

Saksiam Leasing Public Company Limited

Board of Directors' Qualifications and Nomination Policy

1. Principles

The nomination and selection of directors is of utmost importance under the principles of corporate governance, as the Board of Directors plays a crucial role in defining the company's strategy and direction toward sustainable growth. The Board of Directors therefore deems it appropriate to establish a policy on director qualifications and nomination.

2. Guidelines on Director Qualifications and Nomination

The Board of Directors should comprise individuals who are fully qualified and not prohibited by law or the company's Articles of Association. The Board should embrace diversity in terms of skills, experience, knowledge, and expertise that benefit the company, while considering the appropriate proportion of independent directors and female directors. No restrictions or discrimination shall be placed on gender, age, race, ethnicity, nationality, origin, cultural background, or religion. This ensures that the company achieves its business objectives and goals, while also promoting corporate governance practices that emphasize fairness, transparency, long-term shareholder value creation, and stakeholder confidence, thereby fostering sustainable growth.

3. Qualifications of Directors

The Board of Directors assigns the Nomination and Remuneration Committee (NRC) to nominate suitably qualified individuals to replace directors who retire by rotation or in other circumstances, and propose such candidates to the Board and/or shareholders for consideration and election. The NRC shall select candidates from professionals with diverse backgrounds and expertise, who demonstrate leadership, vision, integrity, and ethics, with a transparent track record and the ability to express independent opinions. The following key aspects should be considered:

3.1 Personal Attributes

The NRC should determine the personal attributes of nominees to be proposed for directorship, including:

- Integrity and Accountability

- Informed Judgment
- Emotional maturity, stability, and the ability to listen and express independent, differing views
 - Commitment to principled and professional conduct
 - Other attributes deemed significant by the NRC

3.2 Required Knowledge and Expertise

The NRC should define the composition of knowledge and expertise essential for the Board and develop a Board Skills Matrix to support the nomination process. This ensures that directors collectively possess the competencies necessary for effective strategy-setting, policy-making, and oversight. Required expertise includes the company's core business or industry, marketing, accounting and finance, organizational management, strategy and vision setting, innovation and technology, legal affairs, risk management, economics and investment, as well as ESG (Environment, Social and Governance). Other emerging areas may also be considered, such as ecommerce, research and development, mergers and acquisitions, cybersecurity, data management, and organizational leadership.

3.3 Board Diversity

In addition to the above, the NRC may establish guidelines on other diversity attributes, such as gender, age, race, ethnicity, nationality, origin, cultural background, and religion.

4. Qualifications of Independent Directors

- (1) Hold no more than 1% of total voting shares of the company, subsidiaries, associates, major shareholders, or controlling persons, including shares held by related persons of the director.
- (2) Not be, nor have been within the past 2 years, an executive director, employee, staff, salaried advisor, or controlling person of the company.
- (3) Not have family relationships by blood or legal registration (parents, spouse, siblings, children, or spouses of children) with executives, major shareholders, controlling persons, or nominees thereof.
- (4) Have no current or recent (within 2 years) business relationships with the company, subsidiaries, associates, major shareholders, or controlling persons that could interfere with independent judgment.
- (5) Not be, nor have been within the past 2 years, the company's auditor or a material shareholder, partner, or executive of the audit firm.

- (6) Not be, nor have been within the past 2 years, a professional advisor (legal or financial) receiving fees exceeding THB 2 million per year from the company, subsidiaries, associates, major shareholders, or controlling persons.
- (7) Not be appointed as a representative of company directors, major shareholders, or related shareholders.
- (8) Not engage in any business in material competition with the company or subsidiaries, nor hold more than 1% voting shares in competitors.
 - (9) Have no other characteristics that impair the ability to provide independent judgment.

5. Nomination and Selection Process

The nomination and selection of new directors consists of 4 steps.

5.1 Preparation

In order for the Nomination and Remuneration Committee (NRC) to carefully establish guidelines and plan the nomination of suitably qualified individuals for election as new directors in a timely manner, the Secretary of the NRC shall have the following duties and present them to the NRC meeting for consideration:

- Review the knowledge, competencies, skills, and experience of directors in the Board Skills Matrix.
- Prepare a schedule of directors' tenure, including their terms in sub-committees.
- Review the company's independent director qualifications.
- Compile guidelines for nominating directors, including qualification requirements as determined by the Board of Directors, the company's corporate governance principles, and good governance practices issued by relevant organizations, such as the Securities and Exchange Commission (SEC) and the Thai Institute of Directors (IOD).
- Propose a nomination timeline that aligns with the meeting schedules of the NRC, the Board of Directors, and the shareholders.

