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### **Nomination and Compensation Committee Charter**

The Board of Directors of the Company agreed to determine the Nomination and Compensation Committee Charter in order to gather compositions, roles, responsibilities, and practice guidelines, which are assigned to the Nomination and Compensation Committee, into written form. The Charter is stipulated as follows:

1. The Charter is called “**The Nomination and Compensation Committee Charter**”;
2. The Charter is effective on the date when it is approved by the Board of Directors;
3. The compositions and regulations of the Nomination and Compensation Committee consist Director of 3 (three) persons at least 2(two) Independent Directors and the Chairman of the Nomination and Compensation Committee must be independent directors.

#### **4. Term of membership**

4.1 The Nomination and Compensation Committee has a term in office of no longer than 3 years from upon the date receiving the appointment;

4.2 When a member of the Nomination and Compensation Committee has completed its term, or could not stay in office for the whole term due to any reason, the Board of Directors shall appoint its substitute within 3 months since the date the number of members is incomplete. The substitute member shall hold office only for the remaining office term of the vacating member. Such substitute member of the Nomination and Compensation Committee shall hold office only for the remaining term of office of such member whom he or she replaces.

4.3 A member of the Nomination and Compensation Committee whose term has ended shall be eligible for re-election through the consideration in accordance with the regulations and nominating of Directors;

4.4 Apart from the vacancy upon the completion of the office term, a member shall vacate office upon:

- Death
- Resignation
- Lack of qualifications

Any Director who prefers to leave the office before the term completion, required to submit a letter of resignation to the Chairman of the Board. The resignation become effectives since the day that such letter reaches the Company.

## 5. Roles and responsibility of the Nomination and Compensation Committee

The Nomination and Compensation Committee's duties are to propose opinion concerning the nominating and remunerations to the Board of Directors for approval or to the meeting of the shareholders, depending on a case, to ensure the efficiency of the Nomination and Compensation Committee's performance. The Nomination and Compensation Committee shall perform the following duties:

### 5.1 Nomination

1. To consider the appropriateness of structures and compositions of the Board of Directors and Sub-Committee.
2. To consider criteria and procedures for recruiting qualified candidates to a director and the executive management positions, comply with Corporate Governance best practice.
3. To consider the selection of qualified directors according to the criteria and procedure of nomination of directors, sub-committee and executive management proposed to the Shareholders' Meeting or the Board of Director, depending on the composition of the Board, knowledge, ability and experience that are beneficial to the company business.
4. To provide development plan, knowledge and skill in directorship continuous, provide an orientation new director to know deeply information related to business operation and related regulatory.
5. To review the succession plan for the board and top management.

### 5.2 Compensation

1. Stipulate regulations and review remuneration structure of the Board of Directors, the Sub-Committees by proposing to the Board of Directors to approve and proposed to the meeting of the shareholders for approval.
2. Determine the evaluation regulations and remuneration for top management by proposing to the Board of Directors to approve.
3. Consider the remuneration structure for staff members and propose the timeline for salary adjustment and annual bonus for the group company to the Board of Directors for an approval.
4. Consider conditions of the issuance of new securities as appropriate and provide approval upon the Company's issuance of new securities to the Directors or staff and when the Directors or staffs receive the new securities of more than (five) 5% of the total allotted securities. There should be no Directors or employee receive the aforementioned allotted securities more than (five) 5%.

5.3 Evaluation of its own performance, the Nomination and Compensation Committee 1 time per year for presentation to the Board of Directors.

5.4 Annually prepare performance yearly report to the Board of Directors and shareholders' meeting.

5.5 To revise the Charter of the Nomination and Compensation Committee 1 time per year as necessary and appropriate

5.6 To perform other duties as assigned by the Board of Directors and law regulations or as necessary and appropriate.

#### **6. Meeting:**

6.1 The Nomination and Compensation Committee shall hold at least 2 meeting twice a year or as appropriate;

6.2 At the meeting of the Nomination and Compensation Committee, there should be at least 2 Directors attending the meeting to form a quorum;

6.3 The resolution of the meeting of the Nomination and Compensation Committee shall be made by majority vote of the Directors attending the meeting and form a quorum. If there are only two Directors attending the meeting, the resolution shall be unanimous;

6.4 The Nomination and Compensation Committee has the authority to invite the management or related persons or others who shall attend the meeting in order to explain or submit the concerned documents.

#### **7. Reporting:**

7.1 The Nomination and Compensation Committee is responsible to the Board of Director and shall report the operating results to the meeting of the Board of Directors at least once a year and prior to the Annual General shareholders' Meeting;

7.2 The Nomination and Compensation Committee shall report its performance of the previous year to the shareholders.

#### **8. Others:**

8.1 The Nomination and Compensation Committee shall receive the remuneration in appropriate with its duties and responsibilities with an approval from the meeting of the shareholders;

8.2 The Nomination and Compensation Committee is able to seek for advice from independent advisors or may hire an advisor when there is a necessity to ensure the efficiency of the Nomination and Compensation Committee. The Company is responsible for the aforementioned expenses;

8.3 The Nomination and Compensation Committee is able to receive training, paid by the Company, in order to strengthen knowledge concerning the operation of the Nomination and Compensation Committee.

This Charter is effective on 21 October, 2024 onwards.

*General Chaiwat Satondee*

(General Chaiwat Satondee)

Chairman of Nomination and Compensation Committee

*Ekachidd Chungcharoen*

(Assoc.Prof. Dr. Ekachidd Chungcharoen)

Chairman of the Board