

SIAMRAJATHANEE

PUBLIC COMPANY LIMITED

Policy on Diversity in the Board of Director's Composition

Approved by the Board of Directors No. 4/2021

On August 11, 2021



Edit Note

Edit the time	Date of approval	Correction details	Reason for improvement	Approved by
00	August 11, 2021	Made for the first time.	According to the principles of good corporate governance.	BOD 4/2021





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Policy on Diversity in the Board of Directors' Composition

Policy

Siamrajathanee Public Company Limited (the “Company”) aims to create its culture with a diversity, open-mind and cooperative. The Company recognizes the benefits of diversity in the composition of the Board of Directors and views that the diversity in the composition of the Board of Directors is an importance composition which support the organization to achieve the strategic objectives and sustainable development. The Board of Directors realizes the importance and benefits of diversity in the composition of the Board of Directors (Board Diversity) in the areas of numbers of directors, ratio of directors nominated by major shareholders, Independent Directors, non-executive directors including it shall not create any discrimination in race, language, age and gender as well as it shall understand skills of potential candidates which include professional skill, expertise, experiences. The diversity of directors shall support the wider vision of which it will create a better decision making process and will result in performing their duties with efficiency. The Board of Directors also believes that the diversity of the Board of Directors is an importance composition which will assist the Company to achieve the strategic objectives as determined. To understand the necessary skills and the skills that are still lacking of the Board of Directors, the preparation of the Board Skill Matrix shall be required as a tool to identify the qualifications that will be used to determine and verify the qualifications of directors of which it shall be used as the criteria for the selection of directors of the Company as it deems appropriate and in line with the composition of the Board of Directors in accordance with the objectives, goals and business strategy of the Company.

Criteria and method of nomination of the Company's directors

1. The Board of Directors, in conjunction with the recommendation of the Nomination and Corporate Governance Committee, shall nominate a person to be act as the Company's director based on the following sources:





- 1) Giving an opportunity to major shareholders and minority shareholders to nominate a person to be appoint as the Company's director;
 - 2) Recommendation of the Company's directors;
 - 3) Recruitment by using the Director Pool of other organizations;
 - 4) Recruitment by using external counsels; or
 - 5) Recruitment by other methods as the Nomination and Corporate Governance Committee deems appropriate.
2. The Nomination and Corporate Governance Committee shall consider knowledges, capabilities, skills, experiences in the Company's current business operations and expertise in specific area including diversity in several areas in order to integrate the knowledges and abilities that will be beneficial to the Company's business operation to achieve the objectives and main goals of the organization.
 3. The Nomination and Corporate Governance Committee shall verify a person who will be nominated whether he or she has the qualifications in accordance with the laws and regulations of the relevant regulatory bodies such as the Public Companies Act B.E. 2535 (as amended), the Securities and Exchange Act B.E. 2535 (as amended), notifications, regulations and/ or relevant rules including the good corporate governance principle of the Company.
 4. In case of the reappointment of the director who retired by rotation, the Nomination and Corporate Governance Committee shall consider the dedication of time to work, performance during the directorship including the consideration of numbers of companies that such director held the director's position whether or not it is appropriate with characteristics or nature of business of the Company whereby the holding of director position of any directors shall not be greater than 5 listed





companies to ensure that the director can dedicate its time to perform its duties sufficiently.

5. In case of the appointment of the Independent Director, the Nomination and Corporate Governance Committee shall consider the independency of a person who will be nominated as the Independent Director in accordance with the criteria of the Securities and Exchange Commission and the Company including the necessity of nomination of additional directors.
6. In case of the reappointment of the Independent Director who retired by rotation, such Independent Director shall have its term not more than 9 years following the first date of appointment. If the Nomination and Corporate Governance Committee wishes to nominate such Independent Director to hold its position for more than 9 years, the Nomination and Corporate Governance Committee shall consider such appointment reasonably.
7. The Nomination and Corporate Governance Committee shall recruit a person who has the qualifications in accordance with the qualification criteria as determined to ensure that such person will accept the offer of nomination as the Company's director if such person has been appointed by the shareholder or the Board of Directors, as the case may be.

Monitoring and Reporting

The Nomination and Corporate Governance Committee has its duties to monitor the compliance with this policy and to report the result of the diversity of the composition of the Board of Directors in the corporate governance report in every year.






Review of Policy

The Nomination and Corporate Governance Committee has its duties to consider, review and revise this policy as it deems appropriate to ensure that this policy is effective including it shall propose any revisions to the Board of Directors for consideration and approval.

Effective Date

Policy on Diversity in the Board of Directors' Composition has been approved by the Board of Directors' meeting no.4 held on 11 August 2021 and shall be effective from 11 August 2021.

Siamrajathanee Public Company Limited

Signed.....

(Mr.Weidt Nuchjalearn)

Chairman of the Board of Directors

