



Charter
Nomination and Remuneration Committee
Malee Group Public Company Limited

1. Objectives

The Board of Directors considers and appoints some members of the Nomination and Remuneration Committees who are qualified to assist in the selection of persons who are suitable for performing duties in the position of Director, Ad-hoc Director, and Managing Director or equivalent position. The Committee also consider the determination of remuneration for Director, Ad-hoc Director, and Managing Director or equivalent position to be transparent consistent with the Company's performance, responsibility, and performance by the appropriate level comparable to the same market and industry of similar size as assigned by the Board of Directors to support the performance of the Nomination and Remuneration Committee which is one of the important mechanisms for supervising the management of the organization and the Group's business. This will be done in accordance with the policies, plans, and goals set by the Board of Directors for the sake of maximum efficiency to build confidence for all stakeholders as well as to create clarity on the scope of duties and responsibilities and other important things related to the Nomination and Remuneration Committee. The Board of Directors therefore approved the preparation of the Nomination and Remuneration Committee Charter. as a guideline for the performance of duties of the said committees in accordance with the law and in accordance with the principles of good corporate governance.

2. Composition and appointment of the Nomination and Remuneration Committee

The Board of Directors appoints the Nomination and Remuneration Committee by selecting from a number of directors of the Company and/or qualified persons. In this regard, independent directors are appointed as the chairman of the Nomination and Remuneration Committee.

3. Qualifications of Company Directors

1. No gender limit
2. A person with no history of blemish and characteristics prohibited by law and good corporate governance principles
3. A person with knowledge, abilities, and honesty who have business ethics and sufficient time to devote knowledge and skills and perform duties for the Company
4. A person with a vision and can see the overall picture that is in line with the company's business strategy well
5. A person with good human relations, morality and appropriate personality
6. A Person with the skills to communicate effectively
7. A person with business ideas and systematic decision making
8. A person with knowledge and understanding of finance or commercial or in the industry and have experience in business administration

4. Term of office

The Nomination and Remuneration Committee has a term of office year-by-year. Members of the Nomination and Remuneration who has no conflict of interest propose the Board of Directors to consider appointing a new member of the Nomination and Remuneration Committee to replace the old one at the first Board of Directors' meeting after the Annual General Meeting of Shareholders.

The meeting of the Board of Directors may pass a resolution to remove any member of the Nomination and Remuneration Committee before the expiration of their term with a vote of not less than three-fourths of the number of members present at the meeting and having the right to vote.

5. Duties and Responsibilities

The Nomination and Remuneration Committee has a duty to comply with the law, objectives, and regulations of the Company, as well as resolutions of the shareholders' meeting, by performing duties with honesty and carefully protect the interests of shareholders and stakeholders, both short-term and long-term, to ensure that the operation of the Company is in the direction that creates the greatest benefit to shareholders and stakeholders.

1. To consider, nominate, select and screen qualified persons to be the Company's directors and recommend to the Board of Directors to propose the names to the shareholders' meeting for election
2. To consider, nominate, select and screen qualified persons to be nominated for directorships in various sub-committees of the Company. This will be presented to the Board of Directors for further approval.
3. To consider, select and screen qualified persons to be the Managing Director or equivalent position and the Company Secretary to recommend to the Board of Directors for further approval as well as to help in laying out guidelines of Rules for Succession
4. To present policies and guidelines for determining the criteria for considering remuneration of the Managing Director or equivalent position of the Company.
5. To consider and screen the directors' remuneration and other benefits, and propose recommendations to the Board of Directors for approval at the shareholders' meeting, consistent with the duties and responsibilities in line with the Company's performance and market conditions
6. To propose guidelines for issuing warrants for directors and employees to present for approval of the Board of Directors, Shareholders, and the SEC
7. To consider the allocation of warrants to purchase shares of approved directors and employees to directors and employees in accordance with the objectives of the project

6. Meeting

The Nomination and Remuneration Committee meeting is an important duty. Members of the Nomination and Remuneration Committee member must attend the Board of Directors' meetings regularly to acknowledge and jointly make decisions in recruiting and considering the remuneration according to the assigned duties. At a meeting of the Nomination and Remuneration Committee, there must be at least half of the Nomination and Remuneration Committee members present in order to constitute a quorum. In the event that the Chairman of the Nomination and Remuneration Committee is absent from the meeting or is unable to perform his duties The Nomination and Remuneration Committee members who attend the meeting shall elect one member of the Nomination and Remuneration Committee to preside over the meeting.

