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บริษัท เชียงใหม่ฟรอสเฟนฟู๊ดส์ จำกัด (มหาชน)

149/34 ซอยแองโกลพลาซ่า ถนนสุรวงศ์ แขวงสุริยวงศ์ เขตบางรัก กรุงเทพฯ 10500

CHIANGMAI FROZEN FOODS PUBLIC COMPANY LIMITED.

149/34 Soi Anglo Plaza Surawongse Rd., Suriyawongse, Bangrak, Bangkok 10500 Thailand

Tel : (662) 634-0061-4, 238-4091 Fax ; (662) 238-4090

## **Charter of the Nomination and Remuneration Committee**

### **Chiang Mai Frozen Foods Public Company Limited**

According to the Regulations for Maintaining the Status of a Listed Company (No. 2) issued by the Stock Exchange of Thailand (SET) on January 19, 1998, listed companies are required to have a good corporate governance system. The guidelines state that the company's board of directors should establish a subcommittee for corporate governance. The Nomination and Remuneration Committee is one of these sub-committees. It is responsible for considering the criteria and processes for selecting qualified individuals to serve as directors, selecting individuals according to the nomination process, and determining remuneration based on established criteria. The committee then submits its recommendations to the Board of Directors for presentation to the shareholders' meeting for appointment and approval of the remuneration.

#### **1. Appointment**

The Board of Directors proposes and appoints a person who the Board of Directors considers to be qualified.

#### **2. Composition and properties**

2.1 It consists mainly of independent directors.

2.2 The Chairman of the Nomination and Remuneration Committee is an independent director.

2.3 In the case of the Chairman of the Nomination and Remuneration Committee Independent directors can be appointed or the meeting shall appoint an independent director as the chairman of the meeting instead.

2.4 The Chairman of the Board of Directors should not be a member of the Nomination and Remuneration Committee.

#### **3. The number of members of the Nomination and Remuneration Committee**

consists of directors. 5 persons

#### **4. Term of office**

4.1 Nomination and Remuneration Committee The term of office is 3 years, which is consistent with the position of director of the Company.

4.2 The Nomination and Remuneration Committee members who retire from their positions may be re-appointed.

#### **5. Nomination and Remuneration Committee Meeting**

The Nomination and Remuneration Committee can determine the number of meetings as appropriate to enable the performance of its duties in accordance with the Charter.



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## 6. Duties of the Nomination and Remuneration Committee

### 6.1 Recruitment

- 1) The qualifications of the directors to be nominated shall be in accordance with the structure, size and composition of the Board of Directors determined by the Board of Directors.
- 2) Consider the suitability of the knowledge, experience, and expertise of the overall board of directors. Determine what qualifications the board of directors needs to have in order to have the expected composition of the company board.
- 3) Consider the independence of each independent director. To determine which independent directors are fully qualified or who are not qualified to be independent directors, as well as to determine whether it is necessary to nominate new independent directors. If there are not all independent directors in accordance with the policy of the Board of Directors.
- 4) Consider the dedication of the directors' time. If they are incumbent directors, their self-assessments should be taken into consideration when nominating them for another term. For individuals to be nominated as new directors, consideration should be given to the number of companies they have served in prior to becoming a director.

### 6.2 Nominate and nominate suitable persons to serve as directors for the Board of Directors to consider.

- 1) Determine the method of nominating persons to serve as directors in accordance with the characteristics of the organization, such as considering existing directors to propose them to continue their positions. Open for nominations from shareholders Using an external company to help with recruitment Consideration of persons from the Directorate of Occupational Committees, or for each director to nominate suitable persons, etc.
- 2) Proceed to consider the list of nominated persons and select qualified persons who meet the specified qualification criteria.
- 3) Carefully verify that the person to be nominated meets the requirements of the law and the requirements of the regulatory authority.
- 4) Conduct interviews with qualified persons who meet the specified qualification criteria to ensure that such persons are willing to take up the position of director of the Company. If appointed by the shareholders.
- 5) Nominate to the Board of Directors for consideration and include names in the notice of the shareholders' meeting for further appointment at the shareholders' meeting.
- 6) The Nomination Committee may be assigned to consider the nomination of senior executives, especially the Managing Director or Chief Executive Officer.



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### 6.3 Determination of compensation

- 1) Prepare rules and policies for determining the remuneration of the Board of Directors and sub-directors to propose to the Board of Directors and/or to the shareholders' meeting for approval, as the case may be.
- 2) The Board of Directors shall determine the necessary and appropriate remuneration, both monetary and non-monetary, of the Board of Directors on an individual basis. Responsibilities The Company will be able to achieve both short-term and long-term goals by comparing it with data on the same industry or companies in similar businesses, or reporting on the remuneration of directors of the Thai Institute of Directors Association or equal to the remuneration in the past year to propose to the Board of Directors for consideration and to the shareholders' meeting for approval.
- 3) Responsible to the Board of Directors and responsible for providing clarifications. Answering questions about the remuneration of directors at the shareholders' meeting
- 4) Report on the policy, principles and reasons for determining the remuneration of directors and executives in accordance with the requirements of the Stock Exchange of Thailand It is disclosed in the Company's Annual Registration Statement.
- 5) Any other operations related to the determination of remuneration as assigned by the Board of Directors by the management and other departments must report or present relevant information and documents. to the Nomination and Remuneration Committee. To support the performance of the Nomination and Remuneration Committee to fulfill the assigned duties.

Charter of the Nomination and Remuneration Committee The Company was first approved by the Board of Directors at the 2nd Meeting of the Company on February 26, 2009 and was reviewed and reviewed by the Board of Directors. No. 1/2026 on February 26, 2026

Your Faithfully,

(Mr. Prayoon Pholpipattanaphong)

Chairman

The document information is translated from the Thai version

If there are any unclear issues, the Thai version of the document shall be preferred.