

Thai Optical Group Public Company Limited Nomination & Remuneration Committee Charter

1.Objectives

The Board of Directors of Thai Optical Group Public Company Limited established the Nomination and Remuneration Committee, consisting of independent directors, to monitor and screen the recruitment and succession process of Directors, Chief Executive Officer (“CEO”) and Senior Management positions. In addition, the Committee oversees compensation structure and remuneration for Directors, CEO, Senior Management, and Employees to assure shareholders and stakeholders that the Company has an effective human capital management system in alignment with future business direction and strategies.

2. Date Approved by the Board and Effective from: 5 May 2025

3.Composition

- The Nomination and Remuneration Committee shall consist of at least three [3] members appointed by the Board of Directors.
- The members elect one among them to be the Chairman of the Nomination and Remuneration Committee.
- The Chairman of the Nomination and Remuneration Committee shall be an independent director.
- The Nomination and Remuneration Committee has the authority to appoint a secretary and has appointed the Human Resource Manager to serve as secretary of the Committee.

4.Qualifications of Nomination and Remuneration Committee Members

- The Committee shall be members of the Company’s Board.
- Each nominee shall have sufficient knowledge and experience to perform the Nomination and Remuneration Committee duties.

5. Term of Office

- The term of office of the Nomination and Remuneration Committee is the same as the tenure of the Company Board of Directors.
- Committee members re-elected at the shareholder meeting are re-appointed to serve in their original position on the Committee.

- Upon expiration of term of office, or if a member is unable to complete the term of appointment, the Board shall consider appointing a replacement member of the Nomination and Remuneration Committee promptly or, at the latest, within three months from the date the number of members is rendered incomplete. This aims to allow continuity of performance of the Nomination and Remuneration Committee.

6.Nomination and Remuneration Committee Responsibilities

6.1 Nomination

6.1.1 Consider Board's Structure, and Board and Committee Composition

Consider the structure and composition of the Board of Directors and Sub-Committees, appropriate size, qualifications of directors, skill of matrix, work experience and expertise, to support the Company's business operations.

6.1.2 Determine Qualifications and Criteria for Nomination of Directors

Determine candidate qualifications for appointment to the position of Director, as appropriate for the Company's business. Establish criteria on determining re-appointment of existing directors to serve positions, determining new candidate shortlists, by receiving appropriate nominations from general shareholders, or from individual Directors, or from the directors' database. Select the nominated list, along with corresponding qualifications and recommend to the Board of Directors, to propose for resolution by shareholders.

6.1.3 Knowledge Support and Annual Self-Assessment for the Board of Directors

Provide useful support knowledge to help develop the current and new Directors, in understanding the nature of the Company's business for areas in which the Directors hold their positions. Organize an annual self-assessment of the Board of Directors as a whole, of the Sub-Committees, and of each individual director, and report opinions and recommendations received to the Board.

6.1.4 Consider Qualifications, Nomination and Evaluation of the CEO and Senior Management

Consider qualifications, criteria and nomination processes to select candidates for the position of CEO and Senior Management. Jointly determine criteria with the Board to conduct CEO and Senior Management performance evaluation, compared to goals. Propose CEO and Senior Management appointments to the Board of Directors for consideration and approval.

6.1.5 Consider Succession Plan

Consider the succession plan for the position of CEO and for the Senior Management level, to prepare successors in the event those holding positions retire or are unable to perform their duties, to ensure continuity of business operations.

6.2 Remuneration

6.2.1 Consider Annual Remuneration for the Board of Directors and Sub-Committees

Set criteria and the form of payment for annual remuneration for the Board of Directors and Sub-Committees, comparing with other directors' remuneration in similar businesses of comparable size, ability to pay of company, to be suitably commensurate with the obligations of the roles and responsibilities of the Directors, in order to incentivize performance and achieve results. Review types of remuneration and benefits, such as annual remuneration, meeting allowance and compensation, based on business operation achievement, the Company's current and future performance, in order to be coherent with the value-added that the Company creates for its shareholders; for instance, the operating profits or dividends paid to shareholders, proposed to the Board of Directors for consideration before seeking approval at the general shareholders' meeting.

6.2.2 Consider Annual Remuneration for CEO, Senior Management, and Employees

Review compensation type, remuneration structure, benefits and budget, to incentivize operating performance for the CEO, Senior Management, and Employees, based on business result achievement, the Company's current, and future operating performance, suitability to obligations of the roles and responsibilities, comparison with other companies in similar industries, or nearby locations, and present to the Board of Directors for approval.

7.Meetings

7.1 Frequency of Meetings, Agendas and Meeting Papers

- Nomination and Remuneration Committee meetings are held at least once a quarter.
- The annual agenda and meeting schedule are reviewed annually, in advance, by the Nomination and Remuneration Committee.
- The Chairman of the Nomination and Remuneration Committee may call additional meetings as appropriate, or upon request by other members, or the secretary, for discussion of particular pressing issues.
- The Secretary prepares the agenda for each meeting, in consultation with the Chairman, to ensure adequate time is available for the discussion of all agenda items, and also preps the meeting, organises support documents, and records the minutes of the meetings.
- In urgent cases, the Secretary may send out the meeting invitation by electronic means and deliver the supporting information or documents to the Committee less than 7 days prior to the meeting.
- Special meetings may be called to consider important or urgent matters, when the Chairman deems them necessary, provided that Committee members are allowed the opportunity to participate in the decision-making process.

