



Nomination and Remuneration Committee Charter

1. Objective

The Nomination and Remuneration Committee (“the Committee”) was appointed by Haadthip Public Company Limited’s Board of Directors as part of a good corporate governance. The Committee is responsible for supporting the Board of Directors in consideration of recruitment, selection and review of compensation of the Board of Director members and senior management and committee members appointed by the Board of Directors.

2. Scope of Duties

- 2.1 Review and recommend on the organization structure and the component of the Board of Directors and sub-committees.
- 2.2 Review and select the qualified person to be proposed as a member of the Company’s Board of Directors and sub-committees.
- 2.3 Consider and if appropriate support minor shareholders’ nomination of qualified directors
- 2.4 Provide induction and ongoing training and development to all directors
- 2.5 Propose guidelines and recommended methods for remuneration and performance evaluation consideration for the Board of Directors, sub-committees and senior management, in order to adequately attract and retain competent persons for the Company who will be motivated and will add value to the Company.
- 2.6 The Committee may appoint independent consultants to advise and recommend salary packages that will enable the Company to be a leading Company in Thailand. Further the scope of the Committee can include basic incentive schemes, pension/provident and medical schemes.
- 2.7 Recommend a succession plan for senior management and review the list of qualified and suitable person as necessary
- 2.8 Undertake other activities as considered appropriate and assigned by the Board of Directors

3. Composition and Qualification

- 3.1 The chairperson and members of the Committee shall be appointed by the Board of Directors.
- 3.2 The Committee shall comprise of at least 3 directors and at least one of them must be an independent director.
- 3.3 The Committee members shall be the Board of Directors’ members.
- 3.4 The Committee members shall possess a good knowledge and understanding of corporate governance, as well as understand qualification, roles and responsibilities of the Board of Directors and senior management.
- 3.5 The Committee members shall be able to independently perform his/her duties, express opinions, and devote sufficient time to perform his/her duties.

- 3.6 The Company shall assign a staff member to serve as Secretary to the Committee with the approval of the Committee
- 3.7 CEO, the senior management or employees may not be members of this Committee but should attend meetings by invitation or part thereof if needed to contribute pertinent information and insights.

4. Term of Office

- 4.1 Each Committee member has a term of office in concurrence with his/her term as being a Board of Director member.
- 4.2 The Committee members, after completing the term of office, can be re-elected for another term as deemed necessary and appropriate.
- 4.3 The Committee member shall cease his/her position before the expiration of his/her term of office in any of the following circumstances.
 - 1) No longer qualified for being the Nomination and Remuneration Committee member as specified in this Charter
 - 2) Resignation
 - 3) Death
 - 4) Termination by the Board of Directors' resolution
- 4.4 In case of a vacancy in the Committee for any reasons other than the expiration of the term of office, the Board of Directors shall appoint a qualified person for replacement in the Committee. The new member shall retain office only for the remaining term of office of the member whom he/she replaces.

5. Meetings

- 5.1 The Committee shall hold at least 2 meetings a year. The meetings of the Committee may be held in person or by electronic communication, or one or more members of the Committee may participate in the meeting by electronic communication, as circumstances may require, provided that the required quorum is met and that the members can speak and hear one another during the meeting.
- 5.2 The Chairman of the Committee may convene a special meeting upon request by the Committee members or the Board of Director members, as deemed necessary and appropriate.
- 5.3 At least half of the Committee members shall participate in each meeting to constitute a quorum.
- 5.4 In case the Chairman of the Committee is absent from the meeting or unable to perform his/her duty, the Committee members shall elect one of the members to chair the meeting.
- 5.5 Each member of the Committee is entitled to one vote. The resolution of the Committee shall be passed by a majority vote. In case of a tied vote, the Chairman of the meeting shall have a casting vote.
- 5.6 The Committee member who has an interest in any matters, he/she shall not be entitled to vote on such matter.

6. Remuneration

The Committee shall be paid a remuneration in the amount approved by the shareholders' meeting.

7. Reporting

The Committee shall report to the Board of Directors on the result of the meeting or other necessary matters at the following Board of Directors meeting.

This Charter was approved by the Board of Directors and shall be effective from August 25th, 2022.