

**Nomination, Remuneration and Corporate Governance Charter
SCG Decor Public Company Limited**

The Company's Board of Directors Meeting No. 200 (4/2022) on December 1, 2022, resolved to approve the Charter of the Nomination, Remuneration, and Corporate Governance Committee for the first time which later resolved at the Board of Directors' Meeting No. 1/2023 on June 9, 2023, to guarantee the continued use of this Charter after the conversion into a public limited company.

SCG Decor Public Company Limited (the "Company") believes that the Board of Directors is the main factor affecting compliance with the good corporate governance system, in addition to helping to drive the Company's operations in line with the sustainable business strategy, the Nomination, Remuneration, and Corporate Governance Committee has been established to assist the Board of Directors in considering the appropriate composition of the committee and recruiting individuals with qualifications consistent with said composition, oversee and follow up on the implementation of business strategies for sustainability regularly and continuously, taking into account the impacts on the organization and all stakeholder groups in all aspects, including environmental, economic, and social dimensions, and corporate governance, and continuous social activities, to develop the quality of life of communities and society in every country in which the company invests, focusing on strengthening communities to be self-reliant and keeping up with changes in a balanced way for the company's long-term performance.

In addition, the Nomination, Remuneration and Corporate Governance Committee is responsible for considering and recommending the remuneration of company directors, senior executives of the company, to the board of directors. Therefore, the meeting of the board of directors resolved to establish the charter of the nomination, compensation, and corporate governance report is created to make all committee members aware of their duties, responsibilities, and perform their duties correctly and completely, including to build confidence and credibility with stakeholders, as well as encourage and support employees throughout the organization to jointly drive and lead the organization towards sustainable growth.

1. Scope of duties

The Nomination, Remuneration and Corporate Governance Committee has the following duties:

Nomination

- (1) Consider the structure, size, and composition of the Board of Directors and subcommittees to be appropriate for the size, type, and complexity of the business and consider determining the qualifications of each committee member in terms of knowledge, experience, and the Board Skills Matrix to recruit and nominate suitable persons to be directors of the Company and to create benefits related to the business of the Company and its subsidiaries in order to create sustainable value for the business.

- (2) Consider and review the suitability of holding the position of company director in the event that there

are changes related to the qualifications of company directors.

- (3) Determine the process and guidelines for recruiting and selecting qualified individuals in accordance with relevant regulations and laws. Determine and consider recruiting qualified individuals to serve as company directors to replace company directors whose terms have expired or in other cases, including directors on the board of directors, sub-committees are assigned duties and responsibilities directly from the Board of Directors, taking into account the diversity in the board structure in terms of knowledge, expertise, experience, gender, and specific abilities that are beneficial to the company and propose to the Board of Directors' meeting and/or the shareholders' meeting for consideration and approval.
- (4) Consider and review the independence of the Company's directors, including conflicts of interest that may occur in performing their duties, including the independence and qualifications of each independent director to ensure that the Company's independent directors are those with fully qualified according to criteria and/or relevant laws.
- (5) Suggest methods for evaluating the performance of the Board of Directors and various sub-committees by reviewing them annually, as well as following up and summarising the results of the evaluation to the Board of Directors in order to improve the efficiency of work and strengthen the knowledge and abilities of company directors.
- (6) Set guidelines for resource management of senior executives within the organisation (Talent Management)

Consideration of compensation for company directors

- (1) Propose guidelines and methods for paying remuneration, both monetary, including annual salary and bonus, and non-monetary, which includes other benefits for company directors, in accordance with the mission, duties, responsibilities, and qualifications of directors and its operating results in order to create both short-term and long-term incentives and be able to compare with compensation standards in the same industry. Including considering various conditions for offering new securities or warrants to purchase shares to directors, senior executives, and employees (if any) and present it to the Board of Directors' meeting for consideration and approval and/or present it to the shareholders' meeting for consideration and approval in the case where it is deemed appropriate to hire a consulting company to provide advice on project implementation.
- (2) Consider, review, study Follow up on changes and trends in remuneration for the Board of Directors and various sub-committees regularly to present to the Board of Directors' meeting for consideration and approval.
- (3) Consider the remuneration of the Company's Board of Directors and various sub-committees and compare it with other leading listed companies that operate the same business in order for the Company to maintain its leadership position in the business market and to create Incentives for management to progress.

