

Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Nomination and Appointment of Directors and Executives Policy	Doc. No.	POL-BOD_67-022
		Effective Date	28 FEB 2024
	Approved by the Resolution of the Board of Directors Meeting No. 1/2024 on 28 February 2024	Issue No.	9.0
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### **Message from the Chairman of the Board of Directors**

The Board of Directors is aware of operations in accordance with good corporate governance guidelines and is committed to conducting business with fairness, transparency and accountability under responsibility to all groups of stakeholders. In addition, in the management of business, it is necessary to have committees with knowledge and abilities in various areas to provide advice and guidance to the Company to conduct business according to the good governance principles.

In addition, for the nomination and appointment of directors and top executives of the organization to be transparent and have operating criteria, the Board of Directors has therefore established “Nomination and Appointment of Directors and Executives Policy” to be used as a framework and guideline for nominating, including the process of proposing for consideration and reporting to the regulatory agency for further acknowledgment of the said criteria.

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## 1. Definition

“The Company”	Gunkul Engineering Public Co., Ltd.
“The Group”	Subsidiaries and affiliated companies of Gunkul Engineering Public Co., Ltd.
“Directors”	Directors of Gunkul Engineering Public Co., Ltd.
“Audit Committee”	Audit Committee of Gunkul Engineering Public Co., Ltd.
“Risk Management Committee”	Risk Management Committee of Gunkul Engineering Public Co., Ltd.
“Nomination and Remuneration Committee”	Nomination and Remuneration Committee of Gunkul Engineering Public Co., Ltd.
“Good Corporate Governance and Sustainable Development Committee”	Good Corporate Governance and Sustainable Development Committee of Gunkul Engineering Public Co., Ltd.
“Executive Committee”	Executive Committee of Gunkul Engineering Public Co., Ltd.
“Nomination”	Process for screening and nominating qualified individuals and qualifications suitable for being a director in various committees of the organization and the top executives of the organization
“Appointment”	Assignment of roles, authority, duties, and responsibilities to a person to serve as a director in various committees, with the scope of authority and duties in accordance with the charter of each committee as specified. As well as the assignment of a person to serve as top executives of the organization, with the scope of authority and duties in accordance with the policy regarding the roles, authority, duties and responsibilities of the top executives as specified.

## 2. Objectives

“Nomination and Appointment of Directors and Executives Policy” was established to serve as a framework and operational guideline for nominating directors and top executives who have qualifications, knowledge, and abilities consistent with the Company's business strategy and appropriate to the Company's needs according to the good governance principles. Including creating efficient management that leads the Company to grow, advance, and develop sustainably.

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### 3. Organizational Structure of the Directors

Organizational structure of the directors consists of

- 3.1 The Board of Directors
- 3.2 The Audit Committee
- 3.3 The Risk Management Committee
- 3.4 The Nomination and Remuneration Committee
- 3.5 The Good Corporate Governance and Sustainable Development Committee
- 3.6 The Executive Committee
- 3.7 Others Committee (if any)

### 4. Nomination and Appointment Criteria

#### 4.1 Qualifications of the directors and sub-committees

Qualifications of directors and committees shall be in accordance with the charter of each committee and in accordance with the law, requirements of relevant regulatory agencies and the Company's Article of Association, including the Company's business strategy.


#### 4.2 Qualifications of the top executives

- 4.2.1 Have knowledge, abilities, experience, and specific qualifications in various fields that are absolutely necessary and most beneficial to the Company's business operations and consistent with the business strategy of the Group.
- 4.2.2 Have leadership qualities and a broad vision, morality and ethics, as well as being able to devote sufficient time to running the Company's business.
- 4.2.3 Have the ability to plan strategies and organizational management.
- 4.2.4 Accepted by related business organizations.

### 5. Nomination and Appointment Process

The Board of Directors has determined the process of nomination and appointment in accordance with the good corporate governance principles based on transparency and accountability. The consideration process are as follows:

- 5.1 The Nomination and Remuneration Committee considers to select directors and/or top executives of the organization according to the criteria specified in item 4.
- 5.2 The Nomination and Remuneration Committee presents the profile and qualifications of the said person to the Board of Directors for consideration and approval.
- 5.3 The Board of Directors considers and approves the appointment of directors.

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5.4 If the position nominated is a position of a director whose term of office expires or is the appointment of a director to replace the vacant director whose term of office is less than 2 months, it must be proposed to the shareholders' meeting to consider the appointment.

In addition, the Company has a policy of giving minor shareholders the opportunity to nominate qualified persons to be considered for appointment as the Company's director in the Annual General Meeting of Shareholders. The Company will inform the shareholders of the information through the system of the Stock Exchange of Thailand in advance of the date of the Annual General Meeting of Shareholders.

## 6. Reporting

The Board of Directors is responsible for disclosure of the following items in the Annual Registration Statements (Form 56-1 One Report)

- 6.1 Policy and criteria for nominating and appointing all committee.
- 6.2 Profile of all committees and executives of the organization by specifying their name-surname, position, age, employment history in the Company, educational qualifications, shareholding proportion, relationships between directors and executives, work experience during the past 5 years, training history and training attended in the past year. Including specifying whether they are independent directors or authorized directors, and date of appointment as a director of the Company according to the criteria of the regulatory agency.

## 7. Policy Review

This policy is required to be reviewed regularly on an annual basis.

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### Revision Record

Document No.	Issue No. /Revision No.	Date	Revised Part	Reason of Revision	Date of Cancellation
OMD 2559/10	1.0	29 DEC 2016	Newly written	To comply with the principles of the supervising agency and the current operations	25 DEC 2017
OMD 2560/16	2.0	25 DEC 2017	Reviewed	To comply with the principles of the supervising agency and the current operations	25 FEB 2019
OMD 2562/05	3.0	25 FEB 2019	Reviewed	To comply with the principles of the supervising agency and the current operations	8 NOV 2019
OMD 2562/21	4.0	8 NOV 2019	Reviewed	To comply with the principles of the supervising agency and the current operations	2 MAR 2020
OMD 2563/09	5.0	2 MAR 2020	Reviewed	To comply with the principles of the supervising agency and the current operations	1 MAR 2021
POL-BOD 64-015	6.0	1 MAR 2021	Reviewed	To comply with the principles of the supervising agency and the current operations	8 FEB 2022
POL-BOD 65-003	7.0	8 FEB 2022	Reviewed	To comply with the principles of the supervising agency and the current operations	27 FEB 2023
POL-BOD 66-006	8.0	27 FEB 2023	Reviewed	To comply with the principles of the supervising agency and the current operations	28 FEB 2024
POL-BOD 67-022	9.0	28 FEB 2024	Reviewed	To comply with the principles of the supervising agency and the current operations	-