

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 annual bonus for the Directors of year 2023, the 39th Annual General Meeting of Shareholders (Year 2024) resolved to approve the annual bonus for the Directors at Baht 400,000 for the Chairman of the Board of Directors and Baht 350,000 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 2025 and previous auditor for year 2024 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 2025	Year 2024	Increase (Decrease)		Year 2024	Year 2023	Increase (Decrease)		Year 2025	Year 2024	Increase (Decrease)	
			Amount	%			Amount	%			Amount	%
(1) The Board of Directors												
• Chairman's	80,000	80,000	-	-	350,000	400,000	(50,000)	(12.50)	-	-	-	-
• Directors	50,000	50,000	-	-	300,000	350,000	(50,000)	(14.29)	-	-	-	-
(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	-	-	-	-	-	-	-	-	-	-

Remarks: * Received only for non-executive directors

The remunerations paid to each of the Directors during year 2024 and scope of duties and responsibilities of each Committee have been disclosed in the Form 56-1 One Report Year 2024 (in QR Code format) on page 183, 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 2025.

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 2024 on 364 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	62,163	2,500	379,659	33,119	2,500	218,000
Building & Construction Materials Sector	63,155	10,000	250,000	34,403	5,000	120,000
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	33,180	2,500	180,000	23,822	833	120,000
Building & Construction Materials Sector	42,156	10,000	180,000	28,922	5,000	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	23,687	833	120,000	15,120	666	75,000
Building & Construction Materials Sector	35,024	3,500	120,000	18,333	5,000	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	31,633	6,667	50,000	19,867	3,333	36,000
Building & Construction Materials Sector	35,000	20,000	50,000	15,000	10,000	20,000
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	822,085	11,089	6,711,147	579,080	8,871	3,800,000
Building & Construction Materials Sector	796,986	48,000	4,064,513	599,748	48,000	2,709,642
Diamond Building Products Public Co., Ltd.		400,000			350,000	

Board of Directors' Opinion

The Board of Directors' Meeting No. 394 (1/2025) dated January 27, 2025 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 2024 and therefore, has resolved to propose to the Shareholders' Meeting to consider and approve the payments the remunerations of the Directors for year 2025 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 2024, the Company's revenue from sales and services decreased and as a result, the net profit did not meet the target. Therefore, the annual bonus payment to the Directors for the year 2024 is proposed to decrease from the previous year as follows: the annual bonus payment for the Chairman is proposed to decrease from Baht 400,000 to Baht 350,000, and the annual bonus payment for each of the 11 Directors is proposed to decrease from Baht 350,000 to Baht 300,000.

(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.