



SIAMRAJATHANEE
PUBLIC COMPANY LIMITED



SIAMRAJATHANEE PUBLIC COMPANY LIMITED

**Charter of the Nomination and Remuneration,
Corporate Governance and Sustainability Committee**

Approved by the Board of Directors' Meeting No. 1/2024

Held on 18 January 2024

Siamrajathanee Public Company Limited | Head Office

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บริษัท สยามราชธานี จำกัด (มหาชน) | สำนักงานใหญ่

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0-2363-9300-15



0-2363-9361-79



Revision Record

No.	Date	Revision Details	Reason	Approved by
00	26 Sep 17	First edition	-	BOD.3/2017
01	14 Aug 18	Revision no. 1	Complied with regulations of the SEC and SET	BOD.4/2018
02	19 Jun 19	Revision no. 1/2019	Converted into a public company limited	BOD 3/2019
03	10 Nov 20	Revision no. 1/2020	Changed of name of this sub-committee according to the organization structure and included additional Charters in accordance with the change of name and operation	BOD 8/2020
04	23 Feb 21	Revision no. 1/2021	Complied with regulations of the SEC and SET	BOD 2/2021
05	22 Dec 22	Revision no. 1/2022	Changed of name of this sub-committee according to the organization structure and included additional Charters in accordance with the change of name and operation	BOD 6/2022
06	18 Jan 24	Revision no. 1/2024	Complied with regulations of the SEC and SET	BOD 1/2024





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Charter of the Nomination and Remuneration, Corporate Governance and Sustainability Committee

1. Definitions

“Company”	means Siamrajathanee Public Company Limited
“Board of Directors”	means the Board of Directors of Siamrajathanee Public Company Limited
“Nomination Committee”	means the Nomination and Remuneration, Corporate Governance and Sustainability Committee of Siamrajathanee Public Company Limited
“Director”	means a director of Siamrajathanee Public Company Limited
“Member of Nomination Committee”	means a member of the Nomination and Remuneration, Corporate Governance and Sustainability Committee of Siamrajathanee Public Company Limited
“Chairman”	means the Chairman of Siamrajathanee Public Company Limited
“Chief Executive Officer”	means the Chief Executive Officer of Siamrajathanee Public Company Limited
“Chairman of the Executive Committee”	means the Chairman of the Executive Committee of Siamrajathanee Public Company Limited
“Vice Chairman of the Executive Committee”	means the Vice Chairman of the Executive Committee of Siamrajathanee Public Company Limited

2. Objectives

the Nomination and Remuneration, Corporate Governance and Sustainability Committee is appointed by the Board of Directors to determine the policy of nomination and screening of suitable persons to be directors and/or high-level executives before recommending them to the Board of Directors and/or the shareholders' meeting for appointment and consideration of the criteria for determining the remuneration of directors and high-level executives of the Company in order to be appropriate and reflect the ability to perform duties of such directors and executives. In addition, it also has an important role in formulating corporate governance policies and supervising operations in accordance with the Company's good corporate governance policy. Setting sustainability policies, Oversight of business strategies for economic sustainability





and the implementation of the Company's strategic plan. Creating values and corporate culture to drive the business towards sustainable growth.

3. Composition

- 3.1 The Nomination Committee consists of at least 3 directors, of which at least half shall be Independent Directors.
- 3.2 The Nomination Committee member shall not be the Chairman of the Board of Directors or the Chief Executive Officer.
- 3.3 The Directors of the Company shall appoint an Independent Director who is the member of the Nomination Committee to be the Chairman of the Nomination Committee.

4. Qualifications

- 4.1 Having qualifications and not having any prohibited characteristics under the laws concerning the public limited companies and other relevant laws.
- 4.2 Being independent in the selection of persons who shall be nominated for the position of the Nomination Committee who are Independent Directors which shall be independent and adhere to the good corporate governance principle of the Company.
- 4.3 A person who has knowledge, capability and experience that is beneficial to the performance of duties as a member of the Nomination Committee and able to devote sufficient time to perform duties in order to achieve the objectives of the Nomination Committee.

5. Appointment, Term of Office, and Retirement from Position

5.1 Appointment

- 1) The Nomination Committee shall be appointed by the Board of Directors.
- 2) The Chairman of the Nomination Committee shall be appointed by the Board of Directors.
- 3) The Company shall assign an employee to act as the secretary of the Nomination Committee of which such appointment of secretary shall be approved by the Nomination Committee.





