



## Charter for the Nomination Committee

### 1. Objectives

In recognition of the importance of compliance with the Code of Corporate Governance, the Board of Directors resolved to appoint the Nomination Committee to perform the duties of considering and determining criteria and methods of recruitment and selection of candidates for nomination as directors, members of sub-committees and the Chief Executive Officer based on transparency and in accordance with the Corporate Governance Policy with the aim to develop trusts for stakeholders and to create added value and sustainable growth of the Company.

### 2. Composition

(1) The Nomination Committee shall comprise at least three members who are directors of the Company appointed by the Board of Directors.

(2) The Board of Directors shall appoint one member of the Nomination Committee to be Chairman of the Nomination Committee who shall then appoint a secretary for the committee to assist with functions of the Nomination Committee in connection with meeting calls, preparation of agenda items for meetings, deliver of meeting documents and recording of minutes of meeting.

### 3. Qualifications of members of the Nomination Committee

Chairman and members of the Nomination Committee shall have the following qualifications and shall not possess any of the following prohibited characteristics:

(1) Having knowledge, capability and experience that contributes to the performance of duties as members of the Nomination Committee, and being capable to devoting sufficient time for the performance of duties for the success of the Nomination Committee in accordance with its objectives;

(2) Having qualifications and not having prohibited characteristics under the Public Limited Company Act, the Securities and Exchange Act and relevant rules and regulations.

### 4. Term of Office

(1) Each term of office of members of the Nomination Committee shall be in accordance with the term of office of the Board of Directors.

(2) In addition to the above retirement by rotation, members of the Nomination Company shall retire from the office upon:

- 1) Death;
- 2) Resignation;
- 3) Disqualification or possessing characteristics prohibited under the law on public companies and the securities law;
- 4) Being removed from office by resolution of the Board of Directors

(3) Any member of the Nomination Committee may resign by submitting notice of resignation to the President.

(4) If a position of member of the Nomination Committee becomes vacant for other reasons than retirement by rotation, the Board of Directors shall appoint a person who is qualified and does not possess prohibited characteristics under the law to assume the vacant position except when such vacant position has a term of less than two months. In such case, the Board of Directors may not appoint a member of the Nomination Committee. A member appointed to assume the vacant position may only remain in office for the remaining term of whom he replaces.

## 5. Meetings

(1) A minimum of two Nomination Committee meetings shall be held in a span of one year. Chairman of the Nomination Committee may call additional extraordinary meetings as may be deemed appropriate. Chairman of the Nomination Committee shall propose agenda items for every meeting of the Nomination Committee.

(2) In calling a meeting of the Nomination Committee, Chairman of the Nomination Committee or secretary as the delegated person shall send notice of invitation to the meeting to members of the Nomination Committee not less than four days prior to the meeting date to allow time for members of the committee to review relevant documents and information before coming to the meeting. However, in case of an emergency, the notice of invitation to the meeting including supporting documents may be submitted to members of the committee less than four days prior to the meeting. Also the date of the meeting may be set shorter or longer than the original date of meeting.

(3) Attendance of at least half the total number of members of the Nomination Committee shall be required in order to constitute a quorum.

(4) If Chairman of the Nomination Committee is absent from the meeting, members of the Nomination Committee in attendance shall elect any one member of the committee to act as Chairman of the meeting.

(5) In the current age of technological advancement, members of the committee who are travelling may attend the meeting via a video/ teleconference or such other tools having similar nature.

(6) One member of the Nomination Committee shall have one vote. Decisions of the meeting shall be reached by majority votes. Any member who has an interest in any matter may not have the right to vote on the matter. In a case of vote tie, Chairman of the Nomination Committee shall cast one extra vote to reach the final decision.

(7) The Nomination Committee shall have the power to invite any third parties with specific responsibilities or related persons or expertise in any matter to attend the meeting as may be appropriate.

## **6. Duties and responsibilities**

1) To consider and propose structure, composition and qualifications of the Board of Directors of the Company including sub-committees.

2) To consider criteria and procedure of recruitment and nomination of suitable candidates for directorship and members of sub-committees, the Chief Executive Officer and senior executives upon expiration of term of office or when the positions become vacant or such other executive positions as the Board of Directors may assign and propose the same to the Board of Directors before it is proposed to the Board of Directors meeting and/or the general meeting of shareholders (as the case may be).

3) To supervise the recruitment of directors, members of sub-committees, the Chief Executive Officer and senior executives of all business lines within the organization, and to develop trusts for the organization that the succession plan for senior executives, executives in significant positions and succession slate will be regularly considered and reviewed.

4) To consider and determine criteria for the assessment of performance and carry out performance assessment of directors, members of sub-committee and the Chief Executive Officer to review their work products, problems and obstacles encountered each year so that the results of the assessment can be used in developing and improving each stream of work and to propose the same to the Board of Directors to consider, and to prepare a knowledge development programme for directors, to improve knowledge and understanding of existing directors and new directors about the business and their roles and duties as directors.

5) To consider, review and revise the Charter for the Nomination Committee at least once a year and propose the same to the Board of Directors for consideration and approval.

6) To seek advisers or persons who are independent to express opinion or give recommendations as may be necessary.

7) To perform other tasks as may be assigned by the Board of Directors meeting by and with the consent from the Nomination Committee.

## 7. Nomination of New Directors

The Nomination Committee will be responsible for nomination and screening for potential candidates and propose to the Board of Directors' or the shareholders' meeting (as the case may be). The selection of candidate may consider from the recommendation of other directors, the nomination by the shareholders in accordance with the criteria as determined by the Company, using of the external professional search firm, or from the director pool or other nomination procedures as the Nomination Committee considers appropriate.

The nomination of new directors, apart from considering qualifications of directors to be in line with relevant laws and regulations, the Nomination Committee has to consider the structure of the Board of Directors, such as the number of directors that is suitable for the size and business strategy of the Company, the diversity in the structure of the Board of Directors (Board Diversity), including but not limited to, race, religion, national origin and gender, the appropriateness of the qualifications and skills of the director(s) that are necessary but lacking in the Board of Directors. The Board Skill Matrix will be used to identify the required qualifications.

## 8. Reports of the Nomination Committee

Chairman of the Nomination Committee shall have the duty and responsibility to report to the Board of Directors in connection with activities of the Nomination Committee, results of meetings or such other reports which are important to shareholders and general investors including all stakeholders.

## 9. Assessment of Performance

The Nomination Committee shall conduct a self-assessment of performance both for the committee as a whole and for each individual member of the committee in order to review performance results, problems and obstacles encountered in the previous years and shall report the assessment results to the Board of Directors every year.

The Board of Directors considered and approved the Charter for the Nomination Committee in the Board of Directors' Meeting No. 4/2019, held on 24 July 2019 and to amend this Charter in the Board of Directors Meeting No. 10/2021, held on 23 December 2021. Subsequently, in the Board of Directors' Meeting No. 6/2023 on 24 November 2023, further revisions to the Nomination Committee Charter were considered and approved. This Charter for the Nomination Committee shall come into force as from 24 November 2023 onward.



(Professor Dr. Weerakorn Ongsakul)

Chairman

Sri Trang Gloves (Thailand) Public Company Limited