



## PACIFIC PIPE PUBLIC COMPANY LIMITED

### Charter

#### Nomination, Remuneration and Corporate Governance Committee

Nomination, Remuneration and Corporate Governance Committee			
No. 1 :	21 March 2012	No. 13:	20 January 2022
No. 2 :	18 February 2013	No. 14:	22 December 2022
No. 3 :	12 February 2014	No. 15:	20 December 2023
No. 4 :	24 February 2015	No. 16:	20 December 2024
No. 5 :	24 February 2016	No. 17:	2 December 2025
No. 6 :	7 July 2016		
No. 7 :	22 February 2017		
No. 8 :	11 May 2017		
No. 9 :	18 January 2018		
No. 10 :	17 January 22019		
No. 11:	13 January 2020		
No. 12:	22 January 2021		

Note: Approved by the resolution of the Board of Directors' Meeting No. 6/2025, held on 16 December 2025, Agenda Item 4.1.



## CHARTER

### NOMINATION, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE

#### 1. Objective

This Charter is established for the purpose of defining the scope of authority and duties of the Nomination, Remuneration and Corporate Governance Committee of Pacific Pipe Public Company Limited. The Committee is responsible for nominating suitable persons to serve as directors of the Company, considering remuneration for the Company's directors and executive directors in a transparent, fair, and effective manner in accordance with the prescribed policies, as well as establishing principles and guidelines for good corporate governance practices of the Company in compliance with good corporate governance principles. The objective is to lead the organization toward sustainable success and leadership in the manufacturing and distribution of steel pipes, with responsibility toward shareholders and all stakeholders. The Nomination, Remuneration and Corporate Governance Committee shall be accountable to and report directly to the Board of Directors.

#### 2. Qualifications

- 2.1 Members of the Nomination, Remuneration and Corporate Governance Committee must be directors of the Company.
- 2.2 The Chairman of the Nomination, Remuneration and Corporate Governance Committee must be an Independent Director.
- 2.3 Members must possess appropriate knowledge, competence, ethics, and integrity, and must have sufficient time to dedicate their knowledge and capabilities to the effective performance of their duties.

#### 3. Appointment, Term of Office and Termination

##### 3.1 Appointment and Term of Office

- 3.1.1 The Board of Directors shall select and appoint at least three (3) members to serve on the Nomination, Remuneration and Corporate Governance Committee.
- 3.1.2 The Nomination, Remuneration and Corporate Governance Committee shall consider and select the Chairman of the Nomination, Remuneration and Corporate Governance Committee.
- 3.1.3 The Nomination, Remuneration and Corporate Governance Committee shall consist of more than one-half Independent Directors.



3.1.4 The Secretary to the Nomination, Remuneration and Corporate Governance Committee shall be appointed by a resolution of the meeting of the Nomination, Remuneration and Corporate Governance Committee. The Secretary may or may not be a director of the Company.

### **3.2 Termination of Office**

A member of the Nomination, Remuneration and Corporate Governance Committee shall vacate office upon the occurrence of any of the following events:

- a) Completion of the term of office;
- b) Cessation of directorship of the Company;
- c) Resignation;
- d) Death;
- e) Loss of qualifications as a committee member under this Charter;
- f) A resolution of the Board of Directors to remove such member from office.

## **4. Meetings**

4.1 A quorum of the Nomination, Remuneration and Corporate Governance Committee shall consist of not less than one-half of the total number of Committee members.

4.2 The Nomination, Remuneration and Corporate Governance Committee shall hold meetings at least two (2) times per year. In necessary or urgent cases, any member of the Nomination, Remuneration and Corporate Governance Committee or any director of the Company may request that a meeting of the Committee be convened.

4.3 The Chairman of the Nomination, Remuneration and Corporate Governance Committee shall preside over the meetings. In the event that the Chairman is unable to attend a meeting, the members present shall elect one member to act as Chairman of the meeting.

4.4 In voting on matters under consideration, any member of the Nomination, Remuneration and Corporate Governance Committee who has an interest in such matters shall abstain from expressing opinions and voting thereon, except in the case of consideration of remuneration for the Board of Directors as a whole.

4.5 The Secretary to the Nomination, Remuneration and Corporate Governance Committee shall have no voting rights.

4.6 Resolutions of the meeting shall be adopted by a majority vote of the members present, provided that a quorum is present. In the event of a tie, the Chairman of the meeting shall have a casting vote.



- 4.7 In the event that only two (2) members are present at a meeting, resolutions shall require a unanimous vote.
- 4.8 The Secretary to the Nomination, Remuneration and Corporate Governance Committee, or a person assigned by the Committee, shall prepare the minutes of the meetings. Such minutes shall be reviewed and approved by the Nomination, Remuneration and Corporate Governance Committee.
- 4.9 The Nomination, Remuneration and Corporate Governance Committee may invite relevant persons, including directors, executives, or employees of the Company, the parent company, and subsidiaries (if any), to attend meetings for discussion, clarification, or to respond to inquiries.

