

-Translation-

Nomination, Remuneration, Corporate Governance, and Sustainability Committee Charter

1. Objective

The Nomination, Remuneration, Corporate Governance, and Sustainability Committee was appointed by the Board of Directors to establish a policy in regards to recruiting and screening persons to be directors and/or senior executives prior to the proposal to the Board of Directors and/or the Shareholders' Meeting (for the position of Company directors) for appointment. The Nomination, Remuneration, Corporate Governance, and Sustainability Committee considers suitable remuneration criteria for directors and senior executives which reflects the ability to perform the duties of the directors and executives in accordance with the goals. The committee also plays an important role in determining the corporate governance policies and supervising the operations so that they are in accordance with the corporate governance policy and sustainable development of the Company.

2. Composition

2.1 The Nomination, Remuneration, Corporate Governance, and Sustainability Committee is comprised of at least three (3) people and most of them must be independent directors.

2.2 The Chairman of the Nomination, Remuneration, Corporate Governance, and Sustainability Committee should be an independent director.

3. Qualifications of the Nomination, Remuneration and Corporate Governance Committee

3.1 The Nomination, Remuneration, Corporate Governance, and Sustainability Committee must be appointed by the Board of Directors. They must be persons with knowledge and ability, experiences that will be beneficial to the Company's business operations, be loyal, honest and adhere to the code of business conduct.

3.2 The Nomination, Remuneration, Corporate Governance, and Sustainability Committee considers the appointment of a person with knowledge and capabilities to be the secretary of the Nomination, Remuneration and Corporate Governance Committee in order to support the operations of the Nomination, Remuneration and Corporate Governance Committee which includes setting up meeting appointments and other tasks that have been assigned by the Nomination, Remuneration and Corporate Governance Committee.

4. The Scope of Duties and Responsibilities of the Nomination, Remuneration, Corporate Governance, and Sustainability Committee

4.1 The scope of duties and responsibilities regarding the recruitment and selection of directors.

- 4.1.1 Consider and propose the structure, composition, and qualifications of the Board of Directors and sub-committees.
- 4.1.2 Consider the criteria and procedures for the recruitment, selection and nomination of suitable candidates for the position of new directors or the Chief Executive Officer, when it is the end of a term or there is a vacancy, or other executive positions as assigned by the Board of Directors in accordance with the rules and be transparent in order to be proposed to the Meeting of the Board of Directors and/or the Shareholders' Meeting (as the case may be) to consider the appointment.
- 4.1.3 Nominate directors or persons who have suitable qualifications to hold a position on sub-committees for the Board of Directors to consider the appointment, as deemed appropriate.
- 4.1.4 Consider the criteria for the performance evaluation of the Chief Executive Officer and propose it to the Board of Directors for approval.
- 4.1.5 Evaluate the performance of the Chief Executive Officer in order to review the performance, problems and obstacles each year. The evaluation results are used to develop and improve operations in various areas and propose them to the Board of Directors for consideration.

4.2 The scope of duties and responsibilities regarding remuneration.

4.2.1 Consider the monetary and non-monetary remuneration guidelines of the Board of Directors, the Chief Executive Officer, and sub-committees. This includes other benefits that are suitable, fair and reasonable whether fixed remuneration (such as regular remuneration, meeting attendance fee) or additional remuneration in accordance with the Company's performance (such as bonuses and pension). This should be consistent to the value that the Company has created for its shareholders but it must not be at a level that is too high that only motivates the achievement of short-term operating results. This must be proposed to the Board of Directors' Meeting to consider and be proposed to the Shareholders' Meeting for further approval.

4.3 The scope of duties and responsibilities of good corporate governance.

4.3.1 Set good corporate governance policy for the business operations of the Company and propose them to the Board of Directors' Meeting and/or Shareholders' Meeting for approval.

4.3.2 Propose guidelines and give recommendations to the Board of Directors regarding good corporate governance.

4.3.3 Promote an ethical corporate culture, oversee the implementation of good corporate governance policy and practice guidelines for the Company's personnel in order to comply with the good corporate governance principles and the Company's code of conduct.

