



**Nomination and Remuneration Committee Charter
Pruksa Holding Public Company Limited**

Nomination and Remuneration Committee Charter

1. Purpose

The mission of the Nomination and Remuneration Committee is to support the Company's activities, build confidence among stakeholders and for sustainable growth as well as clarity on the composition, office term, authority, responsibility, and meetings of the Nomination and Remuneration Committee. Therefore, the Board of Directors approved the preparation of a Nomination and Remuneration Committee Charter for use as operating guidelines in performing duties for compliance with laws and in line with good governance principles.

2. Composition and qualifications of the Nomination and Remuneration Committee

- 1) Being a director of the Company and appointed by the Board of Directors
- 2) Comprising at least three directors, with at least one half of them being an independent director.
- 3) The Board of Directors shall appoint one of the Nomination and Remuneration Committee as the Chairman of the Nomination and Remuneration Committee
- 4) For independence of the performance of duty and expression of opinion, the Chairman of the Nomination and Remuneration Committee should be an independent director.

3. Office term

A Nomination and Remuneration Committee member has an office term of three years, expiring with the directorship's term, and upon completing an office term, a Nomination and Remuneration Committee member may be re-appointed by the Board of Directors.

In addition to completing an office term as mentioned above, a Nomination and Remuneration Committee member may vacate office upon

- 1) Death
- 2) Resignation
- 3) Lack of the qualifications of a company director or having a prohibited characteristic as specified by law on public limited companies or having a characteristic indicating a lack of appropriateness in respect of trust worthiness in managing a business whose shares are held by public shareholders as specified in Section 89/3 of the Securities and Exchange (4th revision) B.E. 2551.
- 4) Removal by a meeting resolution of the Board of Directors.

In case a Nomination and Remuneration Committee member wishes to resign, he/she shall submit a resignation letter to the Chairman of the Board of Directors.

In case of a vacancy in the Nomination and Remuneration Committee due to a reason other than completing an office term, the Board of Directors shall appoint a person who is qualified and not prohibited by law to fill the vacancy. In case the remaining term of the vacancy is less than two months, the Board of Directors may choose not to appoint a person to fill the vacancy. The term of the director appointed to fill the vacancy shall be equal to the remaining term of the Nomination and Remuneration Committee member being replaced.

4. Scope of authority and Responsibility

- 1) To set up the policy and selection criteria for the Board of Directors, Sub-Committee, Group Chief Executive Officer, Deputy Group Chief Executive Officer, Chief Officer and Managing Director (hereinafter referred to as "Senior Executives") of the Company and its subsidiary companies with transparent and clear procedures.
- 2) To select the Board of Directors, Sub-Committee and Senior Executives of the Company and its subsidiary companies who have knowledge, skills, experience and characteristics

necessary for the company to achieve its objectives and propose the Board of Directors and/or shareholders for their approval, as the case may be.

- 3) To set up the policy and remuneration payment criteria for the Board of Directors, Sub-Committee and Senior Executives of the Company and its subsidiary companies and propose the Board of Directors and/or shareholders for their approval, as the case may be.
- 4) To determine necessary and appropriate remuneration, both cash and non-cash payment, in order to attract and keep the Board of Directors, Sub-Committee and Senior Executives of the Company and its subsidiary companies committed to the Company and led the Company in meeting its objectives, both in the short and long term.
- 5) To set up criteria and methods for appraising the performance of the Board of Directors, Sub-Committee and Senior Executives of the Company and its subsidiary companies appropriately.
- 6) To review the selection criteria and policy as well as the system and payment of remuneration in compliance with responsibilities, the Company's performance, and market situation by taking account of making the most of the Company benefits.
- 7) To develop the succession plan for Senior Executives of the Company and its subsidiary companies and to be reviewed annually for readiness and successor to ensure that the Company's continuity of business management and operations.
- 8) To supervise to ensure that the company arranges the orientation programs for the newly appointed director (s) and ensure that director (s) and Senior Executives of the Company and its subsidiary companies regularly to receive sufficient and continuous training and knowledge development.
- 9) To perform other duties as assigned by the Board of Directors.

5. Responsibility

The Nomination and Remuneration Committee is directly responsible to the Board of Directors under the scope of authority and responsibility given in this charter and the Board of Directors is responsible for the Company's business operations to outsiders.

6. Meeting

- 1) To hold meeting of the Nomination and Remuneration Committee at least six times per annum.
- 2) In calling a meeting, the Chairman of the Nomination and Remuneration Committee or the Secretary of the Nomination and Remuneration Committee, as assigned, shall send a written meeting notice to Nomination and Remuneration Committee members at least seven days in advance of the date of the meeting, except in case of urgency, for the benefits of the Company, a meeting notice may be made otherwise, with an earlier date.
- 3) The Nomination and Remuneration Committee may invite other persons such as the Group Chief Executive Officer, Deputy Group Chief Executive Officer, Chief Officer, Managing Director, Executive Vice President Officer, Heads of Divisions and/or Related Personnel to join meetings as appropriate and may consider organizing separate meetings with such other persons in case there are specific points for discussions.

7. Quorum

- 1) In a meeting of the Nomination and Remuneration Committee, there shall be at least one half of the number of the Nomination and Remuneration Committee members to form a quorum. In case the Chairman of the Nomination and Remuneration Committee is not present at a meeting or is not capable of performing the duty, the attending members of the Nomination and Remuneration Committee shall elect among themselves one member to chair the meeting.

- 2) In a meeting, a resolution shall be passed by a majority of the votes with one member of Nomination and Remuneration Committee having one vote. In case of a tie vote, the chairman of the meeting shall cast one more vote as the casting vote.

8. Reporting

The Chairman of the Nomination and Remuneration Committee shall prepare the Nomination and Remuneration Committee's minutes of meetings and a summary report of operating results for submission to the Board of Directors.

This charter is effective from July 20, 2018 onward.

(Dr. Pisit Leeahtam)

Chairman of the Board of Directors

Pruksa Holding Public Company Limited

Note: The English translation of the Nomination and Remuneration Committee Charter is for the purpose of understanding by foreigners; only the Thai version of the texts is legally binding.