



SPCG Public Company Limited
บริษัท เอสพีซีจี จำกัด (มหาชน)

Charter of the Nomination, Remuneration and Corporate Governance Committee (Revised edition 1/2019)

1. Objectives

Nomination, Remuneration and Corporate Governance Committee (“**the Committee**”) considers and sets criteria and nomination process of qualified candidates to be appointed as directors and Chief Executive Officer of the company. The Committee also considers remuneration form and criteria to the Board of Directors and the Shareholders’ Meeting for approval as required by law. This supports the performance of the Board of Directors in determining corporate governance policies and guidelines for compliance in the Company in accordance with the good corporate governance. The Committee is committed to promote and support all employees to adhere and comply with the corporate governance principles and business ethics to ensure the Company’s sustainable growth with efficiency, transparency, openness to audit and corporate social responsibility, it will enhance the Company’s confidence and credibility to all shareholders, investors, stakeholders, and all concerned parties.

2. Elements and Qualifications

2.1 Being a director of the Company and appointed by the Board of Directors.

2.2 Comprising at least three directors, with at least one half of them being an independent director.

2.3 The Board of Directors shall appoint one of the Nomination, Remuneration and Corporate Governance Committee as the Chairperson.

2.4 For independence of the performance of duty and expression of opinion, the Chairperson of the Nomination, Remuneration and Corporate Governance Committee should be an independent director

2.5 The Company Secretary will be the acting secretary to the Nomination, Remuneration and Corporate Governance Committee.



3. Office Term and Termination

3.1 The office term of each Nomination, Remuneration and Corporate Governance Committee member is in accordance with the Board of Directors' term of office.

3.2 Members of the Nomination, Remuneration and Corporate Governance Committee shall immediately be terminated from the position upon;

- Death
- Resignation
- Vacating the position
- The Board of Directors' resolution to vacate the position

4. Authority and Responsibilities

4.1 Nomination

- 4.1.1 Select and recruit individual that is suitable to be proposed to the director with principles by which the individual that was proposed must have knowledge, competence, independence, to perform director's duties with carefulness, faithfulness, able to fully dedicate their time, have appropriate age, healthy, able to attend directors' meeting regularly. This is also to consider from other name list which the shareholders propose as candidate to be nominated as the company's director.
- 4.1.2 Prepare in advance the name list of suitable individuals to be directors and/or in the case where there's vacant in the director or chief executive officer position.
- 4.1.3 Asking for opinions from Board of Director and/or other committees to include in the consideration of recruiting before proposing to the committee or shareholders meeting, depending on the case to consider and appoint.
- 4.1.4 Evaluate performance of committee, subcommittee and chief executive officer according to the operating performance of each year.
- 4.1.5 Considers the qualifications of the Top Executive to suit the business management of the company and its subsidiaries, covering education, experience, knowledge, and expertise.
- 4.1.6 Supervises to ensure that the Company arranges orientation programs to the newly appointed director(s) to perform the roles and responsibilities.
- 4.1.7 Perform other duties as assigned by the Board of Directors.



4.2 Remuneration

- 4.2.1 Consider remuneration for committee and subcommittee, which also includes monthly allowance, meeting allowance, yearly bonus and other benefits, both monetary and non-monetary with principles and structure that are fair and reasonable to propose to the board of directors and shareholders meeting for approval.
- 4.2.2 Consider remuneration for the chief executive officer which includes wages, yearly bonus and other benefits, both monetary and non-monetary with principles or method and structure that are fair and reasonable.
- 4.2.3 Reconsider remuneration for committee, subcommittee and chief executive officer by considering from performance and Company's operating performance as well as regulations in industry and top listed companies in Stock Exchange of Thailand and scope of responsibilities.
- 4.2.4 To consider the criteria for wage adjustments and the allocation of annual bonuses of senior management, and the employees including company subsidiaries. By considering the performances and outcomes of the company, also the industry practices and companies that are comparable to the similar business within the labor market.
- 4.2.5 Disclose the remuneration policy and available options and comments from the Nomination, Remuneration and Corporate Governance Committee in the Annual Report.
- 4.2.6 Perform other duties as assigned by the Board of Directors.

4.3 Corporate Governance

- 4.3.1 Defines corporate governance policies, practices, and related operations including sustainability management and corporate social responsibility aspects to conform with principles, standards, and requirements as stipulated by the Stock Exchange of Thailand, the Securities and Exchange Commission, and other recognized institutions domestically and internationally.
- 4.3.2 Defines guidelines, as well as supervise and monitor process, to ensure that the Company's operations are in compliance with established policies and practices.
- 4.3.3 To be regulator, consult, evaluation, and reviewer of policies based on the principle of good governance and good ethics to develop the good governance of the Company.
- 4.3.4 To prepare and report the performance of the Nomination, Remuneration and Corporate Governance Committee to the Board of Directors and disclose in the Annual Report which is signed by the Chairperson of the Nomination, Remuneration and Corporate Governance Committee
- 4.3.5 Perform other duties as assigned by the Board of Directors.



5. Meetings

5.1 The Nomination, Remuneration and Corporate Governance Committee shall hold at least two meetings per annum.

5.2 The Chairperson of the Nomination, Remuneration and Corporate Governance Committee may convene a special meeting upon request by a member of the Corporate Governance Committee or the Chairman of the Board of Directors to consider any essential and necessary agenda.

5.3 Not less than half of all Nomination, Remuneration and Corporate Governance Committee members shall participate in each meeting to constitute a quorum. The Chairperson of the Nomination, Remuneration and Corporate Governance Committee shall preside over a meeting.

5.4 The Voting shall be passed by the majority votes of the Committee members who attend the meeting and cast their votes. One member shall have one vote. In case of a tied vote, the Chairperson of the meeting can cast another vote in determining the vote result.

5.5 Any member of the Nomination, Remuneration and Corporate Governance Committee who has any personal interest in any matter to be considered shall refrain from voting.

5.6 The Secretary to the Corporate Governance Committee shall be in charge of taking minutes of the meeting.

6. Reporting

6.1 The Nomination, Remuneration and Corporate Governance Committee must report to the Board of Directors

6.2 The Chairperson of the Nomination, Remuneration and Corporate Governance Committee must report to the shareholders via the Company's annual report or the Disclosure Report concerning additional information (Form 56-1)

7. Remuneration

The Nomination, Remuneration and Corporate Governance Committee shall receive appropriate remuneration according to its roles and responsibilities, as approved by the shareholders' meeting.



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Charter of the Nomination, Remuneration and Corporate Governance Committee (Revised edition 1/2019) has been approved by the Board of Directors' Meeting No. 1/2019 held on February 22, 2019, effective from now onwards.

(Dr. Wandee Khunchornyakong Juljareen)
Chairperson