



The Nomination Remuneration and Corporate Governance Charter

Thai Union Group Public Company Limited

The Board of Directors focuses on Good Corporate Governance. In this regard, the Board of Directors assigned the Nomination and Remuneration Committee to oversee and responsible for Corporate Governance matters of the Company and renamed the sub-committee to the Nomination Remuneration and Corporate Governance Committee (“NRCG Committee”) and resolved to adopt this Charter of the NRCG Committee in order to emphasize the important of the NRCG Committee’s roles and responsibilities and ensure that the NRCG Committee performs its duties effectively and in compliance with international practices.

1. Authorities, Duties and Responsibilities

The authorities, duties and responsibilities of the Nomination Remuneration and Corporate Governance Committee are as follows;

1.1 Nomination

- 1.1.1 Consider the criteria with respect to executive succession plan of the Company.
- 1.1.2 Set the Company’s policy and criteria on the nomination and selection of candidates for the membership in the Board of Directors and sub-committees, and propose a list of candidates to the Board of Directors for their approval.
- 1.1.3 Perform other duties related to nomination as assigned by the Board of Directors.

1.2 Remuneration

- 1.2.1 Consider remuneration in monetary and nonmonetary for the Board of Directors and Subcommittees members.
- 1.2.2 Propose policy to designate appropriate remuneration of the Company’s directors to the Board of Directors and the shareholders’ meetings for consideration and approval respectively.

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THAI UNION GROUP PUBLIC COMPANY LIMITED

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- 1.2.3 Propose remuneration for members of the Subcommittees to the Board of Directors for approval.
- 1.2.4 Propose remuneration for the Company's President and Managing Directors to the Board of Directors for their approval.
- 1.2.5 Review proposals from the Company's management about remuneration policy for staff, as well as nonmonetary rewards, and recommend the matters to the Board of Directors for their approval.
- 1.2.6 Review proposals from the Company's management about financial compensation and other benefits for the Company's executives, and recommend the matters to the Board of Directors for approval.
- 1.2.7 Carry out any other tasks related to the consideration of remuneration assigned by the Board of Directors.

1.3 *Corporate Governance*

- 1.3.1 Define the scope and policy of the corporate governance policy, code of business ethics and anti-corruption policy and propose to the Board of Directors for their approval.
- 1.3.2 Make recommendations on the practice related to Company's corporate governance and anti-corruption, give advice in relation therein to the Board of Directors.
- 1.3.3 Annually review on the corporate governance policy including recommendation of any revision thereof so as to ensure it is appropriate for the Company's business operations.
- 1.3.4 Perform other tasks related to corporate governance as designated by the Board of Directors.

1.4 *Others*

- 1.4.1 Prepare a report on the Committee's performance to be submitted to the Board of Directors at least twice a year.
- 1.4.2 Review the performance appraisal of the Nomination Remuneration and Corporate Governance Committee and report the performance to the Board on a regular annual basis as a whole and as self-assessment.

2. Composition and Qualifications

- 2.1 The Nomination Remuneration and Corporate Governance Committee (“NRCG Committee”) is appointed by the Board of Directors and consists of least two directors and majority of the committee shall be independent directors.
- 2.2 The Chairman of NRCG Committee should be an independent director.
- 2.3 NRCG Committee members shall possess appropriate knowledge, abilities and experience with proper understanding of their qualifications, duties and responsibilities.
- 2.4 NRCG Committee shall appoint a secretary as it deems appropriate.

3. Terms of Office

NRCG Committee is appointed by the Board of Directors and the terms of office of the Committee members are concurrent with their directorship term. A retiring member is eligible for re-appointment.

Apart from the vacancy upon the expiration as aforementioned, a member of the NRCG Committee shall vacate office when:

- 1) resignation;
- 2) no longer qualified for the office of the NRCG Committee, as specified in this charter;
- 3) the Board of Directors pass a resolution to remove the Committee member from the officer;
- 4) death.

In case of a vacancy in the NRCG Committee for reason other than expiration of the term of office, the Board of Directors shall appoint a person who is fully qualified as a substitute member of the NRCG Committee so that the number of members of the NRCG Committee remains in full as the Board of Directors had stipulated. The substitute member shall hold office only for the remaining term of office of the member whom he/she replaces.

4. Meeting

Meetings of the NRCG Committee are to be called whenever the Committee or the Chairman of the Committee sees fit. There must be at least two meetings per year.

The NRCG Committee should hold meetings to discuss matters within its scope of duties.

5. Charter Review and Update

The NRCG Committee will review this Charter annually and recommend amendments as deemed appropriate for the Board's approval.

This Charter shall be effective from 9th May 2022 onwards.

-Signed By-

-Signed By-

(Mr. Thiraphong Chansiri)
Chairman of the Board of Directors and
President & CEO
Thai Union Group Public Company Limited

(Mr. Kirati Assakul)
Vice Chairman of the Board of Directors and
Lead Independent Director
Thai Union Group Public Company Limited