5.2 Term of office

- 1) The Nomination Committee has a term of office according to the term of the Company's directorship, and the retiring member may be re-appointed.
- 2) In the event that the position of the Nomination Committee is vacant due to reasons other than retirement by rotation, the Board of Directors shall consider appointing the Company's directors who are fully qualified to be the Nomination Committee so that the Nomination Committee meets the numbers as required by the Board of Directors under this Charter.
- 3) The person who replaces the vacant position of the Nomination and Corporate Governance Committee will remain in office for the remaining term of the director who retired.

5.3 Retirement from position

- 1) The member of the Nomination Committee shall be retired from the position when:
 - 1.1) end of the term of office as the Company's director;
 - 1.2) no longer the Company's director;
 - 1.3) death;
 - 1.4) resignation;
 - 1.5) lack of qualification or has prohibited characteristic as prescribed under the laws relating to public limited companies and the relevant laws;
 - 1.6) by resolution of the Board of Directors to dismiss from position.
- 2) Any member of the Nomination Committee who wishes to resign from the position shall submit the resignation letter to the Chairman of the Board of Director. Such resignation shall be effective from the date on which the resignation letter has been delivered to the Company.

6. Scope of Power, Duties and Responsibilities

6.1 Duty on recruitment





- 1) To consider the rules and procedures for selecting the Company's directors.
- 2) To consider the appropriateness of the organizational structure and composition of the Board of Directors and sub- committees to be appropriate with the Company's strategy and the current situation.
- 3) To determine the method of nominating suitable persons to hold the position of director in accordance with the nature and business operation of the organization by determining the qualifications and expertise.
- 4) To consider the qualifications of the person who will hold the position of director by considering the diversity of knowledge expertise, skills and experiences that are beneficial to the Company's business operations and the devoting of time.
- 5) In the event that the position of director is vacant due to
 - 5.1) Retired by rotation - it shall consider the selection of qualified persons with suitable qualifications to be appointed as the director for the approval by the Board of Directors and the Annual General Meeting of shareholders.
 - 5.2) Retired due to any other reasons other than retirement by rotation - it shall consider the selection of qualified persons who are qualified to be appointed as the director for the approval by the Board of Directors for the replacement of the director who retired by rotation.
- 6) To encourage the Company to provide opportunities for minority shareholders to nominate candidates to be nominated as directors of the Company.
- 7) To consider and select the Company's directors who are qualified as members of the sub- committees to propose to the Board of Directors for appointment as appropriate or when a position is vacant.
- 8) To consider and review the succession plan for the Chief Executive Officer and senior executives to prepare potential candidates for succession positions in the event that the said position is retired, resigned, or unable to perform duties in order to allow the Company's management to be continued and to propose a list of suitable candidates to be considered for succession to the Board of Directors for the consideration and approval on such appointment.





6.2 Consideration of remuneration

6.2.1 To consider criteria for payment of remuneration to be appropriate by reviewing the appropriateness of the criteria currently used in comparison with the remuneration database of other companies in the same industry and to determine the appropriate criteria to achieve the expected performance with the fairness and as the reward for the person who assist the Company in success.

6.2.2 To determine the annual monetary remuneration and non- monetary remuneration of the Chief Executive Officer, the Executive Director and Senior Executives in accordance with the payment criteria to propose to the Board of Directors for approval of the remuneration of the Chief Executive Officer, the Executive Director and the Senior Executives. For the remuneration of the directors, the Board of Directors shall propose it to the shareholders' meeting for approval.

6.2.3 To review the framework of the annual increase of salary structure and the annual bonus as well as other benefits as follows

- To consider the overview and framework of the annual salary increase structure and the annual bonuses as well as any other benefits of senior management and employees as proposed by the management for appropriateness and to produce the expected results, fairness and reward for employees who assist the Company in success.
- To consider the budget for annual salary increases and annual bonuses as well as other benefits as determined by the Company for employees.

6.2.4 To consider the remuneration of directors

- 1) To propose opinions to the Board of Directors on the structure and composition of the remuneration of directors for every year.
- 2) To consider, approve and review the performance assessment form of the Board of Directors to propose to the Board of Directors for approval and to conduct the assessment by the Nomination Committee of which the results of the assessment will be used for consideration of the determination of directors' remuneration.





