



KCE Electronics Public Company Limited

Nomination and Remuneration Committee Charter

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Nomination and Remuneration Committee Charter

The Nomination and Remuneration Committee is a sub-committee of the Company and is recognized as a key mechanism in the system of good corporate governance. The Committee is appointed by the Board of Directors to support the Board in selecting suitably qualified individuals to serve as directors, to enhance transparency in the nomination process, and to ensure that directors possess the necessary knowledge, skills and capabilities aligned with business requirements. The aim is to provide shareholders with confidence that appointed directors have the qualifications and potential to oversee the Company's interests in accordance with good corporate governance principles.

The Company has prepared this Charter of the Nomination and Remuneration Committee in alignment with the criteria and practices prescribed by the Stock Exchange of Thailand, as a guideline for the operations of the Nomination and Remuneration Committee to meet the expectations of shareholders, the Board, and external regulatory authorities. Details are as follows:

1. Definitions

For the purpose of this Charter:

“The Company” means KCE Electronics Public Company Limited.

“The Board” means the Board of Directors of KCE Electronics Public Company Limited.

“The NRC” means the Nomination and Remuneration Committee of KCE Electronics Public Company Limited.

“Director” means a director of KCE Electronics Public Company Limited.

“The NRC Member” means a member of the Nomination and Remuneration Committee.

“Chairman of the Board” means the Chairman of the Board of Directors of the Company.

“Chairman of the NRC” means the Chairman of the Nomination and Remuneration Committee.

“CEO” means the Chief Executive Officer of KCE Electronics Public Company Limited.

2. Objectives

The Board appoints the Nomination and Remuneration Committee to consider and determine the criteria and process for identifying suitably qualified individuals for appointment as directors and senior executives of the Company. The Committee shall also consider the remuneration structure and criteria, and conduct the selection process in accordance with defined procedures. Recommendations shall be submitted to the Board for consideration before proposing the matter to the shareholders' meeting for approval.

3. Composition

- 3.1. The NRC shall consist of at least three directors, the majority of whom shall be independent directors.
- 3.2. In the case where the NRC is not comprised entirely of independent directors, non-independent members must be non-executive directors.

- 3.3. The Chairman of the Nomination and Remuneration Committee shall not serve as the Chairman of the Board.
- 3.4. The Chairman of the Nomination and Remuneration Committee shall be a person with seniority, extensive knowledge and experience, and must be an independent director.

4. Qualifications

- 4.1. The NRC Members shall possess knowledge, expertise and experience beneficial to their duties as the NRC members, including knowledge of corporate governance, and shall be able to dedicate adequate time and commitment to support the NRC in achieving its objectives.
- 4.2. The NRC Members must be directors of the Company, maintain neutrality and independence in accordance with the Company's principles of good corporate governance, and strictly adhere to such principles.
- 4.3. The NRC Members shall be impartial in the nomination and selection of suitable candidates for directorship.
- 4.4. The NRC Members shall not discriminate and shall consider diversity in professional fields and competencies to ensure that the most suitable candidates are appointed to serve on the Board.

5. Appointment

- 5.1. The Board is responsible for appointing members of the Board to serve as members of the Nomination and Remuneration Committee in accordance with the criteria determined by the Board.
- 5.2. The Chairman of the NRC may be appointed either by the Board or through the nomination of one independent director among the NRC members, selected by the Committee.
- 5.3. The Company may propose an employee to serve as Secretary to the NRC upon endorsement by the NRC.

6. Tenure

- 6.1. The tenure of the NRC shall correspond to the term of office of the Board. A member retiring by rotation may be reappointed by the Board.
- 6.2. In the event of a vacancy other than retirement by rotation, the Board shall appoint a qualified director to serve as a member of the NRC in order to maintain the required number of members as specified in this Charter, within three months from the date the vacancy occurs. The new member shall hold office for the remaining term of the member being replaced.
- 6.3. The terms of individual NRC members shall be arranged so that their terms do not end simultaneously, to ensure continuity of the Committee's work.

7. Cessation of work

- 7.1. The NRC member shall vacate office upon:

- Death;
- Resignation;
- Ceasing to be a director of the Company;
- Being disqualified or prohibited under the Public Limited Companies Act; or
- Resolution of the Board for removal from office.

7.2. A resignation of the NRC member shall be submitted in writing to the Chairman of the Board in advance. The resignation shall take effect upon receipt by the Company.

