



ISO 9001, ISO 14001 & ISO 45001 CERTIFIED

(-Translation-)

Charter of the Nomination and Compensation Committee

Don Muang Tollway Public Company Limited



Charter of the Nomination and Compensation Committee

1. Composition, Qualifications, and Term of Office

1.1 Composition and Qualifications

- (1) Appointed by the Board of Directors.
- (2) The Nomination and Compensation Committee consists of three (3) independent directors selected from the Board of Directors (with compensation as determined by the Board of Directors).
- (3) The Board of Directors may appoint additional committee members if deemed necessary.
- (4) The Chief Executive Officer serves as the Secretary of the Nomination and Compensation Committee.

1.2 Term of Office

The Nomination and Compensation Committee shall hold office until the Board of Directors issues an order to change and/or appoint a new person to replace the current member.

In this regard, the Nomination and Compensation Committee may vacate their position under the following circumstances:

- (1) Death
- (2) Resignation
- (3) In the case that a member of the Nomination and Compensation Committee ceases to be a director of the company.

2. Duties and Responsibilities

2.1 Scope of Nomination and Appraisal

- (1) Consider nominating suitable persons for appointment as the Company's directors, members of the Management Committee and members of sub-committees in case of a vacancy or office term expiry and propose nominated persons to the Board of Directors or shareholders' meeting for election.
- (2) Consider nominating suitable persons to hold the position of chairman of various sub-committees in case of a vacancy or office term expiry by screening and



recruiting from the director level within the Company or external individuals to be consistent with the Company's strategy and business plan with criteria and transparency according to relevant regulations and laws, as well as making recommendations to the Board of Directors for election.

- (3) Consider guidelines, criteria, methods, and processes for evaluating the annual performance of the Board of Directors, sub-committees, individual directors, including the Chief Executive Officer and Managing Director, and report the appraisal results to the Board of Directors, as well as monitor the results of the improvement according to the appraisal.
- (4) Consider the qualifications of independent directors and set additional criteria in nominating and electing the Company's directors, independent directors, and members of sub-committees to meet with the Company's strategies in business operations and comply with applicable laws, regulations and criteria, as well as the Stock Exchange of Thailand's requirements to propose to the Board of Directors for consideration.
- (5) Consider structure, size, and composition of the Board of Directors and Sub-committees to be appropriate for the Company's strategies and circumstances, consisting of experts from various fields with knowledge, expertise, skills, abilities, and experiences beneficial to business operations, as well as participating in creating benefits for the Company and offer opinions to the Board of Directors.
- (6) Encourage opportunities for minority shareholders to nominate name of candidates for selection as directors.
- (7) Consider nominating a suitable person for appointment as Chief Executive Office and Managing Director in case of a vacancy and propose the nominated person to the Board of Directors for appointment in accordance with the Company's regulations as well as determine/monitor and review succession plan for the Chief Executive Officer and Managing Director in order for seamless management of the Company.
- (8) The Chairman of the Nomination and Compensation Committee is empowered to call a meeting of the Nomination and Compensation Committee and determine the



meeting rules and agenda items as appropriate, with at least one half of the number (1/2) of the members of the Nomination and Compensation Committee being required to constitute a quorum. In the absence of the Chairman of the Nomination and Compensation Committee or the Chairman of the Nomination and Compensation Committee is unable to perform his duties, one member of the Nomination and Compensation Committee shall call the meeting.

- (9) Perform other duties as assigned by the Board of Directors.

2.2 Scope of Compensation Consideration

- (1) Establish criteria and policies for determining the compensation of the Company's directors, subcommittee members, the Chief Executive Officer, and the Managing Director.
- (2) Consider the appropriate compensation and other benefits for the Company's directors, subcommittee members, the Chief Executive Officer, and the Managing Director, taking into account the company's performance and their responsibilities. This should be compared to the compensation rates of directors in other companies within the same industry and of similar business size, and then submit for approval in accordance with the company's regulations or shareholder meeting resolutions, as applicable.
- (3) Review the budget, wages, bonuses, and other benefits for employees, staff, specialists, and company consultants as a whole before submitting for approval by the Board of Directors under the annual budget.
- (4) Consider and establish guidelines for the allocation of compensation and other benefits, including securities-based compensation in the form of warrants to purchase shares or other securities for directors, executives, and employees.

2.3 Promote and support sustainable business practices in the areas of Environmental, social, and governance (ESG) by clearly distinguishing the three ESG aspects: E in-process, S in-process, and G in-process. This should align with laws, guidelines, standards, and comply with the regulations of government agencies and organizations responsible for overseeing companies, such as the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC), as well as other practices related to sustainable development.



3. Meetings

The Nomination and Compensation Committee shall determine the number of meetings as deemed appropriate to ensure the fulfillment of its assigned duties.

4. Performance Reporting

The Nomination and Compensation Committee is required to report its performance to the Board of Directors, including any important issues and resolutions from its meetings to the Board of Directors after each meeting of the Nomination and Compensation Committee.

5. Charter Review

The suitability of the Charter of the Nomination and Compensation Committee must be reviewed at least once a year.

This Charter of the Nomination and Compensation Committee shall be effective from November 9, 2023, onward.

(Mr. Sombath Phanichewa)

Chairman of the Board of Directors

Don Muang Tollway Public Company Limited