

**Nomination and Remuneration Committee Charter**  
**Kiatnakin Phatra Bank Public Company Limited**

**Roles, Duties and Responsibilities**

The Nomination and Remuneration Committee has roles, duties and responsibilities as assigned by the Board of Directors as follows:

1. Establish policy, criteria and process in nominating directors and persons with management authority for the Bank and Group companies in order to propose to the Bank's Board of Directors; select and propose qualified persons to be Board members, members of sub-committees directly reporting to the Board of Directors, persons with management authority, advisors of the Bank and the highest-level executive of KKP Capital Public Company Limited to the Bank's Board of Directors for consideration as well as give consent on the directors and persons with management authority of the Group companies prior to being proposed for appointment.
2. Consider the size and composition of the Board of Directors of the Bank and Group companies which are appropriate to the changing circumstances. Oversee that the Group has a mechanism or tool to support the process for selecting and nominating director candidates to ensure that the Board of Directors of the Bank and Group companies consist of qualified individuals with a wide range of knowledge, capabilities and experiences favorable to long-term business growth and directions and strategies of the Group, such as developing a skill matrix which is necessary for the Bank's Board of Directors, etc.
3. Ensure that Board members and persons with management authority of the Bank and Group companies receive remuneration and benefits which are commensurate with their duties and responsibilities. Consider the remuneration and other benefits for Board members and the CEO of the Bank which reflect the objectives, duties and responsibilities and relevant risks<sup>1</sup> prior to proposing to the Board of Directors. In addition, the committee shall establish a transparent payment policy of the remuneration and other benefits for other persons with management authority as a guideline for consideration by the Human Resource Management Committee/Capital Market Human Resources Management Committee. The committee may

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<sup>1</sup> The remuneration should not relate, too much, to short-term profits or targets and must not create incentives for entering into too risky transactions which can affect the Group's stability.

also consult with the Risk Oversight Committee to ensure that the remuneration can reflect important risks.

4. Consider and establish guidelines for the performance evaluation of Board members and the CEO of the Bank to propose for the Board of Directors' consideration. The evaluation of the Board members should be in the form of self-evaluation and cross-evaluation or third-party evaluation. The committee shall also establish guidelines for the performance evaluation of the persons with management authority for the Human Resource Management Committee. These guidelines will assist the Human Resource Management Committee in considering the annual remuneration by taking into account the roles and responsibilities, the related risks, the management of business in accordance with the organization's goal and strategies and the increasing value of shareholders' proportion in the long term.
5. Oversee the disclosure of the policy and process for the selection of directors and persons with management authority of the Bank and the remuneration policy and various forms of benefits as well as prepare the committee's report in the Bank's annual report.
6. Oversee that the Bank has a succession plan for executives in place to ensure planning and preparation for critical positions.
7. Report on the committee's performance to the Board of Directors at least once a year.

The Nomination and Remuneration Committee shall meet at least twice a year or as it deems appropriate. The quorum of the Nomination and Remuneration Committee's meetings consists of no less than half of the Nomination and Remuneration Committee members. The meeting resolution is passed by a majority vote of the committee members attending the meeting. The Nomination and Remuneration Committee may adopt a resolution without holding a meeting if all committee members sign their names on a copy of the text of such resolution and such resolution shall be in the same force and effective as if it has been adopted at a duly convened meeting of the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration Committee has a casting vote.