



Supalai Public Company Limited

Nomination and Compensation Committee Charter

The Board of Directors of Supalai Public Company Limited attaches importance to Good Corporate Governance and has therefore appointed the Nomination and Compensation Committee in order to assist the Board in considering criteria and process for recruitment of persons with suitable qualifications to be Directors and propose their opinion to the Board who will further propose to the shareholders' meeting to appoint the Directors and consider the format and criteria for paying Compensation to Directors and Executives Management. The Board of Directors would propose the Compensation for Directors to be approved by the shareholders' meeting. Also, to be in accordance with the policy of the Stock Exchange of Thailand, the Board of Directors has set out the duties and responsibilities as well as the scope of operation of the Nomination and Compensation Committee as follows:

1. Constitution of the Nomination and Compensation Committee

- 1.1 More than half of the members of the Nomination and Compensation Committee are independent directors.
- 1.2 There are at least 3 members of the Nomination and Compensation Committee. The Chairman of the Nomination and Compensation Committee is an independent director and a senior person or a person with knowledge and experiences.
- 1.3 In the year that any member of the Nomination and Compensation Committee is a director nominated to be re-elected for another term, the Nomination and Compensation Committee will not attend the meeting for that agenda.

2. Qualifications of Nomination and Compensation Committee

- 2.1 Appointed by the Board of Directors or the shareholders' Meeting of the Company to be a member of the Nomination and Compensation Committee.
- 2.2 Not having any other characteristics causing to be incapable of expressing independent opinions on the consideration of forms and criteria for compensation of directors and senior executives.
- 2.3 Being a person who has knowledge, capability, experience, and understanding on qualifications, duties and responsibilities of the Nomination and Compensation Committee, including corporate governance.
- 2.4 Having independence in accordance with good corporate governance principles and objectivity for recruiting and selecting persons who deserve to be nominated for the position.
- 2.5 Being able to devote sufficient time to perform their duties.

3. Term of Office and Retirement.

- 3.1 The member of the Nomination and Compensation Committee shall serve for a term of 3 years. The member who has completed the term of office is eligible to be re-appointed to serve another term of office similar to that of the Committee member.
- 3.2 In case of vacancy of the Nomination and Compensation Committee due to the reason other than the expiration of the term, the Board of Directors shall appoint a director who is qualified according to the requirement of the Stock Exchange of Thailand to fill in the vacancy to serve the remaining term of the position.

- 3.3 If any member of the Nomination and Compensation Committee wishes to resign before the end of the term, the Company shall be notified in advance, not less than 30 days, in order for the Board of Directors to consider replacing the position. The Board of Directors shall appoint a new member of the Committee immediately or within 3 months from the resigning date of the member.

4. Meetings and Quorum.

- 4.1 To constitute a quorum, not less than one half of the total members of the Nomination and Compensation Committee must attend the meeting each time.
- 4.2 If the Chairman is not present at the meeting, or unable to perform his duties, the members of the Nomination and Compensation Committee attending the meeting shall select Two of the members at the meeting to be the Chairman of the meeting.
- 4.3 The meeting of the Nomination and Compensation Committee shall be held at least twice a year and the Chairman of the Nomination and Compensation Committee may call a special meeting to consider urgent matters if deemed fit.

5. Scope of Duties and Responsibilities

The Nomination and Compensation Committee has the duty to consider the criteria and procedures for recruiting persons with suitable qualifications to be appointed as Directors of the Company in place of the Directors vacating office at the end of their term and Executives Management of the Company; and also to select personnel according to the established criteria and review the proposals of the management in determining the Compensation for all employees and propose their opinions to the Board of Directors. The duties of the Nomination and Compensation Committee are as follows:

Nomination

- 5.1 Reviewing and establishing rules and procedures for transparent and clear recruitment and proposing it to the Board of Directors for approval before nominating directors who complete their terms.
- 5.2 Determining and reviewing rules and methods for recruitment in accordance with the Board Skill Matrix approved by the Board of Directors in order to recruit a director who is suitable for the nature of the Company's existing business operations.
- 5.3 Inspecting backgrounds, selecting and screening qualified persons to be the Company's directors who have qualifications in skills, experiences and specific capabilities relating to the Company's existing business operations, and proposing them to the Board of Directors and also presenting their names and backgrounds to the Shareholders' Meeting to support the decision-making on the election for position.
- 5.4 Considering the qualifications of persons holding the position of independent director that must be independent in accordance with the rules specified by the Company.
- 5.5 Considering, selecting and screening qualified persons to be the Chief Executive Officer and proposing it to the Board of Directors for approval.
- 5.6 Considering and providing opinions on the proposal of the Chief Executive Officer in order to present the human resource management policy to the Board of Directors to be in line with the Company's business strategies
- 5.7 Ensuring that the succession plan for senior executives in key positions and the list of eligible candidates will be reviewed at regular intervals.

Compensation

- 5.8 Considering and screening the Compensation of Directors and establishing rules to be suitable for their responsibilities and motivating the Board of Directors to lead the organization to achieve both short-term and long-term goals in order to propose them to the Board of Directors for considering and proposing it for an approval from the Shareholders' Meeting.

