

SIC-BC-CHA-2024-006

## **Charter of the Nomination, Remuneration and Corporate Governance Committee**

### **Silicon Craft Technology Public Company Limited**

#### **Objective**

Nomination, Remuneration and Corporate Governance Committee has been appointed by the Board of Directors to promote good corporate governance. It is responsible for setting criteria and policies for the nomination and remuneration of the Board of the Directors' members and sub-committee's members, as well as nominating, selecting, and proposing suitable persons to serve as directors, and considering the remuneration for directors. The Committee is responsible to conduct corporate governance and perform other tasks as assigned and present to the Board of Directors and/or the Shareholders' Meeting.

#### **Composition of the Nomination, Remuneration and Corporate Governance Committee**

- Nomination, Remuneration and Corporate Governance committee is appointed by the Board of Directors and consists of at least 3 directors and/or executives, with more than half of the total directors having to be independent directors.
- The Nomination, Remuneration and Corporate Governance Committee shall jointly elect one of the members to be the Chairman of the Nomination, Remuneration and Corporate Governance Committee

#### **Term of Office**

- The directors shall have a term of office of 3 years at a time.
- A retired director may be re-appointed by the Board of Directors but the term of office shall not be renewed automatically.
- Apart from vacating office upon expiry of the term, the Nomination, Remuneration and Corporate Governance Committee may vacate from holding office upon occurrence of the following circumstances:

1. Resignation;
  2. Expiration of the term or termination from the being the Company's Director;
  3. The Board of Directors passed a resolution to remove from office;
  4. Lack of qualification and possess any prohibited characteristic, as per specified by the laws;
  5. Death.
- The Board of Directors has the power to appoint a member of Nomination, Remuneration and Corporate Governance committee for carrying out the objectives or to replace the directors in the committee who retired from the office. The person who is appointed to the Nomination, Remuneration and Corporate Governance committee, substitute for resignation or resolved to vacate, will only be in office as long as the remaining term.

### **Material authorities, Duties, and Responsibilities of The Nomination, Remuneration and Corporate Governance Committee**

The Board of Directors assigns the Nomination, Remuneration and Corporate Governance Committee the authority to:

#### On Nomination

- To specify criteria and policy on nomination of the directors and the sub-committees by considering from appropriateness of the number, structure and component of the Board, specify qualifications of the director to propose to the Board and/or to propose to the shareholders' meeting for approval, as the case may be;
- To consider, recruit and propose suitable persons to be the Company's director or replace the director whose term shall be expired and/or when such position is vacant and/or when it is required to appoint additional director;
- To consider a list of the proposed candidates then select the person whose qualifications conform to the specified criteria;

- To approach the person whose qualifications, conform to the criteria specified to make sure that such person is willing to accept the position of the Company's director, if he/she appointed by the shareholders;
- To perform other tasks assigned by the Board of Directors pertaining to nomination;
- To nominate and evaluate performance of the Chief Executive Officer to propose to the Board of Directors' meeting for consideration and approval.

#### On Remuneration

- To prepare criteria and policy on determination of remuneration of the Company's Board of Directors and the sub-committees to propose for approval from the Board and/or the shareholder's meeting, as the case may be;
- To specify necessary and suitable remuneration, both pecuniary benefits and non-pecuniary benefits, of the Board of Directors, individually in each year based on scope of authority, duties and responsibilities (Accountability and Responsibility), performance and from comparing with other companies engaging in similar businesses as well as benefits expected to be obtained from the director to propose to the Board of Directors for consideration and further propose for approval from the shareholder's meeting;
- To be responsible for the Board and to have duty to clarify and answer any queries on remuneration of the Board during the shareholders' meeting;
- To consider evaluation criteria of performance of the Chief Executive Officer;
- To report policy, principle/reason on determination of remuneration of the directors and the management pursuant to regulations of the stock exchange, by disclosing in the annual report (form 56-1 One Report) of the Company;
- To determine annual remuneration of the directors and the Chief Executive Officer, pursuant to the payment criteria considered then propose to the Board of Directors for consideration on approval of remuneration of the Chief Executive Officer. For remuneration of the directors, the Board shall propose to the shareholders' meeting for approval;

