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## **Nomination and Remuneration Committee Charter**

### **TOA Paint (Thailand) Public Company Limited**

#### **1. Composition**

- 1.1 The Nomination and Remuneration Committee shall consist of not less than 3 members and most of the members are independent directors (more than 50%).
- 1.2 Chairman of the Nomination and Remuneration Committee must be an independent director.

#### **2. Appointment**

- 2.1 The Board of Directors shall appoint members of the Nomination and Remuneration Committee, and most of them are independent directors.
- 2.2 In case of any member of the Nomination and Remuneration Committee vacating the office or any unavailability before the expiration of his/her term of service resulting in the number of the rest members less than the specified composition, the Board of Directors must appoint another member of the committee who is fully qualified to replace the resigning member, not later than 3 months as of the date of incomplete composition in order to ensure the continuity in the Nomination and Remuneration Committee's functions.
- 2.3 The members of the Nomination and Remuneration Committee shall elect one of the members to take a position as Chairman of the Nomination and Remuneration Committee.
- 2.4 The Nomination and Remuneration Committee shall elect a secretary to support the committee's functions such as calling a meeting, preparing and sending agenda items with the related document, and taking minutes of the meeting.

#### **3. Termination**

- 3.1 Termination refers to the termination of directorship or expiration of term of office or resignation or removal.
- 3.2 In the case that any committee member wishes to resign before the end of his/her term of office, he/she should give notice thereof to the company at least 1 month in advance together with reason so that the Board of Directors can consider appointing another director who is fully qualified to replace the resigning member. Thus, the company must report the matter to the Stock Exchange of Thailand.
- 3.3 In case any committee member is removed before completing the term of office, the company shall report such removal with reasons to the Stock Exchange of Thailand. The member may clarify the removal to the Stock Exchange of Thailand.



#### 4. Tenure

- 4.1 The tenure of the Nomination and Remuneration Committee is 3 years since the appointment date.
- 4.2 A member of the Nomination and Remuneration Committee whose tenure has ended may be re-appointed as deemed appropriate by the Board of Directors.

#### 5. Qualifications of the Nomination and Remuneration Committee

All members of the committee must have the following qualifications:

- (a) In the case of any member of the Nomination and Remuneration Committee being an independent director, he/she must have qualifications as prescribed by the Capital Market Supervisory Board.
- (b) Not being a director who is appointed by the Board of Directors to make a decision on the business operation of the company, subsidiaries, associate companies, same-level subsidiaries<sup>1</sup>, major shareholders, or controlling persons.
- (c) Not being a director of the parent company, subsidiaries, same-level companies, especially the listed companies.
- (d) Having sufficient knowledge and experience to serve as a member of the Nomination and Remuneration Committee.

#### 6. Roles, Duties, and Responsibility of Nomination and Remuneration Committee

- 6.1 Consider the board structure and composition including the number and proper qualifications for the corporate business;
- 6.2 Consider the qualifications of a candidate who shall be nominated as an independent director suitable for the nature of business. The independence must be at least in accordance with the requirements of the SEC;
- 6.3 Consider the nomination policy and criteria for a qualified person suitable for the director-level position, and Chief Executive Officer position. Such nomination shall be proposed to the Board of Directors, and/or at a shareholders' meeting for considering the appointment;
- 6.4 Consider and review the policy and criteria relating to the remuneration and benefits for directors and Chief Executive Officer;
- 6.5 Provide suggestions to the Board of Directors in order to consider and approve the following issues;

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<sup>1</sup> "same-level subsidiaries" refers to two or more subsidiaries that have the same parent company, no matter which level the subsidiaries are ranked.



- Nomination of Chief Executive Officer positions, including determination of the remuneration and benefits of such management,
  - Remuneration and benefits of the directors, which is proposed to the Board of Directors for consideration and approval prior to the shareholders' meeting for further approval,
  - The total amount of the annual bonus for the Company's employees and management,
  - Annual salary increments for Chief Executive Officer,
  - Determination of goals and annual indicators for Chief Executive Officer
- 6.6 Consider and approve the succession plan review, and monitor the implementation in order to further inform the Board of Directors;
- 6.7 Consider the director development plan for the purpose of enhancing knowledge both for the existing directors and new directors in relation to corporate business, industry outlook, including director roles and responsibilities, relevant rules, or applicable laws;
- 6.8 Provide suggestions upon the human resource management;
- 6.9 Review the Charter of the Nomination and Remuneration Committee at least once a year.

## 7. Quorum

In the Nomination and Remuneration Committee's meeting either being present in the same place or via electronic meeting, there must be not less than one-half of the total number of the committee present to constitute a quorum. In case the Chairman of the Nomination and Remuneration Committee is not present at the meeting, or cannot perform his or her duties, the members present at the meeting shall elect one of the members to be the chairperson of the meeting.

In summoning a meeting of the Nomination and Remuneration Committee, the Chairman of the committee or delegated person may determine that the meeting be organized through electronic means as deemed necessary and appropriate.

The meeting conducted by means of teleconference shall contain information security measures by recording the audio, or both the video and audio, as the case may be, of every member present at the meeting throughout the entire meeting.

The attendance of members by means of teleconference in accordance with the aforementioned methods and procedures shall be deemed legitimate and counted as a constitution of a quorum. Furthermore, such meetings of the Nomination and Remuneration Committee conducted by means of teleconference bear the same effects as the meetings where members are present at the same place pursuant to the means prescribed under the Nomination and Remuneration Committee Charter.

## 8. Voting

Either being present in the same place or via electronic meeting, a member of the Nomination and Remuneration Committee shall have one vote, and the resolutions at the meeting shall be made by a majority



vote. Any member of the Nomination and Remuneration Committee with a vested interest in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the Chairman of the Nomination and Remuneration Committee or the Chairman at the meeting shall have a casting vote.

This charter comes into effect on January 24, 2023.

*-Prachak Tangkaravakoon-*

(Mr. Prachak Tangkaravakoon)

Chairman of the Board of Directors

TOA Paint (Thailand) Public Company Limited