

Charter of the Nomination & Remuneration and Good Governance Committee

BT Wealth Industries Public Company Limited

Purpose

The Nomination & Remuneration and Good Governance Committee (“NR Committee”) is a Board Committee, which has been established to ensure that the consideration of remuneration for directors and senior executives are fair, appropriate, and transparent, in accordance with the principles of good corporate governance.

Composition of the Nomination & Remuneration and Good Governance Committee

1. The Board of Directors to appoint the NR Committee and Chairman of the NR Committee.
2. The NR Committee consists of at least 3 directors, and at least one-half of which shall be independent directors.
3. Chairman of the NR Committee shall be independent director.
4. Personnel Manager shall be the Secretary to the NR Committee.

Authority, Duties and Responsibilities

Nomination

1. Setting procedures for nominating candidates to serve as directors and Chief Executive Officer, by considering from qualifications that are suitable with the Company’s strategies, have the knowledge, experience and expertise that are consistent with the needs of the Company, and be able to devote time to work for the Company.
2. Recruit and nominate suitable candidates for the positions, and present them to the Board of Directors or the Shareholders’ Meeting for consideration and appointment.

Remuneration

1. Determine appropriate structure, amount, format, and guidelines in all types of remuneration, both monetary and non-monetary, for the Chairman, Board of Directors, and Chief Executive Officer by reviewing the appropriateness of the criteria currently in used, comparison with the compensation information of other companies in similar industry, and other listed companies in the Stock Exchange of Thailand whose market capitalization are close to that of the Company, and propose them to the Board of Directors and/or Shareholders’ Meeting for approval.

2. Consider of criterion for evaluating the performance of the Chief Executive Officer and present the appraisal results based on such criterion to the Board of Directors for approval.
3. Consider appropriate terms and conditions for stock offering, warrants to purchase shares or other securities as compensation to directors and employees, and approve in cases where there is an allocation of more than 5 percent of all securities to be allotted on that occasion to any director or employee. No NR Committee member shall be allocated more than 5 percent of all securities to be allotted on that occasion.
4. Perform any other matters relating to the nomination and remuneration as assigned by the Board of Directors.

Good Governance

1. Review of Corporate Governance Policy, Business Ethics, including policies and guidelines for Corporate Social Responsibility and Environment to ensure compliance with good corporate governance principles and propose to the Board of Directors.
2. Present guidelines and/or policies related to corporate governance to the Board of Directors.
3. Advise the Board of Directors In matters relating to corporate governance.
4. Supervise the management to implement the corporate governance policy in practice.
5. Follow up on social and environmental responsibility and report to the Board of Directors.
6. Perform any other matters assigned by the Board of Directors.

Meetings

1. The NR Committee must hold its meetings at least 2 times per year.
2. Not less than one-half of the total number of NR Committee's members must be present in the meeting to form a quorum
3. The resolution of the meeting shall be made by a majority of votes, where each NR Committee member shall have 1 vote. In case of equality of votes, the chairman of the meeting shall have a final vote.
4. Any NR Committee member who has conflict of interest in a given matter has no right to vote on such matter, except when considering remuneration to the Board of Directors as a whole.

Charter Review and Update

The NR Committee to review and update this charter as required and when deem appropriate, and propose to the Board of Directors for approval of amendments (if any).