ASTRA

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

1. Purpose

The Board of Directors deems it appropriate to establish this Charter of the Human Resources, Remuneration, Corporate Governance and Sustainability Committee to consolidate the composition, duties, responsibilities and operating guidelines assigned by the Board of Directors, so that the Human Resources, Remuneration, Corporate Governance and Sustainability Committee may perform its duties fairly, appropriately and transparently in accordance with the principles of good corporate governance, thereby building confidence and credibility among stakeholders.

In addition, the Human Resources, Remuneration, Corporate Governance and Sustainability Committee is responsible for supporting the Board of Directors in determining governance policies and supervising the Company's operations to ensure alignment with good corporate governance principles, as well as promoting, developing and overseeing the Company's business-driving processes toward sustainability. The Committee also has direct duties and responsibilities for supervising the Company's climate change-related risks and opportunities to ensure that climate-related risks are appropriately managed and aligned with international standards.

2. Composition

1) The Board of Directors shall appoint the Human Resources, Remuneration, Corporate Governance and Sustainability Committee, comprising not fewer than three members, with a composition appropriate to the duties of the Committee, and should include at least one independent director.
2) The Board of Directors shall appoint the Chairman of the Human Resources, Remuneration, Corporate Governance and Sustainability Committee from among the directors appointed as members of the Committee, or may authorize the Committee to select one director to serve as Chairman of the Committee. Such appointment shall be reported to the Board of Directors for acknowledgement.
3) The Human Resources, Remuneration, Corporate Governance and Sustainability Committee shall appoint a secretary to support the performance of the Committee's duties. The secretary shall be responsible for coordinating meetings, preparing meeting agendas, preparing and distributing meeting materials, preparing and maintaining minutes of meetings, and performing any other tasks as assigned by the Committee.

3. Qualifications

1) Committee members who serve as independent directors must possess all qualifications required under the rules and criteria for independent directors prescribed by the Office of the Securities and Exchange Commission (SEC), including applicable regulations and laws.

ASTRA

2) Committee members must have knowledge, capability, experience, understanding of the Company's business, and ethics, and must be able to devote sufficient time to perform the Committee's duties and responsibilities effectively.

4. Appointment, Term of Office and Vacation of Office

4.1 Appointment

The Board of Directors shall appoint directors who possess appropriate qualifications to serve as members of the Human Resources, Remuneration, Corporate Governance and Sustainability Committee, taking into account their knowledge, capability, experience, expertise and suitability for the Committee's duties and responsibilities.

4.2 Term of Office

Members of the Human Resources, Remuneration, Corporate Governance and Sustainability Committee shall hold office for a term not exceeding three years, consistent with their term as directors of the Company. A member who retires by rotation may be reappointed as the Board of Directors deems appropriate.

4.3 Vacation of Office

1) A member of the Human Resources, Remuneration, Corporate Governance and Sustainability Committee shall vacate office upon the occurrence of any of the following events:
   (1) Expiration of the term of office;
   (2) Ceasing to hold office as a director of the Company;
   (3) Resignation from the position of member of the Human Resources, Remuneration, Corporate Governance and Sustainability Committee;
   (4) Removal by resolution of the Board of Directors; or
   (5) Lack of qualifications or possession of prohibited characteristics under applicable laws, rules or relevant regulations.
2) If a member of the Human Resources, Remuneration, Corporate Governance and Sustainability Committee wishes to resign before the expiration of his or her term, the resignation shall be submitted in writing to the Chairman of the Board of Directors or the Company Secretary for submission to the Board of Directors for acknowledgement and further appropriate action.

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

5.1 Nomination

5.1.1 Establish criteria and procedures for nominating persons to serve as directors of the Company and members of sub-committees, taking into account the Board structure, size and composition appropriate to the Company's business strategy, as well as the qualifications, knowledge, capability, experience, specific expertise, independence, integrity and ethics of candidates. The Committee shall also promote board diversity in terms of gender, age, knowledge, expertise, experience and diverse perspectives, for submission to the Board of Directors and/or the shareholders' meeting, as the case may be.

5.1.2 Consider, nominate, select and propose suitable persons to serve as directors of the Company in replacement of directors whose terms have expired, to fill vacancies and/or for additional appointments, including considering and selecting the Chief Executive Officer of the Company.

5.1.3 Consider the qualifications of persons to serve as independent directors to ensure suitability for the Company's specific characteristics, provided that their independence shall, at a minimum, comply with the criteria prescribed by the Office of the Securities and Exchange Commission (SEC).