- (4) Evaluate the performance of the Chief Executive Officer and President to determine compensation before submitting it for approval from the Board of Directors on an annual basis.
- (5) Evaluate the performance of the Company's senior executives individually according to the proposals of the Chief Executive Officer and President to determine compensation before presenting it to the Board of Directors' meeting for approval on an annual duties, responsibilities and risks involved include the importance of increasing the value of shareholders' equity in the long term as well as consideration and evaluation.
- (6) Consider the wage structure, wage increase budget, annual bonus budget for senior management employees, including changes in wages and compensation for senior executives before presenting to the Board of Directors' meeting.
- (7) Consider, review, study, and follow up on changes and trends in the remuneration of the company's top executives regularly to present to the Board of Directors' meeting for consideration and approval.
- (8) Consider the remuneration of the company's management team, comparing it with other leading listed companies that operate the same business in order for the company to maintain its leadership position in the business market and to create incentives for prosper management.
- (9) Prepare a succession plan for the Chief Executive Officer, President and senior executives of the company to present to the Board of Directors for consideration in order to ensure continuity of operations.
- (10) Consider, review and recommend any changes regarding the Nomination, Remuneration and Corporate Governance Committee Charter to the Board of Directors for approval in order to improve it to be appropriate and always up to date.
- (11) Disclose the determination of compensation in various forms, including preparing the report of the Nomination, Remuneration, and Corporate Governance Committee in the company's annual report.

Corporate Governance aspects

Set, review, and express opinions on the scope, policies, and guidelines for corporate governance for sustainable development in accordance with principles and standards of good corporate governance both at the local and international levels as appropriate to achieve vision, main goals, and business strategies take into account the long-term growth of the company's performance and factors affecting sustainability, both opportunities and risks related to the company's business context, and present to the Board of Directors regularly.

- (1) Supervise the review and improvement of the company's good corporate governance policy in all dimensions regularly and continuously at least once a year in order to comply with relevant criteria and standards both at the local and international levels and to ensure that it is up to date and consistent with the business context as well as international trends and directions.

- (2) Recommend good corporate governance practices of the Company to the Board of Directors and provide advice to the Board of Directors on such matters.
- (3) Follow up and supervise the work of the Company's Board of Directors and Management to be in accordance with the policy of good corporate governance and the business strategy of the organisation, including holding meetings to follow up on progress and asking for information, provide direction and recommendations to the management to include such issues as part of the annual strategy and plan formulation, determine appropriate success indicators and reflect operations according to the business strategy, including setting a time frame for follow up to improve operational guidelines and determine future plans.
- (4) Consider, review and improve good corporate governance practices appropriately and regularly and make recommendations to the Board of Directors so that they are appropriate for business operations and consistent with international practices and those of the Stock Exchange of Thailand.
- (5) Consider creating a director development plan to enhance, develop knowledge, and skills for the Board of Directors and various sub-committees of the Company in order to gain an understanding of their roles and responsibilities, including an understanding of business, economic conditions, and technology, laws or regulations related to the business of the company and its subsidiaries and supervise the development of knowledge and expertise of the board of directors and sub-committees through various forms to ensure that the board of directors and sub-committees have knowledge and understanding of the sustainability of the organisation's business.
- (6) Consider, review and make recommendations to the Board of Directors regarding any changes to the Charter of the Board of Directors and sub-committees and various policies so that they are appropriate and always up-to-date.

Other aspects

- (1) Supervise the effective process of engaging with stakeholders, which includes communication, listening to opinions, as well as disclosing information obtained from engagement with stakeholders and presenting information on results of business strategies for sustainability to the public through various channels appropriately.
- (2) Evaluate the performance of the Nomination, Remuneration, and Corporate Governance Committee annually by evaluating performance as a whole and self-assessment, including reviewing the Charter of the Nomination, Remuneration, and Corporate Governance Committee at least once a year to present to the Board of Directors' meeting for consideration and approval.
- (3) Report progress and performance results to the Board of Directors after every meeting of the Nomination, Remuneration, and Corporate Governance Committee on a regular basis.
- (4) Disclose the company's policies and actions regarding good corporate governance, including the report of the Nomination, Remuneration, and Corporate Governance Committee in the company's annual report.
- (5) Perform other duties as assigned by the Board of Directors.

