



NOMINATION AND REMUNERATION

COMMITTEE'S CHARTER

CK POWER PUBLIC COMPANY LIMITED

CONTENT

| | Page |
|--|-------------|
| OBJECTIVES | 1 |
| COMPOSITION | 1 |
| QUALIFICATIONS | 1 |
| APPOINTMENT, TENURE AND VACATION OF OFFICE | 1-2 |
| MEETINGS | 2 |
| SCOPE OF DUTIES AND RESPONSIBILITIES | 2-3 |
| REPORTING | 3 |
| ASSESSMETN OF THE NOMINATION AND REMUNERATION COMMITTEE'S PERFORMANCE | 3 |



NOMINATION AND REMUNERATION COMMITTEE'S CHARTER

1. OBJECTIVES

The Board of Directors deemed appropriate to draw up the Nomination and Remuneration Committee's Charter in order for compilation of the Nomination and Remuneration Committee's composition, duties and responsibilities, and practical guidelines as assigned by the Board of Directors to discharge its duties to nominate persons who are suitably qualified to serve as directors and Managing Directors, and consider determining remuneration for directors and Managing Directors to ensure transparency and consistency with the operational results of the Company, duties and responsibilities and performance of directors, with such remuneration staying at the appropriate level which is comparable to that in the same market and industry of similar size. This is to comply with the Principles of Good Corporate Governance and other related regulations.

2. COMPOSITION

The Nomination and Remuneration Committee is composed of at least three (3) members, most of whom shall be independent directors, and the Chairman of the Nomination and Remuneration Committee shall be an independent director.

3. QUALIFICATIONS

3.1 The Nomination and Remuneration Committee shall have good knowledge, abilities, and experience which will be useful to the Company's business operations, have honesty, integrity, adhere to business ethics, and contribute adequate time to provide knowledge, abilities, and perform their duties for the Company to the best of their effort.

3.2 The Nomination and Remuneration Committee shall possess qualifications and shall not possess any prohibited characteristics under the laws on public limited companies, the laws on securities and exchange, and any other related laws.

4. APPOINTMENT, TENURE AND VACATION OF OFFICE

4.1 The Nomination and Remuneration Committee shall be appointed by the Board of Directors and shall have a term of office for three years according to the term of office as director of the Company, and when the term of office is expired, he/she may be re-appointed under the resolution by the Board of Directors' meeting.

4.2 The Nomination and Remuneration Committee shall vacate office upon:

- Retirement by rotation;
- Vacation of office as director of the Company;



CK Power Public Company Limited
Nomination and Remuneration Committee's Charter

Page 2/4

Revision No. 01

Effective Date

August 28, 2018

- Resignation;
- Death;
- Removal by the resolution of the Board of Directors' meeting;
- Disqualification or possession of any prohibited characteristics under the laws on public

limited companies and/or the laws on securities and exchange.

4.3 Any member of the Nomination and Remuneration Committee wishing to resign shall submit a resignation letter to the Company at least one month in advance. The resignation shall take effect from the date on which the resignation letter reaches the Company.

4.4 In case of any vacancy for the Nomination and Remuneration Committee, the Board of Directors shall select any qualified person to fill such vacancy.

5. MEETINGS

5.1 The Nomination and Remuneration Committee shall meet at least twice a year. The concerned Management or executives or staff of the Company or those who it deems appropriate to attend the meeting may be invited to provide opinions or documents or information as long as they are deemed relevant or necessary.

5.2 In calling the Nomination and Remuneration Committee's meeting, the Chairman of the Nomination and Remuneration Committee or secretary of the Nomination and Remuneration Committee by an order of the Chairman of the Nomination and Remuneration Committee shall send a notice letter to the Nomination and Remuneration Committee Members in advance at least seven days prior to the meeting date, except in case of necessity or urgency, a meeting may be called by other means or the date of the meeting may be scheduled sooner.

5.3 A quorum of the Nomination and Remuneration Committee's meeting shall consist of at least one half of the total number of the Nomination and Remuneration Committee Members.

5.4 Any member of the Nomination and Remuneration Committee who has personal interests in any matters to be considered shall have no right to vote on such matter.

5.5 In voting at any meeting, each member of the Nomination and Remuneration Committee shall have one vote and a resolution shall be passed by majority vote. In the case of an equality of votes, the Chairman of the Nomination and Remuneration Committee shall have an additional casting vote.

6. SCOPE OF DUTIES AND RESPONSIBILITIES

6.1 Nomination

6.1.1 Consider selecting a person with multiple qualifications in terms of professional skills and expertise, irrespective of gender, as well as consider whether such person is suitably qualified to serve as

directors or members of subcommittees to ensure conformity with the Company's business strategies for proposal of the same to the Board of Directors for nomination of such persons to the shareholders' meeting or to the Board of Directors for consideration and appointment.

6.1.2 Consider selecting the persons who are suitably qualified to serve as Managing Directors for nomination of such persons to the Board of Directors for consideration and appointment.

6.1.3 Set up a working group as it deems appropriate and perform other tasks as assigned by the Company.

In this regard, the nomination of such persons per sub-clauses 6.1.1 and 6.1.2 above shall be in accordance with the criteria for nomination and appointment of directors and Managing Directors.

6.2 Determination of Remuneration

6.2.1 Consider establishing criteria for consideration of remuneration, determination of remuneration and salary increment, and other remuneration of directors and subcommittee members to ensure consistency with the Company's operational results and dividend payment to shareholders, for submission of the same to the shareholders' meeting for consideration and approval.

6.2.2 Consider establishing criteria for consideration of remuneration, determination of remuneration and salary increment, and other remuneration of Managing Directors, for submission of the same to the Board of Directors' meeting for consideration and approval.

6.2.3 Set up a working group as it deems appropriate and perform other tasks as assigned by the Company.

7. **REPORTING**

The Nomination and Remuneration Committee shall report on its performance to the Board of Directors and report on discharge of its duties during the previous year to shareholders in an annual report, with details requiring disclosure as follows:

- 7.1 Number of meetings;
- 7.2 Number of each member of Nomination and Remuneration Committee's attendance at each meeting;
- 7.3 Performance results as specified by the Charter;
- 7.4 Review of the Nomination and Remuneration Committee's Charter at least once a year in conformity with the Company's action plan, short-term and long-term strategies, and succession plan.



CK Power Public Company Limited
Nomination and Remuneration Committee's Charter

Page 4/4

Revision No. 01

Effective Date

August 28, 2018

8. ASSESSMENT OF THE NOMINATION AND REMUNERATION COMMITTEE'S PERFORMANCE

An assessment of the Nomination and Remuneration Committee's performance shall be conducted at least once a year. The Nomination and Remuneration Committee Members shall assess performance of the Nomination and Remuneration Committee as a whole and report to the Board of Directors on the annual performance assessment. This is to improve the performance for the maximum effectiveness of shareholders and the organization.

In this regard, the original Charter which was promulgated on January 14, 2013 shall be revoked and replaced by the revised Charter No. 1 which has been already considered and approved by the Board of Directors' Meeting No. 5/2018 on August 28, 2018. This Charter shall be effective from August 28, 2018 onwards.

It is hereby announced for general acknowledgment and action.

- Signature -

(Dr. Thanong Bidaya)
Chairman of the Board of Directors