



NOMINATION AND REMUNERATION COMMITTEE CHARTER

EUROASIA TOTAL LOGISTICS PUBLIC COMPANY LIMITED

ISSUE 4

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Preparation and Approval History

Document No.	Editor/Controller	Reviewer	Approver
RR-BOD-003-02	Managing Director	Chief Executive Officer	Board of Directors
	1 September 2023	1 September 2023	11 September 2023

Revision History

Issue	Issue Date	Effective Date	Revision details
1	10 October 2021	9 November 2021	First issue
2	10 June 2022	6 August 2022	Revise company name after conversion to public limited company
3	3 January 2023	12 January 2023	Amend the material of being a holding company
4	1 September 2023	12 September 2023	Revise the content to comply with applicable law. At present

Note: To add or cancel any document, proceed according to the acts set out in the Approval and Implementation Authority.



Nomination and Remuneration Committee Charter

1. Objectives

The Board of Directors appoints the Nomination and Remuneration Committee of the Company to consider and determine the criteria and form for the recruitment and selection of qualified persons to serve as directors, sub-committees, and senior executives. (“Senior Executive”) refers to an executive according to the definition of the Securities and Exchange Commission), including considering the form and criteria for remuneration payment for directors, sub-committees and senior executives to present their opinions to the Board of Directors and/or present to the shareholders’ meeting for further consideration and approval (as the case may be).

2. Composition of the Nomination and Remuneration Committee

2.1. The Nomination and Remuneration Committee must consist of not less than three directors appointed by the Board of Directors. The Chairman of the Nomination and Remuneration Committee is an independent director, and most of the Nomination and Remuneration Committee consist of independent committee members.

2.2. The Nomination and Remuneration Committee or the Board of Directors shall appoint a member of the Nomination and Remuneration Committee to be the Chairman of the Nomination and Remuneration Committee.

2.3. The Chairman of the Nomination and Remuneration Committee may appoint a Secretary of the Nomination and Remuneration Committee to assist the Nomination and Remuneration Committee’s operations regarding meeting appointments, preparation of the agenda, delivery of meeting documents, and recording the minutes of the meeting.

3. Qualifications of Persons to be Appointed as the Nomination and Remuneration Committee Members

3.1. Independent members of the Nomination and Remuneration Committee shall be independent according to the principles of good corporate governance of the Company and comply with the principles of good corporate governance of the Company.



3.2. Be persons with knowledge, ability, honesty, business ethics and have useful experience in performing duties as a member of the Nomination and Remuneration Committee to achieve the objectives.

3.3. Be able to devote sufficient time to perform the duties to achieve the objectives of the Nomination and Remuneration Committee.

4. Appointment and Term of Office of the Nomination and Remuneration Committee

4.1. Members of the Nomination and Remuneration Committee have a term of office for 3 years from the date of appointment or according to the term of office of the Board of Directors of the Company. Members of the Nomination and Remuneration Committee retiring by the term of office may be re-appointed to serve as members of the Nomination and Remuneration Committee.

4.2. In addition to the retirement due to the end of the term of office, the Nomination and Remuneration Committee members may retire upon:

- (1) Death
- (2) Resignation
- (3) Resolutions of the shareholders' and/or the Board of Directors' meetings for resignation.
- (4) Court's order to retire from the Board of Directors

4.3. In case there is a vacancy in the Nomination and Remuneration Committee until the number of committee members is less than three members due to reasons other than retirement by the end of the office term, the Board of Directors shall appoint a qualified person to be a member of the Nomination and Remuneration Committee so that the Nomination and Remuneration Committee shall have the full number as specified in this Charter by the Board of Directors. Unless the term of the Nomination and Remuneration Committee is less than 2 months, the Board of Directors may not appoint a committee member. The person appointed to be the committee member in the Nomination and Remuneration Committee shall hold office only for the remaining term of the committee member he or she replaces.



5. Authority, Duties and Responsibilities

5.1. Recruitment and Selection of the Board of Directors, Sub-Committees and Senior Executives

- (1) Consider and present the structure, composition, and qualifications of the Board of Directors of the Company and its Group Companies and sub-committees of the Company.
- (2) Consider recruiting suitable persons to be the directors of the Company and its Group Companies to propose to the Board of Directors and/or shareholders' meeting (as the case may case).
- (3) Consider and determine the qualifications and criteria for recruiting a person to hold a position of a senior executive, taking into account the diversity of knowledge, expertise, skills, and experiences beneficial to the Company's business operations and time devotion.
- (4) Consider recruiting persons to be selected as sub-committees and senior executives, to propose to the Board of Directors' meeting.
- (5) Regularly review the succession plan of senior executives together with a list of qualified persons who will be considered for succession of senior executives, and propose them to the Board of Directors for consideration and appointment when there is a vacancy.
- (6) Consider and determine the criteria for evaluating the performance and the performance of senior executives to review the performance, problems, and obstacles each year to use the assessment results to develop and improve performance in various aspects and present the results to the Board of Directors for further consideration.

