


Gunkul Engineering Public Co., Ltd. and GUNKUL Group			
	Succession Plan Policy	Doc. No.	POL-BOD_68-012
		Effective Date	27 FEB 2025
	Approved by the Resolution of the Board of Directors Meeting No. 1/2025 dated 27 February 2025	Issue No.	9.0
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Objectives

1. To continuously assess the readiness of the Company in terms of having personnel with qualifications and skills, knowledge, and abilities (Competencies), in order to support effective workforce planning, recruitment, and succession for management and key positions. This ensures the Company's business operations are aligned with its goals and are managed sustainably and securely over the long term.
2. To be able to proactively plan for recruitment and selection in advance and prevent the problem of personnel shortage in key positions of the organization by arranging a Succession Plan to create continuity of management at the executive level from the position of Assistant Vice President (AVP) and above.
3. To plan for replacement and succession of positions when vacancies arise due to retirement, completion of term, resignation, or others, to create connections in transferring skills and knowledge in various positions to successors to achieve career goals that are consistent with the Company's culture and goals.
4. To reduce the loss rate of personnel with knowledge, ability, and experience to support business growth.
5. To motivate and retain employees with skills and potential in order to arrange succession plan, and provide them opportunity to develop capabilities, job titles, and higher remuneration.


Related parties

1. The Human Resources and Administration Department, the Nomination and Remuneration Committee, and/or the Executive Committee, and/or any committee appointed to be responsible for overseeing the proper implementation of this policy.
2. All employees within the Group of Gunkul Engineering Public Company Limited who possess necessary skills, capabilities, and readiness to assume positions in line with the organization's succession expectations.

Criteria and Procedures

1. Criteria and procedures on Succession Plan

- 1.1 The Company is fully committed to providing equal opportunities for all employees regardless of race, national origin, skin color, marital status, religion, belief, gender, age, class, hometown, education, field of study, political opinion, military status. Including not limited to disabled or elderly persons or any other characteristic protected by law to get personnel with knowledge, abilities and management skills to perform a variety of jobs according to the needs of the job.

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1.2 The Company has appropriate and transparent criteria and procedures for selecting personnel who will be responsible for important management positions of the Company in order to ensure that the Company get executives with qualifications, skills, experience, and professional abilities, through the Nomination and Remuneration Committee and/or the committee appointed in recruitment/selection and succession planning according to employee level as follows:

1.2.1 Chief Executive Officer (CEO)

To recruit/select and arrange the succession plan by having the Nomination and Remuneration Committee responsible for preparing the Succession Plan in the level of Chief Executive Officer to propose to the Board of Directors for consideration. For the recruitment and selection of persons to serve as the Company's executives, the Nomination and Remuneration Committee has arranged to follow up on the progress of the succession plan when the position of Chief Executive Officer becomes vacant due to retirement, completion of term, resignation, inability to perform duties, or others. The Company will have a management system in place for executives at a similar level or deputy level to perform as an acting person until completion of the recruitment and selection of person with qualifications in accordance with criteria of the Company. In addition, such person must be fully qualified under Section 68 of the Public Limited Company Act B.E. 2535 (including any amendments) and must not have prohibited characteristics according to the announcement of the Securities and Exchange Commission No. Kor Jor. 3/2560 on Determination of Untrustworthy Characteristics of Company Directors and Executives (including any amendment.) Moreover, such person shall possess the vision, knowledge, competence, experiences and able to connect various departments of the Company to strive for strategic success. The Nomination and Remuneration Committee will propose to the Board of Directors to consider and appoint a suitable person to take such post.

Primary qualifications of the Chief Executive Officer (CEO) are as follows:

- 1) Graduated with at least bachelor's degree and has experience in management in the level of Vice President and above.
- 2) Has skills, knowledge, abilities, experiences in managing a company, and experience in running a business that is consistent with the Company's business. Including a specific expertise that is beneficial to the Company's business and consistent with the Company's business strategies without discrimination based on gender, age, race, etc.

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- 3) Able to connect various departments of the organization to achieve strategic success along with laying a foundation that is ready for rapid change, including having the ability to plan strategies, manage the company, make decisions and solve problems wisely by considering the best interests of the organization.
- 4) Has leadership qualities, broad vision, morals and ethics, and a positive attitude towards the Company. Able to devote sufficient time that is beneficial to the Company's business operations.
- 5) Has a transparent employment history with no record of allegations or accusations from any organization, including the Securities and Exchange Commission, or has been convicted of a criminal offense. Including not having any characteristics prohibited by law.