5.2 Sourcing Candidates

The sourcing of qualified candidates for consideration as new directors should be carried out through the following channels:

5.2.1 Shareholder Proposals

In the director nomination process, the company shall provide shareholders with a period of not less than two months to propose individuals for consideration as new directors, in accordance with the criteria and procedures specified. This allows minority shareholders to

participate in the nomination and appointment process and ensures that they have the opportunity to elect independent directors to safeguard their interests. In addition, the Board of Directors may also propose individuals deemed qualified in line with the Board Skills Matrix and consistent with the company's business strategy. The Nomination and Remuneration Committee (NRC) shall consider such proposals and submit them to the Board of Directors for approval, ensuring sufficient time for proper consideration before proceeding to the election stage. The Company Secretary shall notify the Stock Exchange of Thailand (SET) of the nomination period and relevant details, as well as disclose such information on the company's website.

5.2.2 Credible Sources

The Secretary of the NRC shall compile a list of potential candidates from credible sources, such as Chartered Directors certified by the Thai Institute of Directors (IOD) and directors of listed companies in the Stock Exchange of Thailand who possess qualifications aligned with the company's Board Skills Matrix, for submission to the NRC for consideration.

5.3 Selection

The Secretary of the Nomination and Remuneration Committee (NRC) shall compile the list of candidates obtained from Step 5.2 and submit it to the NRC meeting for consideration.

The NRC (excluding directors with conflicts of interest) shall evaluate the suitability of candidates based on the Board Skills Matrix to shortlist those most qualified for directorship. The assessment shall align with the company's policy on director qualifications and nomination, taking into account board diversity, directors' time commitment, and the selection of individuals with knowledge, expertise, or experience that would contribute valuable advice to the company's strategy and business policies in line with sustainable development practices. The shortlisted candidates shall then be submitted to the Board of Directors for consideration.

The Secretary of the NRC and/or the Company Secretary shall conduct preliminary background checks on nominees using relevant public sources regarding their directorships or executive positions in other companies, in order to prevent potential conflicts of interest and to verify their eligibility as independent directors.

For re-nomination of incumbent directors, the NRC shall consider the director's time commitment, past performance, and compliance with the rule limiting directors to no more than five listed companies on the Stock Exchange of Thailand, to ensure work efficiency is not compromised.

For the nomination of independent directors, the NRC shall assess independence in accordance with the criteria set forth by the Securities and Exchange Commission (SEC) and the

company, and evaluate the necessity of nominating additional independent directors in cases where existing ones no longer qualify. The Board structure must comply with the company's policy. Independent directors may serve for a maximum of nine consecutive years from their initial appointment. In cases where an independent director is to be re-appointed beyond this term, the Board must carefully and reasonably consider the necessity of such appointment.

5.4 Election

5.4.1 Election of Directors in Place of Those Retiring by Rotation

The Board of Directors (excluding directors with conflicts of interest) shall carefully and thoroughly consider the qualifications of the nominees proposed by the Nomination and Remuneration Committee on an individual basis, in order to nominate suitable candidates for election at the Annual General Meeting of Shareholders.

The Board of Directors may assign the Managing Director and/or appropriate directors to approach and invite those who have been approved by the Board to stand for election as directors, and to report the progress of such invitations back to the Board for acknowledgement or further consideration.

5.4.2 Election of Directors to Fill Casual Vacancies

The process shall be conducted in the same manner as the election of directors in place of those retiring by rotation. However, in this case, the election shall be made by the Board of Directors without the need for shareholder approval.

In the event that a director resigns with less than two months remaining in his or her term, the law requires that the shareholders' meeting elect a director to replace the resigning director.

6. Core Qualifications and Board Skills Matrix

Part 1 Core Qualifications

All directors, throughout their tenure, must consistently demonstrate

- Integrity and Accountability
- Informed Judgment
- Emotional maturity and independence
- Professionalism and adherence to principles
- Other attributes deemed important by the NRC

Part 2 Board Skills Matrix

The Board collectively should encompass diverse knowledge, skills, and experience to effectively support the company's operations

Knowledge, expertise or experience that should be possessed
1. Macro-management
1.1 Core business or industry of the company
1.2 Other major industries
1.3 Regional management in ASEAN
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 trends)
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 / Cybersecurity
2.7 Data management
2.8 Human capital management
2.9 Mergers & acquisitions
2.10 Strategic partnerships (domestic and international)
2.11 Safety, occupational health, and workplace environment
3. Environmental, Social & Governance (ESG)
3.1 Environmental, Social & Governance (ESG) Sustainable Development Goals (SDGs)

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

Announced on June 23, 2023

Mr. Siwaphong Boonsalee

Managing Director