



Nomination and Remuneration Committee Charter

1. Objective

The Board of Directors deems it appropriate to adopt the Nomination and Remuneration Committee Charter to gather the composition of duties, responsibilities and guideline to discharge as the Board of Directors' assignment. In order to perform its duties fairness, appropriateness and transparent basis in compliance with good governance guideline to build stakeholders' confident and reliability.

2. Composition and Qualification

- 2.1 The Committee shall be comprised of at least three (3) directors and at least one (1) director must be Independent Director. The Chairman of the Committee shall be Independent Director.
- 2.2 Members of the Committee may hold their post each term for three (3) years (upon to the changes). A member of the Committee who vacate office at the end of their term may be re-elected.
- 2.3 If a member vacates office during the term of the appointment, other than the terms as Clause 2.2 e.g. removal from office, resignation, demote from the position, the Board of Directors shall appoint a replacement in order to maintain the required number of members as state in this Charter. The substitute members of the Committee may hold their post as long as the remaining term of the replacement.

3. Scope of Duties

- 3.1 Review with the Board the Criteria for membership which are set forth in the Company's Corporate Governance Policy.
- 3.2 Identify evaluate and recruit individuals qualified for membership of the Board.
- 3.3 Nominate candidates to be proposed for election by the shareholders or the Board to fill vacancies or newly-created directorships.
- 3.4 Determine the guideline or specify remuneration for nomination of Company's directors, Chief Executive Officer by ensuring the procedure are made on fairness and transparent basis to propose to the Board of Directors and/ or Shareholder meeting.
- 3.5 Conduct any activities in compliance with the rules and regulations regarding the details about allocation of securities to directors, executives and employees.
- 3.6 Perform other tasks requested by the Board of Directors.

4. Responsibilities

The Committee has a direct discharge to the Board of Directors as the Committee's duties and responsibilities. The Board of Directors shall take responsibility of business conduct to the outsider.

5. Meeting

- 5.1 The Committee shall meet at least once a year. In calling a meeting, the Executive Committee or Executives or relevant employees or appropriate persons may be invited to the meeting to express their opinion or submit the materials, information as necessary.
- 5.2 In each meeting, two-third of the Committee shall constitute a quorum.
- 5.3 A member who has a conflict of interests is not entitled to vote on the matter under consideration, unless otherwise; consideration of nomination for all members of the Committee.
- 5.4 Each member shall have one vote. All decision shall be made by majority vote, if the votes are evenly divided, the Chairman of the meeting shall have the casting vote.



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6. Reporting

The reporting of the Committee shall be reported to the Board of Directors for acknowledgement as well as prepare the report to be disclosed in the Company's Annual Report and be signed off by the Chairman of the Committee.

7. Performance Evaluation

The Committee shall proceed an annual performance evaluation and report to the Board of Directors. This Charter is reviewed and proposed to the Board of Directors at its meeting no. 1/2024 dated February 19, 2024.

-Signed-

(Mr. Sumeth Lersumitkul)
Chairman of the Board

Moong Pattana International Public Company Limited