

Nova Empire Public Company Limited

Charter of the Nomination, Remuneration, and Corporate Governance Committee

To ensure that the Nomination, Remuneration and Corporate Governance Committee of Nova Empire Public Company Limited can efficiently and transparently perform its duties as entrusted by the Board of Directors according to the Corporate Governance Policy and international standards, therefore, the Board of Directors deems appropriate to formulate the Charter of the Nomination, Remuneration and Corporate Governance Committee as follows:

1. Scope of Authority

The Nomination, Remuneration, and Corporate Governance Committee shall have the following authority.

- 1.1 Consider reviewing and suggesting to the Board of Directors about the qualifications, size, structure, component, office term, work process, and practical guidelines of the Board of Directors and the Sub-Committees.
- 1.2 Consider nominating a person who will hold the director office for consideration of the Board of Directors to propose and request the approval of the appointment to the Shareholders' Meeting or the Board of Directors for consideration and approval of the appointment as the director to replace the vacant term or add a new director office.
- 1.3 Collaborate with the Chairman of the Board of Directors and Chief Executive Officer to assess and determine the successors of the Chief Executive Officer and top executives, and yearly report the succession plan result to the Board of Directors.
- 1.4 Consider nominating the Company's person who will hold the director office in the Company's subsidiaries, associated companies, and joint venture companies.
- 1.5 Determine the remuneration for the Board of Directors, the Sub-Committees to propose to the Board of Directors, and the Shareholders' Meeting for consideration and approval.
- 1.6 Prepare the rules and policy for determining the remuneration for the Board of Directors to propose to the Board of Directors for consideration and

approval and/or propose to the Shareholders' Meeting for approval, as the case may be.

- 1.7 Consider reviewing the corporate governance policy and propose to request the approval of any changes to the Board of Directors.
- 1.8 Consider verifying business ethics and the monitoring system's effectiveness for compliance with business ethics enforcement.
- 1.9 Supervise the Board of Directors to ensure the yearly performance assessment.
- 1.10 Yearly conduct self-assessment.
- 1.11 Take any other actions or under power and responsibility as the Board of Directors periodically delegates the duty.

2. Component of the Nomination, Remuneration, and Corporate Governance Committee

The Nomination, Remuneration, and Corporate Governance Committee shall include the following components.

- 2.1 The said Committee shall consist of the Company's directors with qualifications under the Public Limited Companies Act and the Securities and Exchange Act, including the related requirements and rules of the Stock Exchange of Thailand, the Capital Market Supervisory Board, and the Office of the Securities and Exchange Commission.
- 2.2 The Board of Directors shall appoint the said Committee.
- 2.3 The said Committee shall consist of at least 3 (three) members, and most members shall be independent directors.
- 2.4 The Board of Directors shall select and appoint one remuneration committee member with the qualifications of an independent director to be the Chairman of the Nomination, Remuneration, and Corporate Governance Committee.

3. Office Term

The office term of the nomination, remuneration, and corporate governance committee member shall be based on the member's office term. The nomination, remuneration, and corporate governance committee member who retires by rotation may be reappointed.

In addition to retirement by rotation under the term mentioned above, the nomination, remuneration, and corporate governance committee member shall retire upon:

- 3.1 death;
- 3.2 resignation;
- 3.3 resolution of the Board of Directors for retirement

Any nomination, remuneration, and corporate governance committee member who resigns from the office shall submit Leave Form to the Chairman of the Board of Directors, and the Board of Directors shall approve.

If the nomination, remuneration, and corporate governance committee members retire for the whole Committee, the retired nomination, remuneration, and corporate governance committee members shall be on duty in the office for continuous operation while until the new Committee assumes the duty.

In the case of the office vacancy of the nomination, remuneration, and corporate governance committee member due to other reasons other than retirement by rotation, the Board of Directors shall appoint a fully qualified person to be a nomination, remuneration, and corporate governance committee member within 90 (ninety) days to have a whole number as defined by the Board of Directors. The replacing persons shall be in the office for just the remaining term of the retired director.

4. Meeting

The Nomination, Remuneration, and Corporate Governance Committee's Meeting shall be held at least twice a year.

In calling the Nomination, Remuneration and Corporate Governance Committee's Meeting, the Chairman of the Nomination, Remuneration and Corporate Governance Committee or the Secretary of the Nomination, Remuneration and Corporate Governance Committee by order of the Chairman of the Nomination, Remuneration and Corporate Governance Committee shall deliver the Notice of Meeting Appointment to the nomination, remuneration and corporate governance committee member for not less than 7 (seven) days before the meeting date. Unless in the case of exigency, the meeting appointment shall be notified by other means, or the meeting date can be scheduled earlier.

5. Quorum

In the meeting, not less than half of the total number of the nomination, remuneration, and corporate governance committee members appointed by the Board of Directors shall attend the Meeting to meet a quorum. If the Chairman of the Nomination, Remuneration, and Corporate Governance Committee is not present in the Meeting or unable to perform the duty, the nomination, remuneration, and corporate governance committee members who attend the Meeting shall select one committee member to preside over the Meeting. A majority vote shall be held for the final judgement.

One nomination, remuneration, and corporate governance committee member shall have one vote in voting. Unless the nomination, remuneration, and corporate governance committee members have the interests in any matters, they are not entitled to vote in the said matters. If there is a tie, the Chairman of the Meeting shall cast an additional vote as a casting vote.

The resolution of the Nomination, Remuneration, and Corporate Governance Committee may be performed without a meeting. It shall be valid like the Meeting has already been held and resolved when the said resolution is signed for certification by all nomination, remuneration, and corporate governance committee members.

6. Remuneration

The Board of Directors proposes to the Shareholders' Meeting to consider and determine the remuneration of the Nomination, Remuneration, and Corporate Governance Committee.

7. Responsible Work Units

The Department Manager or the Office and the Executive related to the works in the duty of the Nomination, Remuneration and Corporate Governance Committee shall be directly responsible for preparing, gathering, and proposing the data to the Nomination, Remuneration and Corporate Governance Committee as the case may be.

This Charter is effective from 9 November 2020 onwards.

(Parleerat Panboonhom)

Chairman of the Board of Directors
Nova Empire Public Company Limited