

[Translation]

Charter of the Nomination and Remuneration Committee of Thai Group Holdings Public Company Limited

1. Objective

The Nomination and Remuneration Committee is a subcommittee of Thai Group Holdings Public Company Limited (the “Company”) established to support and assist the performance of the Board of Directors. The Committee is responsible for nominating and selecting qualified persons in accordance with the prescribed qualifications and nomination procedures for appointment as directors of the Company, members of various subcommittees, as well as the Chief Executive Officer and President.

In addition, the Nomination and Remuneration Committee is responsible for considering and proposing appropriate remuneration for directors, members of various subcommittees, and the Chief Executive Officer and President based on the principles of fairness, transparency, and reasonableness, in alignment with the principles of good corporate governance, in order to enhance confidence among stakeholders and support the Company’s value creation and sustainable growth.

2. Definitions

2.1 “**Charter of the Nomination and Remuneration Committee**” means the Charter of the Nomination and Remuneration Committee of Thai Group Holdings Public Company Limited.

2.2 Unless otherwise specifically defined, the terms used in this Charter shall have the following meanings:

“**Company**” means Thai Group Holdings Public Company Limited.

“**Subsidiary**” means a company in which Thai Group Holdings Public Company Limited holds an investment of more than 50 percent, whether directly or indirectly.

“**Associated Company**” means a company in which Thai Group Holdings Public Company Limited holds an investment of not less than 20 percent but not more than 50 percent, whether directly or indirectly.

“**Board of Directors**” means the Board of Directors of Thai Group Holdings Public Company Limited.

“**Nomination and Remuneration Committee**” means the Nomination and Remuneration Committee of Thai Group Holdings Public Company Limited.

“Executives” means the Chief Executive Officer and President, and the first four senior executives of Thai Group Holdings Public Company Limited as defined by the Securities and Exchange Commission and/or the Stock Exchange of Thailand.

“Remuneration” means salary, bonus, and benefits.

3. Composition, Appointment, and Term of Office of the Nomination and Remuneration Committee

- 3.1 The Nomination and Remuneration Committee members shall possess the qualifications and experience as prescribed by the Board of Directors. They shall have the knowledge, competence, and experience beneficial to the performance of their duties as members of the Nomination and Remuneration Committee and shall be able to devote sufficient time to perform their duties in order to ensure that the operations of the Nomination and Remuneration Committee achieve their intended objectives.
- 3.2 The Nomination and Remuneration Committee shall be appointed by the Board of Directors, with a term of office corresponding to their term as directors of the Company. The appointed persons must possess the qualifications and must not have any prohibited characteristics under the law governing public limited companies, the law governing securities and exchange, or any other laws relevant to the Company’s business operations.
- 3.3 The Nomination and Remuneration Committee shall consist of at least three directors of the Company, of whom at least one-half must be independent directors. The Nomination and Remuneration Committee or the Board of Directors shall appoint one director as the Chairman of the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration Committee should be an independent director of the Company. Where deemed appropriate by the Nomination and Remuneration Committee, one or more members of the Nomination and Remuneration Committee may be appointed as Vice Chairman of the Nomination and Remuneration Committee. The Vice Chairman shall perform duties in accordance with the Company’s regulations or as assigned by the Chairman of the Nomination and Remuneration Committee.
- 3.4 A member of the Nomination and Remuneration Committee shall vacate office upon ceasing to be a director of the Company in accordance with the criteria specified in the Charter of the Board of Directors.
- 3.5 The Nomination and Remuneration Committee shall appoint a secretary to support and assist the operations of the Nomination and Remuneration Committee, including arranging meetings, preparing meeting agendas, delivering supporting documents for meetings, and recording minutes of meetings.

4. Meetings, Quorum, and Voting

- 4.1 The Nomination and Remuneration Committee should convene at least two meetings per year and may hold additional special meetings as necessary. The meeting schedule and agenda shall be notified to the members of the Nomination and Remuneration Committee in advance, together with supporting documents for the meeting, at least five days prior to the meeting date, in order to allow the members sufficient time to review the information before attending the meeting. However, in the case of urgent necessity, the Chairman of the Nomination and Remuneration Committee may determine otherwise regarding the method of convening the meeting and may schedule the meeting at an earlier date.
- 4.2 At a meeting of the Nomination and Remuneration Committee, at least one-half of the total number of members of the Nomination and Remuneration Committee must be present in order to constitute a quorum.
- 4.3 The Chairman of the Nomination and Remuneration Committee shall act as the chairman of the meeting. In the event that the Chairman of the Nomination and Remuneration Committee is absent from the meeting or unable to perform his or her duties, the Vice Chairman of the Nomination and Remuneration Committee, if any, shall act as the chairman of the meeting. If there is no Vice Chairman, or if the Vice Chairman is absent from the meeting or unable to perform his or her duties, the members of the Nomination and Remuneration Committee attending the meeting shall elect one member to act as chairman of the meeting.
- 4.4 Resolutions of the Nomination and Remuneration Committee meeting shall be passed by a majority vote. Each member of the Nomination and Remuneration Committee shall have one vote. A member having an interest in any matter shall not attend the meeting or exercise voting rights on such matter. In the event of an equality of votes, the chairman of the meeting shall have an additional casting vote.
- 4.5 The Company shall arrange for minutes of the meetings of the Nomination and Remuneration Committee to be prepared and for certified documents to be properly maintained for reference and verification purposes. At meetings of the Nomination and Remuneration Committee, executives and relevant persons shall be invited to attend the meetings in order to provide accurate and timely information and details for decision-making purposes. Members of the Nomination and Remuneration Committee may propose matters for consideration to be included as additional agenda items for the meetings through the Company Secretary Office or other responsible departments.

