



Charter of the Nomination and Remuneration Committee

1. Objectives

The Nomination and Remuneration Committee is an integral part of the Company's good corporate governance framework. The Committee is responsible for considering and determining the remuneration of the Company's directors, sub-committee members, and senior executives, as well as nominating, selecting, and proposing qualified candidates for appointment as directors in accordance with the established nomination and remuneration processes. The Committee shall provide its recommendations to the Board of Directors, which will subsequently propose the appointment of directors to the shareholders' meeting for approval.

Accordingly, the Board of Directors has established this Charter of the Nomination and Remuneration Committee to serve as a framework and guideline for the Committee in properly and effectively performing its duties and responsibilities.

2. Composition

- 2.1 The Nomination and Remuneration Committee shall be appointed by the Board of Directors.
- 2.2 The Nomination and Remuneration Committee shall consist of at least three directors, with more than half of the total number of Committee members being independent directors.
- 2.3 The Committee should comprise a majority of independent directors, and the Chairperson of the Nomination and Remuneration Committee should be an independent director in order to ensure transparency and genuine independence in the performance of its duties.
- 2.4 The Committee should comprise non-executive directors in order to prevent conflicts of interest. If it is necessary to appoint an executive director to the Nomination and Remuneration Committee, such executive director shall constitute a minority of the Committee.
- 2.5 The Nomination and Remuneration Committee may appoint one Company employee to serve as Secretary to the Nomination and Remuneration Committee.

3. Qualifications of Members of the Nomination and Remuneration Committee

- 3.1 The Chairperson of the Board of Directors should not serve as the Chairperson or a member of the Nomination and Remuneration Committee in order to ensure the genuine independence of the Committee in performing its duties.
- 3.2 Members shall possess knowledge and competence, integrity, honesty, business ethics, and a broad vision. They shall keep abreast of international developments relating to remuneration,

as well as the nomination of directors and senior executives, in order to contribute to the improvement of the Company's nomination and remuneration policies.

- 3.3 Members shall possess maturity and stability and shall be willing and able to express differing views independently.
- 3.4 Members shall be able to devote sufficient time to performing their duties in order to enable the Nomination and Remuneration Committee to achieve its objectives.
- 3.5 Members shall be independent and impartial in nominating and selecting persons suitable for appointment as directors of the Company to replace directors whose terms have expired or in other circumstances.
- 3.6 The qualifications of members of the Nomination and Remuneration Committee shall be subject to the Charter of the Board of Directors and the Company's Articles of Association and applicable rules and regulations.

4. Term of Office and Vacating Office

4.1 Term of Office

- 4.1.1 Members of the Nomination and Remuneration Committee shall hold office for the same term as their respective terms as directors of the Company.
- 4.1.2 In the event that a position on the Nomination and Remuneration Committee becomes vacant for any reason other than the expiration of the term, the Board of Directors shall appoint a qualified director to fill the vacancy within three months from the date on which the vacancy occurs, so that the number of Committee members remains in accordance with the prescribed composition. The newly appointed Committee member shall hold office only for the remaining term of the Committee member whom he or she replaces.

4.2 Vacating Office

- 4.2.1 If a member vacates the position of director upon expiration of his or her term but is subsequently re-elected as a director of the Company, such director shall continue to serve as a member of the Nomination and Remuneration Committee until the original term of office expires, based on the remaining period of his or her appointment.
- 4.2.2 A member may resign from the Nomination and Remuneration Committee by submitting written notice of resignation to the Chairperson of the Board of Directors at least 30 days in advance, together with the reasons for such resignation. The resignation shall take

effect from the date on which the resignation letter is received by the Chairperson of the Board of Directors.

4.2.3 In the event of death, the Board of Directors shall appoint a qualified director to replace the deceased member. The newly appointed member shall hold office only for the remaining term of the Committee member whom he or she replaces.

4.2.4 The Board of Directors resolves to remove a member from office.

5. Authority, Duties and Responsibilities of the Nomination and Remuneration Committee

5.1 Authority

5.1.1 The Nomination and Remuneration Committee may, where necessary, seek advice from external independent advisors or experts at the Company's expense.

5.1.2 The Committee has the authority to invite members of management or relevant Company employees to provide explanations or opinions, attend meetings, or submit documents as the Committee considers relevant and necessary.

5.2 Duties and Responsibilities

Nomination

5.2.1 Consider the structure, size, composition, and qualifications of the Company's directors, sub-committee members, and senior executives as necessary and appropriate for the Company, with a policy to promote diversity in the composition of the Board of Directors in terms of gender, age, educational background, work experience, race, and nationality.

5.2.2 Establish policies, criteria, and procedures for the nomination and selection of directors, sub-committee members, and senior executives for submission to the Board of Directors and/or for approval by the shareholders' meeting, as applicable.

5.2.3 Consider and select qualified candidates for appointment as directors, members of sub-committees, the Chief Executive Officer, and senior executives whose terms have expired, whose positions have become vacant, and/or where additional appointments are required. The nomination process shall be conducted based on established criteria and in a transparent manner, in accordance with applicable rules and laws, while adhering to internationally recognized human rights principles, including the Universal Declaration of Human Rights (UDHR), the United Nations Global Compact (UNGC), and the United Nations Guiding Principles on Business and Human Rights (UNGPs).

