

THAICOM Public Company Limited
CHARTER OF
THE GOVERNANCE AND NOMINATION COMMITTEE

In order to assist the Governance and Nomination Committee of the Company (the “Committee”) to effectively perform the duties assigned by the Board of Directors (the “Board”), in compliance with good corporate governance and the international standard Practice, the Board deems it appropriate to adopt the Charter of the Governance and Nomination Committee as follows:

1. Authorities, Duties and Responsibilities

The Committee shall have the following authorities, duties and responsibilities:

1.1 Consideration and Selection

1.1.1 To assist the Board of Directors in defining and assessing qualification for Board of Directors membership and identify qualified individuals.

1.1.2 Establish criteria for Board membership and evaluate and propose to the Board of Directors and the shareholders proposals for elections of candidates for Board membership as well as their re-election or removal. The GNC may use professional or recruiter service and/or search from the IOD chartered director.

1.1.3 Consider the qualify candidate to be Chairman of Executive Committee and Chief Executive Officer (CEO) in regarding vacancy position and further the Board’s consideration and appointment.

1.1.4 Nominate qualified persons to be directors and chairman of sub-committee for the Board’s consideration;

1.1.5 Nominate qualified persons to be appointed as directors of the subsidiaries, affiliates and joint ventures for the Board’s consideration.

1.1.6 The Committee shall be disclosed the policy and selection procedure in annual report.

1.2 Corporate Governance

1.2.1 Set policy on compliance with good corporate governance, review annually the Company’s Corporate Governance Policy and recommend any amendments or revisions for the Board’s consideration.

1.2.2 Arrange an orientation for New Director and encourage all directors to attend seminar to develop their skills to increase capability of their duties efficiency.

1.2.3 Consider and specify the criteria of the succession plan of an Executive Management count from Chief (UC Level) that directly inform to Chief Executive Officer (CEO) and further propose to the Board considers and approve annually.

1.2.4 Carry out the annual evaluation of the performance of the Board, the Board’s committees (including its own’s performance) and of each member of the Board, review the result of the evaluation of each of the Board’s committees and report to the Board.

1.2.5 Carry out the annual evaluation of Chief Executive Officer (CEO) annually with further inform to the Board.

1.2.6 Engage consultant or independent person to give opinion or advice as necessary and in accordance with the Company’s regulations.

1.2.7 Review and assess the adequacy of this charter and recommend to the Board if any change or amendment is needed.

1.2.8 Report the performance of important tasks to the Board on a regular basis and the important issues for the Board's knowledge.

1.2.9 The GNC committee shall work with the CEO to develop the right criteria for the selection and promotion or hiring of senior executives.

1.2.10 To perform such other duties and responsibilities enumerated in and consistent with this Charter.

2. Composition of the Committee

The Committee shall comprise of

2.1 experienced and qualified members appointed by the Board;

2.2 The committee shall be composing of at least three (3) directors and not less than 50 percent of the quorum is independent directors.

2.3 The chairman shall be appointed by the Board;

2.4 The Company Secretary shall act as secretary of the Committee unless the Committee considers and assigns otherwise.

3. Term of Office

The members of the Committee shall hold office for a term of 3 years and may be re-appointed, but shall not be more than three consecutive terms unless the Board considers it necessary for the members to continue in office. Apart from vacating office at the end of the term, the members shall vacate office upon

3.1 death

3.2 resignation

3.3 being disqualified under the Charter

3.4 removal from office by the Board's resolution

The member who wishes to resign from office shall submit the letter of resignation to the Chairman of the Board for the Board's approval.

In the event there is a vacancy due to other cases apart from the end of the term, the Board shall appoint qualified person to fill such vacancy within 90 days.

4. Meetings

The Committee shall meet at least twice a year. The Chairman or the Secretary, if requested by a member shall call the meeting of the Committee. In calling the meeting, the Chairman or the Secretary (as instructed by the Chairman) shall send the notice of the Meeting to all members at least 7 days in advance. In the case of urgency, the Meeting may be held without prior written notice.

5. Quorum

The presence of more than half the total number of members shall constitute a quorum. In the case the Chairman is absent or unable to act, the members present shall elect one member to preside over the meeting. The decision of the meeting shall be by majority votes.

Each member has one vote and an interested member shall not be entitled to vote on the matter in which he has interest. In the case of equality of votes, the Chairman shall have another vote as a casting vote.

6. Remuneration

The remuneration of members of the Committee shall be determined by the Board.

7. Responsible Office

The executives and heads of departments concerned shall support the performance duties of the Committee as requested.

This Charter shall be effective as from 31 January 2018.



(Mr. Paron Israsena)
Chairman of the Board of Directors
THAICOM Public Company Limited