

# **Charter of the Nomination and Remuneration Committee**

## **GMM Grammy Public Company Limited**

### **1. Purpose**

The Nomination and Remuneration Committee (“Nomination Committee”) was established for the first time by the Board of Directors’ Meeting No.1/2005 on February 3, 2005 to support the good governance of the company. The committee is responsible for setting the company’s policy and criteria in the selection of directors and determining the remuneration of the Board of Directors and sub-committees. Also, to recruit, select, and nominate the right person to be a director as well as to set the remuneration for a director. This includes working on other assigned tasks and present to the Board of Directors and/or to the Shareholders’ Meeting.

### **2. Composition and Qualifications of the Nomination Committee**

#### **2.1. Composition of the Nomination Committee**

- 2.1.1. The Nomination Committee is to be appointed by the Board of Directors company’s committee and has to comprise of not less than three persons, being the Company’s directors by more than one-half of the total number of NRC’s members must be independent directors.
- 2.1.2. The Board of Directors or the Nomination Committee selects one of the Nomination and Remuneration Committee Members (“Nomination Committee Member”) who is the independent director to be Chairman of the Nomination Committee and appoints the secretary of the Nomination Committee to assist the operation of the Nomination Committee on the appointment of the meeting, preparation of the agenda, submitting the meeting documents, and recording the minutes of the meeting. In appointing the secretary of the Nomination Committee, the Board of Directors or the Audit Committee shall consider the person with knowledge, ability, and experience performing the above tasks, including independence in performing the duties of assisting the Nomination Committee.

#### **2.2. Qualifications of the Nomination Committee**

- 2.2.1. Being a Company director
- 2.2.2. Individuals must possess the knowledge, competence, and experience that are beneficial to serving as a member of the Nomination Committee, and be able to dedicate sufficient time to their duties to ensure the successful accomplishment of the Nomination Committee’s objectives.
- 2.2.3. Having full qualifications and having no characteristic which prohibited under the law on public company, Securities and Exchange Act B.E. 2535 (including any amendments), or the relevant law

### **3 Appointment and term of office**

- 3.1 The Nomination Committee member has the office term of three years, effective from the date of appointment, and shall be consistent with the member's term as a Director of the Company.
- 3.2 The Nomination Committee member who has retired from the position may be re-appointed as the Board of Directors see as appropriate.
- 3.3 Apart from vacating upon the end of office term stated in Item 3.1, the Nomination Committee member will retire from the office upon the following conditions:
  - 3.3.1 Death
  - 3.3.2 Resignation
  - 3.3.3 Dismissal by the Board of Directors
  - 3.3.4 The Board of Directors' meeting resolved to remove them from their positions.
  - 3.3.5 Lack of qualifications to be a Director of the Company, or has prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, or other relevant laws.
- 3.4 When a member of the Nomination Committee retires upon expiration of their term or for any reason other than retirement by rotation, resulting in the number of Committee members being less than the stipulated number of three, the Board of Directors shall immediately, or no later than three months from the date the number of Committee members falls below the quorum, appoint a new member who possesses the required qualifications and has no prohibited characteristics under the law, to ensure the continuity of the Committee's operations. The newly appointed member shall hold office only for the remaining term of the replaced member.

### **4 Authorizations, Duties and Responsibilities**

The Nomination Committee shall perform the duties assigned by the Board of Directors, with the following scope of authority and responsibilities:

#### **4.1 Nomination**

- 4.1.1 Setting guidelines and policies in nominating Board of Directors and other sub-committee members by considering what would be the appropriate number, structure and composition of members, and outlining necessary directors' qualifications, and proposing these ideas for approval by the Board of Directors and/or Shareholders' Meeting as appropriate.
- 4.1.2 Searching, selecting and proposing appropriate persons to assume the position of the Company's directors whose terms have expired and/or became vacant, including newly appointed director.
- 4.1.3 Executing other tasks related to nominations as assigned by the Board of Directors.
- 4.1.4 Evaluating the performance of the top management and reporting to the Board of Directors for their consent.

