

For Consideration on Agenda no. 5

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



1. Mrs. Saowanee Kamolbutr



2. Mr. Nha-kran Laohavilai



3. Mr. Kamoldist Smuthkochorn



4. Mr. Romtham Sathientham



5. Miss Nutchanak Vongswat

1. Mrs. Saowanee Kamolbutr (Independent Director) Member of the Board of Directors / Chairman of the Audit Committee / Vice Chairman of the Nomination and Remuneration Committee / Member of Risk Management Committee

<u>Age</u>	73
<u>The date of appointment</u>	18 March 2014
<u>Number of years in the position of director</u>	11 years
<u>Number of years in office until the end of term</u>	14 years
<u>Percent of shares held in the Company including the number of shares held by spouses and minor children, as of 31 December 2025 (%)</u>	None
<u>Legal offense record in the past 5 years<sup>1</sup></u>	None
<u>Family Relationship with Management</u>	None

Current Positions

Member of the Board of Directors  
 Chairman of the Audit Committee  
 Vice Chairman of the Nomination and Remuneration Committee  
 Member of the Risk Management Committee

Educational Qualifications/Training

- Master of Arts in Political Science (Public Administration) Thammasat University
- Bachelor of Arts in Political Science (Public Administration), Thammasat University

Training History

- Hot Issue for Directors (HOT), Thai Institute of Directors (IOD), Class 1/2025
- Hot Issue for Directors (HOT), Thai Institute of Directors (IOD), Class 1/2024
- Audit Committee Forum: Detection of Accounting Irregularities in Fast Growing Business: The Role of Audit Committee, Thai Institute of Directors (IOD), Class 1/2023
- Financial Statement for Director (FSD), Thai Institute of Directors (IOD), Class 45/2022
- Director Leadership Certificate Program (DLCP), Thai Institute of Directors (IOD), Class 4/2022
- IT Governance and Cyber Resilience Program (ITG), Thai Institute of Directors (IOD), Class 15/2020
- Boards that make a difference (BMD) Thai Institute of Directors (IOD), Class 9/2019
- Advance Audit Committee Program (AACP), Thai Institute of Directors (IOD), Class 17/2014
- Role of the Chairman Program (RCP), Thai Institute of Directors (IOD), Class 23/2010
- Financial Institutions Governance Program (FGP), Thai Institute of Directors (IOD), Class 1/2010
- Role of the Compensation Committee (RCC), Thai Institute of Directors (IOD), Class 8/2009

- Director Certification Program (DCP), Thai Institute of Directors (IOD), Class 69/2006
- National Defense College Class 2005 (NDC)
- Top Management Program, Capital Market Academy (CMA), Class 7
- Senior Executive Program Kellogg, Sasin
- The Management Development Program, Wharton School
- Advanced Security Management Program Alumni (ASMA.), Class 4, The Association National Defense College of Thailand under the Royal Patronage of His Majesty the King

Work Experience the past 5 years

Position in Carabao Group Public Company Limited

- 2021 – Present Member of the Board of Directors / Chairman of the Audit Committee / Member of the Risk Management Committee / Vice Chairman of the Nomination and Remuneration Committee
- 2014 – 2021 Chairman of the Audit Committee / Chairman of the Risk Management Committee / Vice Chairman of the Nomination and Remuneration Committee

Position in Other Listed Company

- 2021 – Present Independent Director / Member of the Audit Committee, Thitkorn PCL.
- 2016 – Present Independent Director / Member of the Audit Committee / Chairman of the Good Corporate Governance Committee / Member of the Risk Management Committee, FN Factory Outlet PCL.
- 2012 – Present Independent Director and Chairman of the Corporate Governance Committee, T.K.S. Technology PCL.
- 2020 – 2023 Independent Director / Chairman of the Audit Committee, Global Power Synergy Public PCL.
- 2017 – 2018 Independent Director / Member of the Audit Committee Pacific Pipe PCL.
- 2016 – 2020 Independent Director / Member of the Audit Committee: Glow Energy PCL.

