

Nomination, Remuneration and Corporate Governance Committee Charter

The Nomination, Remuneration and Corporate Governance Committee has been established to promote good corporate governance practices. The Committee is responsible for establishing criteria and policies for the nomination, selection, and appointment of qualified individuals to serve as directors, members of sub-committees, and senior executives. It is also responsible for determining the remuneration of directors, sub-committee members, and senior executives, and proposing such matters to the Board of Directors and/or the shareholders' meeting for approval in accordance with applicable laws. In addition, the Committee supports the Board of Directors in formulating corporate governance policies and establishing appropriate practices in alignment with good corporate governance principles. The Committee also promotes and encourages personnel at all levels of the Company to adhere to and comply with good corporate governance principles and business ethics. This is to ensure that the Company achieves sustainable growth through efficient, transparent, and accountable management, while maintaining responsibility toward society and the environment, thereby enhancing confidence among shareholders, investors, stakeholders, and all relevant parties.

1. Composition and Nomination of the Nomination, Remuneration and Corporate Governance Committee

1.1. The Nomination, Remuneration and Corporate Governance Committee shall be appointed by the Board of Directors and shall consist of no fewer than three (3) members, with at least one-third (1/3) of the total members being independent directors.

1.2. The Nomination, Remuneration and Corporate Governance Committee may appoint one (1) employee of the Company to serve as the Secretary to the Committee, who shall be responsible for supporting the Committee's operations, including arranging meetings, preparing meeting agendas, delivering meeting materials, and recording minutes of meetings. The Committee shall have the authority to determine the Secretary's remuneration (meeting allowance) as deemed appropriate.

1.3. In the event that the Board of Directors appoints any person as an advisor to the Nomination, Remuneration and Corporate Governance Committee, the Company shall disclose the details of such advisor in the annual report, including information regarding independence and the absence of any conflict of interest.

2. Qualifications of the Nomination, Remuneration and Corporate Governance Committee

2.1 Members of the Nomination, Remuneration and Corporate Governance Committee are not required to be directors of the Company; however, they shall not serve as the Chairman of the Board of Directors.

2.2 Members of the Nomination, Remuneration and Corporate Governance Committee shall possess knowledge, competence, and experience beneficial to the Company's business operations, and shall demonstrate integrity, honesty, and adherence to business ethics. They shall also be able to devote sufficient time, knowledge, and capabilities to fully perform their duties for the Company.

3. Appointment and Term of Office of the Nomination, Remuneration and Corporate Governance Committee

3.1 The Board of Directors shall appoint the Nomination, Remuneration and Corporate Governance Committee, with each member serving a term of three (3) years.

3.2 Members of the Nomination, Remuneration and Corporate Governance Committee who retire by rotation upon expiry of their term may be re-nominated and reappointed.

3.3 A member of the Nomination, Remuneration and Corporate Governance Committee shall vacate office upon

(1) death

(2) resignation or

(3) disqualification from being a member of the Nomination, Remuneration and Corporate Governance Committee in accordance with this Charter.

3.4 In the event that the entire Nomination, Remuneration and Corporate Governance Committee vacates office, the outgoing members shall continue to perform their duties until a newly appointed Committee assumes office.

3.5 In the event of a vacancy in the Nomination, Remuneration and Corporate Governance Committee resulting in the number of members falling below three (3), the Board of Directors shall appoint a qualified individual in accordance with the required composition to fill such vacancy immediately or, at the latest, within three (3) months from the date on which the Committee becomes incomplete, in order to ensure continuity in the performance of duties. The appointed member shall hold office only for the remaining term of the member whom they replace.

4. Duties and Responsibilities of the Nomination, Remuneration and Corporate Governance Committee

The Nomination, Remuneration and Corporate Governance Committee shall perform duties as assigned by the Board of Directors, with the scope of authority, duties, and responsibilities as follows

4.1 Nomination

(1) To establish policies, criteria, and procedures for the nomination of qualified individuals to serve as directors, members of sub-committees, and the Chief Executive Officer, taking into consideration the appropriate size, structure, and composition of the Board of Directors. This includes defining the qualifications of directors, sub-committee members, and senior executives, for submission to the Board of Directors and/or the shareholders' meeting for approval, as applicable, and disclosing such nomination policies and criteria for transparency.

(2) To consider, nominate, and propose qualified individuals for appointment as directors, members of sub-committees, and the Chief Executive Officer upon the expiration of their term, for the Board of Directors' consideration. The nomination process may include the reappointment of existing directors, nominations proposed by shareholders, or recommendations from individual directors, as appropriate.

