



## Nomination and Remuneration Committee Charter

The Platinum Group Public Company Limited

## Nomination and Remuneration Committee Charter

---

The Nomination and Remuneration Committee is established with the approval from the Company's Board of Directors in order to support the work of the Company's Board of Directors in accordance with the laws, announcements, procedures, regulations and other related laws.

### 1. Objectives

The Board of Directors approved the Charter of the Nomination and Remuneration Committee with the purpose to specify the Committee's composition, duties and responsibilities in setting criteria and policy in order to determine remuneration of the Company's directors, committee members, president and management, as well as policy in screening and proposing appropriate candidates to be the Company's directors, president and management; and in proposing and performing any duties assigned by the Board and/or the shareholders meeting when applicable. The Charter will enable the Committee to perform its duties fairly, adequately and transparently according to good corporate governance policy to build stakeholder confidence and trust in the Company.

### 2. Composition of Nomination and Remuneration Committee and Qualifications of the Committee Member

2.1 The Nomination and Remuneration Committee shall be comprised at least three (3) directors from the Company's Board of Directors and one third of total members of the Committee members must be independent directors; Chairperson of the Committee must also be an independent director.

2.2 The Board of Directors shall consider and appoint its directors to perform the duty as members of the Nomination and Remuneration Committee.

### 3. Term of Office

3.1 The term of office for a member of the Nomination and Remuneration Committee shall be concurrent with the term of director and upon the expiration of the term of office, the director may be re-elected by the discretion of the Board of Directors.

3.2 In addition to vacating office at the expiration of the term as set out above mentioned, Committee member's term of office shall vacate upon

3.2.1 death;

3.2.2 resignation;

3.2.3 being disqualified of Nomination and Remuneration Committee member;

3.2.4 being removed by the resolution of the Board of Directors

*---Translation---*

- 3.3 Any member of the Nomination and Remuneration Committee who wishes to resign from his/her office, shall submit a written notification to the Chairman of the Board of Directors; such resignation will be in effect on the date that the written notification reach the Chairman's office.
- 3.4 In the event that all of the members of the Nomination and Remuneration Committee shall vacate from their office, the Committee members who are being vacated shall remain in office to continue their duties until the new committee members are appointed.
- 3.5 In the event that a Committee member position is vacated with reasons other than the expiration of the term of office, the Board of Directors shall appoint a qualified replacement to the vacated position in order to complete the Committee member. The appointed replacement Committee member shall hold office only for the remaining term of office of the replaced director.

**4. Authorities, Duties and Responsibilities**

- 4.1 Ensure that the structure, size and composition of the Board of Director are appropriate for the Company and the changing business environment.
- 4.2 Develop criteria for the Company's director; Screen and identify, in a transparent way, a qualified candidate in accordance with the Company's business strategy for both short term and long term to propose for the Board endorsement before proposing to the shareholder meeting for approval of appointment.
- 4.3 Consider the criteria and process for nominating qualified persons to hold the position of directors according to the Company's business strategy by creating a Board Skill Matrix for recruiting including selecting persons according to the specified nomination process, for example, considering the list and backgrounds of those nominated as directors from the previous committee, providing the opportunity for shareholders to nominate directors to hold offices, considering the use of external consulting firms or a person from the Director's Pool, etc., by reviewing qualifications that are suitable and diverse in terms of qualifications, professions, skills, age, experience, gender, race, religion, birthplace, expertise and special abilities that are necessary for the Board of Directors as well as participating in creating benefits for the Company and presenting opinions to the Board of Directors.
- 4.4 Screen and identify, in a transparent way, a qualified candidate for the position of President to propose to the Board for approval and appointment.
- 4.5 Develop Succession Plan for the President position and regularly revisit the plan and its progress.
- 4.6 Design a fair and sensible remuneration plan and related criteria for the Company's directors, members of each committee and the Company's President by considering referenced information of compensation in other companies in the same or similar industries; propose such remuneration plan for directors and committee members to the Board for endorsement before proposing to the Shareholder meeting for approval.

---*Translation*---

- 4.7 Evaluate the performance of the Company's President in order to assess the adequacy of his/her remuneration package; make recommendations regarding the overall compensation plan and other fringe benefits of the Company's employees proposed by the President's preliminary advice.
- 4.8 Assess the remuneration of senior management in accordance with the performance by using goals and assessment criteria according to both short- and long-term strategic plans.
- 4.9 Review, change and amend this Nomination and Remuneration Committee Charter to keep up with the changing situation and submit any proposed revisions to the Board of Directors for consideration and approval.
- 4.10 Perform other duties assigned by the Board of Directors.

To perform its duties, the Nomination and Remuneration Committee may seek any information it considers necessary from the management, department heads or related employees by asking them to attend the meeting, make statement or submit written related documents as necessary. In addition, under the duties and responsibilities, authorities of this charter, the Nomination and Remuneration Committee may seek external independent professional advisor or specialist in other professions as deem necessary at the Company's cost.

**5. Committee Meeting**

- 5.1 The Nomination and Remuneration Committee shall meet at least 2 times per year as deemed necessary and appropriate to its duties and responsibilities prescribed in this Charter.
- 5.2 Meeting invitation from the office of Committee Chairperson or Secretary by the order of the Chairperson, shall delivered to each member at least 7 days before the meeting date; except when necessary or urgent the Committee members may be notified by other means or the meeting date may be scheduled earlier.
- 5.3 The quorum for a Committee meeting shall be no less than one half of its total members. Chairperson of the Nomination and Remuneration Committee shall preside over the meeting. In the event the Chairperson is absent from the meeting or unable to perform the duties, the Committee members present at such session shall choose a member to preside at such session.
- 5.4 Determining voting results shall be by majority vote of total member in presence. If the numbers of votes for and against a proposal are equal, the Committee Chairperson or other member chairing the meeting has a casting vote. Committee member who has an interest in the discussing matter has no right to vote in such matter. Resolution from the Nomination and Remuneration Committee shall be in effect and completed when all members sign to concur regardless of the fact that the Committee meeting does not take place. Secretary to the Nomination and Remuneration Committee or any assigned personnel shall be responsible for minute preparation.

*---Translation---*

**6. Report of Nomination and Remuneration Committee**

Report regularly to the Board of Directors regarding the execution of the Nomination and Remuneration Committee; prepare and disclose in the Company's annual report, Nomination and Remuneration Committee's Report which must be signed by the Nomination and Remuneration Committee's chairperson.

**7. Performance Evaluation of Nomination and Remuneration Committee**

The Nomination and Remuneration Committee shall evaluate self-performance on annual basis and shall report the results to the Board of Directors.

This Nomination and Remuneration Committee Charter (Revision) has been reviewed and approved by the Company's Board of Directors meeting no. 4/2025 on November 11, 2025 with effective date from November 11, 2025 onwards.

*---Mr. Palakorn Suwanrath---*

Mr. Palakorn Suwanrath  
Chairman of the Board of Directors  
Date November 11, 2025