Position in Non-Listed Company

- 2021 – Present Chairman of Board of Directors, AIRA Asset Management Co., Ltd.
- 2019 – 2022 Honorary Directors, Southeast Bangkok College
- 2014 – 2020 Director and Chairman, Small and Medium Enterprise Development Bank of Thailand (SME Bank)
- 2014 – 2019 Advisor, The Committee on Economics, Monetary Affairs and Finance, The Committee of the National Legislative Assembly
- 2014 – 2018 Honorary Director, Rajapark Institute

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	
	2024	2025
Board of Director	5 / 5	5 / 5
Nomination and Remuneration Committee	2 / 2	2 / 2
Audit Committee	5 / 5	5 / 5
Risk Management Committee	4 / 4	4 / 4
Non-Executive Committee	1 / 1	1 / 1
Annual General Shareholders' meeting	1 / 1	1 / 1

2. Mr. Nha-karn Laohavilai (Independent Director)      Member of the Board of Directors / Member of the Audit Committee / Member of the Sustainability Development Committee

Age      60

The date of appointment      22 June 2020

Number of years in the position of director      5 years

Number of years in office until the end of term      8 years

Percent of shares held in the Company including the number of shares held by spouses and minor children, as of 31 December 2025 (%)      None

Legal offense record in the past 5 years<sup>1</sup>      None

Family Relationship with Management      None

Current Position

Member of the Board of Directors  
Member of the Audit Committee  
Member of the Sustainable Development Committee

Education

- Master of Science, Computer, Rangsit University
- Bachelor of Arts, Major of newspaper, Chulalongkorn University

Training History

- Director Accreditation Program (DAP) #174/2022, Thai Institute of Directors (IOD)

Work Experience in the Last 5 Years

Position in Carabao Group Public Company Limited

2022 – Present    Member of the Sustainable Development Committee  
2020 – Present    Member of the Board of Directors / Member of the Audit Committee

Position in Other Listed Company

2023 – Present    Independent Director, Namyong Terminal PCL.

2022 – Present Independent Director / Member of the Nomination and Remuneration Committee, Thitikorn PCL.

2018 - 2019 Editor in Chief, Bangkok Post Publishing PCL.

2016 - 2018 Deputy Chief Operating Officer, Post Publishing PCL.

Position in Non-Listed Company

2020 – 2021 Vice President News, BEC Multimedia Co., Ltd.

2019 - 2020 Executive Editor, Business Today, Nektar Co., Ltd.

2016 - 2018 Vice President of Operations, Post Publishing PCL.

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	
	2024	2025
Board of Director	5 / 5	5 / 5
Audit Committee	5 / 5	5 / 5
Sustainability Development Committee	4 / 4	4 / 4
Non-Executive Committee	1 / 1	1 / 1
Annual General Shareholders' meeting	1 / 1	1 / 1

**3. Mr. Kamoldist Smuthkochorn (Executive Director)** Member of the Board of Director / Deputy Managing Director/ Member of Executive Committee/ Member of the Risk Management Committee

Age 66

The date of appointment 7 August 2015

Number of years in the position of director 10 years

Number of years in office until the end of term 13 years

Percent of shares held in the Company including the None

number of shares held by spouses and minor children,

as of 31 December 2025 (%)

Legal offense record in the past 5 years<sup>1</sup> None

Family Relationship with Management None

Current Position

Member of the Board of Directors

Deputy Managing Director

Member of the Executive Committee

Member of the Risk Management Committee

Education

- Bachelor of Technology (Hons.), Computing Studies, University of Bradford

Training History

- Director Accreditation Program (DAP) #198/2022, Thai Institute of Directors (IOD)

Work Experience (in the past 5 years)

Position in Carabao Group Public Company Limited

2015 - Present Member of the Board of Directors

2014 – Present Member of the Executive Committee / Member of the Risk Management Committee and  
Deputy Managing Director

Position in Other Listed Company

-None-

Position in Non-Listed Company

2022 – Present Member of the Board of Directors, A Woody Drink Co., Ltd.

2020 – Present Member of the Board of Directors, Asia Packaging Manufacturing Co., Ltd.,  
Asia Carabao Venture Co., Ltd.

