



Ratch Pathana Energy Public Company Limited
Charter of Nomination and Remuneration Committee
B.E. 2567 (2024)

The Board of Directors of Ratch Pathana Energy Public Company Limited recognizes the importance of good corporate governance in accordance with the Corporate Governance Code and the compliance with Chapter 3/1 of the Securities and Exchange Act B.E. 2535 (1992), as amended by the Securities and Exchange Act (No. 4) B.E. 2551 (2008) and the Securities and Exchange Act (No. 5) B.E. 2559 (2016). To align with current management and operational practices, the Board of Directors' Meeting of Ratch Pathana Energy Public Company Limited No. 9/2567 on December 23, 2024, resolved to approve the Charter of Nomination and Remuneration Committee and to revoke all previously issued versions of the Charter of Nomination and Remuneration Committee as follows:

1. Objective

The Nomination and Remuneration Committee has been established to support the Board of Directors in performing its duties related to good corporate governance.

Nomination: To nominate and screen qualified individuals suitable for appointments as Company Directors, ensuring that the nomination process is conducted in a transparent manner.

Remuneration: To consider and determine the criteria and structure of remuneration for Company directors, ensuring that the compensation is provided in a transparent and fair manner.

2. Composition and Qualification

The Nomination and Remuneration Committee shall consist of no fewer than three (3) members, comprising the Chairman and other members. The Board of Directors shall appoint Company directors and/or other individuals to serve in these positions. All appointed individuals must possess adequate knowledge and experience to effectively perform duties related to nomination and remuneration.

3. Terms of Office

- 3.1 The Nomination and Remuneration Committee shall serve a term of one (1) year from the date of appointment. Upon the expiration of the term, if the Board of Directors has not yet appointed a new committee, the incumbent committee shall continue to perform its duties until a new committee is appointed. Such appointment must be completed within two (2) months from the date of the term expiration. The Committee's members whose term has expired may be reappointed.

- 3.2 In the event that a position of the Corporate Governance and Risk Management Committee becomes vacant due to reasons other than the expiration of the term, and the remaining term is not less than two (2) months, the Board of Directors shall appoint new committee to fill the vacancy at the next meeting. The appointed individual shall hold office only for the remaining term of the person he/she has replaced.
- 3.3 The members of the Nomination and Remuneration Committee shall vacate office upon:
- A. Completion of the term of appointment
 - B. Resignation
 - C. Death
 - D. A resolution duly passed by the Board of Directors for removal from office.
- 3.4 Any member of the Nomination and Remuneration Committee who intends to resign prior to the completion of their term shall notify the Company in writing at least one (1) month in advance, stating the reason for such resignation.

4. Meetings

4.1 Meeting Agenda

The date, time, venue, and agenda of the meeting shall be set at least seven (7) days in advance, along with the provision of sufficient supporting documents. Written minutes of the meeting must be properly recorded.

4.2 Number of Meetings

The Nomination and Remuneration Committee shall hold meetings at least once (1) per year. Additional meetings may be convened as deemed necessary.

4.3 Quorum

A quorum for a meeting of the Nomination and Remuneration Committee shall be constituted by the presence of not less than one-half (1/2) of total number of the Committee. In the event that the Chairman of the Committee is absent or unable to perform their duties, the attending members shall elect one among themselves to act as the Chairman of the meeting.

4.4 Voting

Any resolution of the Nomination and Remuneration Committee shall be passed by a majority vote of the Committee's members present at the meeting with each member entitled to one (1) vote. Any member who has a conflict of interest in the matter under consideration shall not participate in the discussion or cast a vote on such matter. In the event of a tie, the Chairman of the meeting shall have a casting vote.

5. Authorities

- 5.1 To summon executives, management, or relevant employees of the Company to provide clarifications, express opinions, attend meetings, or submit relevant documents as deemed necessary.
- 5.2 To consult internal specialists or the Company's appointed advisors (if any), or to engage external advisors or experts as deemed necessary, with all related expenses borne by the Company.

6. Duties and Responsibilities

6.1 Nomination

- 6.1.1 To consider and nominate qualified individuals for appointment as directors of the Company, members of sub-committees, and representative directors in subsidiaries and/or affiliated companies.
- 6.1.2 To verify the background and relevant information of the nominated individuals, taking into consideration their knowledge, capabilities, experience, and expertise across various professional fields, and ensuring that they possess the appropriate qualifications in accordance with the Company's regulations and applicable laws.
- 6.1.3 To prepare opinions and recommendations to support the decision-making process of the Board of Directors.
- 6.1.4 To formally nominate the selected individuals to the Board of Directors for consideration.
- 6.1.5 To review, revise, and update the Charter of the Nomination and Remuneration Committee, and submit it to the Board of Directors for consideration and approval.
- 6.1.6 To perform any other duties as may be assigned by the Board of Directors.

6.2 Remuneration

- 6.2.1 To conduct regular annual appraisals of the performance of the Board of Directors.
- 6.2.2 To consider and determine the remuneration budget for the Company's directors, taking into account the Company's performance, the remuneration budget previously approved by the shareholders' meeting, and the amount of remuneration paid in the preceding year. The proposed budget shall be submitted to the Board of Directors for consideration and subsequently to the shareholders' meeting for approval.
- 6.2.3 To consider the allocation of remuneration to the Company's directors, taking into account their performance, authority, and level of responsibility, within the remuneration budget approved by the shareholders, and to propose the allocation to the Board of Directors for approval.



- 6.2.4 To consider the allocation of remuneration to members of the Nomination and Remuneration Committee who do not hold directorship positions, based on their performance, authority, and level of responsibility, and to propose the allocation to the Board of Directors for approval.
- 6.2.5 To review, revise, and amend the charter of the Nomination and Remuneration Committee, and submit it to the Board of Directors for consideration and approval.
- 6.2.6 To perform any other duties as assigned by the Board of Directors.

Announced on 23 December 2024

Sujarit Patchimnan
(Mr. Sujarit Patchimnan)
Chairman