

Nomination and Appointment of Company Director

The nomination and appointment of director are important as a director plays a key role in formulating business strategies and guiding the company toward the achievement of its objectives and goals. They are instrumental in promoting and supporting effective management in accordance with the good corporate governance principles, ensuring fairness, transparency, and accountability. This, in turn, contributes to long-term shareholder value, enhances stakeholder confidence, and drives the company toward sustainable growth.

To ensure that the nomination and appointment of Company's director is conducted with transparency and clear framework and in line with good corporate governance principles, the Board of Directors of Symphony Communication Public Company Limited ("**the Company**") has assigned the Nomination, Compensation, Corporate Governance and Sustainability ("**NCCGS**") Committee to establish criteria and methodology for the nomination and appointment of the Company directors.

1. Criteria for Nomination and Appointment of Company Director

The NCCGS Committee has established criteria for the nomination of individuals to serve as directors of the Company. These criteria take into account the appropriateness and alignment with the nature of the Company's business, strategic direction, corporate governance policies, the Company's Articles of Association, as well as applicable laws and regulations.:

Qualifications of Person to Be Nominated and Appointed as Company Director

1. Being a natural person, and
 - (a) become sui juris.
 - (b) not be a bankrupt person, or incompetent or quasi-incompetent person,
 - (c) not have been imprisoned by the final verdict to a term of imprisonment for an offence against property committed dishonestly,
 - (d) not have been punished by an expulsion or removal due to the ground of corrupt practices in duties
2. Possessing full qualifications and have neither prohibited characteristic as prescribed by Section 68 of the Public Limited Companies Act, including the law on operating telecommunication business and other relevant laws, nor characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose shares are held by public shareholders as prescribed in Section 89/3 of the Exchange and Securities Act and the notifications or criteria specified by the

Stock Exchange of Thailand, the Securities and Exchange Commission, or the Capital Market Supervisory Board.

3. Having knowledge, capabilities, expertise, and experience that are beneficial to the Company and well aligned with its business direction. Demonstrating a strong sense of responsibility, broad vision, and a positive attitude toward the organization.
4. Possessing a record of good conduct and professional background, with honesty, integrity, and high ethical standards. Being capable of performing duties with loyalty, prudence, and diligence in accordance with fiduciary duties. Demonstrating a willingness and readiness to carry out assigned responsibilities to the best of ability; being fully dedicated in terms of time commitment; and attending Board meetings regularly.
5. Being capable of expressing opinions, articulating vision, raising inquiries, and exercising sound judgment in decision-making in a straightforward and independent manner. Possessing the independence to oppose the actions of other directors or management, particularly in situations where there are differing views on matters that may impact the best interests of the Company, its shareholders, or other stakeholders.
6. Possessing leadership qualities, maturity, and emotional stability; being a good listener; and being capable of overseeing management's operations effectively and efficiently.
7. Not holding directorship for more than four Thai listed companies. In this regard, serving director position in other companies must not be a hindrance to performing duties as the Company's directors and must comply with the guidelines prescribed by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.
8. Not engaging in any business in the same nature and in competition with the business of the Company or its subsidiaries. Not being a partner in a partnership/limited partnership or director with management authority, employee, staff member or advisor who receives salary; or not holding shares exceeding 1% of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition with the business of the Company or its subsidiaries., for his/her own benefit or for others' benefit, unless it is notified in a meeting prior to the resolution for appointment.
9. Not having conflicts of interest with the Company.
10. Not having been convicted of violating security and exchange laws, financial institution laws, life insurance laws, general insurance laws, anti-money laundering laws or any other financial law of a similar nature, whether Thai or foreign, by an agency with authority under that certain law. Such wrongful acts include those involved with unfair trading in shares or perpetration of deception, fraud, or corruption.

In addition to the general qualifications prescribed for directors, any individual nominated for an appointment as an independent director must also possess the following qualifications:

Qualifications of Independent Directors

1. Holding not more than 0.5% of total voting shares of the Company, its parent company, subsidiaries, associates, major shareholder or controlling person. This also includes shares held by related persons of such independent director.
2. Not being or having been director who is involved in the management, worker, employee, consultant who receives salary, or the controlling person of the Company, its parent company, subsidiaries, associates, major shareholder or controlling person, either at the present time or within two years prior to his/her appointment as an independent director
3. Not being a person related by blood or legal registration in the manner of being father, mother, spouse, sibling, or child, including spouse of child, other directors, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiaries.
4. Not having or having had a business relationship with the Company, its parent company, subsidiaries, associates, major shareholder or controlling person in a manner that may interfere with his/her independent judgment, and not being a significant shareholder (*holding more than 10% of all shares with voting rights of the Company, including shares held by related persons*) or controlling person of any person having a business relationship with the Company, its parent company, subsidiaries, associates, major shareholder or controlling person, either at the present time or within two years prior to his/her appointment as an independent director.

