

# Charter of the Nomination, Compensation, Corporate Governance and Sustainability Committee

## 1. Objectives

The Board of Directors has appointed the Nomination, Compensation, Corporate Governance and Sustainability Committee to assist the Board of Directors in selecting and nominating qualified persons to hold the position of director, president and C-Suite executives of the Company; setting transparent and appropriate remuneration policy, criteria and structure of directors, president, and C-Suite executives; establishing corporate governance policy and practices, business code of conduct, and other relevant policies; governing strategic activities, policies, and practices for sustainable development; as well as overseeing operations of the management to ensure compliance with the established policies and practices.

The Board of Directors has established the Charter of the Nomination, Compensation, Corporate Governance and Sustainability Committee aiming to use it as a guideline for the Nomination, Compensation, Corporate Governance, and Sustainability Committee to perform duties as well as to promote understanding among related parties and stakeholders about objectives, composition, qualifications, authorities, duties and responsibilities of the Nomination, Compensation, Corporate Governance and Sustainability Committee.

## 2. Structure and Composition

- 2.1 The Nomination, Compensation, Corporate Governance and Sustainability Committee shall consist of at least three (3) members who are the Company directors and with the majority of its members being independent directors and non-executive directors.
- 2.2 The Board of Directors considers selecting and appointing a member of the Nomination, Compensation, Corporate Governance and Sustainability Committee who is independent director to chair the Nomination, Compensation, Corporate Governance and Sustainability Committee.
- 2.3 The Nomination, Compensation, Corporate Governance and Sustainability Committee may consider appointing a qualified person to act as its secretary to support its duties performance, prepare documents for a meeting of the Nomination, Compensation, Corporate Governance and Sustainability Committee, follow up and coordinate to ensure compliance with the Nomination, Compensation, Corporate Governance and Sustainability Committee's resolutions, and perform other tasks as assigned by the Nomination, Compensation, Corporate Governance and Sustainability Committee.

### 3. Qualifications

- 3.1 Each member of the Nomination, Compensation, Corporate Governance and Sustainability Committee must possess full qualifications and have neither prohibited characteristic as prescribed by the laws of Public Limited Companies and other relevant laws, nor characteristics that indicate the lack of suitability to be trusted to manage a company with public shareholders under Section 89/3 of the Securities and Exchange Act (No. 4) B.E. 2551.
- 3.2 Each member of the Nomination, Compensation, Corporate Governance and Sustainability Committee must be knowledgeable, skilled, and experienced that will be beneficial to duties performance of the Nomination, Compensation, Corporate Governance and Sustainability Committee.
- 3.3 Each member of the Nomination, Compensation, Corporate Governance and Sustainability Committee must possess integrity, ethics; and can allocate sufficient time to fully perform duties for the Company.

### 4. Office Term and Termination from Office

- 4.1 Each member of the Nomination, Compensation, Corporate Governance and Sustainability Committee may hold his/her office for as long as he/she is serving as the Company's director. His/her office term shall expire at the same time as directors' office term at the annual general meeting of shareholders. A member of the Nomination, Compensation, Corporate Governance and Sustainability Committee whose term of office expires may be re-appointed as a member of the Nomination, Compensation, Corporate Governance and Sustainability Committee by the Board of Directors.
- 4.2 Other than completion of office term as mentioned above, each member of the Nomination, Compensation, Corporate Governance and Sustainability Committee shall vacate office upon:
  - (1) death,
  - (2) resignation,
  - (3) lack of qualifications of the Nomination, Compensation, Corporate Governance and Sustainability Committee as set forth in this Charter,
  - (4) being removed by a resolution of a meeting of the Board of Directors; or
  - (5) terminating from director's office of the Company.
- 4.3 Any member of the Nomination, Compensation, Corporate Governance and Sustainability Committee wishing to resign from office must submit a resignation letter, stating reason for resigning, to the Chairman of the Board of Directors not less than 30 days in advance. The resignation will take effect from the date specified on the resignation letter.
- 4.4 In the event that the position of the Nomination, Compensation, Corporate Governance and Sustainability Committee becomes vacant for other reasons than office term completion, the Board of Directors shall appoint a qualified person as the

substitute member. In such case, the substituted member shall hold office only for the remaining term of office of the member whom he/she replaces.

