

AGENDA 6

TO CONSIDER THE REMUNERATIONS OF THE DIRECTORS

Background and Rationale

According to the Public Limited Company Act B.E. 2535, Section 90, first paragraph, states that “it is prohibited for the company to offer payments or assets to the director except for remuneration compensation as stated by the company’s articles of association”, and in the second paragraph, states that “In the case that the Company’s articles of association do not address this issue, the remuneration compensation will be in accordance with the resolution of the shareholders’ meeting comprising of votes of no less than two-third (2/3) of all eligible votes attending the meeting”.

The Company’s Articles of Association, Section 35, states that “directors are entitled to receive remuneration from the Company in the form of salary or wages, rewards, meeting allowances, bonuses or other types of benefits in accordance with the articles or by approval from the shareholders’ meeting, which may specify the exact amounts or criteria occasionally or permanently until further changes are made and in addition, the directors may receive allowance and benefit according to the Company’s regulations”.

Composition of Remuneration

(1) The Board of Directors receives the following remuneration.

(1.1) Fixed monthly remuneration for the 12 directors, with the Chairman of the Board receiving Baht 80,000 per month and the other 11 Directors receiving Baht 50,000 per month per person. The above remuneration rates have been used since April 2012 after the approval by the 27th Annual General Meeting of Shareholders (Year 2012).

(1.2) Annual remuneration or bonus for the Directors must be approved by the shareholders’ meeting each year based on the Company’s operating results of each year. For the past year 2023, the 38th Annual General Meeting of Shareholders (Year 2023) resolved to approve the annual bonus for the Directors at Baht 350,000 for the Chairman of the Board of Directors and Baht 300,000 for each of the Directors.

(2) The other four Sub-Committees receive remunerations as follows:

(2.1) The Audit Committee, comprising of three members, each receives fixed monthly remuneration. The Chairman of the Audit Committee receives Baht 30,000 per month, which has been used since April 2008 after the approval by the 23rd Annual General Meeting of Shareholders (Year 2008). The other two Audit Committee members receive Baht 20,000 per month per person, which has been used since April 2012 after the approval by the 27th Annual General Meeting of Shareholders (Year 2012).

(2.2) The NRC Committee, comprising of three members, each receives fixed monthly remuneration. The Chairman of the NRC Committee receives Baht 20,000 per month, with the other two NRC Committee members receiving Baht 10,000 per month per person. The above remuneration rates have been used since April 2008 after the approval by the 23rd Annual General Meeting of Shareholders (Year 2008).

(2.3) The Corporate Governance Committee, comprising of three members, receives fixed monthly remuneration with the Chairman of the Corporate Governance Committee receiving Baht 20,000 per month and the other two Corporate Governance Committee members receiving Baht 10,000 per month per person. The above remuneration rates have been used since April 2018 after the approval by the 33rd Annual General Meeting of Shareholders (Year 2018).

(2.4) The Production Technology and Innovation Committee (PTI Committee), comprising of 5 PTI Committee members: 4 executive directors and 1 non-executive directors. The remunerations for 1 non-executive directors of the PTI Committee members are monthly fixed amount composing of the Chairman of the PTI Committee receiving Baht 20,000 per month, and PTI Committee members receiving Baht 10,000 per month per person. The above remuneration rates have been used since January 2022 after the approval by the 37th Annual General Meeting of Shareholders (Year 2022).

(3) The Company does not provide any other remuneration or offer any other privileges to the Directors other than what mentioned in (1) and (2) above.

(4) The comparison of directors' remuneration between the new auditor for year 2024 and previous auditor for year 2023 are as follows:

Details of directors' remuneration	Fixed monthly remuneration (Unit: Baht per person per month)				Annual remuneration or bonus (Unit: Baht per person per year)				provide any other (Unit: Baht per person per year)			
	Year 2024	Year 2023	Increase (Decrease)		Year 2024	Year 2023	Increase (Decrease)		Year 2024	Year 2023	Increase (Decrease)	
			Amount	%			Amount	%			Amount	%
(1) The Board of Directors												
• Chairman's	80,000	80,000	-	-	400,000	350,000	50,000	14.29	-	-	-	-
• Directors	50,000	50,000	-	-	350,000	300,000	50,000	16.67	-	-	-	-
(2) Audit Committee												
• Chairman's	30,000	30,000	-	-	-	-	-	-	-	-	-	-
• Directors	20,000	20,000	-	-	-	-	-	-	-	-	-	-
(3) NRC Committee												
• Chairman's	20,000	20,000	-	-	-	-	-	-	-	-	-	-
• Directors	10,000	10,000	-	-	-	-	-	-	-	-	-	-
(4) Corporate Governance Committee												
• Chairman's	20,000	20,000	-	-	-	-	-	-	-	-	-	-
• Directors	10,000	10,000	-	-	-	-	-	-	-	-	-	-
(5) PTI Committee members *												
• Chairman's	20,000	20,000	-	-	-	-	-	-	-	-	-	-
• Directors	10,000	10,000	-	-	-	-	-	-	-	-	-	-

Remark : * Received only for non-executive directors

The remunerations paid to each of the Directors during year 2023 and scope of duties and responsibilities of each Committee have been disclosed in the Form 56-1 One Report Year 2023 (in QR Code format) on page 177, under the section titled “**Meeting Attendance and Remuneration of Directors/Committee members**” which has been disseminated on the Company's website (www.dbp.co.th) and forwarded to every shareholder in advance along with the meeting invitation.

