



CHARTER OF NOMINATION AND REMUNERATION COMMITTEE

MR. D.I.Y. HOLDING (THAILAND) PUBLIC COMPANY LIMITED

27 November 2023

CHARTER OF NOMINATION AND REMUNERATION COMMITTEE

1. PURPOSE

The Nomination and Remuneration Committee (the “**NRC**”) shall be established by the Board of Directors (the “**Board**”) of MR. D.I.Y. Holding (Thailand) Public Company Limited (the “**Company**”) to assist the Board in discharging the following responsibilities:

- 1.1 ensure that the Board and the sub-committees have an effective and balance composition with a diverse mix of knowledge, skills, qualifications, competencies, functional and management experience, characteristics, age, gender, and mindset to discharge their responsibilities respectively;
- 1.2 conduct an annual assessment on the effectiveness of the Board and its sub-committees and the contribution of each individual director of the Company and the independence of independent directors of the Company;
- 1.3 assess the performance of the executive director(s) against the key performance indicators (“**KPI**”) set for them;
- 1.4 ensure that the Group has in place a remuneration policy and framework consistent with the Group’s business strategy, and a competitive remuneration structure so as to link rewards with corporate and individual performance to attract and retain the right talent of the appropriate calibre, skills, experience and quality needed in the Board in order to drive and achieve the Group’s long term objectives;
- 1.5 ensure that a succession plan is in place for the Board, the executive directors and key executives including the chief executive officer (the “**CEO**”); and
- 1.6 ensure that the Employee Stock Option Program (“**ESOP**”) (if any) of the Company is fairly and properly administered and implemented in accordance with applicable laws and the Company’s policies.

2. AUTHORITY

- 2.1 The NRC has the authority to carry out the functions as stated in this Charter and report to the Board with recommendations for the Board’s decision.
- 2.2 The NRC, whenever necessary and reasonable for the performance of its duties, shall in accordance with the same procedures adopted by the Board and at the cost of the Group:
 - 2.2.1 has full and unrestricted access to any employee, information pertaining to the Group and resources; and
 - 2.2.2 be able to engage independent professional advisers or other advisers and to secure attendance of external parties with relevant experience and expertise if it considers necessary.

3. MEMBERSHIP

- 3.1 The NRC shall consist of not less than three (3) members.
- 3.2 The chairman of the NRC and the majority of the NRC members shall be independent directors.
- 3.3 The Chairman of the NRC shall be appointed by the Board or the NRC, provided that the Chairman of NRC shall not be the Chairman of the Board.
- 3.4 The NRC may appoint a secretary to assist in arranging meetings, preparing the meeting agenda, arranging the delivery of supporting documents for the meeting, and preparing the meeting minutes.

4. QUALIFICATIONS

Apart from the qualifications under the Charter of the Board, members of the NRC shall have qualifications as follows:

- 4.1 being a director of the Company;
- 4.2 being a person who has knowledge, experience and is aware of his/her qualifications, duties, responsibilities as a member of the NRC;
- 4.3 being able to devote sufficient time to perform their duties; and
- 4.4 being able to independently recruit and select suitably qualified persons to be nominated for consideration to be appointed.

5. APPOINTMENT AND TERM

- 5.1 The members of the NRC who meet all the qualifications specified in this Charter shall be appointed by the Board of the Company.
- 5.2 Members of the NRC, including the chairman of the NRC may hold their position for as long as they are serving on the Board. Members who vacate office at the end of their term may be re-appointed.
- 5.3 In the case of a vacant position in the NRC, the Board shall appoint a qualified director without prohibited aspects to replace the previous member of the NRC.
- 5.4 The office of a member of the NRC shall become vacant in any of the following events:
 - 5.4.1 becoming disqualified under this Charter and other legal requirements;
 - 5.4.2 resignation by giving notice in writing to the Company and the Board, which shall take effect from the date on which the notice reaches the Company;

- 5.4.3 being displaced by a resolution of the Board or the shareholders' meeting;
- 5.4.4 expiration of directorship; and
- 5.4.5 death.
- 5.5 In the event that all the offices of all the members of NRC become vacant, such members shall remain in the position to continue the business as deemed necessary until the new NRC commences its duty.
- 5.6 In the case that the number of the NRC has become less than three (3) members, the Board or the shareholders' meeting shall appoint a replacement immediately or at the least within three (3) months from the date on which the number of NRC has become less than the specified number in order to maintain the required number of members as set forth.

