

ZEN Corporation Group Public Company Limited

(Translation)

Charter of the Nomination and Remuneration Committee

1. Composition and qualifications

- 1.1 The Nomination and Remuneration Committee shall be appointed by the Board of Directors with at least 3 members, with the Chairman of the Nomination and Remuneration Committee as an independent director, and the Nomination and Remuneration Committee shall be mostly independent directors and non-executive directors.
- 1.2 The Board of Directors appoints a member of the Nomination and Remuneration Committee as the Chairman of the Nomination and Remuneration Committee. The Chairman of the Board of Directors must not be the Chairman of the Nomination and Remuneration Committee or a member of the Nomination and Remuneration Committee.
- 1.3 The Nomination and Remuneration Committee shall appoint the Secretary of the Nomination and Remuneration Committee.

2. Term of office

- 2.1 In the case of a member of the Nomination and Remuneration Committee as a Director of the Company, the term of office shall be in accordance with the term of office of the Company's director, unless otherwise approved by the Board of Directors.
- 2.2 In the case of the Nomination and Remuneration Committee members who are executives of the Company, the term of office shall be as long as the Company's executive positions, unless otherwise approved by the Board of Directors.
- 2.3 In the event that the position of the Nomination and Remuneration Committee becomes vacant, the Board of Directors shall elect a qualified director who is not prohibited from being a member of the Nomination and Remuneration Committee.

3. Duties and Responsibilities

The Nomination and Remuneration Committee has the scope of its powers, duties and responsibilities as are as follows:

- 3.1 Recommend the structure, size and composition of the Board of Directors, subsidiaries and sub-committees, as well as determine the qualifications, process and criteria for nominating nominees to be selected according to the structure, size and composition of the Board of Directors as prescribed.

- 3.2 To consider and propose the names of candidates to be elected as directors of the Company and its subsidiaries to be presented to the shareholders' meeting in the event of a vacancy due to the expiration of the term of office and the Board of Directors meeting in the event of a vacancy due to other circumstances.
- 3.3 Recommend the remuneration structure of the Board of Directors and its subsidiaries and sub-committees, both monetary and non-monetary, to be in line with the strategy, objectives and operating results of the Company and its subsidiaries and comparable to other companies in the same industry to be presented to the Board of Directors for consideration before proposing at the Company's shareholders' meeting for further approval.
- 3.4 To consider the nomination of candidates for selection as sub-committees and chief executive officers to be presented to the Board of Directors, as well as to determine the criteria and policies for the nomination and appointment of executives of the Company and its subsidiaries, as well as to ensure that the Company has a succession plan for the Chief Executive Officer and senior executives for continuity of management.
- 3.5 Propose performance evaluation criteria to the Board of Directors to evaluate the performance of the Board of Directors as a whole, including reviewing the nomination criteria and considering related remuneration.
- 3.6 To consider the budget for annual salary increases and bonuses of both the Company and its subsidiaries to be appropriate in line with the performance of the Company and its subsidiaries and the standards of the same industry to propose for approval from the Board of Directors.
- 3.7 Evaluate the annual performance of the Chief Executive Officer and determine the adjustment of annual remuneration and bonuses to be presented for approval by the Board of Directors.
- 3.8 Prepare a director development plan to improve the knowledge of current directors and new directors to understand the business, in which the directors are held, roles and duties of directors and other important developments.
- 3.9 Review the Charter of the Nomination and Remuneration Committee at least once a year to present for approval from the Board of Directors.

4. Meetings and Resolutions

- 4.1 There shall be a meeting of the Nomination and Remuneration Committee at least twice a year.

- 4.2 The Chairman of the Nomination and Remuneration Committee shall convene a meeting of the Nomination and Remuneration Committee. At the meeting of the Nomination and Remuneration Committee, the Nomination and Remuneration Committee must meet in person, either at the same place or through electronic media.

However, at the meeting of the Nomination and Remuneration Committee, the Chairman of the Meeting may invite executives or related employees or persons deemed appropriate to attend the meeting to give their opinions or submit information documents as deemed relevant or necessary.

- 4.3 For the Meeting of the Nomination and Remuneration Committee, the Nomination and Remuneration Committee must be present at least half of the total number of Nomination and Remuneration Committees to form a quorum.

- 4.4 The decision of the Nomination and Remuneration Committee meeting shall be to hold a majority vote of all the Nomination and Remuneration Committee members present at the meeting. In case there are equal votes, the Chairman of the Nomination and Remuneration Committee shall have the right to cast one more vote for the decision.

- 4.5 One member of the Nomination and Remuneration Committee has one vote. The Nomination and Remuneration Committee for any matter shall not have the right to vote on such matters, except for the consideration of remuneration for the entire Board of Directors.

5. Reporting

The Nomination and Remuneration Committee must report its performance to the Board of Directors on a regular basis as appropriate.

6. Evaluation of the Nomination and Remuneration Committee

In evaluating the performance of the Nomination and Remuneration Committee, it may use its own performance evaluation method. The Company evaluates the results of the evaluation on a committee and individual basis and reports the results of the evaluation to the Board of Directors annually.

This Charter came into effect on December 22, 2023 with the approval of the Board of Directors in meeting no. 8/2023

Mr. Prawit Kijpaisalrattana

Chairman of the Nomination and Remuneration Committee