



Nomination and Compensation Committee Charter
Sansiri Public Company Limited

1. Mission

The Board of Directors considers and appoints the Nomination and Compensation Committee to establish policies, criteria and methods for the nomination of Company's Board of Directors and senior executives. This is done to ensure for shareholders and stakeholders that the candidate has the skills and potential necessary that match the position's requirement of the company and is in line with the company's good corporate governance policy. Including the remuneration structure and standards that are adequate to safeguard the business's interests and honor people who significantly contribute to its success.

2. Composition and Qualifications

The Board of Directors considers and appoints the Nomination and Compensation Committee, which consists of no less than three directors of the Company, with more than half of them must be Independent Directors. The Board of Directors shall consider and appoint one of the Nomination and Compensation Committee members as Chairman of the Nomination and Compensation Committee.

3. Term of Office

3.1 The Nomination and Compensation Committee has a term of office of 3 years. To ensure continuity of the Committee's work, the Nomination and Compensation Committee members who vacate office upon the expiration of the term may be re-appointed.

3.2 In addition to vacating office upon the expiration of the term of office, the Nomination and Compensation Committee members shall vacate office upon

- (1) Retirement from the Board of Directors of the Company;
- (2) Resolution of the Board of Directors to retire;
- (3) Resignation;
- (4) Death.

3.3 In the event that the position of a member of the Nomination and Compensation Committee becomes vacant due to reasons other than retirement due to rotation, the Board of Directors shall appoint a person who has all the qualifications according to Article 2 above to complete the number of Nomination and Compensation Committee members as stipulated in this Charter, whereby the person elected as a replacement committee member shall hold office only for the remaining term of the director replaced.



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4. Duties and Responsibilities of the Nomination and Compensation Committee

The Nomination and Compensation Committee of the Company has the scope of duties and responsibilities to the Board of Directors on the following matters:

(1) Nomination:

(a) Determine structure and composition of the Company's Board of Directors with regard to each director's qualification relating to skills, experiences and specialties that are suitable for the business and vision on a long term basis, as well as qualification as prescribed by laws and regulations of regulating agencies including the Office of the Securities and Exchange Commission, etc. Review current structure of the Board to ensure that it is suitable for the Company's strategic needs, and propose guidelines for improvement,

(b) Consider qualification of person who will serve as independent director, and ensure that such independence is in accord with the criteria as specified by the Office of the Securities and Exchange Commission at minimum,

(c) Establish policies, criteria and methods for the nomination of Company's Board of Directors, subcommittee, Chairman of Executive Board, managing director, chief operating officer, and senior executives,

(d) Recruit, select and nominate qualified person to replace director who vacates office by rotation and/or fill any vacant and/or additional position, and screen and verify name list of persons being nominated as directors, with related agencies, to ensure that they are not blacklisted or repealed from the name list that has been prepared by those agencies,

(e) Establish director development plan in order to enhance knowledge of existing and new directors on the Company's business, rules and duties of directors, regulations or laws relating to the Company's business, etc.

(f) Determine criteria and methods for performance assessment of the Company's Board of Directors, subcommittee, Chairman of Executive Board, managing director, chief operating officer, and senior executives, in order to propose for approval of the Company's Board of Directors' meeting,

(g) Establish Succession Plan for the preparedness of any successors in the event that the Chairman of Executive Board, managing director, chief operating officer, and senior executives retire or could not perform their duties for the continuity of the Company's administration,

(h) Other operations as assigned by the Company's Board of Directors relating to the nomination.



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(2) **Determination of Remuneration:**

(a) Determine policies, formats and criteria on the determination of remuneration for the Company's directors, subcommittee, Chairman of Executive Board, managing director, chief operating officer, and senior executives, and review suitability of existing criteria in order to propose for approval of the Company's Board of Directors and/or shareholders' meeting, as the case may be,

(b) Determine suitable remuneration of each category including monetary or non-monetary remuneration on an individual basis in order to remunerate and motivate people who have been contributing to the Company's success by considering the suitability with duties and responsibilities, and procedures of other companies in the same industry, as well as the Company's overall operation, in order to propose for the Company's Board of Directors' consideration and approval of shareholders' meeting,

(c) Report policies, principles and rationales for the determination of remuneration for directors and executives in accordance with the Stock Exchange's requirements, by disclosing in the Company's Annual Information Form (Form 56-1) and annual report,

(d) Determine bonus and annual pay raise based on the Company's overall operation,

(e) Consider and grant approval in the event that the Company will allocate warrants to directors and executives and/or subsidiaries exceeding 5% of all warrants, and determine name list and number of warrants to be allocated to directors and employees exceeding 5%, provided that the laws, notifications and regulations relating to these matters shall be complied with,

(f) Consider and determine structure of salary and other benefits of the Company,

(g) Other operations as assigned by the Company's Board of Directors relating to the determination of remuneration as specified by the Company's Board of Directors.

5. Meetings

5.1 The Nomination and Compensation Committee must arrange or call a meeting at least two times a year as it deems appropriate.

5.2 At the meetings of the Nomination and Compensation Committee, there must be Nomination and Compensation Committee members present at each meeting in not less than one-half of the total number of committee members at that time; therefore, a quorum will be constituted.

The Chairman of the Nomination and Compensation Committee presides over the meeting. If the Chairman of the Nomination and Compensation Committee is not present at the meeting or is unable to perform the duties, the committee members attending the meeting shall select one committee member to preside over the meeting.



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5.3 The resolution of the meeting of the Nomination and Compensation Committee shall be based on the majority vote of the committee members present at the meeting, according to a quorum. In case of equal votes, the Chairman of the meeting shall have an additional vote as a deciding vote.

5.4 The Nomination and Compensation Committee considers and appoints the Secretary of the Nomination and Compensation Committee as deemed appropriate.

5.5 Members of the Nomination and Compensation Committee are not allowed from voting on any issue that they have a stake in.

6. Report

6.1 The Nomination and Compensation Committee shall be responsible for the Board of Directors and regularly report the performance (if any) at the Board of Directors' meetings.

6.2 The Nomination and Compensation Committee shall present information on the operations in the past year in the Company's annual report.

7. Advisor

The Nomination and Compensation Committee can ask for consultation from specialists as appropriate at the Company's expense.