

Nomination and Remuneration Committee Charter



VGI Public Company Limited

**Approved on 29 May 2020
Reviewed on 23 March 2022**

Preface

VGI Public Company Limited (the “**Company**”) places importance on the Corporate Governance of the company, with the realization that good corporate governance will make the company sustainable growth and long-term shareholders. To support the performance of the Board of Directors in nomination and remuneration, The Board of Directors’ meeting dated on 16 May 2012 approved the appointment of “The Nomination and Remuneration Committee” to perform in the consideration of the Board structure, determine the method and recruit the suitable person to be the director. Consider the structure, amount and form of remuneration and to propose to the Board of Directors for approval.

This Charter of the Nomination and remuneration committee (the “**Charter**”) provided for identification the structure of the Nomination and Remuneration Committee, roles and responsibilities, the method and recruitment procedures, reporting of the performance of the Nomination and Remuneration Committee and disclosure of additional information to be able to perform duties to achieve the objectives of the establishment of the Nomination and Remuneration Committee.

The charter of the Nomination and Remuneration was initially approved by the Board of the Directors dated on May 17, 2012 which is constantly reviewed and adjusted for the comprehensive and up-to-date, in the line with our good corporate governance policy according to the good Corporate Governance principles of the Stock Exchange of Thailand.

This Charter is effective from 29 May 2020 onwards.

Structure of the Nomination and Remuneration Committee

1. The committee shall be the director.
2. The committee shall consist at least 3 members.
3. The Nomination and Remuneration Committee shall be the Independent director for the transparency in order to maintain full independence.
4. Mainly consist with the independent director
5. The Chairman of the director and/or The Chairman of the Executive Committee shall not be the member of The Nomination and Remuneration Committee in order to maintain full independence.
6. The Nomination and Remuneration Committee shall appoint one director or the suitable person to be the Secretary of the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee's Meeting

1. The frequency of the meeting shall hold appropriately at least twice a year.
2. In one meeting shall consist with at least 3 members to be considered that completed the quorum.
3. The resolution of the meeting will hold the majority, unless there are three directors in the meeting shall be unanimous resolution.

www.vgi.com

Roles and Responsibilities of the Nomination and Remuneration Committee

1. To consider and provide opinion on the Board of Directors' structure, such as the appropriate size and composition of the Board of Directors, considering the Company's size and business strategy in comparison with the current size and composition of the Board of Directors as well as to review the independency of each of the Independent Directors, so as to adjust the Board of Directors' structure to be in line with the Company's strategy
2. To determine the criteria and process in selecting persons for the position of Directors, by considering;
 - Qualifications of the Directors which are in line with the Company's strategy, structure, size and composition of the Board of Directors as determined by the Board of Directors
 - The appropriateness of their knowledge, experience, expertise and time availability as well as other requirements as stipulated by the laws or regulations of the government authorities
 - Diversity in the structure of the Board of Directors (Board Diversity) and other qualifications that are necessary and are still lacking in the Board of
 - Directors by making the Board Skill Matrix

3. To select Directors who have qualifications in accordance with the specified qualifications
 - In case where the Directors retire by rotation, to recommend the person(s) to the Board of Directors for approval and to further propose to the shareholders' meeting for consideration and approval
 - In case of any vacancy in the Board of Directors for reasons other than the retirement by rotation, to propose the person(s) to the Board of Director(s) to replace the vacant position
 - In case of any need on the appointment of additional Director(s) to meet the Board of Directors' structure, to recommend the person(s) to the Board of Directors for approval and to further propose to the shareholders' meeting for consideration and approval
4. To consider the structure, amount, form and criteria for all types of remuneration (monetary and non-monetary) to be payable to the Chairman of the Board of Directors, Directors and members of the sub-committees, taking into account the remuneration of other companies in the same industry or with the same range of market capitalization in order to motivate and maintain the valuable Directors with the Company, and to propose to the Board of Directors for approval and further propose to the shareholders' meeting for consideration and approval
5. To consider the performance assessment criteria of the Chairman of the Executive Committee and the Chief Executive Officer and to present the result of such assessment to the Board of Directors for approval, as well as to propose the structure amount and form of remuneration of the Chairman of the Executive Committee and the Chief Executive Officer in both short and long term, in correspondence with the result of the performance assessment, to the Board of Directors for consideration and approval

6. To consider the appropriateness and conditions in offering new shares, warrants, or other securities to the Directors and employees as motivation for the Directors and employees to perform their duties in order to create long-term value for the shareholders and to maintain the qualified employees with the Company, provided that the criteria shall be impartial to the shareholders
7. To report the performance result of the Nomination and Remuneration Committee to the Board of Directors and/or the shareholders' meeting
8. To perform any other acts related to the nomination of Directors and determination of remuneration as assigned by the Board of Directors and to perform any other acts as stipulated by the laws and regulations of the government authorities
9. To appoint the committee in order to help working in various tasks of the Nomination and Remuneration Committee as well as appoints the expertise independent director to give an advice
10. To perform other actions associated with the assignments from the board of the director and consider the nomination as prescribed by the law or the requirements of the governance

Nomination of new directors

In case of selecting a new director of the company, The Nomination and Remuneration Committee will nominate a person to nominate the Board of Directors for appointment or to propose to the shareholders' meeting for consideration (as the case may be) as the criteria for the selection of new directors will take into the structure of the board which will consist of 5-12 directors, Board Diversity, Qualifications The skills of the directors that are necessary and still lack in the faculty company director.

1. The Director shall have the correct qualifications and do not have any characteristics prohibited under public company law, Securities and Exchange Law.
2. Experts, knowledge, ability, skills, experience, various expertise which are beneficial to the company's operations.
3. Independence, perform duties with caution, loyalty, good physical health and perfect mind that can devote himself to working for the company fully.
4. The director shall have a good working background, not operating a business or being a partner in an ordinary partnership or being an unlimited partner in a limited partnership or being a director of a private company or other public company that operates a business of the same nature and in competition with the company's business unless notified to the shareholders' meeting before a resolution is made to appoint As well as comply with relevant laws.

Reporting

1. The Nomination and Remuneration Committee directly reports to the Board of Directors.
2. The Nomination and Remuneration Committee shall report the performance of duties in accordance with the charter of the previous year to the shareholders.

Additional Disclosure

1. Annual Report
 - Name list of the Nomination and Remuneration Committee
 - The number of the Nomination and Remuneration's meeting
 - The number of meetings attended by the Nomination and Remuneration Committee
 - Summary of the Charter of the Nomination and Remuneration Committee
2. Full information of the Nomination and Remuneration Committee published on the company website.

.....