

– Translation –

*This Charter has been prepared in Thai and translated into English. In the event of any inconsistency, the Thai version shall prevail.*

## **Charter of the Nomination and Remuneration Committee**

### **1. Objectives**

Absolute Clean Energy Public Company Limited (the "Company") recognizes the importance of the role, duties, and responsibilities of directors, who are key individuals in driving the business toward achieving its objectives or goals and ensuring steady and sustainable growth. The Board should consist of directors with diverse qualifications, including skills, experience, and specialized abilities that benefit the company, as well as the dedication of time and effort in carrying out their duties. When a director's position becomes vacant, the Company has assigned the Nomination and Remuneration Committee to recruit, select, and determine the remuneration for a new director, ensuring that the individual appointed meets the required qualifications.

### **2. Composition and Appointment of the Nomination and Remuneration Committee**

- 1) The Nomination and Remuneration Committee shall be appointed by the Board of Directors, with a number deemed appropriate by the Board. It shall consist of Board members and/or qualified individuals. The committee should have no fewer than 3 members and no more than 5 members.
- 2) Members of the Nomination and Remuneration Committee do not necessarily have to be members of the Board of Directors.
- 3) The Chairperson of the Nomination and Remuneration Committee shall be appointed by the Board of Directors.
- 4) The Chairperson of the Nomination and Remuneration Committee and the majority of its members should be independent directors and should not serve as the Chairman of the Board or Chairman of any other sub-committee, and should have sufficient time to perform the duties assigned to them.
- 5) The Nomination and Remuneration Committee may appoint one employee of the company to serve as the Committee Secretary to assist with the operations of the Committee, such as scheduling meetings, preparing agendas, providing meeting documents, and taking minutes. The Committee has the authority to determine the remuneration (meeting fees) for the Committee Secretary as it deems appropriate and reasonable.
- 6) The Nomination and Remuneration Committee has the authority to appoint a chief advisor, advisor, or advisory committee as it deems appropriate. It also has the authority to determine the remuneration, allowances, benefits, facilities, and other expenses for the chief advisor, advisor, or advisory committee members, as deemed appropriate, with a total annual amount not exceeding 5 million THB. If the amount exceeds this limit, it must be presented to the Board of Directors for approval.

Once the Nomination and Remuneration Committee has appointed the chief advisor, advisor, or advisory committee, or determined their remuneration, allowances, benefits, facilities, and other expenses, it must report to the Board of Directors. Additionally, the information of the chief advisor, advisor, or advisory committee, including their independence or lack of conflicts of interest, should be disclosed in the company's annual report.

### **3. Qualifications of the Nomination and Remuneration Committee**

- 1) The members of the Nomination and Remuneration Committee must possess the knowledge, skills, and experience that will be beneficial to the effective performance of the committee's duties. They should demonstrate integrity, honesty, business ethics, and have sufficient time to dedicate their knowledge and abilities to performing their duties for the company.
- 2) The members of the Nomination and Remuneration Committee must meet the qualifications and not have any disqualifying characteristics according to the laws governing public limited companies, securities and exchange laws, and any other relevant laws.
- 3) The members of the Nomination and Remuneration Committee are not allowed to engage in activities as partners or directors in other entities that are of the same nature and/or in competition with the company and/or its subsidiaries, whether for personal gain or the benefit of others, unless they notify the board meeting or the shareholder meeting of the company before the appointment decision is made (as applicable).

### **4. Term of Office**

The members of the Nomination and Remuneration Committee who are also Board members shall serve a term of 3 years, coinciding with the term of office of the Board members. Upon the completion of their term, they may be reappointed by the Board if deemed appropriate.

Apart from the completion of their term as mentioned above, a member of the Nomination and Remuneration Committee shall cease to hold office when:

- 1) They pass away.
- 2) They resign.
- 3) They no longer meet the qualifications required for Board membership or have characteristics that disqualify them according to the Public Limited Company Act, the Securities and Exchange Act (and its amendments), or relevant announcements from the Securities and Exchange Commission.
- 4) They no longer meet the qualifications required for being a member of the Nomination and Remuneration Committee according to this charter.
- 5) The Board and/or the shareholders' meeting decides to remove them from their position.
- 6) A court issues an order for their removal.

If a member of the Nomination and Remuneration Committee wishes to resign, they must submit a resignation letter to the company, and the resignation will take effect from the date the letter is received by the company. In case of a vacancy, the Board shall appoint a qualified individual to take over the position.

## 5. Scope, authority and responsibility of Nomination and Remuneration Committee

The Board of Directors has delegated the authority, duties, and responsibilities to the Nomination and Remuneration Committee to recruit personnel who play a significant role in the company's operations, as well as to determine appropriate remuneration based on the performance of directors and executives. The Nomination and Remuneration Committee has the following key powers, duties, and responsibilities:

