



Charter of Nomination and Remuneration Committee

Thai Rung Union Car Public Company Limited

Objectives

The Board of Directors has appointed the Nomination and Remuneration Committee to consider and oversee policies, criteria, and processes for the nomination of directors and senior executives, as well as to determine appropriate, fair, and transparent remuneration that is aligned with the Company's strategies, objectives, and performance. The Committee shall also support the creation of sustainable value for shareholders and stakeholders.

Composition and Qualifications of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee shall consist of three (3) Independent Directors, all of whom shall possess the qualifications required under the relevant notifications and regulations of the Stock Exchange of Thailand.

Scope of Authority, Duties and Responsibilities of the Nomination and Remuneration Committee

- 1 To conduct a systematic and transparent process for identifying and selecting qualified candidates for appointment as directors of the Company, including candidates recommended by shareholders, if any, and submit the proposed candidates to the Board of Directors for consideration.
- 2 To identify and select qualified candidates for the positions of Chairman of the Executive Committee and Managing Director in the event that such positions become vacant, and submit the proposed candidates to the Board of Directors for consideration and approval, including overseeing the succession plan for senior executives.
- 3 To establish policies, methods, and criteria for determining remuneration for directors, the Chairman of the Executive Committee, and the Managing Director in a fair and reasonable manner, with such remuneration appropriately linked to the Company's performance and each individual's performance.
- 4 To consider, review, and provide recommendations regarding the determination of remuneration for directors, the Chairman of the Executive Committee, and the Managing Director.
- 5 To submit reports and opinions of the Nomination and Remuneration Committee to the Board of Directors for consideration.
- 6 To perform such other duties as may be assigned by the Board of Directors.

Term of Office

Members of the Nomination and Remuneration Committee shall hold office for a term of two (2) years.

Quorum and Resolutions of the Nomination and Remuneration Committee

- A quorum shall consist of not less than one-half of the total number of members of the Nomination and Remuneration Committee.
- Resolutions of the Committee shall be passed by a vote of not less than one-half of the members attending the meeting.

Performance Evaluation

The Nomination and Remuneration Committee shall conduct a self-assessment of its performance annually and report the results of such assessment to the Board of Directors to ensure that the Committee performs its duties effectively and achieves the objectives assigned to it.



Reporting

The Nomination and Remuneration Committee shall report its performance to the Board of Directors at least once a year. The Committee shall also prepare a report of its performance for disclosure in the Company's Form 56-1 One Report, which shall be signed by the Chairman of the Nomination and Remuneration Committee.

Review of the Charter

The Nomination and Remuneration Committee shall review, assess, and evaluate the adequacy and appropriateness of this Charter on an annual basis. In the event of any material amendment, the revised Charter shall be submitted to the Board of Directors for consideration and approval.

This Nomination and Remuneration Committee Charter shall be effective from 1 January 2026 onwards

Mr.Thavorn Chalassathien

Chairman of Nomination and Remuneration Committee