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## Recruitment Policies and Criteria

### Board of Directors, Sub-committees, and Senior Executives

SENX Public Company Limited (the "Company") recognizes the importance of the roles, duties and responsibilities of directors, who play an important role in determining the strategies and guidelines for business operations to achieve goals and objectives targets to ensure sustainable growth of the organization. To make the recruitment of directors, sub-committee members, and senior executives transparent and fair for all stakeholder groups in compliance with related laws, rules and regulations and in line with good corporate governance policy, the board of directors passed a resolution to appoint the Recruitment and Remuneration Committee to consider, select, and propose suitable persons to serve as Company directors, sub-committee members and senior executives (as defined by the SEC) to the board of directors to consider appointment or propose approval of the appointment to the shareholders' meeting. In compliance with the Company rules, when a director has completed his term of office or there is a reason to appoint additional directors or senior executives, the Company uses the policy for recruitment of directors and senior executives approved by the board of directors. Persons appointed to the positions of directors or senior executives of the Company must be fully qualified and not have any prohibited characteristics in Article 68 of the public companies limited Act, B.E. 2535 (1992), the Securities and Exchange Act, Capital Market Regulatory Commission Notifications (including amendments), other laws and related regulations with the following recruitment criteria:

#### Recruitment of the Board of Directors

##### Qualifications of the Company's Directors

1. Possession of correct qualifications and no prohibited characteristics under the public company limited laws, securities and exchange laws, company rules and regulations and those of the regulatory agencies involved, as well as the Company's good governance policy. Furthermore, in cases involving the recruitment of a person to serve as a member of the Company's Recruitment Committee, the person is required to meet the qualifications in the Company's definition of independent directors. Moreover, in cases involving the recruitment of a person to serve on the Audit Committee, the person is required to meet additional qualifications as prescribed by law.



2. Qualified, with a variety of knowledge, abilities, skills, experience, and expertise that are useful in the Company's operations.

3. Independence, performance of director duties with caution, honesty, good physical and mental health, with the ability to fully dedicate him/herself to working with the Company.

4. A good work history; no operation or partnership in an ordinary partnership or serving as a partner with no limitations to liability in a limited partnership, or a director of a private company, or another public company engaged in a business with the same conditions and in competition with the Company's business, unless the shareholders' meeting is notified before the resolution for appointment is passed, and the relevant laws have been complied with.

5. Directors must be qualified and not possess any prohibited characteristics under the laws governing public companies limited, the laws governing securities and exchange, announcements of the government agencies regulating companies. In the case of independent directors, the appointees must also meet the qualifications announced by the Company and the Capital Market Regulatory Commission.

6. Directors may hold the position of director in no more than 5 companies listed on the Stock Exchange of Thailand, to ensure that all directors can fully perform their duties and allocate sufficient time to perform their duties as directors of the Company.

In addition, the Company recognizes the importance of diversity in the structure of the board of directors and accepts differences appropriately, which is a factor that will increase the efficiency of decision-making and the performance of duties of the directors and help to balance their perspectives, concepts and variety of experiences. Therefore, in recruiting people to serve as Company directors, consideration is given to the composition as prescribed by laws and policies, taking into account the diversity in the structure of the board of directors without limitations concerning gender, religion, age, educational background, professional skills, and other specific areas of expertise, and the overall composition of the board of directors in comparison with the current and future direction of business operations.

The Board Skill Matrix is prepared to determine the criteria for the nomination of directors who are required annually in the review. The Recruitment and Remuneration Committee also considers the diversity of recruitment sources, such as suggestions from directors and executives, and shareholders, etc. In considering the reappointment of a former director as a director for



another term, the Recruitment and Remuneration Committee considers various factors, including performance, history of attendance and participation in meetings, and support for the activities of the board of directors. In the case of independent directors, consideration is also given to the director's independence.

**The criteria for recruiting directors are as follows:**

1. The board of directors consists of at least 5 directors in which no less than half (1/2) of the total number of directors must be residents of Thailand and meet the qualifications required by law, the Company's rules and regulations as determined by the shareholders' meeting for electing directors according to the following rules and procedures:

1.1 One shareholder has votes equal to one share per vote.

1.2 Each shareholder shall exercise all available votes in compliance with Clause 1.1 and may vote for one or more people to become directors. In cases involving the election of multiple directors, no more or fewer votes can be given to any person.

1.3 The people who receive the highest number of votes in descending order shall be elected as directors equal to the number of directors to be elected at that time. In the event that votes are tied and the number of selected candidates exceed the number of directors who may be elected at that time, the Chairman of the meeting will cast the deciding vote.

