

Nomination and Remuneration Committee Charter

1. Objectives

The Nomination and Remuneration Committee, established by a resolution of the Board of Directors, is an integral part of Corporate Governance, helping to ensure transparency in the director nomination process and build confidence among shareholders regarding the qualifications and capabilities of individuals appointed to positions, ensuring they can safeguard the Company's interests. The committee is responsible for establishing criteria and policies for the nomination and remuneration of the Company's directors, subcommittee members, and senior executives. Furthermore, The committee is responsible for nominating and reviewing the nominations of Company's directors and members of subcommittees before proposing suitable candidates to the Board of Directors.

2. Composition of the Nomination and Remuneration Committee

- 2.1. The Board of Directors is responsible for selecting and appointing the members of the Nomination and Remuneration Committee and appointing one member as the Chairman of the Nomination and Remuneration Committee by majority vote.
- 2.2. The Nomination and Remuneration Committee shall consist of at least 3 persons from the Board of Directors. A majority of the members shall be independent directors.
- 2.3. The Chairman of the Nomination and Remuneration Committee should be an independent director and should not be the Chairman of the Board of Directors, to ensure transparency and independence in performing their duties.
- 2.4. The Nomination and Remuneration Committee may consider appointing any employee to serve as Secretary to assist the Committee in its operations, including scheduling meetings, preparing meeting agendas, distributing meeting materials, recording meeting minutes, and performing other assigned tasks.

3. Qualifications of the Nomination and Remuneration Committee

- 3.1. Must be the a Board of Directors' member

- 3.2. Must possess knowledge and understanding of the Company's business nature and the roles and responsibilities of executives in each position.
- 3.3. Must have a broad vision and continuously monitor international changes related to remuneration and director nominations to adapt and improve the Company's policies on these matters.
- 3.4. Must be capable of performing duties, expressing opinions, and reporting on performance of assigned duties independently and neutrally, and be able to dedicate sufficient time to their responsibilities.

4. Term of Office

- 4.1. Members of the Nomination and Remuneration Committee shall hold position for a term aligned with their term as the Board of Directors, which is 3 years per term. Committee members whose terms expire may be re-appointed for subsequent terms as necessary and appropriate. Committee members who are employees shall hold position for as long as they are employees, but their term shall not exceed 3 years per term.
- 4.2. In addition to the expiry of their term as mentioned above, Committee members may also cease to hold office for the following reasons:
 - Death.
 - Resignation.
 - Lack of qualifications as a Nomination and Remuneration Committee member according to this Charter, or as prescribed by the Public Limited Company Act, and/or regulations of the Securities and Exchange Commission and/or the Stock Exchange of Thailand, as well as other laws and regulations related to the company's business operations.
 - Resolution of the Board of Directors meeting or the Shareholders' meeting for removal.
 - Court order for removal.
 - No longer serves as the Board of Directors.

- 4.3. For the resignation of a Nomination and Remuneration Committee member, a letter of resignation must be submitted at least 3 months in advance with reasons.
- 4.4. In the event of a vacancy on the Nomination and Remuneration Committee for reasons other than the expiration of the term, the Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, shall appoint a new qualified member to fill the vacancy immediately or within 3 months from the date the number of Committee members falls below the required minimum. To ensure continuity of the Executive Committee's duties, the remaining Nomination and Remuneration Committee members may continue to perform their duties.

5. Duties and Responsibilities of the Nomination and Remuneration Committee

- 5.1. Consider and establish criteria and processes for nominating individuals with qualifications for the positions of director, subcommittee member, and Chief Executive Officer, in line with the Company's business strategy. This includes preparing a Board Skill Matrix to aid in the nomination process. Review the qualifications and profiles and select individuals according to the established nomination process, and submit recommendations to the Board of Directors and/or the shareholders, as the case may be, for appointment consideration. In proposing director nominees, submission of a list of candidates exceeding the number of directors to be appointed are recommended, allowing the Board of Directors to select the most suitable candidates to propose to the shareholders for appointment according to the required number. When nominating directors, the Nomination and Remuneration Committee should encourage the Company to provide an opportunity for minority shareholders to propose suitable candidates for the Committee's consideration before the Shareholders' meeting is held.
- 5.2. Review the criteria and methods for nominating directors and subcommittee members and make recommendations to the Board of Directors before the nomination of directors or subcommittee members whose terms have expired. If the Nomination and Remuneration Committee proposes the reappointment of

existing directors or subcommittee members, their performance should also be considered.

