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Charter of the Human Resources, Remuneration, and Corporate Governance Committee

ASTRA ENTERPRISE Public Company Limited

Revised Version

pursuant to the resolution of the Board of Directors' Meeting No. 11/2025 held on 25 August 2025

Charter of the Human Resources, Remuneration, and Corporate Governance Committee

1. Objective

The Board of Directors considers it appropriate to establish the Charter of the Human Resources, Remuneration, and Corporate Governance Committee in order to consolidate the Committee's composition, responsibilities, and guidelines as assigned by the Board. This is to ensure that the Human Resources, Remuneration, and Corporate Governance Committee can perform its duties fairly, appropriately, and transparently, in accordance with good corporate governance principles, thereby fostering confidence and credibility among stakeholders.

In addition, the Human Resources, Remuneration, and Corporate Governance Committee is responsible for supporting the Board of Directors in setting governance policies and overseeing the Company's operations in alignment with good corporate governance practices. The Committee also plays a role in enhancing, developing, and monitoring the Company's business processes to drive sustainable growth.

2. Composition of the Committee

2.1 The Board of Directors shall consider the appointment of the Human Resources, Remuneration, and Corporate Governance Committee, consisting of at least three members. The majority of the members of the Human Resources, Remuneration, and Corporate Governance Committee should be independent directors.

2.2 The Board of Directors shall appoint the Chairperson of the Human Resources, Remuneration, and Corporate Governance Committee, or may authorize the Committee to select one of its members to serve as Chairperson of the Human Resources, Remuneration, and Corporate Governance Committee.

2.3 The Human Resources, Remuneration, and Corporate Governance Committee shall appoint a Secretary to the Committee to assist in performing tasks related to convening meetings, preparing agendas, distributing meeting documents, and maintaining minutes of the meetings.

3. Qualifications

3.1 An independent member of the Human Resources, Remuneration, and Corporate Governance Committee must fully meet the qualifications of an independent director as prescribed by the Securities and Exchange Commission (SEC).

3.2 Members shall possess the necessary knowledge, skills, experience, and ethical standards, as well as sufficient time to perform their duties as members of the Human Resources, Remuneration, and Corporate Governance Committee.

4. Appointment, Term of Office, and Resignation/Termination

4.1 Appointment

1) The Board of Directors shall appoint qualified individuals to serve as members of the Human Resources, Remuneration, and Corporate Governance Committee.

2) When a member of the Human Resources, Remuneration, and Corporate Governance Committee completes their term of office or is unable to serve until the end of their term for any reason, the Board of Directors shall appoint a new member to replace them. The newly appointed member shall serve only for the remainder of the term of the member they are replacing.

3) A member of the Human Resources, Remuneration, and Corporate Governance Committee who has completed their term may be nominated for reappointment. However, a member whose term has ended should not vote on their own nomination.

4.2 Term of Office

1) Members of the Human Resources, Remuneration, and Corporate Governance Committee shall hold office for a term of three years, in alignment with the term of office of the Company's directors.

2) A member of the Human Resources, Remuneration, and Corporate Governance Committee who has completed their term may be reappointed to serve another term.

4.3 Resignation/Termination

1) A member of the Human Resources, Remuneration, and Corporate Governance Committee shall vacate their position upon completion of their term, ceasing to be a director of the Company, resignation, or upon a resolution of the Board of Directors to remove them from office.

2) In the event that a member wishes to resign before the end of their term, the member must submit a resignation notice to the Company.

5. <u>Authority, Duties, and Responsibilities</u>

5.1 Nomination

5.1.1 Establish the criteria and procedures for the nomination of individuals to serve as directors of the Company and members of sub-committees, taking into account the appropriateness of the number, structure, and composition of the Board. This includes specifying the qualifications, experience, and specialized skills relevant to the Company's business. Such nominations shall be proposed to the Board of Directors and/or submitted for approval at the shareholders' meeting, as appropriate.

5.1.2 Consider, select, and propose qualified individuals to serve as directors of the Company to replace those whose terms have expired and/or for any vacant or newly created positions. This also includes the consideration, selection, and nomination of the Company's Chief Executive Officer.

5.1.3 Consider the qualifications of individuals nominated as independent directors to ensure they are suitable for the specific characteristics of the Company. Independence must, at a minimum, comply with the criteria prescribed by the Securities and Exchange Commission (SEC).

5.1.4 Consider and establish policies and succession plans for the Company's executive positions, as well as policies for the development of directors and executives, to ensure readiness and continuity in leadership and to enable the Company's operations to proceed without disruption. Such policies shall be reviewed at least once a year.

<u>Criteria for the Nomination of Directors</u>

1) The Company shall provide an opportunity for minority shareholders to nominate qualified individuals for the position of director, or consider candidates from the professional director pool, or review existing directors for reappointment. Each director may also propose qualified individuals for consideration.

2) Select and screen qualified individuals for the position of director in accordance with the Fit and Proper Policy for the Board of Directors, taking into account the suitability of their knowledge, experience, and specialized skills aligned with the Company's business strategy, as well as the required competencies outlined in the Board Skill Matrix.

3) Verify that the backgrounds of nominated individuals comply with applicable laws and regulatory requirements, such as the Securities and Exchange Act B.E. 2535, and other relevant regulations.

4) Consider the time commitment of the directors, any potential conflicts of interest or interests that may conflict with the Company, and, in the case of existing directors being reappointed, their past performance, constructive feedback, participation in Company activities, and the number of other companies in which each director holds a position, in order to ensure that their effectiveness will not be diminished.

5) In the case of appointing an independent director, consider the qualifications of the individual to ensure that their independence complies with the criteria prescribed by the Securities and Exchange Commission (SEC).

