



CORPORATE
GOVERNANCE



Corporate Governance

Corporate Governance Policy

The Board of Directors recognises the importance of good corporate governance and is determined to elevate the corporate governance continuously by ensuring that good corporate governance will be beneficial to the Company's business operation. It can increase the value and returns to the shareholders and investors in the long run as well as building the confidence among the shareholders, investors, all involved parties, and to make the administration transparent and fair. It can be examined with regard to the rights, equality of shareholders, responsibilities to the stakeholders. The Board of Directors Meeting No. 9/2017 on December 6, 2017 approved the nomination of the Corporate Governance Committee to define the corporate governance policy, perform evaluation and revision for an up-to-date ethical business conduct policy as well as communicating about the corporate governance policy to directors, executives and employees for a continual practice as a contribution to the Company's constant and sustainable growth.

In 2018, during the Board of Directors meeting no. 5/2018 on December 3, 2018, the Company secretary provided a summary of the Corporate Governance Code for listed company 2017 (CG Code) regulated by the Securities and Exchange Commission to be used in lieu of the the Corporate Governance Code for listed company 2012 to the Board of Directors. This was done with an aim to inform the Board of the roles, benefits and principles of practice of CG Code to be adapted for the purpose of the Company's corporate governance for a long-term high turnover rate and reliability for the shareholders and the public as well as contributing to the business's sustainable value. In addition, the Board of Directors has assigned the Corporate Governance Committee a responsibility in planning and providing support and advices to the management for a readiness in joining Thailand's Private

Sector Collective Action Coalition Against Corruption (CAC). The Board of Directors has also approved an amendment of the sub-committee's charters, the preparation of the Company's ethics in investor relations handbook and the broadcasting of video clips via the Company's intranet to inform directors, executives and employees about the essential amendment of the Fifth Securities and Exchange Act with an addition of the category of personal misconduct as well as civil penalty relating to internal information to add more clarification to the Act.

The Corporate Governance Committee has also proposed a revision of the Code of Ethics and Business Conduct Handbook of Amarin Printing and Publishing Public Company Limited in Thai and English versions. Directors, managers and employees of the Company and subsidiaries shall be given a copy of the handbook for their information and understanding as well as ratification for strict compliance. This is considered part of the Company's work regulations as an evidence of good corporate governance with transparency of the Company's business operations which take shareholders, customers, employees and all stakeholders into consideration. The Code of Ethics and Business Conduct Handbook can be downloaded via the Company's website. (www.amarin.co.th)

Due to the Company's commitment and continual focus on developing the guidelines for business operations in line with good corporate governance principles, the Company has devoted attention to organization development in 5 aspects: shareholders' rights, equal treatment of shareholders, roles of stakeholders, information disclosure and transparency, and responsibilities of the Board of Directors which has been done through the management system and the corporate governance system. As a result, in 2018 the Company

received the quality assessment of the Annual General Meeting of Shareholders by the Thai Investors Association which assessed the quality of the meeting organization from practices of a registered company before, during, and after the meeting.

The Company has recognised the importance and has continuously improved the quality of the Annual General Meeting of Shareholders organization. As a result, the Company received full 100 scores for the organization of the 2018 Annual General Meeting of Shareholders. In 2018, the Company complied with the Corporate Governance Code for listed company as regulated by the Securities and Exchange Commission in 5 sections as follows:

Section 1 : Rights of Shareholders

The Company's Board of Directors is aware of and pays respect to the ownership right of the shareholders without any action violating or degrading the shareholders' rights. The shareholders are treated equitably and taken care of their interests fairly as well as being supported and encouraged whether they are domestic or foreign shareholders, major or minor shareholders or institutional shareholders to exercise their rights; both the basic rights and other non-basic rights of the shareholders in order to determine the direction of operation and decide on matters having significant impact on the Company as follows:

1.1 Basic rights: The basic rights include the right in trading or transferring the shares, the right to have parts in the share of profits in the form of dividends equally, the right in knowing the information of business adequately, timely, and equally, the right in attending the shareholders' meeting and voting, the right in electing an individual director and defining the director's remuneration, the right in appointing the auditor and determining the auditor's remuneration and the right in convening another person to attend the meeting and vote on their behalf.

1.2 Rights to know important information: The shareholders have the right to receive information equally. The Company disseminates the information both in Thai and in English via the channels of the SET and the Company's website to provide the shareholders more channels to access the Company's additional information such as the operational performance, information on related transactions, changes of capital structure and controlling power and the major asset trading of the Company, along with other information necessary for the decision making of the shareholders.

1.3 Rights in the shareholders' meeting: The Company's Board of Directors encourages to hold the Annual General Meeting by considering the rights and equality of the shareholders in attendance according to the law and good corporate governance. The Annual General Meeting is scheduled to be held once a year within 4 months before the end of the accounting period (the Company's fiscal year ends on 30 April each year). In case of urgency having to propose the special agenda, which affects the interests of shareholders or related to the conditions or statutes, the applicable law requires the approval from the shareholders in an urgent way, the Company will arrange the extraordinary shareholders' meeting on a case-by-case basis.

In 2018, the Company held the annual general meeting of shareholders on Wednesday, April 25 at 14.00 hrs in the Conventional Hall, Executive Building, Chaiyaphruk Road, Taling Chan District, Bangkok 10170. There were 71 shareholders and authorized persons attending the meeting or 84.05% of the total shares. The meeting was also attended by 11 out of 11 directors (100%) as well as the Chairperson, the Chairman of the Audit Committee, the Chairman of the Nomination and Remuneration Committee, the Chairman of the Executive Committee, Group CEO, Chief Financial Officer and The Company's internal auditors. The details of the meeting procedure were as follows:

1. Prior to the Shareholders' Meeting Date

- The Company gave the rights to the minor shareholders to propose the agenda of the shareholders' meeting and nominate the persons knowledgeable and qualified to be the directors in advance from the 21 December 2017 to the 6 February 2018, including giving the right to the shareholders to submit questions regarding the meeting agenda to the Secretary of the Company prior to the meeting date. The criteria and methods for proposing the agenda of the shareholders' meeting were published and the candidates were nominated to be elected as the directors on the Company's website. The shareholders would be informed through the news system of the SET. Nevertheless, at that time none of shareholder proposed the agenda or nominated the persons knowledgeable and qualified to be the directors to the Company.
- The Company prepared the invitation letter for the Annual General Meeting of Shareholders in both Thai and English and also published the invitation letter and all information (including Annual Reports) on the Company's website from 2 April 2018, more than 21 days prior to the meeting date. The meeting invitation letters were sent to the shareholders 21 days prior to the meeting date so that the shareholders received the documents prior to the meeting date and had sufficient time to study the information before the meeting.
- In the invitation letter, the Company clarified the facts, reasons, and comments of the Board of Directors for the consideration of the shareholders completely and sufficiently. The Agenda of the General Shareholders' Meeting consisted of:

1) *Agenda of the appointment of Directors:* The information of the nominees was provided; name and surname, age, nationality, type of director, position in the Company, date month and year of the first appointment, number of years being the director, education, training/seminar on the director program, proportion of shareholding in the Company, illegal act record, family relationship to the executives, experiences over the past 5 years, attendance in the last year and prohibited attributes.

2) *Agenda of consideration on the director's remuneration:* The information was provided about the policies, criteria, and procedures for determining the directors' remuneration, amount, forms of remuneration classified by position and responsibilities of the directors.

3) *Agenda of the appointment of auditor:* The information was provided about the name of the auditors and the auditing agency, experiences, competence of the auditor, years of serving as auditors of the Company with the presentation of audit fees separately from other service fees.

4) *Agenda on dividend payout:* Information on dividend payout policy, the amount of cash dividend to be approved, a comparison to the amount paid in the previous year and, if any, reasons for omitted dividend are given.

- No document with important information was suddenly distributed in the shareholders' meeting nor was any agenda added or changed in the significant information without prior notice to the shareholders.
- Facilitate the shareholders who could not attend the meeting in person by sending the Proxy Form B. in which the shareholders could determine the direction of voting along with the details on how to grant a proxy at the shareholders' meeting together with the invitation letters. The Proxy Forms A., B., and C. were available for downloading from the Company's website. Moreover, there were also the name list and profiles of the independent directors for the shareholders to choose to be their proxies as well.
- For facilitating the institutional investors in attending the meeting, the Company contacted the institutional investors to coordinate in preparing the proxy form prior to the meeting date for the convenience in the registration of shareholders to attend the meeting.

