NATION
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Charter of the Nomination and Remuneration Committee for 2025

1. Objectives

Nation Group (Thailand) Public Company Limited ("Company") recognizes the importance of the roles, duties and responsibilities of directors and sub-committee members, who are important in achieving the objectives and goals of the Company to create stable and sustainable growth. For this reason, the Nomination and Remuneration Committee ("Nomination Committee" or individually "Nomination Committee Member") was established to be responsible for recruiting qualified persons to serve as directors and sub-committee members as well as to consider the remuneration of directors and sub-committee members for proposal to the Board of Directors and / or a shareholders' meeting for approval (as the case may be).

2. Composition

1) Nomination Committee consists of at least 3 members.
2) Nomination Committee Members need not be directors of the Company.
3) The Chairman of the Nomination Committee is an Independent Director of the Company.
4) The Nomination Committee may appoint a Nomination Committee Secretary to assist in the operations of the Nomination Committee to make meeting appointments, prepare the meeting agenda, submit meeting documents and record the minutes of meetings.

3. Qualifications of the Nomination Committee

Nomination Committee Members must have the following qualifications:

1) A person with knowledge and ability that will be of benefit to the performance of the Nomination Committee and act with integrity, honesty and business ethics, and who has sufficient time available to devote knowledge, ability and undertake duties for the Company.
2) Have complete qualifications with no prohibiting characteristics under the laws governing public companies, securities, stock exchange or any related laws.
3) Must not be a person in a partnership or a director in other types of juristic persons operating under the same conditions and / or competing with the business of the Company, whether doing so for their own benefit or for the benefit of other parties, unless fully notifying a meeting of the Board of Directors prior to the appointment.

4. Appointment and Terms of Office

1) The Board of Directors appoints qualified persons as specified in Article 3 of this Charter to maintain the Nomination Committee.
2) The Nomination Committee Members have a 3 year term of office in accordance with the term of a director (in the event that the Nomination Committee Member is also a director of the Company). After completing the term, candidates may be reappointed as a Nomination Committee Member once again.

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In the event that the Nomination Committee Member is not a director of the Company the term of office shall be 3 years. After completing the term, candidates may be reappointed as a Nomination Committee Member once again.

3) In the event of a Nomination Committee Member completing the term of office or leaving before completion of the term, resulting in the number of Nomination Committee Members falling below 3 persons, the Board of Directors shall appoint a replacement Nomination Committee Member. New Nomination Committee Members should be appointed immediately or within 3 months of the date of the shortfall in the number of Nomination Committee Members in order to ensure continuity in the performance of the Nomination Committee. In such cases, the new Nomination Committee Member will serve the remainder of the term of the outgoing Nomination Committee Member.

4) In addition to the reasons for the position of Nomination Committee Member being vacated as above, the following reasons may also apply:
    1) Death
    2) Resignation
    3) Insufficient qualifications to serve as a Nomination Committee Member according to the requirements of this Charter.
    4) Insufficient qualifications to serve as a director of the Company (in the event of the Nomination Committee Member also holding a position as a director of the Company) or having prohibiting characteristics under the laws governing public companies or having characteristics that reflect a lack of suitability to be trusted to manage a publicly owned business as prescribed by the Securities and Exchange Act (including amendments) and related announcements of the Office of the Securities and Exchange Commission.
    5) The Board of Directors resolves to vacate the position of Nomination Committee Member.
    6) The shareholders' meeting resolves to vacate the position of the Company's director (in the event of the Nomination Committee Member also holding the position of Company director). (The resolution of the shareholders' meeting must be carried through by not less than three-fourths (3/4) of the votes of shareholders attending the meeting and eligible to vote and the combined shares must not be less than half of the number of shares held by shareholders attending the meeting and having voting rights). A court order to vacate the position of Company director.

Any Nomination Committee Member who decides to resign from the position shall submit a resignation letter to the Company. The resignation will be effective from the date specified in the resignation letter.

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5. Scope of Authority and Responsibility

Nomination

1) Nomination of directors and sub-committee members (Excluding the working group that have been appointed by the sub-committees.) must take into account the appropriateness of the number, structure and composition of the Board of Directors, as well as the appropriateness of the size, type and complexity of the business prior to proposal to the Board of Directors and / or a shareholders' meeting for approval (as the case may be).

