



TEKA Construction Public Company Limited

Nomination and Remuneration Committee Charter

Translation

Nomination and Remuneration Committee Charter

1. Objectives

The Board of Directors of Teka Construction Public Company Limited (“the Company”) has appointed the **Nomination and Remuneration Committee** to consider and determine the criteria and process for nominating qualified persons to be appointed as directors and top executives of the Company, as well as selecting the Company's directors and executives/employees to act as sub-committees including considering the form and criteria for the payment of remuneration for the Company's directors and sub-committees and carry out the selection of personnel according to the specified recruitment process to present to the Board of Directors or to the shareholders' meeting for approval as required by law.

2. Compositions

- 2.1 The Nomination and Remuneration Committee consists of more than 3 directors of the Company, at least half of which must be independent directors, and members of the Nomination and Remuneration Committee must not be the Chairman of the Board of Directors or the Chief Executive Officer.
- 2.2 The Chairman of the Nomination and Remuneration Committee must be an independent director, which may be appointed by the Board of Directors, or the Nomination and Remuneration Committee may consider by electing 1 independent director to be the Chairman of the Nomination and Remuneration Committee.
- 2.3 The Nomination and Remuneration Committee shall appoint the Secretary of the Nomination and Remuneration Committee to assist the operation of the Nomination and Remuneration Committee regarding meeting appointments, preparing agenda, submit documents for the meeting and record the minutes of the meeting.

3. Qualifications of the Nomination and Remuneration Committee

- 3.1 Have full qualifications, and not exhibiting any prohibited characteristics under the law governing public limited companies, Securities and Exchange Act and related laws.
- 3.2 Not currently being the Chairman of the Board or the Chief Executive Officer.
- 3.3 Be a person who has knowledge, abilities and experiences that are beneficial when performing the duties as a member of the Nomination and Remuneration Committee, and be able to devote enough time to perform duties for the operation of the Nomination and Remuneration Committee to achieve the objective

4. Appointment, Term of Office and Retirement

4.1 Appointment of the Nomination and Remuneration Committee

The Board of Directors or at the shareholders' meeting to appoint the Company's directors that have all the qualifications as specified above to be a member of the Nomination and Remuneration Committee.

4.2 Term of Office

- (1) Each member of the Nomination and Remuneration Committee has a term according to the term of office of the Company's director or a term of 3 years.
- (2) Members of the Nomination and Remuneration Committee who retired by rotation of term may be appointed by the Board of Directors to be able to continue holding the position.
- (3) In the event that a position of the Nomination and Remuneration Committee is vacant, the Board of Directors shall appoint a person who has full qualifications to be a new member of the Nomination and Remuneration Committee, in order to complete the amount as specified by the Board of Directors.

4.3 Retirement

- (1) In addition to retirement at the end of the term of office as specified, the Nomination and Remuneration Committee members shall vacate the office upon:
 - a) Death
 - b) Resignation
 - c) Retired from being a director of the Company
 - d) The Board of Directors resolved to dismiss
 - e) Lack of qualifications for being a member of the Nomination and Remuneration Committee
- (2) Any member of the Nomination and Remuneration Committee resigning from the position shall submit a resignation letter to the Company. The resignation shall be effective from the date the Company receives the resignation letter.

5. Scope of Authority, Duties and Responsibilities of the Nomination and Remuneration Committee

5.1 Recruitment Operations

- (1) Consider the structure, size and composition of the Board of Directors and sub-committees to be appropriate to the size, type and complexity of the Company's business including the Company's strategy and changing situations.