2. On the Shareholders' Meeting Date

- The Company defined the procedures for the meeting lawfully considering the convenience, rights, and equitable treatment to shareholders. The shareholders were allowed to register with the barcode system at least 2 hours

prior to the meeting and could continue to register until the meeting was completed. The Company provided adequate personnel for the registration of meeting. The revenue stamps were also provided to shareholders who appointed the proxies or independent directors to attend the meeting on behalf. The voting cards were distributed to all shareholders for voting.

- For the transparency in counting the votes, the Company invited Miss Piyawan Meesuk the representative from Kunnatum Law Office, the Company's legal advisor and Miss Suwajee Charusphakchoke, the representative of the shareholders to witness the checking and the counting of the ballots.
- The Chief Executive Director presided over the meeting and assigned Mr. Chantachat Dhanesnitaya, the Company secretary to organize the meeting. The Secretary introduced the Board of Directors, the Chairperson of all sub-committees, the Executive Board, and the Company's internal auditors to the meeting and explained to the shareholders the voting procedure for each agenda that required consensus in accordance to the law and the Company's regulations. In case of late attendance during the meeting, the Company shall assign the late attendant the right to vote on the remaining agendas and this shall constitute a quorum.
- During the meeting, the chairperson assigned Mr. Charnvit Chanthalertwittaya to conduct the meeting by addressing the agendas as designated in the invitation letter to the meeting. There shall be no addition of agendas or amendment of important information without a prior notice. All shareholders were given an opportunity and a full equal right to make inquiry, express opinion, and give suggestions for all agendas.
- Voting and vote counting: The Company acted in accordance with the Company's regulations that allow 1 share per 1 vote. In the 2018 shareholder meeting, there were 4 voting categories as follows:

1) *Agendas that required an approval by the voting majority included Agenda no. 1, 3, 4, 5 and 7.* The vote result was calculated by counting only the votes from those who voted in favor and against and not including those who abstained their vote.

2) *Agendas that required more than $\frac{2}{3}$ of all votes casted by shareholders who were present and eligible to vote included Agenda no. 8.* The Company would count the vote from all shareholders who were present at the meeting including those who voted in favor, against, as well as those who abstained their vote.

3) *Agendas that required vote in favor more than $\frac{3}{4}$ of all votes from shareholders who were present and eligible to vote included Agenda no. 9 and 10.* The Company would count the vote from all shareholders who were present at the meeting including those voting in favor, against, or abstaining from voting.

4) *Agendas that required more than $\frac{3}{4}$ vote in favor from the total vote of the shareholders who were present and eligible to vote excluding stakeholders included Agenda no. 6.* The Company counted vote in favor, against, and those abstaining their vote from all shareholders who were present, excluding the stakeholders.

3. After the Shareholders' Meeting

- The Company disclosed the resolutions of the Annual General Meeting of Shareholders together with the voting results for each agenda which were divided into the votes of disapproval and abstention both in Thai and in English via the news system of the SET

- Prepare the minutes of the Annual General Meeting of Shareholders with the complete contents and summary of the voting results for each agenda which were divided into agreeing, disagreeing, and abstaining including the important discussion notes and explanations in summary to be submitted to the SET, the SEC, and government agencies within 14 days from the date of the shareholders' meeting as well as publishing on the Company's website both in Thai and in English. This was the way for the shareholders to know and be able to check the information without having to wait for the next meeting.

Section 2 : Equal Treatment to Shareholders

The Board of Directors was aware of the duties in taking care of the interests of all shareholders, whether they are major, minor, individual shareholders or institutional investors, Thai or foreign shareholders, to receive fair and equitable rights and fair treatment for the maximum benefits of the shareholders as follows:

2.1 Protection of Rights of Minor Shareholders

- 1) Allowed the minor shareholders to propose agendas and nominate the persons to be elected as directors prior to the Annual General Meeting of Shareholders for the fiscal year 2018 from 21 December 2017 to 6 February 2018. The Company disseminated the criteria and methods on the Company's website as well as notifying the shareholders via the news system of the SET. At that time, no shareholder proposed the agenda or nominated the persons knowledgeable and qualified to be the directors to the Company in advance.
- 2) In determining the rights to vote at the meeting, it would be based on the number of shares held by the shareholders. One share is equal to one vote and no share had the privilege to limit the rights of other shareholders.
- 3) In case the shareholders are inconvenient to attend the meeting in person, they could appoint the independent directors of the Company or another person to attend the meeting to represent their rights. The Company had notified the details of documents and evidences required for giving the proxy clearly which were sent together with the power of attorney forms.
- 4) The Company used a barcode system for vote counting in each and all agendas and showed the vote result on the conference screen. The ballots were prepared for the shareholders in all agendas. Ballots from those who voted against or abstaining their vote were first collected for the vote counting, except in Agenda no. 7 about the election of a replacement for directors who have completed their term, whereby all ballots were collected at the same time. Those who voted in favor were asked to keep their ballots and return them to the Company staff after the meeting.

2.2 Prevention of Misuse of Internal Information

The Company has implemented measures to prevent internal information misuse by defining internal information usage policy in the Company's Code of Ethics and Business Conduct handbook. Directors, executives and employees as well as those who have access to or are in possession of such internal information shall be responsible for the strict protection of the Company's confidential information, especially internal information that has yet been released to the public or the information that may impact business operation or AMARIN share price, or have an impact on stock exchange rate. It is prohibited to use an opportunity or the insider information as directors, executives or employees of the Company for their own benefit in stock trading as well as providing internal information or disclosing any confidential information to an external party especially business competitors. An access to the Company's confidential information will be restricted only to related directors and executives. In 2018, committee, executives and employees strictly complied with the aforementioned policy. There was no evidence of the company's directors and executives engaging in stock trading by using the internal information.

2.3 The Company's Securities Trading

The Company has implemented measures to oversee the company's securities trading as defined in the Code of Ethics and Business Conduct handbook banning the company's

directors and executives (according to the Securities and Exchange Commission's definition) including their spouse and underage children as well as the Company's employees or those who have access or are in possession of internal information to engage in securities trading for a period of one month before an annual release of the financial statement and five days after the public have been informed of the information. Every 3 months the Company shall notify the committee and the executives about the securities blackout periods. If any committees or executives wish to trade AMARIN, they shall inform the board of committee or a designated personnel who is in charge of securities trading at least 1 day before the trading occurs. The Board of Directors has assigned the company secretary to submit a summary report of changes in securities holding of director and executives to the board of directors' meeting every quarter. In 2018, the directors and executives strictly complied with the policy and there was no securities trading during the blackout periods.

2.4 Conflicts of Interest Policy

The Company, in recognition of the importance of conflict of interest policy as it has an affect on the business, has defined the rules of conduct for directors, executives and employees as follows:

- 1) Directors, executives, and employees shall avoid conflicts between their personal interest and the Company's when dealing business with partners and any other persons. If it is necessary to perform any operations that may cause conflicts of interest, directors, executives and employees shall consider the utmost benefit of the Company.
- 2) Directors, executives and employees who take part in external activities or hold an external position such as directors, executives, consultants, agents or employees in another organization. Such activity shall not cause a direct or indirect conflict of interest with the Company.
- 3) In case any executive or employee is employed as a committee, partner or consultant in any other company, organization or business association, such employment shall not affect their assigned duty and shall be first approved by the President. Directors engaging in such action shall firstly seek an approval from the Board of Directors' meeting
- 4) Avoid connected transactions. In case of any transaction regarded as connected transactions as announced by the Stock Exchange of Thailand and/or the Securities and Exchange Commission, the Company shall strictly comply with regulations, guidelines, and disclosure of information regarding connected transactions of listed company.
- 5) In case any executives and employees or their family members engage in or become a stockholder in any business that may bring personal gains or cause a business conflict with the Company, they shall notify the President in writing. In case any committee members or family members engage in such conduct, they shall inform the Chairperson in writing.

Section 3 : The Roles of Stakeholders

The Board of Directors has paid recognition to the rights of all stakeholders and has defined clear principles in regards to the roles of stakeholders in the Code of Ethics and Business Conduct Handbook to be distributed to directors, executives and employees to use as a guideline in dealing with the stakeholders to ensure that all parties are fairly and equally treated.

3.1 Policies and guidelines in relation to shareholders

The Company has been aware of all shareholders' rights and equality and has committed to an efficient business conduct within its fullest capacity to ensure that all shareholders receive appropriate and sustainable gains. The Company has defined the code of conduct as follows:

- 1) The Company respects the rights and equality among the shareholders by ensuring that they shall be informed of the Company's news and information that may affect their decision. The information revealed may include operation results, financial statement and other type of information as regulated by the Stock Exchange of Thailand and the Securities and Exchange Commission.
- 2) The Company shall equally and frequently submit an accurate report on the current status and the future trends to the shareholders.
- 3) The Company has recognised the rights and equality of all shareholders during the shareholders meeting in compliance with the announcements, orders and regulations announced by the Stock Exchange of Thailand and the Securities and Exchange Commission.
- 4) The Company shall perform duty and conduct business with integrity and shall make careful decisions by maintaining fairness among shareholders.
- 5) Directors, executives and employees or other related persons shall not use insider information which has not been released to the public for their personal gains that may cause conflict of interest with the Company.

