



MUANGTHAI CAPITAL PUBLIC COMPANY LIMITED

332/1 Jaransanitwong Road, Bangplad, Bangkok Thailand 10700 Tel. +662 483 8888

Nomination and Remuneration Committee Charter

1. Objectives

The Nomination and Remuneration Committee is appointed by the Board of Directors 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 In the Nomination and Remuneration Committee, the term of office is 3 years and the retiring directors may be reappointed.
- 3.2 The Nomination and Remuneration Committee will retire from the position when:
 - The term of office is complete.
 - Resign from being a director of the Company
 - Death
 - Resignation
 - The Board of Directors resolved to resign from office.
- 3.3 Resignation the Nomination and Remuneration Committee member, a resignation letter must be submitted to the Chairman of the Board of Directors at least 30 days in advance unless there is a force majeure circumstance approved by the Board of Directors.
- 3.4 When a member of the Nomination and Remuneration Committee vacates office before the end of term, the Board of Directors appoints a fully qualified person to be a member of the Nomination and Remuneration Committee. The replacing director will be in the position only for the remaining term of the resigned director.



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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

- 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.
- 2) Consider the nomination, selection, and nomination of suitable persons for the position of director of the Company.
- 3) To perform any other tasks related to recruiting as assigned by the Board of Directors.
- 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

- 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.
- 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.
- 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) 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.
- 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.



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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.



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8. Performance appraisal

The Nomination and Remuneration Committee reports the performance results to the Board of Directors.

The Nomination and Remuneration Committee Charter was reviewed and approved by the Board of Directors on 22nd February 2024.

Adm. Apichart Pengsritong
Chairman of the Nomination and Remuneration Committee