2. In the agenda of every annual general meeting of shareholders, one-third of the total number of directors the directors is required to resign from their positions. If the number of directors cannot be divided by three, the number closest to one-third of directors required to vacate office shall be removed, and the directors who must be removed from office in this term may be elected to a new position. For the first and second years, the directors required to vacate their positions in the first and second years shall be drawn by lottery. In subsequent years, the directors who have held the position the longest will vacate their positions.

3. In addition to vacating office at the end of terms, director will vacate office upon death, resignation, disqualification or any prohibited characteristics by law, by resolution of a shareholders' meeting, or as ordered by a court of law.

4. The shareholders' meeting may vote to remove any director before expiration of term with no less than three-fourths (3/4) of the votes of the shareholders in attendance at the meeting who



are eligible to vote and hold no less than half (1/2) of the total number of shares held by shareholders in attendance at the meeting who are eligible to vote.

5. In the event that the position of a director becomes vacant for any reason other than expiration of the director's term in office, the Recruitment and Remuneration Committee will select a qualified person who is not prohibited by the laws governing public companies limited and the laws governing securities and exchanges, including the policies for recruiting directors and executives to become a substitute director at the next meeting of the board of directors, unless the remainder of term of the aforementioned director is less than one month. The substitute director can only hold the position of director for the remaining term of the director he/she is replacing. Resolutions of the board of directors must consist of no less than three-fourths (3/4) of the remaining number of directors.

#### **Recruitment of an Independent Board and Audit Committee**

**The qualifications of independent directors are as follows:**

1. Shareholding of no more than 1% of the total number of voting shares of the Company, parent company, and subsidiaries or juristic persons who are potential competitors. The shareholding of the related persons of the independent directors will also be counted.

2. No current or previous holding of office as a director who has participated in the management of a company, workers, employees, consultants who receives regular salary or as the controlling authority of a company, parent company, subsidiary, associate, subsidiary of the same order, or a juristic person with potential conflicts of interest, unless the person has divested of said characteristics for no less than 2 years prior to the appointment.

3. No status as a blood relation or relative by legal registration as parents and spouses, siblings or children, including the spouses of the children of executives, major shareholders, controlling persons, or persons to be proposed as executives or controlling persons of the Company or its subsidiaries.

4. No current or previous business relationship, such as entering normal commercial transactions for the rental or leasing of real estate, transactions related to assets or services, or the granting or acceptance of financial assistance, including other similar circumstances with a company, parent company, subsidiary, affiliate or juristic person with potential conflicts of interest in a manner that might hinder their independent judgment. Furthermore, the above must have never been a major shareholder, non-independent director or executive who has a business relationship



with a company, parent company, affiliate or juristic person with potential conflicts of interest, unless the person has divested from said characteristics for at least 2 years before the appointment.

5. No current or previous status as an auditor of a company, a parent company, subsidiary, affiliate or juristic person with potential conflicts of interest, nor can the person hold current or previous status as a major shareholder, non-independent director, executive or managing partner of an audit firm with auditors in a company, parent company, subsidiary, affiliate or juristic person with potential conflicts of interest, unless the person has divested from said characteristics for no less than 2 years before the appointment.

6. No current or previous status as a professional service provider, including status as a legal or financial advisor receiving a service fee exceeding 2 million baht per year from a company, parent company, subsidiary, affiliate or juristic person with potential conflicts of interest. In cases where the professional service provider is a juristic person, this includes status as a major shareholder, non-independent director, executive or managing partner of the professional service provider, unless the aforementioned has divested of said characteristics for at least 2 years before the appointment.

7. No status as a director appointed to represent the Company's board of directors, major shareholders or shareholders who are related to the Company's major shareholders.

8. No status as a director assigned by the board of directors to make decisions on the business operations of a company, parent company, subsidiary, affiliate, subsidiary of the same rank, or juristic person with potential conflicts of interest.

9. In cases involving independent directors holding the position of an independent director in a major company, the Company must also disclose information about the holding of said position and the total remuneration received by the independent director in the form for annual disclosure of information/Annual Report (Form 56-1 One Report).

10. The term of office of an independent director must not exceed 9 consecutive years.

11. No other characteristics that make it impossible to render independent opinions on the Company's operations.



## **Audit Director Qualifications**

1. The Audit Committee must consist of at least three company directors qualified as independent directors in Capital Market Regulatory Commission Notifications and Stock Exchange of Thailand Notifications appointed by the board of directors or the Company's shareholder meeting as audit directors.

