

# **Nomination and Remuneration Committee Charter**



**THAI AUTO TOOLS AND DIE PUBLIC COMPANY LIMITED**  
**("The Company")**



## 1. Purpose

Nomination and Remuneration Committee ( "Nomination Committee" ) was established to support the Board of Directors' duties in setting criteria and policies for selecting and determining remuneration for the Company's directors, subcommittees and Chief Executive Officer (CEO) to ensure clarity and transparency in accordance with the principles of good corporate governance.

## 2. Composition

The Board of Directors appoints the Selection Committee, which must have at least three members, selected from among the Company's directors who possess qualifications without the prohibited characteristics according to the Public Limited Company Act, the Securities and Exchange Act, and any other relevant laws. At least three members of the Selection Committee must be Company directors and more than half must be independent directors.

The Selection Committee shall select one of the Selection Committee members to be the Chairman of the Selection Committee. The Chairman of the Selection Committee must be an independent director. The Secretary of the Selection Committee shall be appointed to assist the Selection Committee in its operations, such as scheduling meetings, preparing meeting agendas, submitting meeting documents, and recording meeting minutes, etc.

## 3. Qualifications of the Selection Committee

Nomination Committee members must be qualified as follows:

- Be a knowledgeable and capable person, have knowledge and understanding of the qualifications, duties and responsibilities of the Selection Committee, including knowledge of corporate governance, with honesty and ethical in business conduct, in addition to having sufficient time to devote knowledge and skills to performing duties for the Company.
- Be fully qualified and without the prohibited characteristics under relevant laws.
- The Company has a policy of not appointing the Chairman of the Company as a member of the Selection Committee in order to ensure that the Selection Committee performs its duties with checks and balances.



#### 4. Term of Office

- The Selection Committee has a term of office of three years in accordance with the term of office of the Company's directors
- If the Selection Committee member resigns from his/her position as a director of the Company due to the expiration of term and is reappointed to the position of director of the Company for another term by a shareholders' meeting, it shall be considered that the director has a continuous term of office as a member of the Selection Committee until the aforementioned three-year term has been completed.
- Nomination Committee members who have left their positions due to the expiration of their term may be reappointed as the Board of Directors deems appropriate.
- In the event that a member of the Selection Committee intends to resign before the end of the term of office, it is necessary to notify the Company at least 30 days in advance by writing a letter stating the reasons to the Chairman of the Board of Directors to allow the Board of Directors to consider appointing other directors who possess the qualifications specified in this charter to replace the Selection Committee member who departed.
- A Selection Committee member will leave office in the event of any of the following:
  - Expiration of the term of office.
  - Loss of status as a Company director.
  - Resignation.
  - Death.
  - The Board of Directors has voted to remove the person from office.

Any Selection Committee member wishing to resign from office must submit a resignation letter to the Company. The resignation will be effective from the date the resignation letter reaches the Company.

- In the event that a position on the Selection Committee is vacant, the Board of Directors shall select a qualified director who does not have any prohibited characteristics to be a member of the Selection Committee. The new member of the Selection Committee will remain in the position only for the remaining term of the Selection Committee whom he or she replaces.



## 5. Powers, Duties and Responsibilities

### Selection

1. Consider and review the structure of the Board of Directors to ensure it is appropriate for the strategic needs of the Company, including the number of directors as appropriate to the size, type and complexity of the business, and the qualifications of each director in terms of skills, experience and specific abilities related to the Company's core business.
2. Consider the qualifications of individuals who will serve as independent directors to be appropriate to the specific characteristics of the Company, whereby their independence must at least be in accordance with the criteria announced by the Securities and Exchange Commission, the Board of Directors Charter, and the Audit Committee Charter.
3. Establish criteria and methods for recruiting and selecting individuals to serve as Company directors, sub-committee members, and Chief Executive Officer (CEO). In order to request approval from the Board of Directors' meeting and/or the shareholders' meeting (as the case may be)
4. Consider recruiting, selecting, and screening the names and backgrounds of persons to be nominated as directors, subcommittees, and Chief Executive Officer (CEO ) in the event of a vacancy, in order to request approval from the Board of Directors' meeting and/or the shareholders' meeting (as applicable).
5. Develop a development plan for the Board of Directors to enhance the knowledge of Company current and new Company directors to ensure that they understand the Company's business, the roles and responsibilities of the Board of Directors, and important developments such as industry trends, regulations, or laws related to the Company's business.
6. The policy and details of the recruitment process are disclosed in the Company's annual report and on the Company's website.
7. Establish criteria and create a succession plan for executive positions to prepare for a continuous plan for managing successors in the event that the CEO, Managing Director, or senior executives in their positions retire or are unable to perform their duties, such that the Company's management can continue to operate continuously, in order to present such a plan to the meetings of the Board of Directors for consideration of approval. The Selection Committee will review the succession plan at least once a year.



