



Policy on Qualification and Nomination of Company Directors

SCG PACKAGING PUBLIC COMPANY LIMITED

1. Principles

In accordance with SCG Packaging's Corporate Governance Principle, director nomination and selection is of paramount importance as the Company's Board of Directors plays a critical role in formulating strategies and business directions for the sustainable growth of SCG Packaging. As such, the Board of Directors has deemed it appropriate to develop the Policy on Qualification and Nomination of Company Directors.

2. Policy on Qualification and Nomination of Company Directors

The Board of Directors shall be composed of directors who, with full qualifications and without any prohibited characteristics prescribed by the laws and the Company's Article of Association, and should consist of a diverse range of skills, experiences, knowledge and expertise beneficial for the Company without any discrimination on the grounds of gender, age, ethnicity, race, nationality, country of origin, cultural background and religion, etc., while the proportion of independent directors and women directors must be appropriate and in accordance with the good corporate governance principles, to enable the Company to achieve its business objectives and goals, as well as support the Company to keep its management compliant with SCG Packaging's Corporate Governance. This is to ensure fairness, transparency, as well as an ability to generate returns and added values in a long term for shareholders and inspire trust in stakeholders of all parties, all of which will lead SCG Packaging towards sustainable growth.

3. Qualification of Company Directors

The Board of Directors has entrusted the Corporate Governance and Nomination Committee with the task of nominating qualified candidates for directorship to replace directors retiring by rotation or under other circumstances to the Board of Directors and/or the meeting of shareholders for election. The Corporate Governance and Nomination Committee selects candidates from a pool of qualified individuals with background and expertise from various disciplines who possess leadership, a breadth of vision, integrity and ethics, clear and unblemished career records, as well as the ability to express opinion independently. Director nomination should take into account the following factors.

3.1 Required qualifications in each director:

The Corporate Governance and Nomination Committee should determine and establish individual qualities of those to be nominated as directors in each aspect. For instance:

- Integrity and accountability

- Informed judgment
- Maturity, firmness and the ability to listen well and express independent opinion
- Commitment to principles and standards with professionalism
- Other qualifications the Corporate Governance and Nomination Committee deems important.

3.2 Required knowledge and expertise of the Board of Directors

The Corporate Governance and Nomination Committee should prescribe a set of knowledge and expertise requirements for the Board of Directors and formulate the Board Skill Matrix to be used in the selection and nomination of qualified candidates. These requirements should encompass knowledge and areas of expertise that will enhance the ability of the Board of Directors to formulate strategies and policies as well as ensure their effective implementation, such as business, marketing, organization management, vision and strategic planning, accounting and finance, risk management, business and investment laws, innovation and technology, and other areas of expertise that deem to be beneficial to the Company in the next 3-5 years.

3.3 Diversity of the Board of Directors

In addition to the two aforementioned factors, the Corporate Governance and Nomination Committee may also establish guidelines relevant to diversity of the Board of Directors, such as sexual and gender diversity, age, ethnicity, race, nationality, country of origin, cultural background and religion.

4. Director nomination and selection process

The nomination and selection of new directors involves a total of four steps as the following details:

4.1. Planning

For the Corporate Governance and Nomination Committee to determine guidelines and plans for nominating individuals with appropriate qualifications for thorough and timely consideration of new directors' election, the Company Secretary are required to perform the following duties and propose for the Corporate Governance and Nomination Committee's consideration:

- Review the director's knowledge, capabilities, skills and experiences in the Board Skill Matrix.
- Prepare a schedule for the rotation terms of the Board of Directors and the sub-committee for each director.
- Review the Company's Qualifications of Independent Directors.
- Aggregate guidelines for director nomination, qualifications of individuals who will be directors as approved by the Board of Directors, relevant practices of SCG Packaging's Corporate Governance, and practices of good Corporate Governance concerning director nomination according to relevant divisions/organizations, such as the Securities and Exchange Commission (SEC) and the Thai Institute of Directors (IOD).

- Propose a process timeline in compliance with the meeting schedule of the Corporate Governance and Nomination Committee, the Board of Directors and the shareholders' meetings.