The term 'business relationship' in the preceding paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, granting or receiving financial assistance through receiving or extending loans, guarantees, providing assets as collateral, and any other similar actions, which result in the applicant or his/her counterparty being subject to indebtedness payable to the other party in the amount of 3% or more of the net tangible assets of the applicant or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions *mutatis mutandis*. The consideration of such indebtedness shall include indebtedness incurred during the period of one year prior to the date on which the business relationship with the person commences.

5. Not being or having been an auditor of the Company, its parent company, subsidiary, associate, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary,

associate, major shareholder or controlling person, either at the present time or within two years prior to his/her appointment as an independent director.

6. Not being or having been a provider of any professional services including legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiaries, associates, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, either at the present time or within two years prior to his/her appointment as an independent director.
7. Not being director appointed as the representative of other directors of the Company, major shareholders, or shareholders related to the Company's major shareholders.
8. Not undertaking any business in the same nature and in competition with the business of the Company or its subsidiaries, or not being a significant partner in a partnership or director with management authority, employee, staff member or advisor who receives salary or holds shares exceeding 1% of the total number of shares with voting rights of another company which undertakes business in the same nature and in competition with the business of the Company or its subsidiaries. This also includes shares held by related persons of such independent director
9. Not having any other characteristic that limits ability to independently express opinions regarding the Company's operations.

2. Methodology of Nomination and Appointment of Directors

In the event that a directorship becomes vacant due to the completion of a term or any other reason, the NCCGS Committee shall consider and select a qualified individual, as specified under 1., for nomination as a director or independent director of the Company in replacement of the outgoing director. The nomination of such qualified individuals shall be made through the following channels:

- Providing an opportunity to shareholders to nominate qualified individuals for consideration as directors of the Company in accordance with the criteria and conditions set forth by the Board of Directors, as announced on the Company's website,
- Allowing current Board members to nominate individuals whom they consider to be suitably qualified,
- Engaging an external professional search firm to assist in screening qualified candidates,
- Utilizing the Director Pool's database of the Thai Institute of Directors Association (IOD).

In the case of nominating an incumbent director for reappointment, the NCCGS Committee shall take into consideration various factors, including the individual's performance during the past year, attendance record and contributions to board meetings, constructive recommendations and insights provided, time commitment to the Company, and participation in and support for activities of the Board of Directors.

Procedures of director nomination in the event that director position becomes vacant with term completion

1. The NCCGS Committee shall present the profile of a qualified individual nominated for appointment as a director or independent director to the Board of Directors for consideration and endorsement.
2. The Board of Directors shall review and approve the nomination and subsequently propose the nominated individual for election at the Annual General Meeting of Shareholders. The election of directors must be conducted in accordance with the Company's Articles of Association and applicable laws, ensuring transparency and clarity through the following criteria and procedures:
 - 1) Each shareholder shall have a number of votes equal to number of shares he/she holds, one share per one vote.
 - 2) Each shareholder must exercise all the votes he/she has under 1) to appoint an individual or several persons to be director(s) but shall not split his/her votes among any person or group of persons.
 - 3) Person receiving the highest number of votes in descending order shall be appointed as director depending on the requirement of directors set at such time. In the event that a number of persons receive an equal number of votes for the last directorship rendering the number of directors more than which is required, the chairman of the meeting shall have a casting vote.

Procedures of director nomination in the event that director position becomes vacant for other reasons than office term expiration

The NCCGS Committee shall present the profile of a qualified candidate nominated for appointment as a director or independent director to the Board of Directors for consideration and appointment as the substitute director or independent director at the next Board meeting. An exception applies if the remaining term of director is less than two months, in which approval is needed from the Annual General Meeting of Shareholders. In such case, the substituted director shall hold office only for the remaining term of office of the director whom he or she replaces. The resolution of the Board of Directors to appoint a substitute director must be passed by a vote of not less than three-fourths of the number of the remaining directors.