

## **The Nomination, Remuneration and Corporate Governance Committee Charter**

The Nomination, Remuneration, and Corporate Governance Committee, appointed by the Board of Directors, is tasked with establishing criteria and policies for recruitment and determining director remuneration. This includes selecting and nominating suitable candidates for director and senior executive positions, as well as defining governance policies and practices. Additionally, the committee executes various assignments delegated by the Board of Directors. The Committee Charter is formulated to delineate operational frameworks, authority scopes, duties, and responsibilities of the Nomination, Remuneration, and Corporate Governance Committee. It serves as a guiding document for effective execution of duties assigned to the committee, ensuring efficient performance.

### **Composition and Properties**

1. The Nomination, Remuneration, and Corporate Governance Committee is appointed by the Board of Directors.
2. The Nomination, Remuneration, and Corporate Governance Committee should have no more than 3 people, consisting of independent directors, Company's directors, and/or experts.
3. The Chairman of the Nomination, Remuneration, and Corporate Governance Committee is an independent director who may be appointed by the Board of Directors or the Nomination, Remuneration, and Corporate Governance Committee. Any member may be selected to serve as Chairman of the Nomination, Remuneration, and Corporate Governance Committee.
4. The Nomination, Remuneration, and Corporate Governance Committee may appoint an appropriate person to be the secretary of the Nomination, Remuneration, and Corporate Governance Committee.

### **Scope, Duties, and Responsibilities of the Nomination, Remuneration, and Corporate Governance Committee**

1. Set policies, criteria, and methods for recruitment, as well as consider selecting and nominating the Company's directors and members of the sub-committees to the Board of Directors for approval.
2. Consider and provide opinions on development plans for senior executives, including criteria for succession of senior executives.
3. Establish policies and criteria for determining the remuneration of directors and sub-committee members, to be presented to the Board of Directors and/or shareholders, as necessary.
4. Present a remuneration plan for the Board of Directors and sub-committees of the Company, both monetary and non-monetary, to the Board of Directors for consideration and to shareholders for approval.
5. Review and provide opinions on management proposals regarding remuneration and benefits of senior executives and employees, to present to the Board of Directors.
6. Set the scope and policy regarding corporate governance, business ethics, and anti-corruption policy, to present to the Board of Directors for consideration and approval.
7. Supervise the Company's business operations, consistently adhering to corporate governance policies.
8. Review the Company's corporate governance policy annually, proposing improvements and amendments to various policies and practices related to corporate governance to suit the Company's business operations.

9. Perform any other work as assigned by the Board of Directors.
10. Arrange for the Nomination, Remuneration and Corporate Governance Committee to conduct self-assessment of its performance, evaluating both overall and individual performance at least once a year and reporting the evaluation results to the Board of Directors.

#### **Meeting Procedures**

1. Arrange meetings as necessary and appropriate.
2. In each meeting, there must be at least half of the members of the Nomination, Remuneration, and Corporate Governance Committee present.
3. When calling a meeting of the Nomination, Remuneration and Corporate Governance Committee, the chairman or secretary of the committee shall send the meeting invitation letter to all members of the committee at least 7 days before the meeting date, except in cases of urgent necessity.
4. The Nomination, Remuneration and Corporate Governance Committee may invite other individuals to attend the meeting as deemed appropriate.
5. Voting at the meeting shall be based on the majority vote criteria. In case of a tie, the chairman of the committee shall be the arbiter.
6. The secretary of the Nomination, Remuneration and Corporate Governance Committee is responsible for scheduling, preparing for the meeting, setting the agenda, submitting meeting documents in advance, and preparing meeting minutes for distribution to all committee members after the meeting.

#### **Term of Office**

1. Members of the Nomination, Remuneration and Corporate Governance Committee have a term of office of 3 years. Members whose terms have expired may be reappointed to new positions as appointed by the Board of Directors.
2. Members of the Nomination, Remuneration and Corporate Governance Committee will vacate their positions upon the completion of their term, resignation, removal from or leaving the position of Company's director, or death.
3. In the event that a position on the Nomination, Remuneration and Corporate Governance Committee becomes vacant for reasons other than term expiration, consideration shall be given to appointing Company's directors and/or qualified individuals to fill the position. The appointed member shall hold the position for the remaining term of the departing member of the Nomination, Remuneration and Corporate Governance Committee who previously held the position.

**Remuneration**

The determination of remuneration for members of the Nomination, Remuneration and Corporate Governance Committee and/or qualified individuals shall be deliberated upon at the Board of Directors' meeting and proposed for approval at the shareholders' meeting, requiring a vote of not less than two-thirds of the total number of votes of shareholders present at the meeting.

This policy has been approved by the Board of Directors and will come into effect from February 15, 2024.

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Mr. Cheng Niruttinanon

Chairman of the Board of Directors

i-Tail Corporation Public Company Limited