

For Consideration on Agenda no. 5

Directors who retire by rotation and being proposed to be re-appointed as Directors



1. Ms. Nutchamai Thanombooncharoen



2. Mrs. Wongdao Thanombooncharoen



3. Prof. Dr. Surapon Nitikraipot



4. Mr. Weerachai Ngamdeewilaisak

1. Miss Nutchamai Thanombooncharoen:	Chairman of the Board of Directors
<u>Age</u>	62
<u>The date of appointment</u>	18 March 2014
<u>Number of years in the position of director</u>	10
<u>Number of years in office until the end of term</u>	13 years
<u>Percentage of Shareholding in the Company</u>	22.2
<u>Family Relationship among Directors and Executives</u>	Mother of Miss Nutchanok Vongswat

Educational Qualifications/Training

- B.A. (Social Sciences), Silpakorn University
- M.A. (Commerce and Accountancy), Thammasat University

Training History

- Role of the Chairman Program (RCP) Class 51/2022, Thai Institute of Directors (IOD)
- Director Certification Program (DCP) Class 184/2014, Thai Institute of Directors (IOD)
- Financial Statements for Directors (FSD) Class 23/2014, Thai Institute of Directors (IOD)
- Risk Management Committee Program (RMP) Class 4/2014, Thai Institute of Directors (IOD)
- Transformative HR System, Panyapiwat Institute of Management (PIM)
- Top Management Program, Capital Market Academy (CMA) Class 16
- Top Executive Program in Commerce and Trade (TEPCoT)
- Diploma, National Defence College (NDC)
- Certificate Course in Good Governance for Medical Executives, King Prajadhipok's Institute and the Medical Council of Thailand. (PTP)

Work Experience the past 5 years

Position in Carabao Group Public Company Limited

2022 – Present Chairman of the Board of Directors

2014 – 2022 Vice Chairman of the Board of Directors / Vice Chairman of the Executive Committee / Vice Chairman of the Risk Management Committee / Member of the Nomination and Remuneration Committee and Managing Director

Position in Other Listed Company

- None -

Position in Non-Listed Company

2022 – Present Chairman of the Board of Directors / Chairman of the Nomination and Remuneration Committee CJ More Co., Ltd.

2014 – Present Member of the Board of Directors, CJ Express Group Co., Ltd.

2017 – 2022 Member of the Board of Directors / Member of the Executive Committee of Tawandang F&B Co., Ltd.

2015 – 2022 Member of the Board of Directors and Member of the Executive Committee of Tawandang Brewery 1999 Co.,Ltd.

2014 – 2022 Vice Chairman of the Board of Directors Asia Pacific Glass Co., Ltd.

2013 – 2022 Managing Director Carabao Tawandang Co., Ltd.
 2012 – 2022 Managing Director Tawandang DCM Co., Ltd.
 2005 – 2022 Member of the Board of Directors and Member of the Executive Committee Tawandang German Brewery Co., Ltd.
 2002 – 2022 Member of the Board of Directors Carabao Tawandang Co., Ltd
 2002 – 2013 Deputy Managing Director Carabao Tawandang Co., Ltd.
 1999 – 2022 Member of the Board of Directors and Member of the Executive Committee Tawandang Brewery Co., Ltd.

The Position in competition with the company or related business may cause a conflict of interest: None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2022	2023
Board of director meeting	6 / 6	5 / 5
Annual General Shareholders' meeting	1 / 1	1 / 1
Non-Executive Directors' meeting	-	1 / 1

2. Mrs. Wongdao Thanombooncharoen: Member of the Board of Directors / Member of the Nomination and Remuneration Committee / Member of the Sustainability Development Committee

Age 62
The date of appointment 22 June 2021
Number of years in the position of director 3 years
Number of years in office until the end of term 6 years
Percentage of Shareholding in the Company 1.82
Family Relationship among Directors and Executives None

Education

- Bachelor of Arts, Journalism and Mass Communication, Thammasat University

Training History

- Director Certification Program (DCP) #206/2015, Thai Institute of Directors (IOD)
- Financial Statements for Directors (FSD) #23/2014, Thai Institute of Directors (IOD)
- Risk Management Committee Program (RMP) #4/2014, Thai Institute of Directors (IOD)
- Director Accreditation Program (DAP) #112/2014, Thai Institute of Directors (IOD)

Work Experience in the past 5 years

Position in Carabao Group Public Company Limited

2022 – Present Member of the Nomination and Remuneration Committee / Member of the Sustainability Development Committee / Member of the Executive Committee
2021 – Present Member of the Board of Directors
2020 – Present Senior Deputy Managing Director
2014 – 2018 Member of Executive Committee / Member of the Risk Management Committee / Senior Deputy Managing Director

