

## Charter of the nomination and remuneration committee

The Board of Directors of Nat Absolute Technologies Public Company Limited (the "Company") realizes the significance of good corporate governance system and therefore appoints the Nomination and Remuneration Committee. With the approval of the Board of Directors to support the Board of Directors' work in nominating suitable persons to be the Company's directors, sub-committees, and chief executive officers, as well as to consider the form and criteria for remuneration of the Company's directors. Therefore, the Board of Directors and the Chief Executive Officer have considered the appointment of the Nomination and Remuneration Committee and the Charter of the Nomination and Remuneration Committee as follows:

### 1. Composition of the Nomination and Remuneration Committee

1.1. Nomination and Remuneration Committee must be appointed by the Board of Directors, consisting of at least three (3) directors and/or executives of the Company, most of whom must be independent directors.

All in all, in case there are executives in the Nomination and Remuneration Committee, such executives should not consider the remuneration of the Chief Executive Officer.

1.2. In case that the Board of Directors appoints any person to be an advisor to the Nomination and Remuneration Committee, the information of such consultant should be disclosed in the annual report, including independence or no conflict of interest.

### 2. Qualification of the nomination and remuneration committee

2.1. Have knowledge, ability, experience and expertise in the Company's business and other aspects and must be honest and sincere.

2.2. Sufficient time to devote time, knowledge, abilities and fully perform duties for the company.

2.3. There are no prohibited characteristics prescribed by relevant laws.

### 3. Duties and Responsibilities of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has the following duties and responsibilities.

#### Nomination aspect

1) Define policies, guidelines How to nominate the right person to hold the positions of directors, sub-committees and chief executive officers to suit the nature and business operations of the organization by defining qualifications and expertise in each area that they wish to have.

2) Nominate suitable persons as the Company's directors. The criteria or methods of nomination and selection shall be determined with criteria and transparency to propose to the Board of Directors' meeting for consideration and approval of criteria or methods of nomination and selection, including the appointment of the Chief Executive Officer and propose to the shareholders' meeting for consideration and appointment of directors and sub-committees.

3) Consider the names of nominees, select qualified persons in accordance with the specified eligibility criteria, and verify that the nominated persons are qualified in accordance with the laws and requirements of the relevant authorities.

4) Propose to the Board of Directors for consideration and include the names of the Company's directors and sub-committees in the invitation letter to the shareholders' meeting for the shareholders' meeting to consider and appoint.

5) Prepare a director development plan to develop the knowledge of current directors and new directors to understand the Company's business, including rules or laws related to the Company's business.

6) Consider the structure, size, and composition and determine the qualifications of the Board of Directors and sub-committees to be appropriate to the Company's strategy and changing circumstances.

7) Prepare a succession plan to prepare in case that the Chief Executive Officer or senior executives in that position retire or are unable to perform their duties so that the Company's management can continue continuously. The nomination and Remuneration Committee will report the performance of the succession plan to the Board of Directors periodically at least once a year, as well as supervise the management and development of personnel to have appropriate knowledge, skills, experience, and motivation.

8) Review the criteria and procedures for nominating directors for submission to the Board of Directors prior to the nomination of directors who complete their terms.

9) Consider the independence of each independent director to ensure that the Company's independent directors are fully qualified.

10) In case that the nomination and Remuneration Committee nominate retiring directors to office, the Nomination and Remuneration Committee will consider the performance of such directors and should present their performance, contribution, including history of attending the Board of Directors' meetings and shareholders' meetings, for shareholders' consideration.

11) Consider the format and prepare the development plan for the Company's directors to develop the knowledge of both current and new personnel to understand the Company's business, roles and responsibilities and important developments such as economic and industrial conditions, rules or laws related to the Company's business, etc.

12) Perform any other duties as assigned by the Board of Directors.

#### **Remuneration specifying aspect.**

1) Consider the criteria for remuneration of the Company's directors. The criteria or methods for determining fair and reasonable remuneration shall be determined for submission to the Board of Directors' meeting for approval.

2) Review all types of remuneration schemes, such as regular remuneration, operating remuneration and meeting allowances, considering the same industry practices and the responsibilities, knowledge, abilities and experience of the Company's directors, sub-committees and chief executive officers as required by the Company.

