

**Charter of the Nomination and Remuneration Committee****Amata VN Public Company Limited 2025**

The Nomination and Remuneration Committee leads the implementation of the nomination and remuneration policies to concretize the recruitment of the Chief Executive Officer and key executives with qualifications suitable for the company's business, and to attract and retain qualified and capable individuals to work with the company.

**1. Composition and qualification**

- 1.1 The Nomination and Remuneration Committee will be appointed by the Board of Directors, which must consist of at least three members. The Committee will then select its own Chairman. The Chairman of the Board of Directors should not concurrently serve as a Director or the Chairman of the Nomination and Remuneration Committee.
- 1.2 The Nomination and Remuneration Committee shall possess the knowledge, competence and appropriate experience, as well as an understanding of their qualifications, duties, and responsibilities.
- 1.3 The Nomination and Remuneration Committee may appoint one employee as the Secretary to the Nomination and Remuneration Committee.

**2. Term of office and meeting**

- 2.1 Members of the Nomination and Remuneration Committee shall have a term of office same as their term as the Director. Their term ends at the Annual General Meeting of Shareholders, coinciding with the end of the term for the Directors. Members of the Nomination and Remuneration Committee whose term of office expires by rotation may be reappointed. Members of the Nomination and Remuneration Committee whose term has expired shall continue to act in their capacity until a new member is appointed, except when their term as a Director ends and they are not re-elected as a Director. In case of a vacant position in the members of the Nomination and Remuneration Committee, the Board of Directors shall appoint a qualified Director without prohibited characteristics to fill the position. The new member of the Nomination and Remuneration Committee shall remain in the position for the remaining term of the replaced member.

- 2.2 The Nomination and Remuneration Committee shall meet at least twice annually. Members may attend the meeting in person or participate via an electronic meeting as accepted by the laws.
- 2.3 In a meeting of the Nomination and Remuneration Committee, a quorum shall consist of at least half of the members.
- 2.4 In case the Chairman of the Nomination and Remuneration Committee is not present or unable to perform their duties, the attending members of the Nomination and Remuneration Committee shall elect one of the members to serve as the Chairman of the meeting
- 2.5 Decisions at the meeting of the Nomination and Remuneration Committee shall be made by a majority vote of the attending members of the Nomination and Remuneration Committee. Each member of the Nomination and Remuneration Committee is entitled to one vote. In the case of a tie, the Chairman will cast an additional deciding vote.
- 2.6 The Board of Directors shall receive the minutes of each Nomination and Remuneration Committee meeting in a timely manner.

### **3. Duty and responsibility**

- 3.1 Nomination aspect
  - (1) Frames policies, criteria, qualifications and procedures for recruiting the Board of Directors, the Chief Executive Officer, key executives, and those with managerial authority, to be submitted to the Board of Directors for approval.
  - (2) Nominates, selects, and proposes the names of individuals with suitable qualifications to serve as Directors, members of Subcommittees, the Chief Executive Officer, key executives, and those with managerial authority for consideration by the Board of Directors. When nominating Directors, the Nomination and Remuneration Committee shall consider the Board Skill Matrix structure in accordance with the nomination and remuneration policy.
  - (3) Ensures that the Board of Directors and Subcommittees have an appropriate size and composition aligned with the organization and adjust as necessary to meet changing circumstances. The Board of Directors and

Subcommittees should consist of individuals with relevant knowledge, skills, and experience as per the Board Skill Matrix.

- (4) Discloses the nomination policies and process details in the annual report.
- (5) Ensures that the company has a suitable succession plan and business continuity management for the position of the Chief Executive Officer and senior executives and presents it to the Board of Directors for approval.
- (6) Nominates, selects, and proposes suitable individuals for the position of the Company Secretary who meet the qualifications as specified by the laws.
- (7) Performs other duties as assigned by the Board of Directors.

### 3.2 Remuneration aspect

- (1) Frames the remuneration and other benefits policies including compensation and other benefits to the Directors and the Chief Executive Officer by implementing transparent criteria and shall present to the Board of Directors to consider, approve and/or present for the meeting of shareholders' approval as required.
- (2) Ensures that Directors and the Chief Executive Officer are compensated appropriately according to their roles and responsibilities.
- (3) Establishes guidelines for evaluation of the performance of the Directors and the Chief Executive Officer to determine annual remuneration.
- (4) Discloses the determination of the remuneration policy and remuneration of various types with a report on the criteria used in determining directors', Chief Executive Officer's, and high-level management's remunerations which should at least state details of the objectives, achievements, and opinion of the Nomination and Remuneration Committee in the Company's Annual Report, in accordance with the criteria of the relevant regulators.
- (5) Proposes appropriate remuneration for the Board of Directors and Subcommittees for approval prior to presentation to the Meeting of Shareholders for approval.
- (6) Reviews the management's proposals regarding remuneration policies, remuneration plans, and other benefits beyond wages for employees, and provides recommendations to the Board of Directors for approval.

- (7) Reviews the performance goals for the Chief Executive Officer and provides recommendations to the Board of Directors for approval.
- (8) Provides advice on suitable remuneration and benefits for the Chief Executive Officer to the Board of Directors for approval.

Effective as of November 10, 2025

- Signature -

(Dr. Apichart Chinwanno)  
Chairman of the Board of Directors