



# **Nomination, Compensation and Corporate Governance Committee Charter**

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# Nomination, Compensation and Corporate Governance Committee Charter

## 1. Objective

The Nomination, Compensation and Corporate Governance Committee (“the Committee”) is a committee of the Board of Directors (“the Board”) which assists the Board in reviewing all policies under which directors are nominated, compensation is paid or awarded to the Company’s Group Chief Executive Officer (“GCEO”), Directors and oversees corporate governance in accordance with this charter.

## 2. Composition and Appointment

- 2.1. The Committee of the Board of Directors of the Company shall consist of a minimum of four independent directors.
- 2.2. The Board of Directors shall select one member of the Committee to be Chairman of the Committee. The Chairman must be an independent director.
- 2.3. When for any reason the Committee is reduced to less than four (4) persons, the Board of Directors shall appoint a replacement to fill the vacancy within three (3) months of the date of vacancy to ensure continuity of the Committee’s work.
- 2.4. The Committee may appoint one senior executive as an advisor to provide insight information about the company and management opinions to the Committee. The appointment may be disclosed in accordance with SET and SEC requirement.
- 2.5. A Secretary to the Committee shall be appointed to assist the Committee in performing work pertaining to summoning of meetings, preparation of agenda, delivery of supporting documents for the meetings and keeping of minutes, and other matters.

## 3. Qualification

The Committee members must be Directors of the company.

## Roles and Responsibilities

### Part 1

## 4. Nomination

The Committee shall have the following authority and responsibilities:

- 4.1. To determine the composition of the Board and its committees, and monitor and assess Board effectiveness.
- 4.2. To lead the search for and identify suitable candidates qualified to become members of the Board of Directors. The Committee shall select candidates with the highest personal and professional integrity, with demonstrated and exceptional ability and judgment and who shall be most effective, in conjunction with the other candidates and serving directors, in collectively serving the long-term interests of the shareholders.

In addition, the Committee shall consider the appropriate mix of skills, education, experiences, independence, knowledge, gender i.e. a broad diversity to match with the Company's requirements.

In the event that the Committee is unable to search the suitable candidates, the Committee may use a professional search firm or IOD director pool that it deems appropriate.

- 4.3. To maintain a current Succession Plan for the Chief Executive Officer ("CEO") and ensuring the Company has an appropriate succession plan for senior executives.
- 4.4. To assist the Board in developing and evaluating potential candidates for executive positions, including the CEO.
- 4.5. To develop and to recommend to the Board of Directors for its approval, qualifications for director candidates, and to periodically review these qualifications.
- 4.6. To review the Board of Directors' Committee structure and to recommend to the Board, for its approval, directors to serve as members of each Committee, and as Committee Chairs. The Committee shall review and recommend Committee candidates annually and shall recommend additional Committee members to fill vacancies as needed.
- 4.7. To develop and recommend to the Board of Directors for its approval, a set of corporate governance principles. The Committee shall review the principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- 4.8. To develop and recommend to the Board of Directors for its approval, an annual self-evaluation process for the Board and its Committees. The Committee shall oversee the annual self-evaluations.
- 4.9. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as appropriate.
- 4.10. The Committee shall have the authority to retain any search firm engaged to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate. The Committee shall have authority to approve related fees and retention terms.
- 4.11. The Committee shall report its actions and any recommendations to the Board and shall conduct and present to the Board an annual performance evaluation of the Committee.
- 4.12. The Committee shall review the adequacy of its charter as required and recommend any proposed changes to the Board for approval.

## **5. Key Practices**

The Committee has adopted the following key practices to assist it in undertaking the functions and responsibilities set forth in its Charter:

- 5.1. Director Nominee Qualifications and Process

- 5.1.1. The Committee's minimum qualifications and specific qualities and skills required for directors are set forth in the company's Board of Directors Charter.
  - 5.1.2. The Committee considers potential candidates recommended by current directors, Company officers, employees and others in the same manner regardless of the source of the recommendation.
  - 5.1.3. The company shall disclose information relating to directors and candidates as required by SET and SEC.
- 5.2. Method of Evaluating Board and Committee Effectiveness
- 5.2.1. The Committee will oversee a self-evaluation process as per the SET guidelines to be used by the Board and by its Committees to determine their effectiveness and identify opportunities for improvement. These self-evaluations should be done annually within the same timeframe each year. The Company Secretary will contact each director to survey opinions and suggestions.
  - 5.2.2. The Committee may appoint an external consultant to assist in setting guidelines and providing recommendations for a board assessment, or perform the assessment every three (3) years; and should disclose the appointment in the annual report.
- 5.3. The Company Secretary will work with the Committee Chairs and the Chairman of the Board of Directors to organize the survey. Following that, appropriate options for changes at either the Board or Committee level will be determined. At the Board and Committee meetings, time will be allocated to discuss the comments and reach decisions relating to actionable items.

## **Part 2**

### **6. Compensation**

The Committee shall evaluate and recommend to the Board of Directors' matters relating to executive and director compensation. In furtherance of this purpose, the Committee shall have the following authority and responsibilities:

- 6.1. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the GCEO.
- 6.2. The Committee shall evaluate at least once a year the GCEO's performance in light of these established goals and objectives and based upon these evaluations shall set the GCEO's annual compensation, including salary, bonus and equity and non-equity incentive compensation (if any).
- 6.3. To review and approve on an annual basis the compensation structure for the senior executives. .