5.1.4 Consider, provide recommendations on and oversee the preparation of succession plans for the Company's senior executive positions, taking into account the Company's size, structure and nature of business, as well as approaches for director and executive development to promote personnel readiness and continuity in the Company's management. Progress shall be monitored and the approach reviewed as appropriate.

5.1.5 Regularly review and prepare the Board Skills Matrix to assess the appropriateness of the Board's composition and to support board succession planning.

Criteria for Director Nomination

1) The Company shall provide minority shareholders with the opportunity to nominate qualified persons for consideration as directors, or may consider candidates from a professional director pool, consider existing directors for reappointment, or allow each director to nominate suitable persons.
2) Select and screen persons with appropriate qualifications to serve as directors in accordance with the Fit and Proper Policy for the Board of Directors, by considering the suitability of their knowledge, experience and specific capabilities in line with the Company's business strategy and the skills required for director nomination under the Board Skills Matrix.
3) Review the background of nominated persons to ensure that their qualifications comply with applicable laws and requirements of regulatory authorities,
such as the Securities and Exchange Act B.E. 2535 (1992), and other relevant laws and regulations.
4) Consider the time commitment of directors, as well as any interests or potential conflicts of interest with the Company. In the case of an existing director being considered for reappointment, consideration shall be given to performance during the previous term, useful recommendations and opinions provided, participation in the Company's activities, and the number of companies in which each director holds directorships, to ensure that the effectiveness of performing duties will not be impaired.
5) In the case of appointment of an independent director, consider the qualifications of the person serving as an independent director to ensure that independence complies with the criteria prescribed by the Office of the Securities and Exchange Commission (SEC).
6) The Company shall prepare a list of candidates screened by the Human Resources, Remuneration, Corporate Governance and Sustainability Committee, together with their qualifications and reasons for selection, ranked in order, for submission to the Board of

Directors and subsequent nomination to the annual general meeting of shareholders for election on an individual basis, taking into account the performance of existing directors.

5.2 Remuneration

5.2.1 Consider the Company's salary structure as proposed by management, for submission to the Board of Directors for approval.

5.2.2 Determine the criteria and policy for remuneration and benefits of the Board of Directors, sub-committees and the Chief Executive Officer of the Company, for submission to the Board of Directors and/or the shareholders' meeting, as the case may be, and review such policy at least once a year.

5.2.3 Determine necessary and appropriate remuneration, both monetary and non-monetary, for directors, members of sub-committees and the Chief Executive Officer of the Company, for submission to the Board of Directors and/or the shareholders' meeting, as the case may be, by taking into account the following remuneration criteria:

Remuneration Criteria

1) Duties and responsibilities of directors and members of sub-committees, including the results of performance evaluations of directors and sub-committees.
2) Appropriateness of the criteria, benchmarked against industry conditions, economic circumstances, the Company's operating results and other relevant factors.
3) Information on directors' remuneration rates of other companies in the same industry as the Company and of other companies with a similar business size and operating results comparable to those of the Company.

5.2.4 Consider the criteria and remuneration structure for senior executives, taking into account the Company's operating results, strategic goals and sustainability indicators (ESG Performance Metrics), as appropriate, in order to promote long-term sustainable value creation.

5.3 Corporate Governance and Sustainable Development

5.3.1 Consider and determine the Company's corporate governance policy, Code of Conduct, anti-corruption policy, whistleblowing and complaints policy, and sustainability policy in accordance with relevant practices and international standards, for submission to the Board of Directors, and review the foregoing policies at least once a year.

5.3.2 Provide advice, recommendations or guidelines to the Board of Directors for the development of the Company's good corporate governance practices.

5.3.3 Monitor and oversee the Company's compliance with good corporate governance principles, business ethics and relevant policies, including monitoring sustainability performance, ESG management, and the integration of environmental, social and governance matters into the Company's risk management process and business operations.

5.3.4 Consider and determine the policy for allowing minority shareholders to nominate persons for election as directors and to propose agenda items for the annual general meeting of shareholders.

5.3.5 Oversee and monitor the management of the Company's climate-related risks and opportunities by providing recommendations on the formulation of the Company's climate-related policies, strategies, targets and action plans, to ensure alignment with the Company's business direction, risk management and sustainable development approach. This includes overseeing preparedness for data preparation, assessment of climate change-related risks and opportunities, setting greenhouse gas reduction targets and climate transition plans, as appropriate, as well as monitoring climate-related disclosure practices to ensure alignment with relevant international standards or practices, such as the Task Force on Climate-related Financial Disclosures (TCFD), the International Sustainability Standards Board (ISSB), or other relevant standards. Progress shall be reviewed at least once a year.

5.4 Other Matters

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

5.4.2 Consider and determine 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 provision of orientation for newly appointed directors, including the delivery of documents and information useful for the performance of their duties.

