



Nomination and Remuneration Committee Charter
Thai Plaspac Public Company Limited

1. Objectives

The Nomination and Remuneration Committee is a Committee of the Board of Directors that assists the Board of Directors in reviewing all policies under which directors are nominated, compensation is paid or awarded to the Company's Group Chief Executive Officer, Executive management, and Directors.

2. Composition and Appointment

- 2.1. The Nomination and Remuneration Committee shall consist of at least three (3) directors and at least one-third (1/3) of the committee members must be independent directors.
- 2.2. The Chairman of the Nomination and Remuneration Committee must be the independent director.
- 2.3. The Board of Directors shall appoint members of the Nomination and Remuneration Committee.
- 2.4. When for any reason the committee is reduced to less than four (4) persons, the Board of Directors shall appoint a replacement to fill the vacancy within three (3) months of the date of vacancy to ensure the continuity of the committee's work.
- 2.5. The committee may appoint one senior executive as an advisor to provide insight information about the company and management opinion to the committee. The appointment may be disclosed in accordance with SET and SEC requirements.
- 2.6. A Secretary to the Nomination and Remuneration Committee shall be appointed to assist the committee in performing work pertaining to the summoning of meetings, preparation of agendas, and delivery of supporting documents for the meetings and keeping of Minutes.

3. Qualifications

The Committee members must be Directors of the Company.

4. Roles and Responsibilities

- 4.1. To determine the composition of the Board and its committees and monitor and assess Board effectiveness.
- 4.2. To lead the search for and identify suitable candidates qualified to become members of the Board of Directors. The committee shall select candidates with the highest personal and professional integrity, with demonstrated and exceptional ability and judgment and who shall be most effective, in conjunction with the other candidates and serving directors, in collectively serving the long-term interests of the shareholders.

In addition, the committee shall consider the appropriate mix of skills, education experiences, independence, knowledge, and gender i.e. a board diversity to match with the Company's requirements.

In the event that the committee is unable to search the suitable candidates, the committee may use a professional search firm or IOD director pool that it deems appropriate.
- 4.3. To maintain a current succession plan for the Chief Executive Officer ("CEO") and ensure the Company has an appropriate succession plan for the senior executives. The plan is presented annually to the Board for approval.
- 4.4. To assist the Board in developing and evaluating potential candidates for executive positions, including CEO.
- 4.5. To develop and recommend to the Board of Directors for its approval, qualifications for director candidates, and to periodically review these qualifications.
- 4.6. To review the Board of Directors committee structure and to recommend to the Board, for its approval, directors to serve as members of each committee, and as committee Chairs. The committee shall review and recommend committee candidates annually and shall recommend additional committee members to fill vacancies as needed.
- 4.7. To recommend the Board of Directors for its approval, an annual self-evaluation process for the Board and its committees. The committee shall oversee the annual self-evaluations.

- 4.8. The committee shall have the authority to delegate any of its responsibilities to the subcommittee as appropriate.
- 4.9. The committee shall have the authority to retain any search firm engaged to assist in identifying the director candidate and to retain outside counsel and any other advisors as the committee may deem appropriate. The committee shall have the authority to approve related fees and retention terms.
- 4.10. The committee shall report its actions and any recommendations to the Board and shall conduct and present to the Board an annual performance evaluation of the committee.
- 4.11. The committee shall review the adequacy of its charter as required and recommend any proposed changes to the Board for approval.

5. Vacating Office

- 5.1. Vacating Officer means to include termination of directorship, or expiration of the prescribed term of service, resignation, or removal or decreased.
- 5.2. In case any committee member wishes to resign before the expiration of his term of service, the member should endeavor to give early notice to the Company.

6. Term of Service

- 6.1. The term of service of a committee member shall be two (2) years from the date of appointment.
- 6.2. A committee member may be re-appointed for additional terms as the Board of Directors may think fit.

7. Meetings

7.1. Agenda

An agenda of each meeting should be clearly determined in advance, and documents supporting the meeting should be delivered to the Nomination and Remuneration Committee for a reasonable period in advance in order to provide time for consideration of the matters or the request for additional supporting information.

7.2. Frequency of Meetings

- 7.2.1. Meeting of the Nomination and Remuneration Committee should be held at least two (2) times a year.
- 7.2.2. The Chairman of the committee may convene a special meeting of the committee when there is good reason.

7.3. Attendance, Quorum and Voting

The members of the committee should endeavor to attend every meeting of the said committee. The quorum for a meeting shall be a simple majority of the total number of members. A duly convened meeting of the committee at which a quorum is present shall by a simple majority of those attending be competent to exercise all or any of the authorizes, powers, and discretions vested in or exercisable by the committee.

7.4. Minutes

The Secretary to the Nomination and Remuneration Committee shall prepare the Minutes of the Meetings which must be submitted to the Nomination and Remuneration Committee.

8. Annual Review/Self-Assessment

The committee shall, at least once a year, review its performance, charter, and terms of reference to ensure that it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board for approval.

9. Reporting

- 9.1. The Chairman of the Committee shall report formally to the Board of Directors on its proceeding after each meeting on all matters within its duties and responsibilities.
- 9.2. The committee shall make whatever recommendations to the Board it deems appropriate on any area within its scope where action or improvement is needed.