



Charter of the Nomination and Remuneration Committee
Pruksa Holding Public Company Limited

Charter of the Nomination and Remuneration Committee

1. Purpose

The Nomination and Remuneration Committee (the “Committee”), a sub-committee designated by the Board of Directors, is responsible for selecting qualified individuals to serve in director positions, ensuring transparent and independent nomination criteria and processes, stipulating fair remuneration, and facilitating the professional development for the Directors to align with the organization's business requirements.

In accordance with the principles of good corporate governance, as outlined by the Securities and Exchange Commission (SEC) and the Organization for Economic Co-operation and Development (OECD), the roles of the Nomination and Remuneration Committee should include defining the criteria and process for nominating top executives in order to facilitate the achievement of the Company's objectives.

2. Definitions

Group Company	means	Pruksa Holding Public Company Limited and its Subsidiaries.
Directors	mean	the Directors of the Company.
Top Executives	mean	the first four top executives, as per the Notification of the Capital Market Supervisory Board. No. TorJor. 23/2551 Re: Definition of Executives to Comply with Chapter 3/1 of the Securities and Exchange Act B.E. 2535(as amended).
Independent Directors	mean	qualified directors as defined by the Notification of the Capital Market Supervisory Board. No. TorJor. 39/2559 Re: Application for Approval and Granting of Approval for Offering of Newly Issued Shares

3. Composition and Qualifications of the Committee

- 3.1 The appointed members of the Committee must be the Company's Directors.
- 3.2 The Chairman of the Committee must be an Independent Director.
- 3.3 The Committee consists of at least three members. Unless otherwise agreed by the Board Meeting, at least half of the members must be Independent Directors.
- 3.4 The appointed members of the Committee are required to possess a high level of qualifications that align with their responsibilities and must not possess any legally prohibited characteristics. The members of the Committee must undergo regular capacity development training to enhance their ability to fulfill their duties effectively.
- 3.5 The Group Chief Human Resources Officer shall be the Secretary of the Committee, unless otherwise assigned by the Committee.

4. Office term and appointment of the Committee

- 4.1 The members of the Committee are appointed for a three-year term, after which they shall vacate their offices by rotation of the Directors. They may be re-appointed for another term.

- 4.2 The Board of Directors or the Shareholders' Meeting shall have the authority to appoint the Directors to serve as members of the Committee.
- 4.3 Apart from retirement by rotation, the positions of the members of the Committee shall be terminated under the following circumstances:
- 1) Death.
 - 2) Resignation, submitted in writing to the Chairman of the Board of Directors.
 - 3) Loss of qualifications to serve as a director of the company, or possessing disqualifications under the Public Limited Company Act or exhibiting characteristics that demonstrate a lack of suitability to be entrusted with the management of a company with public shareholders, as defined in Section 89/3 of the Securities and Exchange Act (No. 4) B.E. 2551 (and as may be amended).
 - 4) A resolution by the Annual General Meeting of Shareholders or the Board of Directors to remove the individual from the position.
- 4.4 In the event that a position in the Committee becomes vacant for reasons other than by rotation, the Board of Directors shall appoint a new committee member who meets the qualifications specified in clause 3.4 above, as nominated by the Nomination and Remuneration Committee. The new member will serve for the remainder of the term of the previous member being replaced. However, if the remaining term is less than two months, the new candidate must be proposed to the Shareholders Meeting for approval.

5. Scope of Authority

Nomination

- 5.1 The Committee shall carry out its duties with conscientiousness and integrity, in compliance with the laws, the Company's objectives and Articles of Association, and resolutions of the Shareholders' Meeting.
- 5.2 The Committee shall carefully determine the policy, criteria, and process for nominating suitable candidates for the positions of Directors, the Group Chief Executive Office, and senior executives (N-1) reporting directly to the Group Chief Executive Officer. The qualifications of these candidates must be aligned with the Group Company's strategies, business direction, and needs. The Committee shall nominate candidates following the specified process and submit them for consideration by the Board of Directors or the Shareholders' Meeting. The appointment of Directors requires final approval from the shareholders' meeting, while the appointment of the Group Chief Executive Officer can be approved by the Board of Directors.
- 5.3 The Committee shall approve the hiring or termination of the Group Chief Executive Officer, the Chief Executive Officers of key subsidiaries operating in core businesses, including real estate, hospitals, and e-commerce, as well as senior executives (N-1) reporting directly to the Group Chief Executive Officer. Such decisions must be reported to the Board of Directors for acknowledgment.
- If the Board of Directors holds a differing opinion from the Committee, the Committee should collaborate with the Group Chief Executive Officer to reconsider the matter. The Committee shall facilitate training for the Directors on their responsibilities and business acumen to enhance their capacity effectively.
- 5.4 For the execution of employment contracts, the Committee may authorize the Group Chief Executive Officer or any other individual deemed appropriate by the Committee or the Group Chief Executive Officer to sign on its behalf.