#### **4.2 Remuneration**

- 4.2.1 Preparing guidelines and policies in determining the Board of Directors and other sub-committees' remuneration and proposing it to the Board of Directors and/or Shareholders' Meeting for approval as appropriate.
- 4.2.2 Determining necessary and appropriate monetary and non-monetary remuneration, for individual members of the Board of Directors by taking into consideration each director's duties and responsibilities, performance, and comparisons against similar businesses, and the benefits expected in return from each director. The report will be submitted to the Board of Directors for consent and to the Shareholders' Meeting for approval.
- 4.2.3 Taking responsibility to support the Board of Directors and being responsible for explaining and answering any questions regarding the Board of Directors' remuneration in the Shareholders' Meeting.
- 4.2.4 Reporting policies and principles/reasons in determining the remuneration of directors and management according to the SET guidelines by disclosing them in the Company's annual information disclosure form and annual report (Form 56-1 One Report).

- 4.3 Conduct an annual performance evaluation of the Nomination Committee, with the evaluation covering the Committee as a whole, and report the annual performance results to the Board of Directors for consideration.
- 4.4 Prepare the Nomination Committee's performance report, which shall be signed by the Chairman of the Nomination Committee, for disclosure in the Company's annual information disclosure form / annual report (Form 56-1 One Report), in accordance with good corporate governance principles.
- 4.5 The Committee may seek independent advice from other professional advisors when deemed necessary, at the Company's reasonable expense. Information regarding the advisor and their independence shall be disclosed in the Company's annual information disclosure form /annual report (Form 56-1 One Report), if applicable.
- 4.6 To request information from various departments of the Company to facilitate further consideration of different matters.
- 4.7 To perform any other duties as assigned by the Board of Directors or as prescribed by the Board of Directors' policy.

The management team and other units have to report or present the information relating to the Nomination Committee in order to support the operation of the Nomination Committee to achieve their assigned tasks.

#### **5. Reporting**

The Nomination Committee directly reports to the Board of Directors.

#### **6. Meetings, Quorum and voting**

- 6.1 The Nomination Committee holds a meeting when seen as appropriate (at least 2 time a year) and has power to call for an extra meeting if necessary. The Nomination

Committee member shall comprise of not less than one-half of the total existing members.

- 6.2 All the Nomination Committee members shall attend every meeting unless he/she has any necessary matter. In this case, the member has to notify his absence in advance to the Chairman of the Nomination Committee.
- 6.3 The Chairman of the Nomination Committee shall be the Chairman of the meeting. In the absence of the Chairman, the other Nomination Committee members attending the meeting shall select one member to be the acting chairman of the meeting.
- 6.4 The resolution of the Nomination Committee member can be made by majority vote. Any member of the Nomination Committee, who has any interest or benefit in the related topic shall not vote in that particular topic.
- 6.5 The meeting invitation letter shall be issued to the Nomination Committee member in advance prior to the meeting date held. This excludes the emergency case, where the dates of the meeting will be informed by other methods or the meeting shall be scheduled earlier. The secretary of the Nomination Committee shall take the minutes of the meeting.
- 6.6 The Nomination Committee can invite any related personnel to attend the meeting in order to provide relevant information to the Nomination Committee.
- 6.7 The secretary of the Nomination Committee must attend every meeting to record the meeting. In case there is a necessity for the secretary of the Nomination Committee that he/she cannot attend the meeting, the Nomination Committee may assign other persons to perform such duties on their behalf as they think fit.

This charter of Nomination Committee is enforced from December 1, 2025, onwards.

According to the resolution of the Board of Directors' Meeting No.6/2025, held on November 12, 2025.

Announced on December 1, 2025.

(Mr. Paiboon Damrongchaitham)

Chairman of the Board

GMM Grammy Public Company Limited