

Nominating & Compensation Committee Charter

SAMART

Smart Corporation Public Company Limited

(The Updated Version has been approved by the Board of Directors of the Company on November 9, 2023)

Nominating & Compensation Committee Charter

1. Objective

The Nominating and Compensation Committee was established to select qualified persons to hold the position of Directors, Committee, Executive Chairman, 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, integrity, business ethics and time to devote his knowledge and ability to perform duties for the Company;
2. Has qualifications and shall not be under any of prohibitions which comply to Public Company Act B.E. 2535 (Including the additional revised), or any other related laws. Moreover, the directors shall not lack of confidence which comply to the regulations of Securities and Exchange Commission;
3. Does not run any business, which is competed with the Company, and not being a shareholder of any legal entities whose business is the Company's competitors, whether doing it for one's own benefit or others, except informing to the Board of Director of the Company's meeting before having a resolution to appoint.

3. Terms of Positions

In every subsequent year, one-third of the Nominating & Compensation Committee's members, who have been longest in office, shall retire. The retired members are eligible to be re-elected for another term by obtaining majority vote from the Board of Directors. In case of vacancy, the Nominating & Compensation Committee will consider an appropriate person for the replacement and propose to the Board of Directors for further consideration.

4. Roles and Responsibilities of the Nominating & Compensation Committee

1. Specify and review the criteria and procedures for nomination of directors, committees, Executive Chairman and senior managements to propose for consideration and approval of the Board of Directors;
2. Recruit, select, and nominate appropriate candidates for independent directors, Chairman of the Boards and Board members proposed to consideration of Board of Directors and/or further approval of the shareholders when those positions are vacant due to termination of terms or other reasons;
3. Recruit, select, and nominate appropriate candidates for members of the committee and Executive Chairman proposed for consideration of the Board of Directors when such position is vacant as well as propose and review criteria for considering and selecting candidates for the successor of the top management and senior management, annually;
4. Specify remuneration's structure policy, forms and criteria of remuneration's payment (whether in cash or any properties) of directors, committees, Executive Chairman, senior management, management and employees of which must be complimented to the Company's strategies, objective as well as conform to the Company's operating performance and market's atmosphere to propose for consideration and approval of the Board of Directors;
5. Review the scope of Roles and Responsibilities of the Nominating & Compensation Committee in accordance with the situation;
6. Perform any other activities assigned by the Board of Directors.

5. Meeting

1. The Nominating & 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 & 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 & Compensation Committee meeting is required attendance of members of no less than 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. All resolutions of the Nominating & Compensation Committee meeting shall be passed by the majority votes of the members presented at the meeting. The member who has conflict of interest will not participate in any agenda that they have conflict of interest. In case of equality votes, the Chairman shall have a casting vote.

6. Reporting

The Nominating & 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 Registration Statement / Annual Report (Form 56-1 One Report) with following details:

1. Total number of the Nominating & Compensation Committee meetings convened
2. Meeting attendance of each member
3. Performance of the Committee as defined in the charter