

(Translation)

Notification of Bangkok Commercial Asset Management Public Company Limited

Re: Nomination and Remuneration Committee Charter

The Board of Directors' Meeting No. 14/2021 on December 3, 2021 resolved to approve an amendment of the Notification of Bangkok Commercial Asset Management Plc. regarding Nomination and Remuneration Committee Charter to comply with the best practice of the Nomination and Remuneration Committee. Therefore, the Notification on the Nomination and Remuneration Committee Charter is issued as follows:

1. Repeal of Notification

The Notification of Bangkok Commercial Asset Management Plc. regarding Nomination and Remuneration Committee Charter given on November 2, 2020 shall be repealed and replaced with this Notification.

2. Definition

"Nomination Committee" means the Nomination and Remuneration Committee.

"Nomination Committee member" means a member of the Nomination and Remuneration Committee.

"independent director" means an independent director according to the Notification of the Capital Market Supervisory Board No. TorJor. 39/2016 regarding Application for Permission and Permission for Offering of Newly Issued Shares.

"top executives" means Chief Executive Officer, President and Senior Executive Vice President, Executive Vice President, or the equivalent by any other title according to the organization structure approved by the Board of Directors.

3. Principle and Rationale

The Board of Directors has appointed the Nomination Committee in compliance with good corporate governance and social responsibility principles in order to drive the Company toward sustainable success.

The Nomination Committee has prepared the Nomination and Remuneration Committee Charter to define the scope of duties and responsibilities, and the best practice as the operation standard in order to enable the Nomination Committee to perform duties for the achievement of the Company's objectives.

4. Objectives

The Nomination Committee was established with the following objectives:

4.1 To formulate policies and lay down rules and framework for the Company to ensure mechanism and standard are in place for nomination of qualified individuals to serve as directors and top executives.

4.2 To support and promote efficiency, transparency, reliability and examinability in the Company's internal operation.

5. Composition and Qualifications of the Nomination Committee

5.1 The Nomination Committee shall be composed of at least three, but not exceeding five members from the Board of Directors and/or external persons, at least two of whom must be from the Board and at least one of whom must be an independent director of the Company. The Chairman of the Board of Directors should not be a member of Nomination Committee to ensure check and balance in the performance of duties of the Nomination Committee.

5.2 The Nomination Committee shall have appropriate knowledge, competence, qualifications and experience.

6. Appointment and Term of Office

6.1 The Board of Directors shall appoint the Chairman and members of the Nomination Committee.

6.2 A Nomination Committee member who is a director of the Company shall hold a 3-year term of office. The Nomination Committee member who is an independent director may hold office consecutively for not exceeding nine years from the date of appointment by the Board of Directors, and the member who is an external person shall hold office for a 2-year term for not exceeding three consecutive terms.

The Nomination Committee member whose term of office comes to an end may be re-appointed for another term as the Board of Directors may deem appropriate.

6.3 A Nomination Committee member shall vacate office upon:

- (1) Completion of the term of office,
- (2) Resignation,
- (3) Death,

(4) The Board of Directors' resolution to terminate his/her membership.

6.4 When the Nomination Committee member has vacated office or there is a membership vacancy, a fully qualified person may be appointed by the Board of Directors to fill the vacancy as a Nomination Committee member. The newly appointed Nomination Committee member shall hold office only for the remaining term of the vacating Nomination Committee member so replaced.

7. Duties and Responsibilities

The Nomination Committee shall have duties and responsibilities as follows:

7.1 To determine guidelines and criteria for recruitment and screening of qualified candidates and present them to the Board of Directors for consideration to fill the following positions:

7.1.1 The Company's director,

7.1.2 The Company's director to replace the vacating director,

7.1.3 Members of supporting Committees with authority, duties and responsibilities as assigned by the Board of Directors,

7.1.4 Top executives.

7.2 To consider and determine annual remuneration for the Company's directors, and criteria or procedures for payment of such remuneration that is fair and reasonable for submission to the Board of Directors before proposal to the shareholders' meeting.

7.3 To propose performance evaluation criteria and methodology, consider the performance evaluation, and set remuneration rates for the Chief Executive Officer, President and Senior Executive Vice Presidents for further proposal to the Board of Directors for consideration.

7.4 To consider conditions pertaining to the Company's offering of new securities (or share warrants) to the directors and employees.

7.5 To review the succession plan and potential development plan for top executives to get them prepared under the plan to ensure availability of successors and propose the plans to the Board of Directors for approval.

7.6 To consider and/or take actions on any other matters as specified by the Board of Directors.

8. Meetings and Meeting Agenda

8.1 At the meeting of the Nomination Committee, the Chairman of the Nomination Committee or the person assigned to perform as the Chairman and the Nomination Committee members shall attend the meeting, representing at least half of the total number of the Committee members to constitute a quorum.

8.2 In the event that the Chairman of the Nomination Committee is not present at the meeting or is unable to perform duties, the members present at the meeting shall elect one among them to perform as the Chairman of the meeting.

8.3 The meeting decision shall be reached by a majority of votes. In case of a tie of votes, the Chairman of the meeting shall have a casting vote.

8.4 The Nomination Committee shall hold a meeting at least once (1) a year. Every Nomination Committee member should attend at least 75% of the total number of meetings held during the year.

8.5 The meeting agenda shall priorly be set in writing and shall be delivered together with the meeting documents to the Nomination Committee members before the meeting date.

9. Reporting

The Nomination Committee shall report the performance of duties to the Board of Directors at least once a year.

10. Review and Recommendations

The Nomination Committee shall review the Charter on a yearly basis and may recommend amendments and/or additions to the Charter as deemed appropriate, which shall be submitted to the Board of Directors for consideration as the case may be.

Taking effect from December 3, 2021 onward.

Given on December 27, 2021.

-Signed-

(Mrs. Tongurai Limpiti)

Chairman of the Board of Directors

Human Resources Management Group

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