



บริษัท สากล เอนเนอจี้ จำกัด (มหาชน)
SAKOL ENERGY PUBLIC COMPANY LIMITED



Nomination and Remuneration Charter

Sakol Energy Public Company Limited



Nomination and Remuneration Committee Charter

1. Purpose

The Nomination and Remuneration Committee (“Nomination Committee”) is established of nominated persons who hold the position of director or a high level executive of the Company to determine the amount of remuneration payment for directors and high level executives for proposal to the Board of Directors for consideration and approval, and subsequent approval at the Shareholders Meeting (as the case may be)

2. Composition

The Nomination Committee is composed of at least three directors. At least one of the members shall be an independent member.

The Nomination Committee shall select and determine remuneration for a nomination director (“Nomination Director”) as an independent member to hold the position of Chairman of the Nomination and Remuneration Committee and appoint a Secretary of the Nomination and Remuneration Committee to assist the Nomination Committee in performing its duty by making appointments for meetings, preparing meeting agendas, submitting related documents and recording the minutes of the meetings.

3. Qualification of Nomination Director

The Nomination Director shall be a person with the following qualifications:

- (1) Being a person with knowledge and capability, honesty, having business ethics and sufficient time to perform the duty for the company.
- (2) Having a competent qualification and not prohibited by any relevant laws.
- (3) A person who does not operate a business whose nature is similar to and competes with the Company’s business or being a partner or director of a juristic person who operates a business whose nature is identical to and competing against the Company’s business, whether such act has been committed for self-benefit or on behalf of other persons unless notification is given to the Board of Directors Meeting before passing a resolution for an appointment.

4. Appointment and Office Term

The Board of Directors shall appoint a person who has a competent qualification as stipulated in clause No. 3 mentioned above to hold the position of Nomination Director for the office term of three years. In the event that the Nomination Director also holds the position of Company Director, the terms of office of the Nomination Director shall be consistent with the terms of office of the Company Director. In the event that the position of Nomination Director



has ended in accordance with the office term, the Nomination Director can be re-appointed as a Nomination Director.

In the event that the Nomination Director's office term has expired or the Nomination Director is not able to hold office until the term has expired, resulting in the number of nomination directors on the Nomination Committee being less than three, the Board of Directors shall immediately appoint a new replacement Nomination Director for a period of three years, starting on the date when the number of Nomination Committee directors was incomplete in order to ensure the continuity of the Nomination Committee in performing its duty.

5. Powers, Duties and Responsibilities

(1) Establishment of qualifications and guidelines in nominating Company Directors (including members of subcommittees of the Company) and high level executives by making a selective consideration of the person who has suitable qualification in terms of knowledge, experience and expertise for proposal to the Board of Directors for consideration and appointment and/or for proposal to the Shareholders' Meeting for further consideration and approval (as the case may be).

(2) Review the independence of each nominated director to assure that the director of the company is fully qualified.

(3) Review the format and process of developing the Chief Executive Officer to align with the company's business and situation.

(4) Review the form and rule on payment of remuneration (whether in the form of cash, security, or any other) of the directors of the company, sub-committees of the company and Chief Executive Officer to ensure that it is appropriate, fair and in accordance with the relevant law.

(5) Review the performance criteria of the Chief Executive Officer and make a proposal to the Board of Directors for consideration and approval.

(6) Review and propose the scope of power, duty and responsibility of the Nomination Committee to align with the situation.

(7) Carrying out any act as assigned by the Board of Directors or in accordance with the policy established by the Board of Directors.

6. Meetings

(1) Meetings of the Nomination Committee shall be convened as the Chairman of the Nomination Committee thinks fit but with a minimum of two meetings a year.

(2) In calling for a meeting of the Nomination Committee, the Chairman of the Nomination Committee or the assigned person shall send invitations along with meeting agendas and meeting related documents to every nomination director at least seven days in advance to allow the nomination directors to have time to study the information. In the event of urgency for the benefits of the company, a meeting invitation can be made otherwise, with an earlier date.

7. Quorum and Voting



(1) In a meeting of the Audit Committee, at least one half of the number of the Nomination Committee directors shall be required to form a quorum. In case the Chairman of the Nomination and Remuneration Committee is not present at the meeting or is not capable to perform the duty, the attending directors of the Nomination Committee shall elect among themselves one director to chair the meeting.

(2) In a meeting, a resolution shall be passed by a majority of the votes.

(3) In casting the votes, one member of the Nomination Committee has one vote except that if any nomination director has a stake in any matter, that nomination director shall not exercise his/her voting right on that matter. In case of an equal vote split, the chairman of the meeting shall cast the deciding vote.

(4) The Chairman of the Nomination Committee shall prepare the minutes of the Nomination Committee meetings for submission to the Board of Directors.

This charter is effective from 11th May 2018 onward.

Signed DL Lavansiri
(Prof. Emeritus Dr. Direk Lavansiri)

President of Board of Directors

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