
THE CHARTER OF THE NOMINATION AND REMUNERATION COMMITTEE

KCG CORPORATION PUBLIC COMPANY LIMITED

The Charter of the Nomination and Remuneration Committee

1. Definitions

"Company"	refers to	KCG Corporation Company Limited Public Company
"Nomination Committee"	refers to	The Nomination and Remuneration Committee of KCG Corporation Public Company Limited
"Nomination Committee Member"	refers to	Member of the Nomination and Remuneration Committee of KCG Corporation Public Company Limited
"Independent Director"	refers to	Directors who meet the qualifications specified by the Securities and Exchange Commission in Attachment 1 or the qualifications that may be specified in the future
"Chairman"	refers to	Chairman of the Board of Directors of KCG Corporation Public Company Limited
"Chief Executive Officer"	refers to	Chief Executive Officer and Managing Director of KCG Corporation Public Company Limited
"Senior Executive"	refers to	Company executives that are defined as "executive" by the Securities and Exchange Commission
"SEC"	refers to	The Securities and Exchange Commission
"SET"	refers to	The Stock Exchange of Thailand

2. Objectives

Screen and recruit personnel who are knowledgeable, suitable, experienced and qualified for important positions by using the standardized and transparent recruitment criteria and processes. Consider competitive remuneration that is fair and reasonable in comparison to other industries of similar businesses in accordance with the corporate governance code (“**nomination**”). The nomination includes the positions of company directors, subcommittees, senior executives, consultants, experts, or equivalent positions.

3. Composition

3.1 The Nomination and Remuneration Committee shall consist of at least 3 directors, 2 out of 3 directors shall be independent directors.

3.2 The Chairman of the Nomination and Remuneration Committee shall be an independent director. The Board shall appoint a member of the Chairman of the Nomination and Remuneration Committee to be the Chairman of the Committee and the Chairman of the Committee shall appoint a secretary to the Nomination and Remuneration Committee to assist with scheduling meetings, preparing the meeting agenda, delivering meeting documents, and recording meeting minutes.

4. Qualifications

4.1 Be a visionary leader and regularly monitor any changes in the Company's performance in order to further improve the nomination and remuneration criteria.

4.2 Perform duties, express opinions, and provide performance reports independently while devoting sufficient time to duties.

4.3 Be impartial, transparent, and independent of the Company's internal management.

4.4 Be decisive and take appropriate actions.

4.5 Perform duties with fairness and without discrimination.

5. Appointment, Term of Office, and Dismissal

5.1 The Board of Directors shall appoint members of the Nomination and Remuneration Committee.

5.2 Term of Office

5.2.1 The Nomination and Remuneration Committee shall have a term of office for 3 years. The term expires at the Annual General Meeting of Shareholders. The Nomination and Remuneration Committee whose term expires may be reappointed.

5.2.2 In the event that a member of the Nomination and Remuneration Committee is an independent director, they may hold office for no more than three consecutive terms but not exceeding nine years.

5.3 Retirement

5.3.1 In addition to retirement by rotation, the Nomination and Remuneration Committee shall vacate the office upon:

- (1) Resignation
- (2) Dismissal from a position of a company director
- (3) Lack of qualifications of the Nomination and Remuneration Committee
- (4) Resolution of the Board

5.3.2 The member of the Nomination and Remuneration Committee who wishes to resign shall submit a resignation letter to the Chairman of the Board and provide a copy of the resignation letter to inform the Chairman of the Nomination and Remuneration Committee for acknowledgement. The resignation shall be effective from the date the resignation letter is received by the Chairman of the Board unless otherwise stated in the resignation letter.

5.3.3 In the event that the entire board of the Nomination and Remuneration Committee vacates the office, they shall remain acting in the position until the new Nomination and Remuneration Committee assumes their responsibilities. In the event that a position in the Nomination and Remuneration Committee becomes vacant for reasons other than the expiration of the term, the Board of Directors shall appoint a fully qualified person to fill the vacant position so that the number of the Nomination and Remuneration Committee meets the requirement of the Charter. The replacement of the Nomination and Remuneration Committee shall only serve for the remainder of the term. The appointment shall be in place within 90 days of the dismissal date.