3) Consider the criteria for performance evaluation, including the performance evaluation of the Chief Executive Officer, by proposing to the Board of Directors for consideration.

4) Determine the annual remuneration of the Board of Directors in accordance with the criteria approved by the Board of Directors and proposed to the Board of Directors for approval of the remuneration of the Sub-Committee and the Chief Executive Officer, and the remuneration of the Board of Directors shall be presented to the shareholders' meeting for approval.

5) Consider the appropriateness and give approval in the event of an offer for sale of newly issued securities to directors. The Company adheres to the principle of fairness to shareholders and motivates directors, executives and employees perform their duties in order to create added value for shareholders in the long term and be able to retain truly qualified personnel and propose to the shareholders' meeting for approval.

6) Provide advice on the preparation of policies and criteria for evaluating the performance of the Board of Directors to consider the annual remuneration and propose to the Board of Directors for approval.

7) Perform any other duties as assigned by the Board of Directors.

#### **Other aspects**

1) Nomination and Remuneration Committee must assess performance by themselves, and overall performance must be evaluated at least once a year.

2) Nomination and Remuneration Committee should take care the Nomination and Remuneration Committee members to ensure that they receive training and develop the necessary knowledge continuously.

3) Nomination and Remuneration Committee should promote the Chief Executive Officer and senior executives to be encouraged to attend the Nomination and Remuneration Committee meeting in order to provide information and more details as they relate directly to the problem and to have an opportunity to get to know senior executives for consideration of the Succession Plan.

#### 4. Appointment and Term of Office

4.1. The Board of Directors appoints the Nomination and Remuneration Committee.

4.2. The Nomination and Remuneration Committee members shall hold office for a term not exceeding 3 years, whereas 1 year herein means the period between the date of the Annual General Meeting of Shareholders of the appointed year and the date of the Annual General Meeting of Shareholders in the following year, and the Nomination and Remuneration Committee members who retire by rotation may be nominated and re-appointed to the position.

4.3. In addition to retiring from office by rotation, member of the Nomination and Remuneration Committee retires from office when

A) Death

B) Resignation

C) The Board of Directors resolved to retire from office.

D) The shareholders' meeting resolved to retire from the Board of Directors before retiring by rotation with a vote of not less than three-fourths (3/4) of the number of shareholders present at the meeting and having the right to vote and having shares totaling not less than half of the number of shares. Shareholders who attend the meeting and have the right to vote in accordance with Section 76 of the Public Limited Companies Law.

E) Lack of qualifications as a director or have prohibited characteristics under the law on public limited companies or have characteristics that show a lack of suitability to be entrusted to manage a business in which the public is a shareholder as defined in the Securities and Exchange Act (and as amended) and the notification of the relevant Securities and Exchange Commission.

F) Retiring from the Board of Directors

4.4. When the Nomination and Remuneration Committee members retire before the end of the term, the Board of Directors shall appoint a qualified person to be a member of the Nomination and Remuneration Committee. He shall remain in office for the remainder of his term.

#### 5. Meeting of the Nomination and Remuneration Committee

5.1. The meeting should be held at least once a year and the management or executives or employees of related companies or appropriate persons may be invited to attend the meeting, give opinions or submit documents, information as deemed relevant or necessary.

5.2. At every meeting of the Nomination and Remuneration Committee, the quorum shall consist of not less than half of the total number of members of the Nomination and Remuneration Committee in office at that time.

5.3. Member of the Nomination and Remuneration Committee who has a stake in any of the matters considered. No vote shall be allowed on such matters except in the case of determining remuneration for the entire Board of Directors.

5.4. In voting, members of the Nomination and Remuneration Committee has 1 voting rights each and majority vote as the criterion. In the event of an equal vote, the Chairman of the Nomination and Remuneration Committee shall have the right to cast one more vote as a casting vote.

#### 6. Report of the Nomination and Remuneration Committee

Report on the performance of the Nomination and Remuneration Committee, the Board of Directors shall acknowledge and prepare the report of the Nomination and Remuneration Committee to be disclosed in the Company's annual report and signed by the Chairman of the Nomination and Remuneration Committee

**7. Review and Revision of the Charter**

The Nomination and Remuneration Committee will review and revise the Charter annually and propose the amendments to the Board of Directors for approval.

