



BANGKOK ASSET
INTERGROUP



Charter of the Nomination, Remuneration and Corporate Governance Committee

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Charter of the Nomination, Remuneration and Corporate Governance Committee

1. Definitions

- “Company”** means Bangkok Asset Intergroup Public Company Limited.
- “Board of Directors”** means the Board of Directors of the Company.
- “NRCG Committee”** means the Nomination, Remuneration and Corporate Governance Committee of the Company.
- “Director”** means a director of the Company.
- “NRCG Committee Member”** means a member of the Nomination, Remuneration and Corporate Governance Committee.
- “Chairman of the Board”** means the Chairman of the Board of Directors of the Company.
- “Chief Executive Officer”** means the Chief Executive Officer of the Company.
- “Executives”** means the Deputy Chief Executive Officer, Chief Operating Officer, Chief Administrative Officer, Chief Information Technology Officer, Chief Marketing Officer, Chief Construction Officer, Chief Business Development Officer, and Chief Financial Officer of the Company.

2. Objectives

The Board of Directors has appointed the NRCG Committee to be responsible for considering the criteria and processes for nominating qualified persons to serve as directors and the Chief Executive Officer, selecting candidates in accordance with the established nomination process, and considering the criteria and forms of remuneration for directors for submission of opinions to the Board of Directors for consideration prior to further submission to the shareholders' meeting for approval. The NRCG Committee is also responsible for considering the criteria and forms of remuneration for the Chief Executive Officer.

3. Composition

- 3.1 The NRCG Committee shall consist of at least three directors of the Company, with independent directors comprising more than one-half of the total number of members.
- 3.2 The Board of Directors shall appoint an independent director who is a member of the NRCG Committee to serve as the Chairman of the NRCG Committee. The Chairman of the NRCG Committee shall not be the same person as the Chairman of the Board.

4. Qualifications

- 4.1 An NRCG Committee Member shall possess the qualifications and shall not possess any prohibited characteristics under the law on public limited companies and other relevant laws.
- 4.2 An NRCG Committee Member who is an independent director shall possess the qualifications of an independent director under the law on securities and exchange, other relevant laws, or the criteria prescribed by the Capital Market Supervisory Board.
- 4.3 An NRCG Committee Member shall be a person with knowledge, capability, and experience beneficial to the performance of duties as a member of the NRCG Committee, and shall be able to devote sufficient time to the performance of duties in order to ensure that the operations of the NRCG Committee achieve their objectives.

5. Appointment, Term of Office, and Vacation of Office

5.1 Appointment

- (1) The NRCG Committee shall be appointed by the Board of Directors.
- (2) The Chairman of the NRCG Committee shall be appointed by the Board of Directors.
- (3) The NRCG Committee may appoint a secretary to the NRCG Committee to assist in the operations of the NRCG Committee, including arranging meetings, preparing meeting agendas, distributing supporting documents, and recording minutes of meetings.

5.2 Term of Office

- (1) The NRCG Committee shall hold office for a term of not more than three years from the date of appointment, or in accordance with the term of office as directors of the Company. An NRCG Committee Member who vacates office upon the expiration of the term may be reappointed.
- (2) In the event that a position of an NRCG Committee Member becomes vacant for any reason other than retirement by rotation, the Board of Directors shall consider appointing a qualified director of the Company as a replacement NRCG Committee Member so that the NRCG Committee consists of the number of members as prescribed by the Board of Directors in this Charter.
- (3) A person appointed to fill the vacant position of an NRCG Committee Member shall hold office only for the remaining term of the member whom he or she replaces.

5.2 Vacation of Office

- (1) An NRCG Committee Member shall vacate office upon:
 - a. expiration of the term of office as a director of the Company;
 - b. death;
 - c. resignation;

- d. lack of qualifications to serve as a director of the Company or possession of prohibited characteristics for serving as a director of the Company under the law on public limited companies and/or the law on securities and exchange; or
 - e. resolution of the Board of Directors to remove such member from office.
- (2) Any NRCG Committee Member who wishes to resign before the expiration of his or her term of office shall notify the Company at least 30 days in advance by submitting a resignation letter stating the reason to the Chairman of the Board, so that the Board of Directors may consider appointing another director who possesses the qualifications prescribed in this Charter as a replacement for the resigning NRCG Committee Member.

