

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

### 1. Objectives

The Board of Directors has appointed the Nomination, Compensation and Corporate Governance Committee to perform duties in selecting and nominating qualified persons to hold director position, president and senior executives position of the Company; setting transparent and appropriate remuneration policy, criteria, and structure; establishing corporate governance policy and practices, business code of conduct, and other relevant policies; and overseeing to ensure compliance with the established policies and practice of the management.

The Board of Directors has established the Charter of the Nomination, Compensation and Corporate Governance Committee aiming to use it as a guideline for the Nomination, Compensation and Corporate Governance 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 and Corporate Governance Committee.

### 2. Structure and Composition

- 2.1 The Nomination, Compensation and Corporate Governance 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 and Corporate Governance Committee who is independent director to chair the Nomination, Compensation and Corporate Governance Committee.
- 2.3 The Nomination, Compensation and Corporate Governance Committee may consider appointing a qualified person to act as its secretary to support its performance of duties, prepare documents for the Nomination, Compensation and Corporate Governance Committee meetings, follow-up the progress of the Nomination, Compensation and Corporate Governance Committee resolutions, and perform other tasks as assigned by the Nomination, Compensation and Corporate Governance Committee.

### 3. Qualifications

- 3.1 Each member of the Nomination, Compensation and Corporate Governance 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 and Corporate Governance Committee must be knowledgeable, skilled, and experienced that will be beneficial to duties performance of the Nomination, Compensation and Corporate Governance Committee.
- 3.3 Each member of the Nomination, Compensation and Corporate Governance 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 and Corporate Governance 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 and Corporate Governance Committee whose term of office expires may be re-appointed as a member of the Nomination, Compensation and Corporate Governance Committee by the Board of Directors.
- 4.2 Other than completion of office term as mentioned above, each member of the Nomination, Compensation and Corporate Governance Committee shall vacate office upon:
- (1) death,
  - (2) resignation,
  - (3) lack of qualifications of the Nomination, Compensation and Corporate Governance Committee as set forth in this Charter,
  - (3) being removed by a resolution of a meeting of the Board of Directors; or
  - (4) terminating from director's office of the Company.
- 4.3 Any member of the Nomination, Compensation and Corporate Governance 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 and Corporate Governance 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 Duty**

1. Consider reviewing 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.
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 consistent with the Company's criteria and relevant regulations and laws.
3. Consider determining and reviewing policy, criteria and procedures for the nomination and the appointment of the Company director and of member of the sub-committees and present them to the Board of Directors for approval.
4. Consider nominating persons who are qualified 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 according to 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 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. Consider determining and reviewing policy, criteria and procedures for the nomination and selection of person who will take position of the president or of senior executives and present them to the Board of Directors for approval.
6. Consider endorsing qualified persons to be nominated as the president or senior executives, or acting President when the positions become vacant, and the Company is in the process of nominating successor before proposing to the Board of Directors for appointing.
7. Consider endorsing and ensure implementation of the succession plan for the position of the president, senior executives, executives, and other key positions to ensure business continuity in the event that the president, senior executives, executives or other key positions retire, resign or are unable to perform their duties.
8. Establish guidelines for developing knowledge of directors, members of the sub-committees and the President, and present to the Board of Directors for approval.
9. Consider endorsing the reorganization of the management structure of executives at C-level and upward before presenting it to the Board of Directors for approval.

## 5.2 Remuneration Determining Duty

1. Consider determining and reviewing directors' remuneration policy, criteria, structure, including pay component and level, both cash-based and non-cash remuneration, and present them to the Board of Directors for consideration before proposing to shareholder's meeting for approval.
2. Consider determining and reviewing compensation policy, criteria, structure, including pay level, components and methods of the president and senior executives taking into consideration of obligations, duties and responsibilities present them to the Board of Directors for approval.
3. Consider determining and reviewing 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).
4. Consider determining and reviewing guidelines, criteria and procedures of performance evaluation of the president and senior executives and present it to the Board of Directors for approval, as well as communicating with the president and senior executives to ensure that they acknowledge the criteria and procedures of performance evaluation in advance.
5. Conduct performance evaluation of the president and senior executives according to the established criteria and procedures on an annual basis and report on the evaluation results to the Board of Directors.
6. Consider determining annual bonus payment and annual salary adjustment of the president and senior executives taking into consideration of personal performance and the Company's operating results, and present to the Board of Directors for approval.

