SUTHA

Golden Lime Public Company Limited

Nomination and Remuneration Committee Charter

The Nomination and Remuneration Committee is established wish the approval from the Company's Board of Directors in order to support the work of the Company's Board of Directors in accordance with the laws, announcements, procedures, regulations and other related laws.

1. OBJECTIVE

The Board of Directors approved the Charter of the Nomination and Remuneration Committee with the purpose to specify the Committee's composition, duties and responsibilities in setting criteria and policy in order to determine remuneration of the Company's directors, committee members, managing directors and executives management, as well as policy in screening and proposing appropriate candidates to be the Company's directors, managing directors and executives management; and in prosing and performing any duties assigned by the Board and/or the shareholders meeting when applicable. The Charter will enable the Committee to perform its duties fairly, adequately and transparently according to good corporate governance policy to build stakeholder confidence and trust in the Company.

2 COMPONENTS AND QUALIFICATIONS OF THE EXECUTIVES COMMITTEE

2.1 The Nomination and Remuneration Committee shall be comprised at least three (3) directors from the Company's Board of Directors and third of total member of the Committee members must be independent directors; Chairperson of the Committee must also be an independent director.

2.2 The Board of Directors shall consider and appoint its directors to perform the duty as member of the Nomination and Remuneration Committee.

3 TERMS OF OFFICE

3.1 The term of office for a member of the Nomination and Remuneration Committee shall be concurrent with the term of director and upon the expiration of the term of office, the director may be re-elected by the discretion of the Board of Directors.

3.2 In addition to vacating office at the expiration of the term as set out above mentioned, Committee member's term of office shall vacate upon

3.2.1) Death

3.2.2) Resignation

3.2.3) being disqualified of Nomination and Remuneration Committee member

3.2.4) being removed by the resolution of the Board of Directors.

3.3 Any member of the Nomination and Remuneration Committee who wishes to resign from his/her office, shall submit a written notification to the Chairman of the Board of Directors; such resignation will be in effect on the date that the written notification reach the Chairman's office.

3.4 In the event that all of the members of the Nomination and Remuneration Committee shall vacate from their office, the Committee members who are being vacated shall remain in office to continue their duties until the new committee members are appointed.

3.5 In the event that a Committee member position is vacated with reasons other than the expiration of the term of office, the Board of Directors shall appoint a qualified replacement to the vacated position in order to complete the Committee member. The appointed replacement Committee member shall hold office only for the remaining term of office of the replaced director.

4. SCOPE, AUTHORITY AND RESPONSIBILITY

4.1 Ensure that the structure, size and composition of the Board of Director are appropriate for the Company and the changing business environment.

4.2 Develop criteria for the Company's director; Screen and identify, in a transparent way, a qualified candidate to propose for the Board endorsement before proposing to the shareholder meeting for approval of appointment.

4.3 Screen and identify, in a transparent way, a qualified candidate for the position of Managing Director to propose to the Board for approval and appointment.

4.4 Develop succession plan for the Managing Director position and regularly revisit the plan and its progress.

4.5 Design a fair and sensible remuneration plan and related criteria for the Company's directors, members of each committee and the Company's Managing Director by considering referenced information of compensation in other companies in the same or similar industries; propose such remuneration plan for directors and committee members to the Board for endorsement before proposing to the Shareholder meeting for approval

4.6 Evaluate the performance of the Company's Managing Director in order to assess the adequacy of his/her remuneration package; make recommendations regarding the overall compensation plan and other fringe benefits of the Company's employees proposed by the Managing Directors's preliminary advice.

4.7 Review, change and amend this Nomination and Remuneration Committee Charter to keep up with the changing situation and submit any proposed revisions to the Board of Directors for consideration and approval.

4.8 Perform other duties assigned by the Board of Directors.

To perform its duties, the Nomination and Remuneration Committee may seek any information it considers necessary from the management, department heads or related employees by asking them to attend the meeting, make statement or submit written related documents as necessary. In addition, under the duties and responsibilities, authorities of this charter, the Nomination and Remuneration Committee may seek external independent professional advisor or specialist in other professions as deem necessary at the Company's cost.

5. **NOMINATION AND REMUNERATION COMMITTEE MEETING**

5.1 The Nomination and Remuneration Committee shall meet at least 2 times per year as deemed necessary and appropriate to its duties and responsibilities prescribed in this Charter.

5.2 Meeting invitation from the office of Committee Chairperson or Secretary by the order of the Chairperson, shall delivered to each member at least 3 days before the meeting date; except when necessary or urgent the Committee members may be notified by other means or the meeting date may be scheduled earlier.

5.3 The quorum for a Committee meeting shall be no less than one half of its total members. Chairperson of the Nomination and Remuneration Committee shall preside over the meeting. In the event the Chairperson is absent from the meeting or unable to perform the duties, the Committee members present at such session shall choose a member to preside at such session.

5.4 Determining voting results shall be by majority vote of total member in presence. If the numbers of votes for and against a proposal are equal, the committee Chairperson or other member chairing the meeting has a casting vote. Committee member who has an interest in the discussing matter has no right to vote in such matter. Resolution from the Nomination and Remuneration Committee shall be in effect and completed when all members sign to concur regardless of the fact that the Committee meeting does not take place. Secretary to the Nomination and Remuneration Committee or any assigned personnel shall be responsible for minute preparation.

6. REPORT OF NOMINATION AND REMUNERTION COMMITTEE

Report regularly to the Board of Directors regarding the execution of the Nomination and Remuneration Committee; prepare and disclose in the Company's annual report, Nomination and Remuneration Committee's Report, which must be signed by the Nomination and Remuneration Committee's chairperson.

7. PERFORMANCE EVALUATION OF NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee shall evaluate self-performance on annual basis and shall report the results to the board of Directors

This Nomination and Remuneration Committee Charter has been approved by the Board of Directors of the Company in meeting no. 2/2024 on April 4,2024 with effective date April 4, 2024 onward.

Mr. Sripop Sarasas
Chairman of the Board of Directors

Description to issue and improved the document

Item	Document number	Approved date	Reference the Board of Directors Meeting to approved
1	*CS20190201*	26 February 2019	The Board of Directors Meeting no. 1/2019 held 26 February.
2	*CS20190201*		Annual Review Year 2020-2023: No change in the detail
3	*CS20190201_Rev.01*	4 April 2024	The Board of Directors Meeting no. 2/2024