



The Nomination, Compensation and Corporate Governance Committee Charter

ALT Telecom Public Company Limited
and affiliate companies



Revised version effective February 22, 2024

Approved by Resolution of the Board of Directors No. 1/2024

At the meeting on February 22, 2024



The Charter of the Nomination, Compensation and Corporate Governance Committee

ALT Telecom Public Company Limited and Its Group Companies

Version	Effective Date	Revision Details
00	26/02/2018	New Documents
01	23/02/2022	<ul style="list-style-type: none">- Edit the purpose- Added the scope of duties and responsibilities on the topic of Corporate Governance- Edit the name of Committee from "Nomination Compensation Committee" to "Nomination, Compensation and Corporate Governance Committee"
02	22/02/2024	Review scope of duties and responsibilities Anti Corruption



ALT Telecom Public Company Limited and Its Group Companies

This Charter prepared by ALT Telecom Public Company Limited, And the Board of Directors will review and assess this charter annually.

The Purpose

The Nomination, Compensation and Corporate Governance Committee appointed by the Board of Directors to promote good corporate governance by being responsible for formulating criteria and policies for nomination and Compensation of the Company's directors and sub-committees, including nominating, selecting and proposing suitable persons to be the Company's directors and fixing Compensation for the Company's directors. It is also responsible for overseeing the management of sustainability, monitoring performance progress, reviewing and approving the results of evaluation of the organization's sustainability issues and performing other tasks as may be obtained and present to the Board of Directors and/or the Shareholders' meeting, as the case may be.

The components of the Nomination, Compensation and Corporate Governance Committee

1. The Nomination, Compensation and Corporate Governance Committee have been appointed by the Board of Directors, and consists of at least 3 directors and executives, of which not less than one-third of the total number of directors must be independent directors.
2. The directors holding the position of Chairman of the Nomination, Compensation and Corporate Governance Committee must be independent directors.

The term of office

1. The Nomination, Compensation and Corporate Governance Committee have a term of office for 3 years, and the retired directors may be re-appointed as the Board of Directors deems appropriate.
2. In addition to the retirement under Section 1, the Nomination, Compensation and Corporate Governance Committee will retire when:
 - Resign
 - Died
 - The Board of Directors has resolved to vacate the position
3. The Board of Directors has the power to appoint additional members of the Nomination, Compensation and Corporate Governance Committee for the purpose of carrying out the objectives or to replace the Nomination and Compensation Committee members who vacate office under Section 1 or 2. The person appointed as the replacement shall hold office only for the remaining term of the director whom he or she assumes the position.

The scope of duties and responsibilities

The Committee Nomination, Compensation and Corporate Governance of duties as assigned by the Board of Directors of the company has the scope of duties and responsibilities for the following.



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Recruitment

1. Define the principles and policies of the selection of the Board of Directors of the company and members of the sub-assembly by considering the appropriate number of the structure and components of the Board of Directors proposed to the Board of Directors and/or the quote for approval to the meeting of shareholders, as the case may be.
2. Consider the Selection and offer the appropriate person to the position of the Board of Directors of the company at the expiration of term and/or have a position is vacant and/or appointed add.
3. Consider the list of people that have received the quote name and selection of the person who has the features in accordance with the criteria defined properties.
4. Do approach the person who has the features in accordance with the criteria defined properties to ensure that such person is pleased to receive the position of the board of directors of the company if you are appointed by the shareholders.
5. Perform any other information about the selection by the Board of Directors has been assigned.
6. Assess the performance of the director to propose to the meeting of the Board of Directors to consider and approve the.

The Compensation.

