



RPCG Public Company Limited

Nomination and Remuneration Committee Charter

Revised Version 2023

Note: Approved by the Board of Directors of the Company Meeting No. 1/2023, effective on February 24, 2023.



Nomination and Remuneration Committee Charter

Objective

To be responsible for determining the criteria and recruitment process as well as screening and selecting qualified persons to be appointed as a Director of the Company, sub-committee and managing director. Including considering the form and criteria of paying remuneration to be transparent in accordance with good corporate governance principles and other criteria related, consistent with the Company's performance, duties, responsibilities and performance of Directors. Which is at an appropriate level comparable to other companies in the same industry or similar size. However, to present to the Board of Directors of the Company or the shareholders' meeting for approval, depending on the case.

Composition and Qualifications of the Nomination and Remuneration Committee as follow:

1. Appointed by the Board of Directors of the Company.
2. Consists of at least 3 Directors, most of the Directors must be independent Directors and the Chairman of the Nomination and Remuneration Committee must be an independent Director and not being the Chairman of the Board of Directors of the Company.
3. To be able to appoint one employee of the Company to act as secretary of the Nomination and Remuneration Committee.

Scope of authority, duties and responsibilities of the Nomination Committee and consider compensation as follow:

1. Establish policies and criteria for recruiting the Company Directors, Sub-Committee and Managing Director.
2. Consider recruiting the Company Directors, Sub-Committee and Managing Director to propose to the Board of Directors for approval and/or to propose to the shareholders' meeting for approval as the case may be whom is a person with knowledge, experience, and specific abilities that are beneficial to the Company.
3. Consider the qualifications of the Managing Director position that are suitable for the Company's business management in order to achieve the predetermined vision by covering education, experience, knowledge, expertise and take important and relevant business environment factors such as conditions and trends of economic and industry as well as business competition are also taken into considering. It also has a duty to propose remuneration to suitable person to be Managing Director.
4. Establish policies and criteria for determining compensation of Directors, Sub-Committees and Managing Director for proposing to the Board of Directors to consider approving and/or proposing for approval at the shareholders' meeting, depending on the case.
5. Determine necessary and appropriate compensation in terms of form monetary and non-monetary to motivate and retain the Company Directors, Sub-Committee and Managing Director.
6. Determine criteria and methods for performance appraisals of the Company Directors, Sub-Committee and Managing Director.
7. Consider reviewing the recruitment criteria policy and determine the remuneration and remuneration payment system suitable for the duties responsibility as well as corresponding with the Company's performance and market conditions in consideration the benefits that will be created for the Company are important.
8. Perform any other duties as assigned by the Board of Directors of the Company.



Appointment, term of office and dismissal:

Appointment:

The Board of Directors of the Company considers the appointment of the Chairman and Directors of the Nomination and Remuneration Committee. The Board of Directors of the Company has elected one independent Director to be the Chairman of the Nomination and Remuneration Committee.

Term of office:

1. The term of office for the Nomination and Remuneration Committee is the same as the term of office of Directors of the Company. A Director of the Nomination and Remuneration Committee who retires by rotation may be re-appointed.
2. In case of the Nomination and Remuneration Committee is vacant due to other reasons. The Board of Directors of the Company appoints a fully qualified Director to be a Director of the Nomination and Remuneration Committee within 3 months from the date the position becomes vacant so that the Directors of the Nomination and Remuneration Committee have reached the required number. A person who becomes a Director of the Nomination and Remuneration Committee will be in office only for the remaining term of the Nomination and Remuneration Committee Director that he/she replaces.

Dismissal:

- Death
- Resignation
- Retirement from the position of a Director
- Lack of qualifications for being a member of the Nomination and Remuneration Committee
- The Board of Directors of the Company passed a resolution to dismiss him/her from office.

The resignation of a Director of the Nomination and Remuneration Committee shall submit a resignation letter to the Chairman of the Board of Directors of the Company. The Board of Directors of the Company has the authority to appoint additional Director of the Nomination and Remuneration Committee for the benefit of carrying out the objectives or to replace Director of the Nomination and Remuneration Committee who retire from office by resignation or the resolution of the Board of Directors of the Company to retire from office.

A person appointed to be a Director of the Nomination and Remuneration Committee shall be in office only for the remaining term of the Director of the Nomination and Remuneration Committee whom he/she replaces. In the case of the Nomination and the Remuneration Committee wishes to resign before the end of his/her term of office. He/She should notify the Company in advance and specify reasons so that the Board of Directors of the Company can consider appointing other qualified Directors to replace the resigned one. However, the Company must notify the Stock Exchange of Thailand of its resignation and considering the remuneration. The person who resigns may also clarify the cause to the Stock Exchange of Thailand in another way as well.

In the case of the Nomination and the Remuneration Committee was withdrawn before the end of their term of office. The Company must notify the Stock Exchange of Thailand of removal and causes for acknowledgment by the Nomination and the Remuneration Committee and consider the remuneration that was withdrawn and has the right to explain such cause to the Stock Exchange of Thailand as well.

In the case of the Nomination and the Remuneration Committee retire from office as a whole. The Nomination and the Remuneration Committee who leave the position to act in the position to continue working for the time being until the new Nomination and the Remuneration Committee take on the duties.



Quorum and meeting

1. The Nomination and the Remuneration Committee arranges or calls meetings as deemed appropriate at least once a year and has the authority to call additional meetings as necessary. The quorum consisted of Directors of the Nomination and Remuneration Committee not less than half of the total number of Directors.
2. All Directors should attend every meeting unless there is a necessary reason to not be able to attend the meeting. The Chairman of the Nomination and Remuneration Committee should be notified in advance.
3. Chairman of the Nomination and Remuneration Committee presided over the meeting. In case of the Chairman of the Nomination and Remuneration Committee is not in the meeting or is unable to perform his duties. The Directors of the Nomination and Remuneration Committee who attend the meeting shall elect one of the Nomination and Remuneration Committee Directors to be the chairman of the meeting.
4. Resolutions of the Nomination and Remuneration Committee can be done by holding a majority vote. In this regard, the Nomination and Remuneration Committee who has any interest in the matter under consideration must not participate in expressing opinions and has no right to vote on that matter.
5. Delivery of the meeting invitation letter to Directors of the Nomination and Remuneration Committee, to be delivered 7 days in advance of the meeting. Except in necessary or urgent cases, it will notify the meeting by other means or set an earlier meeting date. The secretary of the Nomination and Remuneration Committee shall be responsible for recording the meeting minutes.
6. The Nomination and Remuneration Committee can invite relevant persons to attend meetings to clarify facts to the meeting of the Nomination and Remuneration Committee for acknowledgment.

Reporting:

Report on the performance of the Nomination and Remuneration Committee to the Board of Directors of the Company for acknowledgment and prepare a report of the Nomination and Remuneration Committee to be disclosed in the annual report (One Report) of the Company and signed by Chairman of the Nomination and Remuneration Committee.

Compensation:

Nomination and Remuneration Committee is the person who determines the remuneration and proposed to the Board of Directors for approval to propose to the shareholders' meeting for approval.

