



CHARTER OF THE NOMINATION AND REMUNERATION COMMITTEE

Neo Corporate Public Company Limited

Charter of the Nomination and Remuneration Committee

1. Purpose

The Nomination and Remuneration Committee (“**Committee**”) is established to perform the duty of recruiting the persons with suitable qualifications to take the positions of director of the Company, member of sub-committee, the Chief Executive Officer (“**CEO**”), and Senior Executive of the Company (**Senior Executives** means the CEO, and executives in lower positions to Director of Department.). The Committee also has the duty to consider the form and criteria for remuneration of the Company’s directors, members of sub-committees, the CEO, and Senior Executives to propose its opinions to the Board of Directors’ meeting and/or present to the shareholders’ meeting for further consideration and approval (as the case may be).

2. Composition

The Committee must consist of at least three members with the majority of the Committee being independent directors.

In this regard, the Committee must select one member who is an independent director as the Chairman of the Committee and appoint a secretary to the Committee to assist in the operations of the Committee on scheduling meetings, preparing meeting agendas, distributing meeting materials, and recording meeting minutes.

3. Qualifications of members of the Audit Committee

The Committee members must have the following qualifications:

(1) Each member of the Committee must have knowledge, abilities, honesty, integrity, ethics in business operation and have sufficient time to dedicate knowledge and abilities and perform duties for the Company.

(2) Each member must be impartial and independent in performing duties.

(3) Each member of the Committee must have all required qualifications and possess no prohibited characteristics in accordance with applicable laws. Each member must not engage in any business that is in the same and competitive nature with the Company or become a partner or director in another legal entity operating a business in the same and competitive nature with the Company, whether for his/her own benefit or for others, unless the shareholders’ meeting has been informed of the same before resolving to appoint such person.

4. Appointment and term of office

The Board of Directors is responsible for appointing the persons with all required qualifications specified in Section 3 above to be a member of the Committee. The term of office of a member of the Committee is three year and must coincide with his/her term of office as director of the Company (in the event that such member also holds a director position of the Company.) In this regard, the member of the Committee retiring by rotation may be reappointed as member of the Committee.

In addition to retirement by rotation, a member of the Committee ceases to hold office upon:

- (a) cessation to be a director of the Company;

- (b) death;
- (c) resignation;
- (d) a resolution being passed at the Board of Directors' meeting to remove him/her from the position;
- (e) disqualification of a member of the Committee pursuant to this charter or possessing a prohibited characteristic under the law governing public limited companies and as prescribed by the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand.

Any member of the Committee who wishes to resign must submit his/her resignation letter to the Chairman of the Board of Directors.

In the event that a member of the Committee completes his/her term of office or is unable to serve until the end of his/her term, resulting in the Company having fewer than three Committee members, the Board of Directors must appoint a new member of the Committee to ensure that the required number is met immediately or, at the latest, within three months from the date on which the number of the member falls below the required minimum. This is to ensure the continuity of the Committee's duties. However, the Committee member appointed to replace the former member who left the office for a reason other than retirement by rotation may remain office for the remaining term of the former member whom he/she is replacing.

5. Authorities, roles and responsibilities

5.1 Recruitment

(1) The Committee must consider the structure and the composition of the Board of Directors and the sub-committees in terms of the number of directors that is appropriate for the size, type and complexity of the business, and the qualifications of each director in terms of skills, experience, and special abilities related to the business that the Company operates to ensure that they are appropriate and suitable for the Company's business.

(2) The Committee must determine the qualifications and criteria for recruiting the Company's directors, members of sub-committees, CEO, and tops executives and select suitable persons in terms of knowledge, experience, and expertise to propose to the Board of Directors' meeting and/or the shareholders' meeting for consideration and approval (as the case may be).

(3) The Committee must consider the independency of each independent director to ensure that the independent director is a fully qualified person.

(4) The Committee must consider the procedures and process for developing the Company's directors, members of sub-committees, CEO, and Senior Executives to correspond to the Company's business and the circumstances.

(5) The Committee must consider, recruit, select, and nominate qualified persons who should be appointed to the Board of Directors for opinions before proposing to the shareholders' meeting for appointment (for director positions) or for the Board of Directors' consideration and approval (for non-director positions).

(6) The Committee must consider a succession plan for the CEO position and the Senior Executive positions of the Company in the event that a person holding any such

position retires or is unable to perform duties to ensure continuity of the Company's management. The Committee must also consider a list of names of persons who are suitable to be considered to succeed the positions and nominate one to the Board of Directors for consideration and appointment if the position is vacated.

