



PTG ENERGY GROUP

Supporting Document

on

The Charter of the Nomination and Remuneration Committee

Record of Revisions

09	01/01/2024	2023 Annual Review
08	01/01/2023	2022 Annual Review
07	11/08/2022	Addition of BOD Candidates' Qualifications and Those of Other Positions
06	01/01/2022	2021 Annual Review
05	01/01/2021	Addition of the Nomination and Remuneration Committee's Qualifications
04	01/01/2020	2019 Annual Review
03	01/01/2019	2018 Annual Review
02	01/01/2018	2017 Annual Review
01	23/12/2016	2016 Annual Review
00	25/02/2016	First Execution
Rev#	Execution Date	Description



The Charter of the Nomination and Remuneration Committee

Objective

The Nomination and Remuneration Committee was formed with objectives to consider the nomination criteria and process in acquiring company directors and to nominate candidates using the nomination procedures in place, as well as to consider types and criteria of the remuneration of company directors and high-ranking executives to ensure it is appropriate and promotes preferable corporate governance.

Components of the Nomination and Remuneration Committee

1. The Board of Directors appoints the Nomination and Remuneration Committee through a selection of three non-executive directors among them, majority of which must be independent directors. The Committee shall be tasked with drafting the nomination criteria and process to ensure diverse pools of candidates, whether in terms of qualifications, skills, experience, abilities, or characteristics, as well as gender and age, which are mandatory to accomplish the objectives and the optimum goals of the company. A skills matrix shall be provided to reassure that the overall successful candidates of the Nomination and Remuneration Committee possess proper qualifications that resonate with the requirements of the company. Furthermore, the Nomination and Remuneration Committee shall elect one among them to serve as the Committee Chairman. Such a person must be an independent director and is not currently serving as the Chairman of the Board of Directors.

2. The Nomination and Remuneration Committee members are required to possess adequate knowledge, abilities, and experience, as well as to comprehend their qualification requirements, duties, and responsibilities.

3. The Nomination and Remuneration Committee shall appoint the committee's secretary, who can be any person as deemed appropriate, to assist in arranging meetings, preparing meeting agenda, delivering meeting materials, and providing meeting minutes.

Qualifications of the Nomination and Remuneration Committee

1. Be a company director
2. Possess knowledge and abilities. Understand the nature of business, as well as roles, duties, and responsibilities of the Board of Directors or subcommittees while also having considerable knowledge about corporate governance.
3. Possess a broad vision; consistently be informed of changes in the nomination and remuneration at the international level to improve the existing remuneration and nomination policy applied to the company directors.
4. Understand the guidelines of each director's and executive's potential and skill development to ensure more efficient work performance.
5. Capable of independently performing duties and rendering opinions as well as reporting outcomes of assigned duties and being able to devote sufficient time to work.
6. Independent and impartial in the nomination and selection of candidates for company directors in replacement of those who have retired by rotation, or other reasons, while also providing sufficient information about the nominated individuals for further consideration of the Board of Directors.

Tenure

1. The Nomination and Remuneration Committee has a term of office equal to that of the company directors. The term of office shall expire on the expiration date of the director position in an Annual General Meeting of Shareholders.

2. Members of the Nomination and Remuneration Committee who vacate the office by rotation may be re-appointed. In this regard, the term of office shall not be automatically renewed.



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3. In addition to vacating the office by rotation, a member of the Nomination and Remuneration Committee shall vacate the office upon the followings:

3.1 Death

3.2 Resignation

3.3 Lack of qualifications or possessing disqualifications as set forth in the Public Limited Companies Act, B.E. 2535 (A.D. 1992), (including its amendment).

3.4 The BOD meeting resolves for resignation.

3.5 The court orders for resignation.

Voting Rights

It is required that each committee member shall have one vote. The decision of the Nomination and Remuneration Committee meeting shall be made by a majority of votes. In the case of a tie, the Chairman of the Nomination and Remuneration Committee shall have an additional casting vote. In this regard, committee members who have a stake in the matter under consideration must not participate in expressing opinions or voting on such matters.

Meeting

1. The Nomination and Remuneration Committee shall organize a meeting at least once a quarter and an extraordinary meeting as deemed appropriate by outlining a meeting agenda and informing the Nomination and Remuneration Committee members in advance with sufficient information.

2. Meetings of the Nomination and Remuneration Committee must be attended by not less than half of the total members to form a quorum.

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 remaining members shall elect one among them to preside over the meeting.

4. The Nomination and Remuneration Committee may invite the management, or related parties, or a person who deems fit to attend the meeting on a specific agenda to seek information as needed and suitable for the meeting agenda.

5. The Secretary of the Nomination and Remuneration Committee shall be responsible for providing minutes of the meeting and meeting materials.