- 3) To propose the criteria for considering the remuneration appropriate to the duties and responsibilities of the directors by taking into account of the remuneration with the evaluation results of the business plan and the Company's overall performance in order to motivate and retain directors who are capable of quality and potential for the Board of Directors to consider and approve before proposing to the Annual General Meeting of shareholders for approval.
- 6.2.5 To consider the remuneration of the Chief Executive Officer
- 1) To consider, approve and review the Chief Executive Officer's annual performance assessment form.
 - 2) To consider, approve and review the structure and composition of remuneration for the Chief Executive Officer every year.
 - 3) To conduct the annual performance assessment of the Chief Executive Officer and to use the results of the aforementioned assessment in determining the appropriate remuneration for the Chief Executive Officer.
- 6.3 Duty on corporate governance
- 6.3.1 To determine the policy of good corporate governance, ethics and code of conduct for the Company's business operations and to determine the policy in relation to corporate social responsibilities for proposing to the Board of Directors for approval.
 - 6.3.2 To supervise the performance of the Board of Directors, sub-committees and the management to ensure that it shall comply with good corporate governance principles and best practices of ethics and business ethics.
 - 6.3.3 To promote an ethical corporate culture and to supervise the compliance with policies and guidelines on good corporate governance of the Company's personnel in order to comply with good corporate governance principles and the Company's business ethics.
 - 6.3.4 To review and revise the good corporate governance policy to be appropriate for proposing to the Board of Directors for approval.
 - 6.3.5 To perform any other acts as assigned by the Board of Directors in connection with the good corporate governance of the Company.





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- 6.4 Sustainability duties
 - 6.4.1 Establish the Company's sustainability policy for the approval of the Board of Directors.
 - 6.4.2 Establish the Company's vision and goals for business sustainability.
 - 6.4.3 Sustainability issues such as economic, social, environmental, and good corporate governance are included in the Company's risk management process.
 - 6.4.4 Supervise the Company's sustainability business strategy and the implementation of the Company's strategic plan.
 - 6.4.5 Supervise the establishment of success indicators appropriate to the sustainability business strategy and the company's environmental context. Find an appropriate monitoring time frame and report the results of operations to the Board of Directors.
 - 6.4.6 Supervise and support the management in creating corporate values and culture that drive business towards sustainable growth.
 - 6.4.7 Supervise the Company to have an effective stakeholder's engagement process. Communicate the performance of the Company in accordance with the sustainability business strategy through various channels for each stakeholder group to be thoroughly informed.

7. Meeting

- 7.1 Number of meeting
 - 1) The meeting of Nomination Committee shall be held at least twice a year and additional meetings may be held as the Chairman of the Nomination Committee deems appropriate.
 - 2) The Chairman of the Nomination Committee may convene a special meeting upon request from the Nomination Committee or the Chairman of the Board of Directors when there have necessary agendas to be discussed together.
- 7.2 Meeting participants
 - 1) The quorum of the meeting of the Nomination Committee shall have at least one-half of the total number of members of the Nomination Committee.





- 2) The Chairman of the Nomination Committee shall act as the chairman of the meeting. If at any meeting the Chairman of the Nomination Committee is absent or unable to perform his duties, the members present shall elect one among themselves to be the chairman of the meeting.
- 3) The secretary of the Nomination Committee or an assigned person shall attend the meeting at all times.

7.3 Voting

- 1) The resolution of the Nomination Committee meeting shall be passed by a majority votes. One member of the Nomination Committee shall have one vote. If the votes are equal, the chairman of the meeting shall have an additional vote as a casting vote.
- 2) Members of the Nomination Committee who have conflicts of interest in matters considered to refrain from expressing opinions and abstaining from voting on such matters.

7.4 Record the minutes of the meeting

Secretary of the Nomination Committee or the person assigned shall have the responsibility to record the minutes of the meeting.

8. Reporting

The Nomination Committee shall report its performance to the Board of Directors for acknowledgment at least once a year and shall report the overall performance of the previous year in the Company's annual report.

9. Performance assessment

The Nomination Committee shall conduct its performance assessment for every year and shall report problems and obstacles that cause operations to fail to achieve objectives (if any) to the Board of Directors for acknowledgment.

10. Remuneration of the Nomination and Remuneration, Corporate Governance and Sustainability Committee

The remuneration of the Nomination and Remuneration, Corporate Governance and Sustainability Committee shall be approved by the Board of Directors, and it shall subsequently propose for





approval by the Annual General Meeting of shareholders including the disclosure of the details of the remuneration of each member of the Nomination Committee in addition to the remuneration received from the position of director in the annual report.

This Charter of the Nomination and Remuneration, Corporate Governance and Sustainability Committee shall be effective on 18 January 2024.

Announced on 18 January 2024

Signed.....

(Mr. Weidt Nuchjalearn)

Chairman of the Board of Directors
Siamrajathanee Public Company Limited

