



Charter of the Nomination and Remuneration

Nirvana Daii Public Company Limited

(Revised Version of the year 2020)

1. Definition

"the Company"	refers to Nirvana Daii Public Company Limited
"Board of Directors"	refers to Board of Directors of Nirvana Daii Public Company Limited
"Nomination and Remuneration Committee"	refers to Nomination and Remuneration Committee of Nirvana Daii Public Company Limited
"Director"	refers to Director of Nirvana Daii Public Company Limited
"Members of the Nomination and Remuneration Committee"	refers to members of the Nomination and Remuneration Committee of Nirvana Daii Public Company Limited
"Chairman"	refers to Chairman of Nirvana Daii Public Company Limited
"Chief Executive Officer"	refers to Chief Executive Officer of Nirvana Daii Public Company Limited

2. Objectives

The Board of Directors of the Company has appointed the Nomination and Remuneration Committee to promote the good corporate governance by supervising and being responsible for the following matters;

- 2.1 Determining criteria and procedures for recruiting persons qualified to take office as directors, members in sub-committees, and Chief Executive Officer.
- 2.2 Determining criteria for remuneration and form of remuneration for directors, including sub-committees, in order to propose an opinion to the Board of Directors of the Company for consideration prior to presentation to the shareholders' meeting for consideration and approval, as well as consider criteria for remuneration and form of remuneration for Chief Executive Officer.

3. Composition

The Nomination and Remuneration Committee comprises at least 3 directors, with at least one half of them being an independent director and the Members of the Nomination and Remuneration Committee must not hold a position of Chief Executive Officer.

4. Qualifications

- 4.1 Having of the qualifications and possesses no prohibited characteristics under Public Limited Companies Act and relevant laws.
- 4.2 The Members of the Nomination and Remuneration Committee who are independent directors must be independent in accordance with the good corporate governance of the Company and comply with the good corporate governance of the Company.

6. Scope of authority, duties, and responsibilities

6.1 Nomination

- 1) Determining criteria and method for nomination of directors.
- 2) Considering and approving the structure, size, and composition of the Board of Directors and the sub-committees to be appropriate for the Company's strategies and the adjustment to its changed environment and presenting to the Board of Directors for approval.
- 3) Determining and approving the qualifications of candidates to be appointed as directors by considering the diversity of knowledge, expertise, skills, and experience that shall benefit the business operations of the Company and time devoted to the Company and presenting to the Board of Directors for approval.
- 4) Recruiting, selecting, and appointing persons who are nominated as directors of the Company, members of the sub-committees, and Chief Executive Officer in order to propose to the Board of Directors of the Company for consideration and approval the appointment as appropriate or when the positions are vacant.
- 5) Considering and reviewing the succession plan for Chief Executive Officer, together with the list of appropriate candidates to be considered as a successor and proposing to the Board of Directors of the Company for consideration and approval the appointment when the position is vacant.
- 6) Establishing criteria and evaluating the performance of the Board of Directors of the Company annually in order to report to the Board of Directors of the Company.
- 7) Setting the evaluation of the performance of the Board of Directors, the sub-committees, and Chief Executive Officer annually and reporting the assessment results to the Board of Directors, as well as encouraging the Company to allow minority shareholders to nominate candidates for nomination as directors.
- 8) Performing other duties related to the nomination assigned by the Board of Directors of the Company.

6.2 Remuneration

6.2.1 Consideration of remuneration for the Board of Directors and the sub-committees

- 1) Proposing guidelines for remuneration which are appropriate to the tasks, duties and responsibilities of directors and members of the sub-committees by linking remuneration to the assessment results, business plans, and overall operating results of the Company in order to motivate and retain talent and potential directors. The Board of Directors of the Company shall consider and approve prior to the submission to the annual general meeting of shareholders for consideration and approval.

one vote. The Chairman of the meeting shall abstain from voting on any agenda item unless in case of a tied vote, whereby they shall cast the decisive vote.

- 2) Members of the Nomination and Remuneration Committee having a stake in a given matter shall have no right to attend or vote on such matter, except for the determination of remuneration stated in this Charter.

7.4 Minutes of the meetings

The Secretary to the Nomination and Remuneration Committee or an assigned person shall be responsible for preparing minutes of the meetings.

8. Reporting

The Nomination and Remuneration Committee shall prepare a summary report of its operating results, minutes of meetings, or any other reports that the Board of Directors of the Company shall be acknowledged in the following Board of Directors' meeting.

9. Performance assessment

The Nomination and Remuneration Committee shall assess its performance annually and report problems or obstacles that cause the failure in operation (if any) to the Board of Directors of the Company.

10. Charter review and amendment

The Nomination and Remuneration Committee shall review this charter annually and recommend amendment as deemed appropriate to the Board of Directors of the Company for consideration and approval.

Announced on December 29, 2020



(Mr. Sutthichai Sungkamanee)

Chairman

Nirvana Daii Public Company Limited