

Sabina Public Company Limited

Charter of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee is a subcommittee established by the Board of Directors to assist in relieving the workload of the Board in selecting qualified individuals for director positions. Additionally, the committee is responsible for reviewing and determining the structure and criteria for director and senior executive remuneration to provide recommendations to the Board of Directors. This ensures transparency in the nomination process and the determination of remuneration in accordance with good corporate governance principles.

In this regard, the Board of Directors has resolved to establish this Charter of the Nomination and Remuneration Committee to ensure that all committee members are aware of and fully understand their roles, duties, and responsibilities in performing their functions effectively. The committee is assigned the following powers, duties, and responsibilities.

1. Scope of Authority, Duties, and Responsibilities in Nomination

- 1.1. Consider and establish criteria, policies, methods, and procedures for nominating individuals to serve as directors and members of subcommittees of the company.
- 1.2. Review and assess the qualifications of candidates to be nominated for director positions.
- 1.3. Evaluate the suitability of candidates based on personal integrity, knowledge, skills, experience, and expertise related to the company's business or core industry. The committee shall propose qualified candidates for approval by the Board of Directors and/or for further approval by the shareholders' meeting, as appropriate.
- 1.4. Identify and nominate suitable candidates for the Chief Executive Officer (CEO) position in the event of a vacancy, as well as establish criteria for the succession planning of senior executives.
- 1.5. Propose candidates from the company to serve as directors in the company and its subsidiaries.
- 1.6. Oversee the onboarding and orientation process for new directors.
- 1.7. Develop and implement a continuous training and development plan for directors and senior executives to enhance their knowledge and understanding of the company's business operations.
- 1.8. Ensure that the company has a succession plan in place to maintain leadership continuity in the event of the CEO or senior executives' retirement, resignation, or inability to perform their duties.

- 1.9. Conduct an annual performance evaluation of the CEO based on established criteria and report the assessment results to the Board of Directors.
- 1.10. Oversee the annual performance evaluation of the Board of Directors and individual directors, and report the evaluation results to the Board of Directors for acknowledgment.
- 1.11. Engage consultants or independent experts to provide opinions or recommendations as necessary and appropriate.
- 1.12. Perform any other duties as assigned by the Board of Directors.

2. Scope of Authority, Duties, and Responsibilities in Remuneration Consideration

- 2.1 Consider and determine the structure, criteria, and policies for the remuneration of the Board of Directors, subcommittees, and senior executives, ensuring appropriateness and reasonableness in comparison with industry standards. This includes both monetary and non-monetary compensation.
- 2.2 Review and approve the determination of annual remuneration for directors to propose for approval by the Board of Directors and/or for further approval by the shareholders' meeting, as appropriate.
- 2.3 Review and approve the performance evaluation results to determine the remuneration and annual salary adjustments for the Chief Executive Officer (CEO) and propose them for approval by the Board of Directors.
- 2.4 Engage consultants or independent experts to provide opinions or recommendations as necessary.
- 2.5 Have the authority to invite management, executives, or any relevant individuals of the company to provide opinions, attend meetings, or present relevant information.
- 2.6 Perform any other duties as assigned by the Board of Directors.

3. Structure

- 3.1 The Nomination and Remuneration Committee is appointed by the Board of Directors and consists of at least three members, with the majority being independent directors.
- 3.2 The Chairman of the Nomination and Remuneration Committee must be an independent director.
- 3.3 Members of the Nomination and Remuneration Committee must be members of the Board of Directors.

3.4 The Company Secretary serves as the secretary of the Nomination and Remuneration Committee, providing support and assistance in carrying out its duties, including preparing meeting agendas and recording meeting minutes.

4. Qualifications

4.1 Must be an individual with knowledge, capability, and experience sufficient to effectively perform the duties of a member of the Nomination and Remuneration Committee. The individual must demonstrate integrity, honesty, and ethical business conduct, as well as have sufficient time to dedicate their knowledge, expertise, and efforts fully to the company.

4.2 In the case where a member of the Nomination and Remuneration Committee is an independent director of the company, they must meet the qualifications as defined by the company's official announcement and comply with the requirements of the Securities and Exchange Commission (SEC) and the regulations of the Stock Exchange of Thailand (SET).

5. Term of Office

5.1 Members of the Nomination and Remuneration Committee shall serve a term in accordance with the tenure of the Board of Directors. A committee member whose term expires may be reappointed as a member of the Nomination and Remuneration Committee.

5.2 The Nomination and Remuneration Committee shall vacate office upon:

1. Death
2. Resignation
3. Loss of qualifications as specified in this charter or any other applicable laws
4. A resolution by the Board of Directors or the shareholders' meeting for removal, as the case may be
5. A court order for removal

5.3 Any Nomination and Remuneration Committee member who wishes to resign shall submit a written notice to the Chairman of the Board of Directors at least 30 days in advance.

5.4 In the event that a position within the Nomination and Remuneration Committee becomes vacant for reasons other than the completion of a term, the Board of Directors shall appoint a qualified individual to fill the position in order to maintain the required number of committee members. The newly appointed member shall serve only for the remaining term of the predecessor.

6. Meetings

6.1 The Nomination and Remuneration Committee shall hold at least two meetings per year. Additional special meetings may be convened as necessary.

6.2 To convene a meeting of the Nomination and Remuneration Committee, the Chairman of the Committee or the Committee Secretary, as instructed by the Chairman, shall send a notice of the meeting to committee members at least seven days prior to the meeting date. However, in cases of urgency to protect the rights or interests of the company, the meeting may be called by other means and on shorter notice.

6.3 A quorum for a Nomination and Remuneration Committee meeting requires the attendance of at least half of the total committee members.

6.4 In the event that the Chairman of the Nomination and Remuneration Committee is unable to attend or perform their duties, the attending committee members shall elect one among them to act as the Chairman of the meeting.

6.5 Resolutions of the committee shall be passed by a majority vote. Each committee member has one vote, except for any member who has a conflict of interest in a particular matter, who shall not be entitled to vote on that matter.

6.6 In the event of a tie, the Chairman of the meeting shall have an additional casting vote to make the final decision.

7. Reporting

The Nomination and Remuneration Committee shall report significant operational results to the Board of Directors at least once a year. Additionally, the Committee shall provide updates on key matters that the Board of Directors should be informed of, such as the progress of the succession planning process, the annual performance evaluation of the Board of Directors, subcommittees, and the Chief Executive Officer.

8. Review and Amendment of the Charter

The Nomination and Remuneration Committee shall review and assess the adequacy of this charter annually. If any amendments or revisions are deemed necessary, the Committee shall propose them to the Board of Directors for approval.

(Mr.Somchai Vanavit)
Chairman of The Nomination
and Remuneration Committee