4.2 Nomination of Candidates

Nomination of qualified candidates for the consideration of new director election should be based on the following:

4.2.1 Nomination of new directors by the Board of Directors

The Chairman of the Corporate Governance and Nomination Committee shall propose at the Board meeting to nominate candidates that are deemed qualified according to the Board Skill Matrix and business strategies within the specific time.

4.2.2 Nomination of new directors by the shareholders

To ensure the implementation of a procedure which enables minor shareholders to participate in the nomination and appointment of directors and ensure that minor shareholders are able to elect independent directors to reserve their own benefits, the Company must allow at least 3 months for all shareholders to nominate candidates to be considered for the election as new directors according to the specified criteria and procedures. The Corporate Governance and Nomination Committee shall consider and propose the Board meeting to approve an appropriate and sufficient period of time to consider the selection and election in the next steps, where the Company Secretary shall inform SET about the timeline and other details, as well as publishing such information on the Company's website.

4.2.3 Aggregation of candidate list from reliable sources

The Company Secretary shall aggregate lists of candidates in the Chartered Director of the Thai Institute of Directors as well as lists of directors of SET listed companies who match the Company's Board Skill Matrix and proposed such lists to the meeting of Corporate Governance and Nomination Committee as supporting materials for consideration.

4.3 Selection

The Company Secretary shall aggregate the lists acquired from the step 4.2 to be proposed to the meeting of Corporate Governance and Nomination Committee for consideration.

The meeting of the Corporate Governance and Nomination Committee (excluding directors having interests in such a matter) shall determine the director's qualifications from the Board Skill Matrix to screen the lists of candidates qualified for the new director's positions from the step 4.2. This must comply with the Policy on Qualification and Nomination of Company Directors. The Corporate Governance and Nomination Committee shall also take into account diversity of the Board of Directors structure and

the directors' devotion of time to their duties, and select the individuals with knowledge, expertise or experiences in providing beneficial advices for business operation strategies and policies in accordance with sustainable development approaches, before proposing to the Board of Directors' meeting for consideration.

The Company Secretary shall review the basic qualifications of the nominated persons from public sources regarding their directorship or executive positions in other businesses that may lead to conflicts of interests with the Company, and the qualifications of independent directors.

Should any director be nominated to continue his/her directorship for another term, time devotion to his/her duties, performance during his/her directorship and the number of other companies in which he/she holds directorship, which must not exceed four listed companies, shall be taken into account to ensure that his/her work efficiency will not diminish.

In the case of independent directors' nomination, the consideration shall be based on the directors' independency corresponding to the criteria stipulated by The Securities and Exchange Commission and by the Company. The necessity of additional selection of independent directors shall also be taken into account upon the lack of qualifications of the current independent directors to ensure that the composition of the Board of Directors is in compliance with the policies prescribed by the Board of Directors. In regard to the determination of independent directors' terms of service, an independent director who is to continue his/her position for another term shall hold his/her position for no more than nine consecutive years from the date of his/her first appointment as an independent director. If an independent director is appointed to continue his/her position, the Board should consider the reasonable necessity.

4.4 Election

4.4.1 Election of directors in replacement of those retiring by rotation

The Board of Directors (excluding directors having interests in such a matter) shall thoroughly and carefully consider the qualifications of the candidates which are individually nominated by the Corporate Governance and Nomination Committee before proposing the nomination of qualified individuals to the shareholders' meeting to consider director election. In addition, the Board Meeting may appoint the Chief Executive Officer and/or appropriate directors to approach the individuals of whom the Board of Directors has given consent to participate in the director election, and report the progress of approaching said nominated persons for the Board of Directors' acknowledgement/consideration.

4.4.2 Election of directors in replacement of those resigning before their terms

Election of directors in replacement of those resigning before their terms shall be proceeded through the same process as that of the election of directors replacing those retiring by rotation. However, the meeting of the Board of Directors shall consider the election of directors without proposing to the shareholders' meeting for consideration.

In addition, in case where the remaining terms of office of directors resigning before their terms are less than two months, the shareholders' meeting is required by the laws to elect directors to replace said resigning directors.

This policy shall be effective from July 25, 2023.

Announced on July 25, 2023

- Signed by -

(Mr. Prasarn Trairatvorakul)

Chairman of the Board of Directors