7. Consider endorsing criteria, formula for calculating, and payment limit of annual bonus payment and annual salary adjustment of employees and executives.
8. Consider endorsing the Initial Public Offerings or the allocation of warrants to purchase shares to directors and employees as well as consider suitability of conditions and present them to the Board of Directors for consideration before proposing to shareholder's meeting for approval.

#### 5.3 Corporate Governance Duty

1. Consider determining the Company's corporate governance policy in accordance with applicable laws and regulations of regulatory agencies, such as the SEC, the SET, as well as domestic and international standards and best practices, and present to the Board of Directors for approval.
2. Make a recommendation on the practices of the Company's corporate governance and provide advisory on the said matters to the Board of Directors.
3. Consider reviewing the Company's corporate policy and practices at least once a year, comparing them with regulations, notifications and best practices of the regulatory agencies and the international standards, and make recommendations to the Board of Directors for further improvement and keeping it up to date.
4. Oversee and monitor to ensure that The Company personnel comply with the Company's corporate governance policy and practices.

#### 5.4 Sustainability Development Duty

1. Consider determining the sustainability development policy covering economic, social and environmental dimension to use as a framework for operating sustainability as well as other relevant policies and practices, and present to the Board of Directors for approval.
2. Study and track sustainability trends and direction worldwide; conduct a review and improve the sustainability development policy of the Company to ensure it is modern and up to date.
3. Oversee, monitor, and provide advisory to the management to ensure that sustainability is performed efficiently, transparently and in accordance with the established policies and practices, applicable laws, and requirement of the regulatory agencies, such as the SEC, the SET, as well as standard and best practices at both national and international level.

#### 5.4 Other Duties

1. Regularly review and evaluate the adequacy of the Nomination, Compensation and Corporate Governance Committee Charter and make recommendations to the Board of Directors for further improvement and keeping it up to date.
2. Perform other tasks related to duties and responsibilities or as assigned by the Board of Directors.

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

- 6.1 Inviting the president, senior 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 deemed necessary.
- 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 and Corporate Governance Committee**

- 7.1 The Nomination, Compensation and Corporate Governance Committee shall meet at least two (2) times a year. Additional meetings can be convened, as the Nomination, Compensation and Corporate Governance Committee deem necessary.
- 7.2 To call for a meeting, the chairman or the secretary to the Nomination, Compensation and Corporate Governance Committee by order of the chairman 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 Company Secretary may send a notice summoning a meeting via electronic mail. In this regard, the Company Secretary 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 and Corporate Governance 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 and Corporate Governance Committee shall 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 and Corporate Governance Committee are required to attend meeting every time, whether in person or via electronic device, unless being tied up with very important and urgent matters, the chairman or the secretary to the Nomination, Compensation and Corporate Governance Committee shall be notified.
- 7.6 At a meeting of the Nomination, Compensation and Corporate Governance 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 and Corporate Governance 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 A resolution of a meeting of the Nomination, Compensation and Corporate Governance 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 votes, the chairman will cast the decisive vote. Any member having interests in any matter shall leave a meeting and abstain from voting on that matter. Votes cast as disapproved by any members of the Nomination, Compensation and Corporate Governance Committee shall be recorded as dissenting opinions and shall be reported to the Board of Directors.
- 7.9 The Nomination, Compensation and Corporate Governance Committee may invite the president, senior executives, executives, employees, advisors, and/or other relevant persons to

attend meeting as deemed appropriate; or may consider arranging a separate meeting with other persons if it is deemed that there are specific issues that should be discussed.

- 7.10 The secretary to the Nomination, Compensation and Corporate Governance Committee is responsible for preparing minutes of every meeting in writing and presenting to the Nomination, Compensation and Corporate Governance Committee for adoption in the next meeting. The adopted meeting minutes shall be signed by the chairman of the Nomination, Compensation and Corporate Governance Committee.

## **8. Performance Evaluation**

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

## **9. Remuneration**

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

## **10. Reporting**

- 10.1 The Nomination, Compensation and Corporate Governance Committee shall report its performance to the Board of Directors on a regular basis. Important matters and resolutions of every Nomination, Compensation and Corporate Governance Committee meeting shall be reported to the Board of Directors.
- 10.2 The Nomination, Compensation and Corporate Governance Committee shall prepare and disclose a report on its 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 and Corporate Governance 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 and Corporate Governance Committee.

*This Nomination, Compensation and Corporate Governance Committee Charter has been approved by the resolution of the Board of Directors Meeting No. 6/2023 on December 18, 2023 and is effective from December 18, 2023 onwards.*