

Indorama Ventures Public Company Limited

Nomination, Compensation and Corporate Governance Committee Charter

(As approved by the Board of Directors Meeting No.8/2011 dated September 12, 2011)

Revision 1

(As approved by the Board of Directors Meeting No.1/2014 dated January 12, 2014)

Revision 2

(As approved by the Board of Directors Meeting No.3/2017 dated May 11, 2017)

Revision 3

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Nomination, Compensation and Corporate Governance Committee Charter

1. Role

- 1.1. The Nomination, Compensation and Corporate Governance Committee reviews all policies under which directors are nominated, compensation is paid or awarded to the Company's Group Chief Executive Officer, Directors and oversees corporate governance in accordance with this charter.

2. Appointment of the Committee

- 2.1. The Nomination, Compensation and Corporate Governance Committee ("The Committee") of the Board of Directors of the Company shall consist of a minimum of four independent directors.
- 2.2. Members of the Committee shall be appointed by the Board of Directors.
- 2.3. The Committee members must be Directors of the company.
- 2.4. The Board of Directors shall select one member of the Committee to be Chairman of the Committee. The Chairman must be an independent director.
- 2.5. When for any reason the Committee is reduced to less than 3 persons, the Board of Directors shall appoint a replacement to fill the vacancy within 3 months of the date of vacancy to ensure continuity of the Committee's work.
- 2.6. 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.
- 2.7. 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. Frequency of Meetings

- 3.1. Meetings of the Committee should be held at least 2 times a year.
- 3.2. The Chairman of the Committee may convene a special meeting of the Committee when there is good reason.

4. Agenda

- 4.1. 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.

5. Attendance, Quorum, Voting

- 5.1. 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.

6. Vacating Office

- 6.1. Vacating office means to include termination of directorship, or expiration of the prescribed term of service, or resignation, or removal, or deceased.
- 6.2. 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.

7. Term of Service

- 7.1. The term of service of a Committee member shall be two (2) years from the date of appointment.
- 7.2. A Committee member may be re-appointed for additional terms at the discretion of the Board of Directors.

8. Reporting

- 8.1. 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.
- 8.2. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its scope where action or improvement is needed.

9. Performance Self-Assessment

- 9.1. 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.

10. Succession Planning

- 10.1. The Committee is tasked with maintaining a current Succession Plan for the CEO and ensuring the Company has an appropriate succession plan for senior executives. The Plan is presented annually to the Board for approval.

Duties of the Nomination, Compensation and Corporate Governance Committee

Part 1

11. Nomination

The Committee shall have the following authority and responsibilities:

- 11.1. To determine the composition of the Board and its Committees, and monitor and assess Board effectiveness.
- 11.2. 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.

- 11.3. To assist the Board in developing and evaluating potential candidates for executive positions, including the chief executive officer, and to oversee the development of executive succession plans.
- 11.4. To develop and to recommend to the Board of Directors for its approval, qualifications for director candidates, and to periodically review these qualifications.

- 11.5. 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.
- 11.6. 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.
- 11.7. 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.
- 11.8. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as appropriate.
- 11.9. 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.
- 11.10. 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.
- 11.11. The Committee shall review the adequacy of its charter as required and recommend any proposed changes to the Board for approval.

12. Key Practices

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

12.1. Director Nominee Qualifications and Process

12.1.1. The Committee's minimum qualifications and specific qualities and skills required for directors are set forth in the company's Board of Directors Charter.

12.1.2. 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.

12.1.3. The company shall disclose information relating to directors and candidates as required by SET and SEC.

12.2. Method of Evaluating Board and Committee Effectiveness

12.2.1. 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.

12.2.2. 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 years; and should disclose the appointment in the annual report.

12.3. 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

13. 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:

13.1. To review and approve on an annual basis the corporate goals and objectives with respect to compensation for the Group Chief Executive Officer.