3.2 Policies and guidelines in relation to employees

The Company respects and follows the laws, rules and regulations and orders of related government agencies as well as the Company's rules and regulations which have been defined as policies as follows:

- 1) Directors, executives and employees shall comply with the laws, regulations and orders as well as respecting local customs and traditions that are related to the Company's business.
- 2) Directors, executives and employees shall strictly follow the law and the Company's regulations.
- 3) Directors, executives and employees shall comply with the regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand or other related government agencies.
- 4) Directors, executives and employees shall perform their duty with integrity for the Company's legitimate interest. They shall abstain from assisting, supporting or encouraging an avoidance of legal compliance.
- 5) Directors, executives and employees shall cooperate with related governing agencies and report information on violations of laws and regulations to the agencies.

3.3 Policies and guidelines in relation to customers

The Company aims to build up confidence and the highest level of satisfaction among customers who are considered one of the main factors that bring the Company towards the set goals. The Company has thus defined the codes of conduct as follows:

- 1) The Company recognises the importance of its customers and aims to build trust and highest level of satisfaction among them by providing the quality of reasonably priced service and pieces of work in order to form a good and sustainable relationship with the customers.
- 2) The Company shall provide a satisfactory service system that treats everyone equally without discrimination.
- 3) Executives and employees shall provide a complaint system to facilitate customers who may want to file a complaint about the Company's service or business operations. The complaints shall be processed in a quick and responsive manner.

3.4 Policies and guidelines in relation to business partners and/or debtors

The Company has devoted attention to integrity, equality and fairness in business conduct and mutual benefits with business partners as well as adhering to good and fair practice towards debtors. The Company has thus defined the code of conduct as follows:

- 1) Executives and employees shall develop and maintain a sustainable relation with business partners as well as building trust among each other.
- 2) Executives and employees shall provide a complaint management system to handle complaints about the Company's service and business conduct and apply the best measures to ensure a quick response to the partners.
- 3) Do not charge, receive or pay any unlawful remuneration to business partners and/or debtors.
- 4) Executives and employees shall not advertise wrong or deceiving information that may cause misunderstandings with business partners.
- 5) Maintain and strictly comply with the conditions towards debtors in terms of loan repayment, securities protection, loan collateral, and other terms of condition.
- 6) Executives shall manage to reassure debtors about the Company's financial situation and ability to repay the loan.
- 7) Should there be any obstacle preventing the Company from following the terms of condition of business partners and/or debtors, the Company shall notify the partners and/or debtors as soon as possible in order to find a proper solution.
- 8) The Company shall arrange a disclosure of accurate and complete financial information to debtors.

3.5 Policies and guidelines in relation to business competitors

The Company has implemented policies concerning business competition and competitors that strictly comply with the related laws and regulations and has defined the code of conduct as follows:

- 1) Act in compliance with the laws and good moral principles.
- 2) Do not defame competitors or acquire competitors' confidential information for the benefit of the Company via unlawful or inappropriate means.
- 3) Executives and employees shall abstain from taking any action that may infringe intellectual property of others or competitors.
- 4) The Company shall provide accurate and factual information about the quality and nature of service and goods in press conferences or public relation advertising.
- 5) Do not engage in any contract or agreement that may unreasonably diminish or eliminate business competition.

3.6 Policies and guidelines in relation to society, community development and environment

The Company has devoted attention to society, community and environment and has committed to business operations that are beneficial towards the society, community and environment as well as instilling in every employee an idea of good citizenship by contributing to the society, community and environment. The Company has thus defined the code of conduct as follows:

- 1) Directors, executives and employees shall behave as a good citizen by strictly following the laws and/or the regulations issued by related governing agencies and continually cooperating with the government.

- 2) Directors, executives and employees shall support and create a good society in relation to an improvement of the quality of life, energy saving , and environmental conservation for the prosperous progress of the whole society.
- 3) Directors, executives and employees shall prevent the Company's business operations from causing damage to the quality of life in the community, society and environment.
- 4) Directors, executives and employees shall continually and committedly build social responsibility consciousness among employees at every level.

In 2018, AMARIN directors, executives and employees organized several activities and projects to develop the community and give back to the society. Details of the project can be found under the article on "Corporate Social Responsibility".

3.7 Promotion of Effective Utilization of Resources

The Board of Directors has also recognised of the value of resources thus encouraging an efficient use of such resources as part of the Company's business operations. Throughout its past operations, the Company has continuously provided trainings and campaigns to create energy-saving awareness and guidelines for an efficient use of resources including electricity, water, paper and other non-recyclable resources.

3.8 Policies and guidelines in relation to infringement of human rights

The Board of Directors has recognised the importance and held as a principle policy in conducting the business towards sustainability by respecting human rights and dignity of all employees. This serves as a foundation for quality and valuable business operations.

3.9 Policy and guidelines in relation to intellectual property infringement

The Board of Directors has recognised the importance of encouraging a strict practice in accordance with rights in property, intellectual property, copyrights, licenses and moral rights by defining the guidelines as follows:

- 1) Encourage executives and employees to use the Company's resources and properties efficiently to boost up competitiveness and customer service quality. The Company also encourages the use of copyrighted products and services and opposes to the use of any product or any action that may infringe intellectual property.
- 2) Illegal software usage is considered an infringement of intellectual property and a serious crime. The Company has recognised an importance of data security protection against viral attacks or intruders as well as information leakage. The Company has installed a protection system such as Firewalls to control an access to data and computers. Anti-virus programs have been installed on all PC throughout the network and there is a clear segmentation between the network systems. The Company also has a data backup and recovery system and a Disaster Recovery Plan (DRP) as well as an emergency drill every year.

Section 4 : Information disclosure and transparency

The Board of Directors has recognised the importance of a complete and accurate disclosure of data and information including financial statements and other important general information about the business and the operation results. The disclose information should be sufficiently, frequently, timely and equally distributed among investors and stakeholders to ensure that they receive reliable and sufficient information for their decision making. The disclosed information includes the following:

- 4.1 **Corporate Governance Policy** The Company has prepared and disclosed information including the corporate governance policy, the Code of Ethics and Business Conduct Handbook, the code of ethics in investor relations, the Company's regulations, memorandum, charters of the Company's sub-committees, details of the Company secretary and accounting and financial executives as well as the Deputy Executive Director of the Accounting and Finance Department on the Company's website.
- 4.2 **Social and Environment Care Policy** The Company has defined the mission and policy governing the business's social and environment responsibility. The detail of this policy can be found under the article on "Corporate Social and Environment Responsibility".
- 4.3 **Risk Management Policy** The Company has appointed the Sustainability and Risk Management Committee to oversee the Company's risk management system to ensure its efficiency and coverage as well as to define the risk management policy as found in details under the article on "Risk factors".
- 4.4 **Shareholder Structure** The names of top 10 shareholders as on the date of the annual general meeting of shareholders are disclosed on the Company's website.
- 4.5 **Accountability report of the Board of Directors for financial statement** The Board of Directors, recognizing the importance of the preparation of financial statements with accuracy and reliability in compliance with accounting standards to support investors' decision, has prepared the accountability report of the Board of Directors for financial statement along with the Auditor Report in the annual report. In 2018, the Company's financial statement was accepted without conditions by the auditor and the Company had submitted the audited financial statement to the Stock Exchange of Thailand on time and there was no correction required.
- 4.6 **Roles and duties of the Board of Directors and the subcommittees** The role and duties of the Board of Directors and the subcommittees as well as the total number of meetings and the attendance of each director in the past year are disclosed under the article on "Management Structure" and "Corporate Governance" about the subcommittees.
- 4.7 **Shareholding of the directors and executives** The information about shareholding and any changes in the Company's securities directly or indirectly held by the directors and executives are disclosed in the Annual Registration Statement (form 56-1) and the annual report (form 56-2). More details can be found in the article on "Management Structure" about the directors and executives' shareholding.
- 4.8 **Remuneration of the directors and executives** The remuneration payment policy including the methods, forms, amount and rates of payment is disclosed in the article on "Management Structure" about the remuneration for the directors, executives and the Chief Executive Officer.
- 4.9 **Report of Interest policy** The Board's policy requires all directors and executives to notify the Company of their own or their related persons' interest within 3 months from the nomination date or from the date that the change occurs. The Company secretary shall submit a copy of report of interest to the President and the Chairperson of the Internal Auditor Committee within 7 days from the submission date of the report. In 2018, the directors and executives strictly complied with the policy.
- 4.10 **Development of directors and executives** The information on directors and executives development and training are disclosed in details in the article on "Management Structure" about staff.

