

Chief Executive Officer and Director Performance Evaluation

The Board of Directors has stipulated that the performance evaluation of Chief Executive Officer (CEO) and Directors shall be conducted annually by the Nomination Committee which submits the evaluation result, subject to the Board approval. The Board then determines the remuneration of the CEO and Director based on the results of such review at the end of each calendar year. The review criteria are based on the CEO and Director's job components and goals that reflect the CEO and Director's performance in a tangible, transparent, fair, and commensurate with his roles and responsibilities. The evaluation consists of two parts:

Part 1: Four Corporate KPIs:

1. Financial Perspective
2. Stakeholder Perspective
3. Internal Process Perspective
4. Learning & Growth Perspective

Part 2: Three Sustainable Growth Factors:

1. Results of opinion survey among members of the Board of Directors and the Management
2. Implementation of New Core Behaviors
3. Outstanding management skills/crisis management

In 2024, the Board of Directors approved the criteria for the Chief Executive Officer and Director performance evaluation at Board meeting no. 01/2567 on 22 February , 2024. In addition to challenging short-term strategic objectives and long-term goals, these criteria include key performance indicators relating to financial and non-financial outcomes. Having acknowledged these criteria, the CEO and Director demonstrated his remarkable business acumen, steering MEGA accomplish the predetermined goals with outstanding leadership and overcame adverse impacts on the company and its stakeholders with decisive, well-executed actions to achieve success.

The CEO and Director excelled at both parts of the performance evaluation. The compensation for the CEO and President was comparable to his peers in the same or similar industries.

Performance Evaluation of the Board of Directors

The Company conducts regular performance evaluations and reviews of the Board of Directors and sub-committees at least once a year. This allows the directors to reflect on their performance, problems, and obstacles encountered over the past year, helping to enhance the Board's effectiveness. It also clarifies the responsibilities of each director and strengthens the relationship between the Board and Management.

The performance evaluation of the Board of Directors is divided into two types: the performance evaluation of the Board as a whole, and individual performance evaluation (self-assessment).

Performance Evaluation of the Chief Executive Officer

Evaluation Criteria and Process

-The Board of Directors sets performance objectives for the Chief Executive Officer and conducts performance evaluations linked to strategic and annual plans. These evaluations are used to determine appropriate remuneration and incentive measures for the CEO, both short-term and long-term, on an annual basis.

-The Remuneration Committee proposes performance indicators that reflect the Company's short- and long-term directions, as well as key goals assigned by the Board. It also evaluates the CEO's performance in the first and second halves of the year and makes recommendations to the Board.

-The CEO performance evaluation is divided into six categories: Group Strategy, Funding Strategy, Financial Performance, People & Culture, Stakeholder Relationships, and Commitment to ESG. Each category carries a specific weighting.

-ESG-related factors are integrated into the CEO's annual KPIs, focusing on operations in environmental, social, and governance dimensions. These align with the materiality assessment and the Company's sustainability goals. Examples of ESG indicators include employee engagement score, number of significant corporate governance complaints, number of cybersecurity incidents, reduction in greenhouse gas emissions, and number of work-related fatalities.

The CEO and Directors have acknowledged these criteria and applied their capabilities to lead the business and organization toward its goals, demonstrating effective leadership and the ability to promptly and successfully address challenges that impact the Company and its stakeholders.

Self Assessment of Chief Executive Officer

CEO performance evaluation form

1. This evaluation form was created to evaluate the performance of duties of the top executive. Chief Executive Officer President or another position equivalent to the highest executive of the organization (Chief Executive Officer: CEO)
2. To be a preliminary sample evaluation form that listed company boards can adapt as they deem appropriate and consistent with the business size and characteristics of listed companies.
3. CEOs can use it to evaluate themselves. Or have the directors consider the answers on their behalf or the company directors evaluate them individually or as a group.
4. This assessment uses a scoring method. So that the evaluator can compare the evaluation results for each topic or compare the evaluation results for each year. The meaning of the rating is as follows.

