

**Charter of the Nomination and Remuneration Committee**  
**Mc Group Public Company Limited**

**1. Objective**

The Nomination and Remuneration Committee is a key component of good corporate governance. This subcommittee is responsible for selecting qualified individuals to replace directors whose terms have ended or in other cases, as well as reviewing the remuneration of the Board of Directors, various subcommittees, and proposing it to the Board of Directors for approval by the shareholders' meeting. It also oversees the remuneration of senior management and the Company's consultants.

The Board of Directors has resolved to establish this Charter for the Nomination and Remuneration Committee to ensure that all members of the committee are aware of their duties and responsibilities and can carry them out properly in line with good corporate governance principles, ensuring confidence and trust among stakeholders.

**2. Composition of the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee shall consist of the following:

- 2.1 The Board of Directors is responsible for selecting and appointing members of the Nomination and Remuneration Committee.
- 2.2 The committee shall consist of at least three directors, with no less than half of the members being independent directors, whose qualifications meet the criteria set forth by the Securities and Exchange Commission (SEC), the Capital Market Supervisory Board, and the Stock Exchange of Thailand, as outlined in the Board of Directors' charter.
- 2.3 The Board of Directors or the Nomination and Remuneration Committee shall appoint one member to serve as the chairman, who should preferably be an independent director to promote the committee's independent functioning.
- 2.4 A secretary of the Nomination and Remuneration Committee shall be appointed by the committee to support its efficient and effective operation in accordance with good corporate governance principles and to facilitate the coordination of meetings.

**3. Qualifications of the Nomination and Remuneration Committee**

The individuals appointed to the Nomination and Remuneration Committee must meet the following qualifications:

- 3.1 Be a member of the Board of Directors.
- 3.2 Possess appropriate qualifications, knowledge, abilities, and governance, with experience that benefits the Company's business operations, as well as an understanding of the qualifications, duties, and responsibilities of being a

- member of the Nomination and Remuneration Committee. They must also be able to dedicate sufficient time to perform their duties effectively.
- 3.3 Have a broad vision and stay updated on international trends in director remuneration and nomination practices to help improve the Company's policies in these areas.
  - 3.4 Perform their duties, express opinions, and report on their assigned responsibilities transparently and in a manner that is subject to audit.
  - 3.5 Be independent and impartial in the nomination and selection of qualified candidates for replacing directors whose terms have ended or in other cases, and prepare sufficient information on these individuals for the Board of Directors' consideration.
  - 3.6 Possess knowledge and understanding of the nature of the business, the roles and responsibilities of the Board, subcommittees, and executives, as well as the principles of good corporate governance, and demonstrate the ability to enhance the skills and potential of the Board and subcommittees.
  - 3.7 Meet all qualifications and have no disqualifications as specified by the Public Limited Companies Act, B.E. 2535 (1992) (as amended), the Securities and Exchange Act, B.E. 2535 (1992) (as amended), relevant announcements, regulations, and/or Company bylaws, and must not be deemed untrustworthy as a director or executive according to announcements by the SEC and/or the Capital Market Supervisory Board.

#### **4. Appointment and Term of Office**

- 4.1 The Nomination and Remuneration Committee shall have a term of office of 3 years from the date of appointment. Upon the completion of the term, the committee members who have vacated their positions may be reappointed by a resolution of the Board of Directors.
- 4.2 In addition to the expiration of the term mentioned above, a member of the Nomination and Remuneration Committee may vacate their position due to:
  - (1) Death
  - (2) Resignation
  - (3) Disqualification from serving on the committee or becoming subject to any legal prohibitions as defined by law and/or this charter
  - (4) A resolution passed by the Board of Directors or the shareholders' meeting
  - (5) A court order
- 4.3 If a member of the Nomination and Remuneration Committee resigns before the completion of their term, they must submit a written notice to the Chairman of the Board. The Board of Directors will appoint a qualified individual to replace the resigning member, and the resignation will be effective from the date the letter reaches the Chairman.

- 4.4 In the event that the entire Nomination and Remuneration Committee vacates their positions, the outgoing committee shall remain in place to conduct essential company affairs until a new committee assumes office.
- 4.5 In cases where a position on the Nomination and Remuneration Committee becomes vacant for reasons other than the expiration of the term, the Board of Directors shall appoint a qualified individual to fill the vacancy for the remaining term of the outgoing member.

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

- 5.1 To review the structure and composition of the Board of Directors in terms of an appropriate number relative to the company's size, business type, and complexity. Adjustments should align with the company's strategic direction and changing business environment. The committee shall define the qualifications of each board member based on knowledge, expertise, and experience, including specific skills that contribute to the sustainability of the company and its subsidiaries.
- 5.2 To review the independence of the Board of Directors, as well as any potential conflicts of interest in the performance of duties. The committee must also ensure that each independent director meets the required qualifications in accordance with applicable laws and regulations.
- 5.3 To review the suitability of a board member's position when changes related to their qualifications occur.
- 5.4 To develop plans for board development aimed at enhancing knowledge and skills of various subcommittees, ensuring that they understand their roles, the business environment, economic conditions, technology, and relevant laws that affect the company and its subsidiaries.
- 5.5 To propose methods for evaluating the performance of the Board of Directors, subcommittees, the Chairman, and senior executives. The committee should conduct reviews annually and report the results to the Board to enhance efficiency and strengthen the board's knowledge and capabilities.
- 5.6 To review and make recommendations on the structure, responsibilities, and practices of the Board of Directors and subcommittees, including any amendments to the charter and policies to ensure relevance and modernity.
- 5.7 To define the process and guidelines for recruiting and selecting qualified candidates in accordance with relevant regulations and laws. The committee will identify appropriate individuals to replace directors whose terms have ended or in other situations, including appointments for subcommittees assigned direct authority and responsibilities from the Board. The committee will also approve the appointment of senior executives and consultants, considering diversity in the board's structure in terms of knowledge, expertise, experience, gender, and specific abilities that benefit the company. These will be proposed to the Board of Directors and/or shareholders' meeting for approval.