1.2.2 Executives level from the level of Assistant Vice President (“AVP”) to Chief Operating Officer (“COO”)

When executive level from the level of Assistant Vice President to Chief Operating Officer become vacant due to retirement, completion of term, resignation, person in position unable to perform duties or others, the Company will present successors who have passed the selection criteria and propose to the Executive Committee and/or the appointed HR committee. Each job position must have qualifications, roles/duties, educational background, experience, training, and knowledge/abilities as specified in job description for each job position as determined by the Company.

2. Succession planning at the executive level has the following process:

- 2.1 To analyze the Company's business situation in terms of strategies, policies, investment plans, expansion plans.
- 2.2 To assess the readiness of manpower in accordance with the strategy, manpower plan, and structure chart of the Company both in the short-term and long-term.
- 2.3 To identify the successor from assessment and analysis of employees' potential and performance presented by supervisors and propose to the Nomination and Remuneration Committee and/or the Executive Committee and/or the appointed committee. Employees shall be informed in case of passing the assessment from supervisors and Chief Executive Officer to prepare for the assignment of roles/duties in a job position with more responsibility, and to plan for learning development/capacity enhancement and acknowledge the assessment criteria.

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2.4 To create a Succession Plan and/or Recruitment Plan to prepare for replacement, along with conducting employee training and development in advance before employees retire, complete their term, resign, or others. This is done through a process focused on developing competencies—defined as the skills, knowledge, and personal characteristics of attributes that influence essential behaviors for job performance—this approach ensures that individuals can perform their responsibilities to the best of their abilities and in line with the organization's expectations. It prepares personnel to handle business growth and increased responsibilities while fostering a connection for transferring skills and knowledge to successors. This enables them to achieve career goals aligned with the Company's culture and objectives, as part of the Training and Development Model “70-20-10” framework, as follows:

2.4.1 **70% Learning from Practical Work Experience (OJT = On the Job Training)** This process involves hands-on work or project assignments, enabling individuals to gain real work experience, see tangible results from their development efforts, and reinforce sustainable development.


2.4.2 **20% Learning through Coaching and Counselling** This process involves a mentor or coach guiding employees on how to apply the knowledge gained in practical situations and supporting them by evaluating and monitoring the progress of assigned projects or the outcomes of OJT.

2.4.3 **10% Learning through Training** This process is to organize both internal and external training sessions to enhance knowledge, skills, and the attitudes or behaviors necessary for effective work performance. These sessions can be conducted in both online and classroom formats, depending on suitability and development plans.

2.5 To select, assess performance and potential of employees by using personnel testing and assessment tools to analyze the employees’ potential. They must receive a B grade or higher within the specified period.

2.5.1 Performance Indicators

Grade: Definition	Score range (100 scores)	Full score range 3 each grade level
A (5) : Excellent	90-100	2.70-3.00
B (4) : Good	80-89	2.40-2.69
C (3) : Average	60-79	1.80-2.39
D (2) : Fair	40-59	1.20-1.79
E (1) : Poor	0-39	0.00-1.19

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2.5.2 Competency

Grade: Definition	Full score 55
A (5) : Excellent	44-55
B (4) : Good	37-43
C (3) : Average	30-36
D (2) : Fair	24-29
E (1) : Poor	<u>≤ 23</u>

2.5.3 To summarize the performance and development/improvement in both personal and work processes that have been assigned annually for the Nomination and Remuneration Committee and/or the Executive Committee and/or the assigned committee to consider and assess before proposing to the Chairman of the Executive Committee and/or the Chief Executive Officer for approval and appointment according to the policy set by the Company.


2.6 Develop and assess employees who are expected to be successors that they will actually be able to develop and create results as expected. In the event that it is not as expected, proceed as follows:

2.6.1 Carry out selection and succession planning for new positions or

2.6.2 Develop a replacement successor (if any) or

2.6.3 Recruit and select from outsiders

When the successor is fully qualified for the position with higher responsibilities and there is a vacancy or have a new and higher position, the promotion/acting adjustment shall be proposed with approval from the Chief Executive Officer and/or the Chairman of the Executive Committee and appointment according to the policy set by the Company.

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Revision Record

Document No.	Issue No. / Revision No.	Date	Revised part	Reason of revision	Date of Cancellation
HA 2559/89	1.0	22 NOV 2016	Rewritten	To comply with the principles of the supervising agency and the current operations	25 DEC 2017
OMD 2560/18	2.0	25 DEC 2017	Reviewed	To comply with the principles of the supervising agency and the current operations	25 FEB 2019
OMD 2562/07	3.0	25 FEB 2019	Reviewed	To comply with the principles of the supervising agency and the current operations	8 NOV 2019
OMD 2562/22	4.0	8 NOV 2019	Reviewed	To comply with the principles of the supervising agency and the current operations	1 MAR 2021
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