

Nomination and Remuneration Committee Charter

Pro Inside Public Company Limited

Objectives

To consider and establish the criteria and process for nominating suitably qualified persons, and to carry out the selection of persons for appointment as directors of the Company, sub-committee members of the Company, representative directors of the Company to be appointed as directors of its affiliated companies, executive directors of the Company, and the highest-ranking executive of the Company; as well as to consider the format and criteria for the payment of remuneration and to carry out the selection of persons in accordance with the nomination process established, before submitting to the Board of Directors for approval as required by law.

Composition

1. The Nomination and Remuneration Committee shall consist of not fewer than 3 directors of the Company, and may also include executives and/or employees of the Company and/or outside persons who do not hold a position as a director.
2. The Chairman of the Nomination and Remuneration Committee should be an independent director.

Qualifications

1. Is not subject to any prohibited characteristics under the laws on securities and exchange and other relevant laws, including any other notifications, rules, regulations and requirements issued by the Office of the Securities and Exchange Commission (SEC Office) and/or the Stock Exchange of Thailand (the “SET”) that are relevant.
2. Is a person with knowledge, competence and experience that will benefit the Company’s business operations, as well as honesty, integrity and business ethics, and is able to devote sufficient time to performing duties so that the Company’s operations achieve their objectives and goals.
3. Is not a person who operates a business of the same nature as, and in competition with, the Company’s business, or who becomes a partner or a director in another juristic person that operates a business of the same nature as, and in competition with, the Company’s business, whether for his or her own benefit or that of others, unless he or she has given notice and has been approved for appointment by the meeting of the Board of Directors.

Appointment

The Board of Directors appoints the Nomination and Remuneration Committee.

Term of Office

1. The appointment as a member of the Nomination and Remuneration Committee takes effect from the date on which the Board of Directors passes a resolution of appointment, or from the date specified by the Board of Directors.
2. Vacating office
 - 2.1 Expiry of term
 - A Nomination and Remuneration Committee member who is a director of the Company holds office for a term of 3 years, coinciding with the rotation cycle for the term of office of the directors of the Company, and may be reappointed by the Board of Directors upon the expiry of the term.
 - A Nomination and Remuneration Committee member who is an executive and/or employee of the Company but is not a director of the Company holds office for as long as he or she remains an executive and/or employee of the Company, unless the Board of Directors resolves otherwise.
 - A Nomination and Remuneration Committee member who is an outside person, who does not hold a position as a director, executive or employee of the Company, holds office for the term that the Board of Directors deems appropriate, which may be changed as the Board of Directors deems appropriate.
 - 2.2 In addition to vacating office under item 2.1, a Nomination and Remuneration Committee member vacates office upon:
 - Resignation
 - Death
 - Removal by a resolution of the meeting of the Board of Directors
 - Loss of qualifications or having prohibited characteristics as prescribed by law
3. A Nomination and Remuneration Committee member who resigns shall submit a resignation letter to the Chairman of the Board and/or the Company. The resignation takes effect from the date on which the resignation letter reaches the Company.
4. In the event that a position on the Nomination and Remuneration Committee becomes vacant for any reason other than the expiry of the term, in order to ensure continuity of operations, the Board of Directors shall have the authority to appoint a fully qualified person to take the position in place of the vacating member; provided that the replacing member shall remain in office only for the remainder of the term of the member whom he or she replaces.
5. In the event that all members of the Nomination and Remuneration Committee vacate office, the members shall continue to perform their duties only to the extent necessary, for the period

specified by the Board of Directors or until the Board of Directors appoints a new Nomination and Remuneration Committee to take over the duties.