- 5.8 To propose guidelines and methods for remuneration, both monetary and non-monetary, including other benefits for directors in line with their responsibilities, qualifications, and the company's performance. These measures should motivate directors for both short-term and long-term objectives, comparable to remuneration standards in the same industry. The committee should also consider the terms for offering new securities or warrants for stock purchase to directors (if applicable) and submit these to the Board and/or shareholders for approval.
- 5.9 To regularly review, study, and track changes and trends in remuneration for the Board of Directors and subcommittees, and present findings to the Board for approval.
- 5.10 To compare the remuneration of the Board of Directors and subcommittees with leading publicly listed companies in the same business to maintain the company's leadership in the industry and motivate the management for continued growth.
- 5.11 To annually evaluate the overall performance of the Nomination and Remuneration Committee, as a whole (As a Whole) and individually (Self-Assessment).
- 5.12 To ensure the company provides orientation, documents, and information necessary for directors to perform their duties.
- 5.13 To define guidelines for talent management of senior executives within the organization.
- 5.14 To prepare and review the development plans for the Managing Director and senior executives to ensure continuity of succession planning in case of retirement or inability to perform their duties, ensuring uninterrupted management of the company.
- 5.15 To develop and review board development plans to enhance the knowledge and skills of subcommittees, ensuring an understanding of directors' roles, business, economy, technology, and laws relevant to the company and its subsidiaries. The committee should oversee board development with a focus on sustainability issues, ensuring that the board understands the company's business sustainability.
- 5.16 To propose methods for evaluating the performance of the Board of Directors and subcommittees, reviewing annually and summarizing the results for the Board. The findings should be used to improve work efficiency and enhance the board's knowledge and capabilities.
- 5.17 To ensure the annual performance assessment of the Board of Directors includes an evaluation of the board's understanding and effectiveness in overseeing the company's sustainability strategy, both collectively and individually. The results should be used to improve and enhance the board's effectiveness.
- 5.18 To oversee the regular and continuous review and update of nomination and remuneration policies, at least once a year, to ensure relevance to current business contexts, as well as global trends and directions.

- 5.19 To review and assess remuneration policies and criteria for directors and the Managing Director, ensuring appropriateness. The committee should compare current practices with remuneration standards in the same industry to ensure fairness and rewards for individuals who contribute to the company's success. The findings will be presented to the Board for approval.
- 5.20 To propose guidelines and methods for remuneration, both monetary and non-monetary, including other benefits for directors, senior executives, and consultants in line with their responsibilities and qualifications. The committee should also consider terms for offering new securities or warrants for stock purchase to directors and employees (if applicable) and present these to the Board and/or shareholders for approval.
- 5.21 To propose remuneration policies for senior executives and consultants, including salary and annual bonuses, in line with the company's performance and individual performance. Where appropriate, the committee may recommend hiring a consultant to advise on project implementation.
- 5.22 To review the budget for salary adjustments, changes in remuneration, and annual bonuses for senior management before submitting them to the Board for approval.
- 5.23 To disclose the nomination and remuneration policies and processes, including preparing a report from the Nomination and Remuneration Committee to be included in the company's Annual Registration Statement/Annual Report (Form 56-1 One-Report).

## **6. Nomination and Remuneration Committee Meetings**

- 6.1 The Nomination and Remuneration Committee shall convene meetings as deemed necessary and appropriate by the Committee. However, meetings should be held at least twice a year.
- 6.2 In calling a meeting of the Nomination and Remuneration Committee, the Chairman of the Committee or the Secretary to the Committee, as instructed by the Chairman, shall notify the committee members no less than seven days prior to the meeting date, except in cases of urgency where the notice period may be shortened or delivered by other means.
- 6.3 During the meetings, the Chairman of the Committee or the meeting's presiding officer may conduct the meeting via electronic media, allowing participants in different locations to discuss and express opinions following the stipulated rules and procedures.

## **7. Quorum**

- 7.1 A quorum for the Nomination and Remuneration Committee meeting shall consist of no less than half of the total number of members.
- 7.2 If the Chairman of the Nomination and Remuneration Committee is absent or unable to perform their duties, the attending committee members shall select one member to preside over the meeting.

7.3 Decisions of the Committee shall be made by a majority vote. In the case of a tie, the presiding Chairman shall have an additional casting vote. Committee members with a conflict of interest in any matter shall not have the right to vote on that matter.

7.4 Resolutions of the Nomination and Remuneration Committee may be passed without a meeting if all members approve the resolution in writing, and such written approval shall have the same effect as a resolution passed at a meeting.

## **8. Reporting**

The Nomination and Remuneration Committee shall report its performance to the Board of Directors and present an annual report on its duties to shareholders in the Annual Registration Statement/Annual Report (Form 56-1 One Report), disclosing the following details:

8.1 The number of meetings held.

8.2 The attendance of each committee member.

8.3 The performance of duties as per the established charter.

8.4 A review of the committee's charter at least once a year to align with the Company's operational plans and both short-term and long-term strategies.

## **9. Remuneration of the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee members shall receive remuneration as approved by the shareholders' meeting.

This Charter shall be effective from May 13, 2024 onwards.

Announced on May 13, 2024

*-Signed by-*

( Mrs. Kaisri Nuengsigkapan )  
Chairman of the Board of Directors