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## **The Board of Director's Nomination and Remuneration Policy**

The Company is committed to a transparent criteria and process for nominating directors in accordance with the principles of good corporate governance to ensure that the Board of Directors consist of individuals with diverse skills, experience, and qualifications suitable to the Company's business and possesses no disqualifying characteristics as defined by applicable laws and regulations. Furthermore, the compensation shall be competitive to attract and retain qualified individuals, thereby enhancing long-term value for the company and building confidence with all stakeholders.

### **1. Qualifications of the Board of Director**

The Nomination and Remuneration Committee is responsible for identifying and nominating qualified candidates to fill board vacancies, whether due to the expiration of a term or for other reasons. The Committee shall present its recommendations to the Board of Directors and/or the shareholders' meeting in accordance with the following criteria:

#### **1.1 Desirable Personality and Characteristics of the Board of Directors**

The Nomination and Remuneration Committee shall define the qualifications for prospective directors. Such qualifications shall include, but not be limited to:

- Posses high ethical standards and a commitment to integrity
- Have a high degree of responsibility and professionalism
- Have the ability to exercise sound judgment and make informed decisions
- possess emotional maturity Open-minded and willing to consider different perspectives, and has the courage to express their own independent opinions.
- Such other qualifications as may be determined by the Nomination and Remuneration Committee.

#### **1.2 Knowledge and Skills of the Board of Directors**

The Nomination and Remuneration Committee should define the specific knowledge, skills, and experience required for board members. This may include:

- Industry Expertise: Knowledge of the company's business, particularly in the paint industry and related sectors.
- Business Management: Experience in business administration, management, and strategic planning.
- Financial and Accounting: Expertise in internal controls, accounting, and taxation.
- Finance and Investment

- Technology and Innovation: Understanding of technology, product innovation, and manufacturing processes.
- corporate governance and sustainable development.
- International Business Operations:
- Law and Risk Management
- Information Technology/Digital Transformation
- Other Qualifications or additional attributes deemed necessary by the Nomination and Remuneration Committee that align with the company's business direction over the next 3-5 years.

The Board of Directors shall consist of at least 3 members who possess knowledge of the Company's industry or business, at least 1 member with expertise in accounting and finance, and at least 1 member specialized in other areas as specified above. In cases where there are no directors with the required knowledge or experience, the Board of Director may consider hiring consultants to provide advice and recommendations.

Moreover, the Board of Director shall comprise more than 66% of non-executive directors.

### **1.3. Board diversity**

The Nomination and Remuneration Committee should define the composition of the board's diversity, including age, race, nationality, etc., without discrimination. In addition, the committee should consider the diversity requirements of the board of director specified in corporate governance guidelines or best practices of relevant organizations.

The Company's board of directors should consist of at least one-third female members.

## **2. Board nomination and appointment process**

### **2.1 Planning**

To ensure a thorough and timely selection of qualified candidates for new board members, the Company Secretary and the Secretary of the Nomination and Remuneration Committee are responsible for conducting and preparing information to be presented to the Nomination and Remuneration Committee meeting, as follows:

- Review the board of director's knowledge, skills, experience, and competencies in the Board Skill Matrix.
- Review relevant laws, regulations, corporate governance guidelines, and best practices related to the qualifications and tenure of the board of director.
- Review the Determination of the qualification of the Company's board of director and independent directors.
- Prepare a board of director's tenure schedule
- Identify potential sources for nominating new directors, such as Professional Search Firms, Director Pool, and whitelists of directors and executives of public companies.

- Propose a timeframe of the such process to align with the schedule of meetings of the Nomination and Remuneration Committee, the Board of Directors, and the shareholders' meeting.

## **2.2 Nomination of New Directors**

When sourcing qualified and suitable candidates for new board of director positions, various sources should be considered, including:

### **2.2.1 Nomination of new directors by the Company's Board of Directors**

The Chairman of the Nomination and Remuneration Committee may request directors to propose individuals who possess qualification that meet the specific criteria outlined in the Board Skill Matrix and support the company's strategic objectives, by a certain deadline,

### **2.2.2 Nomination of new directors by shareholders**

To establish process that allow minority shareholders to participate in the nomination and appointment of the Company's board of directors, the Company will provide an opportunity for all shareholders to propose and nominate candidates as a company director for a period of not less than 1 month in accordance with the specified criteria and procedures. The Company Secretary will notify the Stock Exchange of the time period and other details as well as posted on the company's website.

