



Bangkok Land Public Company Limited

Charter of the Nomination and Remuneration Committee

Adjusted as of 30 May 2024

Charter of the Nomination and Remuneration Committee

1. Objective

To support good Corporate Governance and transparency, the Company deems it necessary to establish a Nomination and Remuneration Committee whose scope of authority and responsibility is to consider and determine the remuneration of the Board of Directors and senior executives so as to ensure fairness and appropriateness given current situations in comparison with business of the same type and of a similar scale.

2. Composition

The Board of Directors and/or shareholders of the Company shall nominate the members of the Nomination and Remuneration Committee from the directors of the Company. The Board of Directors and/or Shareholders and/or Nomination and Remuneration Committees who are appointed shall select 1 person to assume the position of Chairman of the Nomination and Remuneration Committee.

3. Term

- 3.1 Nomination and Remuneration Committee shall have a term of 3 years which is in accordance with the term of the company directorship.
- 3.2 Nomination and Remuneration Committee whose term has expired may be re-appointed to assume such position as deemed appropriate by the Board of Directors and/or shareholders.
- 3.3 In addition the expiry of the term as specified in 3.1, the Nomination and Remuneration Committee will be vacated if such committee:
 - 3.3.1 Dies
 - 3.3.2 Resigns
 - 3.3.3 The Board of Directors and/or shareholders pass a resolution to vacate the director from office
- 3.4 The Board of Directors and/or shareholders may appoint additional Nomination and Remuneration Committee for the purposes of achieving the objectives or to fill in any vacant positions of the Nomination and Remuneration Committee. In this regard, Nomination and Remuneration Committee appointed to fill available vacancies shall have a term according to the remaining term of the Nomination and Remuneration Committee such person is filling in for.

4. Scope of authority, duty, and responsibility of the Nomination and Remuneration Committee

- 4.1 To select and nominate a person to fill such vacancy or appointment of directors (in the event that a vacancy occurs among the Board of Directors or that the Board of Directors deems it appropriate to appoint the additional director), including to nominate the high-level management, and to determine the transparent rules and procedures for nomination process and propose the same to the Board of Directors' meetings;

- 4.2 To consider and nominate an appropriate person for sub-committees and/or other sub-management (if any) to the Board of Directors for appointment as it deems appropriate;
- 4.3 To determine fair and reasonable remuneration for Board of Directors, sub-committees and propose the same for consideration and approval of the Board of Directors' meetings and/or the shareholders' meetings;
- 4.4 To make suggestions, on a yearly basis, to the Board of Directors about the remuneration structure and composition;
- 4.5 To report to the Board of Directors on the performance of the Nomination and Remuneration Committee and to prepare the Nomination and Remuneration Committee's Report, signed by the Chairman of Nomination and Remuneration Committee, for disclosure in the Company's Annual Report; and
- 4.6 To perform such other duties as assigned by the Board of Directors.

5. Meeting

- 5.1 The Nomination and Remuneration Committee must call for a meeting at least once a year and is authorized to call additional meetings as necessary.
- 5.2 At least half of all the Nomination and Remuneration Committee assuming such position at that given time must attend the meeting for there to be a quorum. The meeting of the Nomination and Remuneration Committee may be conducted via telephone.
- 5.3 For the purposes of vote casting, each Nomination and Remuneration Committee has one vote and the resolution of Nomination and Remuneration Committee will deemed to be passed on a simple majority of votes. In the event of an equality of votes, the Chairman of the Nomination and Remuneration Committee may cast the deciding vote.
- 5.4 The Nomination and Remuneration Committee with interest in the matter subject to consideration must not participate in the consideration of or voting on such matter.
- 5.5 The Chairman of the Nomination and Remuneration Committee is the chairman of the Nomination and Remuneration Committee meeting. In the event the Chairman of the Nomination and Remuneration Committee is not present or is unable to perform his duties, the Nomination and Remuneration Committee attending the meeting may appoint a Chairman from the Nomination and Remuneration Committee attending the meeting.

6. Report

The Nomination and Remuneration Committee must report the outcome of the performance of its duties to the Board of Directors and prepare a report of the Nomination and Remuneration Committee, and such report must be signed by the Chairman of the Nomination and Remuneration Committee to disclose in the annual report of the Company.