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**Nomination and Remuneration Committee Charter**  
**Sky ICT Public Company Limited**

**Purpose**

To determine the criteria and process for recruiting qualified persons, as well as to conduct the selection of persons to be appointed to the position of directors of the Company, directors of a subset of the Company, directors of representatives of the Company to serve as directors of affiliates, executive directors of the Company and chief executives of the Company, as well as to determine the scheme and remuneration criteria according to the prescribed recruitment process, to be presented to the Board of Directors for approval as required by law.

**Composition, appointment, qualifications and remuneration of the Nomination and Remuneration Committee**

1. The Nomination and Remuneration Committee consists of at least three company directors.
2. The Nomination and Remuneration Committee must be appointed by the Board of Directors by majority resolution.
3. The Chairman of the Nomination and Remuneration Committee should be an independent director.
4. It is not a director who is entrusted by the Board of Directors to decide on the conduct of the affairs of the Company, its principal company, its subsidiaries or its associates, its subsidiaries of the same order (if any), the majority shareholder or the controlling authority of the Company.
5. Not a director of a major company, subsidiary or subsidiary of the same order (if any). Only a listed company.
6. Not a person who engages in the business of the same condition and is in competition with the affairs of the Company, or becomes a partner, or a director in another entity which engages in the business of the same condition and is in competition with the affairs of the Company, whether for the benefit of himself or others, unless notified to the meeting of the Board of Directors before the resolution is appointed.
7. It is qualified and not of a prohibited nature in accordance with the Public Limited Companies Ordinance, the Securities and Exchange Act and other relevant laws.
8. Compensation of the Nomination and Remuneration Committee, shall be determined on the basis of the workload, responsibilities and business size of the company, by comparison with another company which is in the same industrial business as the company, and presented to the Board of Directors for consideration, before being presented to the AGM for further consideration and approval.

### **Term of office**

1. Accept office by appointment by the meeting of the Board of Directors.
2. Out of office.
  - a) Issued by agenda
  - b) In addition to the discharge of Article 2.1, the Recruiting and Remuneration Director shall retire when
    - Dead.
    - Resigned.
    - Lack of qualifications
    - The board of directors voted to leave.
  - c) In the event that the Nomination and Remuneration Committee retires the entire Board of Directors, the Nomination and Remuneration Committee shall continue to maintain the position to the extent necessary until the Board of Directors appoints a new Nomination and Remuneration Committee.
3. Term of office
  - a) Members on the Nomination and Remuneration Committee serve for a term of three years at a time.
  - b) A person who replaces the vacant recruitment and remuneration positions will only be in the position for the remaining term of the director he represents.
  - c) Nomination and Remuneration Directors who have been vacated because of term issuance can be reappointed by the Board of Directors.

### **Scope of authority, duty and responsibility**

#### **Recruitment aspects**

1. Consider the qualifications of company directors, directors of subsets of the company, directors of representatives of the company to serve as directors of affiliates, executive directors of the company, and chief executives of the company who wish to recruit appropriately. Consider the structure according to the size, complexity of the business, and individual qualifications in skill, experience, competence related to the main business or industry in which the company and its affiliates operate.
2. Consider the eligibility of an individual to become an independent commission to suit the specific nature of the company, with independence at least having to meet the criteria established by the SEC.
3. Determine the criteria and methods for recruiting the appropriate persons to serve as Directors of the Company, Directors of the Subset of the Company, Directors of the Representatives of the Company to serve as Directors of the Company, Executive Directors of the Company and Chief Executives of the Company.

4. Consider to scrutinize the list, check the history and legal qualifications and requirements of the official authority of the person to be nominated as a director of the Company, the directors of the Company, the directors of representatives of the Company to serve as directors of the Company, and the executive directors of the Company to be considered by the Board of Directors.
5. Consider the performance, qualifications and suitability of the Directors of the Company who have retired from office by term and deserve re-election, submit to the Board of Directors for approval, and propose at the AGM for appointment as Directors of the Company.
6. Consider reviewing the suitability for the position of a company director in the event of a change in relation to the qualifications of the company director.
7. Provide new director orientation and develop knowledge for current company directors.
8. Succession Plan (C-Level)
9. perform duties in other matters as entrusted to the Board of Directors.

#### **Compensation aspects**

1. Establish and establish a written remuneration policy.
2. Offer guidelines and remuneration methods to the Board of Directors and to the various committees appointed by the Board of Directors.
3. Consider the form, criteria, performance appraisal and remuneration determination, both of the salary part, and of other benefits paid to directors, chief executive officers, and senior management.  
(C-Level) for presentation to the Board of Directors.

#### **Conference**

1. Nomination and Remuneration Committee. At least 2 meetings are scheduled per year and have the power to call additional meetings as necessary.
2. At the meeting, no less than half of the number of directors shall be present to complete the quorum.
3. Nominating and Remuneration Committee meetings can be electronic meetings. Such meetings must be as required by the laws relating to electronic media meetings, including providing for audio-visual recordings, including electronic traffic information throughout the meeting. Audiovisual and electronic traffic information recorded shall be considered part of the minutes.
4. The Chairman of the Nomination and Remuneration Committee shall be the Chairman of the Meeting. In the event that the Nomination and Remuneration Committee is unable to attend the meeting, the Nomination and Remuneration Committee shall elect one of the Nomination and Remuneration Directors to preside over the meeting.

5. The decision of the Nomination and Remuneration Committee meeting shall hold a majority of the Nomination and Remuneration Committee in attendance. One of the directors shall have one vote to vote. If the votes are equal, the chairman of the meeting shall vote one more vote. The Nomination Committee shall determine the remuneration of any interested parties in the matter considered prohibited from expressing opinion and voting on the matter.

6. The Nomination and Remuneration Committee shall have the power to invite the management department, or any relevant person or persons who see fit to attend the meeting, or to request clarification on the relevant matters.

### **Reporting**

Nomination and Remuneration Committee, Report to the Board of Directors

### **Performance evaluation of the functions of the Nominating and Remuneration Committee**

Assessment of the duties of the Nominating and Remuneration Committee shall be at least one board and individual assessment per year, and report the results of the assessment to the Board of Directors for consideration, including as information for the opinion of the Board of Directors in the presentation to the AGM for the election of the Directors instead of the Directors who have left their term.

### **Review and Update of the Charter of the Nomination and Remuneration Commission**

The Board may annually review the charter of the Nominating and Remuneration Committee for submission to the Board of Directors for consideration of approving amendments (if any).

To take effect from 14 November 2024 onwards.

-SOMKIT LERTPAITHOON-
(PROF. DR. SOMKIT LERTPAITHOON)
Chairman
Approved by the Board of Directors Meeting No. 9 / 2025
On November 13, 2025