



**NOMINATING AND COMPENSATION  
COMMITTEE CHARTER**

**OF**

**SIAM STEEL SERVICE CENTER  
PUBLIC COMPANY LIMITED**

**Update: Year 2023**

# Nominating and Compensation Committee Charter

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## **1. Composition and qualifications**

The Board of Directors is responsible for the appointment of the Nominating and Compensation Committee by electing appropriate persons from the members of the Board of Directors and/or any qualified candidates. The Chairman of the Committee has to be nominated from the Company's Independent Director.

## **2. Terms of Positions**

The term of office of each Member of the Nomination and Compensation Committee shall be equal to that of the member of the Board, ending at the Annual General Meeting simultaneously with the tenure of the directors of the Board. Members of the Nomination and Compensation Committee shall be eligible for re-election. The retired Member shall remain in office to perform his duties until new members have been appointed unless the term of office of such member expires and such member is not re-elected.

In case of any vacancy in the Nomination and Compensation Committee, the Board shall select a qualified candidate who possesses no prohibited characteristics to serve as members of the Nomination and Compensation Committee. Such substitute member of the Nomination and Compensation Committee shall hold office only for the remaining term of office of such Member whom he or she replaces.

## **3. Duties and Responsibilities-Nomination**

The Nominating and Compensation Committee has the following duties and responsibilities:

### **3.1 Duties and Responsibilities-Nomination**

1. Set guidelines and policies in nominating Board of Directors and other Committee members by considering what would be the appropriate number, structure and composition of members, outline necessary directors' qualifications, and propose these ideas for approval by Board of Directors and/or shareholders as appropriate.
2. Recruit, select, and nominate appropriate candidates for the Company's directors, other Committee members and a corporate secretary proposed to the Board of Directors for consideration and/or further approval of the shareholders when those positions are vacant due to termination of terms or other reasons.
3. Execute other tasks related to nomination as assigned by the Board of Directors.

### **3.2. Duties and Responsibilities-Remuneration:**

1. Propose remuneration policy, guidelines in paying out compensation and other benefits for the Board of Directors, Committees and top management of which are appropriate for each person's responsibilities and consistent with the Company's performance and market conditions.
2. Determine necessary and appropriate monetary and non-monetary remuneration, for individual members of Board of Directors each year, talking into consideration each director's duties and responsibilities, performance, and comparisons against similar business, and the benefits expected in return from each director. The report will be submitted to the board of Directors for consent and to the shareholders' meeting for approval.

3. Report to the Board of Directors. Is responsible for explaining and answering any questions regarding the Board of Directors' remuneration in shareholders' meeting.
4. Report policies and principles/reasons in determining the remuneration of directors and management according to the SET guidelines by disclosing them in the Company's annual information disclosure (56-1) and annual report.
5. Responsible for other tasks related to the remuneration as assigned by the Board of Directors, in terms of business strategies, policies, business plans and budgets, which will be proposed to the Board of Directors for consideration and approval.

#### **4. Meeting**

1. The Nominating and Compensation Committee shall convene the meeting at least 1 times a year, which will depend on situation and necessary.
2. The agenda and supporting documentation should be delivered to the members of the Nominating and Compensation Committee prior to the meeting date.
3. A constitution of quorum of the Nominating and Compensation Committee meeting is required attendance of members of no less than 50%.
4. All resolutions of the Nominating and Compensation Committee meeting shall be passed by the majority votes of the members presented at the meeting. The member who has conflict of interest will not participate in any agenda that they have conflict of interest.

#### **5. Reporting**

The Nominating and Compensation Committee shall from time to time report its performances to the Board of Directors and provide annual performances report to shareholders in the Annual Report with the following details:

1. Number of the Nominating and Compensation Committee meetings.
2. Meeting attendance of each member.
3. Performance of the Committee as defined in the charter.