6. Scope of Authority, Duties, and Responsibilities

6.1 Nomination

- (1) To consider and determine the criteria and procedures for the nomination of directors.
- (2) To consider the structure, size, and composition of the Board of Directors and sub-committees to ensure their appropriateness in line with the Company's strategy and changing circumstances.
- (3) To determine the qualifications, criteria, and procedures for the nomination of directors, sub-committee members, the Chief Executive Officer, and Senior Executives of the Company, and to consider and select persons with appropriate knowledge, experience, and expertise for submission of their names to the Board of Directors and/or the shareholders' meeting for appointment, as the case may be.
- (4) In the event of a vacancy in a director position due to:
 - a. retirement by rotation - to consider nominating and selecting qualified persons with appropriate qualifications as directors and submit opinions to the Board of Directors for further approval by the Annual General Meeting of Shareholders; or
 - b. vacancy for any reason other than retirement by rotation - to consider nominating and selecting qualified persons with appropriate qualifications as directors and submit them to the Board of Directors for appointment to fill the vacancy.
- (5) To support the Company in providing minority shareholders with an opportunity to nominate persons for consideration as directors of the Company.
- (6) To consider selecting directors of the Company who possess appropriate qualifications to serve as members of sub-committees for submission to the Board of Directors for appointment as deemed appropriate or when a vacancy arises.

- (7) To consider and review the succession plan for the Chief Executive Officer and Senior Executives in order to prepare potential persons to succeed such positions in the event of retirement, resignation, or inability to perform duties, so as to ensure the continuity of the Company's management, and to propose the names of suitable candidates for succession to the Board of Directors for consideration and appointment.

6.2 **Remuneration**

- (8) To consider the criteria for remuneration to ensure appropriateness by reviewing the suitability of the existing criteria, comparing them with remuneration information of other companies in the same industry as the Company, and establishing appropriate criteria to drive expected performance, ensure fairness, and reward persons who contribute to the success of the Company's operations.
- (9) To determine the annual monetary and non-monetary remuneration of directors, the Chief Executive Officer, and Senior Executives, in accordance with the remuneration criteria considered, and submit the remuneration of the Chief Executive Officer and Senior Executives to the Board of Directors for approval. The remuneration of directors shall be submitted by the Board of Directors to the shareholders' meeting for approval.
- (10) To consider and review the framework of the remuneration structure, annual salary increases, annual bonuses, and other benefits as follows:
- a. To consider the overall framework and structure of remuneration, annual salary increases, annual bonuses, and any other benefits for the Chief Executive Officer, Senior Executives, and employees as proposed by management, in order to ensure appropriateness, drive expected performance, promote fairness, and reward employees who contribute to the success of the Company's operations.
 - b. To consider the budget for annual salary increases, annual bonuses, and other special compensation as determined by the Company for employees.
- (11) Consideration of directors' remuneration
- a. To provide opinions to the Board of Directors on the structure and components of directors' remuneration on an annual basis.
 - b. To consider, approve, and review the performance evaluation form of the Board of Directors for submission to the Board of Directors for approval and implementation of the evaluation. The NRCG Committee shall use the results of such evaluation as supporting information in considering directors' remuneration.

- c. To propose criteria for determining remuneration appropriate to the duties and responsibilities of directors, linking remuneration to the results of the evaluation of the business plan and the overall performance of the Company, in order to attract and retain directors with capability, quality, and potential. The Board of Directors shall consider and approve such criteria before submitting them to the Annual General Meeting of Shareholders for approval.
- (12) Consideration of remuneration for the Chief Executive Officer and Senior Executives
- a. To consider and review the annual performance evaluation forms of the Chief Executive Officer and Senior Executives.
 - b. To consider and review the structure and components of remuneration for the Chief Executive Officer and Senior Executives on an annual basis.
 - c. To conduct the annual performance evaluation of the Chief Executive Officer and Senior Executives and use the results of such evaluation as supporting information in determining appropriate remuneration for the Chief Executive Officer and Senior Executives.

