



Infraset Public Company Limited

Nomination and Remuneration Committee's Charter

1. Composition and Qualification

Nomination and Remuneration Committee (Nominating Committee) appointed by the Board of Directors by selecting from certain amount of directors of the Company or a qualified person. In this regard, the independent director shall be the chairman of the Nomination and Remuneration Committee.

2. Terms

- 2.1 Nomination and Remuneration Committee (s) hold the office for 3 years each time or same length with taking a position of director. Upon the term of office is completed, the previous Nomination and Remuneration Committee (s) may be re-assigned.
- 2.2 Appointment of a replacement committee in case of vacant positions, the nomination and remuneration committee will select the members and / or experts who meets the necessary qualifications. The selection will then be proposed to the Board of Directors for further consideration and appointment.

3. Scope of duties and responsibilities of the Nomination and Remuneration Committee

- 3.1 To select and determine of qualifications for independent directors, the Chairman of the Board, and the company's directors by considering the diversity of knowledge, expertise, skills, and experience that are beneficial to the company's operations. This will be presented to the Board of Directors and/or shareholders for approval in the event of a vacancy due to the expiration of the term or other circumstances..
- 3.2 To select and determine of qualifications for director in many sub-committees of the Company, Managing Director, senior management and company secretary by considering the diversity of knowledge, expertise, skills, and experience that are beneficial to the company's operations in the event of a vacancy. This will be presented to the Board of Directors for further approval, as well as establishing criteria for the succession of senior management positions.
- 3.3 To determine necessary and appropriate monetary and non-monetary remuneration of the Board of Directors many sub-committees of the Company. Managing Director, senior management each year, by taking into consideration each director's duties and responsibilities, performance, and comparisons against similar businesses, the benefits expected in return from each director and the market situation
- 3.4 To determine bonus and annual salary increase rate by considering the Company profit.
- 3.5 To consider salary structure and other benefits of the Company.
- 3.6 To consider and examine the names of those nominated as directors with the relevant agencies to ensure they are not blacklisted or withdrawn from the lists created by these agencies.
- 3.7 Support for minority shareholders nominate persons to be considered for election as directors.
- 3.8 In the event that retired member of the Committee has been re-nominated, his achievement, the history of attending the board of directors 'meeting and shareholders' meeting shall be presented to shareholders for consideration as well.

4. The meeting

- 4.1 Nomination and Compensation Committee shall schedule a meeting at least 1 times a year as necessary and appropriate.
- 4.2 The agenda and meeting documents must be sent to the Nomination and Remuneration Committee in advance of the meeting.
- 4.3 In the meeting of the Nomination and Remuneration Committee, there must be at least half of the committee members attend the meeting to constitute a quorum.
- 4.4 The resolution of the Nomination and Remuneration Committee is based on the majority votes of the members attending the meeting. Directors with interests in any matter must not participate in the consideration or resolution.

5. Reporting

Nomination and Remuneration Committee must report the performance of duties to the Board of Directors regularly and prepare a report on the performance of the past year to the shareholders in the annual report by disclosing the details as follows:

- 5.1 Number of meetings
- 5.2 The number of times each member of the Nomination and Remuneration Committee attended the meeting.
- 5.3 The results of the performance of duties as prescribed by law.

6. Performance Appraisal

The Nomination and Remuneration Committee must provide a performance appraisal at least once a year in order to assess the efficiency of the work while utilizing the assessment results for improvement in performing duties more efficiently.