In performing duties within the scope of duties, the Nomination, Remuneration, and Corporate Governance Committee has the authority to call and order management, department heads, or employees of related companies to give opinions, attend meetings, or submit documents that are considered to be relevant and necessary, including seeking independent opinions from other professional advisors when deemed necessary at the expense of the company, which the hiring process is in accordance with the company's regulations.

2. Components of the Nomination, Remuneration and Corporate Governance Committee

The Nomination, Remuneration, and Corporate Governance Committee shall have the following components:

- (1) Consisting of at least 3 company directors.
- (2) The Nomination, Remuneration and Corporate Governance Committee must be appointed by the Board of Directors.
- (3) The Board of Directors or the Nomination, Remuneration, and Corporate Governance Committee shall select one member of the Nomination, Remuneration, and Corporate Governance Committee to be the Chairman of the Nomination, Remuneration, and Corporate Governance Committee.
- (4) The Nomination, Remuneration, and Corporate Governance Committee shall consider appointing a secretary to the Nomination, Remuneration, and Corporate Governance Committee to assist with meeting appointments, meeting agenda preparation, and submission meeting documents and meeting minutes.

3. Qualifications of the Nomination, Remuneration and Corporate Governance Committee

- (1) Being a company director
- (2) Has all the qualifications and does not have prohibited characteristics according to the Public Limited Companies Act B.E. 2535 (including amendments), the Securities and Exchange Act B.E. 2535 (including amendments), including announcements, regulations and / or related regulations as specified and must not have characteristics that indicate a lack of suitability to be trusted as a director or executive as required by the Securities and Exchange Commission and/or the Supervisory Board Capital Market announces.
- (3) Is a person with knowledge, ability and experience, as well as having knowledge and understanding of qualifications, duties and responsibilities as a member of the nomination, compensation, and corporate governance committee and having knowledge and understanding of nominating, determining compensation, and good corporate governance.
- (4) Have a broad vision Regularly monitor changes in the operating results of the company and its subsidiaries and continuously monitor changes in recruitment, compensation, and good corporate governance at the international level in order to improve corporate governance policies including other policies related to the overall picture of the company.

- (5) Able to perform duties and express opinions and report performance results according to assigned duties independently, openly, transparently, and able to devote adequate time to perform duties.
- (6) Be impartial and without bias in recruiting and selecting persons who are worthy of being nominated to serve as company directors in replacement of company directors whose terms have expired or in other cases, including providing adequate information on such persons so that The Board of Directors considered.
- (7) Have an understanding of issues related to human resource management, especially motivating and retaining talented personnel to stay with the organisation.

4. Term of office

The Nomination, Remuneration, and Corporate Governance Committee members shall have a term in office equal to the term of their tenure as directors of the Company, with their term of office due to expire on the date of the annual general meeting of shareholders on which their term of office as a director will expire may be considered for further appointment to the position as the Board of Directors deems appropriate, and the Nomination, Remuneration, and Corporate Governance Committee members who vacate their positions at the expiration of their terms will remain in their positions to continue performing their duties until a replacement director will be appointed except in the case where the term of office of the Company's director has expired but he has not been selected to return to serve as the company's director.

In addition to leaving office according to the term mentioned above, the Nomination, Remuneration, and Corporate Governance Committee members leave their positions when:

- a) Resignation, which will be effective from the date the resignation letter reaches the company.
- b) Lack of qualifications to be a member of the Nomination, Remuneration, and Corporate Governance Committee as required by this Charter or the law.
- c) The Board of Directors' meeting or the shareholders' meeting resolved to remove him from his position.
- d) Resign from being a director of the company.
- e) Has died.
- f) Is ordered to leave by court.

Any member of the Nomination, Remuneration, and Corporate Governance Committee who wishes to resign from his or her position as a member of the Nomination, Remuneration, and Corporate Governance Committee must do so in writing and submit it to the Chairman of the Board of Directors sufficiently in advance, specifying the reasons for the Board of Directors to consider appointing another person who has all the qualifications to replace the person who resigned.

In the event that the entire Nomination, Remuneration, and Corporate Governance Committee resigns from their positions, the Nomination, Remuneration, and Corporate Governance Committee who vacate their positions must remain in their positions to continue their work until the nomination, compensation, and a new corporate governance team will take charge.