- 4.11 Related Transactions** The Board of Directors has defined a policy requiring the Company to comply with the Securities and Exchange Commission announcements. In case of important related transactions, the Company shall seek approval from the Board of Directors and submit the report to the Internal Auditing Committee for consideration in case there is any conflicted opinion before submitting the reviewed report to the Board of Directors for an agreement and/or approval. After that, the Company shall notify the Stock Exchange Market of Thailand. More details can be found in the article on "Related Transactions".
- 4.12 Quarterly report on operation results** Management Discussion and Analysis (MD&A) reports are prepared quarterly and annually to give details of operation and financial results as well as an analysis of information. The report shall also provide explanation of factors that cause changes in operation results in order to supply shareholders and investors with accurate and sufficient information for their decision making.
- 4.13 Whistleblowing Policy** The Company allows staff and stakeholders to make whistleblowing report on any suspicious incidents or behaviors related to misconduct, or any case where staff or stakeholders believe or suspect that there might be illegal misconduct which may cause problems or damage to the Company. In addition, the Company also accepts complaints in case of violation of rights of staff and stakeholders or unfair treatment. The whistleblowing report can be done through specified channels by following the procedure as in the article on "Whistleblowing Policy".
- 4.14 Investor relations** The Company has set up an investor relations unit for an instant inquiry response and a fair disclosure of the Company's information. The disclosed information must be accurate, transparent, complete, and timely, especially important information that may affect the Company's share price. The

informed persons can use such information to support their investment decision which, in turn, will have an impact on the Company's intrinsic value as well as its management of relations with investors, analysts, shareholders and general public, etc.

The investor relations unit works closely with top-level executives to define the policies and quarterly and annual plans as well as setting the operation guidelines and investor relations development. Investors and related party can contact the unit at telephone no. 0-2422-9999 ext. 4634, 4635 or E-mail: IR@amarin.co.th. In 2018, there was 1 company visit. The meetings have successfully created mutual understandings among investors as well as press releases in case there are important investment or business activities.

Section 5 : Responsibilities of the Board of Directors

The Board of Directors has been appointed to oversee the business operations in accordance with the corporate governance policy for the utmost benefit of the Company and shareholders, in compliance with the laws, policies, objectives, regulations and the shareholders' meeting consensus with accountability, care and integrity in the same manner that a conscionable person may act under similar circumstances, subject to commercial bargaining power and without any influence to their status as director. The Board of Directors comprises 5 or more members who may serve a 3-year term. As on December 31, 2019 there were 11 members on the Board of Directors as follows:

- 2 executive directors (18.18% of total number of directors)
- 5 non-executive directors (45.45% of total number of directors)

- 4 independent directors (36.37% of total number of directors) in accordance with the regulations concerning the proportion of independent directors that requires a number of independent directors, at least one third of the total and not less than 3, in a listed company.

5.1 Corporate Governance and business ethics policies

The Board of Directors has endeavored to conduct the business with transparency, integrity, and responsibility to stakeholders, society and environment as well as avoiding any activities that may infringe intellectual property or human rights. The Company has thus implemented undiscriminating policies and ensured that employees have the rights to personal safety in a safe, clean and hygienic workplace without harassment in any forms. This is in line with the management of compensation, other remuneration and employment conditions with justice and sincerity. There is banning of child labours, forced labours, the use of discipline for physical punishment, threat, violence, and physical, mental or verbal abuses. The above policy has been recorded in the Company's Ethical Business Conduct handbook. In 2018, the Board of Directors called for a revision of the handbook and granted an approval for an amendment as proposed by the Corporate Governance Committee. The new handbook has been published and distributed to directors, executives and employees of the Company and subsidiaries for their information and ratification that they will strictly act in compliance with the policies which are regarded as part of the Company's regulations. The Company has also defined that it is a supervisor's duty to inform their staff about the business ethics principles to ensure that every employees has knowledge and understanding toward the Corporate Governance and Business Ethics policies. In addition, the Board of Directors has also provided channels for whistleblowing or complaint filing in case there is any suspicious unethical business conduct and any illegal actions including corruption and unfair treatment from internal and external parties. The Board has also overseen to ensure

that there is an appropriate complaint procedure system as well as measures for the protection of informers. This is considered an evidence of the Company's corporate governance and transparency in business operations that take the interest of the shareholders, customers, staff, and all stakeholders into consideration.

5.2 Vision, commitment and strategic planning

In 2018, the Board of Directors revised and approved the Company's vision, commitment and strategic planning (2019-2021) to steer executives and employees towards the same business goal. Each year the strategic plans shall be constantly revised. After that the directors will monitor to ensure that the management continuously implements and follows the Company's strategic directions. The management is required to communicate the policies, goals and directions to employees at all levels as well as to submit reports on the implementation of the strategic plans and revision suggestions, if any, during the monthly meeting of the executive directors and the quarterly meeting of the Board of Directors.

5.3 Board diversity policy

The Company has recognised the benefits of diversity of the boards and regarded this as one of the important factors that contributes to the efficiency of the Board's decision making. The diversity does not apply only in terms of gender but also age, background history, education background, work experiences, skills and knowledge, and expertise. The selection and nomination of the boards are based on the background knowledge and the benefits of diversity will be considered one of the main criteria.

5.4 Board of Directors selection process and criteria

The nominated member shall go through transparent selection process as follows:

Selection Process	Description
Criteria	The Nomination and Remuneration Committee defines the qualification for members of the Board of Directors to determine whether the Board still lacks any expertise or diversity in regards to experience, knowledge and independency.
Recruitment	The candidate for a new Board member shall be recruited from: 1. Existing Board members' reference 2. Minor shareholders' nomination 3. Director pool of the Thai Institute of Directors
Selection	The Nomination and Remuneration Committee shall interview and evaluate the qualification of the candidate using Board Skill Matrix as a selection tool.
Nomination	The Nomination and Remuneration shall select the fully qualified persons and acquire a consensus to submit the list of qualified persons for consideration of the Board of Directors to be presented at the Shareholders' meeting.
Re-nomination	The Nomination and Remuneration Committee shall consider factors including work performance as well as attendance and participation in meetings and other activities of the Board member.

At present, the Board of Directors consists of members with diverse qualifications in regards to knowledge and expertise, experiences and specialization in different fields including business administration, management, investment administration, finance, laws, accounting, strategic planning, economics, and IT. The Company requires such diversity to ensure that the Board of Directors will be able to efficiently and proficiently define strategies and policies as well as to oversee and monitor to ensure an operation in line with the Company's business directions.

5.5 Orientation of new directors

The Company has organized an orientation program for new directors to inform them about the business policies and other related information including the Company's capital structure, shareholders, operation results, laws and regulations and other useful information for directors. In 2018, no new directors have been appointed.

5.6 Division of roles and duties of the Board of Directors

The Company has marked a clear division of roles and duties between the Board of Directors and the Group Chief Executive Officer. The roles and duties of the Board of Directors include overseeing and steering the management toward the goals and directions that will benefit all stakeholders by abstaining from seeking personal gains or for any person and withholding from taking any action that may cause conflicts of interest with the Company and subsidiaries. The Board of Directors shall uphold ethical principles and perform their duties with sense of responsibility, great care and integrity. In addition, the Board shall oversee the business operations to ensure compliance with the Company's objectives and regulations, the Board's consensus and the shareholders' meeting consensus, and the laws and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

The Group Chief Executive Officer acts as the leader of the Board of Directors in managing and overseeing the business

operations in relation to general administration and as the highest executive position in the management division. The roles and duties of the Group Chief Executive Officer include operating and/or managing daily activities of the Company in accordance with the guidelines set by the Board of Directors and the Executive Board, and overseeing transactions related to the Company's regular operations.

5.7 Aggregation or segregation of positions

The Board of Directors plays an important part in overseeing the business operations for the utmost interest of the Company and shareholders. Therefore, to maintain the balance of power in the business operations, the Company has segregated the positions of the Chairperson, Chairman of the Executive Committee, and the Group Chief Executive Officer from each other and has defined the power and duty of each position as follows:

The power and duty of the Chairperson

1. To call for a meeting of the Board of Directors and act as the chairperson of the meeting. In case the votes are equal, the chairman of the meeting shall vote additionally as a casting vote;
2. To set the agendas for the Board of Directors' meeting by consulting with the Company secretary to ensure inclusion of important issues.
3. To chair the Board of Directors' meetings by following the agendas, related laws and corporate governance as well as to manage time wisely and to encourage all directors to participate in the discussion with good judgment and freedom of opinion.
4. To monitor the performance of the directors for efficiency and achievement of the organization goals.
5. To build up a good relation between the Board of Directors and the management division.