6. Duties and Responsibilities

The Nomination and Remuneration Committee is responsible for scrutinizing the following matters prior to proposing them to the Board for approval:

6.1 Recruitment

6.1.1 Determine the criteria and methods for recruiting qualified candidates for various positions as follows:

- (1) Directors
- (2) Replacement directors
- (3) The Chairman and members of subcommittees to whom the Board of Directors has delegated authority and responsibility
- (4) Chief Executive Officer

- (5) Senior executives, consultants or experts equivalent to senior executives
- 6.1.2 Consider whether the size, composition, and qualifications of the Board and subcommittees are appropriate for the Company's strategy and changing circumstances.
- 6.1.3 Determine the qualifications of directors and subcommittees of the Company, taking into account the diversity of knowledge, expertise, skills, and experiences that are advantageous to the Company's business operations, as well as their ability to devote time and remain impartial.
- 6.1.4 Determine the qualifications of the Chief Executive Officer or senior executives, consultants, or experts equivalent to senior executives for internal or external candidates.
- 6.1.5 In the event that a position of director or subcommittee is vacant due to:
 - (1) Retired by rotation: The Nomination and Remuneration Committee shall recruit and select qualified persons to be candidates for company directors and propose them to the Board for approval before proposing to the Annual General Meeting of Shareholders for approval. In the case of subcommittees, the Nomination and Remuneration Committee shall propose the candidates to the Board meeting for approval.
 - (2) Other reasons besides retired by rotation: the Nomination and Remuneration Company shall recruit and select qualified persons for directors and subcommittees and nominate them to the Board for replacement of vacant positions within 90 days from the date of retirement (unless the remaining term of the director who vacates office is less than two months, in which case there is no need to appoint a replacement director).
- 6.1.6 Support the Company's decision to allow minority shareholders to nominate a candidate for recruitment and election as a director.
- 6.1.7 Consider and select company directors who are qualified to serve as members of subcommittees in order to propose to the Board for consideration or when a vacancy occurs.
- 6.1.8 Consider and review the succession plan for managing director, equivalent and above, as assigned by the Board. Regularly review a list of suitable candidates for succession in positions proposed by the management and propose to the Board for the appointment when the position becomes vacant.
- 6.1.9 Consider and ensure that the senior executive development system is effective and efficient in providing the necessary skills and qualifications to support the Company's growth in order to achieve the goal.

- 6.1.10 Review the structure, duties, and responsibilities, including the practice guidelines of the Board and subcommittees to ensure that they are always appropriate and current.
 - 6.1.11 Consider and recommend organizational restructuring to accommodate growth and align with the shifting business environment as proposed by the Management Committee.
 - 6.1.12 Disclose performance reports of the Nomination and Remuneration Committee in the Annual Report.
 - 6.1.13 Supervise the orientation of new directors and continually provide training to develop the knowledge of current directors.
 - 6.1.14 Perform other duties as assigned by the Board of Directors.
- 6.2 Remuneration and Welfare
- 6.2.1 Consider proposing criteria for performance assessment and evaluation results. Determine remuneration of the Chief Executive Officer or high-ranking executives under the terms and conditions of the employment contract and propose them to the Board for consideration.
 - 6.2.2 Determine or review remuneration or other benefits for the Board and subcommittees, including criteria or methods for remuneration payment or other such benefits that are fair and reasonable in comparison with other companies listed on the stock exchange with a similar business of the same size in order to maintain leadership in the industry and to create incentives for progress, and propose to the Board prior to proposing to the Annual General Meeting of Shareholders at least every 4 years for approval.
 - 6.2.3 Consider the salary and remuneration structure of employees and executives of the Company in comparison with other companies listed on the stock exchange with a similar business of the same size in order to maintain leadership in the industry and to create incentives for progress
 - 6.2.4 Consider policy, evaluation, and criteria for remuneration and the annual salary for the Chief Executive Officer and senior executives.
 - 6.2.5 Consider the annual budget for salary adjustment and monetary rewards for employees in accordance with other industries that operate similar or the same business, inflation, the country's GDP, and the Company's performance.
 - 6.2.6 Consider terms and conditions for the issuance of ordinary shares and warrants to purchase ordinary shares for directors and employees of the Company prior to proposing to the Board meeting for approval.
 - 6.2.7 Perform other duties as assigned by the Board.

7. Meetings and Quorum

- 7.1 The Nomination and Remuneration Committee meeting shall be held at least twice a year.
- 7.2 In convening a meeting of the Nomination and Remuneration Committee, the Chairman of the Nomination and Remuneration Committee or the secretary of the Nomination and Remuneration Committee, by delegation of authority, shall deliver a meeting invitation letter at least seven days prior to the meeting date. In case of emergency, meetings can be convened by other means and scheduled to an earlier date.
- 7.3 The Nomination and Remuneration Committee may, if necessary, hold a meeting via electronic media in accordance with applicable laws (if any). This type of meeting shall be treated the same as a regular meeting in which the Nomination and Remuneration Committee meets at the same location in accordance with the laws and this charter.
- 7.4 To constitute a quorum, at least half of the Nomination and Remuneration Committee shall be present at the meeting. In the event that the Chairman of the Nomination and Remuneration Committee is absent or unable to perform duties, members of the Nomination and Remuneration Committee that attended the meeting shall elect one member of the Committee to be the Chairman of the meeting.
- 7.5 A majority vote of the Nomination and Remuneration Committee determines the resolution. One director has one vote. Directors who have a conflict of interest with agenda items are prohibited to vote on the agenda item. In the event of a tie, the Chairman of the meeting shall cast the deciding vote.