0 = There is no action on that matter.

1 = There is little action on that matter.

2 = There is sufficient action on that matter.

3 = There is good action on that matter.

4 = There is excellent action on that matter.

N/A = No information available or not applicable.

CEO performance evaluation form

Section 1 : Progress of the plan

Identify the goals and the status of achievement for each goal.

Target	Status

Section 2 : Performance measurement

Topic	Evaluation results						Comments/suggestions
	0	1	2	3	4	N/A	
1. Leadership							
1.1. CEO has demonstrated a clear vision in forecasting business trends, business opportunities, and business priorities, accurately influencing the prosperity and operations of the company.							
1.2. CEO is able to change vision and strategy into feasible business plans or action plans, clearly achieving the organization's strategic objectives.							
1.3. CEO is able to effectively communicate the organization's concepts, vision, mission, strategy, goals, and direction to stakeholders.							
1.4. CEO is able to persuade, motivate, and encourage employees to maintain high morale and loyalty to the organization, as well as promote teamwork and unity among employees to achieve the company's vision.							
1.5. CEO sets a good example for the organization, adopts a working style that is open to constructive feedback, and demonstrates a level of leadership appropriate for the organization.							
1.6. CEO is an initiator in setting high operational standards and is highly committed to achieving goals with their own driving force.							
2. Strategy Formulation							
2.1. CEO is able to develop a clear mission, policies, and strategic plans that consistently respond to the needs of shareholders, customers, employees, and other stakeholders.							

2.2. CEO is able to accurately identify and analyze the problems and issues the organization faces.							
2.3. CEO is able to correctly identify and evaluate key success factors for the organization's strategy formulation.							
2.4. CEO is able to ensure that the strategic plans are developed with the involvement and sense of ownership of the board of directors, senior management, and other employees.							
2.5. CEO is able to ensure that the company's resources and budget are appropriate for executing the organization's strategic plans.							
2.6. CEO is able to establish processes that enable effective monitoring and control to ensure the success of organizational performance and risk management.							
3. Strategy Implementation							
3.1. CEO has established an effective organizational structure and ensures that management focuses on essential functions that help the organization fulfill its mission.							
3.2. CEO manages and delegates tasks appropriately, performing duties within their scope of responsibility and professionally assigning tasks to others.							
3.3. CEO consistently makes good decisions and can promptly adjust strategies when conditions or circumstances indicate the need for change.							
3.4. CEO has executed strategies according to priorities and the measures set by the board of directors within an appropriate and effective timeframe.							
3.5. CEO has correctly overseen the monitoring and control of performance to ensure that employees at all levels are accountable for their duties.							
3.6. CEO ensures that the company's operations are compliant with relevant laws and regulations.							
4. Financial Planning and Performance							
4.1. CEO has a good understanding of financial indicators related to the business and the company's financial status.							
4.2. CEO is able to make a decisions in managing the organization's financial activities and budget.							
4.3. CEO is able to establish appropriate methods and practices to ensure accurate, precise, and up-to-date accounting and financial planning.							
4.4. CEO effectively monitors and evaluates							

