



Supporting Documents Charter of the Nomination and Remuneration Committee	Document Code: GN-CSO-003	
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Unique Plastic Industry Public Company Limited (The “Company”) recognizes the importance of good corporate governance. Accordingly, the Board of Directors has resolved to establish the Nomination and Remuneration Committee to oversee the nomination, selection, and proposal of suitable persons for appointment as directors and subcommittee members, as well as to determine appropriate remuneration for directors and subcommittee members. Such processes shall be conducted in a fair, transparent, and effective manner in accordance with the Company’s policies.

1. Objectives

This Charter is established to define the scope of authority and duties of the Nomination and Remuneration Committee, which is responsible for determining criteria and procedures for the nomination and selection of candidates to be proposed for appointment as directors, subcommittee members, the Chief Executive Officer, and senior executives in a transparent manner.

The Committee is also responsible for considering remuneration for directors, subcommittee members, the Chief Executive Officer, and senior executives in a fair and reasonable manner, consistent with the Company’s performance, and at a level that is appropriate and competitive within the same industry.

2. Composition, Appointment, Term of Office, and Vacation of Office

2.1 Composition

The Nomination and Remuneration Committee shall consist of at least three (3) members. The Chairman of the Nomination and Remuneration Committee and at least one-half of the total Committee members shall be Independent Directors, to ensure independent judgment and opinions.

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The Nomination and Remuneration Committee shall appoint one Independent Director as Chairman of the Committee. The Chairman may appoint a Secretary of the Nomination and Remuneration Committee to assist with meeting arrangements, agenda preparation, distribution of meeting materials, and preparation of meeting minutes.

2.2 Appointment, Term of Office, and Remuneration

- (1) The Board of Directors shall appoint qualified people to serve as members of the Nomination and Remuneration Committee.
- (2) Members of the Nomination and Remuneration Committee shall serve a term of three (3) years, corresponding to the term of office of directors (in cases where the Committee members also serve as directors of the Company). Upon expiration of the term, members may be reappointed at the discretion of the Board of Directors.
- (3) If a Committee member vacates office before the end of the term and the remaining number of Committee members is insufficient to perform duties, the Board of Directors shall appoint a replacement within three (3) months from the date the number becomes insufficient. The replacement member shall serve for the remaining term of the member replacement.
- (4) Remuneration of the Nomination and Remuneration Committee shall be determined based on workload, responsibilities, and the size of the Company's business, benchmarked against comparable companies in the same industry, and shall be proposed to the Board of Directors and subsequently to the shareholders' meeting for approval.

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2.3 Vacation of Office

- (1) A member of the Nomination and Remuneration Committee shall vacate office upon the occurrence of any of the following events:
 - a) Expiration of the term of office
 - b) Cessation of directorship of the Company
 - c) Lack of qualifications or possession of prohibited characteristics as prescribed by law
 - d) Resignation
 - e) Death
 - f) Removal from office by resolution of the Board of Directors

- (2) In the event of resignation, a Committee member shall submit a written resignation letter to the Chairman of the Nomination and Remuneration Committee or the Chairman of the Board at least thirty (30) days in advance to allow the Board of Directors sufficient time to appoint a replacement.

- (3) If the Company's shares are listed on the Stock Exchange of Thailand, any resignation or removal of a Committee member prior to the expiration of the term shall be disclosed to the Stock Exchange of Thailand immediately. The resigning or removed member may provide an explanation to the Stock Exchange of Thailand. The Company shall also submit such information to the Securities and Exchange Commission for updating the database of directors and executives.

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3. Qualifications of the Nomination and Remuneration Committee

Members of the Nomination and Remuneration Committee shall possess the following qualifications:

- (1) The Chairman shall be an Independent Director, and the majority of members shall be Independent Directors qualified under the Public Limited Companies Act, the Securities and Exchange Act, and relevant rules, regulations, and notifications of the SEC, the Capital Market Supervisory Board, and the Stock Exchange of Thailand.
- (2) Not be a director of the parent company, subsidiaries, or peer-level subsidiaries that are listed companies (if any).
- (3) Not engage in a business of the same nature and in competition with the Company, nor be a partner or director of another juristic person engaging in such competing business, unless disclosure has been made to and approved by the Board of Directors prior to appointment.
- (4) Possess all qualifications and not exhibit any prohibited characteristics as prescribed by applicable laws.