Scope of Duties

Nomination

1. Formulate policies, rules, and procedures for the nomination of company directors, sub-committees, Chief Executive Officer and President, Managing Director, and the like to ensure that they are appropriate, transparent, and to strengthen confidence that the high-ranking executives of the company shall be professional and can engage in the management affairs independently from major shareholders, or other individuals. The Nomination and Remuneration Committee shall consider candidates based on their skills, experience, profession, and specific qualifications that are necessary and beneficial to the company's business operations, as well as taking into account the conflict of interest for further consideration and approval of the Board of Directors and/or an Annual General Meeting of Shareholders, as the case may be.

2. Consider qualifications of an individual who shall serve as a company director, sub-committee, Chief Executive Officer and President, Managing Director, or the like, taking into account the board diversity by not limiting or discriminating on gender, age, race, nationality, religion, color, national or cultural background, or any other



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differences, to ensure that the composition and qualifications of the Board of Directors are appropriately diversified. Moreover, it shall consider the knowledge, experience, special expertise that is beneficial to the company, along with time devotion and efforts to perform duties of the directors, sub-committees, Chief Executive Officer and President, Managing Director, and the like.

3. Determine methods for recruiting, selecting, and nominating qualified persons that suit the nature of the business and is in compliance with applicable regulations and laws to serve in the position of a company director, sub-committee, Chief Executive Officer and President, Managing Director, and the like, for further consideration of the Board of Directors and/or an Annual General Meeting of Shareholders, as the case may be.

4. Consider the qualifications of independent directors to ensure they fulfill the criteria prescribed by the Capital Market Supervisory Board, Stock Exchange of Thailand, and any other relevant notifications.

5. Ensure that the Board of Directors and sub-committees have a size and components that are suitable for the company and able to embrace the changing environment. The Board of Directors and sub-committees must consist of individuals that possess knowledge, abilities, skills, and experiences in various fields.

6. Prepare a succession plan for senior executives, specifically for the position of Chief Executive Officer and President, Managing Director, and the like.

7. Disclose policies and details of the recruitment process in the company's annual report.

8. Consider any other matters, or perform any other duties assigned by the Board of Directors.

Consideration of Remuneration

1. Determine policies for the remuneration of all types and other welfares, including the amount of compensation and other benefits for company directors, sub-committees, Chief Executive Officer and President, Managing Director, and the like. Such consideration must be based on apparent and transparent criteria and the result of which shall be proposed to the Board of Directors and/or an Annual General Meeting of Shareholders, as the case may be, for further consideration.

2. Ensure all types of remuneration payment criteria and other benefits are suitable and at an appropriate level, sufficient to motivate company directors, sub-committees, Chief Executive Officer and President, Managing Director, and the like, to perform their duties and responsibilities in pursuit of the objectives and the major goals of the company, as well as contributing to and staying with the company in the long run; however, the remuneration must not be overpaid. In this regard, the company determines the remuneration by taking into account the appropriateness of various matters, e.g., roles, duties and responsibilities, experience, results of annual performance appraisals, and the operating results of the company as well as the remuneration of directors of other companies in other similar business fields and industries.

3. Guidelines for determining the remuneration of company directors, sub-committees, Chief Executive Officer and President, Managing Director, and the like, must be consistent with strategies and short-term/long-term goals. The shareholders shall be responsible for approving the structure and the remuneration rate for the directors and sub-committees, both in the monetary and the non-monetary form, as well as disclosing the policy and the criteria for determining the remuneration of the company's directors, sub-committees, type and amount of remuneration at the Annual General Meeting of Shareholders each year.

4. Scrutinize the management's proposals on the compensation policy, compensation plan, and extra benefits other than compensations for the employees of PTG Energy Group for further approval of the Board of Directors.

5. Set guidelines for evaluating the performance of the Board of Directors, sub-committees, Chief Executive Officer and President, Managing Director, and the like, to consider annual returns.

6. Disclose policies and details of compensations and disclose monetary and non-monetary compensations in the company's annual registration statement (Form 56-1) and/or annual report (Form 56-2).



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7. Consider any other matters or perform any other tasks assigned by the Board of Directors.

Report of the Nomination and Remuneration Committee

1. The Nomination and Remuneration Committee reports on operating results and presents their opinions to the Board of Directors at least once a year.
2. Prepare a report on the Committee's performance signed by the Chairman of the Nomination and Remuneration Committee for further disclosure in the company's annual registration statement (Form 56-1) and/or annual report (Form 56-2).

Performance appraisal of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee requires a group and individual performance evaluation on a regular basis in order to review the overall performance at least once a year, the results of which shall be reported to the Board of Directors.

Review of the Charter of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall, at least once a year, review all particulars and the compliance with the Charter of the Nomination and Remuneration Committee to ensure it suits the company's business operations and shall be in alignment with provisions to be set forth by laws from time to time.