4.6 Members of the Nomination and Remuneration Committee may request additional information necessary for decision-making from the management through the Chief Executive Officer and President or the Company Secretary Office.

5. Scope of Authorities, Duties and Responsibilities of the Nomination and Remuneration Committee

5.1 Scope of Authority, Duties, and Responsibilities Regarding the Selection and Appointment of Directors, Sub-Committees, the Chief Executive Officer and President.

(1) To establish criteria and processes for the selection and nomination of suitable individuals to serve as directors and members of sub-committees of the Company and core business subsidiaries within the Group, upon completion of terms or when vacancies arise. The selection process incorporates the Board database from the Institute of Directors (IOD), Thailand, or other reliable sources as part of identifying new directors.

The criteria for consideration will consider the qualifications of individuals with knowledge, expertise, skills, and experience in diverse areas (Board Skills Matrix) suitable for the structure, size, and composition of the Board of Directors.

For subsidiaries operating the main businesses, suitable persons will be considered and nominated as directors at least in proportion to the Company's shareholding in the subsidiary operating the main business to propose to the Board of Directors for consideration and approval of the nomination to the subsidiary operating the main business.

(2) To establish the criteria and process for the recruitment, recruiting methods, selection, and nomination of qualified persons to serve as Chief Executive Officer and President, the Company's first four senior executives for the Board of Directors consideration.

For a subsidiary operating the core business, consider nominating a suitable person to be an executive in the subsidiary operating the main business (Managing Director) to be proposed to the Board of Directors for consideration and approval of the nomination to the subsidiary operating the core business.

(3) To supervise and ensure the planning and execution of a Succession Plan for senior executive positions directly reporting to the Chairman and Chief Executive Officer of the company. This is to ensure confidence that the company has a well-prepared and continuous personnel plan in key positions, enhancing the company's managerial continuity and personnel readiness.

5.2 Scope of Authority, Duties, and Responsibilities Regarding the Determination of Remuneration for Directors, Sub-Committees, the Chief Executive Officer and President

- (1) To consider determining the criteria for the remuneration of directors and determining the remuneration rate in both monetary and non-monetary forms for Board Members, Sub-Committees of the Company, and Subsidiaries engaged in the Core Business of the Thai Group, as well as the Chief Executive Officer and Executive Officers. This includes other benefits to be appropriately aligned, encompassing both fixed-rate compensation (e.g., regular remuneration, meeting allowances) and performance-based compensation tied to the company's operations (e.g., bonuses, incentives), ensuring alignment with the company's long-term strategy and objectives, experience, duties, roles, and responsibilities. In doing so, compensation for board members should be comparable within the industry and presented for approval at the company's board meetings and/or shareholder meetings, as applicable.

This also involves establishing policies for compensation and other benefits under clear and transparent criteria for executives and employees. These policies serve as guidelines for considering compensation and benefits by the Human Resources Management Committee.

- (2) To supervise and ensure that the Board Members, Sub-Committees of the Company, and Subsidiaries engaged in the core business of the Thai Group, as well as the Chief Executive Officer and Executive Officers, receive compensation commensurate with their roles and responsibilities, in a fair, transparent, and reasonable manner. This includes overseeing any other duties assigned by the company's Board of Directors.
- (3) Consider developing guidelines, criteria, methods, and processes for evaluating the performance of directors, subcommittees, the Chief Executive Officer, and the President to present to the Board of Directors to use as a guideline for considering the performance evaluation by the Board of Directors and determining the annual remuneration of directors, taking into account the duties, responsibilities, and risks related to management to comply with the business plan and strategy of the organization. It also includes giving importance to increasing the value of shareholders' equity in the long term for consideration and evaluation and using the evaluation results to develop and improve the performance, as well as developing directors' knowledge for the benefit of the Company.

5.3 To support the development of directors' knowledge to enhance the expertise of both current and new directors, ensuring alignment with their roles, duties, responsibilities, and the Company's current business operations.

5.4 To perform other duties assigned by the Board of Directors.

6. Reporting of the Nomination and Remuneration Committee

6.1 To regularly report to the Board of Directors on the activities of the Nomination and Remuneration Committee and provide recommendations as deemed appropriate.

6.2 To report to shareholders in the Annual Report and the Annual Registration Statement.

7. Evaluation of the Nomination and Remuneration Committee

In evaluating the performance of the Nomination and Remuneration Committee, a self-assessment method may be adopted. The evaluation may be conducted both collectively as a committee and individually, and the evaluation results shall be reported to the Board of Directors on an annual basis.

8. Review and Amendment of the Charter

This Charter shall be reviewed regularly at least once a year by the Nomination and Remuneration Committee. Any amendments thereto shall be proposed to the Board of Directors for consideration and approval.

9. Effectiveness

This Nomination and Remuneration Committee Charter was approved by the Board of Directors' Meeting No. 6/2025 held on 27 November 2025 and shall become effective from the date of its announcement onwards.

Announced on 15 December 2025

(Mr. Chotiphat Bijananda)

Chairman of the Executive Board