

**ENERGY ABSOLUTE PUBLIC COMPANY LIMITED**  
**CHARTER OF NOMINATION AND REMUNERATION COMMITTEE**

**1. Objectives**

The Nomination and Remuneration Committee (“NRC”) is a sub-committee appointed by the Board of Directors to establish policies, criteria, and procedures for the nomination and remuneration of the Company’s directors, sub-committee members, and Senior Executives<sup>1</sup>. The NRC shall nominate, select, and propose qualified and suitable persons for appointment as directors, sub-committee members, and Senior Executives, as the case may be, and shall determine remuneration principles for such positions. The NRC shall also perform other duties as assigned by the Board of Directors, and shall report its actions and recommendations to the Board of Directors, in accordance with good corporate governance principles.

**2. Composition and Qualifications**

- 2.1 The Board of Directors shall appoint the NRC, comprising at least five (5) directors.
- 2.2 At least one-half of the NRC members shall be independent directors.
- 2.3 The NRC members shall elect one member to serve as Chairman of the NRC.

**3. Term of Office**

- 3.1 NRC members shall hold office for a term equal to their term as directors of the Company.
- 3.2 In addition to retirement by rotation under Clause 3.1, an NRC member shall vacate office upon:
  - Resignation;
  - Death;
  - Removal from the NRC by resolution of the Board of Directors; or
  - Lack of required qualifications to serve as an NRC member.
- 3.3 In the event of a vacancy, the Board of Directors may appoint a qualified person to fill such vacancy so that the composition of the NRC remains complete.

**4. Duties and Responsibilities**

1. To consider and establish policies and procedures for the nomination of directors and Senior Executives, and to nominate, select, and propose persons with qualifications, integrity, and ethics suitable for appointment as directors and/or Senior Executives, as the case may be.
2. To propose the structure, criteria, policies, and guidelines regarding remuneration and other benefits of directors, sub-committee members, and Senior Executives to the Board of Directors for consideration, and to further submit such matters to the shareholders’ meeting for approval, as required.

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<sup>1</sup> “Senior Executives” means the Chief Executive Officer or any equivalent position under another title, including C-Level executives of the Company and its subsidiaries.

3. To review the remuneration structure and rates of directors to ensure alignment with current market conditions and appropriateness in relation to the Company's performance, and to propose such matters to the Board of Directors and subsequently to the shareholders' meeting for approval. In performing this duty, the NRC shall apply principles of fairness and reasonableness, taking into account individual performance, scope of duties and responsibilities, overall performance of the Company and its subsidiaries, practices of other companies in the same industry, as well as companies of comparable size.
4. To review the performance evaluation system of directors and Senior Executives.
5. To ensure that a succession plan is established and to review development plans for Senior Executives in order to ensure readiness and continuity, particularly in cases where a Senior Executive retires or is unable to perform duties, so that the Company's operations can continue without disruption.
6. To consider director appointments in the event of vacancies:
  - 6.1 In the case of retirement by rotation – to nominate and select qualified candidates and propose them to the Board of Directors for consideration, and to the Annual General Meeting of Shareholders for approval.
  - 6.2 In the case of vacancies for other reasons – to nominate and select qualified candidates and propose them to the Board of Directors for appointment to fill such vacancies.
7. To support the Company in providing shareholders with the opportunity to propose qualified candidates for nomination as directors.
8. To ensure that director development programs are arranged for both existing and newly appointed directors to enhance their understanding of the Company's business, roles and responsibilities, as well as significant developments such as industry conditions and relevant laws and regulations.
9. To select suitably qualified directors to serve on sub-committees and propose such appointments to the Board of Directors for consideration when vacancies arise.
10. To regularly review this Charter to ensure its appropriateness.
11. To perform any other duties as assigned by the Board of Directors.

## **5. Meetings and Reporting**

- 5.1 The NRC shall convene at least three (3) meetings per year. The Chairman may call additional meetings as deemed appropriate or upon request by any NRC member.
- 5.2 A quorum shall consist of not less than one-half of the total NRC members.
- 5.3 Each member shall have one vote. Resolutions shall be passed by a majority vote of members present at a duly convened meeting. In the event of a tie vote, the Chairman shall have a casting vote.
- 5.4 The NRC shall have the authority to invite management, relevant persons, or any other persons deemed appropriate to attend meetings or provide clarification on relevant matters.
- 5.5 The Secretary of the NRC or a designated person shall record the minutes of the meetings.
- 5.6 The NRC shall report its performance, actions, and resolutions to the Board of Directors.

## **6. Performance Evaluation**

The NRC shall conduct a self-assessment of its performance on a regular annual basis and shall report the results of such evaluation to the Board of Directors.