




Charter : Nomination and Remuneration Committee

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	AMR Asia Public Company Limited	Doc. Code	PA-COM-004
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		Revision #	01

Charter of Nomination and Remuneration Committee

1. Introduction

The company realizes the importance of the Stock Exchange of Thailand 's policy and good corporate governance principles. Therefore, the Nomination and Remuneration Committee is appointed to serve in setting the criteria for recruiting persons to hold positions as directors and senior management. Moreover, the Committee is to set the remuneration payment criteria to Company Directors, Sub Committees and Managing Director to suit the duties and the value gained from the performance. This will create confidence among shareholders and investors.

2. Composition and designation

Board of Directors Appoint the Nomination and Remuneration Committee with details as follows

2.1 It consists of at least 3 persons and should consist of independent directors as a whole.

2.2 Board of Directors selects one independent director to serve as the Chairman of the Nomination and Remuneration Committee.


2.3 The Nomination and Remuneration Committee can appoint one employee of the Company to act as the secretary of the Nominating Committee to assist with operations related to meeting appointments. In addition, he or she is to prepare agendas and submit supporting documents for the meeting as well as to prepare minutes of the meeting.

3. Qualification

3.1 Member of the Nomination and Remuneration Committee must be a person with knowledge, ability and experience that will be beneficial to the performance of duties of the Nomination and Remuneration Committee. Moreover, he or she must be honest and ethical.

3.2 Nomination and Remuneration Committee must be qualified to hold a position of director or independent director under the law on public limited companies and / or the law on securities, relevant laws or criteria set forth by the Capital Market Supervisory Board.

3.3 Nomination and Remuneration Committee must not operate or be a partner and/or director in another juristic person with the same business or in competition with the business of the Company

	AMR Asia Public Company Limited	Doc. Code	PA-COM-004
	Charter of Nomination and Remuneration Committee	Effective Date – 11 November 2020	
		Revision #	01

4. Term in office


- 4.1 Nomination and Remuneration Committee has a term of office for 3 years or as per term of a director of the Company. If such term expires, he or she may be reappointed by the Board of Directors.
- 4.2 In addition to the termination of office as mentioned above. Nomination and Remuneration Committee is out of office when
- (1) Resignation, whereby any member shall resign from the position, shall submit a resignation letter to the company 30 days in advance. The resignation shall be effective from the date of resignation to the company. In the event that the position of the Nominating Committee is vacant, the Board of Directors shall elect any qualified person to take the position instead.
 - (2) Board of Directors or the shareholders' meeting resolves to vacate office

The new Nomination and Remuneration Committee member will be in the position of Nominating Committee only for the remaining term of the Nominating Committee that he replaced.

5. Scope of Duties and Responsibilities

The Nomination and Remuneration Committee has powers, duties and responsibilities in nominating Company Directors, Sub-Committee and Managing Director Including the determination of remuneration to suit the performance of the directors and the managing director. The Nomination and Remuneration Committee has the following important duties and responsibilities.

- (1) Consider the structure and composition of the Board of Directors and various sub-committees if they are suitable for the nature of the company.
- (2) Determine criteria and methods for nominating company directors, Sub-Committee and Managing Director
- (3) Consider, recruit, select and nominate a person with suitable qualifications with appropriate knowledge and expertise in order for such person to be a director Sub-Committee and Managing Director. In addition, the aforementioned profile has been considered to have the qualifications in accordance with the relevant laws and does not conflict or contradict the laws related to the Company's business operations. The Board member is the proposed to Shareholders' Meeting.
- (4) Determine the form of payment of all types of remuneration to the Company's directors. and Managing Director taking into account the same industry practices, turnover, size of the business and responsibility, knowledge and experience of the Company's directors and Managing Director.
- 5) Consider the criteria for evaluating the performance of the Managing Director as assigned by the Company's directors

	AMR Asia Public Company Limited	Doc. Code	PA-COM-004
	Charter of Nomination and Remuneration Committee	Effective Date – 11 November 2020	
		Revision #	01

6) Determine the policy to find executives to succeed important positions. (Succession Plan)

6. Quorum

At the Nomination and Remuneration Committee meeting, at least one-half of the total number of members of the Nominating Committee is present to constitute a quorum. Every Nominating Committee should attend not less than 75% of the total number of Nominating Committee meetings.


7. Meeting

- 7.1 The Nomination and Remuneration Committee shall hold meetings at least twice a year as necessary and appropriate. The Chairman of the Nomination and Compensation Committee may prescribe the meeting via electronic media as well. The operation must be in accordance with the rules and procedures as prescribed by law. If the meeting at that time is an electronic meeting, the invitation letter can be sent by e-mail.
- 7.2 Meeting agenda and meeting documents must be sent to the Nomination and Remuneration Committee at least 7 days in advance of the meeting, unless it is an urgent case.
- 7.3 Resolution of the Nomination and Remuneration Committee meeting will be considered by a majority of the directors attending the meeting. Member of the Nomination and Remuneration Committee who has interests in any matter will not have the right to vote on that matter. If the votes are equal, the Chairman of the Nomination and Remuneration Committee shall be the deciding judge, however, any director with interests in any matter must not participate in the consideration or resolution.
- 7.4 The Nomination and Remuneration Committee may invite other persons such as executives, company auditors, consultants, employees and / or other relevant persons to join as appropriate
- 7.5 Preparation of meeting minutes is the duty of the recruiting secretary. The minutes of the meeting must be certified by the Nominating Committee before it can be used as a reference for the results of each meeting.

8. Reporting

The Nomination and Remuneration Committee will prepare a report on the performance of duties to the Board of Directors. It will also report of duties for the past year to the shareholders in the annual report By disclosing at least the following details

- 8.1 Number of meetings
- 8.2 Number of times each member of the Nomination and Remuneration Committee attended the meeting
- 8.3 Remuneration of the Nomination and Remuneration Committee (if any)
- 8.4 Results of the performance of duties under the specified charter

	AMR Asia Public Company Limited	Doc. Code	PA-COM-004
	Charter of Nomination and Remuneration Committee	Effective Date – 11 November 2020	
		Revision #	01

9. Performance Evaluation

Performance of the Nomination and Remuneration Committee will be held every year. The evaluation is divided into two (2) categories, the performance evaluation of the Nomination and Remuneration Committee individually and performance evaluation of the Nomination and Remuneration Committee as a whole.

The report of the assessment to the Board of Directors is to be prepared yearly. The evaluation is divided into two (2) categories, the performance evaluation of the Nomination and Remuneration Committee individually and performance evaluation of the Nomination and Remuneration Committee as a whole. The Committee will report the results of the annual assessment to the Board of Directors.

10. Review and revision of the Charter

The Nomination and Remuneration Committee will review this Charter at least once a year and will recommend any changes as it deems appropriate for the Board of Directors to approve

Announced on 28 February 2021

AMR Asia Public Company Limited

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(Mr. Somsak Channoi)

Chairman