

Charter of Nomination and Remuneration Committee

1. Objectives

The Nomination and Remuneration Committee (the “**NRC**”) of Bangkok Ranch Public Limited Company (the “**Company**”) is established to select qualified persons to be nominated as the Company’s directors, sub-committee members and the chief executive officer (the “**CEO**”) as well as to consider the structure and type of remuneration for the directors, the sub-committee members and the CEO and propose to the Board of Directors and/or the shareholders’ meeting for further consideration and approval.

2. Composition

The NRC shall consist of at least three (3) members. The Board of Directors or the NRC shall elect one (1) of its independent directors to be the chairman of the NRC.

3. Qualifications of a Member of the NRC

A member of the NRC shall have the following qualifications:

- (1) A member of the NRC shall be the Company’s directors; and
- (2) A member of the NRC shall have knowledge, capability, honesty, experience and business ethics for carrying out the Company’s business in order to perform duties as a member of the NRC.

4. Appointment and Term of a Committee Member

The Board of Directors shall appoint members of the NRC. The term of a member is three (3) years and shall equal the term of his/ her directorship. A member of the NRC, who retires by rotation, may be re-appointed.

In the event that a member completes the term or is unable to remain in his/her position as a member of the NRC, which results in the number of the NRC to be less than three (3) members, the Board of Directors shall appoint a new member(s) of the NRC in due course so as to constantly perform their duties as the NRC.

The member of the NRC shall vacate office upon:

- a) death;
- b) resignation. If any member of the NRC wishes to resign from the position, they must submit their resignation to the Chairman of the Board of Directors;
- c) no longer serving as a member of the Board of Directors of the Company;
- d) completion of the term;
- e) lack of qualifications, or possession of prohibited characteristics under the laws on public limited companies, securities and exchange laws, and related regulations, or untrustworthy

qualifications in managing a public company limited pursuant to the laws on securities and exchange; or

f) removal by a resolution of the Board of Directors;

5. Authorities, Duties and Responsibilities of the Nomination and Remuneration Committee

- (1) Consider the structure and composition of the Board of Directors in terms of the number of its members, the proportion of independent directors, and diverse qualifications such as knowledge, skills, experience, gender, and age, in order to ensure that it is appropriate with the business size, type and complexity as well as be in line with the business strategy and the circumstances.
- (2) Determine qualifications and criteria for selecting the Company's directors, sub-committee members, the CEO
- (3) Consider and select qualified candidates with proper knowledge, experience and expertise to be nominated as the Company's directors, sub-committee members, CEO and propose to the Board of Directors and/or shareholders' meeting for consideration and approval (as the case may be).
- (4) Consider and review the independence of each independent director to ensure that they are independent and qualified as stipulated in the relevant regulations.
- (5) Encourage the development of the Company's directors and sub-committee members in order to improve their knowledge and expertise which are suitable for the Company's business, economic situations, technology and laws and regulations applicable for the Company's business.
- (6) Consider and review the development plan for the CEO and senior executives to improve their knowledge and expertise which are suitable for the Company's business and prepare the succession plan so that the Company's business is still able to continuously operated.
- (7) Consider the structure and type of remuneration (both financial and non-financial) and other benefits for the directors, the sub-committee member, the CEO of the Company in the form of fixed remunerations (e.g. salary, meeting allowance) and remunerations in connection with the Company's performance (e.g. bonus, pension, reward) which are proper considering changes and trends in remuneration, fairness and in line with applicable laws and propose to the Board of Directors' meeting and/or the shareholders' meeting for consideration and approval (as the case may be).
- (8) Consider, review and monitor the change and direction in the remuneration for the directors, sub-committee members, CEO constantly and propose the updated structure and type of remuneration to the Board of Directors for consideration and approval.
- (9) Consider and review the criteria for evaluating the performance of the Board of Directors, the sub-committees (both collectively and individually) and the CEO and propose to the Board of Directors for consideration and approval.
- (10) Evaluate the performance of the Board of Directors, the sub-committees and the CEO and propose to the Board of Directors for consideration and approval.
- (11) Review the Charter of the NRC at least once (1) a year so as to ensure that it is in line with the circumstances and propose to the Board of Directors for acknowledgement or consideration.

- (12) Evaluate the NRC's performance and propose to the Board of Directors for consideration and prepare the report of the NRC.
- (13) Be able to seek independent opinion from the professional when it is deemed necessary, with expense borne by the Company and disclose the information and the independence of the professional in the annual report (if any).
- (14) Be able to request additional information from various units of the Company for making decision.
- (15) Perform any other act as assigned by the Board of Directors or the policies as approved by the Board of Directors.

6. Meeting

- (1) The NRC shall hold the meeting as the chairman of the NRC deems appropriate, provided that the meeting shall be held at least twice (2) a year.
- (2) In calling the meeting, the chairman of the NRC or a person designated by him shall send an invitation letter together with meeting agendas and supporting documents, which may be sent via electronic media, to all members not less than seven (7) days in advance. Where it is necessary or urgent to preserve the rights and benefits of the Company, a meeting may be called by other methods and date of the meeting may be fixed sooner.
- (3) The NRC meeting may be held via electronic means and shall be conducted by the controlling system with information protection pursuant to the relevant laws.

7. Quorum and Voting Rights

- (1) A quorum of the NRC's meeting shall consist of at least one-half of the total number of the NRC attending the meeting. In the case, the chairman of the NRC is absent or cannot perform his duties, the attending members shall elect one member to be seated as chairman of the meeting.
- (2) A decision of the NRC's meeting shall be made by a simple majority vote.
- (3) Each member of the NRC shall have one vote, except for a member who has a conflict of interest on any particular matter shall have no right to cast his vote on that matter. The chairman shall have a casting vote in the case of a tied vote.
- (4) The chairman of the NRC or a person designated by him shall report the result of the meeting of the NRC to the Board of Directors at its next Board of Directors' meeting for further acknowledgement.

The Charter of the Nomination and Remuneration Committee shall be effective on November 14, 2023 onwards.

(Mrs. Rosanna Suchaovanich)

Chairman of the Board of Directors

Bangkok Ranch Public Company Limited