- 6.4. The Committee shall have authority to retain such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate. The Committee shall have authority to approve related fees and retention terms.
- 6.5. The Committee shall report its actions and any recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee.

## **7. Compensation Principles**

The Committee individually reviews the performance of the executive directors, non-executive or independent directors and the GCEO and establishes or approves every compensation action for them. The Committee's purpose is to design and implement compensation programs to reward those officers for sustained performance and leadership excellence; to align their interests with those of our shareholders and to encourage them to remain with the Company for long and productive careers. The Committee also regularly evaluates the effectiveness of the different elements of the Company's overall executive compensation program. The elements of the Company's executive compensation program are described below.

- 7.1. The Committee relies upon its judgment in making compensation decisions, after reviewing the performance of the Company and carefully evaluating performance during the year against established goals, leadership, operational performance, responsibilities, career with the company, current compensation arrangements and long-term potential to enhance shareholder value.
- 7.2. The Committee does not adhere to rigid formulas or necessarily react to short-term changes in business performance in determining the amount and mix of compensation elements.
- 7.3. Each year, the Company provides information on the compensation paid to its GCEO, senior executives and directors.

## **8. Principles for Board Compensation**

- 8.1. In recommending to the Board the compensation and benefits for non-executive directors, the Committee will be guided by the following objectives:
  - 8.1.1. compensation should fairly pay directors for work required in a company of size and scope;
  - 8.1.2. compensation should, if possible, align directors' interests with the long-term interests of shareholders;
  - 8.1.3. the structure of the compensation should be simple, transparent and easy for shareholders to understand.
- 8.2. In implementing these goals, the Committee will recommend appropriate compensation for Independent, non-Executive and Executive directors to propose to the Board and shareholders for approval.

Compensation for Non-executive Directors and Independent Directors is inclusive of retainer fee and bonus.

## **9. Committee Compensation**

Compensation will be paid to directors serving on the Board's sub-committees - currently the Audit Committee, Nomination Compensation and Corporate Governance Committee and the Sustainability and Risk Management Committee. Such fees will be recommended to the Board and presented to the shareholders for approval.

### **Part 3**

## **10. Corporate Governance**

10.1. Besides duties detailed elsewhere in this documents, the Committee shall have the following duties with regard to corporate governance.

10.1.1. Formulation of a corporate governance policy for consideration and adoption by the Board, monitoring compliance with that policy, and reviewing and adapting it on a continuing basis as appropriate.

10.1.2. Coordinating the annual performance assessment of the Chairman of the Board, individual directors, the Board as a whole and Board Committees.

10.2. Ensure processes are in place for maintaining the integrity of the Company – the integrity of the financial statements, the integrity of compliance with law and ethics, the integrity of relationships with customers and suppliers, and the integrity of relationships with other stakeholders.

10.3. Ensure processes are in place for preventing and mitigating conflicts of interest for the best interest of the Company and its shareholders.

10.4. Ensure processes are in place for effective good governance, risk management, internal controls, and compliance.

## **11. Ethics and Conflicts of Interest**

11.1. The Committee shall monitor all directors, as well as officers and employees, to ensure they act ethically at all times and adhere to the Company's Code of Conduct as approved by the Board.

11.2. If actual or potential conflicts of interest arise for a director, the director shall promptly inform the GCEO and the Chairman of the Committee. The Committee shall resolve any such conflicts.

11.3. If a significant conflict exists and cannot be resolved, the director should resign.

11.4. The Committee shall resolve any conflict of interest question involving the GCEO, or any other director of the Company.

11.5. The Committee shall monitor that Directors, who are defined as connected persons, abstain from Board or Committee discussions, and do not vote on motions relating to the disposition of the connected transactions.

11.6. The Committee shall ensure that the Company has a corporate governance policy and will review such policy from time to time to ensure that it meets the standards expected of a global company.

## **12. Vacating Office**

12.1. Vacating office means to include termination of directorship, or expiration of the prescribed term of service, or resignation, or removal, or deceased.

12.2. In the case that any Committee member wishes to resign before the expiration of his term of service, the member should endeavor to give early notice to the company.

## **13. Term of Service**

13.1. The term of service of a Committee member shall be two (2) years from the date of appointment.

13.2. A Committee member may be re-appointed for additional terms at the discretion of the Board of Directors.

## **14. Meeting**

### **14.1. Agenda**

An agenda of each meeting should be clearly determined in advance, and documents supporting the meeting should be delivered to the members of the Committee a reasonable period in advance in order to provide time for consideration of the matters or to request additional supporting information.

### **14.2. Frequency of Meetings**

14.2.1. Meetings of the Committee should be held at least two (2) times a year.

14.2.2. The Chairman of the Committee may convene a special meeting of the Committee when there is good reason.

### **14.3. Attendance, Quorum, Voting**

The members of the Committee should endeavor to attend every meeting of the said Committee. The quorum for a meeting shall be a simple majority of the total number of members. A duly convened meeting of the Committee at which a quorum is present shall by a simple majority of those attending, be competent to exercise all or any of the authorities, powers, discretions vested in or exercisable by the Committee.

## **15. Annual Review/Self-Assessment**

The Committee shall, at least once a year, review its own performance, charter and terms of reference to ensure that it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board for approval.



## **16. Reporting**

- 16.1. The Chairman of the Committee shall report formally to the Board of Directors on its proceedings after each meeting on all matters within its duties and responsibilities.
- 16.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its scope where action or improvement is needed.