



Plan B Media Public Company Limited

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CHARTER OF THE NOMINATION AND REMUNERATION COMMITTEE

Plan B Media Public Company Limited

Index

	Page
1. Objective	3
2. Definition	3
3. Composition and Qualifications	3
4. Appointment, Term of Office, Retirement	3
5. Meetings	4
6. Scope of Duties and Responsibilities	5
7. Authority	6
8. Reporting	7
9. Assessment	7
10. Remuneration	7
11. Charter Review	7

1. Objective

The Board of Directors is responsible for appointing the Nomination and Remuneration Committee, which consists of directors and independent directors, to establish policies for the recruitment of directors and/or executives of the company and screen qualified individuals before nominating them to the Board of Directors or appointed by the shareholder meeting. It also plays an important role in considering criteria for determining the appropriate remuneration of directors and executives and reflecting the ability of directors and executives to perform their duties in line with goals. Taking into account business operations and driving the organization towards sustainability

This charter is designed to enable the Nomination and Remuneration Committee to understand their roles and responsibilities and perform their duties fairly, appropriately, and transparently in accordance with the principles of good corporate governance. It also aims to build confidence and credibility with stakeholders.

2. Definition

- "Charter" means the Charter of the Nomination and Remuneration Committee
- "NRC" means the Nomination and Remuneration Committee
- "BOD" means the Board of Directors of Plan B Media Plc.
- "SET " means the Stock Exchange of Thailand.
- "Company" means Plan B Media Plc.
- "Subsidiary" means a subsidiary as defined by the Securities and Exchange Commission.
- "Executive" means an executive defined by the Securities and Exchange Commission.
- "Management" means executives holding the position of Vice President or equivalent and above.
- "SEC" means the Office of the Securities and Exchange Commission.

3. Composition and Qualifications

The NRC shall consist of at least three members, including at least one independent director. The Chairman must also be an independent director.

4. Appointment, Term of Office, Retirement

Appointment

1. The BOD is responsible for appointing the members of the NRC.
2. The BOD shall appoint one member of the NRC to serve as the chairman. The chairman of the NRC should be an independent director. Unless the BOD deems it appropriate that such

a person has the knowledge and experience to hold the position of Chairman of the NRC. The appointment of such a person will not affect the performance of duties and the provision of independent opinions. If the BOD deems it appropriate, it may elect one or more members of the NRC to serve as vice chairperson.

Term of Office

1. The NRC's term of office is three years or according to the term of office of the Company's directors. When the term expires, the BOD may reappoint them.
2. If the NRC members have completed their term of office or the NRC position is vacant, the number of members of the NRC is less than three. The BOD shall appoint new members of the NRC as soon as possible or within three months at the latest from the date the number specified was incomplete. To ensure continuity in the performance of the duties of the NRC, the person appointed to the position will hold the position only for the remaining term of the NRC member they replace.

Retirement

1. In addition to retirement by the end of the term, members of the NRC can be vacated with
 - Death
 - Resignation
 - Termination of their position as a company's director
 - Lacking qualifications or having prohibited characteristics according to the law or company regulations.
 - The BOD meeting resolved to remove them from office
 - The court orders (for NRC members who are also the company's director)
2. If a member of the NRC wishes to resign from the position, they shall submit the resignation letter to the chairman of the BOD. The resignation shall take effect from the date the chairman receives it unless the resigning member specifies a later effective date in the resignation letter.

5. Meetings

1. The NRC shall meet at least once a year, either in person or electronically. The meeting may invite relevant management, executives, employees of the company, or other appropriate individuals to participate, provide their opinions, or submit documents or information as deemed relevant or necessary.

