

**Saksiam Leasing Public Company Limited**  
**Board of Directors Qualifications and Nomination Policy**

### **1. Principles**

The nomination and selection of company directors is highly important according to corporate governance principles, as the Board of Directors plays a crucial role in determining strategies and business directions for the sustainable growth of the Company. Therefore, the Board of Directors deemed it appropriate to establish the Policy on Determining Qualifications and Nominating Company Directors. Sustainable organizational growth.

### **2. Guidelines for Determining Qualifications and Nominating Company Directors**

The Board of Directors should consist of directors who possess complete qualifications and do not have any prohibited characteristics as prescribed by laws and the Company's Articles of Association. They should possess Board Diversity in terms of skills, experience, knowledge, and unique expertise beneficial to the Company. This includes appropriately considering the proportion of independent directors and female directors, as well as not restricting or discriminating based on gender, age, race, ethnicity, nationality, origin, cultural background, and religion, among others. This is to enable the Company to achieve its business objectives and goals, and to support the Company's management in accordance with corporate governance principles. This approach fosters fairness, transparency, and the ability to generate returns and increase long-term value for shareholders, while building confidence among all stakeholders, ultimately leading the Company towards sustainable growth.

### **3. Qualifications of Company Directors**

The Board of Directors assigns the Nomination and Remuneration Committee to consider and nominate suitably qualified individuals to replace directors who retire by rotation or in other cases. These nominations are then proposed to the Board of Directors and/or the shareholders' meeting for election consideration. The Nomination and Remuneration Committee selects from qualified individuals with diverse professional backgrounds and expertise, possessing leadership, broad vision, morality, and ethics. They must have a transparent, unblemished work history, and the ability to express opinions independently. The following core components should be considered:

#### **3.1 Personal Attributes**

The Nomination and Remuneration Committee should consider and define the personal attributes of individuals to be selected and nominated as directors in various aspects, such as:

- Integrity and Accountability.
- Informed Judgment.
- Maturity and emotional stability, being a good listener, and having the courage to express different and independent opinions.

- Commitment to working with principles and professional standards.
- Other attributes that the Nomination and Remuneration Committee deems important.

### **3.2 Required Knowledge and Expertise**

The Nomination and Remuneration Committee should consider determining the composition of specialized knowledge and expertise required within the Board and prepare a Board Skills Matrix. This matrix is used to support the nomination and proposal of suitable individuals with the necessary specialized knowledge and expertise. This enables the Board to determine strategies and policies, and effectively oversee their implementation. Examples of such expertise include knowledge in the Company's core business or industry, marketing, accounting and finance, corporate management, vision and strategy formulation, innovation and technology, law, risk management, economics and investment, Environment, Social and Governance (ESG). It also includes other areas deemed necessary for the Company over the next 3-5 years, such as E-commerce, Research and Development, Merger & Acquisition, Cybersecurity skills, Data Management, and experience in corporate management.

### **3.3 Board Diversity**

In addition to determining the two aforementioned components, the Nomination and Remuneration Committee may also consider establishing guidelines regarding the diversity of other qualifications for the entire Board. These include diversity in gender, age, race, ethnicity, nationality, origin, cultural background, and religion, etc.

## **4. Qualifications of Independent Directors**

- (1) Holding no more than 1 percent of the total voting shares of the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company. This includes shares held by related persons of that independent director.
- (2) Not being or having been an executive director, employee, staff member, salaried advisor, or controlling person of the Company, unless such characteristics have lapsed for not less than 2 years prior to the appointment date.
- (3) Not being a person related by blood or legal registration as a father, mother, spouse, sibling, and child, including the spouse of the children of executives, major shareholders, controlling persons, or persons nominated to be executives or controlling persons of the Company.
- (4) Not having or having had a business relationship with the Company, subsidiary, associated company, major shareholder, or controlling person of the Company in a manner that may interfere with their independent judgment. This includes not being or having been a significant shareholder or controlling person of anyone having a business relationship with the Company, major shareholder, or controlling person,

unless such characteristics have lapsed for not less than 2 years prior to the appointment date.

