

Charter of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee

1. Objective

The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee perform the duty of consideration and determination of the criteria and the recruitment of qualified people to be appointed as the Company's Board of Directors, the Sub-Committee and the Top Executive -- in addition to the consideration of methods and criteria for the compensation payment and the recruitment according to the process, for the presentation to the Board of Directors or the Shareholder Meeting for approval in accordance with the specified law.

Furthermore, the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee perform the duty of supporting the operation of the Board of the Directors in identifying the policy for the Corporate Governance and Sustainable Development that registered companies should practice. The policy includes the promotion and support for every level of the Company's employees to adhere to and the compliance with the principle of the corporate governance and business ethics - for the Company to possess sustainable growth with morality, efficiency, transparency and verifiability as well as conducting businesses with realization of the Corporate Governance in different dimensions: economics, environment, society, good governance, climate change management and cyber security to ascertain that the organization is in compliance with the Corporate Governance leading to sustainable success until it becomes the corporate culture -
- enhancing the confidence for shareholders, investors, stakeholders and every related party.

2. Element, Appointment and Qualification

2.1 Element and Appointment

- 1) Comprises a minimum of 3 Board of Directors, with the majority being independent directors.
- 2) The Board of Directors is responsible for appointing members to serve as the Nomination, Compensation, Corporate Governance, and Sustainability Development Committee. Those who retire from their position may be reappointed by the Board of Directors.

- 3) The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee or the Board of Directors selects the Chairman of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee from 1 of Nomination, Remuneration, Corporate Governance and Sustainable Development Committee members.
- 4) The company will consider proposing an executive with appropriate qualifications to serve as the secretary, subject to approval by the Nomination, Remuneration, Corporate Governance, and Sustainability Development Committee.

2.2 Qualification

- 1) Be persons with knowledge, capability and experience beneficial to the duty of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee in addition to being capable of dedicating ones' time to the extent of adequacy for the performance of duty for the operation of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee to be successful according to the objective.
- 2) Be capable of dedicating ones' time to the extent of adequacy as well as applying ones' knowledge, capability and experience in performing the duty of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee to be successful in relation to the objective.
- 3) The members of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee are in general given trust and acceptance.

3. Term of office and retirement from office

3.1 Term of service of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee members

- 1) The term of service of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee members is equivalent to that of members of the Board of Directors.
- 2) In case of vacancy(ies) within the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee due to other reasons apart from the regular expiration of the term of service, the Company's Board of Directors must appoint a qualified person to fill up the vacancy(ies) within a reasonable time

3.2 Vacating from the position

- 1) The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee can be terminated in the following circumstances:
 - Dead
 - Resignation
 - Retirement from the position of the Board of Director
 - Removal by the Board Resolution
 - Lack of qualifications to be the member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee
- 2) Any member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee who wishes to resign should give notice to the Chairman of the Board.

4. Authority of the Nomination, Remuneration, Corporate Governance, and Sustainability Development Committee

4.1 Nomination

- 1) Consider the composition and qualifications of the Board of Directors as a whole and individual directors suitable for the size, type, and complexity of the business of the Company, in terms of education, knowledge, expertise, skills, experience, specializations related to the business of the Company, and Independence in accordance with the rules set by the Company.

- 2) Consider the qualifications, appointment, and removal of the Chief Executive Officer, Chief Financial Officer, and all C-level executives or equivalents by unanimous vote. The proposed candidates will be submitted to the Board of Directors for approval, ensuring their suitability for managing the Company's business to achieve the vision. This evaluation covers education, experience, knowledge, and expertise, while also considering important and relevant business environment factors such as economic and industrial conditions, trends, and competitive conditions.
- 3) Determine the process and rules for nomination that are in consistence with the predetermined structure and qualifications in compliance as above of no. 4.1 as 1) and 4.1 as 2) with the principles of good corporate governance.
- 4) Nomination the Directors who are qualified to serve as directors in sub-committees for the Board of Directors' meeting consider to appointment when there is a vacancy.
- 5) Oversee to ensure that the Company provides orientation and documents beneficial to the performance of duties for newly appointed directors.
- 6) Prepare and review the succession plan of the highest-ranking executive of the Company in order to prepare a successor to manage the Company without interruption.
- 7) Encourage the Company to allow minority shareholders to nominate candidates to be appointed as directors.

4.2 Compensation

- 1) Review and propose the format and rules for determining compensation appropriate with the duties and responsibilities of the directors, taking into consideration the overall operating results of the Company in order to attract and retain capable and qualified directors. The remuneration shall be consented by the Board of Directors before being submitted to the annual general meeting of shareholders for approval.

