

Charter of the Remuneration and Nomination Committee

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ThaiNamthip Corporation Public Company Limited (“TNCC”) recognizes that “Khon ThaiNamthip,” are the organization’s most valuable resource and a fundamental key to success. To uphold this belief, the Board of Directors established the Remuneration and Nomination Committee (the “**Committee**”), tasked with overseeing the selection process, compensation structure, succession planning, and development plans for key positions. The Board of Directors also approved the Charter of the Remuneration and Nomination Committee (the “**Charter**”), which outlines the Committee’s composition, rules of meeting, roles and responsibilities as assigned by the Board of Directors as follows:

1. Composition

- 1.1 The Committee shall comprise at least three (3) members but shall not exceed five (5) members. The members of the Committee shall be appointed by the Board of Directors. Most of the members of the Committee shall be Independent Directors.
- 1.2 The Chairman of the Committee shall be appointed by the Board of Directors.
- 1.3 The term of office of the members of the Committee shall correspond to the term of directorship.
- 1.4 The members of the Committee shall cease to hold office upon:
 - Upon the expiration of their term
 - Resignation
 - Death
 - Termination by resolution of the Board of Directors
 - Disqualification or possession of prohibited characteristic under applicable laws and regulations.

A member of the Committee retiring by rotation may be reappointed by the Board of Directors for another term.

- 1.4 The member of the Committee who wishes to resign must submit a resignation letter to the Chairman of the Committee or the Chairman of the Board of Directors at least thirty (30) days before the proposed effective date specified in the resignation letter.
- 1.5 In case of vacancy in the Committee, the Board of Directors may appoint a qualified Director or Independent Directors, as nominated by the Remuneration and Nomination Committee, to fill such vacancy as soon as practicable.
- 1.6 The Committee shall appoint a secretary to assist in carrying out its duties.

2. Rules of Meeting

- 2.1 The Committee shall convene at least two (2) meetings per year, with additional meetings scheduled as deemed necessary and appropriate by the Chairman of the Committee. Meeting notices shall be sent to the members of the Committee at least ten (10) days in advance, using

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methods agreed upon by the Committee. In case of urgency, the notice period may be shorter than ten (10) days.

- 2.2 The Chairman of the Committee or a designated person shall determine the date, time, and venue of the meeting. Meeting may also be conducted electronically following the criteria and procedures prescribed by law.
- 2.3 A quorum for a Committee meeting shall consist of more than half (1/2) of the total number of the members of the Committee.
- 2.4 If the Chairman of the Committee is absent or unable to perform his or her duties, the attending members shall elect one of them to act as the chairman for that meeting.
- 2.5 Resolutions at Committee meetings shall be made by a majority vote with each member of the Committee entitled to one (1) vote. Members with a conflict of interest in any matter must abstain from both participating and voting on that matter.
- 2.6 Any member unable to attend a meeting must notify the Chairman of the Committee, or the Secretary of the Committee, or the Corporate Secretary in advance, either verbally or in writing.
- 2.7 Draft minutes of the meeting shall be distributed to all members of the Committee within fourteen (14) days of the meeting. Members must provide feedback on the draft minutes within fourteen (14) days of receipt. The Secretary of the Committee shall circulate the revised minutes to all members within fourteen (14) days after incorporating any comments.
- 2.8 The Committee may invite other individuals, such as TNCC's management, auditors, advisors, employees, or other relevant parties, to participate in meetings. For specific issues, the Committee may arrange separate meetings with these individuals as necessary.

3. Duties and Responsibilities

- 3.1 The Committee establishes and reviews the criteria, selection process, and qualifications for key positions, including members of the Board of Directors, members of the Audit and Risk Committee, the Remuneration and Nomination Committee, the Sustainability Committee (collectively called the "**Committees**"), and the President. The Committee may consider candidates by addressing TNCC's organizational structure, business scale, and diversity across gender, race, religion, professional skills, or other specific qualifications required by laws. The candidates shall be proposed to the Board of Directors and/or the shareholders' meeting for consideration and approval, as the case may be.
- 3.2 The Committee reviews and evaluates the structure, amount, forms, and criteria for all types of remuneration (both monetary and non-monetary) for the Board of Directors, the Committees, and the President, benchmarking against industry standards and comparable organizations.

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- 3.3 The Committee assesses the appropriateness and conditions for offering new shares, warrants, or other securities (if applicable) and long-term incentives (monetary and non-monetary) to Directors, Executives, and employees. This is done to ensure fairness, encourage talent retention, and motivate long-term value creation for TNCC.
- 3.4 The Committee evaluates the independence and qualifications of candidates for Independent Director positions to ensure compliance with applicable laws and regulations.
- 3.5 The Committee establishes and reviews performance evaluation criteria for the Board of Directors, the Committees, and the President. Evaluation results are submitted to the Board of Directors for review and approval.
- 3.6 The Committee reviews skill development plans for key positions, including the Board of Directors, the Committees, the President, and other significant positions as proposed by the President. These plans aim to ensure that TNCC's personnel possess the skills and qualifications necessary to achieve TNCC's growth objectives, and comply with the applicable laws and regulations.
- 3.7 The Committee reviews succession plans for the President and other key positions as proposed by the President, ensuring continuity in business operations.
- 3.8 For the selection and nomination of a person for key positions such as the Board of Directors, Committees, and the President, the Committee may consider nominations from shareholders, recommendations from other Directors, external professional firms, or other suitable processes. The Committee ensures compliance with legal requirements, avoids conflicts of interest, and adheres to applicable government regulations.
- 3.9 The Committee's performance shall be reported to the Board of Directors at least once (1) a year. The criteria, processes, and overall evaluation of the Committee shall be disclosed in accordance with applicable regulations.
- 3.10 The Committee may appoint independent expert consultants or working groups to provide advice and assistance in fulfilling its duties.
- 3.11 The Committee shall carry out other assignments as determined by the Board of Directors or as required by applicable laws and regulations.

4. Performance Assessment

The Committee shall conduct annual self-assessment to assess performance, identify challenges, and address obstacles to enhance the Committee's effectiveness. The results of the performance assessment shall be reported at the Board of Directors' meeting.

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5. Remuneration

The remuneration of the Committee shall be determined by the resolution of the general meeting of shareholders.

6. Charter Review and Amendment

The Committee shall review the Charter regularly, or at least once (1) a year, as deemed appropriate. Any necessary or appropriate amendments to align with TNCC's organizational structure and enhance good corporate governance shall be submitted to the Board of Directors for consideration and approval.

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