

-Translation -

Charter of the Nomination Remuneration  
and Governance Committee

**GFPT PUBLIC COMPANY LIMITED**

*(As approved by the board of directors meeting no 1/2020, held on January 23, 2020)*

## Charter of the Nomination Remuneration and Governance Committee

### 1. Objectives

The Board of Directors has appointed the Nomination Remuneration and Governance Committee (NRGC) to encourage good corporate governance and to be responsible for determining the criteria and policies for the recruitment and remuneration of the board of directors and subcommittees, including recruiting, selecting and offering suitable persons for the position of the director of the Company and any other tasks which are assigned and presented to the Board of Directors and/or shareholders as the case may be and encourage the Group's operations in accordance with Good Corporate Governance Policy and Code of Conduct of the Company to promote sustainable growth of the Group.

### 2. Structure and Qualifications

- 1) The Board of Directors appoints the Nomination Remuneration and Governance Committee.
- 2) The Nomination Remuneration and Governance Committee consists of not less than 5 members and at least 3 members must be independent directors.
- 3) The Board of Directors shall appoint 1 independent director as Chairman of the Nomination Remuneration and Governance Committee.
- 4) The Nomination Remuneration and Governance Committee of the Company can appoint an employee to act as the secretary of the Nomination Remuneration and Governance Committee.

### 3. Term of office

- 1) Each term of office of the Nomination Remuneration and Governance Committee consists of 3 years. The members of the Nomination Remuneration and Governance Committee, who retire from office by rotation, may be reappointed by the Board of Directors for another term.
- 2) The Nomination Remuneration and Governance Committee shall hold office for a period equal to the tenure of the Company's directors. Therefore the term of office will end at the Annual General Meeting of Shareholders at the same time as the director's term of office.
- 3) If a position in the Nomination Remuneration and Governance Committee becomes vacant, the Board of Director shall elect a person who is qualified and not prohibited by law to become a member of Nomination Remuneration and Governance Committee. The term of the newly appointed member of the Nomination Remuneration and Governance Committee shall be equal to the remaining term of the former director.

#### 4. Duties and Responsibilities:

##### The Recruitment

- 1) Review the organization structure to be appropriate to the strategic needs of the Company.
- 2) Establish rules and procedures for the recruitment and selection of directors, members of the sub-committees, president, executive and secretary of the Company and to propose such rules and procedure to the Board of Directors or as an agenda at the shareholders meeting for its approval as the case may be.
- 3) Review, select and screen names and profiles of those to be nominated as directors, member of committees, managing director, executive and secretary of the Company, in the event of a position vacancy and to further propose to the Board of Directors for its approval in accordance with the procedures for the recruitment or the lack of necessary skills of the Board of Directors (Board Skill Matrix) as well as the reliable database such as The Securities and Exchange Commission (SEC)'s website, IOD Chartered Director, and Thai Institute of Directors (IOD)'s website. In case of nominating former directors, when the term of office is expired, his/her performance will be carefully considered.
- 4) Disclosure policies and details of the recruitment process in the annual report of the Company.
- 5) Provide criteria for the succession of into the position as the Company's executive and to further propose it for the Board of Directors' consideration.
- 6) Prepare an appropriate succession plan and the continuity of the management for the position of Chief Executive Officer, Managing Director, Authorized Management, and high level executives and to further propose it to the Board of Directors for its approval.
- 7) Determine criteria to evaluate and evaluating the performance of the Board of Directors annually and to report the result to the Board of Directors.
- 8) Conduct an annual performance evaluation of the Board of Directors and the Chief Executive Officer and to report the result to Board of Directors.
- 9) Provide an annually self-assessment evaluation of the performance of the Nomination Remuneration and Governance Committee and to report the result to the Board of Directors.
- 10) Any other duties regarding recruitment as assigned by the Board of Directors.

##### The Remuneration

- 1) Set out a clear and transparent criteria and policy of the remuneration for the directors, sub-committees, and the executives and to further propose it to the Board of Directors and/or at the shareholders' meeting for an approval.

- 2) Recommend the appropriate remuneration for the Board of Directors, sub-committees and the executives as compare to their duties and responsibilities.
- 3) Disclose the remuneration policy and the various types of remunerations in the Annual Report of the Company.
- 4) Any other duties regarding selection and remuneration as assigned by the Board of Directors.

#### **Corporate Governance**

- 1) Set the policy and direction of corporate governance of the Company's operation and to propose such policy to the Board of Directors for its approval.
- 2) Regulate, advice, and monitor the Company's compliance towards Corporate Governance Policy, the Code of Conduct, and other related laws.
- 3) Regularly review and update corporate governance policies to ensure appropriateness.
- 4) Recommend the requirements of corporate governance principles to the Company's directors, management and employees.
- 5) Promote information about corporate governance policies and best practices towards the Company's employees.
- 6) Annually issue a report on the corporate governance of the Company.

#### **Business Ethics**

- 1) Prepare a Code of Conduct ethics handbook to propose to the Board of Directors for its approval.
- 2) Regulate, advice, and monitor the Company's compliance towards the code of business ethics and other related laws.
- 3) Regularly review and update the code of business ethics handbook to ensure appropriateness.
- 4) Recommend the requirements under the Code of Conduct to the Company's directors, management and employees.
- 5) Handle complaints of any violation of business ethics and to conduct an investigation to clarify facts or doubts in the event of a suspicion of violation.
- 6) Create awareness and train employees to understand business ethics and promote employees to practice and follow the Code of Conduct ethics.

- 7) Annually prepare a report on the Company's business ethics to the Board of Directors for their consideration in the event of significant matters that may affect the Company, including providing an opinion on the Company's practice and to suggest actions to appropriately correct such matter.

## 5. The Meeting

- 1) The Nomination Remuneration and Governance Committee shall convene at a meeting at least 2 times a year and it shall have the authority to conduct the additional meetings as it deems necessary.
- 2) The Chairman of the Nomination Remuneration and Governance Committee shall act as the Chairman of the Nomination Remuneration and Governance Committee meeting. If the Chairman of the Nomination Remuneration and Governance Committee is not present at the meeting or is unable to perform his duties, the Nomination Remuneration and Governance Committee at the meeting shall elect a director to act as the Chairman from the Nomination Remuneration and Governance Committee for such meeting.
- 3) The agenda and supporting documents for the meeting should be delivered to the Nomination Remuneration and Governance Committee in advance before the meeting date. In the event of any necessity or urgency the meeting can be called and arranged by other means or the meeting date can be set earlier.
- 4) The quorum of the Nomination Remuneration and Governance Committee meeting shall be constituted by not less than 50% of the members, whom must be present.
- 5) The resolution of the Nomination Remuneration and Governance Committee meeting shall be supported by simple majority vote which each member having 1 vote. In the event of non-splitting votes, the Chairman shall have the deciding vote. Members who have a conflict of interest will not participate in that agenda, except for the remuneration set out in this Charter.

## 6. Reporting

- 1) The Nomination Remuneration and Governance Committee shall report the performance and other advice to the Board after each meeting.
- 2) Prepare and publish the past year performance report of the Nomination Remuneration and Governance Committee to shareholders in the annual report which must include the following details:
  - (1) The number of meetings in that year.
  - (2) Number of attendance at each meeting of each of the Nomination Remuneration and Governance Committee.
  - (3) The performance of the NRC's duty as imposed by the Charter

7. Reviewing and update the charter

The Nomination Remuneration and Governance Committee will review and propose any changes to this Charter as it deems appropriate to the Board for its approval annually.