



## Nomination and Remuneration Committee Charter

Amarin Corporations Public Company Limited



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#### 1. The Objective

The Board of Directors places importance on compliance with the good corporate governance policy. The Nomination and Remuneration Committee has appointed to perform duties in considering the determination form for recruiting and selecting individuals to be nominated as directors in place of directors who are serving their terms and executives with transparency, including considering of remuneration to directors, senior executives, executives and employees with fairness, reasonableness and according to the situation economy and industries. Including following the good corporate governance policy to build confidence and trust to stakeholders

#### 2. The Composition and Appointment

2.1 The Board of Directors is responsible for appointing the Nomination and Remuneration Committee.

2.2 The Nomination and Remuneration Committee consists of at least 3 the Company directors. At least half of them must be independent directors.

2.3 The Chairman of the Nomination and Remuneration Committee should be an independent director to be able to practice duties and express opinions freely

#### 3. The Qualifications

3.1 Have qualifications and do not have prohibited characteristics according to the law on public limited companies, Securities and Stock Exchange Act. and other related laws, including must not have characteristics that refer to lack of suitability to be trusted to manage businesses in which the public is the shareholder as specified by the Office of the Securities and Exchange Commission ("SEC office").

3.2 Be a knowledgeable person ability and experience that will be beneficial to the performance of duties as Nomination and Remuneration Committee and be able to



devote sufficient time to performing duties. In order to carry out the work of the Nomination and Remuneration Committee successfully according to its objectives.

#### 4. Term of Rotation and Remuneration

- 4.1 The term of rotation is 3 years, with the anniversary of retirement according to the term of rotation and when the terminate term may be re-elected to hold as a committee member and also consider remuneration.
- 4.2 In addition to retiring from office according to the term mentioned above Nomination and Remuneration Committee from the position when
  - (1) Dead
  - (2) Resign
  - (3) Lack of qualifications to be the Company director or have prohibited characteristics according to the law on public companies limited or has characteristics that show a lack of suitability to be trusted to manage businesses in which the public is the shareholder as specified by the SEC Office
  - (4) The Board of Directors' meeting resolved to remove from position.
- 4.3 Any nomination and remuneration director will resign, submit a resignation letter to the Chairman of the Board of Directors.
- 4.4 In the event that the position of the nomination and remuneration Committee is vacant for reasons other than the time agenda. The Board of Directors shall appoint persons who have qualifications and do not have prohibited characteristics law became a member of the nomination and remuneration Committee instead. Except for the agenda of the selection of the nomination and remuneration director that person who has less than 2 months remaining, the Board of Directors will not appoint a Nomination and Remuneration Committee for vacant positions. Nomination and remuneration director appoint replacement will be in rotation only for the remaining term of the nomination and remuneration director who is represents.
- 4.5 Nomination and Remuneration Committee is the person who determines compensation value of the Nomination and Remuneration Committee which is

determined by the amount of work and responsibilities and presented to the Board of Directors for consideration before presenting to the shareholder meeting for consideration and approve

## 5. Meeting

- 5.1 There shall be a meeting of the Nomination and Remuneration Committee at least every two years. The Chairman of the Nomination and Remuneration Committee may call additional meetings as special agendas as appropriate seems appropriate.
- 5.2 In calling a meeting of the Nomination and Remuneration Committee, let the Chairman or director select and consider answers on behalf of one person. (In case of urgent need and the Chairman of Committee is on a mission and is unable to perform his duties as a meeting caller) and Secretary of the Nomination and Recruitment Committee consider remuneration as the person assigned who send the meeting invitation letter to the Nomination and Recruitment Committee 7 days before the meeting date, except in cases of urgent need to preserve the Company's benefits, the meeting may be informed by other means and the meeting date may be set to begin earlier than that in this regard. This is the delivery of the meeting invitation letter and meeting documents to the Nomination and Remuneration Committee may send it via electronic mail instead. The secretary of the Nomination and Remuneration Committee must keep a copy of the meeting invitation letter and meeting documents as evidence or may consider storing it in electronic data.
- 5.3 The Chairman of the meeting may require the Nomination and Remuneration Committee to attend the meeting and any action can be taken in meetings via electronic media. However, meetings via electronic media must be done through a meeting control system that has an information security process to include audio recording or both sound and image depending on the case of every director who attended the meeting throughout length of meeting Including computer traffic data generated from such records and having a system. Supervising meetings must ensure that the basic elements of the work are in accordance with the law and principles related. Members of the Nomination and Remuneration Committee who

attend board meetings via electronic media by means and according to the conditions in the first paragraph. It is considered that attending the meeting can be counted as a quorum. Directors who attend the electronic meeting, but was not in Thailand at the time the meeting was held. It is considered that that director is a participant events in the meeting but cannot be counted as a quorum or to participate in voting various meetings can be held by the meeting. The Chairman may consider having the secretary of the Nomination and Remuneration Committee record the opinions or suggestions of the director who are co-observers in the process meetings can be held as appropriate.

