

**Scope and authority of sub-committee**  
**Supplement to Agenda 6: To consider the directors' remuneration and sub-committee**

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1. Audit Committee

The Audit Committee consists of four members as follows:

No.	Name of Directors	Designation
1	Mr. Prinya Waiwatana	Chairman of the Audit Committee
2	Mr. Apinan Na Ranong	Audit Committee
3	Mr. Chatchai Earsakul	Audit Committee
4	Mr. Veerawat Korphaibool	Audit Committee

**Duties and responsibilities**

The Audit Committee shall perform the duties designated by the Board of Directors as follows:

1. Financial reporting and accounting audit

- 1.1 Conduct a review to ensure that the Company maintains accurate and adequate financial reporting.
- 1.2 Review the selection of significant accounting policies that apply properly and practice consistently while using careful judgment and reasonable estimation including the adequate disclosures.
- 1.3 Provide a channel for reporting information or tips-off concerning inappropriate reporting in financial statements or other issues by executives and employees, whereby an independent investigative process and follow-ups shall be undertaken where appropriate.
- 1.4 Review, select and propose the appointment of an independent person who will perform the duties of an auditor of the Company, and propose remuneration for such a person, who is required to attend the auditors' meeting without the presence of management executives at least once a year.
- 1.5 Review with the Management regarding the preparation of the Management's Discussion and Analysis (MD&A) to be disclosed in the Annual Report.

2. Internal control and audit

- 2.1 Conduct a review to ensure that the Company has suitable and efficient internal control, internal audit and enterprise risk management systems.
- 2.2 Scrutinize the independence of the internal audit unit and endorse the appointment, transfer or termination of employment, and remuneration of the head of the internal audit unit or other units that are responsible for internal audit. Such included the arrangement so that the person has adequate and suitable educational backgrounds, experiences and training to fill the role.
- 2.3 Review and approve the Internal Audit Charter.
- 2.4 Review and approve the annual internal audit plan, and review audit findings of internal auditors.
- 2.5 Review the whistle blowing process so that the whistleblower can be confident that the investigation is done independently. The whistleblower can report directly to the Chairman of the Audit Committee to assure the proper proceeding.

3. Legal and bylaw compliance

- 3.1 Conduct a review to ensure that the Company complies with the securities and exchange law, the Stock Exchange of Thailand's provisions, and applicable laws to the Company's businesses.
- 3.2 Review connected transactions or transactions that may pose a conflict of interest to ensure compliance with statutory requirements and the provisions of the Stock Exchange of Thailand, thus ensuring that such transactions are reasonable and undertaken in the best interest of the Company.

- 3.3 Manage the prevention of fraud and corruption via the whistle blowing by allowing the notice to go directly to the chairman of the Audit Committee to take action.
4. Compliance with the code of ethics and code of conduct of executives and employees
- 4.1 Conduct a review to ensure that the code of business ethics and code of conduct of executives and employee as well as the conflict of interest policy are made in writing, and that every executive and employee is informed.
- 4.2 Encourage compliance with the code of ethics, code of conduct and conflict of interest policy.
5. Reporting
- 5.1 Prepare the audit committee report disclosed in the Company's annual report. Such report must be signed by the chairman of the Audit Committee and at least contain the following information:
- Opinions on the accuracy, completeness and credibility of the Company's financial statements;
  - Opinions on the adequacy of the Company's internal control system;
  - Opinions on compliance with the securities and exchange law, the Stock Exchange of Thailand's provisions or applicable laws to the Company's businesses;
  - Opinions on the appropriateness of auditors;
  - Opinions on transactions that may pose a conflict of interest;
  - A number of meetings
  - An attendance of each audit committee member
  - Result of duties as per Charter
  - Overall opinions or observations received by the Audit Committee regarding the Audit Committee's compliance with the Charter;
  - Other items that the Audit Committee deems that shareholders and investors should be informed of within the scope of duties and responsibilities designated by the Board of Directors.
- 5.2 While performing duties, if the Audit Committee finds or suspects that there are the following transactions or actions that may significantly affect financial standing and operating performance of the Company, the Audit Committee shall submit a report to the Board of Directors so as to take corrective actions within a time period that the Audit Committee deems appropriate.
- Transaction that poses conflict of interest.
  - Fraud, irregularities or significant shortcomings in the internal control system.
  - Violation of the securities and exchange law, the provisions of the Stock Exchange of Thailand or applicable laws to the Company's businesses.
- If the Board of Directors or the management does not take corrective actions within a time period stated in the first paragraph, any audit committee member may report to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand that there were such transactions or actions described in the first paragraph.
6. Other duties
- 6.1 Conduct an evaluation of the Audit Committee's performance by undertaking an annual self-evaluation according to the method prescribed by the Audit Committee, and report evaluation results to the Board of Directors for acknowledgement.
- 6.2 Review and adjust the Charter at least once a year or as necessary, so it is up-to-date and appropriate to the Company's environment, and present the results to the Board of Directors for approval.
- 6.3 Other tasks assigned by the Board of Directors under the consent of the Audit Committee.

## **Authority**

The Audit Committee shall have powers to pursue various matters within the scope of responsibilities set out under the heading “duties and responsibilities” as follows:

1. Have the power to invite a management executive or an employee to attend a meeting so as to give explanations or opinions or submit requested documents as deemed necessary.
2. Review and endorse appointment, removal, transfer or termination of employment, and conduct a review of senior executives’ merits by the internal control department.
3. Recruit outside consultants or experts in different fields to give advice, consultation or opinions as deemed appropriate by the Audit Committee.
4. Attend meetings with auditors to discuss pertinent issues, in which the management may not be present.