the financial planning, budgeting, and operations of the company and reports to the board of directors in a timely manner.							
4.5. CEO is able to ensure the company meets its financial goals and market share targets.							
5. Relationship with the Board of Directors							
5.1. CEO is able to build a good and strong working relationship with the board of directors, helping to strengthen the board and enabling close and cooperative collaboration in developing the organization's mission and strategic plans for the short, medium, and long term.							
5.2. CEO has sufficient knowledge of the board's governance processes and consistently follows these guidelines, including maintaining appropriate measures and balance of power between CEO as the leader of the organization and the board of directors.							
5.3. CEO prepares appropriate meeting agendas and allocates sufficient time for discussing various issues in the meetings, providing relevant documents and information in advance.							
5.4. CEO presents information to the board in a professional manner on matters requiring the board's opinions and decisions, offering well-studied and thoroughly analyzed recommendations based on correct and appropriate principles.							
5.5. CEO is ready to meet with individual board members when necessary, supporting the board in its oversight functions by providing necessary resources and facilitating their work.							
5.6. CEO promotes and supports the learning and development of the board's capabilities, as well as the board's role in the community and as the company's spokesperson.							
6. External Relations							
6.1. CEO effectively represents the company in communications with stakeholders, including organizations and community groups.							
6.2. CEO effectively communicates the company's financial performance and future outlook to stakeholders and investor groups.							
6.3. CEO professionally manages public relations issues, building a good reputation and image for the organization, and mitigating issues from the community and the general public.							
6.4. CEO promotes responsible business							

practices and community engagement to enhance the company's image, raising awareness of the organization's products and services offered to the community and the general public.							
6.5. CEO ensures that the company maintains good relationships with the community and fosters positive working relationships with organizations and community groups.							
7. Management and Personnel Relations							
7.1. CEO has established and maintained an organizational atmosphere and culture that attracts, retains, and motivates employees to follow the mission, strategic direction, and goals of the organization.							
7.2. CEO provides an appropriate level of independence and authority to employees, supporting and fostering initiative and creativity within the organization.							
7.3. CEO has developed and implemented suitable personnel processes and practices, including performance evaluation and reward systems for executives and employees, which effectively align everyone to work towards the same goals.							
7.4. CEO supports the education and development of personnel, encourages suitable staff to participate in planning and decision-making, and provides opportunities for employees to work in areas where they have expertise for the benefit of the organization.							
7.5. CEO has established or hired a capable senior management team with the knowledge, skills, energy, and commitment to realize the organization's mission and vision.							
7.6. CEO ensures that the company has effective internal communication and treats personnel fairly, without bias or discrimination.							
8. Succession Planning							
8.1. CEO has reviewed the succession plan and made necessary adjustments considering both internal and external conditions effectively.							
8.2. CEO has established processes and programs necessary for developing a pipeline of capable leadership for the organization's future.							
8.3. CEO ensures that potential senior executives have opportunities to demonstrate their capabilities to the board of directors.							
9. Knowledge of Products and							

Services							
9.1. CEO has demonstrated a strong knowledge and understanding of the key characteristics of the company's products and services.							
9.2. CEO has demonstrated a strong knowledge and understanding of the company's management and operations.							
9.3. CEO has demonstrated a strong knowledge and understanding of the company's business model and resource allocation, as well as the business and industry environment.							
9.4. CEO has consistently demonstrated creativity and initiative in developing new products and services.							
10. Personal Attributes							
10.1. CEO has created a positive image for the company, displaying a personality, vision, and attitude that earn the trust and support of stakeholders.							
10.2. CEO has shown respect for others and demonstrated concern for individual subordinates.							
10.3. CEO exercises good judgment in resolving sensitive issues, both interpersonal and intergroup.							
10.4. CEO has demonstrated skills in analyzing and addressing problems, challenges, and conflicts, and remains undeterred by ambiguous and complex tasks.							
10.5. CEO maintains high ethical standards and integrity, effectively balancing time management and prioritizing both professional and personal matters.							
10.6. CEO continually develops skills necessary to enhance their own potential.							

