



Charter of Nomination and Remuneration Committee	Reference No. Khor Sor Kor. 0/2563
	Approval date: 19 June 2020
	(Board of Directors' Meeting No. 4/2020)
	Effective date: 19 June 2020
	To replace the date of 27 February 2020

Charter	Accomplishment of the charter
<p>(1) Objectives The Board of Directors considers establishing the Charter of the Nomination and Remuneration Committee to compile elements, duties, responsibility and practice guideline as assigned by the Board of Directors. The aim is to ensure the Nomination and Remuneration Committee will perform their duty with fairness, adequacy and transparency, that the team management system is efficient, in line with good corporate governance to affirm the confidence and reliability to stakeholders, and to add value as well as to promote the sustainable growth of the Company.</p> <p>(2) Components The Nomination and Remuneration Committee comprises the Chairman of the board and at least 2 members. All the members are from appointment approved in the Board of Directors' meeting.</p> <p>(3) Qualifications</p> <ol style="list-style-type: none"> 1. Chairman of the Board, not being a chairman and member of the Nomination and Remuneration Committee 2. Being a member of the Nomination and Remuneration Committee, being a majority of Independent Director <p>(4) Term of Office Upon term completion of each member of the Nomination and Remuneration Committee, the meeting of the Board of Directors may re-appoint the said member who is fully qualified for another term.</p>	<p>Responsibility by the Board of Directors</p>



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<p>(5) <u>Role and Responsibilities</u></p> <p><u>Nomination</u></p> <ol style="list-style-type: none"> 1. Advise on number of members of the Board of Directors which suits to the size, type of business and adequate element to the organization, on the adjustment to conform with the changing environment. The Board of Directors must consist of the member who possess specific knowledge and skill related to our business, including various experiences. 2. Consider criteria and procedures of nominating qualified person individually to undertake the directorship, to conform with the Company's business strategy. The consideration should include the appropriateness and variety of knowledge field such as profession, skill, age, experience, gender, races, religion, background, expertise and ability, necessary field and take part in creating benefits. Individually elect when the directorship position become vacant or there is an appointment of an additional director to propose to the meeting of the Board of Directors and/or meeting of shareholder. 3. To consider and nominate an individual person having due qualifications to the Board of Directors for appointment as Chief of Executive Officer, President as well as to consider the succession plan of the Chief Executive Officer, President <p><u>Remuneration</u></p> <ol style="list-style-type: none"> 4. To consider the remuneration criteria for the director, Chief Executive Officer, President, Business President or equivalent position and propose to the Board of Directors' meeting for approval, and to audit to ensure the Company's criteria for the remuneration is adequate. 	



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<p>5. To consider annual compensation and bonus for the directors, Chief Executive Officer, President, Business President or equivalent position and propose to the Board of Directors' meeting and/or meeting of the shareholders for approval.</p> <p>6. To consider and determine annual remuneration and bonus for employees and propose to the Board of Directors' meeting.</p> <p>7. To prepare a report of the Nomination and Remuneration Committee and propose to the Board of Directors' meeting as considered appropriate or when requested.</p> <p>8. To consider terms and conditions for offering of newly issued shares as an incentive to directors and employees and propose to the Board of Directors' meeting and/or shareholders' meeting for approval.</p> <p><u>General</u></p> <p>9. To hire external expert as an advisor and to attend the meeting of the Board of Directors, Nomination and Remuneration Committee, upon an approval from the Board of Directors or the person assigned by the Board of Directors.</p> <p>10. To perform any other tasks as assigned by the Board of Directors' meeting</p>	



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<p><u>Meeting</u></p> <ol style="list-style-type: none"> The Nomination and Remuneration Committee must hold the meeting at least 2 times a year or call for a meeting at any time as considered appropriate. In every meeting session of the Nomination and Remuneration Committee, the Chairman of the Nomination and Remuneration Committee will present the meeting agenda. The meeting of the Nomination and Remuneration Committee must have at least more than half of the member to constitute a quorum. 	

(Mr. Charoen Sirivadhanabhakdi)
Chairman of the Board
BERLI JUCKER PUBLIC COMPANY LIMITED