



Sammakorn Public Company Limited

Nomination and Remuneration Committee Charter

Revision 2024

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Nomination and Remuneration Committee Charter

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Objective

To perform the duty of transparently considering the determination of the nomination rules and process, as well as transparently screening and selecting the qualified persons to be appointed for holding the office of the director, sub-committee member, and Managing Director; including considering the mode and rules of remuneration payment aligned with the Corporate Governance Code and other rules which are related and consistent with the Company's turnover, duties and responsibilities and performance of the directors at the suitable level comparable to other companies in the same industry or similar size to propose the Board of Directors or to the Shareholders' Meeting for approval consideration as the case may be.

Therefore, Sammakorn Public Company Limited issued the "Nomination and Remuneration Committee Charter" according to the rules of the Stock Exchange of Thailand with the following requirements.

1. Scope of Authority

The Nomination and Remuneration Committee members have the following authority.

- 1.1 Determine the rules, policies, and procedures for nominating the appropriate persons to be the Director, Managing Director, and consultant of the Company by taking into account knowledge, competence, reputation, experience, and good, glorious biography supplementing the consideration, as well as provision of the opportunity to the shareholders for nominating the directors.
- 1.2 Function to nominate according to objectives and principles with prudence, diligence, and main concern on the Company's benefits before proposing to the Board of Directors for appointment consideration.
- 1.3 Establish the development plan for the Managing Director to prepare the potential persons to be capable of succession in the case where the Managing Director retires, resigns, or cannot function.
- 1.4 Consider the structure of the Board of Directors in the matters of the number of the Board of Directors members suitable for business size, type and complexity, and qualifications of each director in the aspects of specialized skill, experience, and competence related to the main business or industry the Company is operating.

- 1.5 Consider the qualifications of the person who will be an independent director to be appropriate for the Company's characteristics. Independence must, at least, comply with the criteria established by the Office of the Securities and Exchange Commission (SEC).
- 1.6 The Nomination and Remuneration Committee should report the performance to the Board of Directors for acknowledgement at least once a year.
- 1.7 Determine the structure of remuneration and other benefits for the directors, sub-committee members, and Managing Director by reviewing the suitability of the current adopted rules, comparing with the same business group or other similar businesses to propose to the Board of Directors and/or the Shareholders' Meeting for approval.
- 1.8 Establish the criteria for assessing the Managing Director, where the Chairman of the Committee shall participate in considering the assessment of the Managing Director.
- 1.9 Oversee the Company to hold the orientation and distribute the documents and information that are useful for the duty performance of the new directors.
- 1.10 Determine the necessary and appropriate remuneration both in monetary and non-monetary forms to motivate and retain the directors, sub-committee members, and Managing Director.
- 1.11 Consider reviewing the policies and rules for nomination and remuneration and the remuneration payment system to be appropriate for the duties, and responsibilities, as well as consistent with the Company's performance and market condition by mainly taking into account the benefits which will be generated for the Company.
- 1.12 Oversee to ensure the disclosure of the details of remuneration additionally obtained by each Nomination and Remuneration Committee member from holding the director's office in the Annual Report.
- 1.13 Perform any other duties entrusted by the Board of Directors.

2. Composition of the Committee

The Nomination and Remuneration Committee consists of the following composition.

- 2.1 The Board of Directors appoints the Nomination and Remuneration Committee by considering qualified people.
- 2.2 The Nomination and Remuneration Committee mostly comprises independent members.
- 2.3 The Nomination and Remuneration Committee must consist of not less than 3 members.
- 2.4 The Nomination and Remuneration Committee selects a member to be the Chairman of the Committee and appoints a Secretary of the Committee.

3. Qualifications of the Committee

The Nomination and Remuneration Committee members shall possess the following qualifications.

- 3.1 Being the Company's director and independent according to the Corporate Governance Code.
- 3.2 Not participate in administration in the Company and the affiliated companies.
- 3.3 Have knowledge and competence as well as experience, understand the Company and affiliated companies' businesses, understand the qualifications, duties, and responsibilities of the Nomination and Remuneration Committee, and have knowledge in the aspect of corporate governance and able to devote adequate time for duty performance.
- 3.4 Able to independently perform duties and comment or report the performance based on the duties entrusted by the Board of Directors.
- 3.5 Being neutral in the nomination and selection of the persons appropriate to be nominated for holding the office.
- 3.6 Should mostly consist of independent directors, whereas the Chairman of the Board of Directors should not be a Nomination and Remuneration Committee member so that the function of the Nomination and Remuneration Committee is checked and balanced.

