



SIAM STEEL SERVICE CENTER PUBLIC COMPANY LIMITED

Nomination and Remuneration Committee Charter

Nomination and Remuneration Committee Charter

(Revised Version 2025)

(Approved by the Board of Directors at Meeting No. 1/2025 on February 28, 2025)

1. Composition and Qualifications

The Board appoints the Nomination and Remuneration Committee selected among the Company directors and executives and/or knowledgeable persons, and appoints an independent director as chairperson of the Nomination and Remuneration Committee.

2. Terms of Appointment

The Committee's term of office is in accordance with the tenure of the Board, ending at the annual general meeting of shareholders. The retiring Committee member is eligible for re-appointment. The retiring member shall retain in the position until the replacement is done, except, the retirement is upon the expiration of term and such member is not re-elected.

In the case of vacancy, the Committee shall consider and select one of the Company directors who possesses the required qualifications and has no prohibited characteristics as Committee member. The substitute member shall hold office only for the remaining term of office of the member whom he/she replaces.

3. Duties and Responsibilities

3.1. Nomination

(1) Consider nomination policy and criteria for directors of the Board and members of committees including appropriate number, structure and composition, qualifications of the committees to be presented to the Board or the AGM as the case may be.

(2) In the event of vacancy or other cases, screen and select qualified persons to fill the positions of Board director, committee member, and Secretary of the Company to be presented to Board's meeting and/or the AGM for approval.

(3) Perform other nomination duties as assigned by the Board.

3.2. Remuneration

(1) Propose remuneration policy and payment methods for directors of the Board, members of committees, and top executives in appropriation with duties and responsibilities and in accordance with the Company's operating results and market sentiment.

(2) Determine necessary and reasonable annual compensation fees in the forms of cash and non-cash bases for each director of the Board taking into determination duties and responsibilities, performance, and compared with the companies in the similar business as well as benefits expected from each individual director. Result in this regard is presented to the Board for consideration and subsequent submission to the AGM for approval.

(3) Responsible for the Board and provide clarification and answer to the inquires at the AGM in relation to remuneration of the Board.

(4) Report on policy and rational concerning remuneration for directors, executives as required by the SET, and disclose the report in the 56-1 Form and the Company's annual report.

(5) Perform other remuneration duties as assigned by the Board, determine Company's business strategy, policy, plan and budget to be presented to the Board for concurrence.

4. Meeting

(1) The Committee shall convene a meeting once annually as necessary and appropriate.

(2) Meeting agenda and supporting documents shall be delivered to the Committee members prior to the meeting date.

(3) A quorum shall consist of at least half of the members of the Committee.

(4) In the case of voting for a resolution, the majority vote shall be required. Any Committee member who has a conflict of interest in a matter for consideration is not allowed to attend the meeting.

5. Reporting

The Committee shall report on its operation to the Board, and on the operation during the previous year to the AGM covering the followings:

(1) Number of meetings held;

(2) Number of meeting attendance of each member of the Committee;

(3) Performance as per the charter.