

THAI SOLAR ENERGY PUBLIC COMPANY LIMITED



Charter of Nomination and Remuneration Committee



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Thai Solar Energy Public Company Limited

Revision history

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1. Objectives

The Nomination and Remuneration Committee is responsible for setting up criteria and a process of selection of qualified persons to be appointed as directors and top executives of the Company as well as a selection of the Company's directors to perform duties of members of the sub-committees. In addition, the Nomination and Remuneration Committee shall consider a form and criteria for remuneration payments and select persons according to the specified selection process and proposed for the Board of Directors or the shareholders meetings' consideration and approval in compliance with stipulated laws.

2. Composition, Appointment and Qualifications

2.1 Composition and Appointment

2.1.1 The Nomination and Remuneration Committee comprises at least three directors.

2.1.2 The Board of Directors shall consider an appointment of the Company directors as members of the Nomination and Remuneration Committee. A member of the Nomination and Remuneration Committee who shall retire by rotation may be re-appointed.

2.1.3 The Nomination and Remuneration Committee shall consider and elect one of the independent directors of the Board of Directors as the Chairman of the Nomination and Remuneration Committee.

2.1.4 The Company's staff shall be proposed to act as a company secretary and to be concurred by the Nomination and Remuneration Committee.

2.2 Qualifications

Members shall be able to devote sufficient time to perform duties in the Nomination and Remuneration Committee for accomplishment of objectives.

3. Term of Office and Expiration of Term of Office

3.1 Term of Office

3.1.1 The term of office of each member of the Nomination and Remuneration Committee shall be in compliance with the Board of Directors' term of office.

3.1.2 In case of any member of the Nomination and Remuneration Committee vacating office which causes incomplete composition of the Nomination and Remuneration Committee as specified in No. 2.1.1, the Board of Directors shall appoint a new member of the Nomination and Remuneration Committee to replace a vacant member seat no later than three months from the date of incompleteness.

3.2 Expiration of Term of Office

3.2.1 Members of the Nomination and Remuneration Committee shall vacate office immediately upon

- Death
- Resignation
- Expiration of term of office of being directors
- Expiration of term of office by the Board of Directors' resolution
- Dispossession of qualifications of being members of the Nomination and Remuneration Committee as specified in No. 2.2

3.2.2 For resignation, a member of the Nomination and Remuneration Committee shall be required to tender a resignation letter to the Chairman of the Board of Directors.

4. Duties and Responsibilities

4.1 Selection

4.1.1 Consider the organization structure, qualifications of directors, chief executive officer and members of sub-committees appropriate to the Company's business.

4.1.2 Determine reliable and transparent criteria or methods for a selection and nomination of qualified persons to be new directors or chief executive officer of the Company and proposed for the Board of Directors and/or the shareholders meeting's further approval.

4.2 Remuneration

4.2.1 Consider a guideline on determination of remuneration and other benefits both cash and noncash to the Board of Directors, Executive Committee and Chief Executive Officer by setting up fair and reasonable criteria or methods for remuneration payments in accordance with operating results of the Company and other companies in the same industry and proposed for the Board of Directors and/or the shareholders meeting's approval.

4.2.2 Consider and approve the Company and its subsidiaries' overall annual remuneration policy.

4.2.3 Consider and approve the determination of rewards, salary increase, remuneration and special bonus other than annual bonus to the Company's top executives.

4.3 Others

Perform other tasks, as assigned by the Board of Directors, which are relevant to a selection and consideration of remuneration of the directors, executive committee and the chief executive officer of the Company.

5. Meeting

5.1 Number of Meetings

5.1.1 The Nomination and Remuneration Committee shall meet at least twice in a year and or may hold additional meetings as the chairman of the Nomination and Remuneration Committee deems appropriate.

5.1.2 The chairman of the Nomination and Remuneration Committee may convene a special meeting if a member of the Nomination and Remuneration Committee of the chairman of the Board of Directors requests when there is necessary agenda items.

5.2 Meeting Attendants

5.2.1 At a meeting of the Nomination and Remuneration Committee, the presence of not less than one half of the total number of members is required to constitute a quorum and the meeting shall be chaired by the chairman of the Nomination and Remuneration Committee.

5.2.2 A secretary to the Nomination and Remuneration Committee must attend the meeting every time. In case of the secretary's necessary absence, the Company may assign any person to attend the meeting instead.

5.3 Voting

5.3.1 The *Nomination and Remuneration Committee's resolution* shall be passed by a *majority vote* of members who attend the meeting and vote. In voting, each *member* shall be entitled to *one vote*. In case of an equality of votes, the chairman of the meeting shall give a casting vote.

5.3.2 The Nomination and Remuneration Committee member who has an interest in agenda for consideration shall abstain votes on such a matter.

5.4 Taking Minutes of Meeting

The secretary to the Nomination and Remuneration Committee or any person shall be assigned to take the minutes of the meeting.

6. Report of the Nomination and Remuneration Committee

6.1 The Nomination and Remuneration Committee shall report the result of the selection and consideration of remuneration, the result of the meeting or other reports which should be proposed for acknowledgement to the next Board of Directors meeting.

6.2 The chairman of the Nomination and Remuneration Committee shall report its performances related to a selection and consideration of remuneration in the annual report and the checklist form for the shareholders' acknowledgement.

7. Remuneration

The Nomination and Remuneration Committee shall be paid remuneration, as approved by the Board of Directors, appropriate to its duties and responsibilities.

Announced on 28 February 2019

- signed -

(Mr. Prasan Chuaphanich)

Chairman of the Nomination and Remuneration Committee

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