Charter of the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee

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Principles and Rationale

JAS Asset Public Company Limited and its subsidiaries (the "Company") have prepared this manual for the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee (the Committee") to improve the effectiveness of the Board of Directors and ensure appropriate personnel " nomination and remuneration. The Board of Directors therefore appoints the Nomination and Remuneration Committee to identify qualified candidates for appointment as directors, select candidates through the nomination process, determine remuneration, and submit recommendations to the Board of Directors for .presentation to the shareholders' meeting for consideration and approval of their appointment as directors This supports orderly and efficient shareholders' meetings. The Committee is also appointed by the Board of Directors to oversee governance for sustainability, promote and improve standards of good corporate governance, and develop a sustainable business with consideration for stakeholders throughout the business ,value chain. It encourages the Group to consider business risks comprehensively across environmental, social and governance dimensions, and promotes disclosure of corporate governance and sustainable business .development information to reflect the Group's true worth and value

The Company has compiled key principles and guidelines relating to nomination, remuneration, corporate governance, and sustainable development from the rules, regulations, and notifications of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC), to guide directors in the proper discharge of their duties and responsibilities.

Objective

To serve as a manual for the discharge of duties by the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee (the "Committee").

Scope of Work

This manual for the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee applies to the business operations of JAS Asset Public Company Limited and its subsidiaries (the "Company"). It covers the Committee's structure, charter, meetings, performance evaluation, and reporting.

Structure of the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee

Composition

1. The Committee must be appointed by the Board of Directors.
2. The Committee must comprise at least three directors.
3. Independent directors must constitute a majority of the Committee. Directors who participate in management are also included, as their familiarity with business operations enables them to contribute recommendations on personnel nomination and remuneration.
4. The Chair of the Committee must be an independent director to ensure transparency and genuine independence in the discharge of duties.
5. The Chair of the Board of Directors must not serve as the Chair or a member of the Committee, to ensure genuine independence in the discharge of its duties.
6. The Committee appoints its Secretary.

Qualifications

1. Demonstrate integrity and accountability for performance.
2. Make decisions based on information and sound reasoning.
3. Demonstrate maturity and stability, and be willing to express differing and independent opinions.
4. Uphold principles and professional standards in their work.
5. Possess the knowledge and expertise required to ensure the overall suitability of the Committee, such as accounting and finance, law, and the Company's business.
6. Independent directors must meet the qualifications for directors or independent directors under the laws governing public limited companies and/or securities and exchange, other applicable laws, or the criteria prescribed by the Capital Market Supervisory Board.

Term of Office

1. Committee members serve for a term corresponding to their term of office as directors of the Company.

2. If a Committee member vacates office before the end of their term, the Board of Directors must appoint a fully qualified director as a replacement. The replacement serves only for the remaining term of the member being replaced.
3. When a director of the Company completes their term and is re-elected for another term, they may be considered for reappointment as a Committee member.

Vacation of Office

1. Ceasing to hold office as a director of the Company.
2. Resigning as a Committee member. The member must notify the Chair of the Board of Directors of their intention to resign at least 30 days in advance, together with the reasons.
3. Death. The Board of Directors must appoint a fully qualified director as a replacement, who serves only for the remaining term of the member being replaced.
4. Removal from office by a resolution of the Board of Directors.

Charter of the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee

The Company sets out the duties and responsibilities of the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee (the "Committee") as follows:

1. Nomination and Remuneration

1.1 Recommend the structure, size, and composition of the Board of Directors and its subcommittees, and establish qualifications, criteria, and policies for considering nominees for selection as directors and subcommittee members in accordance with the structure, size, and composition prescribed by the Company.

1.2 Consider and propose candidates for appointment as directors, subcommittee members, and the Chief Executive Officer for submission to the Board of Directors' meeting and/or shareholders' meeting when vacancies arise.

1.3 Consider policies and guidelines for monetary and non-monetary remuneration for the Board of Directors, its subcommittees, and the Chief Executive Officer, taking into account the Company's

performance and other companies in the same industry, for submission to the Board of Directors and/or the Company's shareholders' meeting for consideration and approval.

1.4 Consider the performance evaluation criteria for the Company's Chief Executive Officer and submit them to the Board of Directors for consideration and comments.

1.5 Review development plans for the Chief Executive Officer and senior executives to prepare a succession plan in the event of their retirement or inability to perform their duties, ensuring continuity in the Company's management.

2. Corporate Governance

2.1. Establish and review the Group's corporate governance and business ethics policies and guidelines to ensure consistency with laws, regulations, and good corporate governance principles of the legally authorised regulatory bodies, namely the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). Consider reports on significant compliance matters to ensure that the Company operates in accordance with the established policies and guidelines.

2.2. Consider recommendations arising from various assessments and submit them to the Board of Directors to support continuous and measurable improvement in the Group's corporate governance standards.

2.3. Oversee measures to prevent fraud and corruption to ensure their effectiveness and suitability for the Group's circumstances. Encourage directors, executives, and employees at all levels to recognise their importance and strictly comply with the policies. Oversee whistleblowing and complaint channels, as well as complaint handling processes, to ensure the highest levels of effectiveness and safety.

2.4. Oversee the communication and promotion of a culture of corporate governance and business ethics, so that directors, executives, and employees at all levels understand and strictly follow these practices.

2.5. Consider guidelines and plans for regular director training and development.

2.6. Oversee the establishment of the Company's human rights policies and guidelines in accordance with the UN Guiding Principles on Business and Human Rights (UNGPs) and the guidance of regulatory bodies, namely the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

2.7. Promote and monitor the Company's implementation of Human Rights Due Diligence (HRDD) to identify, assess, and manage human rights risks that may affect employees, contractors, business partners, customers, and surrounding communities.

