



Nomination & Remuneration Committee Charter



Nomination & Remuneration Committee Charter

BEC World Public Company Limited

The Board of Directors has appointed the Nomination and Remuneration Committee to assist the Board of Directors in determining the recruitment criteria and process and selecting the candidate who has appropriate qualifications or who has been appointed as a director, including considering form and criteria for remuneration payment for proposing to the Board of Directors or the shareholders meeting for approval as designated by law.

1. Composition

- 1.1 The Board of Directors shall appoint the Chairman of the Nomination and Remuneration Committee and the Nomination and Remuneration Committee,
- 1.2 The Nomination and Remuneration Committee shall consist of not less than three directors, and at least one director shall be an independent director and
- 1.3 Proposing the Company's employees to act as the Company secretary to be approved by the Nomination and Remuneration Committee.

2. Qualifications

- 2.1 A person who has knowledge, skills, experience, and understanding of qualifications, duties and responsibilities as a Nomination and Remuneration Committee.
- 2.2 The Chairman of the Nomination and Remuneration Committee should be an independent director to be the main person to push the Nomination and Remuneration Committee to perform their duties independently.

3. Term

- 3.1 The Nomination and Remuneration Committee shall hold office for a term of 3 years, where 1 year shall refer to the period between the annual general meeting of shareholders of the year in which the director is appointed and the next annual general meeting of shareholders .The Nomination and Remuneration Committee who vacates from the office upon the expiration of the term may be reappointed.
- 3.2 The Nomination and Remuneration Committee shall vacate from the office by any of the following:
 - (1) To be retired by rotation;
 - (2) To be terminated from being a director of the Company
 - (3) To resign
 - (4) Lack of qualifications or possess any prohibited characteristics as specified by the Public Limited Companies Act, B.E.2535 and the Securities and exchange act B.E. 2535. (Including any amendment)
- 3.3 When the Nomination and Remuneration Committee vacates from the office before the expiration of the term, the Board of Directors shall appoint qualified directors to be the Nomination and Remuneration Committee by holding the office only for the remaining term of the replaced Nomination and Remuneration Committee.

4. Meetings

- 4.1 The Nomination and Remuneration Committee shall have at least 2 meetings per year;



- 4.2 The Nomination and Remuneration Committee meeting must have at least half of the total number of the Committee to constitute a quorum. The Chairman of the Nomination and Remuneration Committee may decide to hold the meeting through electronics means, by proceeding in accordance with relevant rules and regulations where the invitation letter and meeting documents may be delivered via electronic system as specified by the Company's Articles of Association;
- 4.3 If the Chairman of the Nomination and Remuneration Committee is absent from the meeting or unable to perform the duties, the Nomination and Remuneration Committee attending the meeting will select one director to preside over the meeting;
- 4.4 Resolution of the meeting shall be decided by a simple majority votes. In case of tie votes, the Chairman shall have a casting vote;
- 4.5 The Secretary of the Nomination and Remuneration Committee or any delegated person shall be responsible for recording the minutes of the meeting.

5. Scope of Duties and Responsibilities of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall have duties and responsibilities as assigned by the Board of Directors as follows:

5.1 Nomination

- (1) To have duty to consider criteria and select candidates with proper qualifications in accordance with applicable laws and regulations, and to recommend them to the Board of Directors to propose to the shareholders' meeting for nomination as director or make recommendations to the Board of Directors in considering the appointment of suitable persons in the event that the directorship becomes vacant before the end of the term, including considering and nominating directors in various sub-committees, with the duties and responsibilities directly delegated by the Board of Directors;
- (2) To prescribe criteria and method of nomination for the President, including setting performance evaluation criteria and remuneration determination criteria for the President;
- (3) To review and ensure that the size and composition of the Board of Directors shall suit the organization, as well as adjust them to suit the changing environment;
- (4) To propose to the Board of Directors, candidates to replace the directors who retired by rotation pursuant to the Articles of Association; and
- (5) To perform any other responsibilities as assigned by the Board of Directors.

5.2 Remuneration

- (1) To propose criteria to determine remuneration for the Board of Directors determine the form of remuneration, including other benefits of the Company's directors, and provide opinions to the Board of Directors to propose to the shareholders' meeting for their consideration of the remuneration of directors;
- (2) To propose criteria to determine the President's remuneration;
- (3) To oversee the suitability between monetary remuneration of the directors and their duties and responsibilities. In this regard, directors who have additional duties and responsibilities should also receive additional consideration appropriate for the additional duties;
- (4) To support and promote relevant training and education to directors;



- (5) To determine and evaluate directors' performance for annual remuneration adjustment, taking into account the relevant responsibilities, performance, and associated risks, as well as the increase of shareholder equity in long-term; and
- (6) To perform any other responsibilities as assigned by the Board of Directors.

6. Performance Evaluation

The Nomination and Remuneration Committee shall have self-evaluation of their performance annually and report the evaluation result together with problems, obstacles, opinion, and advice for improvement to the Board of Directors for acknowledgment and use as information to determine the policy for the constant development of the organization.

7. Review of the Charter

The Nomination and Remuneration Committee shall review and assess the adequacy and suitability of the Nomination and Remuneration Committee Charter and determine the annual remuneration to be presented to the Board of Directors for further consideration and approval.

8. Report

- 8.1 The Nomination and Remuneration Committee shall provide a summary of the result of the nomination and remuneration consideration to the Board of Directors' meeting regularly;
- 8.2 The Nomination and Remuneration Committee shall prepare a performance report of the Nomination and Remuneration Committee, which is signed by the Chairman to be disclosed in the Annual Report Form 56-1 One Report annually.

The Board of Directors, BEC World Public Company Limited

Reviewed this Charter on 20th September 2024