- 5.5 The Committee shall review changes in the company's representatives serving as directors in subsidiaries and joint ventures before submitting the matter to the Board of Directors for approval.
- 5.6 The Committee shall review the structure and composition of the Board of Directors and sub-committees to ensure suitability.
- 5.7 The Committee shall promote continuous training for the Board of Directors on their duties and business-related knowledge to enhance their capabilities.
- 5.8 The Committee shall review the succession plan for the Group Chief Executive Officer and senior executives to ensure the readiness of qualified personnel to assume these roles in the event of a vacancy or the inability of the incumbents to perform their duties for any reason.

Remuneration

- 5.9 The Committee shall consider the monetary and non-monetary remuneration policy, forms, and criteria for the Directors and the Group Chief Executive Officer. Their recommendations must be submitted to the Board of Directors or the Shareholders' Meeting for approval. The remuneration policy, forms, and criteria for the Directors shall be proposed at the Shareholders' Meeting for final approval. However, the remuneration policy, forms, and criteria for the Group Chief Executive Officer can be presented to the Board of Directors for approval. These policies, forms, and criteria must be reviewed at least once a year to ensure that they are still relevant.
- 5.10 The Committee shall determine the remuneration policy for the executives serving as representatives in the subsidiaries and affiliated companies.
- 5.11 The Committee shall establish the evaluation criteria for assessing the performance of the Directors and the Group Chief Executive Officer and presenting them to the Board of Directors for approval. The Board of Directors may conduct the performance assessment on the Group Chief Executive Officer or may delegate this responsibility to the Committee.

Others

- 5.12 The Committee shall review, monitor, and assess matters pertaining to nomination and remuneration, provide quarterly performance reports to the Board of Directors, and prepare a formal performance report as part of the 56-1 One Report (the name of which may change in the future).
- 5.13 The Committee has the authority to invite relevant or involved parties to attend meetings and provide explanations on specific matters. Furthermore, it has the authority to engage third-party consultants or experts within its scope of authority set by the Board of Directors to obtain opinions that may be advantageous to the Group Company.
- 5.14 The Committee shall evaluate performance at least once a year and report the results, including any obstacles preventing the achievement of objectives (if any), to the Board of Directors.

6. Meetings

- 6.1 The Committee must hold a meeting at least twice a year; or more as necessary.
- 6.2 The Chairman or the Secretary of the Committee must send a meeting invitation letter to each committee member at least 7 days prior to the scheduled meeting. In situations of urgency or for the benefit of the Company, alternative forms of communication may be employed to inform the members of an upcoming meeting, and an earlier meeting date may be scheduled.
- 6.3 A meeting resolution requires the majority of votes from the committee members in attendance. In the event of a tie vote, the chairman of the meeting casts the decisive vote.
- 6.4 A member with a vested interest in an agenda item may not be present in the meeting nor participate in the voting process related to that particular agenda item.

7. Quorum

In a meeting of the Committee, at least half of the current committee members must be present to establish a quorum. The Chairman of the Committee shall be the chairman of the meeting. In the event that the Committee Chairman is absent or unavailable, the attending members shall select another member to fulfill the role of meeting chairman.

8. Charter Review

This Charter must be reviewed at least once a year or in response to any event or factor that may exert influence on the Company, its operations, or its nomination and remuneration policy, as determined suitable by the Committee.

This Charter is effective from 14 November 2024 onward.

- Signed -

(Dr. Prasarn Trairatvorakul)
Chairman of the Board of Directors
Pruksa Holding Public Company Limited