2.8. Promote the integration of human rights practices with human resources policies and corporate culture to support equality, diversity, and respect for the human dignity of personnel at all levels.

3. Driving Business towards Sustainability

Oversee and provide recommendations on the corporate Sustainability Management framework in accordance with international standards, and review the Group's operating guidelines in response to changing circumstances and external factors, as follows:

3.1. Consider the establishment of criteria, policies, and operating strategies to achieve the Group's business objectives and outcomes across economic, environmental, social, and governance dimensions.

3.2. Consider appointing a sustainability development working group (Sustainability Development Management: SDM) to share responsibility for sustainability activities and ensure their continuity and maximum effectiveness.

3.3. Consider the determination of material sustainability issues (Materiality) and provide comments to the Board of Directors on sustainability policies that align with the Company's good corporate governance framework, for approval by the Board of Directors.

3.4. Oversee the provision of appropriate communication channels to build confidence among shareholders and all stakeholder groups (Stakeholder Engagement).

3.5. Consider and provide recommendations on, and approve, corporate governance and sustainable development reports for submission to the Board of Directors for approval.

3.6. Establish guidelines and oversee the Company's operations in accordance with sustainable development principles and national greenhouse gas emission reduction targets.

3.7. Encourage the Company to assess and disclose climate-related risks and opportunities in accordance with the Task Force on Climate-related Financial Disclosures (TCFD) recommendations or other relevant frameworks.

3.8. Consider investment and business approaches that take account of the sustainability of the environment, energy, and natural resources.

4. Human Resources Policies and Corporate Culture

4.1. Consider and provide comments and recommendations on human resources policies to align with the Group's business strategies, including improving and developing personnel to ensure appropriate staffing levels, knowledge, skills, experience, and motivation.

4.2. Establish policies and oversee the preparation of succession plans for the Chief Executive Officer, Managing Director, and other persons with management authority, identifying successors and providing a personnel development system to prepare them.

4.3. Consider and provide comments on plans to instil and develop corporate culture.

4.4. Have the authority to request information from relevant departments and invite relevant persons to attend meetings to provide necessary information.

4.5. Consider appropriate responsibilities relating to good corporate governance, sustainable development, and anti-corruption measures for the Group.

4.6. Take any action deemed appropriate to achieve the objectives of corporate governance and the Group's progress towards sustainability, or as assigned by the Board of Directors.

4.7. Perform any duties and responsibilities prescribed by applicable laws, notifications, regulations, rules, or orders of government authorities and relevant regulatory bodies.

4.8. In performing its corporate governance and sustainable development duties, the Committee may seek advice from independent professional advisers or appoint working groups when necessary and appropriate. Directors may also receive training and enhance their knowledge of matters relevant to their duties, with the costs borne by the Company.

4.9. Perform any other tasks assigned by the Board of Directors.

Meetings of the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee

1. The Committee must meet at least once a year.
2. The Chair of the Committee may arrange meetings through electronic means. Notices of electronic meetings may also be sent by email.
3. At least half of the Committee members must attend a meeting to constitute a quorum.

4. If the Chair of the Committee is absent from a meeting or unable to perform their duties, the Committee members must elect one member to chair the meeting.
5. Decisions at meetings are made by majority vote. In the event of a tie, the chair of the meeting has an additional casting vote.

Performance Evaluation of the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee

1. The Committee should conduct a self-assessment at least once a year to jointly review its performance and any issues for further improvement. Appropriate benchmarks should be established for systematic comparison with actual performance.
2. The Committee's performance should be evaluated both collectively and individually. The criteria, procedures, and overall evaluation results should be disclosed in the Annual Registration Statement (Form 56-1 One Report).

Reporting by the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee

The Committee must report on the discharge of its duties to the Board of Directors and report to shareholders on its activities during the preceding year in the Annual Registration Statement (Form 56-1 One Report), including the following details:

1. Number of meetings held.
2. Number of meetings attended by each Committee member.
3. Results of the discharge of duties prescribed in the Charter.

Policy Review

The Board of Directors or the responsible department must review this policy at least once a year or when there are reasonable grounds to do so, to ensure that it remains appropriate and consistent with changes in circumstances, laws, regulations, and good corporate governance guidelines. The review results must be submitted to the Board of Directors for consideration and approval.

Effective from 7 November 2025 onwards.

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Approver of the Charter of the Nomination, Remuneration,
Corporate Governance, and Sustainable Development Committee

Mr. Sukon Kanjanahattakit
Chair of the Board of Directors

Revision History

Revision	Responsible Department	Review Date	Effective Date	Details of Revision
REV00	Investor Relations	4 December 2023	8 December 2023	Initial preparation.
REV01	Investor Relations	12 February 2024	13 February 2024	First revision: Added governance for sustainability.
REV01	Investor Relations	Board of Directors' Meeting No. 5/2024 on 7 November 2024	13 February 2024	Annual policy review for 2024. No changes to the content. The existing version remains effective until the policy is revised.
REV02	Investor Relations	Board of Directors' Meeting No. 1/2025 on 10 February 2025	12 February 2025	Changed the Charter title to reflect the directors' additional corporate governance responsibilities. Revised Section 2, Corporate Governance, subsections 2.1–2.3, to include additional corporate governance responsibilities
REV03	Investor Relations	Board of Directors' Meeting No. 7/2025 on 7 November 2025	7 November 2025	Added human rights oversight responsibilities under Corporate Governance, items 2.6–2.8 Added climate change responsibilities under Driving Business towards Sustainability, items 3.6–3.8