

Director Selection & Nomination Process

IRPC Public Company Limited

To ensure that the director selection & nomination process of the company is transparent, with clear guidelines and in accordance with the good corporate governance principles, the Nomination and Remuneration Committee, therefore, has established the process of nomination of selection & directors as follows:

When the Nomination and Remuneration committee has considered and selected the suitable director candidates to fill up vacant positions at the Board or the Sub-Committees according to various guidelines and channels, the Nomination and Remuneration Committee shall screen the qualifications in accordance with the guidelines prescribed by the Board and base on the following criteria's :

1. Consider the suitability of knowledge, experience, and abilities of the nominees that are beneficial to the Company or especially in the business or industrial sectors where IRPC belongs, so that the Board of Directors has a complete composition and is consistent with the Company's business direction.
2. Consider the Board's skills matrix & diversities in terms of gender, age, race, nationality, expertise, skills & experience, knowledge and abilities both hard and soft skills as well as sustainability factors in order to obtain directors who can perform their duties efficiently and complement the entire Board with their unique knowledge, competencies, experience, and diversity for the benefit of IRPC. Using a list of directors of state enterprises and of the Thai Institute of Directors Association (Director Pools) for consideration will be beneficial to the company.
3. Examine the qualifications of the nominees to ensure that they are fully qualified and do not have prohibited characteristics stipulated by law and regulatory requirements, such as the Public Limited Companies Act B.E. 2535, the Securities and Exchange Act B.E. 2535, and other related regulations.

4. Consider the dedication in performing duties as director. In cases of returning directors, their past performance during the directorship period will be considered. In addition, the number of listed companies of their directorships shall not exceed the established limit (3 places) to suit the business conditions of the company, and shall conform to the Cabinet Resolution dated January 24, 2011, regarding state enterprises' anti-corruption guidelines that seeks to limit the appointment of high-ranking government officials to serve as directors at state enterprises.
5. In the case of nominating independent directors, the independence of those nominated as independent directors shall be considered in accordance with the regulation of the Securities and Exchange Commission and the Company's criteria, as well as considering the necessity of recruiting additional independent directors to maintain the proportion of independent directors as prescribed in the Board of Director's policy.
6. Consider the term of office of independent directors (3 years each time). A returning independent director may serve up to 3 consecutive terms, or a combined total of not more than 9 years with no exception
7. The Committee shall reach out to qualified candidates before nomination to ascertain that such persons would be willing and ready to accept directorship of the Company if appointed.
8. Present a list of nominees who meet the criteria, along with their qualifications and reasons for selection to the Board of Directors for approval and/or for presenting to the shareholders' meeting for final approval (as the case may be). In the case of the appointment of a director to replace a vacant position or to replace a director who resigned during the year, it will be the approval authority of the Board of Directors in accordance with the Company's Articles of Association and the Public Limited Companies Act B.E. 2535.
9. For the appointment of sub-committees, knowledge and competencies appropriate to the composition of the sub-committee, criteria for tenure, Board Skills Matrix / Board Diversities, and independent qualifications of directors are taken into account, and then presented to the Board of Directors for approval.

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