## **5. Scope of Authority, Duties and Responsibilities**

### **Nomination**

- 5.1 To consider and determine transparent criteria and procedures for nomination and selection, taking into account experience, professional background, diversity of skills (Board Skills Matrix), and specific qualifications necessary for the Company's business operations, in order to achieve an appropriate balance of expertise and maximize overall benefit. Consideration may also be given to director pools or databases maintained by reputable organizations.
- 5.2 To consider and nominate qualified persons for appointment as directors of the Company to replace directors whose terms have expired, or to fill other vacant directorships not arising from term expiration, and to propose such nominations to the Board of Directors and/or the shareholders' meeting for approval, as the case may be.
- 5.3 To consider and propose qualified persons for appointment as directors for specific purposes (ad hoc or special directors), and to submit such proposals to the Board of Directors for approval.
- 5.4 To consider and determine the criteria and procedures for the nomination of the Chief Executive Officer and C-Level executives, in collaboration with the Chief Executive Officer, ensuring transparency in the nomination and selection process. Such consideration shall include experience, knowledge, competencies, required skills, specific qualifications relevant to the Company's business operations, leadership qualities, and organizational leadership experience, in order to achieve the Company's objectives and goals.
- 5.5 To consider and nominate qualified persons for appointment as the Chief Executive Officer and C-Level executives, and to propose such nominations to the Board of Directors for approval.



### **Remuneration**

- 5.6 To consider and determine the remuneration of the Company's directors, executive directors, and directors serving on sub-committees, in various forms such as honoraria, meeting allowances, securities issued under employee stock ownership plans (ESOP), or other forms of remuneration, and to propose such remuneration to the Board of Directors and/or the shareholders' meeting for approval, as the case may be, taking into consideration the following factors:
- 5.6.1 The appropriateness of existing remuneration criteria in comparison with industry conditions, economic circumstances, inflation, the Company's performance, and other relevant factors.
  - 5.6.2 The duties and responsibilities of directors serving on each sub-committee.
  - 5.6.3 Remuneration data and practices of other companies in the same industry, as well as companies of comparable size and performance to the Company.
- 5.7 To consider adjustments to salaries, the provision of benefits and other compensation, and the payment of annual bonuses to the Chief Executive Officer and C-Level executives, and to propose such matters to the Board of Directors for approval.

### **Corporate Governance**

- 5.8 To formulate policies on good corporate governance, business ethics and codes of conduct, as well as policies relating to corporate social responsibility, and to submit such policies to the Board of Directors for consideration and approval.
- 5.9 To oversee and monitor the performance of the Board of Directors, sub-committees, and management to ensure compliance with the principles of good corporate governance and best practices relating to business ethics and codes of conduct of the Company.
- 5.10 To review the Company's corporate governance practices by benchmarking against international standards of good corporate governance and those prescribed by the Stock Exchange of Thailand, and to propose improvements to the Board of Directors to ensure that such practices remain current, at least once per year.
- 5.11 To review the Directors' Handbook and the Company's codes of ethics and conduct, and to propose such matters to the Board of Directors for consideration at least once per year.

### **Other Matters**

- 5.12 To consider, propose, and review performance evaluation forms for the Board of Directors and the Chief Executive Officer, for submission to the Board of Directors for approval.



- 5.13 The Nomination, Remuneration and Corporate Governance Committee may engage external consultants or experts, as deemed necessary and appropriate, to assist in the effective performance of its duties under this Charter, subject to budget approval by the Board of Directors.
- 5.14 To arrange for an annual performance evaluation of the Nomination, Remuneration and Corporate Governance Committee by relevant parties, at least once per year, in order to improve effectiveness for the maximum benefit of shareholders and the organization.
- 5.15 To prepare any other reports deemed necessary for disclosure to shareholders and general investors, within the scope of duties and responsibilities assigned by the Board of Directors.
- 5.16 To prepare a report on the performance of duties of the Nomination, Remuneration and Corporate Governance Committee for disclosure in the Company's Annual Report, which shall include the following information:
- 5.16.1 The list of members of the Nomination, Remuneration and Corporate Governance Committee.
  - 5.16.2 The number of meetings held by the Nomination, Remuneration and Corporate Governance Committee.
  - 5.16.3 The attendance record of each member of the Nomination, Remuneration and Corporate Governance Committee.
  - 5.16.4 A summary of the Nomination, Remuneration and Corporate Governance Committee Charter.
  - 5.16.5 A report on the Committee's performance during the previous year in accordance with this Charter.
- 5.17 The Nomination, Remuneration and Corporate Governance Committee shall review this Charter annually and propose any amendments as it deems appropriate for approval by the Board of Directors.
- 5.18 To perform any other duties as assigned by the Board of Directors.

## **6. Reporting of the Nomination, Remuneration and Corporate Governance Committee**

The Nomination, Remuneration and Corporate Governance Committee shall have the duties and responsibilities to report its activities and performance of duties, as well as any other duties assigned by the Board of Directors, to the Board of Directors and shareholders as follows:

- 6.1 To report the consideration of the nomination of directors to replace those whose terms have expired and to replace directors who have vacated office prior to the completion of their terms, to the Board of Directors' meeting and/or the shareholders' meeting for approval, as the case may be.



- 6.2 To report the consideration of the nomination of directors to serve on sub-committees to the Board of Directors' meeting for approval.
- 6.3 To report the consideration of the determination of remuneration for directors, executive directors, or sub-committees to the Board of Directors, for submission to the shareholders' meeting for approval.
- 6.4 To report the results of the performance evaluation of the Nomination, Remuneration and Corporate Governance Committee conducted by relevant parties to the Board of Directors' meeting for acknowledgment, and to obtain recommendations for improving the effectiveness of its performance.
- 6.5 To report any other matters performed in accordance with assignments from the Board of Directors, for acknowledgment or approval, as the case may be.
- 6.6 To submit any other reports deemed appropriate for the information of the Board of Directors.
- 6.7 To prepare and disclose a report on the performance of duties of the Nomination, Remuneration and Corporate Governance Committee in the Company's Annual Report, as stated in Clause 5.17.

This Charter shall be effective from 16 December 2025 onwards.

.....Signed.....

(Mr.Kriengkrai Rukkulchon)

Chairman of the Board and

Chairman of the Nomination, Remuneration and Corporate Governance Committee