



Nomination and Remuneration Committee Charter

1. **Objectives**

Nomination and Remuneration Committee (Nomination and Remuneration Committee: NRC) was first established by the resolution of the Board of Directors meeting No. 2/2015 dated May 9, 2015, to promote good corporate governance principles it is responsible for setting the rules and policies for the nomination and remuneration of the Company's directors and sub-committees, including nominating, selecting, and proposing suitable persons to serve as directors of the Company and fixing remuneration for the Company's directors as well as performing other tasks as assigned and presented to the Board of Directors and/or the shareholders' meeting, as the case may be.

2. **Composition of the Nomination and Remuneration Committee**

- 2.1 Nomination and Remuneration Committee appointed by the Board of directors and consists of at least 3 directors and executives, of which more than half of the total the number of directors must be independent directors.
- 2.2 Independent Director, holding the position of chairman of the Nomination and Remuneration Committee.

3. **Term of office and remuneration**

- 3.1 Member of the Nomination and Remuneration Committee the term of office is 3 years.
- 3.2 Member of the Nomination and Remuneration Committee may be re-appointed as the Board of Directors deems appropriate.
- 3.3 In addition to the retirement Nomination and Remuneration Committee will retire when:
 - Resign.
 - The Board of Directors has resolved to vacate the position.
- 3.4 Board of Directors have the authority to appoint Member of the Nomination and Remuneration Committee for the benefit of carrying out the objectives or to substitute Nomination and Remuneration Committee who vacates office under clause 3.1 or 3.2, and the person appointed to be the Nomination and Remuneration Committee Member under clause 3.2 shall hold office only for the remaining term of the Nomination and Remuneration Committee which self represents only.

4. **Scope of duties and responsibilities**

Nomination and Remuneration Committee perform duties as assigned by the Board of Directors the scope of powers, duties, and responsibilities are as follows:

4.1 **Nomination**

- 4.1.1 Determine the criteria and policy for the nomination of the Company's directors and sub-committees by considering the suitability of the number, structure, and composition of the committee director's qualifications to propose to the Board



of Directors and/or propose for approval to the shareholders' meeting, as the case maybe.

- 4.1.2 Consider the nomination, selection, and nomination of suitable persons for the position of director of the Company.
- 4.1.3 To perform any other tasks related to recruiting as assigned by the Board of Directors.
- 4.1.4 Evaluate the performance of the top executive of the Company to propose to the Board of Directors' meeting for consideration and approval.

4.2 Remuneration

- 4.2.1 Prepare rules and policies for determining the remuneration of the Board of Directors and sub-committees to propose to the Board of Directors and/or propose for approval to the shareholders' meeting, as the case may be.
- 4.2.2 Determine necessary and appropriate remuneration, both monetary and non-monetary, of the Board of Directors individually by determining the remuneration of the Board of Directors, consider the appropriateness of the duties and responsibilities. Responsibilities, performance, and comparison with companies in similar businesses and expected benefits from directors to propose to the Board of Directors for consideration and to propose to the shareholders' meeting for approval.
- 4.2.3 Responsible for the board of directors and has a duty to give explanations answer questions and remuneration of the directors of the Company at the shareholders' meeting.
- 4.2.4 Policy report Principle/rationale for the determination of remuneration for directors and executives according to the regulations of the Stock Exchange of Thailand will be disclosed in the annual registration statement (56-1) and the Company's annual report.
- 4.2.5 To perform any other tasks related to the determination of remuneration as assigned by the Board of Directors by the management and various departments must report or present relevant information and documents to the Nomination and Remuneration Committee to support the performance of the Nomination and Remuneration Committee to accomplish the assigned duties.

5. Meeting

- 5.1 Nomination and Remuneration Committee to arrange or convene a meeting as deemed appropriate at least once a year and have the power to call additional meetings as necessary. The quorum consisted of the Nomination and Remuneration Committee is not less than half of the total number of directors.



- 5.2 All directors should attend the meeting every time except in case of necessity, unable to attend the meeting, the Chairman of the Nomination and the remuneration committee should be informed in advance.
- 5.3 Chairman of the meeting in the event that the Chairman of the Nomination and Remuneration Committee not at the meeting or unable to perform duties to the Nomination and Remuneration Committee attendees choose the Nomination and Remuneration Committee one person is the Chairman of the meeting.
- 5.4 The resolution of the Nomination and Remuneration Committee can be done by holding a majority vote on the nomination and remuneration committee with any stake in the matter under consideration must not participate in the comments and has no right to vote on that matter.
- 5.5 Delivering the meeting invitation letter to the Nomination and Remuneration Committee to be delivered in advance of the meeting except in case of necessity or urgency to notify the meeting by other means or can set an earlier meeting date the secretary of the Nomination and Remuneration Committee is the person who records the minutes of the meeting.
- 5.6 Nomination and Remuneration Committee able to invite relevant persons to attend the meeting to clarify various facets of the meeting the Nomination and the Remuneration Committee can know.

6. Review of the Charter

The Nomination and Remuneration Committee will review and assess the sufficiency and the suitability of the annual charter and if there is a significant improvement will be presented to the Board of Directors for approval.

7. Reporting

- 7.1 Report to the Board of Directors regularly about the activities of the Nomination and Remuneration Committee and give suggestions as to appropriate.
- 7.2 Report to shareholders in the Annual Report (Form 56-1 One Report) and the Annual Registration Statement.

8. Performance appraisal

The Corporate Governance and Sustainability Committee performs an annual self-assessment performance and reports on the results of the assessment, along with problems and obstacles that cause the performance to fail to achieve the objectives of the establishment of the Corporate Governance and Sustainability Committee for the Board of Directors to know.

The Nomination and Remuneration Committee Charter has been reviewed and approved by the Board with effect from 24 February, 2023