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## Nomination and Compensation Committee Charter

### TEAM Consulting Engineering and Management Public Company Limited

#### Composition and Selection of the Nomination and Compensation Committee

The Nomination and Compensation Committee shall be appointed by the Board of Directors and shall consist of not less than three members. The Committee consists of a majority of independent and non-executive directors. One member of the Nomination and Compensation Committee shall be appointed as the Chairman of the Nomination and Compensation Committee.

Each member of the Nomination and Compensation Committee may hold positions in no more than five listed companies.

#### Scope of powers, duties and responsibilities of the Nomination and Compensation Committee

##### Nomination

1. Determine the method of selecting suitable candidates for the director positions that are appropriate to the nature and operations of the organization. Define the qualifications and expertise required in each area.
2. Select the directors when the terms complete and propose candidate list to the board of directors for consideration. Selection may consider existing directors to continue their positions, open for candidates from shareholders, employ an external company to assist in the selection process, consider a professional director directory, or nomination from the directors for suitable candidates, etc.
3. Consider the candidate list and select persons whose qualifications are in line with the specified criteria and qualifications.
4. Verify if the nominated candidates' qualifications is in accordance with the law and the requirements of the relevant agencies.
5. To approach persons who meet the qualification criteria to ensure that they are willing to take up the director positions of the Company if appointed by shareholders.
6. Propose the candidates to the Board of Directors for consideration and include the list of prospective candidates in the shareholders' meeting invitation letter for the shareholders' meeting or the Board of Directors to consider appointing, depending on the circumstances.
7. Consider the selection of subcommittees and the Chief Executive Officer as assigned by the Board of Directors.
8. Select consultants to provide opinions or advice if necessary.

## **Compensation**

1. Consider the suitable criteria for remuneration of directors, subcommittees and the Chief Executive Officer. Review the appropriateness of the existing criteria and compare the result with remuneration of other companies in the same industry. Determine the proper criteria in order to generate the fair and anticipated results and reciprocate the persons who contribute to the Company's accomplishment.
2. Review all categories of compensation, such as regular compensation, performance-based compensation and meeting allowances. What should be considered include the practices of the similar business, the company's performance and size of business, including the responsibilities, knowledge, skills and experience of directors and senior executives that are required by the Company.
3. Consider the performance evaluation criteria of the CEO as assigned by the Board of Directors.
4. Determine the annual remuneration of the directors, sub-committees and the CEO in accordance with the payment criteria that have been considered. Present it to the Board of Directors for approval of the compensation of the sub-committees and the CEO. The Board of Directors shall present the director's compensation to the shareholders' meeting for approval.
5. Consider the pertinence and give approval in the case of offering new securities to directors and employees. The consideration adheres to the principle of fairness to shareholders and creating incentives for directors and employees to perform their duties. The incentives will create added value for shareholders in the long term and to be able to retain truly quality personnel.

## **Meeting**

1. In the case that the Chairman of the Nomination and Compensation Committee is not present at the meeting or is unable to perform his duties, the Nomination and Compensation Committee members who attend the meeting shall select one of the Nomination and Compensation Committee members to be the chairman of the meeting.
2. Directors who may have conflicts of interest or have interests in any matter shall not have the right to vote on such matter, except when considering compensation for the entire board of directors.

## **Completion of Term**

1. The Nomination and Compensation Committee has a term of office of 3 years from the date of appointment or as resolved by the Board of Directors. Nomination and Compensation Committee members who have completed the terms may be nominated and reappointed.

2. When leaving the position of a company director, executive or employee, they spontaneously leave the position of the Nomination and Compensation Committee member<sup>1</sup>.

#### Review and revision of the Charter

This Charter shall be reviewed at least annually by the Nomination and Compensation Committee. Any revision shall be submitted to the Board of Directors for approval.

This Nomination and Compensation Committee Charter shall be effective from December 21, 2023 onwards.

General .....	.....
(Wichien Sirisoonthorn)	(Mr. Rapee Phongbupakicha)
Chairman of Nomination and Compensation Committee	Chairman of the Board

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<sup>1</sup> Amended by the resolution of the Board of Directors' Meeting of TEAM Consulting Engineering and Management Public Company Limited No. 9/2023 on December 21, 2023.