- (2) Consider and set the rules and qualifications of the person who will hold the position of the Company's director taking into account education, knowledge, expertise, skills, experience and specific abilities related and beneficial to the Company's business operations.
- (3) Consider the independence and qualifications of each independent director to ensure that the independent directors of the Company are persons who meet all the qualifications according to the relevant rules and/or laws.
- (4) Consider and set the rules and the qualifications of the top executives that are appropriate for the Company's business management to achieve the laid out vision taking into account education, experience, knowledge, expertise and apply important and relevant business environmental factors such as economic and industrial conditions and trends as well as business competition into consideration.
- (5) Determine the rules and procedures for nomination of directors (including members of the Company's sub-committees) and top executives in accordance with the relevant rules and/or laws, structure and defined qualifications by adhering to the principles of good corporate governance.
- (6) Consider and select suitable persons to be the Company's directors, sub-committees, executives in accordance with the specified nomination process and offer suggestions to the Board of Directors to consider when the position is vacant which may be proposed to the shareholders' meeting for approval by doing the following:
 - Consider the list of names of the Company's directors who must retire by rotation and the list of persons nominated to be selected for the position of the Company's directors, both from the proposals of the Company's directors and shareholders of the Company, especially minority shareholders (if any).
 - Consider the person nominated for the position of the Company's directors which must not have prohibited qualifications and characteristics as required by law, including the requirements and best practices of the Office of the Securities and Exchange Commission.
 - Consider the person nominated for the position of the Company's directors which must have knowledge, skills, experience, and abilities that are beneficial to the Company as well as possess leadership, vision, time devotion, effort in performing duties with fairness, being straightforward, have the courage to express opinions, have a good work history without blemish and have good ethics.
 - Consider the person nominated for the position of the Company's director which must not operate a business in the same nature and not in a competition with the Company's business, whether for personal benefit or others

- In the case of appointing independent directors, the committee must consider the independence of the person who is nominated as an independent director in accordance with the rules prescribed by the Office of the Securities and Exchange Commission and the Company's own criteria, as well as considering the need for additional independent directors in the event that the current independent director is disqualified.
 - Consider the term of office for the independent directors if the former independent directors shall be re-elected for another term. The term of the independent directors should continue from the first date of being appointed as an independent directors not more than 9 years. In the case of appointing such independent directors to hold the office, such necessity should also be reasonably considered.
 - Prepare a list of names that the Nomination and Remuneration Committee has considered and screened, with qualifications and reasons for the selection, in order to propose to the Board of Directors for consideration.
 - Conduct an overture of individuals who meet the specified criteria, in order to ensure that such person is willing to take the position as the Company's director if appointed by the shareholders.
 - In the nomination of the Company's directors, the Nomination and Remuneration Committee is able to seek professional opinions from external consultants at the expense of the Company.
- (7) Support the Company in giving opportunity to minority shareholders to propose the list of names of persons to be nominated as directors of the Company.
- (8) Prepare a development plan for the Company's directors to develop knowledge of current and new directors of the Company to understand the business of the Company, roles and duties of the directors of the Company and important developments such as industrial conditions, rules or laws related to the Company's business and supervise the Company to arrange an orientation, and provide useful documents for the performance of duties to the newly appointed directors of the Company.
- (9) Prepare and review the succession plan of the Company's top executives to prepare as a continuous plan in order for the successors to have continuous management of the Company.
- (10) Consider and review the Nomination and Remuneration Committee Charter regularly to be consistent with the circumstances.
- (11) Perform any other tasks as assigned by the Board of Directors or according to the policy that the Board of Directors of the Company determined.

5.2 Remuneration Consideration Operations

- (1) Offer opinions to the Board of Directors regarding the structure and composition of the remuneration for the Company's directors and sub-committees annually.
- (2) Consider, approve and review the performance assessment form of the Board of Directors to present to the Board of Directors to consider, approve and conduct an assessment. The Nomination and Remuneration Committee shall use the results of the assessment in determining the directors' remuneration.
- (3) Propose and review the form and criteria for payment of compensation (whether in the form of cash, securities or other) of the Company's directors, sub-committees and the Chief Executive Officer to be appropriate, fair and in accordance with the relevant laws. The compensation is connected with assessment results, business plans, and overall performance of the Company in order to motivate and retain competent, quality and potential directors by considering the following:
 - Consider the remuneration of directors by comparing them with other companies operating in the same industry and listed on the Stock Exchange of Thailand.
 - Consider the rewards from the scope of duties and responsibilities (Accountability and Responsibility), including the benefits expected from the Company's directors and each sub-committee. The Company's directors and sub-committees who are assigned additional duties should be compensated fairly and appropriately.
 - Consider the return from the Company's performance each year.
 - Consider the return from the self-assessment of the Board of Directors' performance each year, including review and recommend on how to evaluate performance and report the performance to the Board of Directors in order to bring the information into consideration to improve the efficiency of the Board of Directors' performance.
 - Review all types of compensation formats and guidelines annually on both the amount of cash and the proportion of the payment of compensation to be appropriate, i.e. monthly compensation (such as meeting allowance) and annual return (such as gratuity) and then propose their opinions to the Board of Directors to propose to the shareholders' meeting for approval.
- (4) Consider, approve and review the Chief Executive Officer's annual performance appraisal form.
- (5) Consider, approve and review the appropriate structure and composition of compensation for the Chief Executive Officer.
- (6) Conduct an annual performance assessment of the Chief Executive Officer and use the aforementioned assessment results for consideration of determining the appropriate remuneration for the Chief Executive Officer, then propose to the Board of Directors for approval.

