

Charter of the Nomination, Compensation, Corporate Governance and Sustainability Committee Symphony Communication Public Company Limited (Revised Edition 2025)

(Approved by the resolution of the Board of Directors' Meeting No. 6/2025 held on 14 November 2025 and takes effect from 14 November 2025 onwards.)

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

The Board of Directors of Symphony Communication Public Company Limited (hereinafter referred to as “**the Company**”) has appointed the Nomination, Compensation, Corporate Governance and Sustainability Committee (the “**NCCGS**” Committee) to assist the Board in defining criteria and processes for the nomination and selection of qualified individuals to serve as members of the Board of Directors and the Chief Executive Officer; formulating policies, principles, and structures for the remuneration of the Board of Directors, sub-committees, and the Chief Executive Officer to ensure appropriateness, transparency, and the creation of effective performance incentives, as well as providing advice, screening, and overseeing the formulation of corporate governance policy and practices, business ethics, and other key policies to ensure that the Company operates in accordance with the principles of good corporate governance, transparency, and integrity. The NCCGS Committee also oversees and monitors the Company’s sustainability initiatives and ensures that management adheres strictly and effectively to the established policies and practices, thereby promoting the Company’s sustainable growth and accountability to all stakeholders.

1. Objectives

The Board of Directors has established the Nomination, Compensation, Corporate Governance and Sustainability Committee Charter as a framework to guide the NCCGS Committee in performing its duties with clarity, propriety, and in alignment with the principles of good corporate governance.

This Charter also aims to provide a clear understanding to all relevant parties and stakeholders regarding the objectives, composition, qualifications, scope of authority, duties, and responsibilities of the NCCGS Committee.

2. Structure and Composition of the NCCGS Committee

- 2.1 The NCCGS Committee shall consist of at least three (3) members of the Board of Directors. A majority of the NCCGS Committee members shall be independent directors or non-executive directors.
- 2.2 The Board of Directors shall appoint one independent director serving on the NCCGS Committee to serve as the Chairman of the NCCGS Committee.
- 2.3 The NCCGS Committee may appoint a suitably qualified person to serve as the Secretary to the NCCGS Committee to support the NCCGS Committee’s works, including the preparation of meeting documentation, coordination of meeting activities, monitoring the implementation of the NCCGS Committee resolutions, and performing such other duties as may be assigned by the NCCGS Committee..

3. Qualifications of the NCCGS Committee Members

- 3.1 Members of the NCCGS Committee shall be appointed by the Board of Directors.

- 3.2 Each member of the NCCGS Committee must possess full qualifications and have neither prohibited characteristics as prescribed by the Public Limited Companies Act and other applicable laws, nor characteristics indicating a lack of integrity or credibility for being entrusted with the management of a company in which the public holds shares, as stipulated under Section 89/3 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008).
- 3.3 Members of the NCCGS Committee shall possess knowledge, expertise, and experience that are beneficial performance of duties as a member of the NCCGS Committee, and be capable of providing strategic advice and exercising sound and independent judgment.
- 3.4 Members of the NCCGS Committee shall demonstrate integrity, transparency, and high ethical standards; adhere to the good corporate governance principle; and be able to devote sufficient time and attention to effectively and diligently perform their duties for the Company.

4. Tenure and Termination of NCCGS Committee Members

- 4.1 The term of office of the members of the NCCGS Committee shall be equivalent to that of the members of the Board of Directors. A member of the NCCGS Committee who retires by rotation may be reappointed by the Board of Directors to resume the position as a member of the NCCGS Committee.
- 4.2 In addition to vacating office upon the expiration of their term as stipulated above, a member of the NCCGS Committee shall vacate office upon the occurrence of any of the following events:
 - (a) death,
 - (b) resignation,
 - (c) loss of qualifications as prescribed in this Charter,
 - (d) cessation of office as a director of the Company, or
 - (e) removal or dismissal by a resolution of the Board of Directors.
- 4.3 A member of the NCCGS Committee who wishes to resign from office shall submit a written notice of resignation to the Chairman of the Board of Directors, stating the reasons for resignation, at least 30 days in advance. The resignation shall take effect from the date specified in the resignation letter.
- 4.4 In the event that a position on the NCCGS Committee becomes vacant for any reason other than retirement by rotation, the Board of Directors may appoint a qualified person to fill the vacancy. The newly appointed member shall hold office for the remainder of the term of office of the member whom he or she replaces.

