

## ADVANCED INFO SERVICE PUBLIC COMPANY LIMITED

### Nomination and Compensation Committee Charter

#### 1. Introduction

The Nomination and Compensation Committee (the “**Committee**”) of Advanced Info Service PLC and its subsidiaries (hereinafter collectively referred to as “**AIS**” or the “**Company**”) is a board committee which was established by a resolution of the Board of Directors (the “**Board**”). Its objectives are to nurture and cultivate a strong and internationally competitive team of board and management members and to promote good corporate governance within the organization in order to build a successful business and achieve sustainable growth.

#### 2. Authority, Duties and Responsibilities

The Committee has been given the following authority, duties and responsibilities:

##### Remuneration

- 2.1 Fix appropriate annual remuneration in monetary and/or non-monetary form of the Board members and unclassified level executives (“**UC-Level Executives**”) for the benefit of shareholders;
- 2.2 Consider and approve the annual bonus allocation of the Board members;
- 2.3 Determine policy and guidelines to designate appropriate remuneration of the Board members and UC-Level Executives and propose to the shareholders for consideration and approval as applicable;
- 2.4 Review and approve the Company’s performance in order to determine the annual KPI bonus and merit-based salary increase across the Company;
- 2.5 Consider and approve the long term incentive plan and all related processes;
- 2.6 Consider and approve the performance evaluation of the Company’s Chief Executive Officer (“**CEO**”) and those UC-Level Executives in order to determine their annual bonus, merit-based salary increase and long term incentive;
- 2.7 Disclose policies governing the directors’ remuneration in the annual report;

##### Leadership Development

- 2.8 In consultation with CEO, identify and evaluate potential successors of CEO and those UC-Level Executives, and report regularly to the Board on executive succession planning;
- 2.9 In consultation with CEO, prepare succession plans and policies for CEO and those UC-Level Executives;
- 2.10 Oversee the processes by which CEO and UC-Level Executive are evaluated;

##### Board Nomination

- 2.11 Draw up criteria and policy with respect to nomination of Board members and Board committee members of the Company;

- 2.12 Consider and nominate appropriate persons to become Board members and/or Board committee members to the Board and/or the shareholders for their approval, as the case may be;

#### Corporate Governance

- 2.13 Supervise implementation of the policies on good corporate governance of the Company, annually review such policy including recommendation of any revision thereof for further consideration by the Board;

#### Professional Advice

- 2.14 Engage consultants or independent persons to provide opinions or advice if necessary, especially on leadership development;

#### Other Duties

- 2.15 The Committee is accountable to the Board and under obligation to explain its decisions at the shareholders' meetings and answer any questions that may arise;
- 2.16 Annually review and reassess the adequacy of this charter and propose any change to the Board for approval;
- 2.17 Report regularly to the Board on matters within the scope of the Committee, as well as any special issues that merit the Board's attention;
- 2.18 Request members of the management or staff to attend the Committee meeting or provide pertinent information on the matters under discussion; and
- 2.19 Perform other tasks requested by the Board.

### **3. Composition**

- 3.1 The Committee shall comprise qualified and experienced Board members as appointed by the Board.
- 3.2 The Committee shall comprise three (3) Board members and at least one member of the Committee should be independent director.
- 3.3 The Chairman of the Committee shall be an independent director and appointed by the Board.
- 3.4 The Company Secretary shall also be the secretary to the Committee unless the Committee designates otherwise.

### **4. Term of Appointment**

Members of the Committee may hold their posts for as long as they are serving on the Board. Members who vacate office at the end of their term may be re-elected. Membership will be automatically cancelled in the following situations:

- Death
- Resignation
- Lack of qualification as specified in this Charter
- Removal from posts by the resolution of the Board

A member who wishes to resign must tender his or her resignation letter to the Chairman of the Board for the Board's approval. If a member vacates office during the term of the

appointment, the Board shall appoint a replacement within 90 days in order to maintain the required number of members as set forth herein.

## **5. Meeting**

The Committee shall meet at least twice a year. In calling a meeting, the Chairman or the Secretary of the Committee (as instructed by the Chairman) shall send an invitation letter to all members at least seven (7) days in advance. However, if the matter is necessary or urgent, the Chairman can call a meeting on shorter notice, provided all members have received notification of the details of the meeting.

## **6. Quorum**

One-half of the Committee shall constitute a quorum for transacting its business. If the Chairman is absent or cannot perform his or her duties, the members who are present shall elect one of themselves to chair that particular meeting.

All decisions shall be made by vote of not less than three-fourths of the Committee members attending the meeting and entitled to vote.

Each member shall have one vote. A member who has a conflict of interests is not entitled to vote on the matter under consideration. If the votes are evenly divided, the chairman of the meeting shall have no casting vote.

## **7. Remuneration**

The remuneration of the Committee shall be in accordance with the policy as set forth by the shareholders' resolution.

## **8. Responsible Offices**

All managements must assist the Committee in performing its duties upon requested.

This Charter becomes effective on 30 April 2024.



(Mr. Kan Trakulhoon)  
Chairman of the Board of Directors  
Advanced Info Service Public Company Limited