6. FUNCTIONS AND DUTIES

- 6.1 In respect of nomination matters, the NRC shall:
 - 6.1.1 determine the qualifications of directors, member of sub-committee, and the CEO to be aligned with laws, regulations and/or the Company's business strategy as well as considering knowledge, expertise, variety of skills, and work experiences which are beneficial to the business of the Company;
 - 6.1.2 determine criteria and procedures for nomination process for directors, members of sub-committees and the CEO;
 - 6.1.3 recommend to the Board and/or shareholders meeting (as the case may be) suitable candidates for appointment as directors including members of sub-committees and the CEO, taking into consideration the following aspects when considering new appointments on the Board and/or shareholders' meeting:
 - (a) the candidates' skills, qualifications, knowledge, expertise, experience, professionalism and integrity;
 - (b) in the case of candidates for the position of independent directors, the independence and qualifications in accordance with the criteria and conditions of the notifications issued by the Office of Securities and Exchange Commission (the "**SEC**") and the Stock Exchange of Thailand (the "**SET**") as well as the ability to discharge such responsibilities/functions as expected from independent directors; and
 - (c) the Board's diversity in terms of age and gender.

- 6.1.4 review annually the Board structure, size, balance and composition as well as selection criteria to ensure that the Board has the appropriate mix of skills, experience and other qualities including core competencies to function effectively and efficiently and is in compliance with the Securities and Exchange Act, B.E. 2535 (1992) (as amended) (the “**SEC Act**”) and the relevant notifications as issued by the SEC and the SET;
 - 6.1.5 periodically review and recommend to the Board succession planning for the chairman of the Board, executive directors, sub-committees and key executives including the CEO;
 - 6.1.6 recommend director(s) who are retiring (by casual vacancy and by rotation) for re-election at the Company’s annual general shareholders’ meeting;
 - 6.1.7 in case of reappointing independent director(s) who has/have served a cumulative term limit of nine (9) years at the Company’s annual general shareholders’ meeting, review the necessity and reasonableness of such reappointment;
 - 6.1.8 deliberate and recommend any termination of membership of any director, member of sub-committees or the CEO due to appropriate reasons in accordance with the relevant laws and regulations;
 - 6.1.9 ensure that all directors and key executives including the CEO undergo appropriate induction and continuous training programmes to enhance their performance;
 - 6.1.10 recommend to the Board, the terms of employment and Key Performance Indicator (KPI) of the CEO, and assess the performance of the CEO against these KPIs; and
 - 6.1.11 assess annually the effectiveness of the Board as a whole, the sub-committees of the Board and the contribution of each individual director including independent directors. The NRC shall ensure that all assessments and evaluations carried out by the NRC in the discharge of all its functions shall be properly documented.
- 6.2 In respect of remuneration matters, the NRC shall:
- 6.2.1 review and recommend to the Board for approval the remuneration policies, criteria and procedures for the Board, sub-committees, and the CEO as well as types of remuneration (either monthly or based on the performance of the Company), whereby independent professional advice may be obtained in determining the remuneration framework;
 - 6.2.2 review and recommend to the Board the directors’ remuneration and benefits (if any) payable to directors and member of sub-committees for recommendation to the shareholders of the Company for approval, whereby for the directors’ remuneration, the NRC shall take into account

the comparability to the practices in the same industry, the experiences, tasks and scope of duties and responsibilities of the directors;

