



THAICOM

**Charter of Nomination and Compensation
Committee**

**Thaicom Public Company Limited
Year 2021**

Charter of Nomination and Compensation Committee

1. Objectives

In order to support the Board of Directors in compliance with good corporate governance, the Board of Directors therefore established the Nomination and Compensation Committee as its sub-committee to assist the Board of Directors in consideration of the recruitment and nomination of qualified candidates of Directors and Executive, performance evaluation of the Directors, and succession planning for Chief Executive Officer and High Level Executive (C Level), as well as to consider the annual performance of Chief Executive Officer, and criteria on remunerations of the Directors, Executives and Employees.

2. Composition and Qualification

- 2.1 The Nomination and Compensation shall consist of experienced and qualified members that appointed by the Board of Directors.
- 2.2 The Nomination and Compensation 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 of Nomination and Compensation Committee shall be appointed by the Board of Directors.
- 2.4 The Company Secretary shall act as Secretary of the Nomination and Compensation Committee unless the Committee considers and assigns otherwise.

3. Term of Office

- 3.1 Members of the Nomination and Compensation Committee may hold their positions for as long as they are serving as the Board, and the members of the Committee who retired by rotation can be re-elected.
- 3.2 Apart from vacating office at the end of the term, the members shall vacate office upon
 - Death
 - Resignation
 - Being Disqualified under the Charter
 - Removal from office by the Board of Directors' Resolution
- 3.3 The member who wishes to resign from office shall submit the letter of resignation to the Chairman of the Board of Directors.
- 3.4 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

- 4.1 The Nomination and Compensation 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.
- 4.2 In calling for 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 and Voting

- 5.1 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.
- 5.2 Each member has one vote and a member who has a conflict of interest in a matter shall not be entitled to vote. 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 Nomination and Compensation Committee shall be determined by the Board of Directors, and aligned with the Company's policy.

7. Authorities, Duties and Responsibilities

7.1 Nomination

- 7.1.1 To establish criteria and the policy in selection and nomination of the Directors in the Board of Directors and its sub-committees, and propose to the Board of Directors and/or Shareholders' meeting for consideration and appointment.
- 7.1.2 To search and assess qualifications of candidate Directors and identify qualified individuals including of their experiences, qualifications and specific expertise that in line with Board Skill Matrix, and diversity in sex and age, as well as they should be able to dedicate their times to fully performing their role on the Board of Directors, and have appropriate qualifications, and not possess any disqualifying characteristics as specified by laws, in which the Nomination Committee may use professional or recruiter service from Professional Search Firm and/or from the IOD Chartered Directors.

- 7.1.3 To nominate qualified executives or employees of the Company to be directors in subsidiaries and joint venture companies for the Board's consideration.
- 7.1.4 To consider the qualified candidate to be Chief Executive Officer (CEO) in regarding vacancy position for the Board of Directors' consideration as well as to consider and determine the criteria on succession planning of high level executives (UC Level) that report directly to CEO, and further propose for the Board's consideration at least once a year.
- 7.1.5 The Committee shall work with the CEO to develop the right criteria for the selection and promotion or hiring of senior executives.
- 7.1.6 To engage consultant or independent person to give opinion or advice as necessary and in accordance with the Company's regulations.
- 7.1.7 To arrange an orientation for New Director and encourage all directors to attend seminar to develop their skills to increase capability of their duties efficiency.
- 7.1.8 To carry out the annual evaluation of the performance of the Board of Director, Sub-Committees (including its owns performance) and of each member of the Board of Directors, then review the result of the evaluation of each and report to the Board of Directors for acknowledgment.
- 7.1.9 To carry out the annual evaluation of Chief Executive Officer (CEO) annually with further inform to the Board.

7.2 Compensation

- 7.2.1 To determine an appropriate remuneration that aligned with the industry on both monetary and non-monetary in order to be an incentive for members of the Board of Directors, sub-committees and high level executives to remain with the Company and submit its recommendation to the Board of Directors.
- 7.2.2 To determine the criteria and remuneration policy of the Directors and propose to the Board of Director and/or the Shareholders' Meeting for consideration and approval.
- 7.2.3 To consider the annual remuneration of directors and propose to the Board of Directors and/or the Shareholders' Meeting for consideration and approval.
- 7.2.4 To consider and determine the format and criteria for long term incentive either monetary, EV Bonus, share/stock or others formats for Directors and Executive, then submit its recommendation to the Board of Directors and/or Shareholders Meeting. Also, to supervise and to give final determination in

case there are problems or controversies in the implementation and report to the Board of Directors.

- 7.2.5 To consider the evaluation of performance for determining the annual Bonus, long term incentive, and salary increase of the CEO and submit its recommendation to the Board of Directors for approval.
- 7.2.6 To monitor and ensure that the human resource management providing a provident fund, and support the employee to have better understanding in financial management.
- 7.2.7 To carry out any other duties assigned by the Board of Directors.

8. Performance Evaluation

The Nomination and Compensation Committee shall be responsible for conductive an annual self-assessment of its performance, and the results of which shall be reported to the Board of Directors each year.

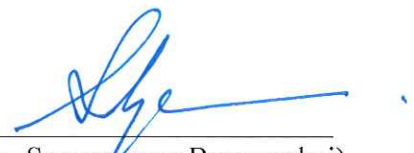
9. Review of the Charter

The Nomination and Compensation Committee shall be responsible for conducting annual review of its Charter and shall refer any proposed amendments to the Board of Directors for consideration.

10. Reporting

The Nomination and Compensation Committee shall report to the Board of Directors at least once a year, and disclose its policy and performance report each year to the Shareholders in annual report of the Company.

This Charter shall be effective from 13 December 2021



(Mr. Somprasong Boonyachai)
Chairman of the Board of Directors