Section 3 : CEO Development

3.1 What are the important strengths that CEOs should maintain?

3.2 What are the areas that CEOs should develop more in the next year?

Self Assessment of Board of Directors

Form 1:
Self Assessment of the board of directors as a whole

Criteria	Score					Comment
	0	1	2	3	4	
1. Board structure and qualifications						
1.1 The board size suits the core business and supports the board's performance effectively.						
1.2 The board is composed of diversely skilled and experienced directors who support the board's activities effectively.						
1.3 The number of independent directors suits the current board size and supports the board's activities effectively.						
1.4 The number of non-executive directors suits the current board size and supports the board's activities effectively.						
1.5 The number of executive directors suits the current board size and supports the board's activities effectively.						
1.6 When considering the core business, the qualifications of an independent director are suitable.						
1.7 The nomination process of qualified director is transparent, fair and free from influence.						
1.8 Qualifications of audit committee are suitable, allowing the committee to act effectively as stated in the charter.						
1.9 Qualifications of remuneration committee are suitable, allowing the committee to act effectively as assigned by the board.						
1.10 Qualifications of nomination committee are suitable, allowing the committee to act effectively as assigned by the board.						
1.11 Directors manage the commitment well, with limitation in number of their board seats at other listed companies.						
1.12 The formation of committee is sufficient for the operation.						
1.13 The appointment and qualification review of corporate secretary is carried out by the board.						
2. Roles, duties and responsibilities of the board						
2.1 The board gives priority and devotes sufficient time to consider the business direction, business strategy and business plan.						
2.2 The board gives priority and devotes sufficient time to consider and review the corporate governance policy.						

2.3 The board gives priority and devotes sufficient time to ensure that the corporate governance policy, determined by the board, is complied						
Criteria	Score					Comment
	0	1	2	3	4	
2.4 The board gives priority and devotes sufficient time to consider and review the business code of conduct.						
2.5 The board gives priority and devotes sufficient time to ensure that the business code of conduct, determined by the board, is complied.						
2.6 The board establishes procedures to consider any transaction with conflict of interests on an arm's length basis.						
2.7 Any transaction with conflict of interests, on established procedures, is to be considered by the board, in order to maintain company's benefits.						
2.8 The board reviews related parties transactions to ensure compliance with all relevant regulations.						
2.9 The board gives priority and devotes sufficient time to ensure that internal control system is sufficient and can achieve its objectives.						
2.10 The board gives priority and devotes sufficient time to consider and review risk management policy and risk mitigation.						
2.11 The board gives priority and devotes sufficient time to evaluate the efficiency of risk mitigation conducted by the management.						
2.12 The board arranges effective whistleblowing, and monitors blower protection policy.						
2.13 The board monitors the implementation of management team to ensure compliance with policy and the board's resolution.						
2.14 The board gives priority and devotes sufficient time to supervise the financial statement is carried out under generally accounting standards.						
2.15 The board gives priority and devotes sufficient time to oversee accurate, timely disclosure according to related rules.						
2.16 The board gives priority and devotes sufficient time to establish fair and optimal procedures of remuneration consideration.						
2.17 The board gives priority and devotes sufficient time to consider directors' remuneration prior to proposing to the shareholders' meeting.						
2.18 The board gives priority and devotes sufficient time to consider management's remuneration.						

2.19 The board gives priority and devotes sufficient time to establish criteria for CEO assessment.						
2.20 The board gives priority and devotes sufficient time to assess CEO's performance, and applies the assessment to determine CEO's remuneration.						
Criteria	Score					Comment
	0	1	2	3	4	
3. The board meeting						
3.1 The board is notified the date of board meeting in advance, ensuring the attendance of directors.						
3.2 The frequency of board meeting is appropriate, ensuring that the board runs the business operation efficiently.						
3.3 The agenda of the board meeting is properly proposed, allowing directors to run their duties efficiently.						
3.4 The meeting invitation and related information are distributed to directors in advance, giving sufficient time to study prior to the meeting.						
3.5 Information presented in the meeting invitation is sufficient to make decision.						
3.6 The board is able to request additional information to support their decision making.						
3.7 The meeting environment supports the sharing and discussion among directors. No one director dominates the meeting.						
3.8 Directors can freely discuss in the meeting.						
3.9 Particular director does not attend the meeting and abstains from voting on a particular agenda in which he or she has a conflict of interest.						
4. Duties of directors						
4.1 Prior to the meeting, directors prepare and study information.						
4.2 Directors regularly attend the meeting.						
4.3 Directors can express opinion independently.						
4.4 Directors are neutral and independently vote for each agenda.						
4.5 Opinions from directors are useful for the business.						
4.6 Directors understand the key points of discussed issues and devote sufficient time to find out solutions.						
4.7 Directors can accept different opinions without controversy among						
5. Relationship with management						
5.1 Directors can frankly discuss critical issues with CEO.						
5.2 The relationship between the board and management team is smooth.						