2. Audit directors must be independent directors who are:

2.1 Not a director assigned by the board of directors to make decisions on business operations of the Company, subsidiaries, affiliates, major shareholders, or juristic persons with potential conflicts of interest.

2.2 Not a director in listed parent companies, subsidiaries, or subsidiaries of the same ranking.

3. Audit directors must have the same qualifications and duties specified in the Stock Exchange of Thailand Notification on Qualifications and Scope of Operation of Audit Committees

4. Audit directors must have sufficient knowledge and experience to perform duties as audit directors. At least one audit director must have sufficient accounting or financial knowledge and experience to perform the duty of auditing financial statement credibility. Furthermore, the Company will also consider other qualifications such as experience in specialized businesses connected to the business and ethics, etc., to have audit directors perform auditing duties and overseeing the Company's operations along with governing financial reporting, internal control systems, auditor selection, and consideration of conflicts of interest.

5. When audit directors' terms in office have expired or there is any reason preventing audit directors from completing terms in office, thereby causing the number of Audit Committee members to be lower than the specified number, the board of directors or the shareholder meeting is to appoint new audit directors according to specifications immediately or within three months from the date when the Audit Committee has insufficient members at latest to maintain continuity in the Audit Committee's operations.



### **Executive Board Recruitment**

In recruiting the executive board, the board of directors appoints the executive board after consideration and selection by the Recruitment & Remuneration Committee. The board of directors then selects executive directors from the Company's directors or senior executives capable of managing work on issues concerning normal business operations in order to manage regular work exceeding the authority and duty of the Chief Executive Officer and screen management work along with supporting the board of directors in managing the Company's business in line with policies, plans, regulations, directives, and goals outlined within the framework assigned by the board of directors. The executive board must consist of at least three members, who are required to select one executive director as the chairperson of the executive board. The executive board is required to meet the following qualifications:

### **Executive Director Qualifications**

1. Knowledge, ability, and relevant experience in business operations with honesty, ethics in business operations, and sufficient time to dedicate knowledge and capabilities to perform duties.
2. Possession of all qualifications and no prohibited characteristics pursuant to the laws governing public companies limited and other relevant laws.
3. No engagement in businesses with the same characteristics as the Company's business and businesses in competition with the Company's business or participation as a partner or director in other similar companies in competition with the Company for personal gain or for the benefit of others, unless the board of directors has been notified before a resolution on the appointment.

In cases where the Company has fewer than three executive directors, the board of directors may appoint new executive directors immediately on schedule or at least within three months from the date when the Company does not have all executive directors in order to create continuity in executive board operations.

### **Recruitment of Senior Executives**

The board of directors considers and appoints senior executives (as defined by the Office of the SEC) through consideration and selection by the Recruitment & Remuneration Committee based on the following criteria:



1. Knowledge, ability, and relevant experience in business operations with honesty, ethics in business operations, and sufficient time to dedicate knowledge and capabilities to perform duties.

2. Leadership experience in organizations, high leadership, and acceptance from the business organizations involved.

3. Possession of all qualifications and no prohibited characteristics pursuant to laws on public companies limited and other relevant laws.

4. Non-engagement in businesses with the same characteristics as the Company's business and businesses in competition with the Company's business or participation as a partner or director in other similar companies in competition with the Company for personal gain or for the benefit of others, unless the board of directors has been notified before a resolution of appointment and unless appointment is in compliance with the Company's outlined policy concerning potential conflicts of interest.

The Company has prepared a succession plan for the position of Chief Executive Officer, including recognition of the importance of business operations for continuous and sustainable growth. Therefore, the Company has prepared succession plans to recruit executive-level personnel with suitable qualifications for development to have the capacity to succeed to key positions in business operations immediately or within 3-5 years. The main procedures in the plan are as follows:

4.1 Specify key positions in the Company's business operations.

4.2 The Recruitment & Remuneration Committee considers successor selection criteria based on knowledge, capabilities, experience, and capacity in each position and management vision in order to select executives with qualifications consistent with specifications and necessary characteristics for steering the organization toward its goals.

4.3 Consider and select successors with qualifications meeting criteria and assess the readiness of selected individuals in terms of outstanding features and issues requiring further improvement.

4.4 The Human Resources Department presents plans for developing capable personnel as successors by making skill development plans for selected individuals in order to



be ensure readiness for succession to positions along with monitoring training and improving knowledge and capabilities of successors.

4.5 The Recruitment & Remuneration Committee reviews and assesses succession plans regularly and reports to the board of directors for acknowledgement at least on an annual basis.

This policy was considered and approved on 26 February 2025.

Mr. Woramit Krutto

Chairman of the Board

SEN X Public Company Limited