

Charter Nomination, Remuneration and Corporate Governance Committee

Wyncoast Industrial Park Public Company Limited

Charter

Nomination, Remuneration and Corporate Governance Committee

Wyncoast Industrial Park Public Company Limited

1. Composition and qualification

1.1 Nomination, Remuneration and Corporate Governance Committee has been appointed by the Board of Director at least 3 persons. The Chairman of Nomination, Remuneration and Corporate Governance Committee must be an independent director and most of other committee members are independent director and non-executive director.

1.2 The Board of Director appoints one director to be the Chairman of the Nomination, Remuneration and Corporate Governance as the Chairman of the Board of Direct must not be neither Chairman nor member of the Nomination, Remuneration and Corporate Governance Committee.

1.3 The Nomination, Remuneration and Corporate Governance Committee appoints the Secretary of the Nomination, Remuneration and Corporate Governance Committee.

2. Term of office

2.1 In the case of the Director of the Nomination, Remuneration and Corporate Governance Committee is Director of the Company, term of office must be followed with the Company director's term of office unless the Board of Director has resolved otherwise.

2.2 In the case of the Director of Nomination, Remuneration and Corporate Governance Committee is the Executive of the Company, term of office must be followed with the Company's executives unless the Board of Director has resolved otherwise.

2.3 In case of the position of the Nomination, Remuneration and Corporate Governance Committee is vacant, the Board of Director shall elect a director who has qualification and not being prohibited characteristics to be member of the Nomination, Remuneration and Corporate Governance Committee as replaced.

3. Duties and Responsibilities

The duties, authority and responsibilities of Nomination, Remuneration and Corporate Governance Committee are as follows:

Nomination and Remuneration

(1) Suggest the structure, size and composition of the Board of Director of the Company and its subsidiaries and sub-committees, also define the qualification, procedure and criteria for selection of the nominated candidate according to the structure, size and composition of the committee as stipulated.

(2) Consider and propose a list of person to be appoint as Director of the Company and its subsidiaries to propose to the shareholder's meeting when the position is vacant due to the expiration of the office term and propose to the Board of Director's meeting when the position is vacant due to other cases.

(3) Suggest the remuneration structure of the Board of Director of the Company and its subsidiaries and sub-committees both in monetary and non-monetary terms in accordance with the strategy, goal and performance of the Company and its subsidiaries which is comparable to other companies in the same industry for the Board of Director's consideration

before proposing to the shareholder's meeting of the Company for further consideration and approval.

(4) Determine the nominee to be selected as sub-committee and Chief Executive Officer to the Board of Director's meeting including stipulated rules and policies for the selection and appointment of executives of the Company and its subsidiaries, as well as ensuring that the Company has a succession plan for the Chief Executive Officer and senior executives for continuity in management.

(5) Propose criteria for performance evaluation to the Board of Director in order to evaluate overall performance and review the relevant nomination and remuneration criteria.

(6) Determine the budget for increasing salary and annual bonus both the Company and its subsidiaries as appropriate according to the performance of the Company and its subsidiaries and standards salary increasing of the same industry for submission to the Board of Director for approval.

(7) Evaluate the annual performance of the Chief Executive Officer and determine the annual compensation and reward adjustment for submission to the Board of Director for approval.

(8) Prepare a director development plan for developing the knowledge of current director and new director in order to understand the business, roles and duties of director and significant development.

(9) Review Charter of the Nomination, Remuneration and Corporate Governance Committee at least once a year to propose to the Board of Director for an approval.

Corporate Governance

(1) Review the Good Corporate Governance Policy and Code of Conduct in order to keep it up-to-date, suitable for the Company's business and its subsidiaries according to the guidelines of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand at least once a year.

(2) Specified that there will be monitoring and evaluation on the cooperate performance according to the Good Corporate Governance Policy and Code of Conduct; of the Company and its subsidiaries and process the annual corporate governance assessment to present to the Board of Director, along with opinion and recommendation.

4. Meeting and Resolution

4.1 To hold a meeting of the Nomination, Remuneration and Corporate Governance Committee at least twice a year or the Chairman of the Nomination, Remuneration and Corporate Governance Committee may call a special meeting to consider other urgent matters as deemed appropriate.

4.2 Chairman of the Nomination, Remuneration and Corporate Governance Committee is the person who summon for the Nomination, Remuneration and Corporate Governance Committee meeting since the member of the Nomination, Remuneration and Corporate Governance Committee must come in person. During the meeting, the Chairman of the Nomination, Remuneration and Corporate Governance Committee may invite executives or related employee or persons deemed appropriate to attend the meeting in order to provide opinion or submit information document as deemed relevant or necessary.

4.3 In the meeting of the Nomination, Remuneration and Corporate Governance Committee, there must be a director of the Nomination, Remuneration and Corporate Governance Committee attending the meeting not less than half of the number of the committee members in order to be considered as a meeting quorum.

4.4 The decision of the Nomination, Remuneration and Corporate Governance Committee meeting shall be passed by a majority vote of all members of the Nomination, Remuneration and Corporate Governance Committee attending the meeting. In the case of equal votes, Chairman of the Nomination, Remuneration and Corporate Governance Committee has the right to another vote for arbitration.

4.5 One member of the Nomination, Remuneration and Corporate Governance Committee has one vote. Any committee member who considered to be stakeholder in that matter has no right to vote in that matter except in the case of determining remuneration for the entire Board of Director.

5. Reporting

The performance of the Nomination, Remuneration and Corporate Governance Committee must be reported to the Board of Directors on a regular basis as appropriate.

6. Evaluation of the Nomination, Remuneration and Corporate Governance Committee

Performance evaluation of the Nomination, Remuneration and Corporate Governance Committee will be held annually.



Announced on 19 December B.E. 2024



Major General (Surasak Sukha)
Chairman of the Nomination, Remuneration
and Corporate Governance
Wyncoast Industrial Park Public Company Limited