

**Directors and Top Management Nomination Policy**  
**Thai Wacoal Public Company Limited**

The Board of Directors emphasizes the transparent nomination of directors in accordance with good corporate governance principles. Therefore, the Nominating Committee has been appointed to oversee the nomination of qualified persons to be the directors for the structure of the Board of Directors, consisting of directors with diverse qualifications, and aligns with the strategic direction of the company's business, including the qualifications as specified in the Charter of the Board of Directors.

Moreover, the Board of Directors recognizes the importance of nominating the Managing Director and top management. Therefore, the Nominating Committee has been assigned the responsibility of nominating the persons who possess the appropriate qualifications to drive the organization toward achieving its defined business objectives.

**Criteria for the nomination of directors**

For nominating process of the persons to be appointed directors, the company has set the criteria as follows:

**1. Board Diversity Policy**

The company recognizes the importance of board diversity, as the governance and decision-making duties of the board directly impact the company's operations. Therefore, the Board should be composed of individuals with diverse knowledge, abilities, and experiences to provide a broad perspective, analytical thinking, and a comprehensive view of various situations. This diversity enables the company to implement strategies, achieve its goals, and ensure sustainable growth.

The qualifications of nominated directors shall be diverse in terms of educational level, professional skills, specific expertise, such as business administration, engineering, financial accounting, legal, corporate governance, or other relevant areas that align with and benefit the company's business. These qualifications should also align with the company's business strategy without discrimination based on gender, age, race, nationality, or place of origin, among other factors.

**2. The Qualifications of the Board of Directors**

- Having leadership, vision, integrity and ethics, as well as transparent work experiences.
- Being qualified and not be prohibited under the laws and the company's Articles of Association.

**3. In the case of nominating retiring directors for another term,** their past performance as members of the Board and various committees will be additionally considered.

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4. In the case of the nomination of persons to be appointed as independent directors, they must have the qualifications required for independent directors, in accordance with the Notification of the Capital Market Supervisory Board.

#### Process for the nomination of directors

1. The Nominating Committee has been assigned to select qualified persons having appropriate qualifications to be nominated as company directors for consideration by the Board of Directors, prior to submitting to the shareholders' meeting for approval by the majority votes of the shareholders present at said meeting.

In the case where the retirement took place prior to term completion with the remaining term being not less than 2 months, the Board of Directors' meeting shall then be authorized to select the persons from the candidates proposed by the Nominating Committee for further appointment as company directors by the majority votes of not less than 3/4 of the remaining directors. In such case, the newly-appointed directors shall serve out the remaining term of their predecessors.

2. The Nominating Committee will use Board Skill Matrix by the analysis of skills, experience, knowledge, and expertise of the board as consideration information for selecting directors in accordance with the strategy of the company's business operation.

In addition, regarding the nomination of new board members, the Nominating Committee has considered more in terms of knowledge, ability, and experience that can be beneficial to the performance of directors and essential to the structure of the board that is still lacking.

3. The Nominating Committee has considered the person to be nominated to serve as directors, apart from professional directors of the Thai Institute of Directors Association (IOD). The company has also provided an opportunity for minor shareholders to participate in the nomination of persons to be elected as directors.

With regard to the nomination of persons to be appointed independent director, the Nominating Committee shall select from those persons having qualifications required for independent directors, in accordance with the notification by the Capital Market Supervisory Board, in addition to basic qualification requirements above.

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## Criteria for the nomination of the top management

- **The nomination of the top management**

The company places great importance on the process of recruiting and appointing top management positions, focusing on selecting internal personnel who possess knowledge, skills, integrity, and ethics. Additionally, the company is committed to continuous development and enhancing the potential of its employees to provide opportunities and prepare them for future growth into top management roles.

The nomination process is carried out through an assessment of potential and readiness for the position. Candidates who are evaluated as having outstanding potential and capabilities, along with the appropriate qualifications, will be assigned challenging tasks and increased responsibilities. However, if internal development cannot meet the company's needs in a timely manner, the company may consider recruiting external candidates with suitable qualifications to fill the position.

The Nomination Committee will be responsible for selecting suitable candidates and presenting their names for approval by the Board of Directors.

- **The nomination of the highest-ranking executive**

For the recruitment and nomination of the Managing Director, the highest-ranking executive of the company, the Nomination Committee will consider both internal management and external candidates with the appropriate qualifications. The selected individual must possess knowledge and management skills, have a deep understanding of the company's business, demonstrate leadership abilities, and have organizational management experience. Additionally, they should be capable of achieving the objectives and goals set by the Board of Directors. Furthermore, candidates must not have any prohibitive characteristics as defined by relevant laws and regulations.

In addition, the company has established a clear and transparent succession plan and policy to ensure preparedness in case of emergencies or retirements. The Nomination Committee will present suitable candidates for consideration and appointment by the Board of Directors.

Above Directors and Top Management Nomination Policy has been approved per the resolution adopted by the Board of Directors' meeting no. 2/2025 dated February 27, 2025, will be effective on March 1, 2025, onwards, and will cancel the Directors and Top Management Nomination Policy dated March 1, 2023.

**Manu Leelanuwatana**

(Mr. Manu Leelanuwatana)

Chairman