- 5.3. Consider and establish criteria for the payment and structure of remuneration for directors, subcommittee members, and senior executives. Provide recommendations to the Board of Directors regarding both monetary and non-monetary forms of compensation, based on comparisons with leading companies in the same industry, past performance, experience, duties, scope of roles and responsibilities, business expansion, financial status, goals, and short-term and long-term strategic and action plans of the Company. This is intended to incentivize management performance and retain quality directors and senior executives. The Board of Directors is responsible for approving the structure and remuneration of senior executives, while the structure and remuneration of Board directors and subcommittee members shall be presented to the shareholders for approval on an annual basis.
- 5.4. Consider and establish criteria for evaluating the performance of the Board of Directors, subcommittees, and senior executives, to be presented to the Board of Directors for consideration.
- 5.5. Establish development programs for each committee and senior executives, as well as a Senior Executive Succession Plan, and review these programs and plans annually. In the case of new directors, the Nomination and Remuneration Committee should ensure that the company provides orientation for them.
- 5.6. Consider nominating the Chief Executive Officer from the selected succession candidates in the event of a vacancy, or consider recruiting a successor from outside the organization if a suitable internal candidate cannot be found.
- 5.7. Receive reports on the appointment of senior executives from the selected succession candidates, as appointed by the Chief Executive Officer, in the event that a senior executive position becomes vacant.
- 5.8. Perform other duties as deemed appropriate by the Board of Directors and assigned to the Nomination and Remuneration Committee. In performing their duties within the scope of this Charter, the Nomination and Remuneration Committee has the

authority to request relevant management or employees to provide opinions, attend meetings, or submit necessary documents. Furthermore, in performing its duties under this Charter, the Committee may seek advice from external independent consultants or other professionals if deemed necessary and appropriate.

6. Meetings

- 6.1. Arrange meetings on matters within the scope of responsibilities at least once a year, and all members of the Nomination and Remuneration Committee should attend at least 75% of the total number of meetings held by the Committee.
- 6.2. The Chairman of the Nomination and Remuneration Committee may convene extraordinary meetings when there are urgent matters requiring discussion.
- 6.3. For inviting Committee members to meetings, the Chairman of the Nomination and Remuneration Committee, the Committee Secretary, or a person assigned by the Chairman shall inform and send meeting materials to the Chairman of the Nomination and Remuneration Committee's members at least 7 days before the meeting date. Unless in case of urgent necessity to protect the company's rights or interests, the meeting notification may be given by other means or the meeting date set earlier. The agenda for each meeting should be clearly defined in advance.
- 6.4. The Committee Secretary or a person assigned by the Nomination and Remuneration Committee shall prepare the minutes of the Nomination and Remuneration Committee meetings. These minutes must be certified by the Nomination and Remuneration Committee. The Chairman of Nomination and Remuneration, an assigned Committee member, or the Committee Secretary shall report the meeting results to the Board of Directors to inform regarding the Committee's activities.

7. Quorum

- 7.1. At least half of the total number of members of the Nomination and Remuneration Committee must be present at the meeting to constitute a quorum.

- 7.2. If the Chairman of the Nomination and Remuneration Committee is absent from the meeting or unable to perform duties, the attending Nomination and Remuneration Committee members shall select one Nomination and Remuneration Committee member to be chairperson of the meeting.
- 7.3. If a Nomination and Remuneration Committee member is unable to attend the meeting in person due to necessity, the Chairman of the Nomination and Remuneration Committee may arrange for the meeting to be held via electronic media, provided that the rules and procedures specified by relevant laws are followed.
- 7.4. The Secretary to the Nomination and Remuneration Committee shall attend every meeting, unless the Nomination and Remuneration Committee deems the matter under consideration to be sensitive and prefers it to be discussed only among the Nomination and Remuneration Committee members. If the Secretary is necessarily absent, the Nomination and Remuneration Committee may assign another person to attend the meeting on their behalf.

8. Voting

- 8.1. In casting votes at an Nomination and Remuneration Committee meeting, each member shall have one vote. Resolutions of the meeting shall be decided by a majority vote. If votes are equal, the Chairman of the meeting shall cast an additional vote as the deciding vote.
- 8.2. A member who has a stake in any matter shall not have the right to express opinions or cast a vote on that matter.
- 8.3. The Secretary to the Nomination and Remuneration Committee does not have voting rights.

9. Reporting by the Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall report the performance results to the Board of Directors at least once a year. Additionally, the Committee shall also report the criteria and processes for nominating and determining remuneration for directors,

subcommittee members, and senior executives, including performance outcomes, a summary of the Charter, the number of meetings, and the attendance of Nomination and Remuneration Committee members, in accordance with the regulations of the Stock Exchange of Thailand. This information shall be disclosed in the company's Annual Information Form/Annual Report (Form 56-1 One Report).

10. Remuneration

Members of the Nomination and Remuneration Committee shall receive compensation as determined by the Board of Directors and proposed for approval by the Annual General Meeting of Shareholders with a vote of not less than two-thirds of the total votes of shareholders attending the meeting.

11. Self-Assessment

The Nomination and Remuneration Committee is responsible for assessing its own performance, both individually and a group, at least once a year and reporting the results to the Board of Directors for their acknowledgment.