

ZEN Corporation Group Public Company Limited and its subsidiaries.

(Translation)

Criteria for Nomination and Appointment of Directors and Chief Executive Officer

1. Nomination and Appointment of Directors and Independent Directors

The nomination and appointment of the Company's directors must be considered and screened by the Nomination and Remuneration Committee before presenting to the Board of Directors for consideration. The qualifications of the directors to be nominated are determined to be appropriate and in line with the business strategy as follows:

1.1 Criteria for Nomination of Directors

- 1) Be a person with knowledge, ability, and experience in business operations, professional skills, specialized expertise, educational background, and appropriate age.
- 2) Leadership qualities, broad vision, morality, ethics, and a positive attitude towards the organization and be able to devote sufficient time to the Company's business operations.
- 3) Do not have a derogatory record or have prohibited characteristics as prescribed by the Notification of the Securities and Exchange Commission.
- 4) Consider other features that are appropriate and in line with the situation, business operations, strategic plan, and structure of the Board of Directors
- 5) Independent directors must meet the specific qualification criteria of the Independent Board of Directors set by the Company.

1.2 Nomination and Appointment of Directors and Independent Directors

The Company's directors must be persons who meet the criteria for the nomination of directors as mentioned above, and the Company has determined the criteria for the selection of independent directors, which must be a person who meets the criteria for the nomination of directors and the qualifications of the Company's independent directors, which are stronger than the criteria set by the SEC and the Stock Exchange as follows:

Qualifications of Independent Directors

1. Holding not more than 0.5% of the total number of voting shares of the Company, parent companies, subsidiaries and the shareholding of the related persons of the independent directors shall also be included. The term of office of the independent directors shall not exceed 9 years.
2. Not be or have been a director who participated in the management of the company, workers, employees, consultants who receive regular salaries or persons with control authority of the Company, parent companies, subsidiaries, associates and subsidiaries of the same order Major shareholders or controlling persons of the Company, unless they have ceased to have such characteristics for at least two years prior to the date of appointment. However, The prohibited nature does not include cases where an independent director has been a public servant or consultant of a government agency, who is a major shareholder or a controlling person of the Company.
3. Not be a person who is related by blood or by legal registration in the form of parents. spouse Siblings and children, including spouses of children of other directors, executives, major shareholders, controlling persons, or persons to be nominated as directors. Executives or controlling persons of the Company or its subsidiaries.
4. Do not have or have had a business relationship with the Company, parent companies, subsidiaries, etc. Associates, major shareholders or controlling persons of the Company in a manner that may interfere with their independent judgment, including not being or having been an implied shareholder or controlling person who has a business relationship with the Company, its parent company, subsidiaries, etc., an associate company, a major shareholder or a controlling person of the Company, unless the company has ceased to have such characteristics for at least two years prior to the date of appointment.

Business relationship under paragraph 1, including commercial transactions that are normally carried out for the purpose of conducting business; Renting or leasing real estate. Transactions related to assets or services, or the provision or receipt of financial assistance by receiving or lending or guarantees. As a result, the Company or its counterparties have a debt obligation to pay to the other party from 3.0% of the Company's net tangible assets or from 20 million baht or more, whichever is lower. The calculation of such debt burden shall be in accordance with the method of calculating the value of connected transactions according to the Notification of the Capital Market Supervisory Board on Criteria for Connected Transactions. However, in considering such debt obligations, the debt incurred during the 1 year preceding the date of business relationship with the same person shall be counted.

5. Not being or having been an auditor of the Company, a parent company, or a subsidiary company. Associates are major shareholders or controlling persons of the Company and are not implied shareholders of controlling or partners of an audit firm which has auditors of the Company, parent companies, subsidiaries, etc. An associate company, a major shareholder or a controlling person of the Company, unless it has ceased to exist for at least two years before the date of appointment.
6. Not being or having been a professional service provider of any kind, including providing services as legal advisors or financial advisors who receive service fees exceeding two million baht per year from the Company, parent companies, subsidiaries, etc. The Company is a joint major shareholder or a controlling person of the Company and is not a significant shareholder. The controlling authority or partner of the professional service provider, unless it has been removed from such characteristics not less than two years before the date of appointment.
7. Not be a director appointed to represent the Company's directors. Major shareholders or shareholders who are related to major shareholders.
8. Not operating a business with the same condition and is in significant competition with the business of the Company or its subsidiaries, or is not a significant partner in the partnership, or is a director who participates in the management of employees, consulting employees who receive regular salaries or holds more than one percent of the total number of voting shares of other companies that operate in the same business and is in significant competition with the business of the Company or its subsidiaries.
9. There is no other characteristic that makes it impossible to give an independent opinion on the Company's operations.

