



**Title of Document :**        **Terms of Reference of The Nomination and Remuneration Committee**  
**Effective Date:**            **8 February 2022**

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### **Membership**

1. The members of the Committee shall be appointed by the Board of Directors and shall consist of no less than three members with 50% out of them shall possess the independent qualification as set forth by the notification of the SEC.
2. The Committee shall be chaired by the independent director or non-executive director only.
3. The roles and responsibilities as well as term of directorship shall be determined by the Board of Directors.

### **Term of membership of the Committee**

1. A Committee's member may hold the position for 2 years. A retiring member may be re-elected.
2. A Committee's member who wishes to resign during his or her term of directorship must give a prior notice to the Chairman of the Board of Directors. The resignation date is effective upon the receiving of the notice. A new qualified member shall be considered to fill the vacancy, but his or her shall be appointed by the Board of Directors.
3. In the case that all members vacate office except otherwise by reason of disqualification or as prohibited by law, the Committee shall remain in office as necessary until a new Committee's member is appointed.

### **Roles and Responsibilities**

1. To consider and propose the Board of Directors on the Board of Directors' structure;
2. To determine the criteria and process for nominating a candidate for directors;
3. To nominate a candidate to be appointed as directors and the Chief Executive Officer and propose for the Board of Directors' approval;
4. To consider and approve the appointment of the senior executives (N-2 from the CEO);
5. To consider the appropriate structure, amount, form, and criteria for all types of remuneration (monetary and non-monetary) for the Chairman of the Board of Directors, the directors, the sub-committees, and the Chief Executive Officer and propose them for the Board of Directors' approval;
6. To consider and approve the compensation structure of the senior executives (N-2 from the CEO);
7. To consider the evaluation criteria for the performance of the Board of Directors, the sub-committees, the Chief Executive Officer and the senior executives (N-2 from the CEO);
8. To consider the performance of the Board of Directors, the sub-committees, and the Chief Executive Officer before proposing it to the Board of Directors, and to approve the performance of the senior executives (N-2 from the CEO) as evaluated by the Chief Executive Officer;
9. To propose the results of performance evaluation of the Board of Directors, the sub-committee and the Chief Executive Officer to the Board of Directors for approval;
10. To formulate plans for succession for key executive and non-executive Directors and propose for the Board of Directors' approval;
11. To report its performance to the Board of Directors at least once a year and to the shareholders via annual report once a year;
12. To conduct the annual evaluation of its performance and report the result to the Board of Directors;
13. The chairman of the Committee shall attend the annual general meeting and be prepared to respond to any shareholder's questions on the Committee's activities;
14. To undertake any actions in relation to the nomination and determination of remuneration as designated by the Board of Directors and to perform any other tasks as stipulated by laws and regulations of the governmental authorities.

### **Frequency and procedure of meetings**

1. Unless otherwise stated herein, the meetings of the Committee are governed by the provisions regulating the meetings and proceedings of Directors in the Company's bye-laws.
2. Meetings shall be held not less than once a year. The chairman of the Committee shall convene a meeting upon request by any member of the Committee or by the Company.
3. An agenda and any accompanying the Committee papers should be sent to all members in a timely manner and at least three days before the proposed date of a meeting (or other agreed period).
4. The Company is obliged to supply the Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than information provided voluntarily by the management, the relevant Director should make additional necessary enquiries. The Board of Directors and each Director shall have separate and independent access to the management.
5. The Secretary of the Committee shall be the Company Secretary of the Company or his/her appointed delegate.
6. Minutes of meetings of the Committee shall record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the Committee for their comment and records respectively, within a reasonable time after such meetings.

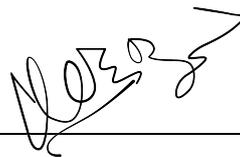
### **Monitoring and review**

The Committee shall review this term of reference on an annual basis and submit any proposed amendments to the Board of Directors for approval.

### **Authority**

1. The Nomination Committee is authorised by the Board to investigate any activity mentioned in these Terms. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.
2. The Nomination Committee is authorised by the Board to obtain independent professional advice to perform its responsibilities, at the Company's expense. The Nomination Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Nomination Committee.

Signed: \_\_\_\_\_



(Mr. Kledchai Benjaathonsirikul)

Chairman of the Board of Directors