

Nomination and Appointment of Director and Top Management Policy and Succession Plan

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N.D. Rubber Public Company Limited

Nomination and Appointment of Director and Top Management Policy

1. Nomination and Selection of Directors and Independent Directors

1) In case of nomination of the Board of Directors

To ensure that the nomination and appointment of the Company's directors is carried out with rules, transparency and in accordance with the principles of good corporate governance, therefore, the Board of Directors has appointed the Nomination and Remuneration Committee of 3 persons to consider the nomination of directors when the position of the Company's directors is vacant or a director due to retire by rotation. The Nomination and Remuneration Committee is responsible for nomination and select the appropriate persons to be nominated as directors by considering the followings.

- From giving opportunities to shareholders nominate a qualified person to be considered for election as a director.
- Qualifications of the person nominated for the position of director must be qualified according to the law and related regulations such as the Public Limited Companies Act and the Company's Articles of Association including the principles of good corporate governance of the Company.
- Consider the criteria for nominating company directors to be in accordance with the regulations of the Stock Exchange of Thailand.
- Emphasis is placed on those who have experience, professions, qualifications in various fields such as business, law, accounting, economics, and management, etc. which the committee still lacks by considering the skills and expertise (Skill Matrix) that are essential to the Company's business first and foremost without limitation or discrimination of gender and race or any distinction to ensure that the composition of the Board of Directors is complete and in the best interests of the Company.
- In the case of nominating the appointment of the former director, considering the performance of the previous year, providing useful suggestions and ideas dedicating time to the organization and participating in various activities of the said director.
- Consider conflicts of interest of those nominated.

2) In case of nomination of Independent Directors

In selecting and proposing the appointment of independent directors, other than considering the process of nomination and appointment of the Board of Directors, must consider the number of independent directors and consider other criteria as follows:

- Consider the requirements of the Securities and Exchange Commission, such as the proportion of independent directors in the Board of Directors.
- Consider according to the definition of independent directors of the Company who must have independent qualifications as specified in the Good Corporate Governance Policy and disclosed on the Company website.

2. Nomination and Appointment of Top Management (Managing Director)

Appointing Managing Director to replace the vacant position, the Nomination and Remuneration Committee will consider the following:

- Knowledge and ability to run business and is a person who has skills, experiences, professions, specific qualifications in various fields, that are extremely necessary and beneficial to the Company's business.
- Experience in corporate leadership and have high leadership.
- Recognized by relevant business organization.
- Approved by the Board of Directors.
- Conflicts of Interest

Succession Plan

The Company has a plan to select personnel who will be responsible for important positions at all levels to be appropriate and transparent to ensure that the Company has executives who are professional. The Human Resources Department will prepare the succession plan for Managing Director and executive of the Company and propose to the Executive Committee for consideration. The details are as follows:

1. **Managing Director** When the position of Managing Director is vacant or the person in the position is unable to perform the duties, the Company will assign executives at a similar level or a deputy acting in the position until the recruitment and selection of qualified persons according to the criteria set by the Company is completed. The selected person must be a visionary, knowledge, experience and is appropriate to the

corporate culture. The Human Resources Department will propose a list of selected candidates to the Executive Committee to consider, then propose to the Nomination and Remuneration Committee to consider and appoint of an appropriate person to take the position.

2. **Top Management** When the Top Management positions (General Manager Level) or the person in the position is unable to perform duties, the Human Resources Department will present the selected successors to the Board of Directors for consideration and approval of appointment. In this regard, the succession planning of the Company at the executive level, there are steps as follows:

- Analyze the situation, business strategy, investment policy and expansion plan.
- Assess the readiness of manpower in accordance with the Company's strategy both in the short-term and in the long-term.
- Determine a plan to build the readiness of manpower by developing or recruiting employees to replace the person who left.
- Create a recruiting plan and develop/train employee in advance, prior to the employee retires or early retirement.
- Define competence, which means knowledge, skills, personality and desirable attitudes of employees in that position and make an individual development plan.
- Select and evaluate the work and assess the potential of employees to determine their suitability.
- Run testing and assessment of personnel to analyze the potential of employees.
- Identify successors from potential assessment and analysis employee contributions. The employee must be notified in advance in order to prepare for the assignment.
- Develop and assess employees who are expected to be successors. If such person is unable to develop and produce the results as expected, the person can be changed.

The Nomination and Appointment of Director and Top Management Policy and Succession Plan, is considered and approved by the Board of Directors Meeting No. 4/2022 on 10 November 2022.



(Mr. Pongsak Swadwan)
Chairman of the Board of Director
N.D. Rubber Public Company Limited