- (5) Not being or having been an auditor of the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company. Also, not being a significant shareholder, controlling person, or partner of an audit firm which employs the auditor of the Company, parent company, subsidiary, associated company, major shareholder, or controlling person, unless such characteristics have lapsed for not less than 2 years prior to the appointment date.
- (6) Not being or having been a provider of any professional services, including legal or financial advisory services, receiving service fees exceeding 2 million baht per year from the Company, parent company, subsidiary, associated company, major shareholder, or controlling person of the Company. Also, not being a significant shareholder, controlling person, or partner of the professional service provider, unless such characteristics have lapsed for not less than 2 years prior to the appointment date.
- (7) Not being a director appointed as a representative of the Company's directors, major shareholders, or shareholders who are related to the major shareholders.
- (8) Not operating a business of the same nature and in significant competition with the business of the Company or its subsidiaries. Also, not being a significant partner in a partnership, or an executive director, employee, staff member, salaried advisor, or holding more than 1 percent of the total voting shares of another company operating a business of the same nature and in significant competition with the Company or its subsidiaries.
- (9) Not having any other characteristics that make them incapable of expressing independent opinions regarding the Company's operations.

## **5. Nomination and Selection Process**

The nomination and selection of new directors consist of 4 steps, detailed as follows:

### **5.1 Preparation**

To enable the Nomination and Remuneration Committee to consider, determine guidelines, and plan the nomination of suitably qualified individuals for election as new directors thoroughly and in a timely manner. The Secretary to the Nomination and Remuneration Committee has the duty to prepare the following and propose them to the Nomination and Remuneration Committee meeting for consideration:

- Review the knowledge, capabilities, skills, and experience of directors in the Board Skills Matrix.
- Prepare a schedule of term expirations, including sub-committee term expirations for each director.
- Review the Company's determination of independent director qualifications.

- Compile guidelines for considering the nomination of company directors, qualification requirements for individuals holding the director position per Board resolutions, relevant corporate governance guidelines of the Company, and good corporate governance guidelines regarding director nomination from relevant agencies/organizations, such as the Securities and Exchange Commission (SEC) and the Thai Institute of Directors (IOD).
- Propose an operational timeline aligning with the meeting schedules of the Nomination and Remuneration Committee, the Board of Directors, and the shareholders' meeting.

## **5.2 Sourcing**

Sourcing suitably qualified individuals for selection as new directors should be considered from various sources as follows:

### *5.2.1 Proposing new director names*

In the process of proposing new directors, the Company will provide an opportunity for no less than 2 months for all shareholders to propose individuals for election as new directors in accordance with specified criteria and procedures. This ensures that minority shareholders can participate in the nomination and appointment of directors, and are assured they can elect independent directors to safeguard their interests. Additionally, the Board of Directors can propose individuals deemed appropriately qualified according to the Board Skills Matrix and aligned with business strategies. The Nomination and Remuneration Committee will review and propose these to the Board of Directors' meeting for approval within an appropriate and sufficient timeframe for subsequent selection and election proposals. The Company Secretary will then inform the SET of the timeframe and details, and publish them on the Company's website.

### *5.2.2 Compiling names from reliable sources*

The Secretary to the Nomination and Remuneration Committee will compile a list of individuals capable of being Chartered Directors from the Thai Institute of Directors and a list of directors from SET-listed companies whose qualifications align with the Company's Board Skills Matrix. These will be proposed to the Nomination and Remuneration Committee meeting for consideration.

## **5.3 Selection**

The Secretary to the Nomination and Remuneration Committee compiles the names obtained from step 5.2 and proposes them to the Nomination and Remuneration Committee meeting for consideration.

The Nomination and Remuneration Committee meeting (excluding directors with conflicts of interest) will evaluate the suitability of candidates' qualifications against the Board Skills Matrix. This is to screen and select suitable individuals as new directors from the list in step 5.2, in accordance with the Policy on Determining Qualifications and Nominating Company Directors. Consideration is given to the diversity of the Board's structure, the directors' time

dedication, and selecting individuals with knowledge, expertise, or experience that will provide beneficial advice in determining business strategies and policies in line with sustainable development guidelines, for proposal to the Board of Directors' meeting.

