Nomination and Remuneration Committee Charter

Primo Service Solutions Public Company Limited

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1. Objectives

The Nomination and Remuneration Committee **("the Committee")** has been established to recruit qualified candidates to serve as company directors, sub-committees members, and senior executives of the Company, as well as the chief executives of subsidiaries or associates. Additionally, the Committee is responsible for reviewing and structuring the forms and criteria for the remuneration of company directors, sub-committees members, senior executives of the Company, and the chief executives of subsidiaries or associates. These shall be proposed to the Board of Directors and/or submitted to the shareholders' meeting for further approval (as the case may be).

2. Composition

The Committee shall consist of company directors and/or any other persons as deemed appropriate, with a minimum of 3 members, the majority of whom must be independent directors. Furthermore, if it is necessary to include executive directors on the Committee, such executive directors should not participate in the determination of remuneration for the Company's senior executives, as well as the chief executives of subsidiaries or associates.

The Chairman of the Committee should be an independent director, who may be appointed either by the Board of Directors or by the Nomination and Remuneration Committee through an internal election to select one of its members as the Chairman.

The Committee may appoint a secretary to assist with its operations, including scheduling meetings, preparing agendas, distributing supporting documents, and recording minutes of meetings. In this regard, the Nomination and Remuneration Committee has the authority to determine the remuneration for the secretary as it deems appropriate and suitable.

The Board of Directors or the Committee may appoint any person as deemed appropriate to serve as an advisor to the Committee.

3. Appointment

The Board of Directors shall appoint persons who meet all the qualifications specified in Clause 4 to serve as members of the Committee. In this regard, members of the Committee whose terms have expired may be reappointed.

Members of the Committee are not required to be company directors.

4. Qualifications

Members of the Committee must possess the knowledge, capabilities, and experience that will effectively benefit the performance of the Committee's duties. They must demonstrate honesty, integrity, and business ethics, and have sufficient time to fully dedicate their knowledge, capabilities, and efforts to performing their duties for the Company.

5. Term of Office

1. Members of the Committee shall hold office for a term of 3 years, which shall align with their term of office as a company director (in the case where a member of the Committee also serves as a company director).

   In the case where a member of the Committee is an external individual, such member shall hold office for a term of 3 years.

2. In the event that a member of the Committee completes their term of office or is unable to serve until the expiration of their term, resulting in the total number of Committee members falling below 3 persons, the Board of Directors shall appoint a new member to fulfill the required composition specified in this Charter to ensure continuity in the Committee's performance of duties. In this regard, the person appointed to fill the vacancy shall hold office only for the remaining term of the member whom they replace.

3. In addition to retirement upon the expiration of the term of office as mentioned above, a member of the Committee shall vacate office upon the occurrence of any of the following events:

   3.1 Death

   3.2 Resignation

   3.3 Disqualification or failure to meet the qualifications required for a member of the Committee as specified in this Charter.

   3.4 Vacation of office as a company director (in the case where the Committee member also serves as a company director).

   3.5 Removal from office by a resolution of the Board of Directors.

   Any member of the Committee wishing to resign from office shall submit a resignation letter to the Company. Such resignation shall take effect from the date specified in the resignation letter.

6. Duties and Responsibilities

The Board of Directors has delegated to the Committee the authority, duties, and responsibilities to recruit personnel who play significant roles in the Company's operations, as well as to determine appropriate remuneration aligned with the performance of directors and executives. The key authority, duties, and responsibilities of the Committee are as follows:

<u>Nomination</u>

1. To consider and establish the criteria and procedures for the recruitment of company directors, sub-committees members, and senior executives of the Company, as well as the chief executives of subsidiaries or associates.

2. To consider the structure, size, and composition, and to define the qualifications of the Board of Directors and sub-committees to ensure appropriateness with the Company's strategy and changing circumstances.

3. To consider, recruit, select, and nominate qualified individuals with appropriate knowledge and expertise to serve as company directors, sub-committees members,

senior executives of the Company, and the chief executives of subsidiaries or associates. This includes reviewing the backgrounds of such individuals to ensure they possess full qualifications under the relevant laws and do not have any conflicts or contradictions with the laws related to the Company's business operations, before presenting recommendations to the Board of Directors.

In this regard, for the appointment of company directors to replace directors who vacate office prior to the expiration of their term, recommendations shall be presented to the Board of Directors. For the appointment of company directors to replace directors who vacate office upon the expiration of their term, recommendations shall be presented to both the Board of Directors and the shareholders' meeting to support the appointment process, ensuring that shareholders receive adequate information regarding the nominated individuals to make informed decisions.

4. To oversee the formulation of a Succession Plan for the positions of Chief Executive Officer and senior executives, ensuring preparation for cases where the Chief Executive Officer or senior executives retire, resign, or are unable to perform their duties, so that the Company's operations can continue seamlessly. In this regard, the Committee shall periodically report the progress of the Succession Plan to the Board of Directors for acknowledgment at least once a year, and shall supervise human resources management and development to ensure that personnel possess appropriate levels of knowledge, skills, experience, and motivation.
5. To establish a Director Development Plan to enhance the knowledge of both current and newly appointed directors, enabling them to understand the business in which they serve, their roles and duties, and significant relevant developments, such as industry conditions, rules, and laws related to the Company's business operations.
6. To review the criteria and procedures for the recruitment of company directors for proposal to the Board of Directors prior to the nomination of directors whose terms are due to expire.
7. To assess the independence of each independent director to ensure that all of the Company's independent directors are fully qualified.
8. In the event that the Committee nominates retiring directors for reappointment, the Committee shall evaluate the performance of such directors. The performance evaluation results, contributions, and records of attendance at both Board of Directors and shareholders' meetings should be presented to the shareholders to support their consideration.
9. To consider the formats and establish development plans for company directors, sub-committees members, senior executives of the Company, and the chief executives of subsidiaries or associates. This aims to enhance the knowledge of both current and newly appointed personnel, enabling them to understand the Company's business, their roles and duties, and significant relevant developments, such as economic and industry conditions, as well as rules or laws related to the Company's business operations.
10. To perform any other duties as delegated by the Board of Directors with the approval of the Nomination and Remuneration Committee.