- 5.2.4 Approach individuals whose qualifications are consistent with the prescribed criteria to ensure that such individuals are willing to accept appointment as directors of the Company if appointed by the shareholders.
- 5.2.5 Submit the names of selected candidates to the Board of Directors for consideration and appointment as directors of the Company to replace directors who have vacated office.
- 5.2.6 Prepare and review an appropriate succession and management continuity plan for the position of Chief Executive Officer and submit the plan to the Board of Directors for acknowledgement.
- 5.2.7 Perform any other duties relating to nomination and remuneration as assigned by the Board of Directors.

Remuneration

- 5.2.8 Establish criteria and policies for determining the remuneration of the Board of Directors and sub-committee members for submission to the Board of Directors and/or for approval by the shareholders' meeting, as applicable.
- 5.2.9 Determine appropriate annual remuneration, both monetary and non-monetary, for each director of the Company by considering the appropriateness of the remuneration in relation to the director's duties, responsibilities, performance, remuneration levels of companies operating in similar businesses, and the benefits expected to be derived from the directors. The proposed remuneration shall be submitted to the Board of Directors for consideration and subsequently proposed to the shareholders' meeting for approval.
- 5.2.10 Be accountable to the Board of Directors and provide explanations and responses to questions concerning the remuneration of the Company's directors at shareholders' meetings.
- 5.2.11 Consider and approve performance evaluation criteria for the Chief Executive Officer and the Chief Executive Officers responsible for various functions, as assigned by the Board of Directors, and report the results to the Board of Directors for acknowledgement.
- 5.2.12 Report the policies and principles/reasons underlying the determination of remuneration for directors and executives in accordance with the requirements of the Stock Exchange of Thailand, and disclose such information in the Company's Annual Registration Statement (Form 56-1) and Annual Report.
- 5.2.13 Determine the annual remuneration of the Chief Executive Officer and the Chief Executive Officers responsible for various functions in accordance with the approved

remuneration criteria, and submit the proposed remuneration to the Board of Directors for approval.

5.2.14 Consider and approve the criteria for salary increases, changes in salaries and compensation, and annual bonuses for employees, and report such matters to the Board of Directors for acknowledgement.

5.2.15 Consider the appropriateness of and approve cases involving the offering of newly issued securities to directors and employees, based on principles of fairness to shareholders and the creation of incentives for directors and employees to perform their duties in a manner that creates long-term value for shareholders and enables the Company to retain qualified personnel.

5.2.16 Perform any other duties relating to remuneration as assigned by the Board of Directors.

6. Meetings of the Nomination and Remuneration Committee

6.1 The Nomination and Remuneration Committee shall hold meetings at least twice a year and may convene additional meetings as necessary.

6.2 A quorum shall consist of at least one-half of the total number of members of the Nomination and Remuneration Committee.

6.3 If the Chairperson of the Nomination and Remuneration Committee is absent from a meeting or is unable to perform his or her duties, the members of the Committee attending the meeting shall elect one of the members to act as Chairperson of the meeting.

6.4 Resolutions of the meeting shall be adopted by a majority vote. In the event of an equality of votes, the Chairperson of the meeting shall have an additional casting vote. A Committee member who has a conflict of interest or an interest in a matter under consideration shall not participate in the discussion or vote on such matter.

6.5 Notices of meetings shall be delivered to members of the Nomination and Remuneration Committee in advance of the meeting. In cases of necessity or urgency, the meeting may be convened by other means or on a date earlier than the normal notice period. The Secretary to the Nomination and Remuneration Committee shall be responsible for recording the minutes of the meeting.

6.6 The Nomination and Remuneration Committee may invite relevant persons to attend meetings to provide factual explanations to the Committee. Management and relevant departments shall report or submit relevant information and documents to the Committee to support the Committee in effectively performing its assigned duties.

7. Reporting of the Nomination and Remuneration Committee

- 7.1 The Nomination and Remuneration Committee shall report the results of its nomination and remuneration considerations, meeting outcomes, and any other matters that it considers should be brought to the attention of the Board of Directors at the next meeting of the Board of Directors.
- 7.2 The Chairperson of the Nomination and Remuneration Committee shall report to shareholders, through the Company's Annual Report and Annual Registration Statement, on the performance of duties relating to nomination and remuneration considerations.

8. Performance Evaluation of the Nomination and Remuneration Committee

- 8.1 The Nomination and Remuneration Committee shall conduct a self-assessment of its performance at least once a year, enabling the Committee to collectively review its performance and identify issues for further improvement and corrective action. Appropriate benchmarks should be established against which the Committee's performance can be assessed systematically.
- 8.2 The performance evaluation of the Nomination and Remuneration Committee should be conducted both collectively and on an individual basis. The evaluation criteria, procedures, and overall results shall be disclosed in the Annual Report, and the evaluation results shall be reported to the Board of Directors for acknowledgement.

This Charter shall be effective from **25 February 2026 onwards**.

Starflex Public Company Limited