13.2. The Committee shall evaluate at least once a year the Group Chief Executive Officer's performance in light of these established goals and objectives and based upon these evaluations shall set the Group Chief Executive Officer's annual compensation, including salary, bonus and equity and non-equity incentive compensation (if any).

13.3. To review and approve on an annual basis the evaluation process and compensation structure for the Company's Executive Directors. The Committee shall evaluate the performance of the Company's executive directors and shall approve the annual compensation, including salary, bonus and equity and non-equity incentive compensation, for such executive directors, based on initial recommendations from the Group CEO. Moreover, the Committee shall maintain regular contact with the leadership of the Company. This should include interaction with the Company's leadership development activities, review of data from employee surveys and regular review of the results of the annual leadership evaluation process.

- 13.4. To review and approve on an annual basis the evaluation process and compensation structure for the senior executives. The Committee shall approve or may assign the Human Resources department to approve the annual compensation, including salary, bonus and equity and non-equity incentive compensation for senior executives.
- 13.5. To review and discuss with management the Company's Compensation Discussion and Analysis (CD&A) and to recommend to the Board that CD&A be included in the Company's annual report.
- 13.6. 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.
- 13.7. 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.

14. Key Practices

- 14.1. The Committee has adopted the following key practices to assist it in undertaking the functions and responsibilities set forth in its charter regarding compensation:

15. Compensation Principles

- 15.1. The Committee individually reviews the performance of the executive directors, non-executive or independent directors and the Group CEO 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.

- 15.1.1. 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.

- 15.1.2. 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.

15.1.3. Each year, the Company provides information on the compensation paid to its Group CEO, senior executives and directors.

16. Principles for Board Compensation

16.1. In recommending to the Board the compensation and benefits for non-employee directors, the Committee will be guided by the following objectives:

16.1.1. compensation should fairly pay directors for work required in a company of size and scope;

16.1.2. compensation should, if possible, align directors' interests with the long-term interests of shareholders;

16.1.3. the structure of the compensation should be simple, transparent and easy for shareholders to understand.

16.2. 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.

17. Committee Compensation

Additional compensation will be paid to directors serving on the Audit Committee, and any other committees. Such fees will be presented and recommend to the Board and shareholders for approval.

18. Elements of the Non-Executive Directors' Compensation Program

Each element of the Company's Non-executive Directors compensation program serves a somewhat different purpose, as described below.

18.1. Base Salary

18.1.1. Base salaries for the Company's Group CEO and Executive Directors depend on the scope of their responsibilities, their capabilities, and the period over which they have performed those responsibilities.

18.2. Annual Bonus

18.2.1. Annual bonuses for the current year and the percent change from the prior year's bonus for senior executive officers are determined after an

evaluation of the overall performance of the Company, the performance of the business or function that the officer leads and an assessment of each officer's performance against expectations, which were established at the beginning of the year. The bonuses also reflect (and are proportionate to) the annual financial results of the company.

18.3. Pension Plan

18.3.1. The Committee considers a Provident Fund Plan to be an important retention tool, and will consider if such a plan balances effectiveness as compensation and as a retention tool compared with the costs to the company of providing it.

18.4. Other Compensation

18.4.1. The Company provides other benefits that it and the Committee believe are reasonable, competitive and consistent with the Company's overall executive compensation program.

Part 3

19. Corporate Governance

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

19.1.1. 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.

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

19.2. 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.

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

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

20. Ethics and Conflicts of Interest

- 20.1. 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.
- 20.2. If actual or potential conflicts of interest arise for a director, the director shall promptly inform the Group CEO and the Chairman of the Nominating and Corporate Governance Committee. The Committee shall resolve any such conflicts.
- 20.3. If a significant conflict exists and cannot be resolved, the director should resign.
- 20.4. The Nominating, Compensation and Corporate Governance Committee shall resolve any conflict of interest question involving the Group CEO, or any other director of the Company.
- 20.5. 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.
- 20.6. 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.