5.4.4 The Human Resources, Remuneration, Corporate Governance and Sustainability Committee may engage external advisors or experts as necessary and appropriate in order to perform its duties under this Charter effectively, subject to budget approval by the Board of Directors.

5.4.5 Oversee and promote the development of necessary knowledge and skills for directors and executives in performing their duties, including in relation to corporate governance, risk management, sustainable development and climate change-related matters, as appropriate.

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

5.5 ESG Management and Climate Governance

5.5.1 Oversee and provide recommendations on the Company's sustainability and ESG operating approach to ensure alignment with the Company's direction, strategy and business context, including monitoring progress on ESG implementation as appropriate.

5.5.2 Oversee and provide recommendations on the management of environmental, social and governance (ESG) matters, including climate change-related matters that may affect the Company's business operations, by considering the appropriateness of developing relevant processes, tools or approaches in line with the Company's readiness and business context.

5.5.3 Consider and provide recommendations on the Company's sustainability report and/or ESG disclosures before submission to the Board of Directors for approval or acknowledgement, as appropriate, in order to promote complete, transparent disclosure aligned with relevant principles or standards.

6. Reporting

The Human Resources, Remuneration, Corporate Governance and Sustainability Committee has the duty and responsibility to report the performance of its duties to the Board of Directors periodically as appropriate, and to report significant matters relating to the performance of its duties to the Board of Directors when deemed appropriate. The Company shall prepare a report on the performance of duties of the Committee for disclosure in the Company's annual registration statement and annual report (Form 56-1 One Report), which shall at least include the following:

1) Names of the members of the Human Resources, Remuneration, Corporate Governance and Sustainability Committee;
2) Number of meetings and meeting attendance of the Human Resources, Remuneration, Corporate Governance and Sustainability Committee;
3) Summary of the Charter of the Human Resources, Remuneration, Corporate Governance and Sustainability Committee;
4) Report on the performance of duties in the preceding year in accordance with this Charter.

7. Meetings and Resolutions

7.1 Meetings

1) The Human Resources, Remuneration, Corporate Governance and Sustainability Committee shall hold meetings as necessary and appropriate for the performance of its duties and responsibilities, and should meet at least twice a year. Additional meetings may be convened as necessary.
2) The Chairman of the Human Resources, Remuneration, Corporate Governance and Sustainability Committee, or the Committee Secretary as assigned, shall issue the meeting notice specifying the date, time, venue and agenda of the meeting to all Committee members at least three days prior to the meeting date, except in urgent cases for the protection of the Company's interests, where a meeting may be called by other means and supporting documents may be delivered to the directors less than three days in advance.
3) A meeting of the Human Resources, Remuneration, Corporate Governance and Sustainability Committee shall require the attendance of not less than one-half of all Committee members to constitute a quorum.
4) The Human Resources, Remuneration, Corporate Governance and Sustainability Committee may invite relevant persons to attend meetings to clarify facts or provide relevant information to the meeting as appropriate.

7.2 Voting

1) Each member of the Human Resources, Remuneration, Corporate Governance and Sustainability Committee shall have one vote.
2) Resolutions of the Human Resources, Remuneration, Corporate Governance and Sustainability Committee shall be passed by a majority vote of the members attending the meeting and casting votes. In the event of a tie, the chairman of the meeting shall have an additional casting vote.
3) Any director who has an interest or conflict of interest in any matter under consideration shall notify the meeting thereof and abstain from voting on such matter. Such director may attend the meeting to provide relevant information or facts as appropriate, but should not participate in the consideration or express opinions in a manner that may influence the decision of the meeting.

7.3 Minutes of Meeting

ASTRA

The Secretary of the Human Resources, Remuneration, Corporate Governance and Sustainability Committee, or any person assigned, shall prepare the minutes of meeting and submit them to the Committee for certification at the next meeting.

8. Performance Evaluation

The Human Resources, Remuneration, Corporate Governance and Sustainability Committee shall arrange for an evaluation of the Committee's performance at least once a year, which may be conducted as a committee self-assessment and/or in any other form as deemed appropriate, in order to assess the effectiveness and efficiency of the Committee's performance of duties and to identify areas for improvement and development.

The results of the performance evaluation of the Human Resources, Remuneration, Corporate Governance and Sustainability Committee shall be reported to the Board of Directors for acknowledgement, with the Chairman of the Committee or any person assigned, including the Company Secretary as appropriate, presenting the evaluation results and recommendations to the Board of Directors.

9. Effective Date

August 13, 2026

- Mr. Chatchaval Jiaravanon -

Chairman of ASTRA Enterprise
Public Company Limited