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## **Nomination and Remuneration**

### **Committee Charter: NRC Charter**

**Business Online Public Company Limited**

**As 12 November 2024**

**Reviewed by the Board of Directors of Business Online Public Company Limited**

**On November 12, 2024**

## **Nomination and Remuneration Committee Charter Business Online Public Company Limited**

### **1. Purpose**

The Committee on Nomination and Remuneration has been established to support the operations of the Corporate Governance Committee, responsible for setting criteria and policies for the selection and remuneration of board members and sub-committees. This includes sourcing, selecting, and recommending suitable candidates for board positions, as well as evaluating their compensation. Additionally, the committee undertakes other assigned tasks and presents recommendations to the board or shareholders' meetings, as appropriate, to ensure transparent and fair governance practices, thereby fostering confidence and trust among stakeholders in accordance with principles of good corporate governance.

### **2. Composition and qualifications**

2.1 The Nomination and Remuneration Committee shall be appointed by the Board and consist of at least 3 members, with at least half of the total members being independent directors.

2.2 The Independent Directors shall hold the position of Chairman of the Nomination and Remuneration Committee to ensure the committee's operations are conducted independently.

2.3 The Nomination and Remuneration Committee may appoint one employee of the company to serve as the secretary of the committee. The secretary's role is to support the operations of the **Nomination and Remuneration Committee**.

### **3. Term**

3.1 The Nomination and Remuneration Committee members serve a term of 2 years each. A member who completes their term may be reappointed.

3.2 If a position on the Nomination and Remuneration Committee becomes vacant for reasons other than completing the term, the Committee shall appoint a qualified replacement to serve for the remaining term of the vacant position.

3.3 A member of the Nomination and Remuneration Committee may cease to hold office: 3.3.1 Upon completion of their term. 3.3.2 Upon resignation. 3.3.3 Upon death. 3.3.4 Upon resolution by the Committee to remove them from office.

3.4 If a member of the Nomination and Remuneration Committee wishes to resign before completing their term, they must submit their resignation to the company at least 30 days in advance of the effective resignation date, to allow the Committee to consider appointing a replacement.

3.5 In the event that all members of the Nomination and Remuneration Committee vacate their positions, the outgoing Committee members must continue to serve until a new Committee is appointed to ensure continuity of operations.

### **4. Meeting**

4.1 The Chairman of the Nomination and Remuneration Committee or the Secretary of the Committee, under the Chairman's authority, shall send meeting invitations by electronic mail to Committee members at least 7

days in advance of the meeting date. This allows Committee members sufficient time to review information before attending the meeting, unless urgent circumstances require a shorter notice period or alternative method of scheduling.

4.2 The Nomination and Remuneration Committee shall convene meetings at least twice per year.

4.3 The Chairman of the Nomination and Remuneration Committee may call for a special meeting upon request from Committee members or when necessary to discuss essential agenda items jointly.

4.4 For each meeting of the Nomination and Remuneration Committee, at least half of the total members must be present to constitute a quorum.

4.5 The Chairman of the Nomination and Remuneration Committee shall preside over meetings. If the Chairman is absent or unable to perform their duties, the Committee members present at the meeting shall elect one member among themselves to act as Chairman for that meeting.

4.6 The Secretary of the Nomination and Remuneration Committee must attend all meetings. In case of unavoidable circumstances preventing their attendance, the Committee may appoint a substitute to attend the meeting, which shall be recorded in the meeting minutes.

4.7 The Secretary of the Nomination and Remuneration Committee or an assigned person shall be responsible for recording the minutes of the meetings.

4.8 Decisions of the Nomination and Remuneration Committee shall be made by a majority vote of the members present at the meeting.

## **5. Duties and Responsibilities**

The Nomination and Remuneration Committee performs its duties as assigned by the Board, with the following scope of authority and responsibilities:

### **5.1 Nomination**

- 5.1.1 Setting guidelines and policies in nominating Board of Directors and other sub-committee members by considering what would be the appropriate number, structure and composition of members, and outlining necessary directors' qualifications, and proposing these ideas for approval by the Board of Directors and/or Shareholders' Meeting as appropriate.
- 5.1.2 Searching, selecting and proposing appropriate persons to assume the position of the Board of Directors whose terms have expired and/or became vacant, including newly appointed director.
- 5.1.3 Executing other tasks related to nominations as assigned by the Board of Directors.

### **5.2 Remuneration**

- 5.2.1 Preparing guidelines and policies in determining the Board of Directors and other sub-committees' remuneration, and proposing it to the Board of Directors and/or Shareholders' Meeting for approval as appropriate.
- 5.2.2 Determining necessary and appropriate monetary and non-monetary remuneration, for individual members of the Board of Directors by taking into consideration each director's

duties and responsibilities and performance. The report will be submitted to the Board of Directors for consent and to the Shareholders' Meeting for approval.

- 5.2.3 Being responsible for any other tasks related to the remuneration as assigned by the Board of Directors.

## 6. Reporting

The Nomination and Remuneration Committee shall report the outcomes of its recruitment and remuneration activities to the Board during Board meetings and in the annual One Report (Form 56-1).

Reviewed and approved according to the resolution of the Board of Directors No. 4/2024 dated 12 November 2024

- *Min Intanate* -  
Mr. Min Intanate  
(Chairman of the Board of Directors)

- *Banyong Limprayoonwong* -  
Mr. Banyong Limprayoonwong  
(Chairman of the Board of Directors)