1.3 Board diversity policy

Nomination and Remuneration Committee is Responsible for the nomination and selection process qualifications of the Board of Directors to diversify the structure of the Board of Directors including including components of the knowledge and expertise of the Board of Directors (Board Skill Matrix), to determine the qualifications of directors and help ensure the completion of the nomination. Determining the appropriate diversity in the structure of the Board of Directors is an important factor that helps to promote and increase the efficiency of decision-making. The Company has set the following diversity in the Board of Directors structure:

- Have good knowledge and expertise in the company's business and related industries.

- There are independent directors at least 1/3 of the total number of Bod of directors but not less than 3 members.
- Have specialized professions and experience that is useful for business operations.
- There are non-executive directors at least 1 person who has experience in the main business or industry in which the company operates.
- There are at least 2 female directors .
- The knowledge and expertise of the Board of Directors that are in line with the Company's business strategy are as follows:

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| 1. Food & Drink | 7. Corporate Management |
| 2. Corporate Governance/
Governance | 8. Budgeting |
| 3. Internal Audit | 9. Human Resource Management |
| 4. Sustainability / Social Responsibility | 10. Marketing / Brand Management |
| 5. Risk Management | 11. Data Analysis |
| 6. Strategy Management | 12. Accounting / Finance |

1.4 Nomination and Appointment Process of the Board of Directors

In the appointment of the Company's directors, the Nomination and Remuneration Committee is responsible for the selection and screening a person, who meets the criteria for the nomination of directors of the Company in accordance with the Company's Articles of Association, and propose a qualified nominee in order to obtain directors with knowledge and competence as well as experience that is beneficial to the Company by consideration based on the structure, size and composition of the Board of Directors to have the appropriate number and has variety for maximum benefit to the company which must be approved by the Board of Directors Before presenting the names of the said directors to the shareholder meeting for consideration and approval. Except in cases where the position of director becomes vacant due to reasons other than the time to leave according to the term, the Board of Directors may appoint a qualified person to be a director instead. The person who becomes a substitute director can hold the position of director for the remainder of the term of the director he or she replaced and the remaining term must not be less than 2 months.

In addition, the Company has provided opportunities for shareholders to participate in the nomination of qualified directors and in accordance with the criteria for the nomination of directors of the Company and the Company's Articles of

Association including Director Pool as well. In voting for the election of directors, the Company allows shareholders to vote for the election of directors individually by having shareholders vote for all the votes they have to elect the nominees as directors one by one.

2. Nomination and Appointment of Chief Executive Officer

The Board of Directors has considered and assigned the Nomination and Remuneration Committee to consider the criteria and methods for recruiting qualified individuals to hold the highest management positions. In recruiting, consider and screen individuals who have complete, appropriate qualifications, knowledge, ability, skills, and experience that are beneficial to the Company's operations, understand the company's business very well and can manage work to achieve objectives according to the goals set by the Board of Directors. After selecting suitable person, the Nomination and Remuneration Committee will nominate such person to the Company's Board of Directors meeting to consider for further appointment.

Qualifications of the Chief Executive Officer

1. Must be a person who has knowledge, ability, skills and experience in managing the Company and experience in conducting business in accordance with the Company's business, expertise in specific areas that are beneficial to the Company's business and in line with the Company's business strategy without discrimination of gender, age, race, religion,
2. Leadership, vision, morality and ethics, as well as a positive attitude towards the organization ,aAble to devote sufficient time that is beneficial to the Company's business operations.
3. Have a transparent work history, no prohibited characteristics as prescribed by the Notification of the Securities and Exchange Commission, and there are no prohibited characteristics according to the law.

3. Preparation of the succession plan for the Chief Executive Officer of the organization.

The Board of Directors supervises the preparation of the succession plan and the senior management development plan. In particular, the position of Chief Executive Officer to ensure the continuity of business operations and strengthen personnel to be ready to succeed in important positions. The guidelines are as follows:

1. The Nomination and Remuneration Committee and the Chief Executive Officer jointly plan the succession of senior executives in key positions of the organization. The skills, knowledge, abilities and potential of the person who will succeed the job are determined.
2. The Chief Executive Officer supervises the training and development of the knowledge and abilities of the successors through various methods such as training, special assignments, job rotation to strengthen the necessary skills and prepare executives for succession.
3. The Chief Executive Officer is responsible for reporting on the succession plan of senior management and reporting the results of development to the Nomination and Remuneration Committee for consideration at least once a year .

The Nomination and Remuneration Committee shall report the summary of the performance of the plan for the succession of senior executives to the Board of Directors at least once a year or when there are important changes.

This Criteria is effective from 11 August 2022 with the approval of the Board of Directors. In meeting number 6/2022.

Mr. Paitoon Taveebhol

Chairman of the Board of Directors