## 5. Roles, Duties and Responsibilities

### 5.1 Nomination

- 5.1.1 Review structure, size and composition of the Board of Directors and sub-committees that are appropriate for the size, category and complicity of the business, and make recommendations to the Board of Directors to alter them to meet the business strategies and changing circumstances.
- 5.1.2 Review the independence of directors, as well as any potential conflicts of interest in the performance of its duties. The independence of each independent director must also be reviewed to ensure that his/her qualifications are utterly in compliance with the Company's criteria and relevant regulations and laws.
- 5.1.3 Establish and review policy, criteria and procedures for nominating and appointing the Company directors and members of the sub-committees and present them to the Board of Directors for approval.
- 5.1.4 Nominate persons who are qualified to be appointed as a director or a member of sub-committees when director position or position in the sub-committee becomes vacant with term completion or other reasons in accordance with the nominating criteria and procedures approved by the Board of Directors and present them to the Board of Directors for appointing or for consideration before proposing to a shareholder's meeting for appointing (as the case may be). In this regard, diversity in term of gender, age, skill, knowledge, expertise and experience that will bring benefits to the Company's business shall be taken into account.
- 5.1.5 Set up and review policy, criteria and procedures for searching and selecting person to take position of president or of C-Suite executives and present them to the Board of Directors for approval.
- 5.1.6 Consider a qualified person to nominate as the president or C-Suite executives, or acting president when the position become vacant, and the Company is in the process of nominating successor before proposing to the Board of Directors for appointing.
- 5.1.7 Oversee and monitor the implementation of the succession plan for the position of president, C-Suite executives, executives, and other key positions to ensure business continuity in the event that the president, C-Suite executives, executives or other key positions retire, resign or are unable to perform their duties.
- 5.1.8 Formulate guidelines for developing knowledge of directors, members of the sub-committees and the president, and present to the Board of Directors for approval.
- 5.1.9 Endorse the restructuring of organizational management of the executives at

C-Suite level and above before presenting it to the Board of Directors for approval.

## 5.2 Compensation

- 5.2.1 Establish and review remuneration policy, criteria, and structure, including remuneration elements and rate, both cash-based and non-cash remuneration, and present them to the Board of Directors for consideration before proposing to a shareholder's meeting for approval.
- 5.2.2 Set up and review compensation policy, criteria and structure, including element, rate and methods of the president and C-Suite executives taking into consideration of obligations, duties and responsibilities present them to the Board of Directors for approval.
- 5.2.3 Formulate and review guidelines, criteria and procedures of performance evaluation of the Board of Directors and sub-committees and present them to the Board of Directors for approval. The Nomination, Compensation and Corporate Governance Committee shall also monitor to ensure that the performance evaluation is conducted in accordance with the established guidelines in order to develop the performance of the Board of Directors and sub-committees and that the assessment procedures, criteria, and results are disclosed in the Company's annual registration statement/annual report (Form 56-1 One Report).
- 5.2.4 Set up and review guidelines, criteria and procedures of performance evaluation of the president and C-Suite executives and present it to the Board of Directors for approval, as well as communicating with the president and C-Suite executives to ensure that they acknowledge the criteria and procedures of performance evaluation in advance.
- 5.2.5 Conduct performance evaluation of the president and C-Suite executives according to the established criteria and procedures on an annual basis and report the evaluation results to the Board of Directors.
- 5.2.6 Determine annual bonus payout and annual salary adjustment of the president and C-Suite executives taking into consideration of personal performance and the Company's operating results, and present to the Board of Directors for approval.
- 5.2.7 Endorse criteria, calculating formula, and limit of annual bonus payout and annual salary adjustment of employees and executives.
- 5.2.8 Consider the offering of new securities or the Employee Stock Option Program (ESOP), including suitability of conditions and present them to the Board of Directors for consideration before proposing to a shareholder's meeting for approval.

## 5.3 Corporate Governance

- 5.3.1 Establish the Company's corporate governance policy and practices in line with applicable laws, including regulations and requirements stipulated by regulatory agencies, such as the Securities and Exchange Commission

(“SEC”), the Stock Exchange of Thailand (“SET”), as well as domestic and international standards and best practices, and present it to the Board of Directors for approval.