- 5.9 Establishing the criteria for the annual performance evaluation of the Chairman of the Executive Committee and considering the criteria and remuneration structure of the Chairman of the Executive Committee and the executives at the level of Assistant Managing Director or higher level to motivate them to perform operations under the strategic plan and in line with the interests of stakeholders by including economic, social, environmental, and corporate governance performances, which link to the value created by the Company for shareholders and comparable to the industrial level, experience and assigned obligations of directors.
- 5.10 Reviewing strategies for providing benefits and proposing them to the Board of Directors to provide incentives for the employees with potential, including giving suggestions on salary or benefits to senior executives of the Company.
- 5.11 Defining a period and conditions for employment of the Chairman of Executive Committee, including benefits, nominating and proposing it to the Board of Directors to consider the successor to the position of the Chairman Executive Officer.

Other Aspects

- 5.12 Considering the structure and the composition of the Board of Directors by reviewing the number of the Board of Directors and experiences to be suitable for the size, category and complexity of the business, including the benefits of the Board of Directors, and providing suggestions on the selection of qualified candidates to be nominated as the Company's directors in order to request for an approval from the Shareholders' Meeting.
- 5.13 Reviewing the policy on diversity of structure of the Company's directors to be in line with Company's business strategies.
- 5.14 Reviewing and improving the charter of the Nomination and Compensation Committee and proposing it to the Board of Directors for approval.
- 5.15 The Nomination and Compensation Committee has the authority to invite executives or related persons to attend the meeting for clarifying additional information.
- 5.16 The Nomination and Compensation Committee may seek advices from experts to ensure the effective performance of duties under the charter at the expenses of the Company.
- 5.17 Considering the knowledge development plan of existing directors and new directors to be appropriate and consistent with the roles and duties of directors holding the position, including roles and duties of the Board of Directors and any development that is important to the nature of the Company's existing business operations.
- 5.18 Considering the knowledge development plan of senior executives to have skills and characteristics that are necessary to drive the organization towards its goals.
- 5.19 The Nomination and Compensation Committee shall be entitled to attend trainings or activities in order to enhance work-related knowledge by using the Company's resources.
- 5.20 Considering the name list of directors submitted by shareholders in advance and proposing them to the Board of Directors and shareholders for consideration respectively.
- 5.21 Performing other duties relating to the nomination and compensation as assigned by the Board of Directors.

6. Procedures for Nominating Directors

- 6.1 The Company provides for small shareholders to nominate the names of suitable persons or consider the persons from the director pool or consider existing directors to be re-appointed, or each director proposes the name of suitable persons to be appointed.
- 6.2 Select and screen the persons with suitable qualifications to be directors, such as suitable knowledge, experiences and specific ability corresponding to the business operation strategy of the Company, which is in line with the Board Skill Matrix.
- 6.3 Examine list of names of nominated persons if they possess the qualifications according to the laws and requirements of regulatory agencies.

- 6.4 Consider the dedicated time of directors, their stake or conflict of interest with the Company in case of re-appointment for another term of office by taking into account the performance of duties while serving their terms, their provision of beneficial recommendations, opinions and participation in various activities including strictly limiting the directorships in listed companies to no more than 5 listed companies without exception, to ensure that their efficiency will not decrease.
- 6.5 In case of appointment of independent directors, their qualifications must be in line with the criteria adopted by the Company, which is more strict than those adopted by the Capital Market Supervisory Board.
- 6.6 Prepare the list of names already considered and screened by the Nomination and Remuneration Committee including their qualifications in an orderly manner to be proposed to the Board of Directors to be further proposed to the ordinary shareholders' meeting to consider one after another.

7. Reporting

After each Nomination and Compensation Committee's Meeting, the Chairman of the meeting summarizes the opinions of the Nomination and Compensation Committee's Meeting and proposes them to the Board of Directors for acknowledgment and/or consideration, and preparing a report on performances of the Nomination and Compensation Committee in order to disclose it in 56-1 e-One Report) of the Company which is signed by the Chairman of the Nomination and Compensation Committee.

8. Information Disclosure

Conducting the disclosure of information on the nomination and compensation policy, responsibilities of the Board of Directors, forms of compensation and amount of compensation of the Board of Directors and the Chief Executive Officer, the managing director, and senior executives in the annual registration statement / annual report (Form 56-1 One Report), including providing the disclosure of independence or supervising that there is no conflict of interest of advisors of the Nomination and Compensation Committee.

9. Performance Evaluation

The Nomination and Compensation Committee provides the performance evaluation of the Board of Directors and sub-committees in the form of a group and an individual (Self-assessment) at least once a year and reports it to the Board of Directors for acknowledgment in order to apply such evaluation results to improve operations efficiently and achieve the specified objectives.

Please be informed for your acknowledgement.

Notified on this 13th day of January 2026

Prateep Tangmatitham

(Dr.Prateep Tangmatitham)
Chairman of the Board of Directors