The power and duty of Chairman of the Executive Committee

1. To determine and prepare the Company's vision, commitment, strategies, budget planning, and the annual key performance indexes for an approval of the Board of Directors. To monitor the progress in comparison with the budget and operation plans and submit regular progress reports to the Board of Directors.
2. To administer and oversee the Company's business in accordance with the policies and approved operation plans.
3. To search for new business opportunities in line with the Company's vision and strategic directions.
4. To perform any action as assigned by the consensus of the Board of Directors' meeting or the shareholders' meeting.

The Power and duty of the Group Chief Executive Officer

1. To set the policies, business strategies, and annual operation and budget plans of the Company and subsidiaries for the Board of Directors' approval.
2. To oversee the operations to ensure compliance with the policies, business strategies and annual operation and budget plans of the Company and subsidiaries as approved by the Board.
3. To submit reports on the operation results as well as annual, monthly and quarterly reports of performance of the Company and subsidiaries in comparison with the operation and budget plans to the Board for their consideration and suggestion.
4. To authorize the Company's expense with a limit of 3 million baht per time within the annual budget as approved by the Board of Directors.
5. To authorize an amendment, change, rearrangement of the organizational structure for division level and below.

6. To perform any other action as assigned by the consensus of the Board's meeting and/or the meeting of the shareholders of the Company and subsidiaries in compliance with the Company's objectives and regulations and other related laws.

5.8 The Board of Directors' meeting

The Company has formally scheduled the dates for the Board of Directors' meeting for a whole year in advance and has notified the Board's members of the scheduled dates. The meeting shall be held at least once in every quarter. In case of urgency, an additional meeting shall be held as deemed appropriate to enable the Board's members to perform their duties with efficiency. For a meeting, the Company shall send an invitation letter with agendas and supporting documents to the board at least 7 days in advance to give the members sufficient time to study the supporting documents before the meeting. Each meeting may take approximately 1-3 hours. Each committee has opportunities to engage in discussion with freedom of opinion. The chairperson shall summarize the opinion expressed and the main points from the meeting. In case any member significantly becomes a person of interest in any particular agenda, the person is required to leave the meeting and abstains from voting. Every meeting's minute shall be recorded in print and the draft shall be submitted to the Board's consideration. A copy of minute shall be certified for accuracy in the next meeting by the chairperson and the company's secretary.

The meeting's minute and supporting documents shall be stored both as hard copies and electronic files for reference of the Board and related parties. In 2018, a total of five meetings of the Board of Directors were held.

5.9 The authoritative power of the Board of Directors

The Board of Directors has the authoritative power as follows:

1. To set the Company's vision, commitment, and strategic goals and to arrange appropriate revisions of the goals in response to the changing situations.
2. To monitor and oversee for the purpose of progress reports to ensure that the operation results are in accordance with the strategic goals and indicators within the budget approved by the Board of Directors as well as to define the policy for development of international competitiveness.
3. To regulate the corporate governance and business ethics policies including treatment of stakeholders, anti-fraud and corruptions, money-laundering prevention, prevention and management of conflict of interest, protection of internal information, protection of confidential information, and whistleblowing and complaints procedure. To perform a revision of the corporate governance and business ethics policies every year.
4. To provide an appropriate and sufficient internal control system and monitor the efficiency of such system in compliance with standards of recognition such as the Committee of Sponsoring Organizations (COSO). To provide a disclosure of information on the internal control and the review reports in the Company's Annual Report.
5. To provide a risk management policy and a suitable risk management framework and regularly monitor the efficiency of risk management. The sufficiency of the risk management system shall be disclosed in the Annual Report.
6. To define a framework for information technology management policy and security and safety measure in compliance with recognizable industrial standards. Also, to perform monitoring, revision and improvement as appropriate.
7. To promote creation and appropriate application of innovation and technology to ensure efficiency

of business operations and use of resources for the shared interest of Amarin Group of Companies, business partners, related parties and the society.

8. To oversee the Company's business operations to ensure the financial security and the smooth continuation of the business operations.
9. To oversee and arrange the preparation and disclosure of accurate and complete financial information in a timely manner and reflecting the operation results as well as financial status in accordance with accounting standards regulated by the accounting laws as well as to accurately and completely disclose other important information in accordance with related regulations and practices.
10. To determine the governing framework and mechanism for the subsidiary and associate companies. The Board of Directors shall select suitable representatives to be members of the Board of the subsidiary and associate companies.
11. To define transparent and clear criteria and procedure for the nomination of the Chairman and executives and to determine the remuneration and annual assessment as well as to arrange the procedure for a replacement or succession planning of the Chairman and executives every year.

5.10 The Board of Directors' report

The responsibilities of the Board of Directors shall include the preparation of the financial report of the Company and the subsidiaries and other financial information system as appeared in the Annual Report. The Board has assigned the Internal Audit Committee to prepare the financial report of the Company and its subsidiaries in accordance with the generally accepted accounting principles in Thailand and appropriate accounting policies. In addition, the Board shall include an accountability report of the Board of Directors for financial statements, along with the Internal Audit committee's and the auditor's reports.

5.11 Self-evaluation of the Board of Directors

The Board of Directors shall approve the assessment report forms to be used for self-evaluation of the whole Board, every subcommittee, and every individual director. The board shall arrange an annual self-assessment to consider and review their performance and identify obstacles as well as preparing the assessment summary report for the whole board and every subcommittee and individual report for performance improvement as in the self-assessment topic of "Management Structure" section.

5.12 Prevention of conflict of interest

The Board of Directors shall determine the policy prohibiting directors and employees to use their position in acquisition of personal gains as regulated in the Ethical Business Conduct handbook which states the rules of practice for directors, executives and employees that they should avoid any transaction that may cause the conflict of interest with the Company. In case any of securities transaction shall occur in the interest of the Company, the Board has dictated that it shall be accordance with the criteria of the Stock Exchange of Thailand, with the same price and condition as the transaction done with external party. The directors or employees who gain interest from such transaction shall not take part in the consideration and approval process. In case there is any related transaction under the announcement of the Stock Exchange of Thailand, it must be strictly done in accordance with the rules, methods and disclosure of related transaction for a listed company.

5.13 Board of Directors and executives compensation policy

The Board of Directors assigns the Nomination and Remuneration Committee to consider and determine the compensation for the Board, the subcommittees and executives to increase motivation and to attract directors whose quality is needed by the Company to ensure advantages over others in the same industry. The directors who have been assigned with more responsibilities should be entitled to an increase in compensation. The executive directors and the

executive division shall receive the remuneration in line with the Company's operation results and their performance assessment to ensure the good corporate governance as regulated by the Stock Exchange of Thailand. The Board's remuneration shall be in accordance with the approval of the shareholders' meeting. The details of the remuneration for the Board of Directors and executives in 2018 are disclosed in the "Management Structure" section under the topic of compensation for the Board of Directors and executives.

Ethical Business Conduct

AMARIN aims for business operations with transparency, integrity, ethics and responsibility toward stakeholders, society and environment and avoids any activity that may infringe intellectual property or violate human rights by regulating an indiscriminating policy and taking necessary actions to guarantee that employees have the rights to personal safety in a safe, clean and hygienic workplace without any form of harassment and threat.

The Company has operated with the rule of justice and sincerity in regards to remuneration, incentives and other terms of employment including prohibiting child labour or forced labour as well as banning physical disciplinary punishment, threat, violence, and physical, mental or verbal abuse. The above policy has been implemented as the standard of practice in the code of ethics and business conduct handbook for reference and convenience of directors, executives and employees of AMARIN Group who shall be informed of the practical guidelines, along with the Company's rules and regulations. It is also regulated that all directors, executives and employees shall be informed, understand and strictly act in compliance with the policies and procedures regulated in the business ethics handbook. The supervisors at all levels shall act as a good example and encourage the subordinates to comply with the regulated procedure as well as handling employees' complaints in regards to negligence of the code of conduct and other

wrongdoings with care and confidentiality to protect the rights of the accused and the whistleblowers.

Negligence of the Corporate Governance Code

The Stock Exchange of Thailand has promoted and encouraged listed companies in Thailand to recognise the benefits of business operations with good corporate governance by introducing the "Corporate Governance Code for Listed Companies 2013" prepared by the Stock Exchange of Thailand to move towards the international standard of corporate governance. The code shall be adjusted and applied to suit a company's situation or the company shall identify issues obstructing practices in accordance with the code. In 2018, the Company complied with the corporate governance code, with an exception of certain cases as follows:

1. The board of directors should clearly state a policy that independent directors should not be served on the Board beyond nine years from the date of their first appointment.