5.3 Upon request, CEO can receive recommendations from directors.						
5.4 The board does not intervene the normal operation done by management team.						
Criteria	Score					Comment
	0	1	2	3	4	
5.5 In case action plan or budget plan is unattained, the board can properly engage in solving problems.						
6. Director's self improvement and management training						
6.1 Directors understand their role, duties and responsibilities.						
6.2 Directors understand the nature of business, capable of running their duties efficiently.						
6.3 Directors are alert in the change of economic and industry condition, competition, the rule amendment, capable of running their duties efficiently.						
6.4 The board encourages training and development for directors.						
6.5 Once a new director is appointed, the related information (presented in a document or shared in an orientation) of being a director, including roles and responsibilities, are provided.						
6.6 The board has the succession plan to ensure business continuity.						

Form 2:
Self Assessment of the board of directors as a whole (Concise)

Criteria	Score					Comment
	0	1	2	3	4	
1. Board structure and qualifications						
1.1 The board size suits the core business and supports the act of the board effectively.						
1.2 The board consists of diversely skilled and experienced directors who support the act of the board the board's performance effectively.						
1.3 The number of independent directors suits the current board size and supports the board's activities effectively.						
1.4 Each type of directors such as Non-executive directors, Executive directors, Independent directors is suitable.						
1.5 When considering the core business, the qualifications of an independent director are suitable.						
1.6 The nomination process of a qualified director is transparent, fair and free from influence.						
1.7 Directors manage the commitment well, with limitation in number of their board seats at other listed companies.						
1.8 The formation of committee is suitable for the business.						
1.9 The appointment and qualification review of corporate secretary is carried out by the board.						
2. The board meeting is conducted under the following conditions:						
2.1 The board is notified the date of the board meeting in advance, ensuring the attendance of directors.						
2.2 The frequency of board meetings is appropriate.						
2.3 Each agenda is discussed with sufficient time allocated.						
2.4 The meeting invitation and related information are distributed to directors in advance, giving sufficient time to study prior to the meeting.						
2.5 The meeting environment supports the sharing and discussion among directors.						
2.6 Particular director does not attend the meeting and abstains from voting on a particular agenda in which he or she has a conflict of interest.						
3. In line with the duties and responsibilities of the board of directors, the board gives priority and devotes sufficient time in the following issues:						
3.1 Business direction, business strategy, and business plan						
3.2 Company's corporate governance policy						
Criteria	Score					Comment
	0	1	2	3	4	

3.3 Business code of conduct						
3.4 Transaction with conflicts of interests on an arm's length basis						
3.5 Related parties transactions to be considered under related rules						
3.6 Internal control						
3.7 Risks and risk management						
3.8 Whistleblowing, monitoring, blower protection policy						
3.9 Monitoring the implementation of management team						
3.10 Financial statement done under generally accounting standards						
3.11 Remuneration of the board and management team						
3.12 CEO annual performance evaluation						
4.Others						
4.1 The relationship between the board and management team is smooth. The board does not intervene the normal operation of management team.						
4.2 Directors' self-development and training are encouraged.						

