

Nomination and Remuneration Committee Charter

SENADEVELOPMENT PUBLIC COMPANY LIMITED



- Translation -

Nomination & Remuneration Committee Charter

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1. Objectives

Nomination and Remuneration Committee a person who has been appointed by the Board of Directors to support the performance of the Board of Directors and is the one who determines the criteria and process for recruiting qualified persons to be appointed as a director and top executive of the Company as well as selecting the Company's directors to perform duties as sub-committees. It is also the person who considers the form and criteria for the payment of compensation and conducts the selection process according to the specified nomination process. to present to the Board of Directors or to the shareholders' meeting, as the case may be.

2. Definition

- "Charter" means The Nomination and Remuneration Committee Charter.
- "Company" means Sena Development Public Company Limited and subsidiaries.
- "Director" means The Nomination and Remuneration Committee.
- "Executives" means Executives as defined by the Securities and Exchange Commission (SEC) are Chief Executive Officer, Deputy Chief Executive Officer, Managing Director and Deputy Managing Director.
- "Reward" means Salary, bonus and benefits.

3. Qualifications of the Nomination and Remuneration Committee

3.1 Most of the Nomination and Remuneration Committee members are independent directors.

3.2 Members of the Nomination and Remuneration Committee other than No. 1 should be non-executive directors. (Non-executive Director) to be able to have time to act If an Executive Director is required to be on the Board of Directors, it should be a minority of the total number of directors. However, the said executive director will not participate in considering the remuneration of the Managing Director.



- 3.3 Members of the Nomination and Remuneration Committee other than items 1 and 2 should be high-level executives with expertise in their fields.
- 3.4 Composed of at least 3 directors, the Chairman of the Nomination and Remuneration Committee must be an independent director. for transparency and independence in the performance of duties.
- 3.5 Appointed by the Board of Directors.
- 3.6 A person who has knowledge, ability, experience, and a variety of expertise that are beneficial to the Company's operations.
- 3.7 Having qualifications and not having any prohibited characteristics under the law governing public limited companies and other relevant laws.

4. Appointment, working agenda and resignation

- 4.1 Members of the Nomination and Remuneration Committee have a term of office of 3 years each, ending the term of office of the Company's directors and upon the expiration of the term may be re-appointed by the Board of Directors.
- 4.2 When the Nomination and Remuneration Committee completes the term of office or is there any reason that the Nomination and Remuneration Committee cannot stay until the end of their term. As a result, the number of directors is not complete. Board of Directors will appoint a new member of the Nomination and Remuneration Committee to complete the number at the latest within 3 months from the date on which the number of directors is incomplete in order to ensure continuity in the operation of the Nomination and Remuneration Committee.
- 4.3 Nomination and Remuneration Committee will retire when
 - 4.3.1 Resignation
 - 4.3.2 Dead
 - 4.3.3 Board of Directors resolved to resign
 - 4.3.4 Disqualified from being a member of the Nomination and Remuneration Committee under this Charter or according to the regulations of the Securities and Exchange Commission and/or the Stock Exchange of Thailand.



4.4 Resignation of the Nomination and Remuneration Committee to submit a resignation letter to the Chairman of the Board of Directors in advance.

5. Scope of power, duties and responsibilities of the Nomination and Remuneration Committee

5.1 Responsibilities of the Nomination

5.1.1 Select a nominee appropriately to be nominated as the new director or recruit the senior executives and the authorities to manage the Company. The Nomination and Remuneration Committee defines policy, criteria, and procedures on nomination transparently to propose to the Board of Directors' meeting and/or the General Shareholders Meeting for approval.

5.1.2 Establish policies and rules on nomination of the Board of Directors, Subcommittee and Managing Director.

5.1.3 Review the criteria and policy on selecting and determine remuneration and the payment system in compliance with responsibilities, the Company's performance, and market situations by mainly considering the Company's benefits.

5.1.4 Specify succession plans for directors, managers and high-ranking executives within the Company and review the aforementioned plans regularly every year. for the Board of Directors to consider and approve.

5.1.5 Provide orientation for new directors and ensure continuous development and updating of knowledge in directors.

5.1.6 Supporting the company Opportunity for minority shareholders to propose a list of candidates for being a director of the company.