(7) The Committee must perform any other duties as assigned by the Board of Directors or in accordance with the policies established by the Board of Directors.

(8) The Committee may engage independent advisors or persons to provide advice or recommendations as necessary and appropriate.

(9) The Committee must proceed to have the management, executives, employees, or any relevant persons of the Company or its subsidiary companies provide opinions, attend meetings, or provide information as necessary.

5.2 Remuneration and welfare

(1) The Committee must consider and review to ensure that the form and criteria for remuneration for work (whether in the form of case, securities, or otherwise) of the Company's directors, members of sub-committees, CEO, and Senior Executives are appropriate, fair and in compliance with applicable laws. The Committee must also determine the rates of wages, remuneration, rewards, bonus, and salary increment for the Company's directors, members of sub-committees, CEO, and Senior Executives and propose the same to the Board of Directors' meeting and/or the shareholders' meeting for further consideration and approval (as the case may be).

(2) The Committee must consider the salary structure, salary increment criteria, criteria for determining bonus, remuneration and rewards for employees and executives (in lower positions than Senior Executives) as proposed by the Executive Committee to propose to the Board of Directors' meeting for further consideration and approval.

(3) The Committee must consider the criteria for performance evaluation for the CEO and the Senior Executives of the Company and propose the same to the Company's Board of Directors for consideration and approval.

(4) The Committee must oversee to ensure that the principles and reasons for determining remuneration of the Company's directors and executives in accordance with the requirements of the Stock Exchange of Thailand are disclosed in the Company's annual reports.

(5) The Committee must perform any other duties as assigned by the Board of Directors or in accordance with the policies established by the Board of Directors.

(6) The Committee may engage independent advisors or persons to provide advice or recommendations as necessary and appropriate.

(7) The Committee must proceed to have the management, executives, employees, or any relevant persons of the Company or its subsidiary companies provide opinions, attend meetings, or provide information as necessary.

6. Meetings

(1) The Committee's meetings must be held as the Chairman of the Committee considers appropriate with a minimum of twice meetings per year.

(2) To convene a meeting of the Committee, the Chairman of the Audit Committee or an authorized person must send a meeting invitation notice to all members of the

Committee, along with the agenda and supporting documents, at least seven days prior to the meeting date. This is to allow the Committee members sufficient time to study the information. In a case of urgency, to protect the rights and interests of the Company, the meeting invitation notice may be given by other means or an earlier meeting date may be scheduled, as necessary.

(3) Meetings of the Committee may also be conducted electronically, subject to compliance with the law on electronic meetings and other applicable laws. Such electronic meetings of the Committee must be considered equivalent to physical meetings of Committee as prescribed by law and this charter whereby the Company's head office must be considered the venue of the meeting.

(4) The Committee may invite relevant persons or other persons it considers appropriate to attend meetings to ask them to clarify relevant matters. It may also invite external persons who have knowledge and expertise to be advisor and attend meetings, at the Company's expense.

7. Quorum and voting

(1) At the Committee's meetings, at least half of the total number of the Committee members must be present to constitute a quorum. In case the Chairman of the Committee is not present at the meeting or is unable to perform duties, the members of the Committee being present at the meeting must select one member to preside as chairman of the meeting.

(2) The meeting must make decisions by resolution passed with a majority vote.

(3) In a voting process, each member of the Committee has the right to cast one vote, except for the member(s) having a conflict of interest in a particular matter who cannot vote on that matter. In the event of a tie in the voting, the chairman of the meeting must cast an additional casting vote.

(4) The Chairman of the Committee, or the designated member of the Committee, or the secretary to the Committee must be responsible for reporting the outcomes of every meeting to the next Board of Directors' meeting.

8. Evaluation

The Committee must conduct evaluations of its own performance, both individually and collectively, and review the performance of the Committee in the past year, and report the performance evaluation to the Board of Directors at least once a year.

9. Remuneration

The Committee must receive remuneration as approved by the Board of Directors and the shareholders' meeting (if any).

10. Review and modification of the charter

The Committee shall review this Charter of the Nomination and Remuneration Committee at least once a year to ensure that it corresponds to current circumstances and must propose any necessary amendments or modifications to the Board of Directors for consideration and approval.

This Charter of the Nomination and Remuneration Committee is effective from 25 August 2023 onwards.

(Mr. Virapan Pulges)

Chairman of the Board of Directors
Neo Corporate Public Company Limited