Form 3:
Self Assessment of committee as a whole

Criteria	Score					Comment
	0	1	2	3	4	
1. Board structure and qualifications						
1.1 The size of committee suits and supports the committee's performance effectively.						
1.2 The committee consists of diversely skilled and experienced members who support the committee's activities effectively.						
1.3 The number of independent directors in the committee is suitable.						
1.4 Each type of directors such as Non-executive directors, Executive directors, Independent directors is suitable.						
1.5 When considering the core business, the qualifications of an independent director are suitable.						
1.6 The nomination process of qualified member is transparent, fair and free from influence.						
1.7 Members manage the commitment well, with limitation in number of their board seats at other listed companies.						
2. The committee meeting is conducted under the following conditions:						
2.1 Members are notified the date of the committee meeting in advance.						
2.2 The frequency of committee meetings is appropriate.						
2.3 Each agenda is discussed with sufficient time allocated.						
2.4 The meeting invitation and related information are distributed to						
2.5 The meeting environment supports the sharing and discussion among members.						
2.6 Particular member does not attend the meeting and abstains from voting on a particular agenda in which he or she has a conflict of interest.						
3. In line with the duties and responsibilities of particular committee, the member gives priority and devotes sufficient time in the following issues:						
3.1 Audit committee						
3.1.1 Review and ensure the accuracy and reliability of financial reports.						
3.1.2 Review the compliance with laws and rules.						
3.1.3 Review the efficiency of established internal control system.						
3.1.4 Consider related parties transactions and conflict-of-interests						
Criteria	Score					Comment
	0	1	2	3	4	
3.1.5 Advise the appointment and / or removal of the head of internal audit department.						

3.1.6 Consider the appointment, removal of external auditor, including the amount of auditing fee.						
3.1.7 Ensure procedures for complaint mitigation are carried out by management.						
3.2 Nomination committee						
3.2.1 Identify qualifications of director and top management, consistent with related laws and business.						
3.2.2 Consider a list of qualified persons and propose it to the board of directors to finalize.						
3.2.3 Initiate a succession plan for directors and top management.						
3.2.4 Establish continuous training programs for directors.						
3.3 Remuneration committee						
3.3.1 Consider procedures to determine remuneration for directors and top management whether it is paid in cash or non-cash.						
3.3.2 Set up criteria to determine fair remuneration. For example, the paid amount is comparable to the peer in the same industry.						
3.4 Corporate governance committee						
3.4.1 Initiate CG policy and give advice to the board on CG-related issues.						
3.4.2 Supervise the board and management team to ensure the compliance with CG policy.						
3.4.3 Review existing CG policy and study the change of CG worldwide to enhance standard.						
3.4.4 Set up the policy and practices of corporate social responsibility (CSR) and oversee the implementation.						
3.4.5 Form the policy and best practice of anti-corruption.						
3.5 Risk management committee						
3.5.1 Manage the implementation of risk management to be in line with the planned strategy, goal and changing environment.						
3.5.2 Give advice, monitor and evaluate risk management system.						
3.5.3 Consider emerging risks and control system.						
3.5.4 Assist the operation of Chief Risk Officer (CRO).						
3.5.5 Report the performance to the board.						

Form 4:

Self Assessment of the board of directors and of committee members on an individual basis

Criteria	Score					Comment
	0	1	2	3	4	
1. Board structure and qualifications						
1.1 Knowledge and experience of a director are fit with business.						
1.2 For any formed committee, members' knowledge and experience are appropriate to the assigned duties and responsibilities.						
2. The board meeting						
2.1 Prior to the meeting, a director prepares and studies information.						
2.2 Opinions from a director are useful for the business.						
2.3 Particular director does not attend the meeting and abstains from voting on a particular agenda in which he or she has a conflict of interest.						
2.4 Chairman or an assigned person can conduct efficient meetings.						
3. Roles, duties and responsibilities of the board						
3.1 A director complies with related rules, laws and charter, and performs his duty well.						
3.2 A director devotes time for his duties.						
3.3 A director does not intervene the normal operation carried out by management team.						
3.4 A director properly supervises and monitors management's operation.						
3.5 A director is enthusiastic about continuous development.						