4. Term of Office

Each term of office of the Nomination and Remuneration Committee members is 3 years to be aligned with the office of the Company's director. The member who retires by rotation may be reappointed.

Other than the retirement by rotation aforementioned, the members retire upon:

- 4.1 death;
- 4.2 resignation;
- 4.3 disqualification of being a member under this Charter or the rules of the Stock Exchange of Thailand;
- 4.4 resolution of the Board of Directors for retirement.

Any member who will resign from the office shall submit a Resignation Form to the Chairman of the Board of Directors and the Board of Directors is the approver.

In the event that all members of the Committee retire, the retiring members must remain on duty to ensure continued operations until a new set of the Committee is appointed and assumes office.

In the case where the member's office becomes vacant for reasons other than the regular rotation schedule, the Board of Directors shall appoint a fully qualified individual as a replacement, ensuring the

board's membership remains at the full count set by the Board. This new member will serve for the remaining term of the vacated office.

5. Meeting

- 5.1 The Committee holds or calls for the Meeting as deemed appropriate at least twice a year and has the power to call for the additional Meeting as necessary.
- 5.2 The Chairman of the Committee or the Secretary of the Committee by the order of the Chairman of the Committee shall deliver the Invitation to the Meeting to the members not less than 7 days before the meeting date. Unless in the case of necessity, the meeting appointment shall be urgently informed by other means or the meeting date shall be early scheduled. The Secretary of the Nomination and Remuneration Committee takes the minutes of the meeting. The Company can deliver the Invitation to the Meeting and the meeting documentation both directly or via electronic media, whether being the Meeting in the same meeting venue or the Electronic Meeting.
- 5.3 The Committee with interest in any consideration matters shall not vote on those matters, except in the case of consideration on the determination of remuneration for the entire set of the Board of Directors.
- 5.4 The Committee should hold the Meeting in the matters under the scope of entrusted authority.

6. Quorum

- 6.1 In the Board of Directors' Meeting, the members not less than half of the total number of the members appointed by the Board of Directors shall attend the Meeting to meet a quorum.
- 6.2 In the case where the Chairman of the Committee is absent in the Meeting or unable to function, the members who attend the Meeting shall select a member to be the Chairman of the Meeting.
- 6.3 Decisions in meetings shall be determined by a majority vote of the members present.
- 6.4 A director has one vote for voting. Unless the member with interest in any matter shall not attend the Meeting in that agenda and is not entitled to vote in that matter. If a tie exists, the Chairman of the Meeting shall cast an additional vote as casting vote.

6.5 Every member is expected to attend all meetings. In cases where attendance is not possible, the member should provide advance notice to the Chairman of the Nomination and Remuneration Committee.

7. Remuneration

The Nomination and Remuneration Committee considers determining remuneration and then proposes to the Board of Directors for consent approval to be proposed to the Shareholders' Meeting for approval.

8. Assessment of the Nomination and Remuneration Committee's Performance

The Nomination and Remuneration Committee conducts an annual performance evaluation of both the committee as a whole and its individual members. This assessment is based on the evaluation forms provided by the Thai Institute of Directors (IOD) and the Stock Exchange of Thailand, ensuring the committee's effectiveness and fulfillment of its responsibilities. Furthermore, the Audit Committee prepares a report to be included in the Form 56-1 One Report / Annual Report, which is signed by the Chairman of the Nomination and Remuneration Committee.

9. Review of the Charter

The Nomination and Remuneration Committee will yearly review and assess the adequacy and suitability of the Charter as necessary and appropriate to ensure that the content in the Charter is consistent with the objective, as well as review and revise the Nomination and Remuneration Charter at least once a year to be up-to-date and appropriate for the Company's situation and propose to the Board of Directors for approval consideration.

Remark: The said Charter has been approved by the Board of Directors in Meeting No. 1/2024 on 20 February 2024.