



บริษัท ทีทีซีแอล จำกัด (มหาชน) TTCL PUBLIC COMPANY LIMITED

COMPANY REGISTRATION NO. 0107551000185 (HEAD OFFICE)
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TTCL Public Company Limited **Charter of Nomination and Remuneration Committee** **(Amendment dated November 14, 2024)**

The Nomination and Remuneration Committee is one of sub-committees to perform duty considering basis and process in finding appropriate qualified persons for being directors. Recruit the persons as formulated nominate process, consider form and basis of remuneration and recommend the Board of Directors for approval. The President is responsible to appoint Nomination and Remuneration Committee and to report the Board of Directors for acknowledgement.

The Board of Directors Meeting No. 5/2567 held on November 14, 2024, has led to the resolution over the amendment of the Charter of Nomination and Remuneration Committee to cover the following sections:

1. Scope, Authority and Responsibility

Authority and Responsibility of Nomination Committee

- 1.1 To recommend the structure and composition of the Board of Directors together with the qualification of Independent Director, Audit Committee and Corporate Governance Committee.
- 1.2 To recommend the list of qualified persons to the Board of Directors for consideration and propose to the shareholders for approval in case of vacancies by rotation and other causes.
- 1.3 To recommend a suitable director and executive to nominate as the Sub-Committee to propose to the President or Board of Directors for appointment.
- 1.4 To encourage the Company to allow shareholders to propose agenda items and to nominate candidates with qualifications required by Securities and Exchange Commission (SEC) to be elected as a director ahead of the shareholders meeting at least three months before the end of the fiscal year,
- 1.5 To recommend the development program for the Board of Directors, Sub-Committee and Executives with a substantial understanding on fiduciary duties and good governance practices.
- 1.6 Determine the criteria to evaluate the performance and annually conduct a Self-Assessment of the Board of Directors, Sub Committee on an individual

basis and as a whole and the President and report the result to Board of Directors.

- 1.7 Other assignments relating to nominating for directors and executives as deemed appropriate by the President or the Board of Directors.

Authority and Responsibility of Remuneration Committee

- 1.1 Review and propose structure of remuneration for Directors and Executives, e.g. bonus or other kinds of remuneration of monetary or non-monetary nature.
- 1.2 To consider the Remuneration of the Directors and Executives that should take into the fact of suitable type, size, and performance of the company in consistency with the general market norm and the same industry, both in and out SET for further submission to the Board of Directors' meeting and/or the Shareholders' meeting for approval.
- 1.3 Disclose the remuneration policy, remuneration amount and the various types of remunerations in the Annual Report (Form 56-1 One Report) of the Company.
- 1.4 Report on the Committee activities to the Board of Directors as deemed appropriate and disclosed in the Company's Annual Report (Form 56-1 One Report).
- 1.5 Review and propose for further submission to the Board of Directors any changes in the regulations concerning the Nomination and Remuneration Committee that would make its work more appropriate and up to date.
- 1.6 Other assignments relating to remunerating for directors and executives as deemed appropriate by the President or the Board of Directors.

2. Committee and Qualification

- 2.1 Being a Company Director.
- 2.2 The Nomination and Remuneration Committee shall be appointed by President and consist of at least 3 members.
- 2.3 The Nomination and Remuneration Committee shall have independent directors as a majority member of the committee.
- 2.4 The Nomination and Remuneration Committee shall elect one independent director to be the Chairman.

For the Independent Director who chairs the Nomination and Remuneration Committee possessing all qualifications of Independent Director as per the Notification of Capital Market Supervisory Board.

3. Term of the Appointment

A member of the Nomination and Remuneration Committee shall be appointed for a term of three (3) years. A member who vacates his office at the end of the term may be re-elected no more than 2 times consecutively unless the President or Board of Directors shall have other opinions.

Apart from vacating office at the end of the term, a member shall vacate office upon:

- 3.1 death
- 3.2 resignation
- 3.3 disqualify under this charter or rules and regulations promulgated The Stock Exchange of Thailand (SET).
- 3.4 terminate by the President or Board of Directors.

In case the member resigned before completing his or her term, he or she should notify and provide reason to the company one month in advance. So that, the President shall consider appointing another director who has appropriate qualifications to fill in vacancy and to be reported to the Board of Directors.

In case all members vacate office at the same time, the vacated members shall hold the office until the new members have been appointed.

In case the member vacates office due to other reasons during the term of appointment, the President shall appoint a new member within 90 days to fill in the vacancy and to complete the requirements of Nomination and Remuneration Committee. The new member shall hold the office only for the remaining term.

4. Meeting

- 4.1 The Nomination and Remuneration Committee shall hold meetings at least 2 times a year.
- 4.2 In calling the meetings, the Chairman of Nomination and Remuneration Committee or Secretary of the Nomination and Remuneration Committee who is instructed by the Chairman shall send invitation letters to all members 7 days in advance. Except in an emergency case, the invitation letter may be notified by other procedures or the timing may be less than 7 days.
- 4.3 With reference to the Article of Association of the Company; Chapter 9 Electronic Meeting, the meeting of Nomination and Remuneration Committee, in addition to the meeting holding in accordance with the procedures provided by the respective law and this charter procedure rules, the Chairman of Nomination and Remuneration Committee may determine that the meeting be organized through electronic means in accordance with the laws. Such electronic meeting shall have the same effect as a meeting held in accordance with the procedure provided by the law and this charter rules.

5. Quorum

- 5.1 At least one – half of the members must present in the meeting to form a quorum. In case of the Chairman of Nomination and Remuneration Committee is absent or cannot perform his or her duties, the attending members shall elect one member to be seated as chairman of the meeting.
- 5.2 Consent in the meeting shall be made by majority vote.
- 5.3 Each member shall have one vote. Member who has conflict of interest shall be prohibited from voting on such matter. In case there is a tie vote, the Chairman can vote in the affirmative to adopt the motion.
- 5.4 Consent of the Nomination and Remuneration Committee can be made without the meeting and shall have complete process as conducted the meeting when the consent was ratified by signatories of all members.

6. Remuneration

The President shall consider remuneration of the Nomination and Remuneration Committee as deems appropriate.

7. Management Responsibilities

The Board of Management shall be responsible for document preparing, data gathering, activity monitoring, and reporting matters to the Nomination and Remuneration Committee.

8. Assessment of the Nomination and Remuneration Committee's performance

The Nomination and Remuneration Committee is responsible for conducting the performance self-assessment on both individual and as a whole committee basis. The result of assessment should be reported to the Board of Directors once a year.

This Charter has been considered and reviewed by the Nomination and Remuneration Committee No. 2/2567 on November 12, 2024 and presented to the Board of Directors for acknowledgement as per its resolution of the Board of Directors Meeting No. 5/2567 on November 14, 2024.

Effective on November 14, 2024 onwards.

(Mr. Wanchai Ratinthorn)
President

(Mr. Eiji Hagiwara)
Chairman of the Nomination and
Remuneration Committee