## **2. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee consists of five members as follows:

<b>No.</b>	<b>Name of Directors</b>	<b>Designation</b>
1	Mr. Apinan Na Ranong	Chairman
2	Mr. Prinya Waiwatana	Committee
3	Mr. Chatchai Earsakul	Committee
4	Mr. Veerawat Korphaibool	Committee
5	Mr. Santi Patanatmarueng <sup>1</sup>	Committee

*Note: <sup>1</sup>The Board of Directors Meeting No. 4/2024, held on August 6, 2024, resolved to appoint Mr. Santi Patanatmarueng as a member of the Nomination and Remuneration Committee effective from 7 August 2024 onwards.*

## **Scope of authority and duties**

NRC shall perform according to appointment from the Board of Directors as follows:

### ➤ Nomination task

1. To prepare criteria and policy regarding the nomination of the Company Director and Sub-Committee and propose to the Board of Directors and/or further to the Shareholders’ Meeting for approval.
2. To prepare criteria and policy regarding the nomination of top management and propose to the Board of Directors.
3. To recruit and propose an appropriate person to be the Company Director, Sub-Committee and top management of the Company.
4. To encourage that the Company allows the shareholders to suggest a person to be nominated as the Company Director.
5. To proceed with any task concerned with the nomination as the Board of Directors assigns.

### ➤ Remuneration task

1. To prepare criteria and policy regarding the remuneration to comply with the duties and responsibilities of the Company Director, Sub-Committee and propose to the Board of Directors and further to the shareholders’ Meeting for approval.
2. To prepare criteria and policy regarding the remuneration to comply with the duties and responsibilities of top management and propose to the Board of Directors.
3. To give an explanation related to remuneration in the shareholders' meeting.
4. To report the remuneration policy in the annual report (56-1 one report).
5. To proceed with any task concerned with the remuneration as the Board of Directors assigns.

### 3. Corporate Governance Committee

The Corporate Governance Committee consists of four members as follows:

No.	Name of Directors	Designation
1	Mr. Prinya Waiwatana	Chairman
2	Mr. Apinan Na Ranong	Committee
3	Mr. Chatchai Earsakul	Committee
4	Mr. Veerawat Korphaibool	Committee

#### **Scope of authority and duties**

1. Control the operations of the Company, performance of the Board of Directors and the Sub-Committee, including the managements and employees in compliance with the good corporate governance principles, to conform to the policy, the Company's regulation, and applicable laws.
2. Consider the guidelines and offer recommended policy / guidelines of ethics and business ethics according to the good corporate governance principles regularly to the Board of Directors, management, and employees.
3. Control, suggest, evaluate, review policy, and follow up in compliance with good corporate governance principles and business ethics as consistently and appropriately in order to enhance the corporate governance of the Company to meet international standards.
4. Other task as assigned by the Board of Directors.
5. Report to the Board of Directors about the corporate governance of the Company with practical methods for improvement as per the Company's procedures.

#### **Responsibilities**

The CGC is responsible directly to the Board of Directors in accordance with the duties and responsibilities assigned to them. The Board of Directors is also responsible to stakeholders of the Company.

### 4. Risk Management Committee

The Risk Management Committee consists of six members as follows:

No.	Name of Directors	Designation
1	Mr. Sarit Patanatmarueng (Managing Director)	Chairman
2	Ms. Sirina Patanatmarueng (Senior General Manager - Business Administration Division)	Committee
3	Ms. Patra Chaiyosburana (Senior General Manager - Business Operation Division and Research and Development Division)	Committee
4	Mrs. Kasita Pitaksongkram <sup>1</sup> (General Manager - Business Operation Division)	Committee
5	Mr. Kazunori Sudo (General Manager - Research and Development Division)	Committee
6	Mr. Suthon Prempree (General Manager (Acting) - Production Support Division)	Committee
The directors who resigned during the year		
- None -		

Note: <sup>1</sup>Nominated of General Manager - Business Operation Division on June 10, 2024, previously serving as General Manager – Business Administration.

### **Duties and responsibilities**

The Committee shall perform the duties designated by the Board of Directors as follows:

1. To define and review the Company's enterprise risk management framework that is suitable for efficient business operation and meets international standards, and to provide recommendations on risk management guidelines that are in line with the operation strategy and business plan.
2. To define and review the enterprise risk management policy including the RMC Charter to ensure that they are in compliance with the company's risk management framework and are effective and adequate for the changing conditions.
3. To oversee, monitor, and review important risk management reports and provide necessary recommendations to ensure the efficient and appropriate risk management for the Company's business operation, and that an acceptable level of risk is maintained in compliance with the enterprise risk management policy.
4. To report and coordinate the implementation of risk management to the Audit Committee for acknowledgement, ask for the opinions and provide additional appropriate advisement for the report to the Board of Directors.
5. To report significant risk management results to the Board of Directors. In the case where there are factors or events that might have a significant impact on the Company, the Board of Directors shall be notified immediately.
6. To continuously and efficiently support and improve on risk management at all levels of the organization, including its various tools, and to promote a risk management culture.
7. Engage in any other duty as assigned by the Board of Directors.

### **Authority**

The RMC shall have powers to pursue various matters within the scope of responsibilities set out under the heading "duties and responsibilities" as follows:

1. Able to invite a management executive or an employee to attend a meeting so as to give explanations or opinions or submit requested documents as deemed necessary.
2. Recruit outside consultants or experts in different fields to give advice, consultation or opinions as deemed appropriate by RMC.
3. Attend meetings with auditors and internal auditor including other service by outsourced for risk issues.