

# Nominating and Compensation Committee Charter



**Smart Digital Public Company Limited**

(This revision was approved by the Board of Directors' Meeting No. 6/2024 on November 12, 2024)

## Nominating and Compensation Committee Charter

### 1. Objective

The Nominating and Compensation Committee was established to select qualified persons to hold the position of Directors, Committee, Chief Executive Officer, Top management and Company Secretary as well as consider policies, compensation structure and criteria for remuneration to propose for further consideration of the Board of Directors.

### 2. Composition and qualifications

The Board of Directors is responsible for the appointment of the Nominating and Compensation Committee by electing at least 3 appropriate persons from the members of the Board of Directors and/or any qualified candidates. Most of them should be independent directors. The Board of Directors will appoint independent director who has appropriate qualifications to be Chairman of the Nominating and Remuneration Committee.

The qualifications of the Nominating and Compensation Committee are as follows:

1. Have knowledge, capable, experience, business ethics and time to devote his knowledge and ability to perform duties for the Company.
2. Have qualifications and not being under any of the prohibitions under the Public Company Act B.E.2535 (including amendments) and not lacking trustworthy characteristics as specified by the Securities and Exchange Commission.
3. Not undertaking any business or being a partner or director of other juristic persons of the same nature and in competition with the Company's business whether doing it for the benefit of itself or others, except for the notification to the Board of Directors' meeting before the appointment.

### 3. Term

One-third of the Nominating and Compensation Committee, who have been longest in office, shall retire by rotation every year. The retired directors are eligible to be re-elected for another term by obtaining majority vote from the Board of Directors. In case of vacancy, the Nominating and Compensation Committee will consider an appropriate person from the members of the Board of Directors and/or any qualified candidates for further appointment from the Board of Directors.

### 4. Roles and Responsibilities of the Nominating and Compensation Committee

1. Determine and review the criteria and procedures for nomination of directors, committees, Executive Chairman and senior management to propose for approval from the Board of Directors' meeting.
2. Recruit, select, and nominate appropriate candidates for the position of independent directors, Chairman of the Board of Directors and directors, and propose for consideration and approval from the Board of Directors' and/or the shareholders' meetings when those positions are vacant due to termination of terms or other reasons.
3. Recruit, select, and nominate appropriate candidates for position members of each committee, and Executive Chairman proposed for consideration of Board of Directors when such position is vacant as well as propose and review criteria for selecting candidates of top management and senior management for the succession plan, annually.
4. Determine policy, structure and criteria for remuneration, whether in cash, securities or otherwise, of directors, committees, Executive Chairman, key executives, management and

employees in accordance with the Company's strategy, goal and operating results as well as market conditions to propose for further approval from the Board of Directors.

5. Review the roles and responsibilities of the Nominating and Compensation Committee in accordance with the situation.
6. Perform any other activities as assigned by the Board of Directors.

#### **5. Meeting**

1. The Nominating and Compensation Committee shall convene the meeting as necessary and appropriate at least twice a year.
2. The agenda and meeting documentation should be delivered to the members of the Nominating and Compensation Committee at least 7 days in advance of the meeting for consideration except in urgent case.
3. A constitution of quorum of the Nominating and Compensation Committee meeting is required attendance of members at least 50%. In the event the Chairman of the Nominating and Compensation Committee is not present or unable to discharge his duties, other members present shall elect one of their members as the Chairman of the meeting.
4. The resolution of the Nominating and Compensation Committee's meeting shall be passed by the majority votes of the members who attend the meeting. The member who has interest in any agenda cannot exercise the right of such voting. In case of equality votes, the Chairman shall have a casting vote.

#### **6. Reporting**

The Nominating and Compensation Committee shall from time to time report its performances to the Board of Directors and provide annual performances report to shareholders in the Annual Report with the following details:

1. Number of the Nominating and Compensation Committee's meetings.
2. Meeting attendance of each member.
3. Performance of the Committee as defined in the charter.