



## Charter of Remuneration and Nomination Committee

Jasmine Technology Solution Public Company Limited

---

## Table of Contents

	Page
1. Objective	3
2. Composition and Term of Office	3
3. Qualification	4
4. Authority	4
5. Duties and Responsibilities	5
6. Meeting	5
7. Evaluation	6
8. Report	6
9. Charter Review	6

---

## Charter of the Remuneration and Nomination Committee

Since the Board of Directors recognizes the significance of Good Corporate Governance, it shall carry out its responsibilities in determining the remuneration of directors and high-level executives, as well as in the nomination of candidates for directorship before proposing at the Board of Directors meetings. This is in alignment with the compliance with Section 3/1 of the Securities and Exchange Act B.E. 2535 (as amended by the Securities and Exchange Act (No. 4) B.E. 2551). Consequently, the Board of Directors deemed it appropriate to establish the Remuneration and Nomination Committee Charter as follows:

### 1. Objective

The Remuneration and Nomination Committee was established to support the Board of Directors in terms of good corporate governance.

#### Remuneration

To consider payment criteria and form of remuneration for the Board of Directors with an assurance of transparency and equity.

#### Nomination

To ensure the nomination and screening of individuals with the appropriate qualifications to serve as the Board of Directors, thereby ensuring a transparent recruitment process.

### 2. Composition and Term of Office

#### 2.1 Composition

The Remuneration Committee shall have the following composition:

- 2.1.1 The Board of Directors shall consider selection and appointment of the members and Chairman of the Remuneration and Nomination Committee.
- 2.1.2 The Remuneration and Nomination Committee shall be comprised of at least three (3) Directors, with at least half being Independent Directors.
- 2.1.3 The Board of Directors is responsible for appointing its members to serve as the Remuneration and Nomination Committee.

#### 2.2 Term of Office

- 2.2.1 The Remuneration and Nomination Committee serves a term of 3 years from the date of their appointment. In the event that, upon completion of their term, the Company's Board of Directors has not passed a resolution to appoint a new Remuneration and Nomination Committee, the existing committee will continue to carry out its duties until a new committee is appointed. The appointment of the new committee must take place within 3 months of the expiration of the term of the existing committee. Members who have completed their terms may be reappointed.
- 2.2.2 In the event that the position of Remuneration and Nomination director becomes vacant due to reasons other than the end of their term with a remaining term of no less than 2 months, the Board of Directors should appoint new Remuneration and Nomination directors responsible for that vacancy at the next Meeting of the Board of Directors. The individual appointed as a director in this manner will serve for the remaining term of the position they are replacing.

- 2.2.3 In addition, the Remuneration and Nomination director vacates office upon
  - (a) Expired term of office
  - (b) Resignation
  - (c) Passing away
  - (d) A resolution passed at a Board of Director meeting to remove them from their position.
- 2.2.4 Remuneration and Nomination Committee members, who resign before the end of their term, should notify the Company in advance, along with providing the reasons for their resignation.

### 3. Qualification

- 3.1 Not be a Chairman of the Board of Directors
- 3.2 Be an individual with knowledge, expertise, and experience that would be beneficial to the Company's business, demonstrating honesty, integrity, and ethical conduct in conducting business affairs, and having sufficient time to dedicate knowledge, skills, and responsibilities to the Company to the fullest extent.
- 3.3 Have a far-reaching vision, continuously keeping abreast of global developments related to remuneration and nomination in order to contribute to the enhancement of the Company's remuneration and nomination policy.
- 3.4 Understand the guidelines for developing the capabilities and skills of each director and executive to ensure their appropriateness, thereby fostering more efficient work.
- 3.5 Be able to perform duties, expressing opinions, and reporting job performance independently, with sufficient time commitment to fulfill responsibilities.
- 3.6 Have independence and neutrality in the selection and screening of individuals suitable for nomination to fill the position of Company directors upon the completion of their term or in other cases. Also, preparing adequate information about such individuals for consideration by the Board of Directors.
- 3.7 Must possess the necessary qualifications for his or her position, and not be disqualified in any way according to the Public Company Act B.E. 2535 (as amended) or other related laws.

### 4. Authority

- 4.1 Have the authority to invite representatives of the management or employees of the company to provide input, participate in meetings, or submit documents as deemed necessary.
- 4.2 Consult with experts or Company advisors (if any), hire consultants, or external experts when necessary, with the Company covering the associated expenses.
- 4.3 The delegation of authority to the Remuneration and Nomination Committee shall not include the authority to approve any transaction that may have a conflict of interest or any transaction in which the Remuneration and Nomination Committee, or any person related to the Remuneration and Nomination Committee, has a direct or indirect interest that conflicts with the Company's interests, as per the regulations of the SEC. Approval of such transactions shall be presented to the Board of Directors and/or the Shareholders' Meeting for consideration and approval, as required by the Company's Articles of Association or applicable laws, except for the approval of transactions that fall within the scope of the Company's regular business operations as defined by the Committee's clearly established framework.