Explanation The Board of Directors has held back the policy restricting the number of years for independent directors' serving terms because the Company has taken into consideration the knowledge, abilities and experiences of each independent director which shall benefit all stakeholders and contribute to the growth of the Company. The Company has also considered the overall performance and the performance assessment result of each independent director throughout their serving term. All independent directors have proved that they have maintained their independency without any conflict of interest and/or significant gain or loss of benefits with the Company. Throughout, there have been no stakeholders or governing agencies filing complaints or claims about the disqualification of independent directors.

2. The Board should set a limit of five board seats in publicly-listed companies, which an individual director can hold simultaneously.

Explanation The Board of Directors has held back the regulation of the policy limiting the number of board seats in public-listed companies because the Board has considered the Nomination and Remuneration Committee has taken into consideration the selection criteria for directors including knowledge, abilities, expertise, work experiences, personal background without prohibited qualification, independency, and ability to fully dedicate themselves to the Company. The Board of Directors has considered that holding more than five board seats will not significantly affect the directors' performance as long as the Company has a clear and appropriate selection criteria for directors.

Whistleblowing policy and protection of whistleblowers

AMARIN has provided both internal and external channels for whistleblowing and complaints filing as well as providing an appropriate complaints procedure and whistleblower protection measures as follows:

1. Whistleblowing

The Company has provided channels for whistleblowing report on any suspicious incidents or behaviors related to misconduct, or any case where it is believed or suspected that there might be misconduct in relation to corporate governance and business ethics as follows:

1. **Contact the Chairman of the Corporate Governance Committee**

Mail:

Chairman of the Corporate Governance Committee
Amarin Printing & Publishing Public Company Limited
378 Chaiyaphruk Road, Taling Chan, Bangkok 10170

Email: independentdirector@amarin.co.th

Telephone: 0-2422-9999 ext. 4671 during office hours

2. Contact the Company Secretary

Mail:

Company Secretary
Amarin Printing & Publishing Public Company Limited
378 Chaiyaphruk Road, Taling Chan, Bangkok 10170

Email: secretary@amarin.co.th

Telephone: 0-2422-9999 ext. 4602 during office hours

Published on the Company's website (www.amarin.co.th) including the Annual Registration Statement (form 56-1), the Annual Report (form 56-2) and the Code of Ethics and Business Conduct Handbook.

2. Complaints Procedure

Upon receipt of complaint, the Company shall verify, evaluate and investigate information, and then, stipulate measure to alleviate damage to those affected. The Company takes into account damage in overall, thus, the Company shall assign relevant officer who is responsible for such matter to follow up on progress and report result to the receiver of whistle-blowing/complaint including whistleblower/complainant. Such result will also be reported to Group CEO, the Executive Committee, the Audit Committee and the Board of Directors as appropriate.

3. Protection of whistleblowers

To protect whistleblowers/complainants, the Company shall keep confidential the name, address, photograph or any information of whistleblower/complainant. Set up protection measure in the event that such person may be unsafe or affected by vexation as well as provide mitigation with appropriate and fair process.

In case of finding that any employee acts against the ethical business conduct and Anti-Corruption Policy, such employee shall be undergoing disciplinary punishment in accordance with the Company's regulations or related laws. In 2018, the Company did not receive any complaints.

Anti-Corruption Policy

The Board of Directors has committed to business operations with transparency in accordance with regulated laws, code of ethics and corporate governance policy guidelines as well as to act against corruptions which the Company regarded as a crime, legally and morally. Therefore, the Company has set policy and guidelines to prevent any form of corruption. In 2018, the Company also signed a letter of intent for participation in the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC).

Management Structure

The Company's management structure comprises the Board of Directors and 5 subcommittees including the Board of Executive Directors, the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, and the Sustainability and Risk Management Committee.

The Board of Directors

As of December 31, 2018, the Board of Directors had 11 members including 9 non-executive members and other 2 executive directors. 4 were independent directors or more than one third in the Board of Directors. The information on non-executive directors, independent directors and executive directors were disclosed in the topic on "Information about the Directors".

Scope of Power and Duty of the Board of Directors

The Board of Directors shall carry out its work with responsibility and caution towards the shareholders in respect to business conduct as well as to oversee and supervise the management's execution to meet the strategic goals and direction for the

highest interest of the shareholders. The Board shall take the interest of all stakeholders into consideration as well as performing in compliance with the Company's objectives and regulations, the Board's meeting and the shareholders' meeting with the exception of some issues that require the consensus of the shareholders' meetings as regulated by the laws. The Board shall also oversee to ensure business operations with integrity, careful protection of the Company's interest and accountability towards the present and long-term benefit of shareholders in compliance with the rules and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

The Board of Directors may authorize one or several directors or any other person to act on the Board's behalf and such authorization shall be subject to cancellation and change by the Board at any time. The Board of Directors also has the power to designate and make change to the authorized signatory and appoint the subcommittee. However, the Board of Directors may authorize the power to the Executive Board to operate within their power and duty. Such authorization shall not be exercised nor transferred to allow the authorized person to approve any transaction from which he/she or other person may have a conflict of interest (as regulated by the Securities and Exchange Commission) with the Company or subsidiaries in an exception of an approval of transaction in accordance with policies and guidelines already defined and approved by the Board of Directors.

The Executive Committee

The Board of Directors has approved the nomination of the Executive Committee comprising 7 members as follows:

Name	Position
Mr. Thapana Sirivadhanabhakdi	Chairman of the Executive Committee
Mr. Nararat Limnararat	Vice Chairman of the Executive Committee
Mr. Kamolnai Chaixanien	Executive Director
Mr. Khumpol Poonsonee	Executive Director
Mrs. Rarin Utakapan Punjarungroj	Executive Director
Mr. Cheewapat Nathalang	Executive Director
Mr. Siri Bunpitungate	Executive Director

Note: In 2018, twelve meetings of the Board of Executive Directors were held with Mr. Siri Bunpitungate acting as the secretary of the Board of Executive Directors.

Scope of Power and Duty of the Executive Committee

1. To define the Company's investment strategy in new businesses;
2. To propose business goals, business plan, and annual budget plan of the Company for its Board of Directors to approve;
3. To monitor the Company's operation to ensure its compliance of corporate policy;
4. To ensure that risk management policies and procedures are established;
5. To make sure that a policy, process and system for effective internal control is adopted;
6. To report the Company's key operating results, management performance and that of the Executive Directors and management supervision to the Board of Directors;
7. To determine remuneration for company's employees;
8. To consider the Company's operating results and dividend-payment proposal, which will then be submitted to shareholders' meeting for approval.

The Audit Committee

The Board of Directors has approved the nomination of the Audit Committee by selecting the committee members from the members of Board of Directors who possess the qualification as regulated by the Capital Market Commission. There shall be at least 3 members on the committee and at least one must have knowledge in accounting and finance. Presently, the Company's Audit Committee comprises 3 members, all of whom are independent directors, as follows:

Name	Position
Assoc.Prof. Dr. Somchai Phagaphasvivat	Chairman of the Audit Committee
Prof. Dr. Nantawat Boramanand	Member of the Audit Committee
Mr. Suwit Chindasanguan	Member of the Audit Committee

Note: Assoc.Prof. Dr. Somchai Phagaphasvivat and Mr. Suwit Chindasanguan have accounting and finance knowledge.

The Audit Committee has a three-year term from the date of nomination or until the completion of their term as directors. Mr. Samart Pochjanapanichakul, the senior manager of the Internal Audit Department, acted as the secretary of the Audit Committee.

In 2018, six meetings of the Audit Committee were held and the Committee attended one meeting with the auditor without presence of the management department.

Scope of Power, Duty and Responsibilities of the Audit Committee

The Audit Committee has the duty to help the Board of Directors with the supervision over financial reports to ensure their accuracy, appropriateness, reliability, adequate information disclosure and compliance with the standards and regulations set by regulatory bodies. Such reports allow the Company to win confidence and trust from investors, financial institutes, business partners and stakeholders. Also, the Audit Committee has the duty to oversee the internal-audit efficiency of the Company and its subsidiaries for the purpose of creating assurances that all operations proceed efficiently and fully comply with laws, regulations and requirements set by regulatory bodies, and ethical standards.