5.2 Responsibilities of the Remuneration

5.2.1 Consider guidelines for determining remuneration, including other benefits. of directors' senior management and the authority to manage the company fairly and reasonably. to propose to the Board of Directors' meeting for consideration.

5.2.2 Establish policies and rules on determining remuneration of the Board of Directors, Subcommittee and Managing Director to present to the Board of



Directors and/or the General Shareholders Meeting for approval, as the case may be.

- 5.2.3 Propose the policy and criteria for determining remuneration, and other remuneration for the Company's directors, and members of sub-committees to present to the Board of Directors for acknowledgment.
 - 5.2.4 Determine necessary and appropriate remuneration, both monetary and non-cash payment form, In order to motivate and maintain the Board of Directors, Subcommittee, and senior management to present to the Board of Directors for consideration.
 - 5.2.5 Set up criteria and methods for evaluating performances of the Board of Directors, Subcommittee and senior management to present to the Board of Directors for acknowledgment.
- 5.3 Review the charter of the Nomination and Remuneration Committee at least once a year.
- 5.4 Report the performance of the Nomination and Remuneration Committee to the Board of Directors and prepare a report following the regulations of the SET by disclosing in Form 56-1 One Report and the Company's annual report.
- 5.5 Perform other duties assigned by the Board of Directors.

6. Meeting

- 6.1 The Nomination and Remuneration Committee must hold a meeting of the Nomination and Remuneration Committee at least 2 times/year, which may be held via electronic media. According to the law on conferencing via electronic media the location of the head office of the company shall be considered as the venue of the meeting, and delivery of the meeting invitation letter together with meeting documents can be sent by electronic channels.
- 6.2 Board meetings must have a Nomination and Remuneration Committee. Attending the meeting for not less than half of the number of Nomination and Remuneration Committee Members All will be considered a quorum. The Chairman of the Nomination and Remuneration Committee presided over the meeting. However, if the chairman is unable



to attend the meeting The Nomination and Remuneration Committee present at the meeting shall elect one director to preside over the meeting.

6.3 The decision of the Board of Directors meeting shall be made by a majority of votes by the votes of the directors. One has one vote if the votes are equal. The chairman of the meeting shall have an additional casting vote. and for any director who has a stake in any matter, has no right to vote in that matter.

6.4 The Nomination and Remuneration Committee has the power to invite relevant persons or those who deem appropriate to attend the meeting or request for clarification on relevant matters.

6.5 Any director who has a stake in the matter under consideration shall notify the stakeholder and prohibit them from participating in the consideration of that matter.

6.6 Secretary of the Nomination and Remuneration Committee or the person assigned Responsible for preparing minutes of meetings of the Nomination and Remuneration Committee or the person assigned Responsible for preparing minutes of meetings of the Nomination and Remuneration.

7. Evaluation of the performance of the Nomination and Remuneration Committee

Board of Directors The performance appraisal of the Nomination and Remuneration Committee has been evaluated every year by the Nomination and Remuneration Committee will be the one who evaluates their own performance and report to the Board of Directors know once a year.

8. Charter Review

The Nomination and Remuneration Committee will review and assess sufficiency and the appropriateness of the charter of the Nomination and Remuneration Committee on an annual basis and report to the Board of Directors for acknowledgment for consideration and approval.

9. Provision of Personal Data (PDPA)

The Nomination and Remuneration Committee agrees to provide personal information. for the purpose of collection and disclosed in the annual information disclosure form/annual report



(Form 56-1 One Report), the Company's website and disclose any other personal information in order to meet the criteria or requirements of the Company Stock Exchange of Thailand and Securities and Exchange Commission (SEC) and Thailand Securities Depository Co., Ltd. in order to comply with the Personal Data Protection Act (PDPA).

10. Reporting

- 10.1 The secretary of the Nomination and Remuneration Committee or the person assigned to take minutes of the meeting.
- 10.2 Prepare a report on the performance of the Nomination and Remuneration Committee, signed by the Chairman of the Nomination and Remuneration Committee to disclose in Form 56-1 One Report in accordance with the principles of good corporate governance.

This Charter was approved by the Board of Directors on 18 December 2025

(Mr. Kamol Thammanichanond)

Chairman of The Nomination and Remuneration Committee