

The Charter of Nomination and Remuneration Committee

Dohome Public Company Limited

The Charter of Nomination and Remuneration Committee

1. Objectives

Nomination and Remuneration Committee, (“Nomination Committee”) has the duties to nominate qualified candidates to be appointed as the Company's directors and senior executives, set the forms and criteria on remuneration paid to directors and senior executives prior to proposing for the approval by the Board of Directors and/ or the shareholders' meeting (case by case).

2. Composition

The Nomination and Remuneration Committee comprises at least three members, most of whom are independent directors.

The Nomination and Remuneration Committee shall among them select one independent director to be its Chairperson, and appoint the committee's secretary to support its works regarding meeting appointment, preparing meeting agenda, sending meeting documents and making meeting reports.

3. Qualifications of the Nomination Committee

The Nomination Committee must be a following qualifications:

- (1) Be knowledgeable, honest and have an ethics in business and have enough time to devote knowledge and duties to the Company.
- (2) Fully qualified and not prohibited by applicable law.
- (3) Not operate a business of the same nature as and in competition with the Company or subsidiaries; nor be the significant partner of the partnership in another juristic person operating a business of the same nature and in competition with the business of the company whether for the benefit of oneself or others unless notified to the Board of Directors' meeting prior to the appointment.

4. Election and Term of Office of the Nomination and Remuneration Committee

The term of office of the Committee is 3 years and shall be in accordance with the tenure of the Board of Directors (if a member of the Committee is also a member of the Board). A member of the Committee who retires by rotation may be re-appointed to resume his/her office. In the case of the expiration of term or vacation from office before the expiration of term which leads to the number of the

Committee's members becomes lower than 3 members, the Board of Directors shall appoint a new member in replacement promptly or at least within 3 months as from the date the number of members is incomplete for the continuation of performance of the Committee.

A member of the Nomination and Remuneration Committee can vacate office upon:

- (1) Termination of the director status;
- (2) Expiration of term of office;
- (3) Death;
- (4) Resignation;
- (5) Dismissal;
- (6) Lack of qualifications of being a director, or having prohibited characteristics under a law on public company, or showing a lack of proper characteristics to be entrusted with managing a business whose shares are held by the public according to a law on securities and stock exchange.

5. **Scope of Authorities, Duties and Responsibilities of the Nomination and Remuneration Committee**

The Board of Directors' Meeting No. 1/2020 dated 20 February 2020 approved the Charter of Nomination and Remuneration Committee in which the Committee's scope of duties, authorities and responsibilities are specified as follows:

- (1) Considering the Board of Directors' structure in terms of the number of directors suitable to the business size, nature and complexity.
- (2) Determining the qualifications, criteria and selection of the company's directors and managing director, and selecting and nominating persons with suitable knowledge, experiences and expertise to the Board of Directors or to the Shareholders' Meeting for appointment (as the case may be). In doing so, the Committee shall provide shareholders with adequate information about the nominated persons for decision.

- (3) Reviewing criteria and method on selecting directors for proposing to the BOD before selecting directors whose terms have expired. In case that the same director is nominated, the Committee shall take into consideration such director's past performance.
- (4) Considering independence of each independent director to ensure that the Company's independent directors have all required qualifications.
- (5) Considering the format and procedures of developing the Company's directors, sub-committee members and managing director in accordance with the Company's business and conditions. For newly appointed director, the Committee should oversee the Company to organize an orientation and provide documents and information beneficial for performing his/her duties.
- (6) Preparing and reviewing the plan on developing the managing director and high-level executives in order to develop into a succession plan for replacement of managing director or high-level executives who are retired or unable to perform works so that the Company's management is not disrupted.
- (7) Developing the remuneration structure, forms and payment criteria (whether in forms of money, securities or others) for directors, sub-committee members and managing director to be appropriate, fair and lawful. And determining the rate of pays, compensations, rewards, bonus, and pay rise for directors, sub-committee members and managing director in order to propose to the Board of Directors' meeting and/or the Shareholders' meeting (as the case maybe) for further consideration.
- (8) Developing a guideline on directors' remuneration in accordance with the Company's strategies and long-term goal, experiences, duties, accountability and responsibility, as well as benefits expected to obtain from each director. Directors' remuneration should be at a rate comparable with others in the same industry. The Committee shall also develop a guideline on the managing director's remuneration in accordance with the Company's main objectives and goals, and long-term benefits.
- (9) Developing the evaluation criteria for the Company's managing director and proposing them to the Board of Director for approval.

- (10) Reviewing and proposing the Board of Directors to consider amending the scope of authorization, duties and responsibilities of the Nomination and Remuneration Committee according to situations.
- (11) Performing any other actions as assigned by the Board of Directors or according to the policy determined by the Board.

6. Meeting

- (1) The Nomination Committee Meeting shall be held as deemed appropriate by the Chairman of the Nomination Committee at least twice a year.
- (2) In summoning the Nomination Committee meeting, Chairman of the Nomination Committee or a person who is assigned send notification letter together with the agenda and supporting documents for the meeting to the Nomination Committee at least 5 days in advance of the meeting date for the Nomination Committee had enough time to study the information except in an urgent case to maintain rights or benefits of the Company to be able to notify the meeting by other methods or to set the meeting date earlier.

7. Quorum and Voting

- (1) At the meeting of the Nomination Committee, a nomination committee should attend the meeting for not less than half of the number Nomination Committee all will constitute a quorum. In case the Chairman of the Nomination Committee not attend the meeting or unable to perform duties to the Nomination Committee who came to the meeting to select the Nomination Committee one of them acts as the Chairman of the meeting.
- (2) The decision of the meeting shall be made by a majority of votes.
- (3) Member of Nomination Committee one person has one vote, except the Nomination Committee which has a stake in any matter will not have the right to vote on that matter to the Chairman of the meeting vote one more vote as a decisive voice.
- (4) The Chairman of the Nomination Committee always report the results to next the meeting of the Board of Directors' meeting for acknowledgment.

8. Remuneration

The Board of Directors determines the Nomination Committee's remuneration and propose to the Annual General Meeting of shareholders to consideration.

This Charter shall be effective from 3 May 2018 onwards.

This Charter was reviewed by the Board of Directors' Meeting No. 1/2021 on 17 February 2021.

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Mr. Chatrchai Tuongratanaphan
Chairman of the Board of Directors
Dohome Public Company Limited