Scope of Authority, Duties and Responsibilities

1. Nomination

- 1.1 To consider and determine the appropriate qualifications of the directors of the Company, sub-committee members of the Company, representative directors of the Company to be appointed as directors of affiliated companies, executive directors of the Company, and the highest-ranking executive of the Company to be nominated, taking into account the structure in proportion to the size and complexity of the business and the qualifications of each individual director in terms of skills, experience and specialized expertise relevant to the main business or industry in which the Company and its affiliated companies operate.
- 1.2 To consider the qualifications of persons to serve as independent directors so as to suit the specific characteristics of the Company, with independence to be at least in accordance with the criteria prescribed by the SEC Office.
- 1.3 To establish the criteria and methods for nominating suitable persons to serve as directors of the Company, sub-committee members of the Company, representative directors of the Company to be appointed as directors of affiliated companies, executive directors of the Company, and the highest-ranking executive of the Company.
- 1.4 To screen the list of nominees and verify the background and qualifications, in accordance with the law and the requirements of the relevant regulatory authorities, of persons to be proposed as directors of the Company, sub-committee members of the Company, representative directors of the Company to be appointed as directors of affiliated companies, and executive directors of the Company, for the Board of Directors to consider.
- 1.5 To consider the performance, qualifications and suitability of directors of the Company who retire by rotation and merit re-election, and to propose them to the Board of Directors for approval and to the shareholders' meeting for appointment as directors of the Company.
- 1.6 To review the suitability of directors of the Company to continue in office in the event of changes relating to the qualifications of the directors of the Company.
- 1.7 To arrange orientation for new directors and to develop the knowledge of current directors of the Company.
- 1.8 To prepare a Succession Plan for senior executive positions (C-Level).
- 1.9 To perform other duties as assigned by the Board of Directors.

2. Remuneration

- 2.1 To establish and prepare a written remuneration policy that is fair and reasonable, taking into account workload, responsibilities and the size of the Company's business, consistent with the responsibilities and operating results of the Company, so that it is comparable with other companies in the same industry as the Company, and to submit it to the meeting of the Board of Directors and/or the shareholders' meeting for further approval (as the case may be).
- 2.2 To propose the approaches and methods for paying remuneration to the Board of Directors and the various sub-committees appointed by the Board of Directors.
- 2.3 To consider the format and criteria for performance evaluation and the determination of remuneration, both salary and other benefits paid to the directors and the Chief Executive Officer, for presentation to the Board of Directors.

Meetings

1. The Nomination and Remuneration Committee shall schedule meetings at least 2 times per year.
2. The Chairman of the Nomination and Remuneration Committee, or any other person delegated by the Chairman of the Nomination and Remuneration Committee, shall set the meeting agenda and call the meetings.
3. At a meeting, not less than one-half of the total number of members must be present in order to constitute a quorum.
4. In the event that the Chairman of the Nomination and Remuneration Committee is unable to attend a meeting due to other commitments, the members attending the meeting shall elect one member to act as the chairman of the meeting.
5. The Nomination and Remuneration Committee may invite other persons, such as executives of the Company and its subsidiaries or other relevant persons, to attend meetings as appropriate.
6. Meetings may be held via electronic means, provided that such meetings must comply with the relevant laws governing electronic meetings, including arranging for audio and video recording, as well as electronic traffic data, throughout the meeting. The audio and video recordings, as well as the electronic traffic data recorded, shall be regarded as part of the minutes of the meeting.
7. For voting at meetings, each member shall have one vote, and a member who has an interest in the matter under consideration shall not vote on that matter. Decisions shall be made by a majority of votes. In the event of a tie, the chairman of the meeting shall have a casting vote.

Remuneration

The Nomination and Remuneration Committee shall consider and determine the remuneration of the members of the Nomination and Remuneration Committee and present it to the Board of Directors for consideration, before presenting it to the shareholders' meeting for consideration and approval.

Reporting

The Nomination and Remuneration Committee shall report the performance results of the Committee to the Board of Directors, and shall prepare a report on the performance of its duties over the past year for shareholders, to be disclosed in the Form 56-1 One Report. In the event of significant factors or events that may have a material impact on the Company, they shall be reported to the Board of Directors for immediate consideration.

Performance Evaluation of the Nomination and Remuneration Committee

The performance evaluation of the Nomination and Remuneration Committee shall be conducted at least once a year, whereby the Nomination and Remuneration Committee shall conduct a self-assessment of its own performance and shall report the evaluation results to the Board of Directors for consideration.

Review and Amendment of the Nomination and Remuneration Committee Charter

The Nomination and Remuneration Committee is responsible for reviewing, examining and assessing the adequacy and appropriateness of the Charter on an annual basis, and if there is any significant amendment during the year, it must be presented to the Board of Directors for consideration and approval.

Mr. Wisudhi Srisuphan

Chairman of the Board