5.2. Determination of Remuneration of the Board of Directors, Sub-Committees and Senior Management

- (1) Consider the preparation of rules and policies to determine remuneration and appropriate remuneration of the Board of Directors and its subsidiaries, sub-committees, and senior executives, both in monetary and non-monetary terms, including fixed rate compensation (for example, fixed remuneration, meeting allowance) and/or company performance compensation (for example, bonus, pension, if any), as well as other benefits by considering the duties, responsibilities, performance, and comparison with companies in similar businesses, expected



benefits from such persons that should be consistent with the Company's long-term strategy and goals and linked to the value the Company creates for its shareholders, but it must not be so high that it focuses on the short-term performance, and present it to the Board of Directors' meeting and/or the shareholders' meeting for approval (as the case may be).

- (2) Be responsible for the Board of Directors and has a duty to give explanations and answer questions about the remuneration of the Company's directors at the shareholders' meeting.
- (3) Disclose the policy and criteria for determining the directors' remuneration that reflect the duties and responsibilities of each person, including the form and amount of compensation. In this regard, the disclosed amount of remuneration shall include the remuneration that each director receives as a director of the subsidiary (if any).

- 5.3. Consider, review, and revise the Charter of the Nomination and Remuneration Committee at least once a year and present it to the Board of Directors for approval.
- 5.4. Provide independent consultants or persons to provide independent opinions or advice as appropriate and necessary at the Company's expense.
- 5.5. Perform any other acts as assigned by the Board of Directors with the approval of the Nomination and Remuneration Committee.

6. Meetings

- 6.1. The Nomination and Remuneration Committee shall meet at least once a year, and the Chairman of the Nomination and Remuneration Committee may convene additional meetings as necessary or upon request from the Nomination and Remuneration Committee members or the Chairman of the Board of Directors.
- 6.2. In calling a meeting of the Nomination and Remuneration Committee, the Chairman of the Nomination and Remuneration Committee or the Secretary of the Nomination and Remuneration Committee as assigned sends the meeting invitation to the Nomination and Remuneration Committee members not less than 3 days before the meeting date. Unless it is an urgent necessity to protect the Company's benefits, the meeting may be notified by other means and an earlier meeting date may be set.



6.3. The Nomination and Remuneration Committee has the authority to invite relevant persons or persons deemed appropriate to attend the meeting to clarify relevant matters or to invite third parties with expertise to be advisors and attend the meeting at the Company's expense.

7. Quorum and Voting

7.1. At the Nomination and Remuneration Committee's meeting, there must be no less than half of the total number of the Nomination and Remuneration Committee members present at the meeting to constitute a quorum. In case the Chairman of the Nomination and Remuneration Committee is not present at the meeting or is unable to perform the duties, the members present at the meeting shall select one member of the Nomination and Remuneration Committee to preside over the meeting.

7.2. One member of the Nomination and Remuneration Committee has one vote and the decision of the meeting shall be made by a majority of votes. In the event that any member of the Nomination and Remuneration Committee has interests in any matter, they shall not have the right to vote on that matter. If the votes are equal, the Chairman of the Nomination and Remuneration Committee shall have an additional vote as a decisive vote.

7.3. The Secretary of the Nomination and Remuneration Committee has no right to vote.

8. Evaluation on the Nomination and Remuneration Committee

In evaluating the performance of the Nomination and Remuneration Committee, self-assessment may be used for the overall performance appraisal by group, and the assessment results shall be reported to the Board of Directors annually.



This Nomination and Remuneration Committee Charter was considered and approved by the Board of Directors at the Board of Directors' meeting No. 6/2023 on September 11, 2023. It shall be effective from September 12, 2023 onwards.

Note: This English translation is for reference purposes only. In the event of any discrepancy between the Thai original Nomination and Remuneration Committee Charter and this English translation, the Thai original shall prevail.

Mr. Krishna Boonyachai
Chairman of Board of Directors

Euroasia Total Logistics Public Company Limited