(3) To review the list of nominated candidates and select individuals whose qualifications meet the established criteria.

(4) To verify that the nominated individuals possess qualifications in compliance with applicable laws and relevant regulatory requirements.

(5) propose the selected candidates to the Board of Directors for consideration and inclusion in the notice of shareholders' meeting for appointment by the shareholders.

(6) To consider the criteria and procedures for the nomination and appointment of senior executives in consultation with the Chief Executive Officer.

(7) To review the structure, size, and composition of the Board of Directors and sub-committees, and to define appropriate qualifications to ensure alignment with the Company's strategy and changing business environment.

(8) To oversee the preparation of a succession plan to ensure continuity in leadership for the Chief Executive Officer and senior executives in the event of retirement, resignation, or inability to perform duties. The Nomination, Remuneration and Corporate Governance Committee shall report on the progress of the succession plan to the Board of Directors on a periodic basis, at least once annually. This includes overseeing the development and management of personnel to ensure an appropriate number of qualified individuals with the necessary knowledge, skills, experience, and motivation.

(9) To review the criteria and procedures for the nomination of directors, sub-committee members, and senior executives on an annual basis to ensure their appropriateness in light of changing circumstances and the Company's business environment.

(10) To review and summarize the implementation of succession planning and management continuity for senior executive positions on an annual basis and report the results to the Board of Directors.

(11) To assess the independence of each independent director to ensure that all independent directors meet the required qualifications.

(12) In the event that the Nomination, Remuneration and Corporate Governance Committee proposes the reappointment of a retiring director, the Committee shall provide the director's meeting attendance record at Board and shareholders' meetings for shareholders' consideration.

(13) To consider the format and prepare development plans for directors, sub-committee members, and the Chief Executive Officer to enhance their knowledge and understanding of the Company's business, roles and responsibilities, and key developments, such as economic and industry conditions, as well as relevant laws and regulations.

(14) To perform any other duties as assigned by the Board of Directors, with the approval of the Nomination, Remuneration and Corporate Governance Committee.

4.2 Remuneration

(1) To consider the criteria and policies for determining the remuneration of directors, members of sub-committees, and senior executives, and to propose such matters to the Board of Directors and/or the shareholders' meeting, as applicable. This includes reviewing the appropriateness of existing criteria, benchmarking against remuneration practices of companies within the same industry, and ensuring that remuneration is appropriately structured to attract and retain qualified individuals, as well as to reward those who dedicate their knowledge and expertise in governing the Company in accordance with its policies.

(2) To determine the structure of all forms of remuneration, including fixed compensation, performance-based compensation, and meeting allowances, whether monetary or non-monetary, for directors, sub-committee members, and senior executives on an individual basis. Such determination shall take into account industry practices, the Company's performance and business size, as well as the responsibilities, knowledge, capabilities, and experience of the directors and senior executives, for submission to the Board of Directors and/or the shareholders' meeting for approval, as applicable.

(3) To review the appropriateness of the criteria and policies for determining the remuneration of directors, sub-committee members, and senior executives on a regular basis, in alignment with the Company's changing circumstances and business environment.

(4) To report the policy and rationale for determining the remuneration of directors and executives in accordance with the requirements of the Stock Exchange, and to disclose such information in the Company's annual report.

(5) To establish policies and criteria for evaluating the performance of directors, sub-committee members, and senior executives for the purpose of determining annual remuneration, and to propose such matters to the Board of Directors for consideration and approval.

(6) To disclose the policies and criteria for determining remuneration and other benefits, and to prepare a report on such remuneration for inclusion in the Company's annual report.

(7) To consider the appropriateness and provide approval in cases where new securities are offered to directors and employees, ensuring fairness to shareholders and creating appropriate incentives for directors and employees to perform their duties in a manner that enhances long-term shareholder value and supports the retention of qualified personnel.

(8) To perform any other duties as assigned by the Board of Directors, with the approval of the Nomination, Remuneration and Corporate Governance Committee. The Committee shall also review and propose revisions to its scope of authority, duties, and responsibilities to the Board of Directors, as appropriate, to ensure alignment with prevailing circumstances.

4.3 Corporate Governance

(1) To establish policies and practices on good corporate governance, including key and related areas such as sustainability management and corporate social responsibility, in alignment with the principles, standards, and requirements of the Stock Exchange of Thailand, the Securities and Exchange Commission, and other recognized organizations at both domestic and international levels.