- To consider on appropriateness and to give consent in case of offering of newly issued securities as incentives to the Company's directors and employees, by adhering to fairness to the shareholders in order to motivate the directors and the employees to perform duties on enhancement of value to the shareholders in the long term and to be able to truly retain the qualified employees;
- To perform other tasks relevant to the determination of remuneration as per assigned by the Board; The management and the department heads shall report or present relevant information and document to the Nomination, Remuneration and Corporate Governance Committee to support its operations in order to achieve the assigned duties;
- To consider bonus framework, salary increase and key index performance of the organization to propose to the Board for consideration.

#### On Corporate Governance

- Consider to set guidelines and policy regarding business ethics, as well as anti-corruption policy, in accordance with the principles of good corporate governance to the Board of Directors and management to establish an organization's code of conduct which has standardized and appropriate;
- Supervise, consult, evaluate and review policies and adhere to good corporate governance principles and business ethics, including social and environmental responsibility, as well as sustainability development, to develop and enhance the company's corporate governance to international standards;
- Suggest on guidelines about social and environmental responsibility, as well as supervising, consulting, supervising, and monitoring the progress of the organization's sustainable development actions and evaluating the effectiveness of the operation;
- Review the suitability of the Charter of the Nomination, Remuneration and Corporate Governance committee annually and present to the Board of Directors for approval if the charter has been updated;
- Perform any other duties as assigned by the Board of Directors.

**Reporting**

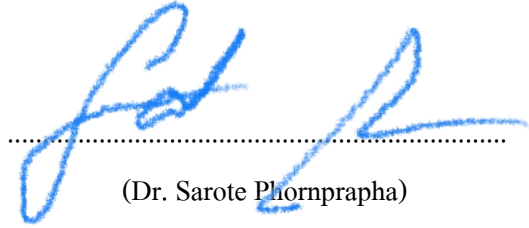
The Nomination, Remuneration and Corporate Governance Committee reports to the Board of Directors.

**Meeting**

- The Nomination, Remuneration and Corporate Governance Committee holds or calls meetings as deemed appropriate at least once a year and has the power to request additional meetings as needed. The meeting shall consist of members of the Committee not less than half of the total number of the members.
- All the committee's members should attend the meeting every time unless there is a reason for not being able to attend the meeting. Chairman of the Nomination, Remuneration and Corporate Governance Committee shall be notified.
- The Chairman of the Nomination, Remuneration and Corporate Governance Committee act as Chairman of the meeting. In case the Chairman of the Committee is not present at the meeting or is unable to perform his duties, one of the members shall be selected to chair the meeting.
- The Committee's vote is conducted with a majority. The Nomination, Remuneration and Corporate Governance Committee's members who has any interest in the matters considered, shall not participate in the meeting or express an opinion and shall not have the right to vote on the matter.
- Meeting invitations to the Nomination, Remuneration and Corporate Governance Committee shall be delivered in advance of the meeting, unless necessary or urgent. The invitations of the meeting shall be informed by other means or schedule the meeting earlier. The Secretary of the Nomination, Remuneration and Corporate Governance Committee will record in the minutes of the meeting.
- The Nomination, Remuneration and Corporate Governance Committee can invite the relevant parties to attend the meeting to clarify the facts to the Committee to acknowledge.

This Charter of the Nomination, Remuneration and Corporate Governance Committee was firstly approved by the Board of Directors Meeting No. 1/2017 held on February 28, 2017. It was recently reviewed and approved by the Board of Directors Meeting No. 4/2024 held on July 18, 2024.

This announcement made on July 18, 2024.



(Dr. Sarote Phornprapha)

Chairman of the Nomination, Remuneration  
and Corporate Governance Committee