

## Nomination and Remuneration Committee Charter

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Meb Corporation Public Company Limited

## Nomination and Remuneration Committee Charter

### 1. Objectives

The Nomination and Remuneration Committee is established to perform the duties of nominating individuals who are suitably qualified to hold the positions of Directors, members of sub-committees, and the Chief Executive Officer. Additionally, the Committee is responsible for considering policies regarding the framework, guidelines, and structure for the remuneration of Directors, members of sub-committees, and the Chief Executive Officer, which will be presented to the Board of Directors and/or submitted for approval at the shareholders' meeting, as appropriate.

### 2. Composition

The Nomination and Remuneration Committee consists of at least three (3) members and should include an independent director as a member. The Board of Directors or the Nomination and Remuneration Committee shall appoint one (1) independent director to serve as the Chairman of the Nomination and Remuneration Committee.

### 3. Qualifications of the Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee must meet the following qualifications

- (1) The member must be knowledgeable, capable, honest, ethical in business conduct, and have sufficient time to dedicate their knowledge and abilities to perform their duties for the company.
- (2) The member is a director/executive of the company.

### 4. Election and Term of Office

The Board of Directors shall appoint the members of the Nomination and Remuneration Committee, with the term of office set at three (3) years, in accordance with the term of the company's directors. A member whose term has expired may be reappointed to the Nomination and Remuneration Committee.

In the event that the committee's term expires or if the committee member is unable to serve until the term is completed, which results in the number of members of the Nomination and Remuneration Committee falling below three (3), the Board of Directors must appoint a new member to fill the vacancy in a timely manner to ensure the continuity of the committee's duties.

## 5. Authority, Duties, and Responsibilities

(1) Consider the structure and composition of the Board of Directors in terms of the number of members to ensure it is appropriate for the size, type, and complexity of the company's business, as well as aligning with the business strategy and adapting to the changing environment.

(2) the qualifications and criteria for the selection of individuals to hold positions on the Board of Directors, subcommittees, and as the Chief Executive Officer, to be submitted to the Board of Directors for approval.

(3) Select suitable individuals with the appropriate knowledge, experience, and expertise to hold positions as members of the Board of Directors, subcommittees, and Chief Executive Officer, and propose these names to the Board of Directors for appointment or to be presented at the shareholder meeting for approval, as applicable.

(4) Review and ensure the independence qualifications of each independent director to ensure that they meet the necessary independence criteria in accordance with applicable regulations.

(5) Develop and review the process for the development of directors and subcommittees to enhance their knowledge and skills, aligning with the company's business, economic conditions, technology, laws, or regulations relevant to the company's business.

(6) Propose policies and structures for compensation (both financial and non-financial) for the Board of Directors, subcommittees, and the Chief Executive Officer, including fixed remuneration (e.g., regular salaries, meeting allowances) and performance-based remuneration (e.g., bonuses, incentives). Ensure that the compensation is reasonable, fair, and complies with the law, and present it to the Board of Directors for approval.

(7) Review and propose compensation for the Board of Directors, subcommittees, and Chief Executive Officer in accordance with the proposed policies and structures, and submit it to the Board of Directors and/or the shareholder meeting for approval.

(8) Review and propose criteria for evaluating the performance of the Board of Directors, subcommittees, and the Chief Executive Officer, and submit it to the Board of Directors for approval.

(9) Review and propose the development plan for the Chief Executive Officer and management<sup>1</sup> to enhance their knowledge and skills, in line with the company's business, and prepare for succession planning to ensure continuity in the company's leadership. Review the Nomination and Remuneration Committee's Charter and propose any necessary amendments to the Board of Directors to ensure it aligns with the prevailing conditions.

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<sup>1</sup> Management refers to the executives as defined by the Securities and Exchange Commission (SEC) announcement No. KorJor. 17/2551 regarding the definitions in the announcement on the issuance and offering of securities (including amendments). This definition excludes the Chief Executive Officer (CEO).

(10) Review the Nomination and Remuneration Committee's Charter and propose any necessary amendments to the Board of Directors to ensure it aligns with the prevailing conditions.

(11) Evaluate the performance and report on the activities of the Nomination and Remuneration Committee, and submit it to the Board of Directors for review, as well as prepare the committee's report.

(12) Perform any other tasks as assigned by the Board of Directors or in accordance with the policies established by the Board of Directors.

## 6. Meetings

(1) The Nomination and Remuneration Committee shall meet as deemed appropriate by the Chairman of the Committee, but there must be at least two (2) meetings per year.

(2) To convene a meeting of the Nomination and Remuneration Committee, the Chairman of the Committee or a person designated by the Chairman shall send a meeting notice, along with the agenda and supporting documents, to all members of the Committee at least three (3) days prior to the meeting date. This may be done electronically to allow the Committee members sufficient time to study the information. However, in urgent cases to protect the company's rights or interests, the meeting notice can be sent using other methods or with a shorter notice period.

(3) The meeting of the Nomination and Remuneration Committee may be conducted via electronic means, provided that the meeting complies with the relevant laws, regulations, announcements, and criteria.

## 7. Quorum and Voting

(1) In the meeting of the Nomination and Remuneration Committee, at least half of the total number of Committee members must be present to constitute a quorum. If the Chairman of the Committee is absent or unable to perform their duties, the Committee members present shall select one member to act as the Chairman of the meeting.

(2) Decisions made in the meeting shall be based on a majority vote.

(3) In voting, each member of the Nomination and Remuneration Committee has one (1) vote, except for a member with a conflict of interest in the matter being discussed, who shall not have the right to vote on that matter. In the event of a tie vote, the Chairman of the meeting will cast the deciding vote.

(4) The Chairman of the Nomination and Remuneration Committee, or a person designated by the Chairman, shall report the results of the meeting to the next meeting of the Board of Directors for their information.

This Charter of the Nomination and Remuneration Committee shall be effective from 17 August 2022, onward.