



Nomination and Remuneration Committee Charter

PTT Global Chemical PLC

1. Objectives

The Board of Directors has deemed it appropriate to prescribe a Nomination and Remuneration Committee Charter in order to compile details relating to composition, duties, responsibilities and practical guidelines for the discharge of duties as assigned by the Board of Directors. This allows the Nomination and Remuneration Committee to fairly, appropriately and transparently act in accordance with the good corporate governance in order to create confidence and credibility of the Company in stakeholders.

2. Composition and Qualifications of Nomination and Remuneration Committee Members

2.1 The Nomination and Remuneration Committee is comprised of at least three Directors and more than half of them must be Independent Directors. The Chairman of the Nomination and Remuneration Committee must be an Independent Director.

2.2 The Nomination and Remuneration Committee serves a term of three years. A Nomination and Remuneration Committee Member completing a term may be reappointed by the Board of Directors.

2.3 In the case where a Nomination and Remuneration Committee Member position becomes vacant for a reason other than completion of a term under 2.2; e.g. expiry from Directorial position, resignation or removal, the Board of Directors may appoint another person with fitting qualifications to maintain the required number of the Nomination and Remuneration Committee Members as per this Charter. The replacement member will serve only the remaining term of the Nomination and Remuneration Committee Member whom he / she replaces.

3. Scope of Duties

3.1 Select individuals suitable of nomination as new Directors or the Chief Executive Officer by adhering to structured and transparent screening and nomination criteria. The Nomination and Remuneration Committee nominates candidates by considering their experience, profession, skill matrix and diversity in field of expertise necessary to the nature of the Company's business strategy. This is to achieve a balance of different career fields and for the utmost benefits of the Company. The list of nominees may be selected from the Directors' Pool from trusted organizations, which will be presented at the Board of Directors' meeting and/or the shareholders' meeting for approval.

3.2 Provide criteria for the annual performance assessment of the Chief Executive Officer and assess the performance of the Chief Executive Officer in order to determine his/her remuneration before proposing to the Board of Directors for approval.

3.3 Provide remuneration guidelines for the Directors and Chief Executive Officer by setting up criteria that determines fair and reasonable remuneration for further submission at the Board of Directors' meeting and/or the Shareholders' meeting for approval.

3.4 Nominate the list of Directors who possess suitable qualifications for Sub-Committees to the Board of Directors for appointments.

3.5 Provide criteria for the annual performance assessment of the Board of Directors, namely determination of key performance indicators for the Board of directors (Board KPIs) and implementation of the board assessment questionnaires.

3.6 Review the adequacy of the Charter annually and propose recommended amendments to the Board of Directors for approval.

3.7 Engage in any other duties as assigned by the Board of Directors.

4. Responsibilities

The Nomination and Remuneration Committee is responsible directly to the Board of Directors in accordance with the duties and responsibilities assigned to them. Additionally, the Board of Directors is responsible to third parties for the operation of the Company as well.

5. Meetings

5.1 The Nomination and Remuneration Committee should meet at least twice a year. Members of the management, Executives or relevant employees of the Company or the auditor may be invited to participate in the meetings in order to opine, submit documents or information deemed relevant or necessary.

5.2 For all meetings of the Nomination and Remuneration Committee, the quorum will be met with the presence of at least two-third of all Nomination and Remuneration Committee Members in position at that time.

5.3 Nomination and Remuneration Committee Members with connected transaction in any matter being reviewed must be excluded from the voting on that matter, with the exception of the determination of remuneration for the Board of Directors.

5.4 Resolution is passed by means of majority votes where one Nomination and Remuneration Committee Member has one vote. In the case of a tie, the Chairman of the Nomination and Remuneration Committee is to cast an additional deciding vote.

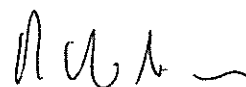
6. Reporting

The Nomination and Remuneration Committee must report the outcome of their operation to the Board of Directors and publish a Nomination and Remuneration Committee report, signed by the Chairman of the Nomination and Remuneration Committee in the annual report of the Company.

7. Performance Evaluation

The Nomination and Remuneration Committee must evaluate their performance and submit the findings of their annual evaluation to the Board of Directors.

This Charter takes effect from November 23, 2020 onwards.



(Mr. Piyasvasti Amranand)

Chairman