### 5.1 Nomination

- 1) Define policies, criteria, and methods for recruiting the Company Director, Sub-committees, Directors of subsidiaries, Company secretary, and Top Management (CEO), considering the appropriate number, structure, and composition of the board. Determine qualifications for directors to be proposed to the board of directors and/or submitted for approval by the shareholders' meeting, as applicable.
- 2) Consider the nomination, selection and propose the list of people with appropriate qualifications, knowledge, and expertise to assign them to hold the position of the Company Director, Subcommittees, Directors of the Subsidiaries, Company Secretary and Top Management (CEO). Additionally, review the profile of such person to ensure they possess all qualification as specified by the relevant laws and do not conflict with the laws related to the business of the Company.
- 3) Consider determining the policy for Nomination of Management to be the successor in an important position (Succession Plan).
- 4) Review the criteria and methods for recruiting directors and propose them to the Board of Directors before the Nomination of the Director who reach the duration of position holding.
- 5) In the case that Nomination and Remuneration Committee propose the name of the Director who reach the duration to hold the position again, the Nomination and Remuneration Committee will consider the performance of such Director and the performance and contribution as well as the record of the participation in the Board of Directors' meeting and Shareholders' meeting must be proposed to the shareholders for consideration too.
- 6) Develop a director development plan to enhance the knowledge of current and new board members, helping them understand the company's business, the roles and responsibilities of directors, and important developments such as economic conditions, industry trends, and regulations or laws related to the business of the Company and the Subsidiaries, etc.
- 7) Carry out any other tasks assigned by the board of directors, with the approval of the Nomination and Remuneration Committee.

### 5.2 Consideration on remuneration

- 1) Prepare the policy and criteria to determine the remuneration and other benefits of the Board of Directors, Sub-Committee, as the Directors of the Subsidiaries, Company Secretary and Top Management (CEO) for proposing to the Board of Directors and/or seek approval from the Shareholders' meeting as the case may be.

- 2) Determine the remuneration as necessary and appropriate in monetary and non-monetary form to the Board of Directors for each individual in each year by considering the appropriateness and the experience, role, obligation, responsibility, contribution, work performance of the Company and the Subsidiaries and compare to the Company in the same industry and the expected benefits from the Director, and comply with the long term strategy and goal of the Company and connect to the value that the Company created for the shareholders for proposal to the Board of Directors for consideration and proposal to the Shareholders' meeting for approval.
- 3) Determine the guideline for the performance evaluations of the Board of Directors, Sub-Committee, the Board of Directors of the Subsidiaries, Company Secretary and Top Management (CEO) for consideration on the annual remuneration.
- 4) Reveal the policies related to the determination of remuneration and reveal the remuneration in various forms and prepare the report of the determination of remuneration in the company's annual report.
- 5) Determine the bonuses and annual increment rates for executives and employees which may be considered based on the performance of the Company and its Subsidiaries.
- 6) Perform other duties as assigned by the board of directors with the approval of the Nomination and Remuneration Committee.

In this regard, the assignment of obligation and responsibility of the Nomination and Remuneration Committee, regarding less of by authorization or Sub-authorization that make the assignee of the Nomination and Remuneration Committee be able to approve the transaction the oneself or the person who may have conflict of interest (as defined in the notification of the Capital Market Supervisory Board and/or the Stock Exchange of Thailand and/or relevant organization) have the stake holding have other conflict of interest with the Company or the Subsidiaries and/or the relevant companies, Nomination and Remuneration Committee shall not have the approving authority in such matter. It shall be proposed to the Board of Directors' meeting and/or Shareholders' meeting (as the case may be) for approval. Apart from that, such authorization must be done in writing or record as the resolution of Nomination and Remuneration Committee in the minutes of meeting and specify the scope of authority of the assignee and the duration of the assignment.

## **6. Meeting**

- 1) The Nomination and Remuneration Committee must hold meetings at least once a year, as necessary and appropriate.
- 2) The agenda and meeting documents must be sent to the Nomination and Remuneration Committee members at least 7 days prior to the meeting.
- 3) A quorum for the Nomination and Remuneration Committee meeting requires the attendance of at least half of the members. The Chairman of the Nomination and Remuneration Committee will preside over the meeting. In the absence of the Chairman or if they are unable to perform their duties, the attending members will select one of them to act as the chairman of the meeting.

- 4) The decisions of the Nomination and Remuneration Committee will be based on the majority vote of the attending members. However, any member with a conflict of interest in a particular matter will not have the right to vote on that issue. In the case of a tie vote, the Chairman of the Nomination and Remuneration Committee will cast the deciding vote. A member with a conflict of interest must not participate in the discussion or vote on the matter.
- 5) The Nomination and Remuneration Committee may invite other individuals, such as executives, auditors, advisors, employees, and/or other relevant persons, to attend the meeting as appropriate. It may also consider holding separate meetings with such individuals if there are specific issues or matters that should be discussed in private.

#### **7. Reporting by the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee must report its performance to the Board of Directors and provide a report on its activities for the past year to shareholders in the annual report. The report should disclose at least the following details:

- 1) The number of meetings held.
- 2) The number of meetings attended by each Nomination and Remuneration Committee member.
- 3) The Remuneration for the Nomination and Remuneration Committee members.
- 4) The results of the duties performed according to the established charter.

#### **8. The performance evaluation of the Nomination and Remuneration Committee**

The performance evaluation of the Nomination and Remuneration Committee will be conducted annually. The Nomination and Remuneration Committee will assess the performance of the committee as a whole and report the annual evaluation results to the Board of Directors.

#### **9. Review and Improvement of the Charter**

The Nomination and Remuneration Committee shall review this charter annually and propose any amendments or changes deemed appropriate for the Board of Directors' consideration and approval.

**This Charter shall be effective from July 19, 2018.**

### **Committees**

**Absolute Clean Energy Public Company Limited**