



Charter of the Nomination and Remuneration Committee

Amarin Corporations Public Company Limited



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### 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").



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 Nomination and Remuneration Committee members serve a term of three years, aligning with the term of office of the Board of Directors. Upon the expiration of their term, they may be reappointed by the Board of Directors to continue serving as Nomination and Remuneration Committee members.

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.

(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 criteria for determining directors' remuneration that appropriately align with their duties and responsibilities. The remuneration should be linked to performance evaluations, workload, responsibilities, the company's operational results, and financial status. It should also be set at a level that motivates and retains qualified directors and is comparable to companies within the same industry. The proposed remuneration must be submitted to the Board of Directors for approval before being presented to the Annual General Meeting of Shareholders for final approval.
- (3) Considering bonus for directors when appropriate using the budget approved at the general meetings of shareholders.
- (4) Considering guidelines for determining the remuneration of the Group Chief Executive Officer by establishing fair and reasonable criteria. The remuneration should align with the company's performance, workload, and responsibilities, as well as the individual performance of senior executives. Financial status and stability of the company must also be taken into account. The proposed remuneration shall be submitted to the Board of Directors for approval.
- (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

The Nomination and Remuneration Committee shall conduct a performance assessment of the Committee annually, at least once a year, in order to review performance, identify difficulties, obstacles, and other suggestions for improvement and further development of performance. This is done through methods of individual assessment (self-assessment) and group assessment, referencing the assessment form of the Thai Institute of Directors (IOD) and the assessment form of the Stock Exchange of Thailand, as reviewed by the Board of Corporate Governance Committee.

## 8. Review of the Charter

The Nomination and Remuneration Committee shall review, assess, and ensure the adequacy and appropriateness of this charter annually. If there are regulations, rules, or directives from regulatory authorities that may require amendments to the charter during the year, the Nomination and Remuneration Committee may propose revisions and submit them to the Board of Directors for consideration.

This Charter of the Nomination and Remuneration Committee has been approved by the Board of Directors at the Board of Directors Meeting No. 7/2024 on 6 December 2024. It will be effective from 1 January 2025 onwards.