2017 – Present Member of the Board of Directors, Asia Can Manufacturing Co., Ltd.

2015 - Present Member of the Board of Directors, Carabao Tawandang Co., Ltd.

2015 - Present Member of the Board of Directors, Asia Pacific Glass Co., Ltd

2015 - Present Member of the Board of Directors, Tawandang DCM Co., Ltd.

2014 – Present Deputy Managing Director - Marketing, Tawandang DCM Co., Ltd.

2014 – Present Deputy Managing Director- Marketing, 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	
	2024	2025
Board of Director	5 / 5	5 / 5
Risk Management Committee	1 / 4	4 / 4
Annual General Shareholders' meeting	1 / 1	1 / 1

4. Mr. Romtham Sathientham (Executive Director)

Member of the Board of Director/ Managing Director  
Member of the Executive Committee/ Member of the Risk  
Management Committee/ Member of the Nomination and  
Remuneration Committee

Age

41

The date of appointment

21 December 2016

Number of years in the position of director

9 Years

Number of years in office until the end of term

12 years

Percent of shares held in the Company including the number of shares held by spouses and minor children, as of 31 December 2025 (%) None

Legal offense record in the past 5 years<sup>1</sup> None

Family Relationship with Management Son of Mr. Sathien Sathientham

Current Position

Member of the Board of Directors

Managing Director

Member of the Executive Committee

Member of the Risk Management Committee

Member of Nomination and Remuneration Committee

Education

- Bachelor of Marketing, University of Wollongong, NSW, Australia

- Master of International Business, University of Queensland, QLD, Australia

Training History

- Director Accreditation Program (DAP) #174/2020, Thai Institute of Directors (IOD)

Work Experience in the past 5 years

Position in Carabao Group Public Company Limited

2024 – Present Member of Nomination and Remuneration Committee

2023 – Present Managing Director

2017 – Present Board of Directors / Member of Executive Committee / Member of Risk Management Committee

2016 – Present Member of the Board of Directors / Member of Executive

2018 – 2022 Deputy Managing Director

Position in Other Listed Company

-None-

Position in Non-Listed Company

Present Member of the Board of Directors, Tawandang 1999 Co., Ltd.

Present Member of the Board of Directors, Red Sun House Co., Ltd.

Present Member of the Board of Directors, TD 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	
	2024	2025
Board of Director	5 / 5	5 / 5
Nomination and Remuneration Committee	1 / 1	2 / 2
Risk Management Committee	3 / 4	4 / 4
Annual General Shareholders' meeting	1 / 1	1 / 1

**5. Miss. Nutchanok Vongswat (Non-Executive Director)**      **Member of the Board of Directors / Member of the Risk Management Committee**

Age      37

The date of appointment      22 June 2020

Number of years in the position of director      5 years

Number of years in office until the end of term      8 years

Percent of shares held in the Company including the number of shares held by spouses and minor children, as of 31 December 2025 (%)      0.47%

Family Relationship among Directors and Executives      Daughter of Miss. Nutchamai Thanombooncharoen

Current Position

Member of the Board of Director

Member of the Risk Management Committee

Education

- Master of Business Administrative (Financial Management), Graduate Institute of Business Administration Sasin of Chulalongkorn University
- Academy of Arts University, San Francisco, CA, USA

Training History

- Director Accreditation Program (DAP) #174/2020, Thai Institute of Directors (IOD)

Work Experience the past 5 years.

Position in Carabao Group Public Company Limited

2019 – Present      Member of the Board of Director / Member of the Risk Management Committee

Position in Other Listed Company

-None-

Position in Non-Listed Company

2016 – Present      Member of the board of director, Sahamit Products Co., Ltd.

2018 – 2019      Assistant 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	
	2024	2025
Board of Director	5 / 5	5 / 5
Risk Management Committee	4 / 4	4 / 4
Non-Executive Committee	1 / 1	1 / 1
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, 2025 – December 31, 2025, before board of directors' meeting will be set due to consider and propose to Annual General Shareholder Meeting Year 2026.

In 2026, 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.