

## **Charter of the Nomination and Remuneration Committee**

### **Thai Poly Acrylic Public Company Limited**

This Charter of the Nomination and Remuneration Committee has been established to provide a systematic framework for the operations of the Nomination and Remuneration Committee (the “Committee”), ensuring clarity, transparency, fairness, and accountability. It covers the structure and composition of the Committee, meeting procedures, scope of authority, duties and responsibilities, as well as guidelines for the nomination of Directors and senior executives, including the consideration and determination of remuneration policies, structure, and levels for the Board of Directors and senior management.

The Committee is appointed by the Board of Directors to support the Company’s corporate governance in compliance with the Public Limited Companies Act, the Securities and Exchange laws, regulations of the Securities and Exchange Commission, and the Stock Exchange of Thailand, as well as the principles of Good Corporate Governance. The objective is to ensure that decisions relating to “people” and “remuneration” are made prudently, reasonably, based on sufficient information, and aligned with the Company’s strategy and long-term sustainability.

#### **1. Structure of the Nomination and Remuneration Committee**

1.1 The Committee shall consist of no fewer than three Directors, all of whom must be Directors of the Company and appointed by the Board of Directors. The majority of the Committee members shall be independent Directors to ensure independence in considering matters relating to nomination, appointment, and remuneration, thereby minimizing the risk of bias or conflicts of interest and maintaining the credibility of the decision-making process.

1.2 One director shall be appointed by the Board of Directors to serve as Chairman of the Committee. The Chairman plays a key role in setting the direction of the Committee’s work, prioritizing agenda items, conducting meetings to reach clear conclusions, and ensuring that all deliberations are based on adequate information and careful judgment.

1.3 Committee members shall serve a term of three years and may be reappointed at the discretion of the Board of Directors. In considering reappointment, due regard shall be given to the appropriateness of the role, continuity of governance, and the member's ability to perform duties effectively.

1.4 A Committee member shall vacate office upon:

1.4.1 Expiration of term;

1.4.2 Resignation;

1.4.3 Death; or

1.4.4 Ceasing to be a Director of the Company in accordance with the Company's Articles of Association, applicable laws, or a resolution of the Board of Directors.

1.5 In the event that a Committee member vacates office prior to the expiration of his or her term, the Board of Directors may appoint a qualified Director to serve as a replacement for the remainder of the term to ensure continuity of the Committee's work.

1.6 The Committee may appoint a Secretary to the Committee to assist in preparing meeting agendas and supporting documents, coordinating with relevant parties, recording minutes of meetings, and monitoring the implementation of resolutions to ensure systematic and auditable operations.

## **2. Meeting Procedures of the Nomination and Remuneration Committee**

2.1 The Committee shall convene at least two meetings per year and may hold additional meetings as necessary to effectively oversee nomination and remuneration matters in a timely manner, considering the business context and organizational changes.

2.2 A quorum shall consist of not less than half of the total number of Committee members to ensure comprehensive deliberation and reflection of collective views.

2.3 If the Chairman is absent or unable to perform his or her duties, the members present shall elect one member to preside over the meeting to ensure orderly proceedings and clear resolutions.

2.4 Resolutions shall be passed by a majority vote. Each member shall have one vote. In the event of a tie, the Chairman of the meeting shall have a casting vote. All voting shall be conducted honestly, prudently, and based on sufficient information.

2.5 Any member who has a conflict of interest in any matter relating to nomination, appointment, or remuneration shall abstain from participating in the consideration and voting on such matter to preserve fairness, transparency, and credibility.

2.6 The Committee shall have the authority to request relevant information, documents, or clarifications from management, internal control units, or related persons, and may invite executives to attend meetings on necessary matters to ensure decisions are based on complete and accurate information.

2.7 Where necessary, the Committee may engage external advisors or independent experts, such as executive search consultants, compensation consultants, or other specialized professionals, at the Company's expense, to enhance objectivity, accuracy, and professional standards in its deliberations.

2.8 Complete minutes of meetings shall be prepared, clearly recording key discussions, matters considered, conclusions, resolutions, and follow-up actions. The implementation of resolutions shall be monitored and reported to the Board of Directors as appropriate.

### **3. Duties and Responsibilities of the Nomination and Remuneration Committee**

3.1 To review and provide recommendations regarding the structure, size, and composition of the Board of Directors to ensure appropriateness in relation to the Company's business, strategy, and direction. Consideration shall include balance, diversity, required skills and competencies, and compliance with independence requirements under applicable rules.

