



กฎบัตรคณะกรรมการสรรหาและพิจารณาค่าตอบแทน
(Nomination and Remuneration Committee Charter)

Kijcharoen Engineering Electric Public Company Limited

Creator

(Pongsakorn Prawetwattanakul)

Company Secretary

Approver

(Karoon Sujjwarodom)

Chairman of the Board

History of Document Amendments

Revision No.	Date	Details	Approver
00	1 March 2022	Initial Issue	Board of Directors (3/2022)
01	24 February 2023	Annual Review 2023	Board of Directors (1/2023)
02	20 February 2025	Annual Review 2025	Board of Directors (1/2025)
03	20 February 2026	Annual Review 2026	Board of Directors (1/2026)

Charter of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee is a sub-committee appointed by the Board of Directors or the shareholders' meeting (as the case may be). Its purpose is to establish policies for the nomination of suitable candidates for the positions of director and the company's highest-level executives. This includes setting appropriate remuneration criteria for directors in line with good corporate governance practices.

1. Composition and Appointment of the Nomination and Remuneration Committee

- 1.1 The Nomination and Remuneration Committee shall consist of at least three directors and/or executives. The majority of the committee members must be independent directors appointed by the Board of Directors or the shareholders' meeting, as the case may be.
- 1.2 The Board of Directors or the Nomination and Remuneration Committee will select one independent director from the committee to serve as the Chairman of the Nomination and Remuneration Committee.
- 1.3 The Nomination and Remuneration Committee will appoint a secretary to support its operations. The secretary's duties include scheduling meetings, preparing agendas, distributing meeting materials, recording meeting minutes, and performing other tasks as assigned by the committee.
- 1.4 If the Board of Directors appoints a person to act as an advisor to the Nomination and Remuneration Committee, information about that advisor, including their independence and any potential conflicts of interest, should be disclosed in the annual report.

2. Qualifications

- 2.1 The Chairman of the Nomination and Remuneration Committee must not hold the position of Chairman of the Board and must be an independent director.
- 2.2 If they are a company director or an independent director, they must possess the qualifications required for such a position under the Public Limited Company Act, the Securities and Exchange Act, or any other relevant laws or regulations established by the Capital Market Supervisory Board.
- 2.3 They must have the knowledge, skills, and experience that are beneficial to the company's business, as well as an understanding of the duties and responsibilities related to nomination and remuneration.
- 2.4 They must be able to dedicate sufficient time to the work of the Nomination and Remuneration Committee.
- 2.5 They must have a broad perspective and keep up-to-date with changes in remuneration and nomination practices in order to improve the company's policies.

- 2.6 A member of the Nomination and Remuneration Committee may not operate a business, become a partner, or serve as a director in another legal entity that is of a similar nature and/or competes with the business of the company or its subsidiaries. This prohibition applies whether the action is for their own benefit or for the benefit of others, unless they have notified the Board of Directors' meeting prior to their appointment.

3. Duties and Responsibilities

The Nomination and Remuneration Committee has the following duties as assigned by the Board of Directors:

3.1 Nomination

- 3.1.1 Review the overall structure, composition, and qualifications of the Board of Directors, both as a whole and individually, to ensure they are suitable for the company's business. This includes evaluating each director's education, knowledge, expertise, skills, business-specific experience, and independence according to company standards. The committee will use a Board Skill Matrix to ensure the nomination of directors aligns with the company's strategy and business operations.
- 3.1.2 Establish the policies, criteria, and processes for nominating, selecting, and proposing qualified individuals for the positions of director, members of sub-committees, Chief Executive Officer, and other C-level executives. These processes must be clear, transparent, and consistent with good corporate governance principles and relevant laws. The committee will then present these proposals to the shareholders' meeting or the Board of Directors for approval.
- 3.1.3 Nominate, select, and propose qualified and skilled individuals to serve as directors to replace those whose terms have expired, fill vacancies, or serve as additional members.
- 3.1.4 Develop a director development plan to enhance the knowledge of both current and new directors. This plan helps them understand the company's business, their roles and responsibilities, and significant industry developments, such as industry trends, regulations, or laws related to the company's business.
- 3.1.5 Create a succession plan to ensure a continuous pipeline of leaders, allowing the company's management to operate without interruption.
- 3.1.6 Search for suitable candidates for directors, members of sub-committees, and senior executives. This can be done by using a Director Pool database or by engaging a professional search firm to find new directors and senior executives.

3.2 Duties and Responsibilities

- 3.2.1 The committee will establish policies, criteria, and guidelines for the appropriate

remuneration, payment methods, and other benefits for the Board of Directors, sub-committees, and senior executives. This will be based on their duties, responsibilities, and performance, with comparisons to other companies in the same industry. These proposals will be submitted to the shareholders' meeting or the Board of Directors for consideration.