- 2) Assess the annual performance and consider adjusting the appropriate compensation rate of the highest ranking executive of the Company to propose to the Board of Directors for approval.
- 3) Evaluate the establishment of bonus and merit limits for all C Level (SVP) executives or their equivalents, including the Chief Financial Officer, to present for approval to the Board of Directors. Subsequently authorize the Chief Executive Officer to allocate these limits to executives based on suitability aligned with their performance.

4.3 Corporate Governance and Sustainable Development

- 1) Set corporate governance policies and guidelines to be in line with the principles, standards, and requirements of listed company regulatory agencies, including the Stock Exchange of Thailand and Office Securities and Exchange Commission, as well as nationally and internationally recognized agencies or organizations, to support the strategies and goals of the Company and review such policies and guidelines on a regular basis.
- 2) Set guidelines as well as supervise and monitor to ensure that the Company complies with the policies and guidelines in order to continuously develop and improve the corporate governance of the Company.
- 3) Promote understanding of good corporate governance culture among executives and employees at all levels and implement corporate governance practices both in the Company and affiliated companies.
- 4) Support and advise the Company in the corporate governance assessment or ranking in order to continuously develop and raise the standards of corporate governance of the Company.
- 5) Consider, review, and arising the opinions on the preparation of the Company's annual sustainability report to be in line with the sustainable development framework according to international standards. To communicate policies and guidelines and performance in economic, environmental, social and governance dimensions Including climate change management, and cyber security.

4.4 Regularly review the the Nomination, Remuneration, Corporate Governance, and Sustainable Development Comittee Charter

4.5 Responsible for any other matters assigned by the Board of Directors

5. Meeting

5.1 The Number of the Meetings

- 1) The Nomination, Renumeration, Corporate Governance and Sustainable Development Committee is required to have at least 2 meetings annually; and may have additional meetings according to the Nomination, Renumeration, Corporate Governance and Sustainable Development Committee's consideration.
- 2) The president of the Nomination, Renumeration, Corporate Governance and Sustainable Development Committee may call meetings of the Nomination, Renumeration, Corporate Governance and Sustainable Development Committee for specific cases should there be requests from the Nomination, Renumeration, Corporate Governance and Sustainable Development Committee or the Company's president according to the agenda that requires discussions.

5.2 Participants of the Meetings

- 1) The meeting of the Nomination, Renumeration, Corporate Governance and Sustainable Development Committee is required to possess at least half of the total number of the Nomination, Renumeration, Corporate Governance and Sustainable Development Committee to form a quorum - with the president of the Nomination, Renumeration, Corporate Governance and Sustainable Development Committee performing the duty of the president of the meeting.
- 2) In case the president of the Nomination, Renumeration, Corporate Governance and Sustainable Development Committee is absent from the meeting or is incapable of performing the duty, it is required that the Nomination, Renumeration, Corporate Governance and Sustainable Development Committee selects one of the directors to perform the duty of the president of the meeting.

- 3) The Secretary of the duty of the president of the meeting is required to be present at every meeting. In case there are necessary reasons that the Secretary has to be absent from the meeting, the Company may assign appropriate persons to participate in the meeting to perform the duty of the Secretary.

5.3 Voting

- 1) The resolution of the meeting is the majority of the participants who are members of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee who vote - with one member of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee possesses one vote. Should there be equal number of votes, the president of the meeting will have an additional vote as the decisive voice.
- 2) The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee having interest in particular subjects for consideration is required to refrain from voting in those subjects.

5.4 Recording of the Minute

The Secretary of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee or assignees perform the duty of recording the meeting minute.

6. Reporting of the Nomination, the Compensation, the Corporate Governance and the Sustainable Development Committee

- 1) It is requested that the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee report to the Company's Board of Directors the meeting result or other reports that the Company's directors should perceive in the Company's Board of Directors meetings.
- 2) It is requested that the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee report to shareholders for information in the Annual Report regarding the performance concerning the nomination, remuneration, corporate governance and sustainable development of the business.

7. Performance Evaluation

The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee will conduct self-assessment annually and report the result as well as problems and obstructions related to unsuccessful performance according the objective of the establishment of the Nomination, Remuneration, Corporate Governance and Sustainable Development Committee for the Company's Board of Directors' information.

8. Compensation for the Nomination and the Compensation Committee

The Nomination, Remuneration, Corporate Governance and Sustainable Development Committee will receive appropriate compensation in relation to their duties and responsibilities in accordance with the approval from the shareholder meeting.