



บริษัท เทิร์นคีย์ คอมมูนิเคชั่น เซอร์วิส จำกัด (มหาชน)
TURNKEY COMMUNICATION SERVICES PUBLIC COMPANY LIMITED

กฎบัตรคณะกรรมการสรรหาและค่าตอบแทน
Nomination and Remuneration Committee Charter
P-BOD-022





1. Objective

The Board of Directors places great importance on adhering to good corporate governance policies. Therefore, it has resolved to appoint the Nomination and Remuneration Committee to establish criteria and procedures for the transparent nomination and selection of individuals for the positions of directors, sub-committee members, and the Chairperson of the Executive Committee. This committee is also responsible for fairly and reasonably determining the remuneration for directors, sub-committee members, and the Chairperson of the Executive Committee, in accordance with good corporate governance policies. This approach aims to build confidence and trust among stakeholders, enhance the Company's value, and promote sustainable growth.

2. Composition

- (1) The Nomination and Remuneration Committee shall consist of at least three (3) directors appointed by the Board of Directors. The Chairperson of the Nomination and Remuneration Committee and most of its members should be independent directors to ensure the ability to perform duties and express opinions independently.
- (2) The Board of Directors shall appoint one member of the Nomination and Remuneration Committee as the Chairperson of the Nomination and Remuneration Committee. The Chairperson of the Nomination and Remuneration Committee shall appoint a Secretary of the Nomination and Remuneration Committee to assist with the committee's operations, including scheduling meetings, preparing meeting agendas, distributing meeting documents, and recording meeting minutes.

3. Qualification

The Chairperson and members of the committee must have the following qualifications and must not possess any disqualifications:

- (1) They must be individuals with the knowledge, skills, and experience beneficial to performing their duties as members of the Nomination and Remuneration Committee and must be able to dedicate sufficient time to fulfill their duties to achieve the committee's objectives.
- (2) They must have the qualifications and must not possess any disqualifications as prescribed by the Public Limited Companies Act, the Securities and Exchange Act, or other relevant laws.



4. Term of Office

- (1) The term of office for the Nomination and Remuneration Committee members shall not exceed three (3) years from the date of appointment or in accordance with their term as company directors. Upon the expiration of the term, they may be reappointed to serve on the Nomination and Remuneration Committee.
- (2) In addition to the expiration of the term, a member of the Nomination and Remuneration Committee shall vacate their position upon:
 - (a) Death,
 - (b) Resignation,
 - (c) Disqualification as a company director or possession of any disqualifications under the Public Limited Companies Act, the Securities and Exchange Act, or other relevant laws.
 - (d) A resolution by the Board of Directors for removal.
- (3) Any member of the Nomination and Remuneration Committee wishing to resign shall submit a resignation letter to the Chairperson of the Board of Directors.
- (4) If a position on the Nomination and Remuneration Committee becomes vacant for reasons other than the expiration of the term, the Board of Directors shall appoint a qualified individual who does not possess any disqualifications under the law to fill the vacancy, unless the remaining term of the committee member is less than two (2) months, in which case the Board of Directors may choose not to appoint a replacement. The newly appointed member shall serve only for the remaining term of the member they are replacing.

5. Meeting

- (1) The Nomination and Remuneration Committee shall meet at least once (1) a year. The Chairperson of the Nomination and Remuneration Committee may call additional special meetings as deemed appropriate. The Chairperson of the Nomination and Remuneration Committee shall propose the meeting agenda for each meeting.
- (2) For convening a Nomination and Remuneration Committee meeting, the Chairperson of the Nomination and Remuneration Committee or the Secretary of the Nomination and Remuneration Committee, as the designated person, shall send a meeting notice to the Nomination and Remuneration Committee members at least seven (7) days before the meeting date to allow members to study the materials in advance. In urgent cases, the meeting notice and documents may be sent, and the meeting date may be set earlier than the specified period.
- (3) A quorum shall consist of at least half (1/2) of the total number of Nomination and Remuneration Committee members.