(7) Perform any other tasks as assigned by the Board of Directors or according to the policy that the Board of Directors of the Company determined.

(8) In performing the remuneration consideration, the Nomination and Remuneration Committee are able to seek professional opinions from external consultants at the expense of the Company.

5.3 Reporting on the Performance of the Nomination and Remuneration Committee

(1) The Nomination and Remuneration Committee must report the performance of duties to the Board of Directors after every meeting and report on the performance of duties in the past year to the shareholders by disclosing the information in the annual registration statement (Form 56-1) and the Company's annual report (Form 56-2), which such report is signed by the Chairman of the Nomination and Remuneration Committee. The details of the report are as follows:

- Number of meetings.
- Number of times each member of the Nomination and Remuneration Committee attended the meetings.
- The results of the performance of duties according to the prescribed charter.

6. **Meetings**

6.1 Number of meetings

(1) The Nomination and Remuneration Committee must hold the meetings at least twice a year, and additional meetings may be held as the Chairman of the Nomination Committee deems appropriate.

(2) The Chairman of the Nomination and Remuneration Committee may call a meeting as a special case if requested by the Nomination and Remuneration Committee or the Chairman of the Board of Directors, in case there is an agenda that needs to be discussed together.

6.2 Meeting Request

(1) The Chairman of the Nomination and Remuneration Committee or the assigned person to send a notice of the meeting specifying the date, time, place and business to be held to all members of the Nomination and Remuneration Committee at least 7 days in advance of the meeting date, in order for the Nomination and Remuneration Committee to have time to consider matters or call for additional information for consideration, except in case of urgent necessity to maintain the Company's benefits, they shall notify of the meeting by other methods and set a meeting date earlier.

6.3 Meetings and Attendees

(1) The Nomination and Remuneration Committee's Meeting must have more than half of the total number of the Nomination and Remuneration Committee, in order for a quorum will be formed.

- (2) The Chairman of the Nomination and Remuneration Committee presides over the meeting. In the event that the Chairman of the Nomination and Remuneration Committee is not at the meeting or unable to perform the duty, the Nomination and Remuneration Committee's members present at the meeting shall elect one member of the Nomination and Remuneration Committee to preside over the meeting.

6.4 Voting

- (1) The resolution of the Nomination and Remuneration Committee's Meeting must be by the majority. Each member of the Nomination and Remuneration Committee has one vote. If the votes are equal, the Chairman of the meeting shall have one more vote as a casting vote.
- (2) The member of the Nomination and Remuneration Committee who has a stake in any matter shall refrain from expressing opinions and have no right to vote on that matter.

6.5 Recording the Meeting Minutes

- (1) The secretary of the Nomination and Remuneration Committee or the assigned person to record the minutes of the meeting, and send it to the Nomination and Remuneration Committee for consideration within 7 days from the date of each meeting, in order for the Nomination and Remuneration Committee to review and approve in the next meeting.
- (2) The secretary of the Nomination and Remuneration Committee should monitor the progress of various operations according to the minutes of the Nomination and Remuneration Committee's meeting, including problems and obstacles of the operation in accordance with the opinions or observations of the Nomination and Remuneration Committee, then report to the Nomination and Remuneration Committee's meeting in the next meeting.

7. **Remuneration**

The remuneration of the Nomination and Remuneration Committee must be approved by the Board of Directors, then propose for approval from the annual general meeting of shareholders.

8. **Nomination and Remuneration Committee Assessment**

In evaluating the performance of the Nomination and Remuneration Committee, the committee may use their own assessment methods (Self-Assessment) by evaluating the overall results on an individual group and individual basis, then report the results of the assessment to the Board of Directors annually.

Approved	The resolution of the Board of Directors Meeting No. 4/2019 on August 9, 2019
1 st amendment	The resolution of the Board of Directors Meeting No. 5/2022 on November 11, 2022

This charter shall come into effect from November 11, 2022 onwards.

Signature

(Mr. Vithool Jearkjirm)

The Chairman of the Board of Directors
TEKA Construction Public Company Limited