6.1 Agenda

In setting the agenda for the Nomination and Remuneration Committee meeting, the Company provides an opportunity for all Nomination and Remuneration Committee members to propose matters to be considered as an agenda of the meeting as well as being able to express their opinions freely. The secretary of the Nomination and Remuneration Committee will collect such matters and present them to the Chairman of the Nomination and Remuneration Committee for consideration and approval to set as an agenda for the meeting and prepare a notice calling for the next meeting of the Nomination and Remuneration Committee.

The secretary of the Nomination and Remuneration Committee prepares an invitation letter for a meeting of the Nomination and Remuneration Committee. In each meeting, the date, time, venue

and agenda of the meeting are clearly set, while supporting documents are sent to the Nomination and Remuneration Committee at least 7 days in advance of the meeting date in order for them to have time to consider various matters or requesting additional information for consideration on matters assigned

6.2 Number of meetings

The Nomination and Remuneration Committee must hold a meeting at least once a year, depending on the situation and necessity in order for the operation of the Nomination and Remuneration Committee to achieve its objectives. Each meeting will have a clearly set agenda in advance and there may be special meetings to consider matters of urgency.

6.3 Attendees

The Nomination and Remuneration Committee may invite knowledgeable individuals with expertise in related matters to attend the meeting as necessary to provide useful information.

6.4 Voting

In casting a resolution at the Nomination and Remuneration Committee meeting, it shall be passed by a majority of votes in which one director has one vote. Directors who have interests will not attend the meeting or waive their right to vote on that matter. If the votes are equal, the chairman of the meeting shall be the arbiter.

6.5 Minutes

At the end of the meeting, the secretary of the Nomination and Remuneration Committee is responsible for preparing the minutes of the meeting by proposing to the meeting to certify in the first agenda of the next meeting and then send it to the Chairman of the Nomination and Remuneration Committee for consideration and signature to certify the correctness.

In this regard, the Nomination and Remuneration Committee is able to express opinions and request for amendments to the minutes of the meeting to be as accurate as possible. Minutes of meetings approved by the meeting are systematically stored in the form of confidential documents and stored in the form of electronic documents for the convenience of searching for references.

7. Reporting

The Nomination and Remuneration Committee has the duty and responsibility to report the activities and opinions of the Nomination and Remuneration Committee to shareholders and general investors, as well as government agencies. This ensures that the Nomination and Remuneration Committee is carefully managed and takes into account the interests of all shareholders equally. The Nomination and Remuneration Committee must report the performance of its duties to the Board of Directors. And the performance of duties in the past year is reported to the shareholders in the annual report.

8. Evaluation

To ensure that the Nomination and Remuneration Committee works effectively and achieves the assigned objectives, the Nomination and Remuneration Committee shall provide a self-assessment assessment of the Nomination and Remuneration Committee or other suitable methods to bring the assessment results to improve the operation to be more efficient and achieve the stated objectives.

This Charter of the Board of Directors of Malee Group Public Company Limited was revised and reviewed on November 14, 2022 to be effective in place of the original one from January 1, 2023 onwards. This charter shall be reviewed every 2 years, unless there is a requirement or new rules that have an impact will be taken into account from time to time.

.....**Chintana Boonyarat**.....

(Mrs. Chintana Boonyarat)

Chairman of the Board of Directors

Malee Group Public Company Limited