

The Nomination and Remuneration Committee Charter

The Nomination and Remuneration Committee is established with the approval of the Board of Directors, in an attempt to support the duty of the Board of Directors in formulating regulations in accordance with the Bank of Thailand's guidelines and in compliance with applicable regulations, including applicable laws.

1. Composition

1.1 The Nomination and Remuneration Committee consists of not less than 3 directors. Among all members of directors, even if the position is vacant, the remaining directors can perform the commission duty. However, if the number of directors is reduced to the point of being unable to constitute a quorum, the remaining directors are able to perform the duty only to convene a meeting, in order to appeal the Board of Directors to appoint additional directors to fill all vacant positions.

1.2 The Chairman of the Nomination and Remuneration Committee **must be** the Independent Director.

1.3 All Directors must be the Independent Director or the Non-executive Director.

2. Term of Office

2.1 The Nomination and Remuneration Committee has a term of office of 3 years, of which 1 year of the term of office means the duration in between the Annual General Meeting of Shareholders in the year of appointment and the next Annual General Meeting of Shareholders. A member of the Nomination and Remuneration Committee who vacates office upon the termination of the term may be re-appointed.

2.2 Nomination and Remuneration Director shall vacate from the directorship upon

- (1) termination of the term of office,
- (2) retiring from being a director of the Bank,
- (3) resignation,
- (4) death,

(5) removal by the resolution of the Board of Directors.

2.3 When the Nomination and Remuneration Director vacates office before the termination of the term of office, the Board of Directors shall appoint a director, who is completely qualified, to be the Nomination and Remuneration Director. Thus, the recently appointed director will be in the position only for the remaining term of the office of the Nomination and Remuneration director whom he/she replaces.

3. Duties and Responsibilities of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has duties and responsibilities as assigned by the Board of Directors to execute the following matters:

3.1 Determine policies, rules and procedures for the recruitment and determine the remuneration as well as other benefits for the Bank's directors, top executives and the management authorities.

3.2 Consider and recommend the overview of the policy regarding the remuneration and other benefits of the Bank.

3.3 Recruit and nominate the qualified candidates with qualifications as specified in the Bank's regulations and relevant laws before submitting to the Board of Directors for consideration and appointment in the following positions:

(1) Director

(2) Directors in various sub-committees who are assigned the duties and responsibilities directly from the Board of Directors

(3) Top executives and management authorities

3.4 Ensure that the Board of Directors has size and composition suitable for the organization, as well as implementing adjustment toward the changing environment. The Committee must consist of Directors with knowledge, competence and experience in various fields, including knowledge and expertise in accordance with the Skill Matrix specified by the Bank. This is consistent with the Bank's current and future strategic missions, along with the Bank's sustainable development. There will be no discrimination or exclusion on the grounds of

personal differences, such as religion, culture or gender, as a limitation in holding a director position.

3.5 Ensure that the Bank's directors, top executives, and management authorities receive compensation that is appropriate to their duties and responsibilities towards the Bank. Directors assigned to have additional duties and responsibilities should receive remuneration that is appropriate for their assigned duties and responsibilities.

3.6 Set guidelines and assess the performance of directors, top executives, and the management authorities of the Bank in order to adjust the annual remuneration. In this regard, it must take into account the responsibilities and risks involved, while paying attention to the long-term value addition of the shareholders' equity in consideration of the performance assessment accordingly.

3.7 Disclose policies and details of the recruitment process, remuneration policies, and circulate the remuneration in other forms. Prepare a remuneration report with details covering the operational goals and the opinions of the Nomination and Remuneration Committee as the primary and disclose such report in the Annual Report of the Bank.

3.8 Perform any other assignments set by the Board of Directors.

4. Meeting

4.1 The Nomination and Remuneration Committee shall organize a meeting at least once a quarter, which may be held via electronic media.

4.2 The Nomination and Remuneration Directors must be present at the meeting of not less than half of the total number of directors appointed by the Bank to constitute a quorum.

4.3 In the event that the Chairman of the Nomination and Remuneration Committee is not present at the meeting or unable to perform his/her duties, the Nomination and Remuneration Directors, who are present at the meeting, shall elect one of the Committee Directors to preside over the meeting.

4.4 The discretion of the meeting shall be made by a majority of votes as the resolution of the meeting. In the case of equal votes, the Chairman of the meeting shall have a casting vote.

5. Reporting

5.1 Report the performance of the Nomination and Remuneration Committee on the month with the meeting to the Board of Directors in the following month.

5.2 Report the performance of the Committee to shareholders in the Annual Report and the 56-1 Form.

This Charter is effective from 26th April 2023 onwards with the approval of the Board of Directors Meeting No. 21/2552 (759) on 15th October 2009.

(Revised edition: According to the Board of Directors' Resolution No.26/2563 (1051) on 23rd December 2020.)

(Reviewed edition by the Board of Directors' Resolution No.12/2565 (1086) on 27th July 2022, which includes changes and revisions to Section 4.4.)

(Reviewed edition by the Board of Directors' Resolution No.9/2566 (1105) on 26th April 2023, which includes changes and revisions to Section 1.2 and 1.3.)