4. Scope of Authority, Duties, and Responsibilities

4.1 Governance Oversight

- (1) Review the appropriateness of directors' tenure and potential conflicts of interest.
- (2) Review and recommend to the Board of Directors matters relating to structure, roles, responsibilities, and practices of the Board and its subcommittees, including annual reviews of charters

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- (3) To consider and determine criteria for the performance evaluation of directors, subcommittee members, and the Chief Executive Officer, for the purpose of reviewing annual performance, issues, and challenges, taking into account their duties, responsibilities, and associated risks, in order to improve and further develop operational performance in various areas, and to submit such matters to the Board of Directors for consideration.
- (4) To prepare and implement a director development and training plan to ensure that existing directors, as well as newly appointed directors, continuously possess adequate knowledge and understanding of the Company's business and their roles and responsibilities as directors. Such development shall also include the promotion of knowledge relating to sustainable business operations, climate-related governance, and other material issues relevant to the Company's business.
- (5) Promote ethical conduct and compliance with corporate governance principles throughout the organization
- (6) Conduct annual performance evaluations of the Committee, both as a group and individually
- (7) To oversee and ensure the disclosure of the principles, rationale, and justification for the determination of remuneration of the Company's directors and the Chief Executive Officer in accordance with the requirements of the Stock Exchange of Thailand, as disclosed in the Company's Annual Report (Form 56-1 One Report).
- (8) To perform any other duties as assigned by the Board of Directors and/or the shareholders' meeting, in connection with the nomination and remuneration of the Company's directors, members of the various subcommittees, and the Chief Executive Officer.
- (9) Perform other duties as assigned by the Board of Directors



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4.2 Nomination Process

- (1) To establish qualifications, criteria, and procedures for the nomination and selection of persons to serve as directors of the Company, members of the various subcommittees, and the Chief Executive Officer, in accordance with the Company's structure, size, nature of business, and suitability, taking into account skills, experience, and specific expertise relevant to the Company's core business or industry.

Such criteria and procedures shall include, but not be limited to, guidelines for the reappointment of incumbent directors for subsequent terms, procedures for public announcement of director vacancies, mechanisms to provide shareholders with the opportunity to nominate director candidates, criteria for engaging external firms to conduct executive searches, consideration of candidates from professional director databases, and procedures allowing individual directors to propose suitable candidates for appointment.

The Committee shall also prepare a **Board Skill Matrix** to assess and ensure appropriate diversity and balance of skills among directors in alignment with the Company's business operations, and shall disclose such policies, criteria, and procedures to the Company's personnel.

- (2) To select and nominate qualified people who meet the prescribed qualifications, criteria, and procedures to serve as directors of the Company, members of the various subcommittees, and the Chief Executive Officer, and to propose such nominations to the Board of Directors and/or the shareholders' meeting for consideration and approval.
- (3) To prepare, review, and summarize the succession planning process on an annual basis to ensure appropriate management continuity for the positions of the Chief Executive Officer and senior executives, and to report the results thereof to the Board of Directors for acknowledgment.



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4.3 Remuneration Determination

- (1) To consider and review the structure, amount, form, and criteria for the payment of remuneration and all types of benefits, whether monetary or non-monetary, for the Chairman of the Board, directors of the Company, members of the various subcommittees, the Chief Executive Officer, and senior executives, in a fair and reasonable manner, commensurate with their duties, responsibilities, and the Company's performance. Such remuneration shall be benchmarked against comparable companies operating in the same industry and shall be proposed to the Board of Directors and/or the shareholders' meeting for consideration and approval.
- (2) To propose approaches and methodologies, and to provide explanations and respond to inquiries regarding the remuneration of the Company's directors, members of subcommittees, and the Chief Executive Officer at the shareholders' meeting.
- (3) To review, study, and monitor changes and trends in board remuneration, and to regularly review the appropriateness of the criteria and procedures for the nomination and determination of remuneration of the Company's directors, members of the various subcommittees, and the Chief Executive Officer, taking into account changes in the Company's operating environment and circumstances, and to submit such matters to the Board of Directors for consideration and approval.

