



Nomination and Remuneration Committee Charter

Global Green Chemicals Public Company Limited

1. Objectives

The Board of Directors has deemed it appropriate to prescribe a Nomination and Remuneration Committee Charter to compile details relating to composition, qualifications, duties, responsibilities, and guidelines for the discharge of duties as assigned by the Board of Directors. This allows the Nomination and Remuneration Committee to fairly, appropriately, and transparently act in accordance with the corporate governance code to forge confidence and credibility for the Company's stakeholders.

2. Composition and Qualifications of Nomination and Remuneration Committee Members

2.1 The Nomination and Remuneration Committee is comprised of at least three (3) Directors and more than half of whom must be Independent Directors. The Chairman of the Nomination and Remuneration Committee must be an Independent Director.

2.2 The Nomination and Remuneration Committee serves a term of three years. A Nomination and Remuneration Committee Member completing a term may be reappointed by the Board of Directors.

2.3 If the position of a Nomination and Remuneration Committee Member becomes vacant for a reason other than completion of term under 2.2, namely termination as Director of the Board, resignation, or removal, reducing the number of the committee members but still more than half, the remaining members of the committee may continue their duty. The Nomination and Remuneration Committee shall appoint a person who are fully qualified to maintain the required number of the members at the first opportunity of a meeting of the committee in order to submit it to the Board. If the remaining members of the committee are fewer than half, making it impossible to hold a meeting, the Board shall appoint a Director with full qualifications as a committee member to maintain the required number of the members. In this case, the member will serve only the remaining term of the committee member whom he or she replaces.

3. Scope of Duties

3.1 Select and nominate a fully qualified candidate to fill in the position of a Director of the Board due to expired tenure or reasons other than tenure expiration. The procedure must adhere to the transparent screening and nomination criteria, including the consideration based on experience, profession, board skills matrix, and expertise necessary to the Company's business operation. This is to achieve a balance of different career fields and for the utmost benefit of the Company. The list of nominees may be selected from the Directors' Pool from trusted organizations, which will be presented at the Board of Directors' meeting and/or the Shareholders' meeting for approval.

3.2 Nominate Directors with appropriate qualifications as Directors of the Company's Sub-Committees and submit the nomination to the Board of Directors' meeting for approval.

3.3 Consider the guidelines and determine the remuneration of the Directors of the Board and Directors of Sub-Committees based on fair and reasonable criteria for further submission to the Board of Directors and the Shareholders' Meeting for approval.

3.4 Provide remuneration guidelines and criteria for annual performance of the Board of Directors based on the Board KPIs and prepare the performance evaluation form of the Board of Directors and the performance evaluation form of the Nomination and Remuneration Committee.

3.5 Select and nominate a Director of the Board with appropriate qualifications as the Managing Director, based on the criteria of transparency, experience, knowledge, leadership, and skills necessary to the Company's operations to accomplish its objectives and goals before submission to the Board of Directors for approval.

3.6 Consider the guidelines and determine the remuneration of the Managing Director by determining the topics and the criteria of the Managing Director's annual performance evaluation and evaluating the performance to determine appropriate remuneration before submission to the Board of Directors for approval.

3.7 Annually review the adequacy of the Nomination and Remuneration Charter. Any improvement or rectification shall be submitted to the Board of Directors for approval.

3.8 Engage in any other duty as assigned by the Board of Directors.

4. Responsibilities

The Nomination and Remuneration Committee reports directly to the Board of Directors in accordance with the duties and responsibilities ascribed to it, while the Board is responsible for the Company's business to third parties.

5. Meetings

5.1 The Nomination and Remuneration Committee should meet at least once a quarter. Member of management, executive, relevant employee of the Company, or another person may be invited to participate in the meeting to give opinions, or submit documents or information deemed relevant or necessary.

5.2 For all meetings of the Nomination and Remuneration Committee, a quorum will be met with the presence of at least two-thirds of all Nomination and Remuneration Committee Members in position at that time. In case the Chairman cannot attend the meeting, the Committee Members attending the meeting shall select a member of the Committee to act as the Chairman of the meeting.

5.3 The Nomination and Remuneration Committee Members with a connected transaction on any matter being discussed must be excluded from voting on that matter, except for the determination of remuneration for the entire Board of Directors.

5.4 Resolution is passed by means of majority votes where one Nomination and Remuneration Committee Member has one vote. In the case of a tie, the Chairman of the Nomination and Remuneration Committee is to cast a deciding vote.

6. Reporting

The Nomination and Remuneration Committee must report the outcomes of their performance to the Board of Directors and prepare a Nomination and Remuneration Committee report signed by the Chairman of the Committee and disclose the report in the Company's 56-1 One Report.

7. Performance Evaluation

The Nomination and Remuneration Committee shall evaluate its performance and submit the findings of their annual evaluation to the Board of Directors.

Effective from October 14, 2022.

- Kongkrapan Intarajang -
(Mr. Kongkrapan Intarajang)
Chairman of the Board