

CENTRALPATTANA

Charter of the Nomination and Remuneration Committee

Central Pattana Public Company Limited

1. Objectives

To enable the performance of the Nomination and Remuneration Committee (NRC) to become efficient, effective, fair, and aligned with Central Pattana Public Company Limited (“the Company”)’s good corporate governance.

2. Composition and appointment

- 2.1 NRC consists of no less than three members, with independent directors exceeding half of the composition and its Chairman being an independent director.
- 2.2 The Board of Directors appoints NRC members.

3. Qualifications

- 3.1 NRC must be knowledgeable and experienced in matters useful for their performance and must dedicate adequate time to such performance.
- 3.2 NRC must uphold the Company's good corporate governance principles.

4. Terms

- 4.1 NRC's terms are three years each according to the term of office as a company director. A member retiring by rotation is eligible for re-appointment.
An NRC member completes his or her term when he or she:
 - 1) Completes the term
 - 2) Leaves the Board
 - 3) Resigns
 - 4) Dies
 - 5) Is dismissed by the Board.
- 4.2 Any NRC member intending to resign shall submit a resignation letter to the Company. The resignation takes effect from the date on which the resignation letter reaches the Company.

5. Nomination duties and responsibilities

- 5.1 Consider the appropriate structure, size, composition and independent director proportion of the Board to suit the organization and business environment, as well as annually reviewing the qualifications and conflicts that may arise from the performing duties of each

independent director to ensure that independent directors' qualifications met the relevant rules and/or laws.

- 5.2 Ensure board diversity for the Board to comprise ethical and honest experts who gain knowledge, experience, and skills beneficial to the Company's businesses. Furthermore, board members are selected with non-discrimination of gender, race, nationality, religion, age, professional skill, or other qualifications. In addition, such board diversity is set in the board's structure in line with the nature of the Company's business and relevant rules or guidelines which will be reviewed annually.
- 5.3 Consider the transparent criteria and procedure for selecting directors as well as nominate those persons qualified and appropriate to be considered by the Board of Directors before further submission to shareholders' meetings for appointment as directors.
- 5.4 Allow individual shareholders the opportunity to propose qualified persons for selection as directors. This provided shareholders with enough time prior to shareholders' meetings being held.
- 5.5 Consider and nominate the list of directors who possess suitable qualifications for sub-committees to propose to the Board of Directors for appointment.
- 5.6 Ensure director development plans to enhance knowledge and skills of current and new directors and foster their understanding of the roles and duties of directors, businesses in which they are operating as well as other key developments, including industry outlook, laws and rules relevant to the Company's businesses, etc.
- 5.7 Consider the criteria and procedure for selecting and nominating the person who possesses suitable qualifications to be elected as the President & CEO to propose to the Board of Directors for appointment.
- 5.8 Formulate succession plans as well as personnel recruitment guideline for the President & CEO and senior executives and review such plan at least 1 time per year.
- 5.9 Formulate development plans for senior executives reporting to the President & CEO and Vice President (N-1 and N-2 level) to gain skills and qualifications suitable for the organizational management that drives the Company's growth according to the goal set, as well as acknowledge the performance of the N-1 executives regularly on an annual basis.
- 5.10 Consider people policy and strategies to align with the Company's business operations.

6. Procedure for director nomination

- 6.1 Consider the appropriateness of specific knowledge, experience, and abilities that are beneficial to the Company, using Board Skill Matrix as guidelines to consider and nominate the candidates who possess suitable qualifications aligned with the Company's business direction and appropriate for the board composition.
- 6.2 Check and verify the nominated candidates to ensure suitable qualifications according to laws and regulations stipulated by the governing bodies, for instance, the Public Limited Company Act B.E. 2535 (A.D. 1992), etc.

- 6.3 Consider time dedication when nominating re-appointed directors, including their past contribution, meeting attendance, participation and support for the Board's activities as well as consider the number of listed companies in which each director may hold directorship, for being no more than five listed companies.
- 6.4 Consider independency in case of nominating independent directors in accordance with rules and regulations stipulated by the Securities and Exchange Commission as well as those stipulated by the Company.
- 6.5 Consider the term of office of the independent directors who shall hold office for up to nine years in total; nonetheless, in case of extending the term of such independent director(s), independency in performing board duties as well as reasonable justifications and necessity shall be taken into consideration.
- 6.6 Propose a list of nominated persons considered by the Nomination and Remuneration Committee, with qualifications and reasons for nomination, to the Board of Directors or shareholders for appointment, as the case may be.

7. Remuneration duties and responsibilities

- 7.1 Consider a clear compensation method, procedure and standard for directors, sub-committee members, the President & CEO and the N-1 executives, for being equitable and corresponding appropriately with their duties and responsibilities, achievement that aligns with the Company's short-term and long-term operating results, as well as other relevant factors, in comparison with compensation rate of other companies in the same or similar industry, while taking into consideration the overall increase to the total value of shareholders' equity in the long run.
- 7.2 Consider, review, study, and follow up the changes and trends in remuneration for setting the compensation for directors and sub-committee members to propose to the Board of Directors for endorsement and shareholders for approval.
- 7.3 Define goals and evaluate annual performance of the President & CEO to set reasonable compensation to propose to the Board of Directors for approval.

8. Other duties and responsibilities

- 8.1 Appoint regular adviser(s) and/or hire project adviser(s) to provide advice on NRC's performance if deemed necessary and suitable, as well as consider appropriate remuneration for such adviser(s) at the Company's expenses as deemed fit and necessary.
- 8.2 Revise the NRC Charter on an annual basis to propose to the Board of Directors for approval.
- 8.3 Conduct an annual NRC performance evaluation.
- 8.4 Perform other duties related to nomination and remuneration as assigned by the Board.

9. Meetings

- 9.1 The NRC shall hold meetings as seen essential and suitable for their responsibilities under this charter, at least twice each year, by setting in advance meeting dates for the whole year. Such meetings can be held via electronic means according to laws regarding electronic meetings.
- 9.2 The NRC Chairman or an assigned delegate shall submit a meeting notice identifying the date, time, venue, and agenda to all members at least seven days ahead of the meeting date. In urgent cases to preserve the Company's rights or benefits, the notice may be given by other means and such meetings may be held sooner. Delivering of a notice or other documents may be conducted through electronic means, if the directors declare their intention or give a consent for delivering such documents via electronic means.
- 9.3 For each meeting, the quorum is no less than half of the entire NRC. The NRC Chairman presides over the meeting. If the NRC Chairman cannot attend the meeting nor perform duties, the directors attending the meeting shall select one of the directors to preside over the meeting as the meeting chairman.
- 9.4 Resolutions of the NRC meetings shall carry the majority votes from members attending the meeting. In case of equal votes, the meeting chairman shall cast the decisive vote.
- 9.5 The secretary to the NRC meeting or an assigned delegate shall take the minutes of meetings.

10. Reporting

- 10.1 Report the NRC performance subsequent to the NRC meetings to the Board of Directors.
- 10.2 Report the NRC performance to the shareholders on the Company's 56-1 One Report.

This charter takes effect from 10 November 2023.