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NOMINATION AND REMUNERATION COMMITTEE CHARTER

SRINANAPORN MARKETING PUBLIC COMPANY LIMITED

Nomination and Remuneration Committee Charter

The Nomination and Remuneration Committee is responsible for determining the criteria and processes involved in recruiting qualified individuals to be appointed as Directors and Senior Executives of Srinanaporn Marketing Public Company Limited (the "Company"), as well as selecting directors to serve as sub-directors. It is also responsible for reviewing formats and criteria for the payment of remuneration and selecting individuals in accordance with the established recruitment process. The results are then presented to the directors or the shareholder meeting for consideration and approval, as required by law. To formalize these responsibilities, the Board of Directors has established the Nomination and Remuneration Committee Charter as follows:

1. Compositions of the Nomination and Remuneration Committee

1.1 The Nomination and Remuneration Committee is comprised of at least three directors, with the majority being independent directors. The Chairperson of the Nomination and Remuneration Committee should be an independent director. The qualifications of the company's independent directors shall align with the criteria set forth by the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand, as outlined in the Board of Directors Charter.

1.2 The Nomination and Remuneration Committee is responsible for selecting one of the Nomination and Remuneration Committee members to serve as chairperson, and they should be an independent director to reinforce the independent performance of the committee's duties.

1.3 The Nomination and Remuneration Committee is capable of appointing any individual to serve as the secretary of the Nomination and Remuneration Committee. The secretary will assist in the committee's operations, including meeting appointments, preparing meeting agendas, submitting meeting documents, recording meeting minutes, and managing meeting documents.

1.4 In the event that the Board of Directors appoints any individual as an advisor to the Nomination and Remuneration Committee, the information regarding such an advisor, including their independence or no potential conflicts of interest, should be disclosed in the annual report.

2. Qualifications of the Nomination and Remuneration Committee Members

2.1 The Nomination and Remuneration Committee members must possess qualifications without prohibited characteristics as stipulated by the Public Limited Companies Act and other relevant laws.

2.2 Independent directors serving on the Nomination and Remuneration Committee must demonstrate independence in accordance with the company's good corporate governance principles and must adhere to the established good corporate governance principles.

2.3 The Chairperson of the Nomination and Remuneration Committee, as well as the Nomination and Remuneration Committee members, must not concurrently hold the position of Chairperson of the Board of Directors or Chief Executive Officer.

2.4 The Nomination and Remuneration Committee members must possess knowledge, capabilities, and experience that contribute to the beneficial operation of the company. They must uphold honesty, integrity, and ethics in conducting business and commit sufficient time, knowledge, and abilities to fulfill their duties for the company.

2.5 Committee members should not engage in businesses of the same status that compete with the company or become partners or directors in other legal entities conducting similar businesses in competition with the company, either for personal gain or the benefit of others, unless such appointments are disclosed and approved during a Board of Directors' meeting before resolution.

3. Appointment and Term of Office of the Nomination and Remuneration Committee

3.1 The Board of Directors is responsible for appointing the Nomination and Remuneration Committee. The committee members must undergo a selection and screening process before being presented to the Nomination and Remuneration Committee.

3.2 The Nomination and Remuneration Committee serves a term of 3 years each, aligning with the tenure of the directors. (This applies in events where the Nomination and Remuneration Committee member also holds a director position.) If any Nomination and Remuneration Committee member vacates their position due to the term's end of a director but is later reappointed to their Nomination and Remuneration Committee member position, they shall persist in serving as the

Nomination and Remuneration Committee member until the Board of Directors resolves to alter the appointment of the replacement Nomination and Remuneration Committee member.

3.3 In the event that a Nomination and Remuneration Committee member does not hold a director position, they shall serve as a Nomination and Remuneration Committee member until they vacate the position of executive or company's employee or the Board of Directors has resolutions to remove them from their position, depending on the situation.

3.4 In addition to vacating a Nomination and Remuneration Committee member position for a specific term, they may vacate office under the following circumstances:

- (1) Decease
- (2) Resignation
- (3) Lack of qualifications to be a Nomination and Remuneration Committee member according to this charter.
- (4) Removal from office by the Board of Directors meeting vote
- (5) Removal from office by court orders
- (6) The completion of the term of office of the director
- (7) Termination of being a director

3.5 In the event that the entire Nomination and Remuneration Committee members vacate their positions, the vacated members shall continue to fulfill their duties until the new Nomination and Remuneration Committee assumes their responsibilities.

