



Nomination & Remuneration Committee Charter Thai Steel Cable Public company Limited

Purpose

Nomination and Remuneration Committee (NRC) has appointed to support the good governance of the Company would be proceeded completely and accurately. The Committee shall set forth the criteria and policy of the following:

1. To appoint the remuneration of Company Director, Sub-committee and top management.
2. To nominate of qualify person as the Director and top management of the Company.

Composition and qualification

NRC shall be appointed as the Board of Directors picks up the members of the Board of Directors. The committee comprises of not less than 3 directors. The chairman must be the independent director.

The Committee shall appoint an appropriate person to be secretary to the Committee.

Terms of office and vacation of office

1. NRC member has the office term of three years as the maximum.
2. NRC member will retire from office in the following events
 - 2.1 Dismissal from position of Director
 - 2.2 Resignation
 - 2.3 Dismissal by the Board of Directors
3. In the event that the member is vacated upon the end of term or not able to stay until the end of term, the Board of Directors shall appoint new member within 3 months since the member leaves. The substituted member can only be in the office within the remaining term of the member he replaced.
4. In the event that the member is vacated from position of Director and being re-elected, such member will hold same position in this Committee.

Scope of authority and duties

NRC shall perform according to appointment from the Board of Directors as followed:

- Nomination task
 1. To prepare criteria and policy regarding the nomination of Company Director and Sub-Committee and propose to the Board of Directors and/or further to the Shareholders' Meeting for approval.
 2. To prepare criteria and policy regarding the nomination of top management and propose to the Board of Directors.
 3. To recruit and propose an appropriate person to be the Company Director, Sub-Committee and top management of the Company.
 4. To encourage that the Company allows the shareholders to suggest person to be nominated as the Company Director.
 5. To proceed any task concerned with the nomination as the Board of Directors assigns.
- Remuneration task
 1. To prepare criteria and policy regarding the remuneration to comply with the duties and responsibilities of the Company Director, Sub-Committee and propose to the Board of Directors and further to the shareholders' Meeting for approval.
 2. To prepare criteria and policy regarding the remuneration to comply with the duties and responsibilities of top management and propose to the Board of Directors.



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3. To give explanation related to remuneration in the shareholders' meeting.
4. To report the remuneration policy in 56-1 form and annual report.
5. To proceed any task concerned with the remuneration as the Board of Directors assigns.

Responsibilities

The NRC is responsible directly to the Board of Directors in accordance with the duties and responsibilities assigned to them. The Board of Directors is also responsible to stakeholders of the Company.

Meetings and Voting

1. The NRC shall convene the meeting at least 2 times a year, which will depend on situation and necessary, schedule as followed:

Time	Schedule	Agenda
1st	Prior to the Annual General Meeting of Shareholders	<ul style="list-style-type: none">• To consider the appointment of the vacated Director.• To consider the remuneration of the Director and Sub-Committee of next year.
2nd	Prior to end of fiscal year	<ul style="list-style-type: none">• To consider the remuneration of top management and annual bonus.• To consider the report of the nomination and remuneration Committee and disclosure in annual statement (Form 56-1).

2. The agenda and supporting documentation should be delivered to the members of the NRC prior to the meeting date.
3. Apart from above, NRC can call for additional meeting as necessary.
4. The Chairman of the NRC shall be the chairman of the meeting. In the event that the Chairman is absent or not able to perform, the members shall assign one member to be a substitute chairman of the meeting.
5. A constitution of quorum of the NRC meeting is required the attendance of members of no less than 50%.
6. All resolutions of the NRC meeting shall be passed by the majority votes of the members presented at the meeting. In case of a tie, the meeting chair shall be eligible to cast additional vote as a deciding vote. The member who has conflict of interest will not participate in any agenda that they have conflict of interest.
7. NRC may request any related person to attend the meeting in order to provide relevant information.

Reporting

The NRC must report the performance result to the Board of Directors and publish the NRC report which signed by the chairman of NRC in the annual report of the Company. The required information are as followed:

1. Number of meeting held
2. Attendance of each member
3. Result of duties as per Charter





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Performance evaluation

The NRC must evaluate their performance and submit the result of their annual evaluation to the Board of Directors then publish in the annual report of the Company.

Charter review

The NRC shall review the charter at least once a year.

This Charter shall be effective on September 19, 2018.

Sunurn Jurangkool

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(Mr. Sunurn Jurangkool)
Chairman of the Board

This Charter was approved by the Board of Directors
at the Board Meeting No. 6/2018 held on September 18, 2018.