4.4 Review and Amendment of the Nomination and Remuneration Committee Charter

The Nomination and Remuneration Committee shall review the appropriateness of this Charter on a regular annual basis to ensure that its provisions remain consistent with the Company's objectives and operational strategies. Any material amendments to this Charter shall require approval from the Board of Directors.

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5. Meeting

(1) To ensure that the Nomination and Remuneration Committee effectively performs its duties and achieves the objectives within the scope of authority assigned by the Board of Directors, the Nomination and Remuneration Committee shall convene meetings at least two (2) times per year to consider, deliberate, and carry out matters in accordance with its roles and responsibilities.

(2) In convening a meeting of the Nomination and Remuneration Committee, the Chairman of the Nomination and Remuneration Committee, or the Secretary of the Nomination and Remuneration Committee acting upon the Chairman’s instruction, shall deliver a notice of meeting to the Committee members at least three (3) days prior to the meeting date. In urgent or necessary circumstances, the notice may be given by other means, or the meeting may be convened within a shorter notice period.

In this regard, the notice of meeting and supporting documents may be delivered to all Nomination and Remuneration Committee members via electronic mail. The Company Secretary shall retain copies of the notice of meeting and supporting documents as evidence, which may be maintained in electronic form.

(3) A quorum for a meeting of the Nomination and Remuneration Committee shall consist of not less than one-half of the total number of Committee members and shall include at least one (1) Independent Director. In certain cases, the Nomination and Remuneration Committee may invite advisors with expertise and experience in nomination and remuneration matters to attend the meeting.

Meetings of the Nomination and Remuneration Committee may be conducted via electronic means, provided that such meetings comply with applicable laws



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governing electronic meetings. This shall include the recording of audio and visual images, as well as electronic traffic data, throughout the meeting. Such recorded audio, visual images, and electronic traffic data shall be deemed part of the meeting minutes.

- (4) The Chairman of the Nomination and Remuneration Committee shall preside over the meeting. If the Chairman is unable to attend or perform such duties, the Committee members present at the meeting shall elect one member to act as Chairman of the meeting.
- (5) Resolutions of the Nomination and Remuneration Committee meeting shall be passed by a majority vote of the Committee members present, with each member having one (1) vote. In the event of a tie vote, the Chairman of the meeting shall have a casting vote. Any Committee member who has an interest in a matter under consideration shall not be entitled to express opinions or vote on such matter.
- (6) The Nomination and Remuneration Committee may invite relevant persons, including directors, executives, or employees of the Company and/or its subsidiaries (if any), as well as the external auditor and internal auditor, to attend meetings for discussion, clarification, or to respond to inquiries.
- (7) The Secretary of the Nomination and Remuneration Committee, or any person assigned by the Committee, shall be responsible for preparing the meeting minutes. The Chairman of the Nomination and Remuneration Committee, or a person assigned by the Committee, shall report the meeting outcomes to the Board of Directors to keep the Board informed of the Committee's activities.

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6. Reporting

The Nomination and Remuneration Committee shall report its performance to the Board of Directors at least once per year.

7. Performance Evaluation

Performance evaluation of the Nomination and Remuneration Committee shall be conducted at least annually, both collectively and individually.

8. Review and Amendment of the Charter

This Charter shall be reviewed annually. Any material amendments shall require approval by the Board of Directors.

This Charter of the Nomination and Remuneration Committee was approved by the Board of Directors' Meeting No. 6/2025 on 10 November 2025 and shall be effective from 11 November 2025 onwards.

Announced on 11 November 2025

(Mr. Chawalit Tippawanich)

Chairman of Board of Directors

Unique Plastic Industry Public Company Limited