It is important to note that vacating from the position, as outlined in Section 3.5, excludes vacating resulting from resolutions made during shareholder meetings, Board of Directors meetings, or court orders.

3.6 In the event that Nomination and Remuneration Committee members desire to resign, a resignation letter must be submitted to the Chairperson of the Nomination and Remuneration Committee at least one month in advance, accompanied by reasons for the resignation. The Chairperson of the Nomination and Remuneration Committee will then present the resignation to the Board of Directors for consideration, approval, and the appointment of replacement committee members. If the Chairperson of the Nomination and Remuneration Committee resigns, a resignation letter must be submitted to the Chairperson of the Board of Directors.

3.7 In the event that a vacancy among the Nomination and Remuneration Committee members results in the number of committee members falling below three, the Board of Directors is responsible for selecting an individual who possesses the required qualifications to serve as a Nomination and Remuneration Committee member to complete the number of members of the Nomination and Remuneration Committee. The appointment must be completed either immediately or within 90 days from the date the Nomination and Remuneration Committee becomes incomplete, ensuring the seamless continuation of the committee's duties. The appointed individual will serve in the position of Nomination and Remuneration Committee member for the remaining term of the committee's member they replace.

4. Authorities, Duties, and Responsibilities of the Nomination and Compensation Committee

4.1 Recruitment

4.1.1 Determining and reviewing the structure and qualifications of the committee, sub-committees, and executives to ensure alignment with the company's business operations. The suggestions are then presented to the Board of Directors for consideration and approval.

4.1.2 Considering criteria and processes for recruiting qualified individuals to serve as directors and executives from the Chief Executive Officer level and above. This includes conducting established recruitment processes and providing opinions to the Board of Directors for consideration when positions become vacant. This may require proposals to be presented to the shareholder meeting for further consideration and approval. Their responsibilities in this regard encompass:

- Reviewing the list of directors subject to rotation and individuals nominated to serve as directors, the list is from both directors and shareholders, especially small shareholders (if any).
- Ensuring that the nominee for the director position does not possess prohibited qualifications and characteristics as stipulated by law, as well as regulations and the best practices of the Securities and Exchange Commission.
- Ensuring that the nominee for the director position possesses knowledge, skills, experience, and specific abilities beneficial to the company. This includes leadership, a broad vision, dedication of time and effort to duties with fairness and straightforwardness, the courage to express opinions, a good work history, and ethical conduct.

- Ensuring that the nominee for the director position does not engage in a business of the same nature as and which is competitive to that of the company, neither for personal benefit nor on behalf of others.

- This recruitment process is capable of using a consulting company or director's database for recruiting new directors.

4.1.3 Considering the suitability of the individuals nominated for the position of Company Secretary and presenting opinions to the Board of Directors for approval in case of a vacancy in such a position.

4.1.4 Establishing the succession plans of directors and the Chief Executive Officer, as well as establishing criteria for considering successors and presenting the opinions to the Board of Directors for consideration and approval.

4.1.5 Performing any other duties assigned by the Board of Directors related to the recruitment of directors and executives of the Company.

4.2 Consideration of Remuneration

4.2.1 Determining the formats and criteria for fair and appropriate remuneration for the directors and sub-directors as follows:

- Considering directors' remuneration by comparing it with other companies within the same industry or businesses of similar size registered on the Stock Exchange of Thailand.

- Considering remuneration in the context of the scope of authority, duties, and accountabilities and responsibilities, including expected benefits from each director, the directors with additional duties should receive fair and appropriate remuneration.

- Considering remuneration based on the company's annual performance.

- Considering remuneration based on the self-assessment of the Board of Directors' performance each year, this includes reviewing and suggesting methods for performance evaluation and reporting performance results to the Board of Directors to incorporate this information for continuous improvement in the efficiency of the Board of Directors' work.

- Reviewing the formats and criteria for all types of remuneration annually, including the cash amount and the proportion of remuneration, to ensure appropriateness. This encompasses monthly

remuneration, such as meeting allowances, and annual remuneration, such as pensions, paid to the company's sub-directors. They then present their findings to the board of directors for their opinions, subsequently proposing them to the shareholder meeting for consideration and approval.

4.2.2 Considering and approving policies related to remuneration, salaries, bonuses, and rewards for employees below the Managing Director's level, as determined by the Managing Director. These are then presented to the Board of Directors meeting for consideration and approval.