5. Roles, Duties and Responsibilities of the NCCGS Committee

5.1 Nomination Duties

- 5.1.1 Review and evaluate the structure, size, and composition of the Board of Directors and the sub-committees to ensure suitability in light of the Company's size, business nature, and complexity. Recommend

- adjustments or changes to the Board of Directors as appropriate to align with the Company's business strategies and the evolving environment.
- 5.1.2 Review and assess the independence of directors and any potential conflicts of interest that may arise in the performance of their duties, including the independence and qualifications of each independent director, to ensure full compliance with relevant criteria and/or applicable laws and regulations.
 - 5.1.3 Establish and review policy, criteria, and procedures for the nomination and appointment of members of the Board of Directors and sub-committees in accordance with applicable laws and regulations and submit such policies to the Board of Directors for approval.
 - 5.1.4 Nominate qualified individuals to serve as directors or members of sub-committees to replace those retiring by rotation or otherwise, in accordance with the approved nomination procedures. In doing so, the NCCGS Committee shall take into account Board diversity in terms of gender, age, skills, knowledge, expertise, and experience beneficial to the Company. Recommendations shall be submitted to the Board of Directors for consideration or for endorsement prior to proposing appointments to the shareholders' meeting, as the case may be.
 - 5.1.5 Establish and review policies, criteria, and procedures for the nomination and selection of the Chief Executive Officer, and submit them to the Board of Directors for approval.
 - 5.1.6 Consider and endorse the nomination of suitable candidate to be proposed to the Board of Directors for appointment as Chief Executive Officer, or as acting replacements in the event of a vacancy pending formal recruitment procedures.
 - 5.1.7 Provide recommendations on matters relating to, as well as considering and endorsing the employment, appointment, transfer, removal, or termination of executives at the Chief Officer level (C-suite).
 - 5.1.8 Consider and endorse the Succession Plan for the Chief Executive Officer and other key management positions to ensure business continuity in the event of retirement, resignation, or inability to perform duties. The plan shall also aim to identify and develop individuals with the necessary skills and attributes to support the Company's future growth.
 - 5.1.9 Establish and review guidelines for the professional development of members of the Board of Directors, sub-committees, and the Chief Executive Officer, and submit such guidelines to the Board of Directors for approval.
 - 5.1.10 Review and endorse any proposed amendments to the organizational structure at the Chief Officer level (C-Suite) and above, and submit recommendations to the Board of Directors for consideration and approval.

5.2 Compensation Duties

- 5.2.1 Establish and review policy, criteria, structures, forms, and levels of directors' remuneration, both monetary and non-monetary, and submit them to the Board of Directors for consideration and subsequent approval by the shareholders' meeting.
- 5.2.2 Establish and review policy, criteria, structures, forms, methods, and levels of remuneration of the Chief Executive Officer, taking into consideration his or her duties and responsibilities, and submit them to the Board of Directors for approval.
- 5.2.3 Establish and review guidelines, criteria, and methods for evaluating the performance of the Board of Directors and sub-committees and submit such criteria to the Board for approval. The NCCGS Committee shall also monitor the performance evaluation process to ensure its effectiveness and oversee the disclosure of evaluation criteria, procedures, and results in the Company's Annual Registration Statement/Annual Report (Form 56-1 One Report).
- 5.2.4 Establish and review guidelines, criteria, and methods for evaluating the performance of the Chief Executive Officer and submit them to the Board of Directors for approval. The evaluation criteria shall be communicated to the Chief Executive Officer in advance.
- 5.2.5 Conduct annual performance evaluations of the Chief Executive Officer in accordance with the approved criteria and methods and report the results to the Board of Directors for acknowledgment.
- 5.2.6 Determine the annual salary adjustments and bonuses payout of the Chief Executive Officer, taking into account individual performance and the Company's overall results, and submit recommendations to the Board of Directors for approval.
- 5.2.7 Review and endorse the criteria, calculation formula, and budget for the annual bonus payouts and salary adjustments for executives and employees.
- 5.2.8 Review and endorse proposals for the issuance of new securities or warrants for directors, executives, and employees, including consideration of the appropriateness of related terms and conditions, and submit recommendations to the Board of Directors for consideration prior to obtaining approval from the shareholders' meeting.

