

For Consideration on Agenda no. 5

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



1. Mr. Sathien Sathientham



2. Mr. Yuenyong Opakul



3. Gen. Siripong Wongskhunti



4. Mr. Sanchai Jullamon

1. Mr. Sathien Sathientham Vice Chairman of the Board of Directors / Chairman of the Executive Committee / Chairman of the Nomination and Remuneration Committee / Chief Executive Officer

Age (Year) 70

Date of Appointment 18 March 2014

Years in Director Position 10 Years

Percent of shares held in the Company including the number of shares held by spouse and minor children, as of 31 December 2024 (%) 32.1

Legal offense record in the past 5 years - None -

Family Relationship with Management Father of Mr. Romtham Sathientham

Current Positions

Vice Chairman of the Board of Directors

Chairman of the Executive Committee

Chairman of the Nomination and Remuneration Committee

Chief Executive Officer

Education

- B.A. (Political Science), Sukhothai Thammathirat Open University

Certification

- Director Accreditation Program (DAP) Class19/2004, Thai Institute of Directors (IOD)
- National Defense College Class 2005 (NDC)
- Certificate, Top Management Program Class 7, Capital Market Academy (CMA)
- Certificate of Senior Executives on Justice Administration, Class 18
- Constitution Court Academy, Class 4

Work experience in the last 5 years

Position in Carabao Group Public Company Limited

2022 – Present Vice Chairman of the Board of Directors / Chairman of the Executive Committee / Chairman of the Nomination and Remuneration Committee / Chief Executive Officer

2014 – 2022 Chairman of the Board of Directors / Chairman of the Executive Committee / Chairman of the Nomination and Remuneration Committee / Chief Executive Officer

Position in Other Listed Company

-None-

Position in Non-Listed Company

Present Executive Board / Executive Board of Fund, Account, Budget and Assets, King Prajadhipok's Institute

Present Consultant to Audit Committee and monitoring of the Police Administration, Bangkok

Present Director, Tawandang 1999 Co., Ltd

Present Director, Express Med Co., Ltd

Present Director, TWD 1999 Co., Ltd

2022 – Present Director, CJ More Co., Ltd

2021 – Present Director, TD Supply Chain Co., Ltd.

2020 – Present Director, A Woody Drink Co., Ltd.

2018 – Present Director, TD Tawandang Co., Ltd.

2013 – Present Director, CJ Express Group Co., Ltd.

2012 – Present Director, Tawandang DCM Co., Ltd.

2012 – Present Director, Asia Pacific Glass Co., Ltd.

2001 – Present Director, Carabao Tawandang 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	
	2023	2024
Board of Director meeting	5 / 5	5 / 5
Nomination and Remuneration Committee	2 / 2	2 / 2
Annual General Shareholders' meeting	1 / 1	1 / 1

2. Mr. Yuenyong Opakul Member of the Board of Directors / Senior Deputy Managing Director

Age (Year) 70

Date of Appointment 18 March 2014

Years in Director Position 10 Years

Percent of shares held in the Company including the number of shares held by spouse and minor children, as of 31 December 2024 (%) 9.7

Legal offense record in the past 5 years -None-

Family Relationship with Management -None-

Current Positions

Member of the Board of Directors

Senior Deputy Managing Director

Education

- Honorary Doctorate (Liberal Arts), Bangkok Thonburi University
- Honorary Doctorate (Thai Popular Music), Ramkhamhaeng University

Certification

- Director Accreditation Program (DAP), Thai Institute of Directors (IOD), Class 112/2014

Work Experience in the Last 5 Years

Position in Carabao Group Public Company Limited

2014 – Present Senior Deputy Managing Director

2013 – Present Director

Position in Other Listed Company

-None-

Position in Non-Listed Company

Present Director, Mongol Co., Ltd.

2014 – Present Director, Asia Pacific Glass Co., Ltd.

2014 – Present Director, Tawandang DCM Co., Ltd.

2002 – Present Director / Senior Deputy Managing Director, Carabao Tawandang 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	
	2023	2024
Board of Director meeting	5 / 5	5 / 5
Annual General Shareholders' meeting	1 / 1	1 / 1

3. Gen. Siripong Wongskhunti (Independent Director) Member of the Board of Directors

Age (Year) 63
Date of Appointment 11 November 2016
Years in Director Position 8 Years
 Percent of shares held in the Company including the number of shares held by spouse and minor children, as of 31 December 2024 (%) 0.00%
Legal offense record in the past 5 years -None-
Family Relationship with Management -None-

Current Positions

Member of the Board of Directors

Education

- Military Academy, Class 20
- Bachelor of Science, Chulachomkiao Royal Military Academy, Class 31
- Master of Political Science, Thammasat University

Certification

- Advance Master of Management Program, Class 4/2020, National Institute of Development Administration (NIDA)
- Director Accreditation Program (DAP), Thai Institute of Directors (IOD), Class 137/2017
- Top Management Program, Class 24/2017 Capital Market Academy (CMA)
- Top Management Program in Energy Science Class 7/2016, Institute of Energy Science
- The National Defense College Program Class 57/2015
- Generic Technology Course, DSTO, Australia 1994
- Command and General Staff Officer Course, Class 71/1992 Command and General Staff College

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	
	2023	2024
Board of Director meeting	5 / 5	5 / 5
Annual General Shareholders' meeting	1 / 1	1 / 1

Meeting	Number of Meetings Attended/Total Number of Meetings	
	2023	2024
Board of Director meeting	5 / 5	5 / 5
Sustainability Development Committee	-	4 / 4
Annual General Shareholders' meeting	1 / 1	1 / 1

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 – December 31, 2024, before board of directors' meeting will be set due to consider and propose to Annual General Shareholder Meeting Year 2025.

In 2025, there were no shareholders nominating the names.

Process of selection

The company focuses on the diversity of the board structure, professional skills, specialized 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 the 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.