<u>Determination of Remuneration</u>

1. To consider and formulate policies and criteria for determining remuneration and other benefits—including fixed remuneration (such as retainer fees and meeting allowances)

and performance-based remuneration (such as bonuses and gratuities), or any other forms of remuneration as deemed appropriate (whether in cash, securities, or any other benefits)—for company directors, sub-committees members, senior executives of the Company, and the chief executives of subsidiaries or associates. This also includes reviewing salary adjustments for the Company's senior executives and the chief executives of subsidiaries or associates, to be proposed to the Board of Directors' meeting and/or the shareholders' meeting for further consideration and approval, as the case may be. In this regard, directors' remuneration should be comparable to industry standards and linked to the value created for shareholders. However, it should not be set at an excessively high level that leads to an overemphasis on short-term results. Furthermore, the Committee shall consider guidelines for determining the remuneration of the Company's senior executives and the chief executives of subsidiaries or associates to align with the Company's primary objectives and goals, as well as the experience, duties, scope of roles and responsibilities, and expected contributions of each individual director or senior executive, while remaining consistent with the long-term interests of the Company.

2. To formulate policies and criteria for the performance evaluation of the Board of Directors, sub-committees, senior executives of the Company, and the chief executives of subsidiaries or associates in order to determine their annual remuneration, as well as to review performance outcomes, obstacles, and challenges each year so that the evaluation results can be utilized for operational development and improvement across various areas, and to present such matters to the Board of Directors for approval.

3. To consider the terms and conditions for the offering of securities or warrants to purchase shares to directors and employees (if any).

4. To disclose the policies and criteria for determining remuneration and other benefits, and to prepare a remuneration report to be included in the Company's annual report, which must encompass the disclosure of both the forms and amounts of remuneration. In this regard, the disclosed remuneration amount shall also include any remuneration each director receives from serving as a director of subsidiaries (if any).

5. To perform any other duties as delegated by the Board of Directors with the approval of the Committee.

6. The Committee is responsible for reviewing and proposing amendments to its scope of authority, duties, and responsibilities to the Board of Directors for consideration, ensuring alignment with changing circumstances.

7. Meetings

1. Meetings of the Nomination and Remuneration Committee shall be held at least 2 a year or as appropriate. For every Committee meeting, the secretary of the Committee, in consultation with the Chairman of the Committee, shall determine the meeting agenda in advance.

2. The Chairman of the Committee, or a Committee member designated by the Chairman, shall determine the date, time, and venue of the meetings. The meeting venue may be specified at a location other than the area where the Company's head office is located or neighboring provinces. If the Chairman or the designated Committee member does not specify a venue, the Company's head office shall be used as the meeting venue.

3. In calling a meeting of the Nomination and Remuneration Committee, the Chairman of the Committee or a designated person shall send a notice of the meeting or deliver it directly to the Committee members specifying the date, time, venue, and the business to be transacted, to the members not less than 7 days prior to the meeting date. Except in cases of necessity or urgency to protect the rights or interests of the Company, the meeting notice may be given by other means, or the meeting date may be scheduled sooner.

   For each meeting, the Chairman of the Committee or a designated person may determine that the meeting be conducted via electronic media. Such meeting held via electronic media shall have the same effect as a meeting attended by the Committee members at the same physical venue, in accordance with the procedures prescribed by law and this Charter.

4. At every meeting of the Nomination and Remuneration Committee, at least one-half of the total number of Committee members must be present to constitute a quorum. In the event that the Chairman of the Committee is not present at the meeting or is unable to perform their duties, the Committee members present shall elect one among themselves to act as the chairman of the meeting.

5. Resolutions of the Committee shall be passed by a majority vote. If any Committee member objects to such resolution, the objection shall be recorded in the minutes of the meeting.

6. In voting, each Committee member shall have one vote. However, any Committee member who has a conflict of interest in any matter shall have no right to vote on that particular matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.

7. The Chairman of the Nomination and Remuneration Committee, or a person designated by the Chairman, shall report the outcomes of the meeting to the Board of Directors at its next meeting for acknowledgment on every occasion.

8. Reporting

The Nomination and Remuneration Committee shall report its performance to the Board of Directors, as well as report its performance during the past year to the shareholders in the Company's annual report, disclosing at least the following details:

1. The number of meeting held
2. Attendance of each member of the Nomination and Remuneration Committee
3. Remuneration of the members of Nomination and Remuneration Committee
4. Results of the performance of duties in accordance with the prescribed Charter

9. Performance Evaluation

The Nomination and Remuneration Committee shall conduct an annual performance evaluation and report any obstacles or challenges that prevent its operations from achieving the objectives (if any) to the Board of Directors for acknowledgment, as well as summarize its performance outcomes in the Company's annual report.

10. Review and Amendment of the Charter

The Nomination and Remuneration Committee shall regularly review and assess the appropriateness of this Charter at least once a year for the Board of Directors' consideration and approval. This is to ensure that the contents of the Charter remain aligned with the Company's objectives and management operations, and the Committee shall recommend any amendments as deemed appropriate.

Note: The review of this Charter was considered and approved by Resolution of the Board of Directors Meeting No. 2/2026 held on 26 February 2026.

-Signature-

(**Mr. Marote Vananan**)

Chairman of the Board
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