

Nomination and Remuneration Committee Charter

บริษัท เอ็น.ดี.รับเบอร์ จำกัด (มหาชน)

N.D. Rubber Public Company Limited

Nomination and Remuneration Committee Charter

Objective

1. The Nomination and Remuneration Committee (“NRC”) has role to assist the Board of Directors in fulfilling its oversight responsibilities for nomination of suitable candidates for the position of the Board of Directors, Sub-committee and Executives of the Company. As well as considering the determination of remuneration to be appropriate, transparent and in accordance with the nomination and remuneration policy and support the performance of the Board of Directors to be in line with good corporate governance principles of companies listed on the Stock Exchange of Thailand (“SET”) and compliance with laws and regulations.

Composition of the NRC

1. The NRC, Chairman and members, shall be appointed by the Board of Directors and consist of at least 1 independent director.
2. The Board of Directors appoints 1 independent director to be Chairman of NRC.
3. The NRC appoints 1 employee to be secretary’s of NRC.

Qualifications of the NRC

1. Having been appointed by the Board of Directors.
2. Qualified for a director or an independent director as specified in the Board of Directors Charter.

Term of Office

NRC has a term of office of 3 years each from the date of appointment. At the end of the term, the director may be nominated for reappointment.

Removal of NRC

1. Other than retirement from office by rotation, NRC vacates office upon death; resignation; lacking qualification or possessing of prohibited characteristics according to the Public Limited Companies Act and/or the securities and exchange laws; removal by a resolution of a shareholders’ meeting; removal by a court order, an insane person or bankruptcy.

2. Any NRC wishing to resign from office shall submit his/her resignation letter to the Board of Directors at least 3 months in advance. However, such resignation may take effect earlier than 3 months if the Board of Directors has considered appointing a person who has full qualifications to replace the person who has resigned. A director who resigns may also notify the registrar of the resignation for the registrar's information.
3. In the event that the NRC is vacant for any reason other than the expiration of the term, the Board of Directors shall appoint qualified persons to be NRC in order for the NRC to reach the required number of as specified by the Board of Directors. The person who replaces the NRC will remain in office for the remaining term of the NRC whom he/she replaces.

Role and Responsibilities of the NRC

The NRC subject to scope of duties and responsibilities as follows:

1. Hold the NRC Meeting for at least once a year.
2. Consider the structure, size and composition of the Board of Directors and subsidiaries to be suitable for the organization, business and environment.
3. Determine the criteria and policy for nomination of the Company's directors, sub-committee and the executives of the Company to propose to the Board of Directors and/or to propose for approval at the shareholders' meeting, as the case may be.
4. Consider the nomination, selection and propose the suitable persons to serve as the Company's directors whose terms have expired and/or have vacant positions.
5. Consider and select the suitable person for holding the position of the Company's executives.
6. Assess the performance of the Board of Directors, Sub-Committee and Managing Director at least once a year for further development.
7. Recommend rules and policies for determining the remuneration of the Board of Directors and sub-committee to propose to the Board of Directors and/or to propose for approval at the shareholders' meeting, as the case may be.
8. Propose necessary and appropriate annual remuneration, both monetary and non-monetary, of the Board of Directors individually by determining the remuneration of the Board of Directors and sub-committees compared with companies in similar business to propose to the Board of Directors for consideration and propose to the shareholders' meeting for approval.
9. Responsible for the Board of Directors and has a duty to give explanations, answer questions related to the remuneration of the directors of the Company at the shareholders' meeting.

10. Prepare and disclose the NRC's report in the Form 56-1 One Report (Annual Report).
11. Perform any other tasks as assigned by the Board of Directors.

The NRC Meeting

1. The Company organizes the NRC' Meeting once a year. Additional meetings may be called if necessary. More than half of the directors must be in attendance to maintain a quorum.
2. Agenda and supporting documents must be prepared and submitted prior meeting date and the secretary of the NRC shall record the minutes of the meeting.

Voting

The resolution of the meeting shall be passed by a majority vote of the NRC attending the meeting by having one member have one vote. NRC who has interests will not exercise the right to vote on that matter. If the votes are equal, the Chairman will have an additional vote as a casting vote.

Reporting of the NRC

The NRC shall report its activities under their scope of work assigned to the Board of Directors and published in the Form 56-1 One Report.

Performance Assessment

The NRC shall conduct self-assessment on its performance as a whole committee and report to the Board of Directors on annually basis.

Remuneration

The NRC receives remuneration allocated by the Board of Directors and propose to the shareholders' meeting for approval. The payment structure and components must be appropriate for each directors' duties and responsibilities, can be comparable to other firms in the same industry, and enticing enough to recruit and retain skilled directors.

The Nomination and Remuneration Committee Charter, is considered and approved by the Board of Directors Meeting No. 4/2022 on 10 November 2022.

A handwritten signature in blue ink, appearing to be 'P. Swadwan', written over a horizontal line.

(Mr. Pongsak Swadwan)

**Chairman of the Board of Director
N.D. Rubber Public Company Limited**