The Audit Committee's scope of duty and responsibility are as follows:

1. To audit financial statements of the Company and its subsidiaries so as to ensure accuracy, reliability and adequate disclosure of information;
2. To review and ensure the Company's and its subsidiaries' compliance with laws on securities and the Stock Exchange of Thailand, regulations issued by regulatory bodies, and laws related to the Company's businesses;
3. To examine related transactions, transactions that may involve conflict of interest, the acquisition or sale of the Company's or its subsidiaries' assets so as to ensure compliance with laws and the Stock Exchange of Thailand's rules and ensure that those transactions are reasonable, transparent and done in the best interest of the Company;
4. To conduct audits for the purpose of ensuring that the Company and its subsidiaries have appropriate and efficient internal-audit systems, to check the independence of internal-audit units, to give advice on budget and workforce, and to approve appointments, transfers, annual performance evaluations, and employment termination of heads of internal-audit units;
5. To select, appoint and dismiss independent persons as the auditors of the Company and its subsidiaries, to propose their remuneration, and to attend a meeting with auditors at least once a year without the presence of the Management;
6. To review and ensure that the Company and its subsidiaries have risk-assessment system and risk-management system that are adequate, appropriate and efficient;
7. To compile the Audit Committee's report, which is signed by the chair of the Audit Committee and disclosed in the

Company's annual report in line with the Stock Exchange of Thailand's regulations;

8. To approve the internal-audit plans of the Company and its subsidiaries in line with generally-accepted approach and standards, and also to monitor the work of internal-audit units;
9. To seek independent opinions from professional consultants, when deemed necessary, at the Company's expenses;
10. To carry out any assignment given by the Board of Directors with consent from the Audit Committee.

In addition, to ensure the effectiveness of the performance within the power and duty of the Audit Committee, the committee shall be able to exercise the power to invite the management, the executive office or other relevant parties to a meeting for clarification and expression of opinion or to send necessary document and to hire a consultant or an external expert in necessary cases in relation to the performance of their duty. The Company shall be responsible for an incurred expense. The Board of Directors has defined stricter qualifications of independent directors than the minimum requirements of the Stock Exchange of Thailand as in the announcement on qualification of independent directors dated on October 28, 1993 and the requirements of the Securities and Stock Commission as on the Document No. 59/2004 dated on December 1, 2003 on the definition of independent directors and Document No. 11/2009 dated on April 16, 2009 on the amendment of requirements for independent directors as follows:

1. Holding no more than 1% of total voting shares* including the shareholding of persons related to the independent directors.
2. Not currently be or never been the company's executive director, worker, employee, salaried consultant, or controlling

parties*. Exception: It has been at least two years after the person has held the position.

3. Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.
4. Not currently having or never had any relations with the company* in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company*. Exception: It has been at least two years after the person has held the position.
5. Not currently being or never been the company's auditor*. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor's auditing firm*. Exception: It has been at least two years after the person has held the position.
6. Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company with a fee more than THB 2 million per year*. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Exception: It has been at least two years after the person has held the position.
7. Not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related to major shareholder.
8. Not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies

operating under similar business nature and significant competition to the company and subsidiary.

9. Not under any conditions that may impede the person from having independent views towards the company's operations.

*Including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company

The Nomination and Remuneration Committee

The Board of Directors has approved the appointment of the Nomination and Remuneration Committee presently consisting of 4 members as follows:

Name	Position
Mrs. Metta Utakapan	Chairman of the Nomination and Remuneration
Mr. Thapana Sirivadhanabhakdi	Member of the Nomination and Remuneration
Mr. Nararat Limnararat	Member of the Nomination and Remuneration
Mrs. Rarin Utakapan Punjarungroj	Member of the Nomination and Remuneration

Note: *The Nomination and Remuneration Committee serves a 3-year term from the date of designation, or in accordance with their term as directors. Mrs. Rarin Utakapan Punjarungroj acts as the Committee's secretary. In 2018, two meetings of the Nomination and Remuneration Committee were held.*

Scope of Power, Duty and Responsibilities of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has carried out its works under the Nomination and Remuneration Committee Charter as follows:

1. To select and nominate qualified individuals to the positions of Company's directors, President & Chief Executive Officer; follow-up on the succession plan in the selection and placement of qualified individuals to fill the vacant posts or those left vacant due to the completion of tenure;
2. To formulate guidelines for assessment and evaluation of performance of the Company's directors and Chief Executive Officer to ensure transparency;
3. To determine procedures and requirements for qualified individuals for early nomination by minority shareholders to make certain that all shareholders receive fair and equal treatment;
4. To have the power to demand access to related documents and the presence of individuals with information required for their consideration of different matters;
5. To propose policy and guidelines on remuneration rates for Board members, consultant(s) to the Board of Directors and members of other committees;
6. To specify remuneration rates for Board members, consultant(s) to the Board of Directors and members of other committees;
7. To perform any other duty delegated by the Company's Board of Directors.

The Corporate Governance Committee

The Board of Directors has approved the appointment of the Corporate Governance Committee presently consisting of 4 members as follows:

Name	Position
Mr. Suwit Chindasanguan	Chairman of the Corporate Governance Committee
Mrs. Metta Utakapan	Member of the Corporate Governance Committee
Mr. Pramoad Phornprapha	Member of the Corporate Governance Committee
Mr. Nararat Limnararat	Member of the Corporate Governance Committee

Note: In 2018, the Company held two Corporate Governance Committee's meetings. Mr. Samart Pochjanapanichakul acts as the Committee's secretary.

Scope of Power, Duty and Responsibilities of the Corporate Governance Committee

The Corporate Governance Committee has carried out its works under the Corporate Governance Committee Charter as follows:

1. Duty regarding the formulation of good corporate governance policies and guidelines for the Company
 - 1.1 To prepare good corporate governance principles and guidelines for the Company's business operations.
 - 1.2 To publicly disclose the Company's good corporate governance principles and guidelines.
2. Duty regarding the formulation of good policies and guidelines for upholding good corporate governance
 - 2.1 For shareholders and investors
 - 2.2 For business partners and customers
 - 2.3 For employees
 - 2.4 For the society and the environment

3. Duty to review elements in the Board of Directors and the preparation for the development of the Board:

3.1 To specify the qualifications of directors in the way that matches the Company's structure and size, and prescribe elements of knowledge, experiences, and expertise of directors that on the overall are in line with the Company's business operations.

3.2 To plan the guideline for directors' development such as training for directors, Board Retreats, and various other aspects of development.

3.3 To supervise and monitor the assessment of Board of Directors' performance on an annual basis to ensure efficient evaluations.

4. Duty to uphold anti-corruption policies:

4.1 To lay down framework for the supervision of anti-corruption efforts.

4.2 To prepare, review, recommend, monitor and evaluate the anti-corruption operations and report the evaluation results to the Board of Directors at least once a year.

The Sustainability and Risk Management Committee

The Board of Directors has approved the appointment of the Sustainability and Risk Management Committee presently consisting of 4 members as follows:

Name	Position
Prof. Dr. Nantawat Boramanand	Chairman of the Sustainability and Risk Management Committee
Assoc.Prof. Dr. Somchai Phagaphasvivat	Member of the Sustainability and Risk Management Committee
Mr. Khumpol Poonsonee	Member of the Sustainability and Risk Management Committee

Name	Position
Mrs. Rarin Utakapan Punjarungroj	Member of the Sustainability and Risk Management Committee

Note: In 2018, there was no meeting of the Sustainability and Risk Management Committee because the Committee had just been appointed in December 2018 with Mrs. Rarin Utakapan Punjarungroj acting as the Committee's secretary.

Scope of Power, Duty and Responsibilities of the Risk Management Committee

- To prescribe strategies and policies, as well as setting targets of risk management of the entire organization, for use as guidelines for effective risk management by the Management so that it be carried out in the same direction.
- To prescribe the frame of integrated risk management which shall cover major risks of the business, such as, business risk and operational risk, etc.
- To lay down risk management system so as to reduce any effects that may occur to the business operations of the Company permanently, including arrangement for regular risk assessment.
- To prepare and approve suitable risk management plan, by assessing risk factors that may affect the business operations of the Company, and prepare risk management plan at all levels through brainstorming among the executives and staff from various departments.
- To communicate with the Audit Committee about significant risks that may affect the internal control.
- To report to the Board of Directors of the risks and the progress of management such risks.

Nomination of the Directors and Executives

The Board of Directors

According to the Company's regulations, the Board of Directors shall consist of at least 5 members and at least $\frac{3}{4}$ of the Board must be Thai nationalities and at least half of the Board must reside in the Kingdom of Thailand.

Nomination procedure of the Board of Directors during shareholders' meetings

The shareholders' meeting shall appoint the Board of Directors by a majority vote with the following voting rules and procedures:

- (1) Every shareholder has one vote for each outstanding share that he or she owns.
- (2) The directors may be voted individually as one person or several persons in a group, or by any other means as agreed by the shareholders' meeting. For each voting, the shareholders may exercise all the votes stating under the item (1) to elect one or several persons and they cannot split their votes to one person more than the other.
- (3) The nomination of the Board shall rely on a majority vote. In the event of an equality of votes, the Chairperson shall have a casting vote.