4. Reporting

- 8.1 The Nomination and Remuneration Committee shall report the resolutions or any other reports that the Board should acknowledge at the next Board meeting.
- 8.2 Prepare a performance report signed by the Chairman of the Nomination and Remuneration Committee to be disclosed in the Annual Report in accordance with corporate governance code.
- 8.3 Important information shall be disclosed in the Annual Report, including a list of the members of the Nomination and Remuneration Committee, the number of meetings, the number of meeting each director attended, and other important issues or matters that the Nomination and Remuneration Committee considered in the previous year, and the performance assessment results of the Nomination and Remuneration Committee, as the entire board and individually.

5. Performance Assessment

The Nomination and Remuneration Committee shall conduct a self-assessment as an individual, and the entire Board in order to report the evaluation results, problems, and obstacles that may impede the achievement of the established goal to the Board of Directors for acknowledgment annually.

6. Remuneration

The Nomination and Remuneration Committee is responsible for determining the remuneration of the Nomination and Remuneration Committee and seeking approval from the Board of Directors prior to proposing to the Annual General Meeting of shareholders for approval.

The Shareholders' Meeting is responsible for determining the remuneration in the form of meeting allowances, which may be decided on occasion or remain in effect until changed.

7. Review

The Nomination and Remuneration Committee shall review this charter at least once a year and propose amendments or modifications as deemed appropriate to the Board of Directors for approval.

This charter of the Nomination and Remuneration Committee was approved at the Board Meeting No. 9/2022, on November 1, 2022, and is effective as of the date of approval.

Dr. Chaiwat Wibulsawat
Chairman of the Board
KCG Corporation Public Company Limited

Qualifications of Independent Directors

- 1) Does not hold more than one percent of the total voting shares of the Company, parent company, subsidiary, associated company, or juristic person that may have a conflict of interest. This includes the shares held by the related parties of that independent director (including related parties under Section 258 of the Securities and Exchange Act).
- 2) Is not or has not been a director who is involved in management, staff, employees, consultants who receive a regular salary or is a controlling person of the Company, parent company, subsidiary, associated company, same level subsidiary, and the controlling person or juristic person that may have conflicts of interest with the Company unless they have passed the aforementioned nature for no less than 2 years prior to being appointed as a director.
- 3) Is not related by blood or registration in the form of a father, mother, spouse, sibling, or child with an executive, major shareholder, controlling person, or the person who shall be nominated as an executive, controlling person, or person that will be nominated as an executive or controlling person of the Company or subsidiary.
- 4) Does not have or has had a business relationship with the Company, parent company, subsidiary, associated company, major shareholder, the Company's controlling person, or a juristic person that may have conflicts in a manner that may obstruct their independent judgment. Is not or has not been a significant shareholder or controlling person of the person that has a business relationship with the Company, parent company, subsidiary, associated company, major shareholder, or juristic persons that may have a conflict unless having passed the aforementioned nature for no less than 2 years prior to being appointed to be a director.
- 5) Is not a director who is appointed to be a representative of the Board of Directors, major shareholder, or shareholder that is a related party to the major shareholder of the Company.
- 6) Is not or has not been an auditor of the Company, parent company, subsidiary, associated company, major shareholder, or the controlling person of the Company. Is not a significant shareholder, controlling person, or partner of the audit firm that is the auditor of the Company, parent company, subsidiary, associated company, or major shareholder unless having passed the aforementioned position for at least 2 years prior to being appointed as a director.
- 7) Is not or has not been a professional service provider of any field which includes providing legal advisory services or a financial advisor that receives service fees for more than 2 million Baht per year from the Company, parent company, subsidiary, associated company, major shareholder, or the controlling person of the Company. Is not a significant shareholder, controlling person, or partner of that professional service provider unless having passed the aforementioned nature for no less than 2 years prior to being appointed as a director.

- 8) Does not operate a business of the same nature that competes significantly with the business of the Company or subsidiary and is not a partner in partnership nor a director that participates in the management, employee, consultant that receive a regular salary and holds more than 1% of the total voting shares of other companies which operates in the same business and is in significant competition with the business of the Company or subsidiary.
- 9) Does not have any characteristics that hinder the capability to express independent opinions to the Company's business operations.