

## Nomination and Compensation Committee Charter

### **1. Composition and qualification of the Nomination and Compensation Committee**

- 1.1 The Nomination and Compensation Committee shall be appointed by the Board of Directors and consist of at least 3 directors.
- 1.2 The Chairman of the Nomination and Compensation Committee shall be an independent director.
- 1.3 At least half of the total number of the Nomination and Compensation Committee shall be non-management, independent director

### **2. Term of office**

- Each Nomination and Compensation Committee member shall hold office in parallel with their term of the Company's directorship.  
In case that director who retired by rotation and be re-elected (one third of the directors shall retire by rotation each year), such director shall retain the position of Acting member of Nomination and Compensation Committee until the Board of directors resolves to appoint member of Nomination and Compensation Committee.

### **3. Vacating from office**

Member of the Nomination and Compensation Committee shall be vacated from their position when;

- Term of directorship is terminated
- Resign
- Dies
- Remove by the Board's resolution

### **4. Duties and Responsibility of the Nomination and Compensation Committee**

- 4.1 Determine the policy on nominating the Company's directors, sub-committee and Chairman of Executive Committee, and their remuneration to be proposed to the Board of Directors for approval.
- 4.2 Screen for person who are appropriate and beneficial to the business to replace directors whose terms are expiring or vacant position to be proposed to the Board of Directors for approval.
- 4.3 Determine remuneration as necessary and appropriate, both in the form of cash and non-cash rewards, for the directors and Chairman of Executive Committee based on their duties, responsibilities and performances.
- 4.4 Report the meeting minutes, which are significant and beneficial to the Company to the Board of Directors.
- 4.5 Provide explanations or answer questions in case doubts emerge involving the Company's policy on nominating and remunerating its directors, sub-committee and Chairman of Executive Committee at shareholders' meetings.
- 4.6 Perform any other duty assigned by the Board of Directors involving significant nominations and compensation.

### **5. Meetings**

- 5.1 The Nomination and Compensation Committee Meeting shall be held at least 2 times a year as the committee considers appropriate.
- 5.2 At least half of the total number of the Nomination and Compensation Committee present shall perform a quorum.
- 5.3 In case of the Chairman of Nomination and Compensation Committee is not in the meeting or unable to perform his duty, the presented member shall be selected to be the Chairman of such meeting.

### **6. Reporting**

The Nomination and Compensation Committee shall report its performance to the Board of Directors.