3.2 Establish criteria and a structured nomination process for Directors, considering qualifications, knowledge, skills, experience, expertise, cultural fit, independence, and time commitment, as well as legal and regulatory requirements, to ensure quality nomination and reduce governance risks.

3.3 To nominate individuals for appointment as Directors in cases of term expiration, early vacancy, or an increase in the number of Directors. The Committee shall prepare clear supporting information, including rationale, suitability, qualifications, and relevant background, prior to proposing to the Board of Directors and/or the shareholders' meeting for consideration and approval, as applicable.

3.4 To review and propose remuneration principles, structure, and forms for Directors and senior executives, ensuring appropriateness to roles and responsibilities, alignment with business size, complexity, and performance, and adherence to fairness, transparency, and explainability. Remuneration shall support long-term value creation, not encourage excessive or inappropriate risk-taking, and be capable of attracting and retaining qualified personnel.

With respect to Directors' remuneration, the Company does not provide non-monetary benefits. Monetary remuneration, including annual retainer fees and meeting allowances, shall be paid only to independent Directors at rates approved by the shareholders' meeting each year. Other Directors who are executive Directors or representatives of major shareholders who already receive compensation or benefits from employment or from major shareholders shall not receive additional Directors' remuneration or meeting allowances.

3.5 To consider succession planning for Directors, senior executives, and key positions within the organization to ensure business continuity, reduce leadership disruption risks, and support long-term transition readiness.

3.6 To review qualifications and provide recommendations for the appointment of senior executives, taking into account alignment with corporate strategy, legal qualifications, managerial capabilities, leadership qualities, and the ability to deliver sustainable performance.

3.7 To perform any other duties as assigned by the Board of Directors relating to nomination and remuneration matters in support of the Company's good corporate governance. This includes review of the annual self-assessment conducted by members of the Board of Directors and its sub-committees, which is currently summarized by the Company Secretary,

for the purpose of providing comments and recommendations for further improvement where appropriate.

#### **4. Nomination of New Directors**

The nomination of new Directors shall be conducted under clear, transparent, and verifiable principles. The Committee shall first assess the overall needs of the Board structure, including the appropriate number of Directors, proportion of independent Directors, required skills and expertise for effective governance, and any gaps in qualifications. The objective is not merely to “fill a vacancy” but to “enhance the Board’s capability” in alignment with the Company’s strategy.

Nominees must possess qualifications and must not have any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange laws, the Company’s regulations and Articles of Association, applicable regulatory requirements, and the Company’s Good Corporate Governance principles. For independent Director nominees, such individuals must meet the Company’s definition of independence. If nominated for appointment as an audit committee member, additional qualifications required by relevant laws and regulations must also be satisfied.

Nominees should be qualified individuals with knowledge, capabilities, skills, experience, and diverse expertise beneficial to the Company’s operations. They must demonstrate independence, perform their duties with due care and integrity, and be able to devote sufficient time to the Company. They should have a sound professional track record and must not engage in or be involved in businesses that compete with the Company, unless full disclosure has been made to shareholders prior to appointment and all legal requirements have been duly complied with.

Sources for Director nominations may include recommendations from Directors, proposals from shareholders, external search firms, Director pools maintained by relevant organizations, or other processes deemed appropriate by the Committee, taking into account the Company’s context and specific needs at each point in time.

## **5. Orientation for New Directors**

Following the appointment of a new Director, the Company shall arrange an orientation program to support the Director in understanding the Company and enabling an effective performance of duties. The orientation program shall include the provision of relevant information, such as the Company's background, business operations, strategy and direction, organizational and governance structure, key policies, regulatory obligations and Directors' roles and responsibilities.

The coordination of the orientation program, including information relating to Directors' remuneration, shall be the responsibility of the Human Resource Manager. The Managing Director shall provide information relating to the Company's business, operations, and strategic direction, while the Chairman of the Board shall provide information relating to the Directors' remuneration structure and relevant governance matters. This process shall be conducted jointly to ensure that newly appointed Directors receive complete, accurate and consistent information.

## **6. Review of the Charter**

The Committee shall review this Charter at least once annually and propose any appropriate amendments to the Board of Directors for approval to ensure alignment with applicable laws, regulatory requirements, best practices, and the evolving business environment.

This Charter shall be effective from 26 February 2026.

A handwritten signature in black ink, appearing to read 'J. Dam Pedersen', is positioned above the printed name.

Mr. Jan Dam Pedersen

Chairman of Nomination and Remuneration Committee