

CENTRALPATTANA

Charter of the Nomination and Remuneration Committee

1. Objectives

The charter of the Nomination and Remuneration Committee (NRC) of Central Pattana Public Company Limited (CPN) was defined to enable the performance of NRC to become efficient, effective, fair, and aligned with CPN's good corporate governance.

2. Composition and appointment

1. NRC consists of no less than three members, with independent directors exceeding half of the composition and its Chairman being an independent director
2. The Board of Directors appoints NRC members.

3. Qualifications

1. NRC must be knowledgeable and experienced in matters useful for their performance and must dedicate adequate time to such performance
2. NRC must observe CPN's good corporate governance.

4. Terms

1. NRC's terms are three years each. Those members that have completed their terms may be re-appointed. Each member's term is as long as each of his or her remaining term on the Board.
An NRC member completes his or her term when he or she:
 1. Completes the term
 2. Leaves the Board
 3. Resigns
 4. Dies
 5. Is dismissed by the Board.
2. Any NRC member intending to resign shall submit a resignation letter to the company. The resignation takes effect from the date on which the resignation letter reaches the company.

5. Nomination duties and responsibilities

1. Consider the appropriate structure, size, and composition of the Board to suit the organization and changing environment, as well as review the qualifications of independent directors.
2. Ensure that Board structure comprises ethical and honest experts who are knowledgeable, experienced, and skillful in diverse fields relevant to the conduct of business. Furthermore, Board members are selected with non-discrimination of gender, race, religion, age, professional skill, or other qualifications.
3. Consider the criteria for selecting directors, as well as select and nominate those persons qualified and appropriate to be considered by the Board of Directors before further submission to shareholders' meetings for appointment as directors.
4. Consider the criteria for selecting President & CEO, as well as select and nominate those persons qualified and appropriate to be considered by the Board of Directors for appointment as President & CEO.

5. Allow minority Shareholders the opportunity to propose qualified persons for selection as directors. This provided shareholders with enough time prior to shareholders' meetings being held.
6. Formulate succession plans for President & CEO and senior executive position and review such plan on a regular basis
7. Consider appropriate strategies relating to human capital and organization management to be implemented to ensure its consistency with the Company's business operations.

6. Remuneration duties and responsibilities

1. Consider a clear compensation method and standard for directors, members of the sub-committees as well as that for the President & CEO, so that they are equitable and appropriately corresponds to the respective assigned duties and responsibilities, current business environment and performance results of the Company, as well as will facilitate an effective discharge of their responsibilities. The proposed compensation plan should also be comparable to those of other companies within the same or similar industry and business sector as the Company, and also take into consideration the overall increase to the total value of the shareholders equity in the long term
2. Consider the compensation for directors and propose it to the Board for endorsement and, in turn, tabling it for the approval of shareholders' meetings
3. Define goals and evaluate the performance of the President & CEO to set reasonable compensation.

7. Other duties and responsibilities

1. If it is considered essential and suitable to do so, NRC may appoint regular adviser(s) or hire project adviser(s), or both, to provide advice on NRC's performance. As seen essential and suitable, NRC may decide on such advisers' fees at CPN's expenses
2. NRC revises and amends this charter in line with prevailing circumstances and seeks Board approval
3. NRC performs other Board-assigned duties related to nomination and remuneration.

8. Meetings

1. NRC should hold meetings as seen essential and suitable for their responsibilities under this charter, with a minimum of two each year by setting meeting dates in advance all year round.
2. Each time, the NRC Chairman or his or her delegate sends a meeting notice along with the date, time, venue, and agenda to all members at least seven days ahead of the meeting date. In urgent cases to preserve CPN's rights or benefits, the notice may be given by other means and such meetings may be held sooner.
3. For each meeting, the quorum is half of the entire NRC. The chairman of the board acts as chairman of the meeting. If the chairman cannot attend the meeting or cannot perform the duty, the attending directors will elect one among themselves as chairman.
4. NRC resolutions carry the votes of more than half of the members in attendance. If votes are equal on a given matter, the NRC Chairman then casts the decisive vote.
5. The secretary to NRC or a delegated person takes the minutes of meetings.ຸຸ

9. Reporting

1. NRC meeting outcomes are reported to the Board after each meeting

2. Meeting outcomes are reported to the shareholders on CPN's 56-1 annual reporting form and the 56-2 annual report form with the following details:
 1. List of NRC members
 2. Number of meetings
 3. Attendance by each member
 4. Summary of the NRC charter
 5. Performance summary.

This charter takes effect from November 8, 2013.