2. To constitute a quorum for any meeting of the NRC, at least two-thirds of the total number of NRC members in office must be present. Therefore, it will be considered a quorum.
3. If an NRC member has a personal interest in a matter under consideration, they must abstain from voting on that matter unless the vote pertains solely to determining compensation for the entire BOD.
4. During voting, each member of the NRC casts one vote, and a majority vote makes decisions. In the event of a tie, the Chairman of the NRC has the casting vote.
5. The secretary of the NRC or a person designated by the NRC must retain copies of meeting invitations and supporting documents and prepare minutes of the meeting as evidence. These records may be stored electronically. The secretary must follow up on the progress of various actions based on the NRC meeting minutes, including any issues or obstacles encountered in implementing the NRC's recommendations or observations.

6. Scope of Duties and Responsibilities

Nomination

1. Consider the structure, size, and composition of the BOD appropriate for the company, business, and environment. Also, consider each director's qualifications regarding knowledge, skills, experience, abilities, and expertise related to the company's core business. Honesty and checking qualifications according to regulators' laws and regulations are essential.
2. Set the recruitment process and criteria, including the qualifications of those who should be nominated for election as company directors. Subcommittee and executives, regardless of gender, race, religion, age, professional skills or other specific qualifications, while considering the diversity of the committee's structure.
3. Consider and review the criteria and methods for selecting company directors and subcommittee members to make recommendations to the BOD. The performance of directors' duties should also be considered before selecting people who will retire from office at the end of their term and when the selection committee nominates the current director.
4. Consider selecting and screening individuals with the appropriate qualifications to be company directors, sub-committees and executives, then present it to the BOD and/or the shareholders' meeting for consideration and approval. (Depending on the case) by ensuring that shareholders receive sufficient information regarding the person nominated for decision-making

5. Consider the independence and qualifications of persons proposed to be independent directors. Ensure that those who will be independent directors of the company have all the qualifications according to the criteria specified by relevant laws.
6. Consider the criteria for selecting the chief executive officer and managing director. Recruit, consider, and screen qualified individuals who should be appointed to present to the BOD for consideration and approval of appointment as chief executive officer and managing director.
7. Consider and approve the BOD's performance evaluation form, including approving the evaluation results to present to the BOD for consideration and action to develop efficiency in performing the BOD's duties.
8. Consider the succession plan for the position of chief executive officer, managing director and executives of the company
9. Consider guidelines and plans for the training and development of directors.

Remuneration determination

Prepare criteria and policies for determining monetary and non-monetary compensation for company directors, subcommittees, and senior executives, including other benefits that are appropriate, fair, in accordance with relevant laws, and consistent with the company's long-term strategy and goals.

In this regard, the remuneration of company directors and subcommittees should be comparable to that of other companies in the same industry and other listed companies with similar market capitalization. This approach aims to attract and retain beneficial directors and present it to the BOD for approval and to the shareholders' meeting for consideration and approval.

7. Authority

1. The NRC can appoint a secretary to assist in its operations.
2. The NRC can request independent opinions from other professional advisors when necessary, at the company's expense. The hiring process must follow the company's policies and procedures.
3. The NRC can request information from various companies and its subsidiary's departments for further consideration.
4. Perform any other duties as assigned by the BOD related to selecting and determining compensation for directors and executives.

8. Reporting

The NRC is responsible for regularly reporting the performance of duties to the BOD and preparing a report on the previous year's performance to the shareholders in the Annual Report.

9. Assessment

The NRC arranges a performance assessment of the committee every year, at least once a year, to review the performance, issues, and obstacles over the past year for improvement and enhance its effectiveness.

10. Remuneration

The remuneration of the NRC shall be determined by the resolutions of the shareholders' meeting.

11. Charter Review

The NRC will review and assess the adequacy and appropriateness of its charter at least once a year. Then, the Charter shall be presented to the BOD for approval.

This Nomination and Remuneration Committee Charter was approved by the Board of Directors Meeting No.7/2023 on 14 December 2023. It will be effective from 14 December 2023 onwards, replacing the Nomination and Remuneration Committee Charter approved on 18 February 2016.