Charter of the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee

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Background and Rationale

Jaymart Group Holdings Public Company Limited and its subsidiaries (the "Company") have prepared this handbook for the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee (the "Committee") so that the Board of Directors can carry out its duties more effectively and to provide assurance that the Company nominates its personnel and sets their remuneration appropriately. The Board of Directors has therefore appointed the Nomination and Remuneration Committee to nominate persons with suitable qualifications to serve as directors of the Company, to select candidates in accordance with the nomination process, to determine their remuneration, to give its opinion to the Board of Directors, and to propose the matter to the shareholders' meeting for approval of their appointment as directors of the Company. This enables the shareholders' meeting to be conducted in an orderly and timely manner.

The Committee is also appointed by the Board of Directors to oversee corporate governance for sustainability. Its role is to promote, support and raise the standard of good corporate governance practices and to develop the business in a sustainable manner, taking into account stakeholders throughout the value chain. The Committee encourages Jaymart Group to give comprehensive consideration to business risks across the environmental, social and governance dimensions, and promotes the disclosure of information on corporate governance and sustainable business development in order to reflect the true worth and value of Jaymart Group.

The Company has summarised the key principles and practices relating to nomination, remuneration, corporate governance and sustainable development from the criteria, rules and notifications of the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC), so that the directors may use them as guidance in performing their duties and responsibilities correctly.

Objective

To serve as a handbook for the performance of duties by the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee (the "Committee").

Scope of Work

This handbook for the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee applies to the business operations of Jaymart Group Holdings Public Company Limited and its subsidiaries (the "Company"). It covers the structure of the Committee, the Charter, meetings, performance evaluation and reporting of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee.

Structure of the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee

Composition

1. The Committee must be appointed by the Board of Directors.
2. The Committee shall consist of not fewer than three (3) directors.
3. The Committee shall comprise a majority of independent directors, together with directors who are involved in management, since they are close to the business operations and can contribute suggestions on the nomination of personnel, the proposal of remuneration, corporate governance and sustainable development.
4. The Chairman of the Committee shall be an independent director, in order to ensure transparency and genuine independence in performing the duties.
5. The Chairman of the Board of Directors shall not be the chairman or a member of the Committee, so that the Committee can perform its duties with genuine independence.
6. The Committee shall appoint the Secretary to the Committee.

Qualifications

1. Having integrity and being accountable for results.
2. Making decisions based on facts and sound reasoning.
3. Being mature and steady, and having the courage to express different and independent opinions.

4. Being committed to working on a principled basis and to professional standards.
5. Having the knowledge and expertise required in each area, so that the Board as a whole has a suitable mix of skills, for example accounting and finance, law and the Company's business.
6. In the case of an independent director, the person must have the qualifications required to hold office as a director or an independent director under the law on public limited companies and/or the law on securities and exchange, or other relevant laws, or under the criteria prescribed by the Capital Market Supervisory Board.

Term of Office

1. Members of the Committee shall hold office for a term corresponding to their term of office as directors of the Company.
2. If a member of the Committee vacates office before the end of the term, the Board of Directors shall appoint a director who is fully qualified to be a new member of the Committee in that person's place. The replacement shall hold office only for the remaining term of the member whom he or she replaces.

Vacation of Office

1. If a member retires from office as a director of the Company by rotation and is re-elected as a director of the Company, that director shall continue to serve as a member of the Committee for the remainder of his or her original term.
2. Resignation from the position of member of the Committee. The member must notify the Chairman of the Board of Directors of the intention to resign, together with the reasons, at least thirty (30) days in advance.
3. Death. In this case, the Board of Directors shall appoint a director who is fully qualified to be a member of the Committee in that person's place. The replacement shall hold office only for the remaining term of the member whom he or she replaces.
4. A resolution of the Board of Directors removing the member from office.

Charter of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee (Charter)

The Company has set out the duties and responsibilities of the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee (the "Committee") as follows:

1. Nomination and Remuneration

1.1. To recommend the structure, size and composition of the Board of Directors and the sub-committees, and to determine the qualifications, criteria and policy for considering and nominating persons who are proposed for selection as directors and members of the sub-committees, in line with the structure, size and composition of the Board as prescribed by the Company.

