



## **Nomination and Remuneration Committee Charter Eng**

*(Revised Edition B.E. 2569 (2026))*

### **1. Background**

In alignment with the Company's good corporate governance policy and sustainable development principles, as well as the Corporate Governance Code of the Stock Exchange of Thailand regarding nomination and remuneration of directors and senior executives, with transparency, fairness to all stakeholders, and organizational effectiveness, the Board of Directors has established the Nomination and Remuneration Committee on August 10, 2005.

### **2. Definitions**

In this Charter:

The Company refers to Srithai Superware Public Company Limited

Shareholders refers to Shareholders of Srithai Superware Public Company Limited

The Board of Directors refers to the Board of Directors of Srithai Superware Public Company Limited

Executives refers to executives of Srithai Superware Public Company Limited at the level of Director and above

### **3. Objectives**

The Nomination and Remuneration Committee shall maintain an effective working relationship with the Board of Directors and plays a key role in assisting the Board and shareholders in:

- Considering and selecting qualified individuals for nomination as directors or senior executives to fill vacant positions or newly established roles
- Determining appropriate remuneration for directors and executives

### **4. Composition**

4.1 The Board of Directors shall appoint the Nomination and Remuneration Committee, comprising no more than four directors. The Chairman of the Nomination and Remuneration Committee must be an independent director.

4.2 The Committee shall appoint one executive of the Company to serve as Secretary to support its operations and perform other duties as assigned by the Committee.

## **5. Term and Remuneration**

- 5.1 Members of the Nomination and Remuneration Committee shall serve a term of not more than three fiscal years and may be reappointed.
- 5.2 In the event that a member vacates office or is unable to complete the term, the Board of Directors shall appoint a replacement within three months from the date the position becomes vacant. The replacement shall serve for the remaining term of the predecessor.
- 5.3 A member shall vacate office upon:
  - 5.3.1 Death
  - 5.3.2 Resignation
  - 5.3.3 Disqualification or possessing prohibited characteristics as specified in Clause 6 of this Charter
- 5.4 Members shall receive appropriate remuneration in accordance with their duties and responsibilities, as approved by the shareholders' meeting.

## **6. Qualifications**

Members of the Nomination and Remuneration Committee must possess the following qualifications:

- 6.1 Be a director of the Company
- 6.2 Be able to devote sufficient time to perform duties
- 6.3 The Chairman, who must be an independent director, shall fully meet the qualifications prescribed by the Capital Market Supervisory Board
- 6.4 Possess knowledge, competence, and experience beneficial to the Company's business, as well as an understanding of responsibilities in nomination and remuneration matters

## **7. Duties and Responsibilities**

- 7.1 Review the organizational structure and qualifications of directors and senior executives
- 7.2 Consider and approve an appropriate organizational structure aligned with the Company's business
- 7.3 Select and nominate qualified individuals for appointment as directors in case of vacancies or term completion
- 7.4 Approve appointments of qualified candidates as senior executives as proposed by the Company
- 7.5 Review succession plans to ensure business continuity
- 7.6 Consider and propose remuneration structures for directors and senior executives, including salaries, bonuses, allowances, meeting fees, benefits, and other monetary and non-monetary compensation
- 7.7 Evaluate its own annual performance and report to the Board of Directors
- 7.8 Review and revise this Charter at least once a year and propose it to the Board for approval
- 7.9 Perform other duties as assigned by the Board relating to nomination and remuneration matters

## 8. Meetings

- 8.1 The Committee shall convene meetings as deemed appropriate, at least twice a year.
- 8.2 A quorum requires at least three members present.
- 8.3 Resolutions shall be passed by a majority vote of members present.
- 8.4 Meetings may be conducted via electronic means, in compliance with applicable laws and relevant cybersecurity standards.

## 9. Reporting

The Committee is accountable to the Board of Directors and shall report its performance at least once a year.

This Charter shall be effective from January 1, B.E. 2569 (2026), replacing the Charter issued in B.E. 2554 (2011).

*--Mrs. Siriporn Sailasuta --*

(Mrs. Siriporn Sailasuta)

Chairperson of the Nomination and Remuneration

*--Mr. Sanan Angubolkul--*

(Mr. Sanan Angubolkul)

Chairman