8. Arrange for annual performance reviews of the Board of Directors, sub-committees and CEO in order to report the evaluation results to the Board of Directors.
9. Arrange for an annual self-evaluation of the performance of the Selection Committee and report the evaluation results to the Board of Directors.
10. Perform any other tasks as assigned by the Board of Directors with the approval of the Selection Committee.

#### Remuneration Consideration

1. Establish policies and criteria for payment of remuneration and other benefits to the Company's directors, sub-committees and the CEO to request approval from the a meeting of the Board of Directors and/or shareholders (as the case may be).
2. Present the results of the annual review of the (CEO) to the Board of Directors for consideration and approval regarding annual salary raises and annual bonuses.
3. Recommend the compensation of the sub-committees and the CEO as appropriate to their duties and responsibilities by presenting them to the Board of Directors for approval.
4. Disclose the remuneration policy and disclose various types of remuneration and prepare a remuneration report to be included in the Company's annual report .
5. Perform any other tasks as assigned by the Board of Directors with the approval of the Selection Committee.



## 6. Meeting

- The Selection Committee shall hold at least two meetings per year and shall have the power to call additional meetings as necessary and appropriate. All members of the Selection Committee shall attend at least 75 percent of all the Selection Committee meetings.
- The meeting agenda and supporting documents must be delivered to the Selection Committee at least three days in advance of each meeting, except in cases of urgency to preserve the rights or benefits of the Group, in which case the meeting notice may be given less than three days in advance. At a Selection Committee meeting at least half of the total number of Selection Committee members must be in attendance in order to constitute a quorum.
- The Selection Committee may also stipulate that a meeting be held via electronic media. If a meeting is to be held electronically, then the meeting invitation can be sent via email. The persons responsible for organizing meetings must do the following:
  - Arrange for participants to present themselves to the electronic media before joining the meeting.
  - Prepare meeting minutes in writing.
  - Arrange for audio recordings, or both the audio and video recordings, of all participants, throughout the duration of the meeting in electronic format, which shall be considered part of the meeting minutes.
- The Chairman of the Selection Committee shall act as the meeting chairman in the event that the Chairman of the Selection Committee is not present at the meeting or is unable to perform his or her duties. If the Company has appointed a Vice Chairman of the Selection Committee, the Vice Chairman of the Selection Committee shall act as the meeting chairman. If no Vice Chairman of the Selection Committee has been appointed, the Selection Committee members present at the meeting shall select one of the Selection Committee members to serve as the meeting chairman.
- Selection Committee may invite persons responsible for or involved with particular matters on the agenda to attend meetings to clarify facts or present information.
- The resolutions of the Selection Committee meeting shall be based on the majority vote of the Selection Committee members who attend the meeting and have the right to vote. However, the Selection Committee members who have a stake in any matter must not participate in the consideration or voting on that matter. In the event that votes are evenly split, the chairman of the meeting shall have the right to cast one additional, deciding vote.



- Any Selection Committee member who has a conflict of interest in any matter shall not have the right to vote on that matter. Any Selection Committee member who has a conflict of interest on a matter shall leave the meeting during the consideration of that matter to allow the meeting an opportunity to discuss and express their opinions freely.
- The secretary of the Selection Committee shall ensure that minutes of the Selection Committee meetings are completed within 14 days of each Selection Committee meeting and shall compile and collect certified documents for reference and verification.
- The Chairman of the Selection Committee shall report the meeting results to the next meeting of the Board of Directors for acknowledgement every time.

## 7. Performance Review

A performance review of the Selection Committee shall be held annually. The review shall include the evaluation of the performance of the Selection Committee as a whole and individually, and evaluation results shall be reported to the Board of Directors.

## 8. Charter Review

Selection Committee shall review this Charter at least once annually.

This policy was approved by the Board of Directors Meeting No. 4/2025 on 14 November 2025, effective from 14 November 2025 onwards.

- Dr. Damri Sukhotanang -  
Dr. Damri Sukhotanang  
Chairman of the Board of Directors