The Secretary to the Nomination and Remuneration Committee and/or the Company Secretary will conduct a preliminary verification of the qualifications of the nominated candidates using relevant public information sources regarding their directorships or executive roles in other entities that may cause a conflict of interest with the Company, as well as their qualifications as independent directors.

In the case of proposing a current director for reappointment, consideration shall be given to that director's time dedication and performance during their tenure. They must not hold directorships in more than 5 companies listed on the Stock Exchange of Thailand to ensure their working efficiency does not decline.

In the case of proposing an independent director, their independence shall be evaluated according to the criteria set by the SEC and the Company. The necessity of recruiting additional independent directors shall also be considered if current independent directors are found to lack qualifications. This ensures the Company's Board structure complies with the policy set by the Board of Directors. The term of office for independent directors shall also be considered; an independent director may hold office continuously for no more than 9 years from the date of their first appointment. Should such an independent director be re-appointed, the Board should reasonably consider the necessity of doing so.

## **5.4 Election**

### *5.4.1 Election of directors to replace those retiring by rotation*

The Board of Directors (excluding directors with conflicts of interest) will thoroughly and carefully consider the qualifications of the individuals nominated by the Nomination and Remuneration Committee on an individual basis. This is to propose suitable candidates to the Annual General Meeting of Shareholders for the election of directors.

The Board of Directors' meeting may assign the Managing Director and/or an appropriate director to approach the individuals approved by the Board to accept the nomination for election, and report the progress of approaching the nominated individuals to the Board for acknowledgment or consideration.

### *5.4.2 Election of directors to replace those resigning prior to term expiration*

Proceed with the same process as the election of directors replacing those retiring by rotation. However, the Board of Directors' meeting is the one to consider and elect the director, without needing to propose it to the shareholders' meeting for election.

Furthermore, if a director resigns during the year and the remaining term is less than 2 months, the law requires the shareholders' meeting to elect a director to replace the resigning director.

## 6. Core Qualifications of Company Directors and Board Skills Matrix

### Part 1: Core Qualifications of Company Directors

Attributes that all company directors should possess, in addition to legally required qualifications, and must maintain throughout their tenure as a company director, are as follows:

- Integrity and Accountability.
- Informed Judgment.
- Maturity and emotional stability, being a good listener, and having the courage to express different and independent opinions.
- Commitment to working with principles and professional standards.
- Other attributes that the Nomination and Remuneration Committee deems important.

### Part 2: Board Skills Matrix

Specific attributes regarding diverse knowledge, expertise, and experiences possessed by individual directors that will support the Company's business.

#### *Required Knowledge, Expertise, or Experience*

##### 1. Macro-management

- 1.1 The Company's core business or industry
- 1.2 Other large-scale businesses or industries
- 1.3 Corporate management in the ASEAN region
- 1.4 Economics and investment
- 1.5 Policy formulation, strategic planning, and Global Vision
- 1.6 International affairs (monitoring and understanding economic, social, and political situations)
- 1.7 Risk management and crisis management

##### 2. Specific knowledge, skills, or experiences

- 2.1 Law
- 2.2 Marketing
- 2.3 e-Commerce/Online Marketplace
- 2.4 Accounting/ Financial Literacy
- 2.5 Finance
- 2.6 Information Technology and Cybersecurity
- 2.7 Data Management
- 2.8 Human Capital Management
- 2.9 Merger & Acquisition
- 2.10 Joint venture/Strategic Partnership (domestic and international)
- 2.11 Occupational Safety, Health, and Environment

##### 3. Environmental, Social & Governance (ESG)

- 3.1 Environmental, Social & Governance (ESG) and Sustainable Development Goals (SDGs)

This Board of Directors Qualifications and Nomination Policy was approved by the Board of Directors at Meeting No. 4/2023 on June 23, 2023.

Announced on June 23, 2023.

(Mr. Siwaphong Boonsalee)

Managing Director