

The Nomination Remuneration and Corporate Governance Charter

Thai Union Group Public Company Limited

The Board of Directors focuses on Good Corporate Governance and 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”) according to Board of Directors resolution on 9th May 2022. In addition, the Board of Directors has resolved to establish the NRCG charter and consistently review it to ensure that the roles and responsibilities of the committee members are clearly defined and executed accurately, comprehensively 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 Establish an appropriate Board Skill Matrix aligned with the company’s business. The Board Skill Matrix should take into account board diversity across various dimensions to align with the business’s needs and deliver maximum benefit to the Company.
- 1.1.4 Review the structure and composition of the Board of Directors, the term of office for independent directors, as well as the independence and qualifications of each independent director. This ensures that the company’s independent

directors meet all required qualifications as stipulated by applicable criteria and/or relevant laws and regulations.

- 1.1.5 Preform 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.
- 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 non-monetary 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-bribery and 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 Develop a continuous knowledge and skill development plan for the Company's Board of Directors and top executives in order to enhance their effectiveness in fulfilling their duties, focusing on areas such as business operations, economic, information technology, laws or regulations relevant to the company's and its subsidiaries' businesses.
- 1.3.5 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 three 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 required to effectively perform their duties in nomination, remuneration and corporate governance. They must also have a clear understanding of their qualifications, duties, 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 17th February 2025 onwards.

- Signed by -

- Signed by -

(Mr. Kirati Assakul)

(Mr. Thiraphong Chansiri)

Chairman of the Board of Directors and
Independent Director
Thai Union Group Public Company Limited

Vice Chairman of the Board of Directors and
President & CEO
Thai Union Group Public Company Limited

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