1. The rules and policies to determine the Compensation of the Board of Directors and members of the sub-assembly to propose to the Board of Directors of the Company and/or offer a request for approval to the meeting of shareholders, as the case may be.
2. Compensation is necessary and appropriate both monetary and non-monetary of the Board of Directors of the company as the people in each year by considering the appropriate to the duty of responsibility and compare with the company in similar business and the benefits that are expected to be a director to propose to the Board of Directors for consideration to the shareholders meeting for approval.
3. Responsible to the Board of Directors of the Company and the privacy statement to answer the questions with the Compensation of the Board of Directors of the company in the meeting of shareholders.
4. Determine the criteria for evaluation of the director of the deputy director of the direct reports, and high level Executive as assigned by the Board of Directors.
5. The Report on policies, principles/rationale for fixing the Compensation of directors and executives according to the regulations of the Stock Exchange of Thailand, disclosed in the annual registration statement (56-1) and the Company's annual report.
6. Compensation for the Board of Directors The Director Vice President and Senior Management in accordance with the criteria for consideration and the presentation to the Board of Directors to approve the Compensation of the director of the board of directors as Director of direct reports, and high level Executive section of the members of the Board of Directors present at the meeting of shareholders to approve the.



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7. Determine the appropriate and approved by the in the case where there is an offer to sell new securities to directors and employees based on the principle of fairness to the shareholders and create incentives to directors and employees act as to create value added to the shareholders in the long-term and be able to maintain the quality.
8. Perform any other related to the Compensation as the Board at the company assigned by the management and the organization will be required to report or presentation of data and documents that are about to the Board of Directors of the Nomination and Compensation Committee to support the operations of the Nomination Committee and Compensation to achieve the duties that have been assigned.

The Corporate Governance

1. Be responsible for supervision sustainability management, monitoring performance progress, considering, reviewing and approving the assessment results on key corporate sustainability issues.
2. Prepare and review corporate governance policy, business ethics and work practices, sustainability policy, innovation promotion policy and practice in accordance with the law and regulations of government agencies and organizations governing the company, such as the Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) and present to the Board of Directors for consideration and approval.
3. Propose corporate governance practices, and other related to sustainability management to the Board of Directors. It also provides advice and recommendations to the Board of Directors on corporate governance and practices related to sustainability management, performance reports, compliance assessment results in accordance with the Corporate Governance Policy, Sustainability Policy, including important issues related to corporate governance , social and environmental responsibility and sustainability management to the Board of Directors at least twice a year.
4. Encourage the company to communicate with directors, executives, employees at all levels and related parties to realize and understand the policies and guidelines on corporate governance, business ethics and work practices , sustainability policies and related practices are sufficient and continuous.
5. Perform any other acts as the Board of Directors deems appropriate and assign.

The report.

The Committee Nomination ,Compensation and Corporate Governance report to the Board of Directors of the company.

The meeting.

1. The Board of Directors of the Nomination ,Compensation and Corporate Governance provide or meeting request as the committee considers appropriate. At least once a year. And there is power in the meeting request, add the required by a quorum consists of a member of the Nomination, Compensation and Corporate Governance Committee of not less than one-half of the total number of Directors.



The Charter of the Nomination, Compensation and Corporate Governance Committee

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2. Members of all of you should attend the meeting every time unless there is a specific reason may not to join the meeting should be informed to the Chairman of the Nomination, Compensation and Corporate Governance Committee in advance.
3. The Chairman of the Nomination, Compensation and Corporate Governance Committee is the Chairman of the meeting when the Chairman are not present at the meeting or is unable to perform the duty. The members present at the meeting shall elect one among themselves to preside over the meeting.
4. The passing of a member of the Nomination, Compensation and Corporate Governance Committee made by a majority of votes. The Director of the Nomination and Compensation Committee with the the free of any of the considerations will not be required to participate in the kick to see and do not vote on it.
5. Delivery of the meeting invitation letter to the Nomination, Compensation and Corporate Governance Committee must be delivered in advance of the meeting, except in case of necessity or urgency will notify the meeting by other methods or an earlier meeting date can be set by having the Secretary of the Nomination, Compensation and Corporate Governance Committee record the Minutes of the meeting.
6. The Committee Nomination, Compensation and Corporate Governance can invite a related to attend the meeting to clarify the facts to a meeting of the Board of Directors of the Nomination, Compensation and Corporate Governance.

Announced on February 22, 2024

Approve

Mr. Suchart Laopreda

(Chairman of the Nomination, Compensation
and Corporate Governance Committee)