- 5.3.2 Review the Company’s corporate governance policy and practices at least once a year, comparing them with regulations, notifications and best practices defined by the regulatory agencies and the international standards, and make recommendations to the Board of Directors for improvement and keeping it up to date.
- 5.3.3 Provide advice, suggestions and recommendations regarding good corporate governance practices to the Board of directors and the management for the development of the Company’s corporate governance structure and system.
- 5.3.4 Oversee and monitor to ensure that the Company personnel comply with the Company’s corporate governance policy and practices.

#### 5.4 Sustainable Development

- 5.4.1 Consider and provide suggestions in establishment of sustainable development policies, strategies, and practical guidelines, covering environmental, social, economic and governance dimension, to be the framework of the Company’s operation to meet standards and be able to respond to all stakeholders’ expectation efficiently.
- 5.4.2 Oversee to ensure that the sustainable development policy and practices are regularly reviewed and updated to be suitable for current situation and changing circumstance.
- 5.4.3 Provide suggestions in preparing sustainable development plans to ensure compliance with the established policies and strategies, including setting indicators and sustainable development goals to be well-balanced and cover environmental, social, economic and governance dimensions.
- 5.4.4 Review and monitor process of stakeholder engagement and assessment of ESG material issues to ensure that both processes are credible, and outcomes are properly prioritized; as well as consider endorsing strategies and action plans to manage and respond to such ESG materiality.
- 5.4.5 Oversee and monitor sustainable development management and performance, including governing and monitoring management of climate change related issues, such as setting reduction target of greenhouse gas emission, refining strategies and action plans to achieve reduction target of greenhouse gas emission.
- 5.4.6 Oversee and monitor to ensure that reporting and information disclosure of ESG performance comply with the requirements of the regulatory agencies, such as the SEC and the SET, as well as national and global sustainable reporting frameworks and standards.

#### 5.5 Other Duties

- 5.5.1 Regularly review and evaluate the adequacy of the Nomination, Compensation, Corporate Governance, and Sustainability Committee Charter

and make recommendations to the Board of Directors for further improvement and keeping it up to date.

- 5.5.2 Perform other tasks related to duties and responsibilities or as assigned by the Board of Directors.

The Nomination, Compensation, Corporate Governance and Sustainability Committee shall be directly responsible to the Board of Directors within the scope of duties and responsibilities assigned above, while the Board of Directors shall remain responsible for the operations of the Company to outside party.

## **6 Scope of Authorities**

The Nomination, Compensation, Corporate Governance and Sustainability Committee has authorities to perform any tasks within the scope of responsibilities set forth in the roles, duties and responsibilities of the Nomination, Compensation, Corporate Governance and Sustainability Committee, including:

- 6.1 Inviting the president, C-Suite executives, executives, or relevant employees of the Company to provide opinions, be present in meeting, or submit any pertinent documents as deemed necessary.
- 6.2 Hiring external advisors, independent persons, or professional experts to provide opinions or recommendations on matters related to duties and responsibilities as
- 6.3 appointing and determining duties and responsibilities of working group as deemed appropriate; as well as ordering and commanding the working group's performance.

## **7. Meeting of the Nomination, Compensation, Corporate Governance and Sustainability Committee**

- 7.1 The Nomination, Compensation, Corporate Governance and Sustainability Committee shall meet at least two (2) times a year. Additional meetings can be convened as the Nomination, Compensation, Corporate Governance and Sustainability Committee deems necessary.
- 7.2 To call for a meeting, the chairman of the Nomination, Compensation, Corporate Governance and Sustainability Committee or the secretary to the Nomination, Compensation, Corporate Governance and Sustainability Committee by order of the chairman of the Nomination, Compensation, Corporate Governance and Sustainability Committee shall send a notice summoning the meeting specifying date, time, venue, and agenda details to all committee members at least seven (7) days ahead of meeting date. The secretary to the Nomination, Compensation, Corporate Governance and Sustainability Committee may send a notice summoning a meeting via electronic mail. In this regard, the secretary to the Committee must keep copies of the notice summoning the meeting and its related documents as evidence, which may be kept in electronic data format.
- 7.3 The chairman of the Nomination, Compensation, Corporate Governance and Sustainability Committee may consider arranging a meeting via electronic means.