- 6.2.3 recommend to the Board, proposal on the criteria for determining the total amount of the annual remuneration, benefits and bonus for the Company's directors and members of sub-committees;
 - 6.2.4 review and recommend to the Board, proposal on remuneration and benefits of the CEO including share option and compensation payment in the event of termination of the employment/service contracts (if any) by the Company and/or the Group. The recommendation should be made based on their respective performance relative to the KPI set;
 - 6.2.5 consider and determine the overall share options allocation, including number of shares to be granted to a selected employee and vested in him/her subject to the provisions in the ESOP (if any) as well as the performance target based on performance measure i.e., KPI to be achieved under the ESOP (if any);
 - 6.2.6 recommend to the Board for approval, where it deems necessary, any amendment, modification, addition or deletion of the ESOP (if any);
 - 6.2.7 take all other actions within the purview of the NRC pursuant to the ESOP for the necessary and effective implementation and administration of the ESOP (if any); and
 - 6.2.8 prepare reports to the Board for consideration where appropriate or requested by the Board.
- 6.3 consider other matters as may be referred to the NRC by the Board from time to time.

7. MEETINGS

- 7.1 Meetings of the NRC shall be held at least twice in each fiscal year of the Company with additional meetings be convened as and when required.
- 7.2 Unless a meeting is called on a short notice basis, the chairman of the NRC or any assigned person shall send a meeting invitation, together with the agenda for each meeting and the meeting papers shall be circulated to the NRC members at least three (3) days before each meeting.
- 7.3 The quorum for a meeting of the NRC shall be at least half (1/2) of total number of the NRC or two (2) members, whichever is higher.
- 7.4 The meeting will be presided by the chairman of the NRC. If the chairman is not present or is unable to carry out his or her duties, the members present shall elect a chairman for the meeting from amongst the members present.

- 7.5 Each member of the NRC is entitled to one (1) vote in deciding the matters deliberated in the meeting. The decision that gained the majority votes shall be the decision of the NRC. If a member has a conflict of interest in any matter, they will have no right to vote on such matter. In the event of an equality of votes, the chairman of the NRC shall be entitled to a casting vote.
- 7.6 The NRC may request other directors, employees, counsels and consultants of the Company as applicable to participate in meetings, specific to the relevant meeting, as and when necessary.
- 7.7 An NRC member shall excuse himself/herself from the meeting during discussion or deliberations of any matter which gives rise to an actual or perceived conflict of interest situation for the NRC member.
- 7.8 A meeting of the NRC may be conducted by electronic means in accordance with applicable laws and regulations.
- 7.9 The meeting agendas of the NRC shall be the responsibility of the chairman of the NRC with input from the NRC members. The chairman of the NRC may also ask the Management and others to participate in this process.
- 7.10 The NRC shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the NRC. Such minutes shall be signed by the chairman of the meeting at which the proceedings were held or by the chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.
- 7.11 The secretary of the NRC shall prepare the minutes of every meeting and present the minutes to the chairman of the NRC to certify.
- 7.12 The NRC, through its chairman, shall report matter(s) discussed and deliberated by the NRC to the Board, which requires attention and/or approval of the Board. When presenting any recommendation to the Board, the NRC will provide such background and supporting information as may be necessary for the Board to make an informed decision.

8. PERFORMANCE ASSESSMENT

The NRC shall arrange an annual self-assessment for each member of the NRC by assessing the performance of the NRC as a whole and each of its members. The evaluation will be submitted to the Board for acknowledgement.

9. REVIEW OF CHARTER

This Charter shall be reviewed at least once a year. If there is any proposed modification required to be made to this Charter, the NRC shall escalate to the Board for consideration.

This Charter shall be effective from 27 November 2023 by approval of the Extraordinary General Meeting of Shareholders No. 3/2023.

(Mr. Ong Chu Jin Adrian)

Chairman of the Board of Directors

MR. D.I.Y. Holding (Thailand) Public Company Limited