Position in Non-Listed Company

- None -

Position in Other Listed Company

2022 – Present Member of the Board of Directors, Asia Can Manufacturing Co., Ltd.
2020 – Present Member of the Board of Directors, Asia Packaging Manufacturing Co., Ltd./Asia Carabao Venture Co., I
2014 – Present Member of the Board of Directors and Senior Deputy Managing Director, Carabao Tawandang Co., Ltd
2014 – Present Member of the Board of Directors and Senior Deputy Managing Director, Tawandang DCM Co., Ltd.
2013 – Present Member of the Board of Directors and Senior Deputy Managing Director, Asia Pacific Glass Co., Ltd.
2018 – 2020 Managing Director, CJ Express Group Co., Ltd.

The Position in competition with the company or related business may cause a conflict of interest: None

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2022	2023
Board of director meeting	6 / 6	5 / 5
Nomination and Remuneration Committee	2 / 2	2 / 2
Sustainability Development Committee	3 / 3	4 / 4
Annual General Shareholders' meeting	1 / 1	1 / 1

3. Mr.Surapon Nitikraipot: Member of the Board of Director / Member of the Risk Management Committee / Chairman of the Sustainable Development Committee

Age 63
The date of appointment 16 February 2024
Number of years in the position of director -
Number of years in office until the end of term 3 years
Percentage of Shareholding in the Company None
Family Relationship among Directors and Executives None

Education

- Bachelor of Laws (Honors) Thammasat University Thai Bar Association, 35th session
- Master's Degree and Doctorate Degree in Public Law (Higher Honors) Robert Schuman University, France
- Honorary Doctorate Degree from Soka University, Japan

Training History

- National Defense College (NDC)
- Decentralization Certificate and Local Government from the International Institute of Public Administration, Paris

Work Experience (in the past 5 years)

Position in Carabao Group Public Company Limited

2024 - Present Member of the Board of Directors / Chairman of the Sustainable Development Committee / Member of the Risk Management Committee

Position in Other Listed Company

-None-

Position in Non-Listed Company

- Expert member of the Public Organization Promotion and Development Committee (PMO) and Chairman of the PMO.
- Advisor to the Executive Committee of Thammasat University Hospital
- Chairman of the Thammasat University Council
- Chairman of the Nawamindradhiraj University Council
- Vice President of the Council of Vidyasirimedhi Institute of Science and Technology
- Special Adviser Administrative Court Office Legal Advisor, The Election Commission of Thailand
- Council of State 8th

The Position in competition with the company or related business may cause a conflict of interest: None

Number of Meetings Attended - Due to be appointed this year Therefore, there is no record of meeting attendance

4. Mr. Werachai Ngamdeewilaisak:	Member of the Board of Director
<u>Age</u>	62
<u>The date of appointment</u>	26 April 2024
<u>Number of years in the position of director</u>	-
<u>Number of years in office until the end of term</u>	3 years
<u>Percentage of Shareholding in the Company</u>	None
<u>Family Relationship among Directors and Executives</u>	None

Education

- Bachelor's Degree (Commerce and Accountancy), Thammasat University
- Mini MBA Certificate, Thammasat University
- Higher Diploma Public Administration and Public Law King Prajadhipok's Institute

Training History

- Subsidiary Governance Program 2021
- Defining Boardroom Culture – An Imperative of High-Performing Leadership 2019
- Chartered Director Class (CDC) #8/2014, Thai Institute of Directors (IOD)
- Role of the Compensation Committee (RCC) #3/2017, Thai Institute of Directors (IOD)
- Successful Formulation & Execution of Strategy (SFE) #4/2009, Thai Institute of Directors (IOD)
- Finance for Non-Finance Director (FND) #1/2001, Thai Institute of Directors (IOD)
- Directors Certification Program (DCP) #0/2000 (Train the Trainer), Thai Institute of Directors (IOD)
- Director Leadership Certification Program (DLCP) #9/2023, Thai Institute of Directors (IOD)

Work Experience in the past 5 years

Position in Carabao Group Public Company Limited

-None-

Position in Other Listed Company

2016 – Present	Independent Director / Member of the Audit Committee / Chairman of the Risk Management Committee / Chairman of the Nomination and Remuneration Committee, Pruksa Holding Public Company Limited
2017 – Present	Independent Director / Chairman of the Audit Committee, Autocorp Holding Public Company Limited
2013 – Present	Independent Director / Member of the Audit Committee / Member of the Nomination and Remuneration Committee / Chairman of the Risk Management Committee, Srisawad Corporation Public Company Limited

Position in Non-Listed Company

2022 – Present	Member of the Board of Director / Independent Director / Chairman of the Audit Committee / Member of the Nomination and Remuneration Committee, C.J. More Company Limited
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The Position in competition with the company or related business may cause a conflict of interest: None

Number of Meetings Attended - Due to be appointed this year Therefore, there is no record of meeting attendance

The nomination and appointment of director

Director Nomination

The nomination and remuneration have a charter duty to provide advice on the rules and the qualifications of directors and preliminary consideration the qualifications of the nominated directors of the Company.