2) Consider and nominate persons with appropriate qualifications, knowledge, experience and expertise to hold the positions of director and sub-committee member for consideration and approval by the Board of Directors and / or the shareholders' meeting (as the case may be). This includes considering the background of candidates to ensure they are fully qualified according to the specifications of various charters of the Company and related laws, and are not in contravention or inconsistent with laws relating to the business of the Company, in order that the shareholders receive sufficient information about the nominee to make a decision.
3) Consider the independence of each independent director to ensure that the Company's independent directors are fully qualified.
4) In the event that the Nomination and Remuneration Committee nominates directors who have vacated their positions by rotation, the Nomination and Remuneration Committee will consider the contribution of the said director and should present the results of that contribution, including the director's attendance of Board of Directors meetings and shareholders' meetings, for the consideration of the shareholders.
5) Consider and prepare a development plan for the directors and sub-committee members to enhance the knowledge of both the directors and sub-committee members concerning the business of the Company, as well as their roles, duties and development in various key areas, such as economic and industrial conditions, rules and laws related to the business of the Company, etc.
6) Perform other tasks as assigned by the Board of Directors with the approval of the Nomination Committee.

Determination of Remuneration

1) Consider the remuneration and other benefits (whether in the form of cash, securities or other type) of the Directors and sub-committee members for proposal to the shareholders' meeting for further consideration and approval. However, remuneration should be competitive according to industry norms.
2) Consider the criteria for evaluating the performance of the Board of Directors and sub-committees in order to consider the annual remuneration for proposal to the Board of Directors for approval.
3) Disclose the criteria for determining remuneration and other benefits and prepare the report for determination of remuneration for inclusion in the Company's annual report.

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The Nomination Committee is responsible for reviewing and proposing for consideration of the Board of Directors any changes in the scope of authority, duties and responsibilities of the Nomination Committee as appropriate for the situation.

6. Meetings

1) The Nomination Committee should convene meetings at least once annually or as appropriate. Prior to every meeting of the Nomination Committee, the Secretary to the Nomination Committee should discuss the agenda with the Chairman of the Nomination Committee.
2) The Chairman of the Nomination Committee or a Nomination Committee Member assigned by the Chairman should set the date, time and venue of Nomination Committee meetings. The venue for meetings does not need to be at the Company headquarters but could be at nearby provinces. However, if the Chairman of the Nomination Committee or Nomination Committee members assigned by the Chairman of the Nomination Committee did not specify the meeting place, then the head office of the Company should be used as the venue.
3) In convening meetings of the Nomination Committee, the Chairman of the Nomination Committee or a person assigned should send or deliver directly a meeting invitation letter specifying the date, time, venue and activities to be discussed at least 7 days prior to the meeting date. However, in urgent cases, to preserve the rights and benefits of the Company, meetings may be convened by other methods or the date of the meeting brought forward.

7. Quorum and Voting

1) At least half of the members of the Nomination Committee must attend meetings of the Nomination Committee in order to achieve a quorum. In the event that the Chairman of the Nomination Committee does not attend the meeting or is unable to perform his/her duties, the Nomination Committee Members attending the meeting should select one Nomination Committee Member to preside over the meeting.
2) Resolutions of the Nomination Committee should be carried by majority vote. If any member is opposed to a resolution, the member's objections should be recorded in the minutes of the meeting.
3) In votes of the Nomination Committee one person has one vote except when a Nomination Committee Member has a conflict of interest on any matter, in which case the member shall have no right to vote on that matter. If the votes are equal, the Chairman of the meeting shall have an additional vote as a casting vote.
4) The Chairman of the Nomination Committee should report the results of every meeting to the next Board of Directors meeting for acknowledgment.

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This Charter of the Nomination and Remuneration Committee for 2025 comes into effect from February 26, 2026 onwards.

(Mr.Thanachai Santichaikul)
Chairman of the Nomination and Remuneration Committee
Nation Group (Thailand) Public Company Limited.

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