7.2 Meeting Attendance

- The Committee may invite external specialists, as consultants, to attend meetings, when necessary
- The Committee may invite Senior Management or related parties responsible for or involved in the meeting agenda to attend the meeting from time to time.
- When attendance in person is not possible, Committee members can attend the meeting by electronic means.

7.3 Quorum

- The quorum of a meeting requires **not less than half** of the total number of the Committee's members attending the meeting. When cast a vote for meeting resolution, there should be **not less than half** of the total number of the Committee's members present at the meeting
- Each member has one vote. The **majority vote** shall be required to pass a resolution. If there is a tied vote, the Chairman of the meeting shall cast an additional decisive vote on the resolution, to break the tie.
- In the event that the Chairman of the Committee cannot attend the meeting, the Committee members who are attending that meeting shall select one of the members to chair the meeting.
- The Secretary of the Committee shall attend the meetings at all times. In case the Secretary is unable to attend the meeting, the Committee may assign another person to act on behalf of the Secretary.
- Any member who has a conflict of interest, in a matter for consideration, must inform the Committee of such conflict of interest and shall abstain from participation in decision-making on said matter.

8.Minutes and Reporting

- Minutes of the meeting are prepared by the Secretary to the Nomination and Remuneration Committee after the meeting, and shall be approved or amended, as soon as possible.
- The Committee shall provide regular reports to the Board of Directors, regarding its actions, and make recommendations, as appropriate.
- Prepare Nomination and Remuneration Committee report and disclose it in the Company Annual Report. The report must be signed by the Chairman of Nomination and Remuneration Committee and consist of, at least, the following points:
 - Number of Nomination and Remuneration Committee meetings and attendance of each Committee member
 - Overview related to performance of duties in accordance with the Charter.
 - Any other matters shareholders and investors should know about, within the scope of duties and responsibilities assigned by the Board of Director.

9.Revision of the Charter

To ensure adequate support of current practices, the Nomination and Remuneration Committee shall review the Committee Charter at least once a year, and propose changes, as required, to the Board of Directors for approval.

NRC Annex1

The Nomination and Appointment Process for Directors and Independent Directors

The Nomination and Remuneration Committee determines the qualification criteria required to best benefit the Company business. This must include, but not be limited to, well-rounded individuals, and transparency/compliance with the Stock Exchange of Thailand, related to the guidelines of director nomination practices. Minor shareholders are given the opportunity to propose qualified candidates for the nomination and appointment process of the Board of Directors' members.

The Board of Directors

The Nomination Process and Qualification Criteria, for Selecting New Directors:

- Fulfill requirements prescribed by applicable laws and regulations, i.e. the Public Company Limited Act, Company regulations, and the Principles of Good Corporate Governance for Listed Companies.
- Be knowledgeable and have adequate capabilities and relevant experience, in diversified professions, pertinent to conducting duties, as a member of the Company's Board of Directors.
- Complement the integral composition required for the Board of Directors' structure, by considering and comprising various professions, such as engineering, law, accounting and finance, economics, security, business management, and information technology, to combine expertise and capabilities relevant to the Company business operations.
- Present no conflict of interest among stakeholders.
- Be accepted by candidates, presented for the nomination process.
- The total number of board positions that a CEO can hold shall not exceed 3 listed companies.

Nomination Process and Qualification Criteria, in Re-Appointment of Directors:

- Good past conduct in performance of duties and responsibilities.
- Provided useful past recommendations and suggestions.
- Allocated sufficient time to execution of past duties and responsibilities, with a track record of at least 75% attendance of Board of Directors' meetings per year.
- Participated in activities expected of each member, in previous term.

Independent Director Qualification

- The total number of board positions an Independent Director shall hold not exceed 5 listed companies.
- Holding no more than 1% of total voting shares* including the shareholding of persons related to the independent directors

- Not currently be nor ever have been the company's executive director, worker, employee, salaried consultant, or controlling parties*. Exception: It has been at least two years since the person last held the position.
- Not bound by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.
- Not currently having nor ever had any relations with the company* in such a way that the relation may impede the person from having independent views. Also, the person should not currently be or never have been a significant shareholder or controlling person for persons having business relations with the company*. Exception: It has been at least two years since the person last held the position.
- Not currently be nor ever have been the company's auditor*. Also, the person should not currently be nor ever have been a significant shareholder, controlling person, or partner of the current auditor's auditing firm*. Exception: It has been at least two years since the person last held the position.
- Not currently be providing nor ever have provided professional services, legal consulting, nor financial consulting services to the company with a fee more than THB 2 million per year*. Also, the person should not currently be nor ever have been a significant shareholder, controlling person, or partner of current service providers. Exception: It has been at least two years since the person last held the position.
- Not currently a director appointed to represent the company's directors, major shareholders, or a shareholder related to a major shareholder.
- Not currently be operating under similar business nature nor be significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and/or subsidiary.
- Not under any conditions that may impede the person from having independent views towards the company's operations.

**Including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company*

Selection and Appointment of CEO

- Professional knowledge, competencies in business management, and having skills, experience, expertise and various qualifications, necessary to best serve the company business
- Experience in business and organization management
- Experience as a corporate leader, with clear and strong leadership capabilities
- Acceptance among relevant peers
- Approval by the Board of Directors
- No conflict of interest