5.3 Corporate Governance Duties

- 5.3.1 Provide advice, consider, and oversee the formulation of the Company's corporate governance policies and practices, including the Business Code of Conduct and other key corporate policies, to ensure compliance with applicable laws, regulations, and requirements set forth by regulatory authorities such as the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), as well as with national and international standards and best practices. The

- NCCGS Committee shall submit such policies and practices to the Board of Directors for consideration and approval.
- 5.3.2 Oversee to ensure that the corporate governance policy and practices, the Business Code of Conduct, and other key corporate policies are regularly reviewed, at least once per year by benchmarking them against current regulations, notifications, and best practices issued by relevant regulatory authorities and international standards and provide recommendations to the Board of Directors for revision and updates as appropriate.
 - 5.3.3 Oversee the Company's operations to ensure full compliance with the established corporate governance policy and practices, the Business Code of Conduct, and other key corporate policies.
 - 5.3.4 Oversee and support effective communication and dissemination of the Company's corporate governance policy and practices, the Business Code of Conduct, and other key corporate policies to all directors, executives, and employees at every level, ensuring that they are well-informed, fully understand, remain aware of their importance, and strictly adhere to them in the performance of their duties.
 - 5.3.5 Provide consultation, advice, and recommendations to the Board of Directors and management regarding good corporate governance practices in order to enhance the Company's governance structure and systems, thereby continuously elevating the Company's corporate governance standards.

5.4 Sustainability Duties

- 5.4.1 Consider and provide guidance on the formulation of sustainable development policy and practices to serve as the operational framework for the Company, ensuring alignment with both national and international sustainable development guidelines and standards. This includes establishing sustainability indicators and goals that comprehensively address environmental, social, economic and governance dimensions. The NCCGS Committee shall also oversee and monitor the regular review and update of such policy and practices to ensure their relevance and appropriateness in light of changing circumstances.
- 5.4.2 Provide advice and recommendations, as well as consider and endorse the prioritization of material sustainability issues, together with related strategies and management approaches for addressing such matters.
- 5.4.3 Provide consultation, advice, and recommendations, as well as oversee and monitor the progress and performance of the Company's sustainability initiatives, including the management of climate change-related issues and greenhouse gas emission reduction efforts.
- 5.4.4 Oversee to ensure that the preparation and disclosure of the Company's sustainability performance reports comply with applicable laws,

regulatory requirements, and guidelines prescribed by regulatory authorities, and are consistent with both national and international standards.

5.5 Other Duties

- 5.5.1 Attend training programs and continuously enhance knowledge and competencies in matters relevant to the functions and responsibilities of the NCCGS Committee.
- 5.5.2 Regularly review and assess the adequacy of the Charter of the Nomination, Compensation, Corporate Governance and Sustainability Committee, and provide recommendations to the Board of Directors for consideration and approval of any necessary amendments to ensure that it remains current and appropriate in light of prevailing circumstances.
- 5.5.3 Perform any other duties related to the NCCGS Committee's authority and responsibilities, or as assigned by the Board of Directors.

In performing the aforementioned duties, the NCCGS Committee shall be directly accountable to the Board of Directors. However, the Board of Directors shall remain ultimately responsible to external parties for the overall operations and performance of the Company.

6. **Scope of Authority of the NCCGS Committee**

The NCCGS Committee shall have the authority to undertake actions within the scope of its duties and responsibilities as specified under the section "Roles, Duties, and Responsibilities of the NCCGS Committee," and shall also have the authority to undertake the following actions:

- 6.1 Invite the Chief Executive Officer, senior executives, management members, or relevant employees of the Company to provide opinions, attend meetings, or submit documents deemed relevant or necessary.
- 6.2 Engage external advisors, independent experts, or professional consultants to provide opinions or recommendations on matters related to its responsibilities, as deemed necessary, at the Company's expense.
- 6.3 Appoint working groups, define their roles, duties and responsibilities as appropriate, and exercise supervision and control over their operations as necessary.