4.3.4 Review and improve the good corporate governance policy to be appropriate to propose to the Board of Directors.

4.4 The scope of duties and responsibilities of sustainable development.

4.4.1 Formulate and review the Company's sustainable development policies and strategies, and revise sustainable development goals based on Environmental, Social and Governance (ESG) balance in compliance with nationally recognized good practices and international standards.

- 4.4.2 Give advice on and promote the formulation of the Company's principles, policies, strategies, and operations to comply with sustainable development principles and successfully fulfill targets in a way that allows the Company to remain a sustainability leader as ranked by external organizations; and support the Board of Directors', Executives', and employees' efficient compliance with the Company's sustainable development guideline.
- 4.4.3 Take care of, monitor, evaluate, and disclose sustainable development operations so as to maintain a proper balance and efficiency in the best interests of the Company and its stakeholders.
- 4.5 Report the operating performance of the Nomination, Remuneration, Corporate Governance, and Sustainability Committee to the Board of Directors to acknowledge and prepare the Nomination, Remuneration, Corporate Governance, and Sustainability Committee report to be disclosed in the Company's annual report of the Company and signed by the Chairman of the Nomination, Remuneration, Corporate Governance, and Sustainability Committee.
- 4.6 Perform other duties as assigned by the Board of Directors.
- 5 **The Term of Office and Termination of the Nomination, Remuneration, Corporate Governance, and Sustainability Committee**
 - 5.5 The term of the office of the Nomination, Remuneration, Corporate Governance, and Sustainability Committee is three (3) years. Members of the Nomination, Remuneration, Corporate Governance, and Sustainability Committee who retire by rotation may be re-elected.
 - 5.6 In the case that a position on the Nomination, Remuneration, Corporate Governance, and Sustainability Committee is vacant for other reasons besides expiration of term as mentioned in clause 5.1, which includes death, termination of office, resignation or removal, the Board of Directors shall appoint a person who has complete qualifications to be a member of the Nomination, Remuneration and Corporate Governance Committee so that the Nomination, Remuneration and Corporate Governance Committee has the complete amount as specified

by the Board of Directors. In this case, the person who is a member of the Nomination, Remuneration, Corporate Governance, and Sustainability Committee will only be in office for the remainder of the term of the Nomination, Remuneration and Corporate Governance Committee member whom they replaced.

5.7 In the case that the Nomination, Remuneration, Corporate Governance, and Sustainability Committee resigns before the expiration of the term, the member of the Nomination, Remuneration, Corporate Governance, and Sustainability Committee must notify the Company in advance so that the Board of Directors can appoint other directors that are fully qualified to replace the person who resigned within ninety (90) days so that the Nomination, Remuneration Corporate Governance and Sustainable Development Committee has the complete number of committee members as specified by the Board of Directors.

6 Meetings

6.5 There must be no less than half of the members of the Nomination, Remuneration, Corporate Governance, and Sustainability Committee who attend the meeting to constitute a quorum. In the case that the Chairman of the Nomination, Remuneration and Corporate Governance Committee does not attend the meeting or is unable to perform the duties, members of the Nomination, Remuneration and Corporate Governance Committee who are in attendance shall select a member of the Nomination, Remuneration and Corporate Governance Committee to preside over the meeting.

6.6 Each member of the Nomination, Remuneration, Corporate Governance, and Sustainability Committee has one vote. The resolution of the Meeting shall be made by the majority of votes. In the case that a member of the Nomination, Remuneration and Corporate Governance Committee has a vested interest in the matter, the said committee member shall not have the right to vote on that matter. If the votes cast are equal, the Chairman of the Nomination, Remuneration and Corporate Governance Committee will cast another vote to be the deciding vote.

6.7 The Nomination, Remuneration, Corporate Governance, and Sustainability Committee should have at least two (2) meetings per year.

7 Remuneration

The Nomination, Remuneration, Corporate Governance, and Sustainability Committee will receive remuneration in accordance with the amount that the Shareholders' Meeting approves.

This was approved by the Board of Directors' Meeting No. 4/2022 on August 8, 2022 and has been effective since August 8, 2022.

-- Mrs. Pennapha Dhanasarnsilp --

(Mrs. Pennapha Dhanasarnsilp)

Chairman of the Board of Directors

Index Living Mall Public Company Limited