Sources of nominated persons

The Company has provided the opportunity for its directors, management, or advisors to participate in the nomination of qualified directors. In addition, the Company also allows the shareholders to nominate persons to be directors. Since October 1, 2022 – December 31, 2022, before board of directors' meeting will be set due to consider and propose to Annual General Shareholder Meeting Year 2023.

In 2023, there were no shareholders nominate the names.

Process of selection

The company focuses on the diversity of the board structure, professional skills, specialize experiences, by consideration of Board Experience for the fit of the structure, size, and composition of the board and to improve the performance of the board.

Rules and Procedures for Appointment of Directors

In case of the director retired by rotation, the appointment of directors will be considered by Annual General Shareholders meeting.

1. For electing the director, each shareholder shall have votes equal to the number of shares held by them.
2. Electing the director will be vote one by one, shareholder have to elect the nominated person with all rights to vote director individually.

In case of vacant positions due to reasons other than the expiration of the term of the director. The Director shall appoint a qualified person and no legal prohibitions to be a replacement for the next meeting. A person who is a replacement may only serve as the director for the remaining term of the director whom he replaces. The resolution of the appointment of such person must be approved by not less than three-fourths of the remaining directors.

Qualifications of Independent Directors

The nomination and remuneration committee will consider the qualifications of the persons appointed as independent directors by considering the qualifications and prohibited characteristics prescribed in the PLCA, the SEC Act, notifications of the Capital Market Supervisory Board, and other relevant notifications, regulations and/or rules. Furthermore, the board of directors will consider selecting persons with qualifications experience and suitability to be the Company's independent directors and propose them to the shareholders meeting for consideration and appointment as Company's directors. It is the Company's policy to ensure that the number of independent directors shall constitute at least one-third of the Company's board of directors and not fewer than three members. The board of directors has specified the qualifications of an independent director, which is equal to the minimum requirements of SEC., and stricter than the requirements of the SET as follows:

(a) an independent director must not hold shares exceeding one percent of the total shares with voting rights of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company. Such percentage shall include shares held by related persons of such independent director;

(b) an independent director shall not be or have been an executive director, employee, staff and consultant who receives a regular salary or a controlling person of the Company, the parent company, the subsidiaries, the associate companies, the same-level subsidiaries, major shareholders, or controlling persons of the Company, unless the director has not held such position for at least two years before the date of submission of the application to the Office of the SEC;

(c) an independent director shall not be related by blood or legal registration as father, mother, spouse, sibling, or child, including spouse of a child of another director, executive, major shareholder, controlling person to be nominated as an executive director or controlling person of the Company or the subsidiaries;

(d) an independent director shall not have or have had a business relationship with the Company, the parent company, the subsidiaries, the associate companies, major shareholders or controlling persons of the Company in the manner that may prevent free judgment, and shall not be or have been a significant shareholder or controlling person of a person related to the business of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company, unless such relationship ended at least two years before the date of submission of the application to the Office of the SEC;

(e) an independent director shall not be or have been an auditor of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company, and shall not be a significant shareholder, controlling person of or a partner in the auditing office in which the auditor of the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company works, unless the director has not held such position for at least two years before the date of submission of the application to the Office of the SEC;

(f) an independent director shall not be or have been a provider of any professional service, including legal advisory or financial advisory service receiving more than Baht two million of service charges per year from the Company, the parent company, the subsidiaries, the associate companies, major shareholders, or controlling persons of the Company, and shall not be a significant shareholder, controlling person or a partner of the service provider, unless the

director has not held such position for at least two years before the date of submission of the application to the Office of the SEC;

(g) an independent director shall not be a director appointed as the agent of the directors of the Company, major shareholders, or shareholders related to a major shareholder;

(h) an independent director shall not operate a business of the same nature with and in competition with the business of the Company or the subsidiaries and shall not be a significant partner in a partnership, or be an executive director, employee, staff and consultant who receives a regular salary, or hold shares exceeding one percent of the total shares with voting rights, of another company operating a business of the same nature with and in competition with the business of the Company or the subsidiaries.

(i) an independent director shall not possess any other characteristics that prevent them from freely giving an opinion regarding the Company's operation.