1.2. To consider and propose the names of persons to be appointed as directors of the Company, members of the sub-committees and the Chief Executive Officer, for submission to the Board of Directors and/or the shareholders' meeting where a position becomes vacant.

1.3. To consider the policy and guidelines for determining remuneration, both monetary and non-monetary, for the Board of Directors, the sub-committees and the Chief Executive Officer, so that it is consistent with the Company's performance and with other companies in the same industry, and to propose this to the Board of Directors and/or the shareholders' meeting of the Company for further approval.

1.4. To consider the criteria for evaluating the performance of the Chief Executive Officer of the Company and to propose them to the Board of Directors for consideration and opinion.

1.5. To review the development plan for the Chief Executive Officer and senior executives, so as to prepare a continuing succession plan in the event that the Chief Executive Officer or a senior executive in a given position retires or is unable to perform his or her duties, thereby enabling the Company's management to continue without interruption.

2. Corporate Governance

2.1. To establish and review the corporate governance policy and practices and the business code of conduct of Jaymart Group, so that they are consistent with the law, the regulations and the principles of good corporate governance issued by the authorities with legal supervisory powers, namely the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). This includes considering reports relating to significant regulatory compliance matters, in order to provide assurance that the Company operates in accordance with the policies and practices that have been established.

2.2. To consider recommendations arising from various assessments and to propose them to the Board of Directors, so that the corporate governance standards of Jaymart Group are continuously developed, raised and measurable.

2.3. To oversee the measures relating to the prevention of fraud and corruption so that they are effective and suitable for the context of Jaymart Group; to encourage directors, executives and employees at all levels to recognise their importance and to comply with the policy strictly; and to oversee the whistleblowing and complaint channels, including the process for handling complaints, so that they are effective and provide the highest level of security.

2.4. To ensure that the culture of corporate governance and the business code of conduct are communicated and disseminated to directors, executives and employees at all levels, so that they understand them and comply with them strictly.

2.5. To consider the guidelines and plans for arranging regular training and development for directors.

2.6. To ensure that the Company has a human rights policy and practices that are consistent with the United Nations Guiding Principles on Business and Human Rights (UNGPs) and with the guidance of the regulatory authorities, namely the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

2.7. To promote and monitor the Company's conduct of human rights due diligence (HRDD) in order to identify, assess and manage human rights risks that may arise for employees, contractors, business partners, customers and surrounding communities.

2.8. To promote the linkage between human rights work and the human resources policy and corporate culture, in order to support equality, diversity and respect for human dignity among personnel at all levels.

3. Driving the Business towards Sustainability

To oversee and give advice on the framework for sustainability management at the corporate level, so that it meets international standards, and to review the operating approach of Jaymart Group so that it remains consistent with changing circumstances and environmental factors, as follows:

3.1. To consider and determine the criteria, policies and operating strategies that will lead to the business goals and results of Jaymart Group in the economic, environmental, social and governance dimensions.

3.2. To consider the appointment of the Sustainability Development Management (SDM) working group, so that responsibility for sustainability work is shared and carried out continuously and with the greatest effectiveness.

3.3. To consider the determination of material sustainability topics (materiality) and to give opinions to the Board of Directors on the sustainability policy that is consistent with the good corporate governance framework of Jaymart Group, for approval by the Board of Directors.

3.4. To ensure that appropriate communication channels are in place to build confidence among shareholders and all groups of stakeholders (stakeholder engagement).

3.5. To provide advice on, and to consider and approve, the corporate governance and sustainable development report, for approval by the Board of Directors.

3.6. To set the direction for, and oversee, the Company's operations so that they are consistent with the principles of sustainable development and with the country's greenhouse gas emission reduction targets.

3.7. To promote the Company's assessment and disclosure of climate-related risks and opportunities in accordance with the guidance of the Task Force on Climate-related Financial Disclosures (TCFD) or other relevant frameworks.

3.8. To consider investment and business approaches that take into account sustainability in respect of the environment, energy and natural resources.

4. Human Resources Policy and Corporate Culture

4.1. To give opinions and recommendations on human resources policy so that it is consistent with the business strategy of Jaymart Group, including the improvement and development of personnel so that they have suitable numbers, knowledge, skills, experience and motivation.

4.2. To set the policy for, and oversee the preparation of, succession plans for the Chief Executive Officer, the Managing Director and other persons with management authority, identifying the individuals who will act in their place, together with a personnel development system to ensure readiness.