- However, meeting via electronic means must comply with relevant laws and regulations.
- 7.4 The secretary to the Nomination, Compensation, Corporate Governance and Sustainability Committee shall compile and deliver meeting materials to all committee members prior to the meeting date so that the committee members have time to study and consider information in advance of the meeting.
- 7.5 Members of the Nomination, Compensation, Corporate Governance and Sustainability Committee are required to attend every meeting, whether in person or via electronic device, unless being tied up with very important and urgent matters, the chairman of the Nomination, Compensation, Corporate Governance and Sustainability Committee or the secretary to the Nomination, Compensation, Corporate Governance and Sustainability Committee shall be notified.
- 7.6 At a meeting of the Nomination, Compensation, Corporate Governance and Sustainability Committee, at least one half of the total number of members shall be present to form a quorum.
- 7.7 The chairman of the Nomination, Compensation, Corporate Governance and Sustainability Committee shall preside over a meeting. In the event where the chairman is absent or cannot perform his/her duty, committee members attending the meeting shall select one committee member to chair the meeting.
- 7.8 Resolutions of a meeting of the Nomination, Compensation, Corporate Governance and Sustainability Committee shall be by a majority of votes of its members attending the meeting, whereby one member shall have one vote. In the event of tied vote, the chairman of a meeting will cast the decisive vote. If there are any members who object or do not agree with the proposed matter, the objection of that member shall be recorded as a dissenting opinion in the meeting minutes and shall be reported to the Board of Directors.
- 7.9 Any member having an interest in any matter shall disclose details of such interest to the meeting and shall leave the meeting during the consideration of such matter in order to allow the meeting to discuss and express their opinion independently. In this regard, members who have interest shall also abstain from opining and voting on such matters.
- 7.10 The Nomination, Compensation, Corporate Governance and Sustainability Committee may invite the president, C-Suites executives, executives, employees, advisors, and/or other relevant persons to attend a meeting as deemed appropriate; or may consider arranging a separate meeting with the said persons if it is deemed that there are specific issues that should be discussed.
- 7.11 At a meeting of the Nomination, Compensation, Corporate Governance and Sustainability Committee, the secretary to the Nomination, Compensation, Corporate Governance and Sustainability Committee shall be present in a meeting, unless being tied up with very important and urgent matters, the chairman of the Nomination, Compensation, Corporate Governance and Sustainability Committee shall be notified. The secretary to the Nomination, Compensation, Corporate Governance and Sustainability Committee shall be responsible for taking and preparing meeting

minutes in writing and presenting them to the Nomination, Compensation, Corporate Governance and Sustainability Committee for adoption in the next meeting. The adopted meeting minutes shall be signed by the chairman of the Nomination, Compensation, Corporate Governance and Sustainability Committee to certify correction.

## **8. Performance Evaluation**

The Nomination, Compensation, Corporate Governance and Sustainability Committee shall conduct self- assessment of its performance, both group and individual basis, on an annual basis at least once a year.

## **9. Remuneration**

Members of the Nomination, Compensation, Corporate Governance and Sustainability Committee shall receive remuneration appropriate to the assigned duties and responsibilities as approved by the meeting of shareholders.

## **10. Reporting**

- 10.1 The Nomination, Compensation, Corporate Governance and Sustainability Committee shall report its performance to the Board of Directors on a regular basis. Important matters and resolutions of every Nomination, Compensation, Corporate Governance and Sustainability Committee meeting shall be reported to the Board of Directors.
- 10.2 The Nomination, Compensation, Corporate Governance and Sustainability Committee shall prepare and disclose a report on its duty performance in the past year to shareholders in the annual registration statement/annual report (Form 56-1 One Report) of the Company. Such report shall disclose information about 1) number of the Nomination, Compensation, Corporate Governance and Sustainability Committee meetings 2) number of attendances of such meetings of each committee member, and 3) results of duties performance as set forth in the Charter and shall be signed by the chairman of the Nomination, Compensation, Corporate Governance and Sustainability Committee.

*This Nomination, Compensation, Corporate Governance and Sustainability Committee Charter has been approved by the resolution of the Board of Directors Meeting No. 4/2024 on August 9, 2024 and is effective from August 9, 2024 onwards.*