6.3 Corporate Governance

- (1) To establish and review the good corporate governance policy and other related policies, including the Company's ethical requirements and business code of conduct, in accordance with the principles of good corporate governance.
- (2) To oversee, provide advice on, monitor the progress of, and evaluate compliance with the principles of good corporate governance.
- (3) To support and promote the dissemination of a good corporate governance culture to ensure understanding among executives and employees at all levels.
- (4) To support and provide advice in relation to participation in assessments on good corporate governance and corporate social responsibility.
- (5) To review and provide opinions on the Company's annual assessment reports on corporate governance and corporate social responsibility.

7. Meetings

7.1 Frequency of Meetings

- (1) The NRCG Committee shall hold meetings at least twice a year and may hold additional meetings as the Chairman of the NRCG Committee deems appropriate.

- (2) The Chairman of the NRCG Committee may convene a special meeting upon request by an NRCG Committee Member or the Chairman of the Board, where there is an urgent agenda item requiring discussion.
- (3) Each NRCG Committee Member should attend not less than 75 percent of the total number of NRCG Committee meetings held.

7.2 Meeting Venue

Meetings of the NRCG Committee shall be held in the locality where the Company's head office is located, or at any other place as determined by the Chairman of the NRCG Committee. The Chairman of the NRCG Committee may also determine that meetings be held via electronic means, provided that such electronic meetings shall comply with the criteria and procedures prescribed by law.

7.3 Notice of Meetings

The NRCG Committee should clearly determine meeting agendas in advance and deliver supporting documents to NRCG Committee Members at least seven (7) days prior to the meeting date, so that the members have sufficient time to consider the matters or request additional information for consideration. In urgent cases where it is necessary to preserve the rights or interests of the Company, a meeting may be scheduled with shorter notice. If such meeting is held via electronic means, the Company may send the meeting invitation by electronic mail.

7.4 Meeting Attendees

- (1) A meeting of the NRCG Committee shall require the attendance of not less than one-half of the total number of NRCG Committee Members to constitute a quorum.
- (2) The Chairman of the NRCG Committee shall preside over the meeting. If the Chairman of the NRCG Committee is not present or is unable to perform his or her duties at any meeting, the NRCG Committee Members present shall select one member to preside over the meeting.
- (3) The secretary to the NRCG Committee or a person assigned by the secretary shall attend every meeting.

7.5 Voting

- (1) Resolutions of the NRCG Committee shall be passed by a majority vote. Each NRCG Committee Member shall have one vote. In the event of a tie vote, the chairman of the meeting shall have an additional casting vote.
- (2) Any NRCG Committee Member who has an interest in any matter under consideration shall abstain from expressing opinions and voting on such matter.

7.6 Minutes of Meetings

The secretary to the NRCG Committee or a person assigned by the secretary shall record the minutes of meetings.

8. Reporting

8.1 The NRCG Committee shall report its performance to the Board of Directors at the Board of Directors' meeting following each NRCG Committee meeting, or whenever there is any matter which the NRCG Committee considers should be reported to the Board of Directors. The NRCG Committee shall conduct an annual performance evaluation and report any problems or obstacles that may have prevented the achievement of its objectives, if any, to the Board of Directors for acknowledgment.

8.2 The NRCG Committee shall prepare a report on the performance of the Nomination, Remuneration and Corporate Governance Committee and the Company's compliance with its good corporate governance policy for disclosure in the Company's annual report.

9. Performance Evaluation

The NRCG Committee shall conduct an annual performance evaluation, which may be carried out by means of self-assessment on both a collective and individual basis, and shall report the evaluation results to the Board of Directors.

10. Remuneration of the Nomination, Remuneration and Corporate Governance Committee

The remuneration of the NRCG Committee shall be approved by the Board of Directors for further submission to the Annual General Meeting of Shareholders for approval.

This Charter of the Nomination, Remuneration and Corporate Governance Committee is notified and effective from [February 21, 2026](#), onwards.

Announced on [February 23, 2026](#)

Signed - [Mr. Siripol Yodmuangcharoen](#) -

(Mr. Siripol Yodmuangcharoen)

Chairman of the Board of Directors