## 5. Duties and Responsibilities

### 5.1 Remuneration

- 5.1.1 Establish policies and criteria for determining the remuneration and benefits of the Board of Directors, subcommittees, and President. These policies should consider both financial and non-financial forms benchmarked against leading companies in the same industry, past performance, experience, obligation, scope of roles and responsibilities, business expansion initiatives, financial status, and the Company's operational results, aligning with the Company's long-term strategy and objectives. The Board of Directors has the authority to approve the remuneration for top executives, while the remuneration of the Board of Directors will be presented for approval at the annual Shareholders' Meeting.
- 5.1.2 Determine the remuneration of directors, subcommittees, and President in alignment with their performance, utilizing objectives and evaluation criteria that are linked to both short-term and long-term strategic plans. Remuneration should be tailored to the roles and responsibilities and should be aligned with job performance.
- 5.1.3 Be accountable to the Board of Directors and have the responsibility to provide explanations and answer questions regarding the remuneration of directors at shareholder meetings.
- 5.1.4 Perform any other duties as assigned by the Board of Directors.

### 5.2 Nomination

- 5.2.1 Establish criteria and processes for the nomination of individuals with appropriate qualifications to serve as directors, in alignment with the Company's business strategy by developing a Board Skill Matrix to guide the selection process. Also, nominate individuals according to the defined recruitment process to be a director, subcommittees, and President when there are vacant positions or when positions become vacant at the end of their terms. Moreover, consider their knowledge, skills, and experience beneficial to the Company, ensuring that there are no conflicts of interest. Additionally, provide opportunities for shareholders to nominate candidates for director positions, or consider the use of external consultants, or individuals from a professional director database.
- 5.2.2 Establish criteria and develop a succession plan, considering the selection of candidates with the required qualifications to recruit and prepare high-level executives, and develop individuals with the potential to assume key leadership positions in the Company. This ensures a seamless transition into these roles either immediately or within a timeframe of no more than 3 years, with regular reviews of the plan and program.
- 5.2.3 Perform any other duties as assigned by the Board of Directors.

## 6. Meeting

### 6.1 Meeting Agenda

The Company is required to set the date, time, venue, and agenda for the meeting at least 7 days in advance, accompanied by adequate meeting documents. Proper written meeting minutes are required to be compiled subsequent to the meeting.

### 6.2 The Number of Meeting

The Remuneration and Nomination Committee shall convene its meeting at least twice a year, and may convene additional meetings if deemed necessary.

### 6.3 Meeting Attendants

Each meeting of the Remuneration and Nomination Committee requires the attendance by not less than half of the total members, in order to form a quorum. In the case where the Chairman is not present at the meeting or being unable to perform his/her duties, another member shall be selected by the meeting to act as the Chairman of the meeting.

### 6.4 Voting

The resolution by the Remuneration and Nomination Committee's meeting shall be decided by the majority votes of those members present at the meeting. Each Remuneration and Nomination Committee member can cast a vote. However, any Remuneration and Nomination Committee member having conflict of interests regarding the agenda in process, is not allowed to cast vote for said agenda. In the case of equal votes, the Chairman of the meeting shall cast the deciding vote.

## 7. Evaluation

To ensure the effectiveness of the Remuneration and Nomination Committee's work and the achievement of its objectives, the Remuneration and Nomination Committee shall conduct periodic self-assessments or use other appropriate methods for evaluating its performance. The results of these assessments will be used to improve the Committee's performance and achieve greater efficiency while meeting the defined objectives.

## 8. Report

The Remuneration and Nomination Committee shall report its performance to the Board of Directors at least once a year. Additionally, the Committee shall prepare a report in Form 56-1 One Report for disclosure in the annual report. This report shall be signed by the Chairman of the Remuneration and Nomination Committee.

## 9. Charter Review

The Remuneration and Nomination Committee shall review, inspect, and evaluate the adequacy and appropriateness of the charter on an annual basis. If there are significant amendments required, the committee shall be proposed to the Board of Directors for consideration and approval.

As the resolution at the Board of Directors No. 2/2023

convened on March 23, 2023

Chairman of the Board of Directors

Jasmine Technology Solution Public Company Limited