### **2.2.3 Collection of Candidate Name from Reliable Sources**

The Company Secretary and the Secretary of the Nomination and Remuneration Committee shall be responsible for compiling a list of potential candidates to be nominated as a board member from various sources including Professional Search Firms, Director Pool, Whitelists of public company directors, and other sources as deemed appropriate by the Nomination and Remuneration Committee.

## **2.3 Selection of Directors**

- 2.3.1 The Company Secretary and the Secretary of the Nomination and Remuneration Committee shall review the list of potential candidates as specified in step 2.2 and conduct initial screening of the candidate's qualification from public sources. Such screening process is to ensure whether the candidate is holding a position of directors or executives in other companies that may cause potential conflicts of interest with the Company group or not and to verify the qualifications for an independent director

2.3.2 The Nomination and Remuneration Committee (excluding any interested directors) shall review and examine potential candidates against the qualifications as specified in Step 1, and subsequently propose suitable candidates to the Board of Director's meeting and/or shareholder's meeting for consideration.

## **2.4 Election**

The Company's board of directors, excluding any interested directors, shall carefully and thoroughly review and examine potential candidates Through a rigorous review process conducted by the Nomination and Remuneration Committee, to purpose the candidates for consideration and election by the shareholders at the annual general meeting

### **2.4.1 Election of directors to replace retiring directors**

- In the event of re-election of an incumbent director, the Company' s board of director shall consider the director's expertise, performance during tenure as a director, commitment, relationships with other board members, and qualification as specified in Step 1.
- In the event of nominating a new director in replace of the director whose term has expired, the Board of director shall consider and evaluate potential candidates against the qualification criteria as specified in Step 1. the Board of director may assign the task of contacting and approaching the candidates deemed suitable by the board of directors to be proposed in the election of the Company's director, to the Nomination and Remuneration Committee and/or directors, and/or Chief Executive Officer, as deemed appropriate. The assigned party or person shall report on the progress of approaching the proposed candidates to the Board of director for further consideration.

### **2.4.2 Nomination and appointment of directors in replacement of those whose position has become vacant due to a reason other than the retirement by rotation**

The process for nomination and selection of a new director to fill a vacancy will follow the same procedures as those used for nominating a new director in replace of the director whose term has expired, However, In this event, The Board of Directors shall have the authority to appoint the new director without the need for shareholder approval.

In case of a director resigns or is removed from office before the end of their term with less than 2 months remain in the term, the company must hold a shareholders' meeting to elect a new director to fill the vacancy. The total number of directors must comply with the company's articles of association.

### 3. Determination of Remuneration

The Nomination and Remuneration Committee is responsible for considering the remuneration of directors and sub-committee members must propose such remuneration to the Board of director's meeting for consent and subsequently propose to the shareholders for approval at the annual general meeting. Remuneration of directors includes monetary compensation such as fixed regular remuneration, meeting allowances, and bonuses, as well as non-monetary compensation such as other benefits, shall be transparent, attractive to retain talented directors and comparable to the industry benchmarks. The Company has a guideline to determine the remuneration as follows;

**1) Monetary compensation includes;**

- **Fixed regular remuneration** such as salary or monthly compensation is determined based on each director's responsibilities, skills, experience, and contributions
- **Meeting Allowances** will be provided at appropriate levels to encourage director maintain regular attendances.
- **Bonuses** is determined based on the company's performance, the director's responsibilities, and director's individual performance.

**2) Other benefits** such as medical allowance, training allowances, and other perks will be determined based on the director's responsibilities and actual job requirements subject to the budgetary limits approved by the shareholders.

This policy was duly approved by the Board of Directors no. 1/2023, held on January 13, 2023, and shall become effective as of the date of such approval.

(Mr. Veerasak Kositpaisal)

Acting Chairman of the Board of Directors