6) Prepare a list of candidates that has been considered and screened by the Human Resources, Remuneration, and Corporate Governance Committee, including their qualifications and the rationale for selection. The list shall be submitted to the Board of Directors in order of priority for recommendation to the Annual General Meeting of Shareholders for individual election, taking into account the past performance of existing directors.

5.2 Remuneration

5.2.1 Review the Company's salary structure as proposed by management and submit it to the Board of Directors for approval.

5.2.2 Establish the criteria and policies for determining the remuneration and benefits of the Board of Directors, sub-committee members, and the Company's senior executives, for submission to the Board of Directors and/or the shareholders' meeting, as appropriate. Such policies shall be reviewed at least once a year.

5.2.3 Determine the necessary and appropriate remuneration, both monetary and non-monetary, for the Board of Directors, sub-committee members, and the Company's senior executives, for submission to the Board of Directors and/or the shareholders' meeting, as appropriate. Such determination shall be made in accordance with the following remuneration principles.

Remuneration Principles

1) The duties and responsibilities of the Board of Directors and sub-committee members, including the results of performance evaluations of the Board and sub-committee members.

2) The appropriateness of the principles, taking into account industry standards, economic conditions, the Company's performance, and other relevant factors.

3) Information on the remuneration of directors of other companies within the same industry as the Company, as well as other companies with comparable business size and performance.

5.3 Corporate Governance and Sustainability

5.3.1 Consider and establish policies on corporate governance, the Business Code of Conduct, the Anti-Corruption Policy, the Whistleblowing and Complaints Handling Policy, and the Company's sustainability policies, in accordance with relevant practices and international standards, for submission to the Board of Directors. Such policies shall be reviewed at least once a year.

5.3.2 Provide guidance, recommendations, and suggestions on the development of the Company's good corporate governance practices to the Board of Directors.

5.3.3 Monitor and oversee compliance with the Company's good corporate governance practices and related policies, as well as track the implementation of sustainability management (SM) and corporate social responsibility (CSR) initiatives carried out by management.

5.3.4 Consider and establish policies to provide minority shareholders with the opportunity to nominate individuals for election as directors and to propose agenda items for the Annual General Meeting of Shareholders.

5.4 Other Responsibilities

5.4.1 Prepare the Charter of the Human Resources, Remuneration, and Corporate Governance Committee, which must be approved by the Board of Directors. The Committee shall review the appropriateness of the Charter at least once a year.

5.4.2 Consider and establish guidelines and criteria for evaluating the performance of the Board of Directors and the Chief Executive Officer, for submission to the Board of Directors.

5.4.3 Oversee the orientation of new directors, including the provision of documents and information necessary to assist them in performing their duties.

5.4.4 The Human Resources, Remuneration, and Corporate Governance Committee may engage external advisors or experts as necessary and appropriate to effectively perform its duties in accordance with the Charter. Such engagement must be approved within the budget authorized by the Board of Directors.

5.4.5 Perform any other duties as assigned by the Board of Directors.

6. Reporting

6.1 The Human Resources, Remuneration, and Corporate Governance Committee shall have the duty and responsibility to report on the performance of its assigned tasks to the Board of Directors on a regular basis.

6.2 Prepare a report on the performance of the Human Resources, Remuneration, and Corporate Governance Committee for disclosure in the Company's annual report (Form 56-1 One Report), specifying the following:

1) The names of the members of the Human Resources, Remuneration, and Corporate Governance Committee.

2) The number of meetings held and the attendance of the Human Resources, Remuneration, and Corporate Governance Committee members.

3) A summary of the contents of the Charter of the Human Resources, Remuneration, and Corporate Governance Committee.

4) A report on the Committee's performance over the past year in accordance with the Charter.

7. Meetings and Voting

7.1 Meetings

1) The Human Resources, Remuneration, and Corporate Governance Committee shall meet at least once a year and has the authority to convene additional meetings as necessary.

2) The Chairperson of the Human Resources, Remuneration, and Corporate Governance Committee, or a person delegated by the Chairperson, shall send a meeting notice specifying the date, time, location, and agenda to all Committee members at least three days in advance of the meeting. In urgent cases, to protect the interests of the Company, meetings may be convened by other means, and meeting materials may be sent to members fewer than three days in advance.

3) A meeting of the Human Resources, Remuneration, and Corporate Governance Committee shall be duly constituted only if at least half of the Committee members are present.

4) The Human Resources, Remuneration, and Corporate Governance Committee may invite relevant persons to attend meetings to provide explanations or information to the Committee.

7.2 Voting

1) Each member of the Human Resources, Remuneration, and Corporate Governance Committee shall have one vote.

2) Resolutions of the Human Resources, Remuneration, and Corporate Governance Committee shall be passed by a majority of the votes of the members present and voting. In the event of a tie, the Chairperson of the meeting shall have a casting vote.

3) Any member of the Human Resources, Remuneration, and Corporate Governance Committee who has an interest in a matter under consideration shall abstain from expressing an opinion and from voting on that matter.

7.3 Minutes of Meetings

The Secretary of the Human Resources, Remuneration, and Corporate Governance Committee, or a person delegated by the Secretary, shall record the minutes of the meetings and submit them to the Committee for review within seven days from the conclusion of the meeting.

8. Performance Evaluation

The Human Resources, Remuneration, and Corporate Governance Committee should conduct a self-assessment of its performance at least once a year to ensure that the Committee operates effectively and achieves its objectives. The Chairperson of the Committee shall report the results of the assessment, including any problems or obstacles that may have prevented the Committee from achieving its objectives, to the Board of Directors.

9. Effective Date

1 September 2025

(Mr. Chatchaval Jiaravanon)

Chairman of the Board of Directors