(2) To define guidelines and oversee and monitor the Company's operations to ensure compliance with the established policies and practices.

(3) To oversee, provide guidance, evaluate, and review the implementation of good corporate governance principles and the Company's code of business conduct, with a view to enhancing and strengthening the Company's governance framework.

(4) To prepare corporate governance reports and report on the performance of the Nomination, Remuneration and Corporate Governance Committee to the Board of Directors on a regular basis, with disclosure in the Company's annual report. Such report shall be signed by the Chairman of the Nomination, Remuneration and Corporate Governance Committee. The Committee shall also perform any other duties as assigned by the Board of Directors.

5. Meetings of the Nomination, Remuneration and Corporate Governance Committee

5.1 The Nomination, Remuneration and Corporate Governance Committee shall convene meetings at least twice a year, or as deemed appropriate, to ensure that the Committee's operations achieve their intended objectives.

5.2 The Chairman of the Nomination, Remuneration and Corporate Governance Committee, or a member designated by the Chairman, shall determine the date, time, and venue of the meetings. The meeting venue may be held at a location other than the Company's head office or nearby provinces, as appropriate. In the absence of such determination, the Company's head office shall be deemed the meeting venue.

In convening a meeting, the Chairman or the designated person shall send a written notice of meeting, or deliver it directly to the Committee members, specifying the date, time, venue, and agenda of the meeting, at least seven (7) days prior to the meeting date. In cases of urgency, in order to protect the rights or benefits of the Company, the meeting may be called by other means or scheduled on shorter notice.

5.3 All members of the Nomination, Remuneration and Corporate Governance Committee should attend every meeting. A quorum shall consist of not less than one-half of the total number of Committee members.

5.4 The Chairman of the Nomination, Remuneration and Corporate Governance Committee may convene a special meeting upon request by any Committee member or the Chairman of the Board of Directors to consider matters requiring deliberation.

5.5 The Chairman of the Nomination, Remuneration and Corporate Governance Committee shall preside over the meeting. In the absence of the Chairman or if the Chairman is unable to perform such duties, the members present shall elect one member to act as Chairman of the meeting.

5.6 Resolutions of the Nomination, Remuneration and Corporate Governance Committee shall be passed by a majority vote of the members present at the meeting. In the event of a tie, the Chairman of the meeting shall have a casting vote. Any dissenting opinion shall be recorded in the minutes of the meeting. A member who has any interest in a matter under consideration shall not participate in the discussion and shall not be entitled to vote on such matter.

5.7 The Nomination, Remuneration and Corporate Governance Committee may invite relevant persons to attend meetings in order to provide information, clarification, or respond to inquiries of the Committee.

5.8 The Secretary to the Nomination, Remuneration and Corporate Governance Committee shall prepare the notice of meeting, specifying the date, time, venue, and agenda for each meeting, and shall deliver the meeting materials to the Committee members and attendees in advance within a reasonable period to allow sufficient time for consideration or to request additional information.

5.9 The Secretary to the Nomination, Remuneration and Corporate Governance Committee shall record the minutes of the meeting. Such minutes shall be submitted to the Committee members and the directors who attended the meeting within seven (7) days from the meeting date, in order to ensure that the Board of Directors is regularly informed of the Committee's activities.

6. Reporting of the Nomination, Remuneration and Corporate Governance Committee

6.1 The Nomination, Remuneration and Corporate Governance Committee shall report to the Board of Directors on the outcomes of each meeting, including any matters requiring improvement, corrective actions, or other issues deemed necessary for the Board's attention, at the subsequent Board meeting.

6.2 The Chairman of the Nomination, Remuneration and Corporate Governance Committee shall report to the shareholders on the Committee's activities performed during the year in accordance with its duties and responsibilities as assigned by the Board of Directors. Such report shall be signed by the Chairman and disclosed in the Company's annual report.

7. Performance Evaluation of the Nomination, Remuneration and Corporate Governance Committee

The Nomination, Remuneration and Corporate Governance Committee shall conduct an annual performance evaluation and report any issues or obstacles that may hinder the achievement of its objectives (if any) to the Board of Directors for acknowledgment. The Committee shall also summarize its performance in the Company's annual report.

8. Review and Amendment of the Charter

The Nomination, Remuneration and Corporate Governance Committee shall review this Charter on an annual basis and propose any amendments as deemed appropriate for the Board of Directors' consideration and approval.

Effective from March 1, 2024, onwards.