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Nomination and Remuneration Committee Charter

1. Objective

Nomination and Remuneration Committee has been appointed by the Board of Directors (“the Board”) to support the performance of the Board and prescribe the criteria and process for recruiting qualified persons to be the directors and top executives of the Company as well as selecting the Company's directors to perform duties as sub-committees and considers the structure and criteria for the remuneration and conducts the selection according to the nomination process to present to the Board or shareholders' meeting.

2. Qualifications of Nomination and Remuneration Committee

- 1) Majority of the committee is the independent directors.
- 2) Besides the directors described in 2.1, the remaining directors should be the non-executive director so they shall have sufficient time to perform their duties. As for necessary to be the executive director, it should minority of the committee. In addition, these executive directors should not consider any of remuneration of executive level.
- 3) Member of Nomination and Remuneration apart from 2.1 and 2.2 should be in the executive level position that expert in that field.
- 4) Nomination and Remuneration Committee shall include 3 members and the Chainman of Nomination and Remuneration Committee must be independent director as for transparency and perform the duties independently.
- 5) Being appointed by the Board
- 6) Having knowledge, capability, experience, and a variety of expertise that are beneficial to the Company's operations.

- 7) Having qualifications and does not have any prohibited characteristics under the public law and other relevant laws.

3. Appointment, Term of office, and Termination

- 1) The term of office is 3 years each with the end of the term and may be re-appointed by the Board.
- 2) When the member of the Nomination and Remuneration Committee expires from the term of office or cannot remain until the end of the term due to any reason, the Board shall appoint the new member of the Nomination and Remuneration Committee within 3 months from the date which the number of the committee is incomplete in order to ensure continuity in the operation of the Nomination and Remuneration Committee.
- 3) The directors shall vacate upon:
 - a) Resignation
 - b) Death
 - c) Being removed by the Board
 - d) Unqualified to be the member of Nomination and Remuneration Committee according to the charter or the requirement of the Securities and Exchange Commission and/or the Stock Exchange of Thailand.
- 4) In case of resignation, Nomination and Remuneration member has to submit a resignation letter to the Chairman of the Board in advance.

4. Scope of Duties and Responsibilities

The Nomination and Remuneration Committee is responsible to the Board directly in accordance with the duties and responsibilities assigned by the Board and still have responsibility for the operation of the Company to outsiders.

Nomination

- 1) Establish nomination criteria and policy for the Company's directors and sub-committees by considering the suitability of the number, structure and composition of the committee as well as determine the qualifications of directors to propose to the Board and/or propose to the shareholders' meeting for approval.
- 2) Consider the nomination and selection of suitable persons to replace the directors who have retired and/or when there are vacancies and/or adding appointment.
- 3) Consider the nomination and selection of the Company's executives especially the position of Managing Director or Chief Executive Officer.
- 4) Perform any other tasks related to nomination as assigned by the Board.

Remuneration

- 1) Establish criteria and policy for determining the remuneration of the Company's directors, sub-committees and Chief Executive Officer to propose to the Board and/or propose to the shareholders' meeting for approval.
- 2) Determine necessary and appropriate remuneration both in cash and non-cash items of the Board of Directors on individual basis and Chief Executive Officer by considering the suitability of the duties, responsibilities, performance, and comparison with companies in similar business as well as expected benefits from directors and Chief Executive Officer to propose to the Board for consideration and approval.
- 3) Responsible for the Board, giving explanations and answer questions about the remuneration of directors, sub-committees and Chief Executive Officer of the Company at the shareholders' meeting.

- 4) Report the policy, principle/rationale for the determination of remuneration for directors and executives according to the regulations of the Stock Exchange of Thailand and disclosed in the form 56-1 One Report.
- 5) Perform any other tasks related to the determination of remuneration as assigned by the Board.

The management and related department must report or present relevant information and documents to support the performance of the Nomination and Remuneration Committee to achieve the assigned duties.

5. Meetings

- 1) Nomination and Remuneration Committee shall hold a meeting at least once a year and may invite the management or executive or employees of the Company or related person or those who deem appropriate to give opinions or submit documents or information as it deems relevant or necessary.
- 2) At the Nomination and Remuneration Committee meeting, the quorum must consist of not less than half of the total number of the Nomination and Remuneration Committee members in office at that time. Therefore, it will be deemed that a quorum is complete.
- 3) Member of the Nomination and Remuneration Committee with conflict of interests in any consideration matter is prohibited from voting on that matter, except in the case of considering the determination of remuneration for the Board as a whole.
- 4) In casting vote, the Nomination and Remuneration Committee shall have the right to vote by 1 vote each and using the majority of votes as a criterion. In case of equal votes, the Chairman of the Nomination and Remuneration Committee has the right to vote by one more vote as decisive person.

6. Reporting

The Nomination and Remuneration Committee shall acknowledge the performance to the Board and prepare the Nomination and Remuneration Committee Report with affixed signatures of Nomination and Remuneration Committee members to disclose in the form 56-1 One Report of the Company.

7. Effective date

This Nomination and Remuneration Committee Charter has been approved by the Extraordinary General Meeting of Shareholders No. 2/21, effective from June 7, 2021 onwards.

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(Ms. Haruethai Sirisinviboon)
Company Secretary

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(Mr. Prakrit Tangtisanon)
Chairman of the Board