4.2.3 Considering proposals regarding the offering of newly issued securities to directors and employees of the company. The Nomination and Remuneration Committee considers various conditions to motivate directors and employees to enhance their performance, creating long-term value for shareholders and ensuring the retention of quality employees. However, the allocation of securities must not be excessively high and be fair to shareholders. If any director or employee is to be allocated securities exceeding 5% of the total issuance, the Nomination and Remuneration Committee must assess suitability and grant approval in accordance with SEC regulations. It is important to note that no Nomination and Remuneration Committee member should be allocated more than 5% of the securities so that they have the right to approve. If not, they must seek approval from shareholders in compliance with relevant laws.

4.2.4 Possessing authority to invite company's executives and/or associated individuals to attend meetings or provide clarification on various matters related to remuneration in all instances.

4.2.5 Performing any other duties as assigned by the Board of Directors, especially those involving the consideration of remuneration for directors, executives, and employees of the company.

5. Meeting

5.1 The Nomination and Remuneration Committee is responsible for convening meetings at least twice a year and possesses the authority to call additional meetings as required. The quorum for the meeting shall not be less than half of the total number of Nomination and Remuneration Committee members, ensuring the committee's effective operations to achieve its stated objectives.

5.2 The Chairperson of the Nomination and Remuneration Committee, or the committee's member designated by the Chairperson, determines the date, time, and venue for the Nomination and Remuneration Committee meetings. The meeting venue may be determined differently, including areas

near the company's headquarters or nearby provinces. If the meeting venue is not specified by the committee's chairperson or member, the company's headquarters will serve as the default meeting venue.

5.3 The Chairperson of the Nomination and Remuneration Committee may convene a special meeting upon a request from the Nomination and Remuneration Committee members or the Chairperson of the Board of Directors to address specific agenda items that require collective discussion.

5.4 At a Nomination Committee meeting, a quorum is achieved with the presence of not less than half of the total number of Nomination Committee members. In the absence or incapacity of the Chairperson of the Nomination Committee, the attending committee's members shall select one among themselves to act as the meeting chairperson.

5.5 The Chairperson of the Nomination and Remuneration Committee presides over the meeting. In the committee's chairperson's absence or incapacity to perform duties, the attending committee's members shall select one member to act as the meeting chairperson.

5.6 Resolutions at Nomination and Remuneration Committee meetings are determined by a majority vote of the attending committee's members. In the event of a tie, the Chairperson of the Nomination and Remuneration Committee will make the final decision. If any objections arise from the committee's members, these objections must be clearly recorded in the meeting minutes.

5.7 The Secretary of the Nomination and Remuneration Committee is responsible for preparing meeting invitation letters, specifying the date, time, venue, and agenda for each meeting clearly. Meeting documents are sent to Nomination and Remuneration Committee members and participants at least three days in advance, allowing sufficient time for consideration or additional information requests.

5.8 The Secretary of the Nomination and Remuneration Committee serves as the note-taker for meeting minutes. The minutes must be submitted to the attending committee's members within seven days after the meeting date.

6. Reporting of the Nomination and Remuneration Committee

6.1 The Nomination and Remuneration Committee is responsible for reporting the outcomes of its meetings, identifying areas for improvement, or any other matters deemed crucial for the acknowledgement of the Board of Directors for the subsequent Board of Directors meeting.

6.2 The Chairperson of the Nomination and Remuneration Committee is responsible for reporting to shareholders on the activities conducted throughout the year, in accordance with the duties and responsibilities assigned by the Board of Directors. The report, endorsed by the Chairperson of the Nomination and Remuneration Committee, is disclosed in the company's annual report.

7. Performance Evaluation of the Nomination and Compensation Committee

7.1 The Nomination and Remuneration Committee undergoes an annual performance evaluation at least once a year. This evaluation includes both group and individual assessments conducted through methods such as self-assessment or cross-assessment. The committee shall assess performance, address issues, and propose solutions to enhance operational efficiency, as well as summarize the operating results in the company's annual report.

7.2 The evaluation results are reported to the Board of Directors, providing additional insights for enhancing the performance of the Nomination and Remuneration Committee.

7.3 External consultants may be appointed to evaluate the performance of the Nomination and Remuneration Committee, determining guidelines and recommending issues as necessary and appropriate.

8. Reviewing the Charter and Improving the Charter

The Nomination and Remuneration Committee conducts an annual review of this charter. Any recommended amendments and changes shall be submitted to the Board of Directors for consideration and approval.

This Nomination and Remuneration Committee Charter was approved during the Board of Directors Meeting No. 5/2023 and shall be effective from November 8, 2023, onwards.

-Signed-

(Mr. Niwat Kanjanaphoomin)

Chairman of the Board of Directors

Srinanaporn Marketing Public Company Limited