

## **Nomination and Remuneration Committee Charter**

### **Salee Colour Public Company Limited**

#### **1. Objective**

The Nomination and Remuneration Committee is established by the Board of Directors to support compliance with applicable laws and corporate governance principles. This Committee ensures transparency and effectiveness in the selection, nomination, and compensation of directors and senior executives.

#### **2. Composition and properties**

The Board of Directors of the Company shall appoint the Nomination and Remuneration Committee, which shall be selected from not less than 3 non-executive directors of the Company, with the following qualifications:

- 2.1. The Company's Board of Directors appoints the Risk Management and Corporate Governance Committee. Selected from not less than 3 non-executive directors of the company, where the Chairman of the Risk Management and Corporate Governance Committee must be an independent director.
- 2.2. Be a person with knowledge, skills, experience, and understanding of the qualifications, duties, and responsibilities of a member of the Nomination and Remuneration Committee.
- 2.3. The Nomination and Remuneration Committee has a term of office of 3 years. The Risk Management and Corporate Governance Committee members who have completed their term may be reappointed by the Company's Board of Directors.
- 2.4. In the event that the position of the Nomination and Remuneration Committee member is vacant for other reasons In addition to the expiration of the term under Section 2.3, i.e., the termination of the status of a director of the Company, resignation, or removal, the Board of Directors shall appoint a person with complete qualifications to be a member of the Nomination and Remuneration Committee in order to have the number of members of the Nomination and Remuneration Committee complete as determined by the Board of Directors in this Charter. The person who becomes a member of the Nomination and Remuneration Committee in his place shall be the person

who becomes a member of the Nomination and Remuneration Committee in his place and will remain in the position for only the remaining term of the director whom he replaces.

2.5. The members of the Nomination and Remuneration Committee shall cease to hold office when:

- (1) Due date
- (2) Resign
- (3) Dead
- (4) The company's board of directors has resolved to remove him from office.
- (5) Resigned from being a director of the Company in accordance with the Company's regulations, except in the case of resignation from the director position by rotation and the shareholders' meeting has resolved to appoint him to return to the position of director.

### **3. Duties and Responsibilities**

The Nomination and Remuneration Committee has duties and responsibilities as assigned by the Company's Board of Directors to carry out various matters. Etc. as follows;

- 3.1. Consider determining the qualifications of the company's directors, or senior executives of the company, from the position of Managing Director and above, by considering and determining qualifications in accordance with the structure, size, and components as determined by law, the Board of Directors or shareholders.
- 3.2. Recruit, select, and nominate people with qualifications that comply with the specified criteria to serve as directors of the Company, senior executives of the Company, and members of various subcommittees. Any person who has been directly assigned the authority, duties, and responsibilities by the Company's Board of Directors for approval or submission to the Board of Directors. To consider according to the company regulations as appropriate.
- 3.3. Consider setting criteria and guidelines for evaluating the performance of the Company's directors and senior executives. To propose to the Board of Directors for approval, the performance evaluation process of the Company's senior executives is to be considered by the Nomination and Remuneration Committee.
- 3.4. Provides criteria, compensation policy, compensation payment guidelines, and other benefits. For the Company's directors and senior executives, as well as various subcommittees. Any person who has received direct authority, duties, and responsibilities from the Company's Board of Directors.

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- 3.5. Create a succession plan for the company's senior executives to prepare for successors if the executive in that position retires or is unable to perform duties for the Company's management to continue continuously.
- 3.6. Nomination and Remuneration Committee Any person may be appointed as secretary of the Nomination and Remuneration Committee.
- 3.7. Perform any other actions as assigned by the Company's Board of Directors related to recruitment and compensation.

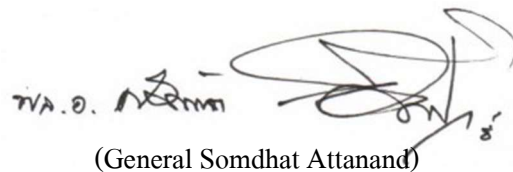
**4. Meetings**

- 4.1. The Nomination and Remuneration Committee shall meet at least once a year.
- 4.2. At a meeting of the Selection and Remuneration Committee, no less than half of the members must be present to form a quorum.
- 4.3. In the event that the Chairman of the Nomination and Remuneration Committee is not present at the meeting or is unable to perform his duties, the members of the Nomination and Remuneration Committee attending the meeting shall select one of the members of the Nomination and Remuneration Committee to be the chairman of the meeting.
- 4.4. Resolution of the Selection and Remuneration Committee Meeting The majority vote of the attending directors will be considered. If the votes are equal, the meeting chairman will cast an additional vote as the deciding vote. In this regard, any director who has a vested interest in any matter shall abstain from voting.

**5. Performance Evaluation**

The Nomination and Remuneration Committee shall evaluate the performance of the Nomination and Remuneration Committee and report the results of the annual evaluation to the Board of Directors.

This Charter is effective from February 25, 2020.



(General Somdhat Attanand)

Chairman of the Board of Directors