8. Duties and Responsibilities

8.1. Responsibilities relating to Nomination

- 8.1.1. Review the structure and composition of the Board as a whole and individually, taking into consideration the size, nature and complexity of the Company's business. The review shall include directors' qualifications in terms of education, knowledge, expertise, experience and competencies relevant to the Company's core business or industry, by preparing a Board Skills Matrix to support alignment with the Company's strategy and operations.
- 8.1.2. Review the qualifications of independent directors to ensure compliance with the criteria prescribed by the Securities and Exchange Commission.
- 8.1.3. Review the qualifications of the CEO to ensure suitability in managing the Company's business toward achieving its defined vision, including education, experience, knowledge, expertise and relevant business environment factors.
- 8.1.4. Define criteria, methods and procedures for the nomination of directors in accordance with the required structure and qualifications, appropriate to the specific characteristics of the organization, based on the principles of good corporate governance.
- 8.1.5. Develop training and development plans relating to directorship and business knowledge for directors and senior executives on a continual basis to enhance effectiveness.
- 8.1.6. Arrange induction programs and provide relevant documents and useful information to newly appointed directors.
- 8.1.7. Prepare and review succession plans for the CEO and senior executives to ensure readiness of qualified individuals to assume positions when the CEO or senior executives retire, resign or are unable to perform their duties, ensuring continuity of management.
- 8.1.8. Encourage the Company to provide an opportunity for minority shareholders to nominate individuals for consideration as directors.
- 8.1.9. Select qualified directors for appointment to other Board committees and propose such nominations to the Board when vacancies arise.

8.2. Responsibilities relating to Remuneration

8.2.1. Remuneration of Directors

- Review and propose the remuneration structure and criteria appropriate to directors' duties and responsibilities, linking remuneration to performance evaluation, business plans and the Company's overall performance. The aim is to attract and retain qualified directors with capability and potential. The proposal shall be considered and approved by the Board before submission to the Annual General Meeting of Shareholders for approval.
- Review and endorse the performance evaluation form for the Board for submission to the Board for approval. The NRC shall conduct the evaluation and utilize the results to support the determination of directors' remuneration.

8.2.2. Remuneration of the CEO

- Review and approve the annual performance evaluation form of the CEO.
- Review and approve the annual remuneration structure and elements for the CEO.
- Conduct the annual performance evaluation of the CEO and propose appropriate adjustments to the CEO's remuneration to the Board for approval.

9. Meetings

9.1. Number of Meetings

9.1.1. The NRC shall meet at least twice per year, and additional meetings may be convened as deemed necessary by the Chairman of the NRC.

9.1.2. The Chairman of the NRC may call a special meeting upon request from any NRC member or from the Chairman of the Board when there are urgent matters to be discussed.

9.2. Attendance

9.2.1. A quorum for the NRC meeting shall consist of not less than half of the total number of NRC members in office.

9.2.2. The Chairman of the NRC shall preside at meetings. If the Chairman is absent or unable to perform duties, NRC members present shall elect one member to act as Chairman for that meeting.

9.2.3. The Secretary to the NRC, or an assigned person, shall attend every meeting.

9.3. Voting

9.3.1. Resolutions of the NRC shall be passed by a majority vote of members present and voting. Each member has one vote. In the event of a tie, the Chairman shall have a casting vote.

9.3.2. Any NRC member with an interest in a matter under consideration shall abstain from voting and shall not express an opinion on that matter.

9.4. Meeting Minutes

The Secretary to the NRC, or an assigned person, shall prepare and maintain precise minutes of all meetings.

10. Reporting of the Nomination and Remuneration Committee

10.1. The NRC shall report the results of nomination and remuneration considerations, meeting resolutions, and any other matters deemed necessary for the Board's attention at the next Board meeting.

10.2. The Chairman of the NRC shall report relevant nomination and remuneration activities to shareholders by disclosure in the Annual Report.

11. Performance Evaluation

The NRC shall conduct an annual self-assessment of its performance and report the results, including any obstacles preventing achievement of objectives, to the Board.

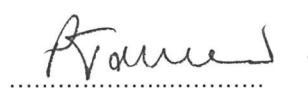
12. Directors' Remuneration

Members of the NRC shall receive remuneration appropriate to their duties and responsibilities, as approved by the Board and the Annual General Meeting of Shareholders.

13. Review of the Nomination and Remuneration Committee Charter

This Charter shall be reviewed at least once annually.

This Charter is effective from 7 October 2025 onwards.