- (4) If the Chairman of the Nomination and Remuneration Committee is absent, the attending Nomination and Remuneration Committee members shall elect one among them to act as the Chairperson of the meeting.
- (5) In the current era of technological advancement, members who are traveling can participate in the Nomination and Remuneration Committee meetings remotely via video/teleconference or similar tools, provided that such meetings comply with relevant legal requirements.
- (6) Each Nomination and Remuneration Committee member shall have one (1) vote. Decisions of the meeting shall be made by a majority vote. Any member with a conflict of interest in any matter shall not have the right to vote on that matter. In the event of a tie vote, the Chairperson of the Nomination and Remuneration Committee shall have an additional casting vote.
- (7) The Nomination and Remuneration Committee has the authority to invite relevant individuals or those deemed appropriate to attend the meetings to provide explanations on related matters. The committee may also invite external experts to act as advisors and attend the meetings at the Company's expense.

6. Duties, and Responsibilities

- (1) Scope, Authority, and Responsibilities Regarding the Nomination and Selection of the Chairperson of the Executive Committee and Senior Executives.
 - (a) Consider and propose the structure, composition, and qualifications of the Board of Directors and various sub-committees.
 - (b) Consider the criteria and process for nominating and selecting suitable individuals for the positions of directors, sub-committee members, the Chairperson of the Executive Committee, and senior executives when terms expire or positions become vacant, or for other executive positions as assigned by the Board of Directors, for consideration by the Board of Directors and/or the shareholders' meeting (as the case may be).
 - (c) Oversee and supervise the nomination of company directors and senior executives across all business groups of the organization, ensuring that succession plans for senior executives, key management positions, and the list of potential candidates are regularly reviewed.
 - (d) Consider and establish criteria for performance evaluation and evaluate the performance of directors, sub-committee members, and the Chairperson of the Executive Committee to review annual performance, issues, and obstacles, and use the evaluation results to develop and improve various operations. Present the evaluation results to the Board of Directors for further consideration and develop a knowledge development plan for directors to enhance the



understanding of current and new directors regarding the business and their roles.

- (2) Scope, Authority, and Responsibilities Regarding the Determination of Remuneration for Directors, the Chairperson of the Executive Committee, and Senior Executives.
 - (a) Consider and recommend appropriate monetary and non-monetary remuneration for the Board of Directors, various sub-committees, the Chairperson of the Executive Committee, and senior executives, including other benefits. This includes fixed remuneration (e.g., regular compensation, meeting allowances) and performance-based remuneration (e.g., bonuses, gratuities) in alignment with the Company's long-term strategies and goals, experience, duties, scope of roles and responsibilities, and expected benefits from each committee. The remuneration should be comparable to industry practices and presented to the Board of Directors and/or the shareholders' meeting (as the case may be).
 - (b) Disclose the policy and criteria for determining directors' remuneration, reflecting their duties and responsibilities, including the form and amount of remuneration. The disclosed remuneration amount should include the remuneration received by each director from serving as a director of subsidiaries.
 - (c) Consider the conditions for offering newly issued securities or warrants to directors and employees (if any) to create long-term value for shareholders and attract quality personnel, ensuring fairness to shareholders.
- (3) Review and update the charter of the Nomination and Remuneration Committee at least once (1) a year and present it to the Board of Directors for approval.
- (4) Consider and provide opinions on the proposals of the Chairperson of the Executive Committee regarding human resources policies to align with the organization's business strategies.
- (5) Engage consultants or independent individuals to provide opinions or advice as necessary.
- (6) Perform other duties as assigned by the Board of Directors with the approval of the Nomination and Remuneration Committee.

7. Reporting

The Chairperson of the Nomination and Remuneration Committee is responsible for reporting to the Board of Directors on matters related to the activities of the Nomination and Remuneration Committee, meeting outcomes, or any other reports that are significant to shareholders, general investors, and all stakeholders. The Chairperson must also prepare the Nomination and Remuneration Committee's report for inclusion in the Company's annual report, signed by the Chairperson of the Nomination and Remuneration Committee.



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Turnkey Communication Services Public Company Limited

As of Date: 11 November 2024

8. Evaluation

The Nomination and Remuneration Committee shall conduct an annual self-assessment of its performance, both as a whole and individually, to review the performance, issues, and obstacles encountered over the past year. The results of the assessment shall be reported to the Board of Directors annually.

This Charter of the Nomination and Remuneration Committee was approved by the Board of Directors at Meeting No. 5/2024 (No. 5/2567) on November 11, 2024, and shall be effective from November 11, 2024.

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(Mr. Kittisak Amornchairojkul)

Chairperson of the Board of Directors