. Duties & Responsibilities	100%
3. Relations with Internal Auditor and Financial Auditor	100%
4. Relations with Management	100%
5. Reports	100%
6. Quality Control	100%
Total	100%

### 2.5 Performance Assessment of the Audit Committee member individually

Criteria	2019 Assessment Score
1. Business knowledge	100%
2. Expertise in performing duties	100%
3. Authority and duties assigned	100%
4. Independence and fairness	100%
5. Understanding of duties and responsibilities	100%
6. Performing work and meeting	100%
Total	100%

# 2019 Board Performance Assessment

## 2. Self-Assessment

### 2.6 Self-Assessment of 2019 Sub-Committee Performance

Criteria	Nomination & Remuneration Committee	Corporate Governance Committee	Risk Management Committee
1. Structure	100%	93.33%	100%
2. Policies	95.00%	95.25%	99.00%
3. Conduct	97.50%	98.10%	98.67%
4. Meetings	100%	96.67%	100%
Total	98.13%	95.83%	99.42%