



Charter of the Nomination and Remuneration Committee

1. Purpose

The Nomination and Remuneration Committee is a subcommittee appointed by the Board of Directors to select qualified individuals for board positions, establish a transparent nomination process, and determine appropriate remuneration. The Committee also focuses on enhancing the development of directors' skills to align with the evolving needs of the business. This is done in adherence to good corporate governance practices and includes the selection of senior executives to drive the organization toward its goals.

2. Definitions

- "Company" refers to AP (Thailand) Public Company Limited and its affiliates.
- "Director" refers to a member of the Board of Directors of the Company.
- "Senior Executives" refers to the CEO and Managing Director (MD) as defined by the Securities and Exchange Commission.
- "Independent Director" refers to a director who meets the qualifications set forth by the capital market regulations.

3. Composition and Qualifications

3.1 The members of the Nomination and Remuneration Committee must be directors of the Company.

3.2 The Chairman of the Nomination and Remuneration Committee must be an independent director.

3.3 The Nomination and Remuneration Committee must consist of at least three members, with no fewer than half being independent directors, unless otherwise approved by the Board of Directors.

3.5 The Vice President of Human Resources shall serve as the Committee's secretary, unless another person is designated.

4. Term and Appointment

4.1 Members of the Nomination and Remuneration Committee shall serve a three-year term and may be reappointed.

4.2 A member of the Nomination and Remuneration Committee shall vacate their position upon death, resignation, loss of qualifications, or if the Board of Directors resolves to make a change.



4.3 In the event of a vacancy before the end of the term, the Board of Directors shall appoint a new member to complete the remainder of the term.

5. Scope of Responsibilities

5.1 To operate with transparency, in full compliance with applicable laws and the Company's policies.

5.2 To establish criteria and procedures for the nomination of directors and senior executives, and to propose a list of suitably qualified candidates to the Board of Directors for approval. This list shall then be presented at the Shareholders' Meeting or the Board of Directors' Meeting in the case of a director vacancy due to the completion of a term or other justifiable reasons.

5.3 To submit recommendations to the Board of Directors regarding the hiring or termination of senior executives.

5.4 To designate individuals authorized to sign employment contracts at their discretion.

5.5 To review the structure and composition of the Board to ensure it remains appropriate and effective.

5.6 To promote training programs that enhance the capabilities of the Company's directors.

5.7 To develop succession plans to address unforeseen circumstances.

5.8 To recommend compensation policies for the Board of Directors, including meeting fees, annual bonuses, and other forms of remuneration, both monetary and non-monetary.

5.9 To establish policies for the compensation of senior executives and employees, including annual bonuses.

5.10 To regularly review and assess the effectiveness of the Board's self-assessment process, considering the results of such assessments to identify areas for improvement, enhance performance, and report any issues or obstacles to the Board.

5.11 To monitor and report on the performance of the Committee to the Board.

5.12 To engage external consultants or experts to provide opinions and advice on relevant matters as necessary.



6. Meetings

6.1 Meetings shall be held at least twice a year, or as deemed necessary.

6.2 Notice of meetings must be provided at least 7 days in advance, except in urgent circumstances.

6.3 Resolutions shall be adopted by a majority vote. In the event of a tie, the Chairman shall cast the deciding vote.

6.4 A member of the Nomination and Remuneration Committee with a conflict of interest shall not be entitled to vote on matters related to that interest.

7. Quorum

A quorum for the meeting shall be the presence of at least half of the total members of the Committee. The Chairman of the Nomination and Remuneration Committee shall preside over the meeting. If the Chairman is absent, the Committee shall elect an acting Chairman.

8. Review of the Charter

This Charter shall be reviewed at least annually, or whenever significant events occur that may impact the business or operations of the Company.

The Nomination and Remuneration Committee Charter was approved by the Board of Directors in Meeting No. 3/2025 on March 27, 2025, and shall come into effect on April 1, 2025.