(Mr. Paitoon Taveebhol)

Chairman of the Nomination and
Remuneration Committee



(Mr. Bancha Ongkosit)

Chairman of the Board of Directors

Criteria, Procedures and Process for the Nomination of Directors

To ensure a transparent and clear process for the nomination and selection of directors, and to appoint directors whose qualifications meet the requirements under good corporate governance principles, the Company has defined the following criteria, procedures and process for the nomination of directors:

1. The NRC shall select suitable candidates for directorship from the following sources:
 - Existing directors whose term of office has expired and are proposed for re-appointment;
 - Nominations from minority shareholders;
 - Nominations from individual directors;
 - Professional director database (Director Pool);
 - Professional search firms.
2. Once the NRC has determined the list of nominated candidates, the NRC shall screen candidates based on the criteria and the following conditions:
 - 2.1. Consider relevant knowledge, experience in the Company's core business or related industries, and specific expertise beneficial to the Company to ensure that the Board composition aligns with requirements. A Board Skills Matrix shall be prepared as follows:

Director		Knowledge, Skills, and Experience									
		Business / Management	Industry Experience – Direct	Industry Experience – Indirect	Strategic Planning	Legal	Accounting and Audit	Accounting (Other)	Finance and Investment	Finance (Other)	Information Technology
Name	Type (e.g. Executive Director)										

- 2.2. Verify that nominated individuals meet the qualifications required by law and regulators, such as the Securities and Exchange Act B.E. 2535 (1992).
- 2.3. For directors proposed for re-appointment, consider their past performance and the number of listed companies where they hold directorships, which shall not exceed five listed companies, to ensure effective contribution.
- 2.4. For independent director positions, consider the independence criteria set by the Securities and Exchange Commission and the Company. Additional independent directors may be nominated if existing independent directors no longer meet the criteria.
- 2.5. For independent directors proposed for re-appointment, their continuous tenure from the first appointment shall not exceed nine years, unless justified based on necessity.
- 2.6. Prepare the list of candidates who pass the screening process, including their qualifications and rationale for selection, and present to the Board in order of priority.
- 2.7. Contact shortlisted candidates to ensure that they accept the directorship if appointed by shareholders.

Policy and Criteria for the Remuneration of Directors and Senior Executives

Policy and Criteria for Directors' Remuneration

To uphold the principles of good corporate governance, the Nomination and Remuneration Committee is responsible for determining the policy and criteria for directors' remuneration, and proposing it to the Board for approval. The policy shall be fair, appropriate and aligned with the roles, duties and responsibilities of directors, as well as the Company's financial position and performance, and benchmarks with comparable companies in the same business sector.

Directors assigned additional responsibilities, such as membership in other Board committees, shall receive additional remuneration according to the increased responsibilities.

Criteria for Determining Directors' Remuneration

1. Remuneration shall be appropriate and determined based on the following key factors:
 - Assigned duties and responsibilities;
 - Individual performance linked to Company performance;
 - Company operating results;
 - Market benchmark data for directors' remuneration of other listed companies from surveys conducted by the Stock Exchange of Thailand, the Thai Institute of Directors, and other credible organizations;
 - Comparison with remuneration levels of companies in the same or similar industries;
 - Other relevant factors that may be considered by the NRC or the Board.
2. The Chairman of the Board and the Chairman of the Audit Committee shall receive additional remuneration reflecting their increased responsibilities.
3. Executive Directors shall receive remuneration according to the same criteria as Non-Executive Directors.
4. Structure of Directors' Remuneration
 - Fixed remuneration;
 - Meeting allowance
 - Performance-based remuneration;
 - Bonus.
 - Other Remuneration;
 - Warrants to purchase ordinary shares of the Company (ESOP-Warrant) in accordance with criteria determined by the Board.
 - Other benefits;

None.

The NRC shall review directors' remuneration annually and propose adjustments to the Board for endorsement, before seeking approval from the Annual General Meeting of Shareholders.

Policy and Criteria for the Remuneration of Senior Executives

The Company determines remuneration for senior executives based on fairness and appropriateness according to assigned duties and responsibilities, and by benchmarking remuneration with other companies in the same industry. The aim is to attract and retain experienced and capable executives.

Performance evaluation is based on achievement against defined objectives aligned with the Company's vision and strategic plan. Remuneration levels and long-term incentives shall align with Company performance and individual performance, encouraging the CEO and executives to deliver sustainable long-term growth.

Key Factors in Determining Senior Executive Remuneration

1. Knowledge, capabilities and experience;
2. Assigned duties and responsibilities;
3. Company operating results;
4. Individual performance against defined objectives (KPIs);
5. Other relevant factors such as Company remuneration structure, annual salary adjustments from market salary surveys, inflation rate;
6. Remuneration levels in comparable companies.

CEO Remuneration

The Nomination and Remuneration Committee and the Board shall evaluate the CEO's performance annually based on measurable criteria, including financial performance, achievement of long-term strategic objectives, and leadership performance including management development. The results shall be used to determine CEO remuneration.

Short-term benefits:

- Salary
- Bonus

Long-term benefits:

- Contribution to the provident fund
- ESOP-Warrant

Senior Executive Remuneration

The CEO shall evaluate the performance of senior executives individually on an annual basis. The results shall be used to determine remuneration consisting of salary and bonus, contributions to the provident fund, and contributions under the Employee Joint Investment Program (EJIP).