



Nomination and Remuneration Committee Charter

PTT Global Chemical PLC

1. Objectives

The Board of Directors has approved the formulation of the Nomination and Remuneration Committee Charter in order to compile details relating to composition, qualifications, duties, responsibilities and practical guidelines of the Nomination and Remuneration Committee. Thus, the Nomination and Remuneration Committee can fairly, appropriately and transparently perform their duties in accordance with the good corporate governance principles in order to create confidence and credibility among 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 all of the Nomination and Remuneration Committee Members must be 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 the completion of a term under 2.2; e.g. expiry from Directorial position, resignation or removal and thus the Committee comprises of less than three Members, it shall be deemed that the existing Members are able to continue performing the duties, and the Committee shall then propose the Board of Directors the appointment of the Committee Member to maintain the required number of the Committee Members in accordance with the Committee's composition at the first subsequent Committee's meeting. In the case where the number of the Nomination and Remuneration Committee Members is less than two which cannot constitute a quorum

of the Committee's meeting, the Board of Directors shall appoint a qualified and suitable Director as the Committee Member to ensure that the number of the Committee Members is fully in accordance with the Committee's composition.

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 Nominate and select qualified candidates to be Directors in replacement of those who retired by rotation or fill the vacant position due to a reason other than the retirement by rotation. By doing this, the criteria or procedure must be established to ensure transparency in nomination and selection, taking into account experience, profession, board skills matrix, and specialized expertise necessary for the nature of the Company's business. This is to achieve a balance of different career fields and for the utmost benefits of the Company. The Nomination and Remuneration Committee may also consider candidates from the Director Pool created by credible organizations. The list of proposed candidates will be presented to the Board of Directors and/or the Shareholder's Meeting for appointment.
- 3.2 Propose qualified Directors to be Sub-Committees to the Board of Directors for appointment.
- 3.3 Provide remuneration guidelines and packages for Directors and Sub-committees by establishing the criteria that determine fair and justifiable remuneration packages to propose the Board of Directors and the Shareholder's Meeting for approval.
- 3.4 Provide guidelines and criteria for the annual performance evaluation of the Board of Directors, namely determination of key performance indicators for the Board of Directors (Board KPIs) and implementation of the performance evaluation questionnaires of the Board of Directors and the Nomination and Remuneration Committee.

- 3.5 Nominate and select qualified Directors to be the Chief Executive Officer and President. By doing this, the criteria or procedure must be established to ensure transparency in nomination and selection, taking into account experience, knowledge, skills, capability, and specialized expertise necessary for the nature of the Company's business to ensure achievement of the Company's objectives and goals, leadership and experience in organization leadership. The list of proposed nominees will be presented to the Board of Directors for appointment.
- 3.6 Provide remuneration guidelines and packages for the Chief Executive Officer and President. By doing this, the subjects and criteria for the annual performance evaluation of the Chief Executive Officer and President must be established. The Nomination and Remuneration Committee must also evaluate the performance of the Chief Executive Officer and President to determine his/her justifiable remuneration packages to propose the Board of Directors for approval.
- 3.7 Review the adequacy of the Charter annually and propose recommended amendments to the Board of Directors for approval.
- 3.8 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 as specified in No.3. 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. In the case where the Chairman of the Nomination and Remuneration Committee is unable to attend the meeting, the Committee's meeting shall elect one Committee Member who attends the meeting to preside over the meeting.

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 Form 56-1 One 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 May 23, 2022 onwards.



(Mr. Piyasvasti Amranand)

Chairman