- 5.4 In the meeting of the Nomination and Remuneration Committee must be no less than a committee member present at the meeting half of the total number of the Nomination and Remuneration Committee will constitute a quorum.
- 5.5 In the event that the Chairman of the Nomination and Remuneration Committee does not attend the meeting to the committee that attended the meeting at that time select one director to be the Chairman of the meeting.
- 5.6 In voting the Nomination and Remuneration Committee votes with each voting right 1 vote and use the majority vote as the criterion. In the case where there are equal votes, the Chairman of the Nomination and Remuneration Committee has the right to cast another vote to make the decision and secretary of the Nomination and Remuneration Committee has no voting rights.
- 5.7 The Nomination and Remuneration Committee has the authority to invite relevant people or those from the committee deems it appropriate to attend the meeting to provide information or clarification on related matters.
- 5.8 The Nomination and Remuneration Committee has the authority to invite outsiders with knowledge and expertise to serve as advisors and attend meetings at the company's expense.
- 5.9 The Secretary of the Nomination and Remuneration Committee is responsible for taking notes and preparing meeting minutes within 14 days, including storing meeting minutes and meeting documents.



## 6. Duties and Responsibilities

Nomination and Remuneration Committee is responsible for considering and filtering the following matters first, before Board of Directors for consideration and approval

### 6.1 Nomination

- (1) Considering and setting criteria and methods for director nomination;
- (2) Considering the structure, size and components of the Board of Directors as well as committees to ensure they support the Company's strategies and changing situation;
- (3) Considering and setting the qualifications of directors, and nominating candidates for the posts of directors using transparent nomination and selection process with a focus on skill matrix that is useful to the Company's business operations and the balance of expertise for the Company's best interest and possibly with the help of Director's Pool of a reliable organization, and presenting the chosen candidates for the Board of Directors' and/or shareholders' meetings to consider and approve;
- (4) Supporting the Company's move to offer minor shareholders an opportunity to nominate candidates for the posts of directors;
- (5) Selecting qualified directors for positions in committees, and proposing them to the Board of Director for consideration and appointment when appropriate or when a position becomes vacant;
- (6) Finding a qualified candidate for Group Chief Executive Officer post using transparent nomination and selection process, and proposing the candidate for the Board of Directors to consider and approve at its meeting; and
- (7) Constantly ensuring that succession plans related to Group Chief Executive Officer and other high-level executive posts at the Company are in place, with the list of potential successors.

### 6.2 Remuneration

- (1) Giving opinions on the Board of Directors' structure and directors' remuneration to the Board every year;

- (2) Proposing remuneration criteria that not only suit directors' job responsibilities and performance as well as the Company's operating results and financial position but are also able to attract/retain quality directors using industry-level rate for the Board of Directors to consider and approve prior to presentation to the general meetings of shareholders for final green light;
  - (3) Considering bonus for directors when appropriate using the budget approved at the general meetings of shareholders;
  - (4) Considering remuneration guideline for the Group Chief Executive Officer based on fair and reasonable remuneration in light of his/her performance, as well as the Company's operating results and financial position, and proposing it to the Board of Directors for consideration and approval; and
  - (5) Proposing the guideline on high-level executives', executives' and staff's bonus and salary adjustment to the Board of Directors for consideration and approval.
- 6.3 Reviewing and revising the Nomination and Remuneration Committee Charter every year. In events of revision, the updated charter must receive approval from the Board of Directors;
- 6.4 Preparing the Report of the Nomination and Remuneration Committee, which is signed by the Chairman of the Nomination and Remuneration Committee, and including it in the annual report in line with the principles of good corporate governance; and
- 6.5 Carrying out any assignment given by the Board of Directors.

## 7. Performance Evaluation

Nomination and Remuneration Committee requires that a performance evaluation form of the Nomination and Remuneration Committee be prepared every year, at least once a year, in the form of an evaluation by individual and group evaluations based on the evaluation form of the Institute of Directors Association Thailand (IOD) and the Stock Exchange of Thailand's assessment form to consider and review performance results various problems and obstacles in the past year



This Nomination and Remuneration Committee Charter was approved by the Board of Directors No. 5/2023 on December 8, 2023, effective from January 1, 2024 onwards.