



Supalai Public Company Limited

Policy on Remuneration of Directors, Chief Executive Officer and Executive Management

Supalai Public Company Limited attaches importance to good corporate governance system, it, therefore, has appointed the Nomination and Remuneration Committee to consider the format and criteria for payment of remuneration to the directors, Chief Executive Officer and Executive Management. The details are as follows.

1. Compensation for Directors and Executives

- 1.1 The Company specified the policy on rules of presentation and consideration for Compensation of directors to create the incentives of assigned performance to achieve goals effectively. The Nomination and Compensation Committee are assigned to consider the Compensation rates of committee carefully, scrutinize the suitability of various reasons thoroughly, compare and refer by the same business including consideration from the expanding business, where shall be presented to the Board of Directors and the meeting of shareholder.
- 1.2 The directors receive monthly remuneration and pension. Such remuneration is set to be the level comparable to the same industry group.
- 1.3 Directors who are assigned to perform additional duties and responsibilities (such as being a member of the sub-committee) will receive additional remuneration which relates to the level of assigned responsibility, except the executive directors.
- 1.4 The Company shall not pay any money or other property to directors unless the remuneration is paid as the rights and benefits habitually as being the Company's director.
- 1.5 The remuneration of directors shall be paid accordance with the resolutions of the shareholders' meeting which comprise a vote not less than two in third of the total votes of shareholders who join the meeting.

2. Remuneration of Chief Executive Officer and Executives

2.1 Remuneration of Chief Executive Officer

The Company specified a remuneration policy of the Chief Executive Officer, which the Board of Directors are assigned to consider the results of the Company's operation based on indicator (KPI: Key Performance Indicator) approved by the meeting of Board of Directors, thereafter the Nomination and Compensation Committee will consider the results of performance and remuneration of the Chief Executive Officer to comply with the result of performance based on indicators.

There are rules for performance evaluation of the Chairman of the Executive Committee based on the management under the mission, vision and strategy of the Company, business goals, and annual business plan. Plus, economic, social, environmental, and governance performances shall be a part of the performance indicators of the Chairman of the Executive Committee to reflect the organization's awareness of sustainability integration as a part of sustainable business operations. There are two areas of indicator defined as follows:

1. Economic area consists of: business performances, inventory management and customer satisfaction.
2. Social, environmental, and governance area reflects sustainable business operations.

2.2 Remuneration of Executive Management

The Company has adopted the policy and criteria in providing remuneration to the executives by assigning the Nomination and Compensation Committee to assess the performance of the Executive Management, determine Key Performance Indicators (KPIs) and the remuneration in the form of cash to be in accordance with the operational results of the Company and the performance of each executive by considering and screening the remuneration Executive Management, namely, the Chief Executive Officer, Executive Vice President, Managing Director, Deputy Managing Director, and Chief Financial Officer in order to be considered and approved by the Board of Directors every year.

2.3 Clawback Provision for Benefits and Profits

Senior Executives shall perform their duties with responsibility and in compliance with the law, the Company's objectives, its regulations, and the resolutions of the Board of Directors and shareholder meetings. In the event that an executive is found to have failed to perform their duties, or has engaged in fraudulent or unethical conduct, the Company reserves the right to claw back benefits and remuneration from the executive. This action shall be based on a determination that the executive's performance did not meet the Company's criteria. Furthermore, the executive may be subject to both civil and criminal liability.