

Report of the Nomination and Remuneration Committee

Mr. Prasert Deejongkit Chairman of the Nomination and Remuneration Committee



The Board of Directors appointed the Nomination and Remuneration Committee to ensure the independent performance of duties as well as checks and balances in accordance with good corporate governance principles, consists of at least 3 directors, most directors must be qualified as independent directors. The current Nomination and Remuneration Committee, consists of 3 member, namely Mr. Prasert Deejongkit (independent director) as the chairman of the Committee, Mrs. Valeeratn Chuerboonchai (independent director) and Dr. Jain Charnnarong, both serving as members of the Committee, with secretary to this committee is Mrs. Varinkan Teraumranon (chief operating officer).

The Nomination and Remuneration Committee duty is to recruit qualified people under HARN process and criteria for nomination as Directors and Chief Executive Officer, also selects Directors to serve on Board-Committees and reviews Director and Board-Committee’s remuneration models and criteria before proposing for the consideration of the Board and the Annual General Meeting of Shareholders as required by law.

In 2024, the Nomination and Remuneration Committee executed duties assigned by the Board of Directors, considered, screened, and gave opinions on various issues before presenting to the Board of Directors with caution, prudence, transparency, and fairness as specified in the charter completely in line with the operational strategy. Realize the best interests of the stakeholders, held a total of 2 meetings all of the Nomination and Remuneration Committee members attended every meeting, with attendance detailed below:

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| 1. Mr. Prasert | Deejongkit | Chairman (independent) attended 2/2 times |
| 2. Mrs. Valeeratn | Chuerboonchai | Member (independent) attended 2/2 times |
| 3. Dr. Jain | Charnnarong | Member attended 2/2 times |

The performance highlights of the Nomination and Remuneration Committee as follows:

Recruitment Duties

Proceeded Strictly conduct recruitment and selection of qualified persons to be appointed as Board of Directors in accordance with the screening process and criteria specified in the policies and principles of corporate governance and code of conducts was carefully, from qualifications diversity as required from the Board Skill Matrix which includes gender and age, and does not allow race, nationality, or origin to become limitation in the selection, for nominate qualified persons to the Board of Directors and/or the shareholders' meeting as required by law.

1. Recruitment and selection of qualified person as director Replace directors who completed their terms

Reviewed the criteria and procedures for the nomination and appointment of GC's Directors to ensure completeness, suitability, and compliance with laws, regulations, and best practices for the selection and appointment of Directors. In 2024, conduct recruitment and selection of qualified persons as Board of Directors, replace directors who completed their terms, to present to the Board of Directors and the AGM. The 3 directors nominated for another term were Mr. Prasert Deejongkit (independent director), Dr. Teerachai Pornsinsirak (independent director) and Mr. Wirat Sukchai (director). Also, all candidates nominated have all qualifications as specified by relevant regulations and suitable for the business, and the candidates nominated as independent directors are fully qualified in accordance with the law and regulations relating to independent directors and are able to provide opinions independently and those who have no conflict of interest with HARN. The Board of Directors and the 2024 AGM thus resolved to approve the appointment of these candidates as Directors as instructed by the Nomination and Remuneration Committee.

2. Orientation and provided documents for new director

For new directors, HARN arranges an orientation program on its business policies, as well as information, applicable laws and regulations. In addition, each director receives a Director's Handbook, with useful information for performing duties. In 2024 no new directors were appointed. However, HARN improvement the director's handbook to be current to accord with of good corporate governance.

3. Reviewed stipulated the overall qualification structure framework (Board Skill Matrix)

Reviewed the Board Skills Matrix and the diversity of expertise for accordance with corporate governance principles, and conducting a specific competence assessment of the Board of Directors for the year 2024 to review the appropriate expertise, both governance and strategic, to be appropriate and in line with the business context.

In this regard, the list of professional directors in the Thai Institute of Directors Association (IOD) was used to assist in the selection of suitable persons, to this end, considered the composition and qualifications of the Board, both overall and individually, to match the size, type, complexity, and diversity of businesses, as well as personal independence as required by applicable laws and HARN's criteria. The activities are described below:

4. Reviewed succession plan

Devised succession plan of key positions prepared especially chief executive office and reported of progress in performance against targets every quarter for the Board. In 2024 considered qualified internal personnel to develop leadership skills in alignment with changes and future business directions for the position of Chief Marketing Officer (CMO), with 2 positions.

5. Reviewed the development plan for directors and top executive

Reviewed the training courses related to the development of knowledge, competence, good corporate governance, climate change and the performance of a director's duties of the Thai Institute of Directors Association (IOD) to enhance the knowledge and capabilities of the board members to promote more effective execution of their duties, including the development of the Chief Executive Officer (CEO) to expand knowledge that will benefit the execution of responsibilities and support HARN's operations. In 2024, dispatching Mr. Prasert Deejongkit in the Advanced Audit Committee Program (AACP), class 53/2024 and Dr. Jain Charnnarong in the Board's Roles in Climate Governance (BCG), class 2/2024.

6. Opportunities minority shareholders propose agenda and persons as directors

Encouraged and supported the granting opportunity for minor shareholders, to propose agendas and nominate candidates as directors to nomination process from from October 1 to December 31, 2024 before the 2025 AGM, open rules through the HARN website and Thailand Stock Exchange website, it has been proven that no shareholder has nominated anyone to serve as a director.