In the event the office of a director is vacated otherwise than by rotation, the Board of Directors may elect a person who is qualified and is not of the prohibited characteristics under the Public Limited Companies Act to replace such director during the next Board's meeting, unless the remaining tenure of the director is less than two months. In that case, the replacement shall retain the office of director only for the remaining tenure of his predecessor. The resolution of the Board of Directors as in the first paragraph must be passed

by a vote of not less than three fourth ($\frac{3}{4}$) of the number of the remaining directors.

At every annual general meeting, one third ($\frac{1}{3}$) of the directors, or, if their number is not a multiple of three, then the number nearest to one third ($\frac{1}{3}$) shall retire from office. The directors to retire from office in the first and second years after the registration of the Company shall be determined by drawing lots. In every subsequent year, the directors who have been longest in office shall retire. The retired directors in this article may be re-elected.

Independent Directors

The Company has defined the stricter qualification of independent committee than the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand's regulations. Please see the article on "Board of Directors".

Sub-committee

The Company's sub-committee includes the Board of Executive Directors, the Audit Committee, the Nomination and Remuneration Committee, the Corporate Governance Committee, and the Sustainability and Risk Management Committee whose members have been nominated by the Board of Directors.

Chief Executives

For the appointment of the executives from Group Chief Executive Officer positions and above, the Nomination and Remuneration Committee shall select a qualified person for the consideration and voting of the Board of Directors.

Executives

The Board of Directors has assigned the Group Chief Executive Officer to select qualified persons for this position.

Recruitment of Chief Executives and Succession Plan

The Company has prepared appropriate and transparent recruitment plans for every chief executive position. The Board of Directors shall consider and nominate the executives to ensure that the elected ones are professional and independent from major shareholders or any shareholder's influence. The procedure for recruitment of the Company's chief executives relies on selecting a qualified person with maturity, degree qualifications and experiences with a focus on new generations who have relevant knowledge and skills as well as an opportunity of growth to resume executive positions in the future. Each executive is required to go through a high potential evaluation plan which has been individually tailored with challenging assignments and work rotation to develop their leadership skills and well-roundedness. The Company's staff preparation is applicable to staff at all levels for replacement readiness in case of vacancy and for smooth business operations.

Governance of Subsidiary and Associate Companies

To protect the Company's interest, the Board of Directors has governed the operation of subsidiary and associate companies as follows:

1. Encourage the subsidiary and associate companies to strictly follow the corporate governance principles.
2. The Company has implemented an anti-corruption policy which prohibits the Board of directors, executives, supervisors, all levels of staff or other related persons as well as subsidiary and associate companies from engaging in any form of corruption in business transactions and requires a compliance with the law.
3. Encourage the subsidiary and associate companies to engage in CSR (Corporate Social Responsibility) programs

to create social and environmental sustainability in addition to regular business conduct.

4. Decide on important issues including strategies, business plans for capital increase or decrease, dissolution of the Company, and other important policies.
5. Monitor the results of operations by the management, the Board of Executive Directors and the Board of Directors.
6. Oversee the subsidiary and associate companies to make sure that they follow the related rules and regulations of regulatory agencies. This includes related transactions, acquisition and selling of assets, sufficient and timely disclosure of information as well as the preparation of accurate accounting and financial reports in compliance with related laws and generally accepted accounting standard.
7. Arrange for internal auditing to ensure sufficient and efficient internal control and risk management in accordance with corporate governance principles.

Agreement between the Company and other Shareholders in the management of subsidiaries and associate companies

- None -

Control of Internal Information

AMARIN Group of Companies has implemented policies in regards to internal information control as defined in the Company's Ethical Business Conduct handbook. It is considered a responsibility of directors, executives and employees as well as the persons who have access to or are in possession of internal data to strictly protect the Company's confidential information, especially internal information that has yet been released to the public or the information that may impact business operation or AMARIN share price, or have an impact on stock exchange rate. It is prohibited to use an opportunity or the insider information

as directors, executives or employees of the Company for their own benefit in stock trading as well as providing internal information or disclosing any confidential information to an external party especially business competitors. An access to the Company's confidential information will be restricted only to related directors and executives.

The Company has also prohibited the company's directors and executives including their spouse and underage children to engage in securities trading for a period of one month before an annual release of the financial statement and 48 hours after the public have been informed of the information. The Executive Board shall submit a report of their securities holding to the Board of Directors to prevent the Executive Board from misusing internal information for their benefit and causing any conflict of interest which shall be considered guilty according to the Securities and Exchange Act B.E. 2535 (Amendment B.E. 2559)

Any violations that cause damage or loss of business opportunity to the Company shall be regarded against the Company's policies and ethical business conduct and shall be severely disciplined as well as being charged by the Securities and Exchange Act B.E. 2535 (Amendment B.E. 2559). In 2018, none of directors or executives engaged in misuse of internal information in buying or selling shares.

Remuneration of Auditors

The Audit Committee shall be responsible for the primary selection of auditors by taking into consideration their qualifications including independency, an ability to finish the audit within the time frame, possession of knowledge and expertise in auditing and the business of the Company. The Audit Committee shall submit their decision to the Board of Directors who shall seek an approval of nomination from the shareholders' meeting.

Audit Fee

In the past year, AMARIN group of companies paid a total audit fee of 3,430,000 baht to the KPMG Phoomchai Audit Company Limited where the auditors are based. The fee included the audit fee for the Company which was a total amount of 1,500,000 baht and the audit fee for the subsidiaries which was a total amount of 1,930,000 baht.

Non-audit Fee

- None -

In the past accounting year, AMARIN and subsidiary companies did not pay non-audit fee to any auditors, persons or other business related to the auditors and the audit company where the auditors are based. There was no future expense caused by unfinished service in the past accounting period.

Internal Control and Risk Management

The Company's Board of Directors assigned the Audit Committee to review the appropriateness and effectiveness of internal controls provided by the management to ensure that the Company and subsidiaries have proper and adequate internal control and operation monitoring systems to ensure that the operation is in compliance with the goals, objectives, laws and shall provide an accurate and reliable accounting system and financial reports as well as protection of property or reduction of damage from mistakes or corruption. In addition, there shall be compliance to the related laws and regulations effectively. During the Audit Committee's meeting No.2/2018 on February 26, 2018, the Audit Committee performed evaluation of the adequacy of the internal control system for year 2018 by questioning the executive office and drawing information from the internal audit reports. The Audit Committee did not find any significant deficiencies in relation to the internal control system, thus agreed that the Company has a sufficient, effective and appropriate internal control system with sufficient numbers

of staff for an efficient operation in accordance with the system. There is, additionally, a monitoring system to oversee the operation of subsidiary companies to enable prevention of misuse or unauthorized use of property by directors or committees.

Lead auditor

The Company has set up an internal audit unit to perform the check and audit of the management system and evaluate the internal control of the audited department as well as other related departments in the Company. This is to ensure that the Company's business conduct has a good and sufficient internal control system which suits the business conduct and corporate governance. The department shall directly report the audit result to the Audit Committee. An approval, nomination or dismissal, or transfer of the internal audit manager shall be prior approved by the Audit Committee.

The Board of Directors' meeting was informed of the nomination of Mr. Samart Pochjanapanichakul as the Senior Manager of the Internal Audit Unit, effective on May 1, 2007. He has extended experience in internal audit in a private organization for more than 25 years. To enrich his skills and knowledge, he has participated in training programs including internal auditing and management of risk from internal control provided by The Institute of Internal Auditors of Thailand and the Federation of Accounting Professions. He also has an understanding of the Company's activities and business operations. Therefore, he has been regarded as a suitable person to perform the duty.

The detail of the lead auditor is as follows:

Mr. Samart Pochjanapanichakul

Age 53

Position Senior Manager, Internal Audit Unit

Education

- Master of Business Administration, Ramkhamhaeng University
- Bachelor of Business Administration (Accounting), Ramkhamhaeng University

Training provided by the Institute of Thai Directors (IOD)

- CAC SME Certification

Professional Training

The Institute of Internal Auditors of Thailand (IIAT)
Certified Professional Internal Audit of Thailand
(CPIAT)

Other training

- Tax Advisor Course One on Revenue Tax

Shareholding (Percentage)

0.00 (0%)

Family relation between executives

- None -

Work experiences in the past 5 years

- 2013 - Present Senior Manager, Internal Audit Unit
Amarin Printing and Publishing
(Public) Company Limited
- 2007 - 2013 Manager, Internal Audit Unit
Amarin Printing and Publishing
(Public) Company Limited