

# Nomination Committee Charter

(1<sup>st</sup> Edition)

Approved by the Board of Directors' Meeting No. 6/2022 held on 22 December, 2022  
The previous nomination committee charter (21 February 2020) is cancelled.

## Objectives

The committee was appointed by the approval of the Board of Directors, in accordance with the good corporate governance. This is to alleviate the burden of the Board of Directors in selecting qualified persons to serve as directors and senior executives. The nomination committee is to help develop knowledge and ability of the directors to respond to the needs of the business. Transparency of director selection will ensure the shareholders that the person who will take the position has the qualifications and the potential to manage for the best interests of the company.

## Structure and Qualifications of the Nomination Committee

Nomination Committee appointed by the Board of Directors, consists of experts who have knowledge and ability. The committee consists of at least 3 directors with a proportion of more than 50% of the independent directors. In the meeting, the nomination committee is to select one independent director who is senior with knowledge and high experience as the chairman.

## Term of Services of the Nomination Committee

1. The term of services of Nomination Committee is according to the term of board of director.
2. Nomination Committee may be re-appointed to resume the position if the company's board of directors consider it appropriate.
3. In addition to the vacation of the position according to item 2, the nomination committee will be dismissed as following reasons
  - Pass away
  - Resign
  - The Board of Directors has a resolution to vacate from the position.
4. Board of Directors has authority to appoint additional nomination committee members, for achieving the objectives of the operation work, or to replace the nomination committee who vacate from the position according to item 1 or 3. The person appointed as the nomination committee under clause 3 can be in the position for the remaining term of the nomination committee which he or she replaces of only.

## Roles, Duties and Responsibilities of the Nomination Committee

1. Review the structure and composition of the Board of directors, including the number of directors at the parity with appropriate mix of sizes, type of industries, complexity of business, and directors' qualification, skill, experiences, expertise relating to the core business or industry of the company. Board Skill Matrix is to be in place, so that the committee nomination will be in accordance with the business direction of the company.

2. Review qualification of candidates for independent director positions. The independence must be at least according to the requirement of Securities and Exchange Commission.
3. Review the policies, principles and procedures of recruiting the qualified candidates for director with efficiency, transparency and fairness. The committee is to screen and recruit candidates in accordance with the assigned nomination process, giving recommendation to Board of Directors, then proposing to the Annual General Meeting of Shareholders.
4. Review qualifications and evaluate performances of the directors who are due to retire by rotation, in order to consider the appropriateness of the re-appointment of the aforementioned directors for another term.
5. Set guidelines, criteria, methods and the performance evaluation process of the Board of Directors, sub-committees, individual director, managing director as well as senior executives.
6. Consider creating a training development plan, relating to the directors' duties, business knowledge of SMPC for the directors and senior management continuously, in order to strengthen the potential of the board and the executives of the company.
7. Consider establishing Succession Plan of the director and top executive positions as a preparation for the high qualified candidates to replace the vacancies, in case the directors or top executives cannot perform duty, retire, or leave the company. The succession plan is to enhance the continuity of the company's business operations.
8. Prepare the report of the nomination committee. It is disclosed in the company's annual report. This report must be signed by the Chairman of the Nomination Committee.
9. Regularly report activities or progress of various tasks to the Board of Directors.
10. Perform any other tasks as assigned by the Board of Directors with the agreement of the Nomination Committee.

#### **Other Requirements**

1. The Nomination Committee is required to regularly review the charter, usually once a year. Any significant revisions to the charter will be presented to the Board of Directors for approval. As a result, the charter is suitable for the corporate environment and in line with the company's strategic plan, in order to achieve the objectives and goals of the organization efficiently and effectively.
2. The Nomination Committee must have a meeting at least two times a year or more when necessary. The nomination committee may invite management or related persons to attend meeting to provide them with relevant information.
3. The Board of Directors with the agreement from the Remuneration Committee, approves the compensation of the Nomination Committee.

**Mr. Vinai Vittavasgarnvej**  
Chairman

**Mr. Tanadit Charoenchan**  
Chairman of the Nomination Committee