



*Charter of Remuneration  
and Nomination Committee*

*Jasmine International Public Company Limited*

*Table of Contents*

	Page
1. Objectives	1
2. Composition and Term of Office	1
3. Qualifications	2
4. Authority	3
5. Duties and Responsibilities	3
6. Meeting	5
7. Evaluation	5
8. Reporting	5
9. Charter Review	6

## *Charter of the Remuneration and Nomination Committee*

To ensure that the Company's operations adhere to the principles of Good Corporate Governance and comply 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), the Board of Directors has deemed it appropriate to establish the Charter for the Remuneration and Nomination Committee 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 propose remuneration policies, gratuities, and other benefits for the Board of Directors, subcommittees, and the Chief Executive Officer that are appropriate for their responsibilities and align with the Company's performance and current market conditions.

#### **Nomination**

To review and establish criteria and processes for recruiting, selecting, and nominating individuals with the necessary knowledge, skills, and qualifications to serve as members of the Board of Directors, subcommittees, and the Chief Executive Officer.

### **2. Composition and Term of Office**

#### **2.1 Composition**

The Remuneration and Nomination Committee shall have the following composition:

- 2.1.1 The Remuneration and Nomination Committee is appointed by the Board of Directors.
- 2.1.2 The Remuneration and Nomination Committee shall consist of at least 3 members of the Board of Directors, with at least 1 independent director.

#### **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 this regard, the Remuneration and Nomination Director who retires by rotation may be reappointed as a member of the Committee. Upon completion of their term, in the event that 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.

2.2.2 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.

2.2.3 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.

2.2.4 In case of the Remuneration and Nomination Director unable to complete their tenure, the Board of Directors shall appoint a new Remuneration and Nomination Director as a substituted member, and the substituted member can only be in the office within the remaining term of the member they replaced.

### 3. Qualification

3.1 Not be the Chairman of the Board of Directors to ensure checks and balances in the committee's decision-making process.

3.2 Possess the necessary knowledge and expertise, and have a thorough understanding of the nature of the business, as well as the roles, duties, and responsibilities of the Board of Directors and subcommittees.

3.3 Have a far-reaching vision, continuously keeping abreast of developments related to remuneration and nomination in order to contribute to the enhancement of the Company's remuneration and nomination policy.

3.4 Be able to perform duties, expressing opinions, and reporting job performance independently, with sufficient time commitment to fulfill responsibilities.

3.5 Be independent and neutral 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.

3.6 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 The Remuneration and Nomination Committee shall directly report to the Board of Directors.

4.2 The Remuneration and Nomination Committee has an authority to invite the management or any other concerned parties to attend its meetings, to provide them with opinions and relevant information, to explain the concerned subjects or to support them with relevant documents as deemed necessary.

4.3 The approval for the authority of the Remuneration and Nomination Committee does not include the authority to approve any transaction in which the Remuneration and Nomination Committee member or any person related to him, has an interest or a conflict of interest in any other way with the Company as per the regulations set forth by the SET. However, provided that such a case occurs, it shall be proposed to the Board of Directors' meeting and / or the shareholders' meeting for consideration and approval, to be in line with the Company's Articles of Association.

#### **5. Duties and Responsibilities**

##### **5.1 Remuneration**

5.1.1 To set a policy on and the criteria for the remuneration and the benefits of the Board of Directors, the subcommittees and the Chief Executive Officer and propose to the Board of Directors, taking into consideration remuneration rates as determined by leading companies of the same industry; previous performances, experiences, roles and scope of duties as well as responsibilities of the directors in the Board of Directors and the subcommittees and the Chief Executive Officer; business expansion; financial

position; the Company's operating results; including the alignment with the Company's strategies and long-term goals. The remuneration of the Company's directors shall be proposed annually for the shareholders' approval by the Board of Directors.

5.1.2 To determine the remuneration of the Board of Directors, the subcommittees and the Chief Executive Officer based on their duties, responsibilities, and the extent of their performances that meets the strategic plans, long-term and short-term work plans of the Company.

5.1.3 To consider and allocate securities offered by the Company in any securities offering project to the Company's directors and employees with respect to terms and conditions related to such securities offering (if any).

5.1.4 To perform any other task assigned by the Board of Directors.

## **5.2 Nomination**

5.2.1 To set the selection criteria and the qualifications of a person who shall assume the position of director in the Board of Directors and the subcommittees and the position of the Chief Executive Officer.

5.2.2 To select and consider nominating a person whose qualifications are deemed appropriate for business strategies of the Company for the Board of Director's consideration to appoint to the position of director in the Board of Director and the subcommittees, including the position of the Chief Executive Officer of the Company.

5.2.3 To determine the criteria for the Company's succession plan and prepare it accordingly. In considering a successor to the position of the Chief Executive Officer and other significant management as well as business operation positions, it is required that the qualifications of the talent be in accordance with the foregoing established criteria so that the Company can appropriately develop them to be ready for an immediate or a 3-year period succession. The succession plan shall be reviewed on a yearly basis.

5.2.4 To perform any other task 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. Unless in cases of necessity or urgency, meeting can be convened immediately.

### **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**

The performance assessment of the Remuneration and Nomination Committee shall be conducted at least once a year. The Remuneration and Nomination Committee members shall evaluate their own performance, as well as the performance of the committee as a whole, and report the assessment results to the Board of Directors.

## **8. Report**

8.1 The Remuneration and Nomination Committee is required to report the results of its meetings to the Board of Directors.

8.2 The Remuneration and Nomination Committee is responsible for preparing the committee's report for disclosure in Form 56-1 One Report.

## 9. Charter Review

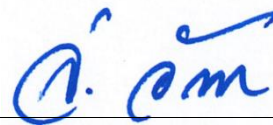
The Remuneration and Nomination Committee shall review, inspect, and evaluate the adequacy and appropriateness of the charter on an annual basis. If there are amendments required, the committee shall be proposed to the Board of Directors for consideration and approval.

The charter of Remuneration and Nomination Committee was considered and reviewed by the Remuneration and Nomination Committee Meeting No. 1/ 2025, convened on February 26, 2025. It was also approved by the Board of Directors' Meeting No. 2/2025, convened on March 27, 2025.



Dr. Nattakit Tangpoonsinthana

Chairman of the Remuneration and  
Nomination Committee



Dr. Soraj Asavaprappa

Chairman of the Board of Directors