- 3.2.2 The committee will determine the annual remuneration for directors, the Managing Director, Executive Directors, and senior executives, based on the established payment criteria. The remuneration for the Chief Executive Officer, Executive Directors, and senior executives will be submitted to the Board of Directors for approval, while the remuneration for directors will be submitted to the shareholders' meeting for approval.
- 3.2.3 The committee is responsible to the Board of Directors and is required to clarify and answer questions about the remuneration of directors, sub-committee members, and the Chief Executive Officer at shareholders' meetings.
- 3.2.4 The committee will set guidelines and criteria for the annual performance evaluation of the Board of Directors, its sub-committees, and the Chief Executive Officer. This evaluation will be based on their duties and responsibilities and submitted to the Board of Directors for acknowledgment.
- 3.2.5 The committee is responsible for evaluating the performance of the Chief Executive Officer, Managing Director (if applicable), Executive Directors, and senior executives. The evaluation results will be reported to the Board of Directors for acknowledgment.
- 3.2.6 The committee will review and approve the suitability of any proposals for the sale of new securities to directors and employees. These decisions must be fair to shareholders and provide an incentive for directors and employees to create long-term value for shareholders and retain high-quality personnel.
- 3.3 The committee will review the criteria and guidelines for the nomination and remuneration of directors, sub-committee members, and the Chief Executive Officer to ensure they remain relevant to the company's changing circumstances.
- 3.4 The committee will oversee, monitor, evaluate, and regularly update its operational plan to align with the principles of good corporate governance.
- 3.5 The committee will report its performance to the Board of Directors and prepare a report to be included in the company's annual report.
- 3.6 The committee may, when necessary and with the approval of the Board of Directors, seek independent advice from professional consultants or experts at the company's expense.
- 3.7 The committee will review and revise the Nomination and Remuneration Committee Charter at least once a year and submit it to the Board of Directors for approval.

3.8 The committee will perform any other duties assigned by the Board of Directors.

4. Term of Office

4.1 A member of the Nomination and Remuneration Committee serves a term not exceeding three years from the date of appointment by the Board of Directors, or for the same term as their position as a company director (if applicable).

4.2 A member whose term has expired may be reappointed if the Board of Directors deems it appropriate.

4.3 The terms of the committee members are staggered to ensure continuity of operations.

4.4 If a member's position becomes vacant for any reason, the Board of Directors must appoint a new member within three months. The replacement member will serve only for the remainder of the term of the member they are replacing.

4.5 A member's position terminates immediately upon:

- Death
- Resignation
- Completion of their term
- Disqualification as a company director or having a prohibited characteristic under the Public Limited Company Act or the Securities and Exchange Act (if they hold the position of a company director). A resolution by the Board of Directors to remove them

4.6 If a member resigns before their term expires, they should provide the company with at least one month's written notice, including their reasons, so the Board can consider a replacement. If the entire committee resigns, the outgoing members must remain in an interim capacity until a new committee takes office.

5. Meetings

The Nomination and Remuneration Committee has the following duties as assigned by the Board of Directors:

5.1 The committee will meet at least twice a year. They may invite management, relevant parties, or other individuals they deem appropriate to attend or provide clarification on specific matters. Additional meetings may be scheduled as needed to consider matters within their duties and responsibilities.

5.2 Meetings will be held at the company's head office or at another location determined by the Chairman of the committee. The Chairman may also choose to hold meetings electronically, provided all legal requirements are met.

- 5.3 The meeting agenda should be set clearly in advance. Supporting documents must be sent to the committee members and attendees at least seven days before the meeting. This allows members sufficient time to review the information and request additional details. In urgent cases, to protect the company's rights or interests, a meeting can be scheduled sooner. If the meeting is electronic, the invitation can be sent via email.
- 5.4 All members should attend every meeting unless there is a necessary reason for their absence, in which case they should inform the Chairman in advance.

6. Quorum of the Nomination and Remuneration Committee

- 6.1 For a meeting of the Nomination and Remuneration Committee to have a quorum, at least half of all members must be present.
- 6.2 The Chairman of the committee will preside over the meeting. If the Chairman is unable to attend or perform their duties, the members present will elect one of themselves to serve as the temporary Chairman for that meeting.
- 6.3 Decisions are made by a majority vote, with each member having one vote. A member with a personal interest in a matter is not entitled to vote on it. In the event of a tie, the Chairman will cast an additional vote to make the final decision.

7. Reporting by the Nomination and Remuneration Committee

The Nomination and Remuneration Committee is responsible for the following reports:

- 7.1 The committee must report its performance to the Board of Directors at least once a year or whenever it finds something the Board should be aware of.
- 7.2 The committee must prepare a performance report to be disclosed in the company's annual report.

8. Performance Evaluation

The Nomination and Remuneration Committee will conduct a self-assessment of its performance at least once a year. This evaluation will assess both the committee as a whole and its individual members. The annual results will be reported to the Board of Directors for their review and potential feedback, with the goal of improving performance and effectiveness.

This Charter shall become effective from 20 February 2025 onwards, and the Company shall review this policy at least once a year or whenever there are any significant changes.