7. **Meeting of the NCCGS Committee**

- 7.1 The Company shall convene meetings of the NCCGS Committee at least two (2) times per year. Extraordinary meetings may be held as necessary to consider urgent or special matters.
- 7.2 In calling a meeting of the NCCGS Committee, the Chairman of the NCCGS Committee, or the Secretary of the NCCGS Committee acting under the Chairman's instruction, shall send a written notice of meeting specifying the date, time, venue, and agenda to all NCCGS Committee members at least seven (7) days prior to the meeting date. In urgent cases, however, the notice

may be given by other means, or the meeting may be scheduled sooner. The Secretary of the NCCGS Committee may also deliver the notice via electronic mail and shall retain a copy of the meeting notice as evidence, which may be stored in electronic form.

- 7.3 The Chairman of the NCCGS Committee may consider convening a meeting via electronic media, provided that such electronic meetings are conducted in compliance with applicable laws and related regulations.
- 7.4 The Secretary to the NCCGS Committee shall distribute the meeting materials to all members of the NCCGS Committee in advance, so that the NCCGS Committee members have sufficient time to review and consider the information prior to the meeting.
- 7.5 The NCCGS Committee members should attend all meetings, either in person or through electronic means. If any member is unable to attend, he or she should notify the Chairman of the NCCGS Committee or the Secretary to the NCCGS Committee in advance.
- 7.6 A quorum for any meeting of the NCCGS Committee shall consist of not less than one-half (1/2) of the total number of Committee members.
- 7.7 The Chairman of the NCCGS Committee shall preside over the meeting. In the event that the Chairman is absent or unable to perform his or her duties, the attending members shall elect one member to act as the Chairman of the meeting.
- 7.8 Resolutions of a meeting of the NCCGS Committee shall be passed by a majority vote of the members present at the meeting. Each NCCGS Committee member shall have one vote. In the event of a tie, the Chairman of the meeting shall have a casting vote. Any member who has an interest in any matter under consideration shall leave the meeting and shall refrain from expressing opinions and voting on that particular matter. Any dissenting opinions expressed by other members of the NCCGS Committee shall be recorded in the minutes of the meeting and reported to the Board of Directors.
- 7.9 The NCCGS Committee may invite the Chief Executive Officer, senior executives, management members, employees, Company advisors, and/or other relevant persons to attend meetings as appropriate. The NCCGS Committee may also hold separate meetings with such persons when deemed necessary for specific discussions or considerations.
- 7.10 The Secretary to the NCCGS Committee shall attend meetings and prepare written minutes for each meeting. The minutes shall be submitted to the NCCGS Committee for approval at the subsequent meeting. The Chairman of the NCCGS Committee shall sign the minutes to certify their accuracy and completeness.

8. Performance Assessment of the NCCGS Committee

The NCCGS Committee shall conduct an annual self-performance assessment of its duties and responsibilities, both on a collective basis and on an individual member basis, at least once a year.

9. Remuneration of the NCCGS Committee

Members of the NCCGS Committee shall receive remuneration appropriate to their duties and responsibilities, as approved by the shareholders' meeting.

10. Reporting on the NCCGS Committee's Performance

10.1 The NCCGS Committee, through its Chairman or a designated representative, shall report its performance to the Board of Directors on a regular basis, at least twice a year. The report shall cover significant matters and resolutions adopted at its meetings. In the event of any critical factors or material incidents that may have a significant impact on the Company, the NCCGS Committee shall promptly report such matters to the Board of Directors for acknowledgment and consideration.

10.2 The NCCGS Committee shall prepare and disclose a report on its performance for the preceding year to the shareholders in the Company's Annual Registration Statement/Annual Report (Form 56-1 One Report). Such report shall be signed by the Chairman of the NCCGS Committee and shall include the following details:

- the number of meetings held during a year,
- the attendance record of each committee member, and
- results of the NCCGS Committee's performance in accordance with its Charter.