

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

**Roles, Duties, and Responsibilities**

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

1. Establish policy, criteria, and process for nominating directors and persons with management authority for the Bank and Group companies in order to propose them 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; and give consent to the directors and persons with management authority of the Group companies prior to being proposed for appointment. The Nomination and Remuneration Committee can consider appointing qualified persons as persons with management authority and advisors of the Bank who act equivalently to persons with management authority. The Nomination and Remuneration Committee shall report to the Bank's Board of Directors after the appointment's approval.
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 the directions and strategies of the Group, such as developing a skill matrix that 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 that are commensurate with their duties and responsibilities. Consider the remuneration and other benefits for Board members and the CEO of the Bank that reflect the objectives, duties, and responsibilities, and relevant risks<sup>1</sup> prior to proposing them to the Board of Directors. In addition, the committee shall establish a transparent payment policy for remuneration and other benefits for other persons with

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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 risky transactions that can affect the Group's stability.

management authority as a guideline for consideration by the Human Resource Management Committee or the Capital Market Human Resources Management Committee. The committee may 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 both 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 goals 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, 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 often as it deems appropriate. The quorum for the Nomination and Remuneration Committee's meetings must consist 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 a resolution, and such a resolution shall have the same force and effect as if it had been adopted at a duly convened meeting of the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration Committee or the committee member who has been assigned to act as the Chairman of the meeting has a casting vote.