Criteria and Procedure for Proposal of Remunerations

The determination of remuneration for the Directors above have been considered by the NRC Committee through screening and comparing information with the same industrial sector, as well as consideration of information pertaining to the industry, size of the Company, business expansion and income of the Company. Accordingly, the opinion is to propose to the Board of Directors to consider setting the remunerations of the Directors for year 2024.

In comparison of information with the remunerations of directors of listed companies of which survey was conducted by the Thai Institute of Directors (IOD) in year 2022 on 309 listed companies, the Company's remunerations of directors are compared and shown below.

(1) The Board of Directors

Description (Unit: Baht per person per month)	Chairman's Remuneration			Directors' Remuneration Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	66,770	2,500	690,000	34,499	2,500	218,000
Building & Construction Materials Sector	69,312	10,000	320,000	34,678	10,000	150,000
Diamond Building Products Public Co., Ltd.		80,000			50,000	

(2) The Audit Committee

Description (Unit: Baht per person per month)	Chairman's Remuneration			Directors' Remuneration Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	38,498	5,000	450,000	26,850	3,750	200,000
Building & Construction Materials Sector	42,241	10,000	180,000	31,937	7,000	120,000
Diamond Building Products Public Co., Ltd.		30,000			20,000	

(3) The NRC Committee

Description (Unit: Baht per person per month)	Chairman's Remuneration			Directors' Remuneration Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	26,176	1,500	120,000	17,934	1,500	75,000
Building & Construction Materials Sector	25,771	3,500	120,000	20,738	4,167	75,000
Diamond Building Products Public Co., Ltd.		20,000			10,000	

(4) The Corporate Governance Committee

Description (Unit: Baht per person per month)	Chairman's Remuneration			Directors' Remuneration Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	29,106	3,333	120,000	16,771	1,667	70,000
Building & Construction Materials Sector	10,833	4,167	20,000	6,945	4,167	10,000
Diamond Building Products Public Co., Ltd.		20,000			10,000	

(5) Annual Remunerations or Bonuses for the Directors

Description (Unit: Baht per person per year)	Chairman's Bonus			Directors' Bonus Excluding Chairman		
	Average	Lowest	Highest	Average	Lowest	Highest
Listed Companies in general	1,048,609	24,375	7,300,000	708,948	24,375	7,300,000
Building & Construction Materials Sector	911,343	58,272	6,420,000	637,148	58,272	4,280,000
Diamond Building Products Public Co., Ltd.		350,000			300,000	

Board of Directors' Opinion

The Board of Directors' Meeting No. 382 (1/2024) dated January 29, 2024 has thoroughly considered of the appropriateness in various aspects, having compared with references from the listed companies in the same industrial sector, including consideration of Company's operating results in 2023 and therefore, has resolved to propose to the Shareholders' Meeting to consider and approve the payments the remunerations of the Directors for year 2024 as follows.

(1) The Board of Directors receives the following remunerations.

(1.1) Fixed monthly remuneration shall be kept the same as before with the Chairman of the Board receiving Baht 80,000 per month and the other 11 Directors receiving Baht 50,000 per month per person.

(1.2) The annual bonus for the Directors: During year 2023, the Company encountered the impacts of rising raw materials prices and energy costs. Nonetheless, the Company managed to achieve good operating results in year 2023. Therefore, the annual bonus payment to the Directors for the year 2023 is proposed to increase from the previous year as follows: the annual bonus payment for the Chairman is proposed to increase from Baht 350,000 to Baht 400,000, and the annual bonus payment for each of the 11 Directors is proposed to increase from Baht 300,000 to Baht 350,000.

(2) Monthly remunerations for the four Sub-Committees are as follows.

(2.1) The Audit Committee, comprising of three members, receives fixed monthly remuneration, which shall be kept the same as before with the Chairman of the Audit Committee receiving Baht 30,000 per month and the other two Audit Committee members receiving Baht 20,000 per month per person.

(2.2) The NRC Committee, comprising of three members, receives fixed monthly remuneration, which shall be kept the same as before with the Chairman of the NRC Committee receiving Baht 20,000 per month and the other two NRC Committee members receiving Baht 10,000 per month per person.

(2.3) The Corporate Governance Committee, comprising of three members, receives fixed monthly remuneration, which shall be kept the same as before with the Chairman of the Corporate Governance Committee receiving Baht 20,000 per month and the other two Corporate Governance Committee members receiving Baht 10,000 per month per person.

(2.4) The PTI Committee, comprising of 5 PTI Committee members: 4 executive directors and 1 non-executive directors. The remuneration for 1 non-executive director, receives fixed monthly remuneration, which shall be kept the same as before with the Chairman of the PTI Committee receiving Baht 20,000 per month, and PTI Committee members receiving Baht 10,000 per month per person.

Voting Procedure

The resolution for this agenda must be approved at the Annual General Shareholders Meeting with no less than two-third (2/3) of all the votes of shareholders attending the meeting with voting right.

As for this meeting agenda, every director has direct interest and therefore shall abstain from voting in this agenda. Notwithstanding, those shareholders who have granted proxy to the Director of the Company with direct stake on the matter, the said Director may exercise voting right as normal unless stated otherwise in the proxy form by the shareholder.