

Nomination and Remuneration

# COMMITTEE CHARTER

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**GLOBAL  
HOUSE**

Siam Global House Public Company Limited

232 moo 19, tambon robmuang, amphur muang, roi-et 45000



Nomination and Remuneration Committee Charter  
Siam Global House Public Company Limited

## 1. Objective

The Board of Directors has considered to determine the Nomination and Remuneration Committee Charter for gathering the composition, duty and responsibility, and practical guidelines as assigned by the Board of Directors. The objective for the Nomination and Remuneration Committee performing duties fairly, appropriately and transparent in accordance with good corporate governance principles, with the aim to build stakeholder trust and support the sustainable growth of the company.

## 2. Composition, Appointment and Qualifications

### 2.1 Composition and Appointment

- Comprise at least 3 directors of the company's directors and the majority of the members shall be Independent Directors.
- The Board of Directors shall appoint the company's director to perform duties of the Nomination and Remuneration Director.
- The Nomination and Remuneration Committee shall consider to appoint one member of the independent directors to be the Chairman of the Nomination and Remuneration Committee.

### 2.2 Qualifications

- Not being the Chairman of the Board of Directors.
- Having knowledge, skills, abilities, understanding the business type, and roles, duties, responsibilities of Nomination and Remuneration Committee, including having knowledge about corporate governance.
- Having neutrality in nomination and selection the proper qualified person to take a position of Directors and Top executives of the company.
- Able to devote the sufficient time to perform duties for the objective achievement of Nomination and Remuneration Committee.

## 3. Tenure and Retirement

- 3.1 Nomination and Remuneration Directors have tenure of office followed in the tenure of the Board of Directors by retirement from the tenure shall be along with the agenda in the Annual General Shareholders' meeting. However, the retired director may be re-appointed to continually take a position.
- 3.2 The retirement upon lacking qualifications of Audit & Risk Management Director according to this charter or resignation or the shareholders' meeting passed a resolution to leave.

## 4. Duties and Responsibilities

### 4.1 Nomination Practices

- 4.1.1 Consider to suggest the structure, size, and compositions of the Board of Directors and Subcommittee properly with the size, type and complication of business.
- 4.1.2 Consider to establish the procedure and criteria in recruitment and selection the appropriate qualified person to take a position of directors and subcommittee with considering to the diversity of committee both knowledge, skill, experience, special ability relates to the business and beneficial to the company, for presenting to the Board of Directors and/or the Shareholder's Annual General Meeting for approval.
- 4.1.3 Consider the qualifications of the person who will be appointed to be an independent director

to be suitable with the company's nature and having independence as stipulated by the criteria of the Securities Exchange and Commission (SEC) the Stock Exchange of Thailand.

- 4.1.4 Control and monitor to arrange the director's development plan to build and develop knowledge, skill to the company's directors lead to having understanding in roles and duties of directors, knowledge about the company's business including arranging Board Skill Matrix for considering the diversity of directors to be appropriate with the company's business operation.
- 4.1.5 Control and monitor to arrange the orientation and give documents beneficial to the performance of new appointed directors including encouraging the directors to obtain training course "Director Accreditation Program (DAP)" of Thai institute of Directors for understanding in director's roles and duties.
- 4.1.6 Arrange and review the succession plan of the Chief Executive Director and top executives for preparing the successor in case of retirement by the Chief Executive Director and top executives or being unable to perform their duties, for continuously proceed the management of the company.

#### 4.2 Remuneration Practices

- 4.2.1 Consider the form and criteria for remuneration of directors and subcommittee such as regularly compensation, bonus, attendance fee, and any compensation in other forms both monetary or non-monetary in proper and sufficient level, to persuade and maintain the quality directors by comparing with other companies in the same nature to present to the Shareholder's Annual General Meeting for approval.
- 4.2.2 Consider the form and criteria for remuneration of Chief Executives Officer by considering to the appropriateness, sufficiency and fairness in order to create additional value with sustainability to the company and maintain the competent directors to be with the company, to present the Board of Director's meeting for approval.
- 4.2.3 Consider to determine the subject and criteria in annual performance appraisal of the Chief Executives Officer, including consider the performance appraisal for specifying the compensation in fair and appropriate rate before presenting to the Board of Directors for approval.

#### 4.3 Other Practices

- 4.3.1 Perform any other duties related to the nomination and remuneration as assigned by the Board of Directors.
- 4.3.2 Consider to review the Nomination and Remuneration Committee Charter as necessary and appropriate.

### 5. Meeting

- 5.1 The Nomination and Remuneration Committee shall convene a meeting at least twice a year. The chairperson may call additional meetings as appropriate or upon requests submitted by at least half of the members of the Committee. Each director should attend not less than 75% of all board meetings in any whole financial reporting year.
- 5.2 The quorum of the Nomination and Remuneration Committee meetings must consist of no less than half of the Nomination and Remuneration Committee members.
- 5.3 In the case of voting for a resolution, the majority vote shall be required.

## 6. Reporting

- 6.1 The Nomination and Remuneration Committee shall report the performance to the Board of directors at least once a year.
- 6.2 The Chairman of the NRC committee shall annually report to the shareholders by disclosing in Annual Report, Form 56-1 One Report for the performance regard in nomination and remuneration.

## 7. Performance Assessment

The Nomination and Remuneration Committee shall conduct assessment of its performance both individual and committee and report to the Board of Directors at least once a year.

## 8. Directors Remuneration

The Nomination and Remuneration Committee shall receive the proper compensation with duties and responsibilities as approved by the Shareholder's Meeting.

This Nomination and Remuneration Committee Charter has been approved by the Board of Directors in the Meeting No. 6/2021 as at 17 December 2021.

A handwritten signature in blue ink, consisting of a stylized 'A' followed by a long, sweeping horizontal line.

(Mr. Apisit Rujikeatkamjorn)  
The Chairman

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