In the event that the position of the Nomination, Remuneration, and Corporate Governance Committee is vacant for reasons other than retirement at the end of the term, the Board of Directors shall appoint a person who has all the qualifications and does not have prohibited characteristics to become a Nomination, Remuneration, and Corporate Governance Committee member instead, in order for the number of members of the Nomination, Remuneration, and Corporate Governance Committee to be as specified by the Board of Directors and to ensure continuity in the performance of the work of the Nomination, Remuneration, and Corporate Governance Committee, persons who become members of the Nomination, Remuneration, and Corporate Governance Representatives can hold office only for the remaining term of their office.

5. Meetings

A meeting of the Nomination, Remuneration, and Corporate Governance Committee shall be called as the Nomination, Remuneration, and Corporate Governance Committee, or the Chairman of the Nomination, Remuneration, and Corporate Governance Committee deems necessary and appropriate.

In calling a meeting of the Nomination, Remuneration, and Corporate Governance Committee, the Chairman of the Nomination, Remuneration, and Corporate Governance Committee or the Secretary of the Nomination, Remuneration, and Corporate Governance Committee by order of the Chairman of the Nomination, Remuneration, and Corporate Governance Committee, and Corporate Governance notifies the Nomination, Remuneration, and Corporate Governance Committee at least 3 days before the meeting date, except in cases of urgent need to notify the meeting by other means or set the meeting date sooner than that. In each meeting, the agenda should be clearly set in advance and the meeting documents should be sent to the Nomination, Remuneration, and Corporate Governance Committee and the meeting participants in advance with a reasonable amount of time in order for various matters or request additional information for consideration.

In a meeting of the Nomination, Remuneration, and Corporate Governance Committee, the Chairman of the Nomination, Remuneration, and Corporate Governance Committee or the chairman of the meeting may require that the meeting be held via electronic media in which participants, even if they are not present at the meeting in the same place, meetings can be held to discuss and express opinions among each other by following the specified criteria and methods.

The Nomination, Remuneration, and Corporate Governance Committee should hold meetings on various matters in accordance with the scope of duties specified in this charter.

The Nomination, Remuneration, and Corporate Governance Committee can invite relevant people, such as company lawyers, outside lawyers, and/or other relevant people, to attend meetings to discuss, clarify, or answer questions.

6. Quorum and Voting

At a meeting of the Nomination, Remuneration, and Corporate Governance Committee, no less than half of the total number of Nomination, Remuneration, and Corporate Governance Committee members must be present at the meeting or appointment by the company will constitute a quorum in the case where the Chairman of the Nomination, Remuneration, and Corporate Governance Committee did not attend the meeting or was unable to perform duties, the Nomination, Remuneration, and Corporate Governance Committee member who attended the meeting shall select one of the Nomination, Remuneration, and Corporate Governance Committee members who attended the meeting to preside over the meeting.

The final decision of the meeting shall be made by a majority vote.

One member of the Nomination, Remuneration, and Corporate Governance Committee has one vote, except for the directors.

Nomination, compensation, and corporate governance who have an interest in any matter do not have the right to vote on that matter.

If the votes are equal, the chairman of the meeting shall cast an additional vote as the deciding vote.

Votes of the Nomination, Remuneration, and Corporate Governance Committee may be made without a meeting and are valid as if the resolution had been passed when the Nomination, Remuneration, and Corporate Governance Committee. Everyone signed their signatures to approve the resolution.

7. Minutes of the Nomination, Remuneration and Corporate Governance Committee meeting

The Secretary to the Nomination, Remuneration, and Corporate Governance Committee or a person assigned by the Nomination, Remuneration, and Corporate Governance Committee is responsible for preparing minutes of the Nomination, Remuneration, and Corporate Governance Committee meetings and submitting the Nomination, Remuneration, and Corporate Governance Committee considers in advance before proposing to the meeting for approval in the first agenda of the next meeting and the meeting chairman signs to certify the correctness and the Nomination, Remuneration, and Corporate Governance Committee can comment to amend the minutes to be accurate. However, such minutes must be certified by the Nomination, Remuneration, and Corporate Governance Committee and the Chairman of the Nomination, Remuneration, and Corporate Governance Committee will report the results to the Board of Directors to know the activities of the Nomination, Remuneration, and Corporate Governance Committee.

8. Remuneration

Company directors shall receive compensation according to the amount approved by the shareholder meeting.

This Charter shall be effective from June 9, 2023, onwards.