



Charter of the Nomination and Sustainability Development Committee North East Rubber Public Company Limited

Objective

Nomination and Sustainability Development 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 and Sustainability Development 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 Environmental, Social, Governance policy of the Company.

Composition and Qualification of the Nomination and Sustainability Development Committee

1. The Nomination and Sustainability Development Committee is comprised of at least three (3) people and most of them must be independent directors.
2. The Chairman of the Nomination and Sustainability Development Committee should be an independent director

Qualifications of the Nomination and Sustainability Development Committee

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



Duties and Responsibilities of the Nomination and Sustainability Development Committee

Nomination Aspect

1. Consider and propose the structure, composition, and qualifications of the Board of Directors to be suitable for the nature and business operation of the organization by determining the qualifications, knowledge and skills in each area required to be available.
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.
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. Consider recruiting top executives as entrusted by the Board of Directors.
5. Consider the criteria for the performance evaluation of the Chief Executive Officer and propose it to the Board of Directors for approval.
6. Evaluate the performance of the Chief Executive Officer and Deputy 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.
7. Consider and propose appropriate board size, directors should consider the nature, size and complexity of the company as well as contextual environment

Sustainability Development Aspect

The Sustainability Development under ESG framework is divided into three main criteria: Environmental, Social, and Corporate Governance

Environmental and Social Aspect

1. Establish the sustainable development policies, sustainability framework, strategies and targets covering economic, social, environmental and governance aspects.
2. 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.

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3. 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. Communication for all directors, executives and employees to understand Good Corporate Governance Policy and Practice, Sustainability policy and strategy.
5. Consider annual sustainability report and propose to the Board of Director

Social and Corporate Governance Aspect

1. Establish the corporate governance policy in the Company's business operation, and propose to the Board of Directors' Meeting and/or the Shareholders' Meeting for considering and approving.
2. Propose the guidance and give advice on the corporate governance to the Board of Directors.
3. Promote a corporate culture with ethics for governing the compliance with policies and guidance for corporate governance of the Company's personnel to conform the Corporate Governance Code of the Company's Code of Conduct.
4. Review and update the corporate governance policy to be appropriate, and propose to the Board of Directors.
5. Consider the rules for paying the remuneration of the directors and top executives, to be suitable, by reviewing the appropriateness of criteria currently used in comparison with the remuneration payment data of other companies in the same industry as the Company, and defining the appropriate criteria to bring about the performance as expected to be fair, and a return to the persons who contribute to the Company's work success.
6. Review the payment form of all types of remunerations, such as regular remuneration, performance-based remuneration, and meeting allowance by taking into account the guidance adopted by the same industry, turnover and size of the Company's business, and responsibility, knowledge, competence, and experiences of the director, and top executive required by the Company.
7. Consider the criteria for assessing the performance of the Chief Executive Officer, Deputy Chief Executive Officer, and top executives as entrusted by the Board of Directors.

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8. Determine annual remuneration of the directors, the Chief Executive Officer, executive directors in line, and top executives according to the rules for payment, for considering and proposing to the Board of Directors for approving the remuneration of the Chief Executive Officer, executive directors in line, and top executives. In part of the directors, the Board of Directors shall propose to the Shareholders' Meeting for approving.
9. The remuneration of the Board of Directors shall be consistent with the company's strategies and long-term objectives, and reflect the experience, obligations, scope of work, accountability and responsibilities, and contribution of each director
10. Review means of the Board of Directors', sub-committee's and individual directors' performance evaluation at least once a year and follow up an improvement of the board's performance and effectiveness.
11. Consider the suitability and approval in case of offering new securities to the directors and employees by adhering to the principle of shareholder fairness, motivating the directors and employees to perform their duties for long-term value addition to the shareholders, and enable to truly retain the quality personnel.

The Term of Office and Termination of the Nomination and Sustainability Development Committee

1. The term of the office of the Nomination and Sustainability Development Committee e is three (3) years. Members of the Nomination and Sustainability Development Committee who retire by rotation may be reelected.
2. In the case that a position on the Nomination and Sustainability Development Committee vacant for other reasons beside sexpiration of term as mentioned in clause 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 and Sustainability Development Committee so that the Nomination and Sustainability Development Committee has the complete amount as specified by the Board of Directors. In this case, the person who is a member of the Nomination and Sustainability Development Committee will only be in office for the remainder of the term of the Nomination and Sustainability Development Committee member whom they replaced.
3. In the case that the Nomination and Sustainability Development Committee resigns before the expiration of the term, the member of the Nomination and Sustainability Development Committee

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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 and Sustainability Development Committee has the complete number of committee members as specified by the Board of Directors

Meeting

1. There must be no less than half of the members of the Nomination and Sustainability Development Committee who attend the meeting to constitute a quorum. In the case that the Chairman of the Nomination and Sustainability Development Committee does not attend the meeting or is unable to perform the duties, members of the Nomination and Sustainability Development Committee who are in attendance shall select a member of the Nomination and Sustainability Development Committee to preside over the meeting.
2. Each member of the Nomination and Sustainability Development 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 and Sustainability Development 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 and Sustainability Development Committee will cast another vote to be the deciding vote.
3. The Nomination and Sustainability Development Committee should have at least four (4) meetings per year.

The Charter of Nomination and Sustainability Development Committee effective since December 8, 2022 by the resolution of the Board of Directors Meeting No.7/2022 dated December 8, 2022.

- Mr. Chanitr Charnchainarong -

(Mr. Chanitr Charnchainarong)
Chairman of the Board of Directors

- Mrs. Chanatip Weesasubpong -

(Mrs. Chanatip Weesasubpong)
Chairman of Nomination and Sustainability
Development Committee

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