



## Nomination and Remuneration Committee Charter

---

P.S.P. Specialties Public Company Limited

## Nomination and Remuneration Committee Charter

The Nomination and Remuneration Committee is responsible for recruiting qualified personnel to serve as the Chief Executive Officer and members of committees and subcommittees under the Company, as well as considering the remuneration policies, scopes, and forms of payments to be proposed to the Board of Directors or the shareholders' meeting, or both, for further approval.

### 1. Composition of the Nomination and Remuneration Committee

The committee consists of not less than 3 members, with the majority being independent directors. The Chairman must be elected from and by the committee and must be an independent director.

### 2. Qualifications of the Nomination and Remuneration Committee Members

Committee members must have the following qualifications and qualities:

- 2.1 Is a Director.
- 2.2 Is knowledgeable, capable, honest, and well-experienced in areas beneficial in the role and performance of duties and exhibits the business ethics required of a committee member.

### 3. Appointment and Terms of Office of the Nomination and Remuneration Committee Members

The Board of Directors appoints members of the Nomination and Remuneration Committee, by selecting from the qualified Board members. The term of office of a member of the Nomination and Remuneration Committee shall be 3 years. A member of the committee who vacates his/her office by rotation may be re-appointed.

The board promptly proceeds to appoint new members to fill any committee vacancy and satisfy the minimum capacity requirement of 3 committee members to perform the job efficiently.

### 4. Nomination and Remuneration Committee Scope: Powers, Duties, and Responsibilities

- 4.1 Consider the structure and composition of the Board of Directors for the required board matrix, the total number of members, size, function, work complexity, and suitability for the Company's business under the corporate strategy and the changing environment.

- 4.2 Determine the qualifications and the criteria of the Nomination and Remuneration Committee members, subcommittees, and the Chief Executive Officer set the recruitment-selection qualifications criteria encompassing knowledge, experience, and expertise, among other qualities required for the member to function efficiently and effectively on the Board of Directors, committees, subcommittees, or as the Chief Executive Officer and propose to the Board of Directors for approval. Consider and select qualifying candidates that satisfy the criteria for different positions and nominate the names to the Board of Directors for consideration and possibly appointment by the shareholders' meeting, as the case may be.
- 4.3 Review and consider the qualifications of each independent director for their independent qualities and ensure the criteria is fully met, also.
- 4.4 Consider scheme and knowledge, a constantly evolving process for directors to develop and advance the hard and soft skills required to run the business amidst the economic conditions, technological systems, and legal provisions and requirements related to the Company's business
- 4.5 Review and prepare the succession plans for the Chief Executive Officer and the executives to ensure organizational readiness with qualified successors to key positions, including the plans for progressive professional development programs and career maps for the positions alongside Company business development, changing requirements, and operational continuity.
- 4.6 Propose a remuneration policy framework and payment formats for directors, committee members, and the Chief Executive Officer of the Company, in cash or non-cash forms, at fixed rates such as regular compensation and meeting allowances, and variable rates by the company's performance such as bonuses and gratuities, taking into account the appropriateness, fairness, and legal compliance, to propose to the Board of Directors for approval.
- 4.7 Review and consider the performance assessment criteria on the Board of Directors, subcommittees, and the Chief Executive Officer, collectively and individually, and propose to the Board of Directors for approval.
- 4.8 Collect the annual performance assessment results of the subcommittees and the Chief Executive Officer, along with recommendations for operational efficiency improvements, and propose to the Board of Directors for acknowledgment.

- 4.9 Review and study remuneration developments, industry standards, and trends regularly to follow up on appropriate remuneration adjustments for subcommittees and the Chief Executive Officer and propose the Nomination and Remuneration Committee policy and framework to the Board of Directors for approval.
- 4.10 Consider remunerations of directors, committee members, and the Chief Executive Officer of the Company under the Nomination and Remuneration Committee framework and should be informed in the following Board's Meeting or both, depending on the case, for approval.
- 4.11 Obtain independent opinions of third-party professional experts as necessary with reasonable Company expenses and disclose the source's details in the Annual Report, if any.
- 4.12 Obtain any information from any departments and sources to consider in the decision-making process of various matters as needed.
- 4.13 Perform any other tasks as determined by the board of directors.

## **5. Nomination and Remuneration Committee Meetings**

- 5.1 The Nomination and Remuneration Committee shall hold meetings at least twice a year.
- 5.2 In summoning a meeting of the Nomination and Remuneration Committee, the chairman of the Nomination and Remuneration Committee or the person entrusted shall send a written notice summoning a meeting to Nomination and Remuneration Committee members not less than three days prior to the date of the meeting except that, in the case of necessity or urgency for the purpose of protecting rights or benefits of the company, a summons of a meeting may be notified by electronic media or other means and an earlier date of the meeting may be fixed. For pressing matters that require immediate attention to protect the rights or benefits of the Company, the meeting notices may be sent electronically or by any other means to notify the earlier than usual meeting date.
- 5.3 The quorum of the Nomination and Remuneration Committee can be conducted through electronic media in accordance with the requirements of the laws, regulations, announcement, and relevant criteria.

## **6. Quorum and Voting**

- 6.1 The quorum of the Nomination and Remuneration Committee meeting requires not less than half of the members. In the case where the Chairman of the committee cannot attend the meeting, the committee members shall select one of the attending independent members to be the Chairman of the meeting.
- 6.2 Resolution of the meeting requires a majority vote.
- 6.3 In vote casting, each member has one vote except those who have any vested interest in any agenda being considered must excuse themselves and abstain from voting on that particular matter. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.
- 6.4 The Chairman or their attorney is responsible for reporting meeting results to the Board of Directors in the next meeting on a regular basis.

## **7. Performance Assessment of the Nomination and Remuneration Committee**

- 7.1 A performance assessment on the committee takes place at least once a year, i.e., the annual assessment, collectively as a group and individually, by self- or cross-evaluation methods, for the committee to acknowledge its performance and problems as well as potential solutions and operational efficiency room for improvements.
- 7.2 In the annual performance assessment, the committee may appoint outside consultants to jointly determine assessment criteria, and make recommendations and suggestions on assessment issues as necessary and appropriate.

## **8. Remuneration**

The Nomination and Remuneration Committee is eligible for remuneration as approved by the Shareholder's meeting.

## **9. Charter Review**

The committee reviews this charter at least once a year, makes recommendations for improvements as appropriate, and proposes them to the Board of Directors to consider Nomination and Remuneration Committee charter amendments.

This Nomination and Remuneration Committee Charter is approved by the Board of Directors and is effective from the 2<sup>nd</sup> of August 2022, onwards.

(Mr. Somkiat Hattakosol)

Chairperson of the Board

**P.S.P. Specialties Public Company Limited**