4.3. To consider and give opinions on plans for instilling and developing the corporate culture.

4.4. To have the authority to request information from relevant units and to invite relevant persons to attend meetings in order to provide necessary information.
4.5. To consider the tasks relating to good corporate governance and sustainable development, as well as anti-fraud and anti-corruption measures for Jaymart Group, as appropriate and as deemed suitable.
4.6. To take any action deemed appropriate so that corporate governance and the drive of Jaymart Group towards sustainability achieve the goals that have been set, or as assigned by the Board of Directors.
4.7. To take any action in accordance with the duties and responsibilities prescribed by law, notifications, regulations, rules or orders of the authorities and the relevant supervisory agencies.
4.8. In performing its duties in relation to corporate governance and sustainable development, the Committee may seek opinions from independent professional advisers or appoint a working group where it considers this necessary and appropriate. The Committee shall also arrange for directors to receive training and to strengthen their knowledge on matters relating to the Company's operations, with the Company bearing the related expenses.
4.9. To perform any other work as assigned by the Board of Directors of the Company.

Meetings of the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee

1. The Committee shall hold a meeting at least once a year.
2. The Chairman of the Committee may arrange for a meeting to be held by electronic means. Where a meeting is held by electronic means, the notice of the meeting may be sent by electronic mail.
3. At a meeting of the Committee, the presence of not fewer than one half of the total number of members shall constitute a quorum.
4. If the Chairman of the Committee is not present at the meeting or is unable to perform his or her duties, the members present shall elect one of their number to preside over the meeting.
5. A decision of the meeting shall be made by a majority of votes. In the event of a tie, the chairman of the meeting shall have a casting vote.

Performance Evaluation of the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee

1. The Committee should carry out a self-evaluation of its performance at least once a year, so that the members can jointly consider the results of their work and any problems, with a view to further improvement. Benchmarks should be established on a principled basis for comparison with the actual performance.
2. The performance evaluation of the Committee should be carried out both as a whole committee and on an individual basis. The criteria, procedures and overall evaluation results should also be disclosed in the annual registration statement / annual report (Form 56-1 One Report).

Reporting by the Nomination, Remuneration, Corporate Governance, and Sustainable Development Committee

The Committee shall report on the performance of its duties to the Board of Directors, and shall report on the performance of its duties during the past year to the shareholders in the annual registration statement / annual report (Form 56-1 One Report), with the following details:

1. The number of meetings held.
2. The number of meetings attended by each member of the Committee.
3. The results of the performance of the duties prescribed in this Charter.

Review of the Charter

The Board of Directors or the responsible unit shall review this policy at least once a year, or whenever there is due cause, in order to ensure that the policy remains appropriate and consistent with changing circumstances, laws, regulations and good corporate governance practices, and shall submit the results of the review to the Board of Directors for approval.

This Charter is announced and shall come into force from 11 November 2025 onwards.

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(Mr. Pisnu Pong-Acha)

Chairman of the Board of Directors

Approver of the Charter of the Nomination, Remuneration,

Corporate Governance, and Sustainable Development Committee

Revision History

Revision No.	Responsible Unit	Review Date	Effective Date	Details of Revision
REV00	Investor Relations	4 December 2023	8 December 2023	First issue
REV01	Investor Relations	12 February 2024	13 February 2024	Revision No. 1: added the subject of corporate governance for sustainability
REV01	Investor Relations	Board of Directors Meeting No. 6/2024 on 8 November 2024	13 February 2024	Annual review for 2024. No changes were made to the content. The existing version remains in force until the policy is revised.
REV02	Investor Relations	Board of Directors Meeting No. 1/2025 on 11 February 2025	12 February 2025	1. Changed the name of the Charter to align with the role and duties of the Committee, which now include responsibility for "corporate governance". 2. Amended Clause 2 Corporate Governance, sub-clauses 2.1–2.3, to add corporate governance responsibilities
REV03	Investor Relations	Board of Directors Meeting No. 7/2025 on 11 November 2025	11 November 2025	1. (Added) Responsibilities for overseeing human rights under the heading "Corporate Governance", clauses 2.6–2.8 2. (Added) Responsibilities for climate change under the heading "Driving the Business towards Sustainability", clauses 3.6–3.8