



Criteria for Nomination, Selection, Qualifications and Remuneration  
The President and Chief Executive Officer “CEO”  
(The nomination and selection process only)  
IRPC Public Company Limited

“The President and Chief Executive Officer” or “CEO” holds a crucial job and is the highest-ranking member of the management, IRPC’s CEO shall be appointed by the Board of Directors to manage the business in accordance with the policies, objectives, goals, and strategies of the company as determined by the Board and in line with the long-term interests of the Company. Including to support the Boards' performance and other Boards’ duties as specified in the company's articles of association and applicable laws.

In order to having criteria for the nomination and selection of a qualified person to fill such critical position, while upholding a transparent management system, being in compliance with the PTT Group Way of Conduct, and the good corporate governance principles, the Board of director has, therefore, approved the criteria of nomination, selection, qualifications and remuneration for the President and Chief Executive Officer (CEO) position to be served as a guidance for the process of nomination and selection of the CEO.

The Criteria for Nomination, Selection, Qualifications and Remuneration of the President and Chief Executive Officer comprises the following issues:

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|-------------------------------------|---|
| 1. Criteria for evaluation          | 2. General requirements                           |
| 3. Specific qualifications          | 4. Prohibited qualifications                      |
| 5. Employment conditions and tenure | 6. <b><u>Nomination and selection process</u></b> |
| 7. Remuneration structure           | 8. Roles, duties, and responsibilities            |

.....etc.....

## 6. Nomination and selection process

6.1 In recruiting and selecting the President and Chief Executive Officer (CEO), the Board of Directors shall appoint “**The Nomination and Selection Committee for the Position of President and Chief Executive Officer**” (the Nomination and Selection Committee) for a particular occasion, consisting of 5 members as follows:

- (1) Chairman of the Nomination and Remuneration Committee.
- (2) Chairman of the Audit Committee.
- (3) Chairman of the Risk Management Committee.
- (4) Chairman of the Corporate Governance Committee, and
- (5) Independent Director or Director from the nomination of major shareholders.

For the position of “Chairman” of the Nomination and Selection Committee shall be elected from a member of 5 directors above. The role and responsibility of the Nomination and Selection Committee is to recruit a qualified candidate according to the specified criteria only and by considering the information as follows:

6.1.1 Application data and supplementary materials.

6.1.2 Records of outstanding past work experiences which are beneficial to the company's business.

6.1.3 Strategic concepts and visions for managing the company.

6.2 The Nomination and Selection Committee will invite those who have passed the preliminary screening process for an interview and a presentation of their vision statement. Those who fail to attend the interview and present their visions shall be regarded as waivers.

6.3 In the event that the Nomination and Selection Committee has nominated and selected a qualified candidate for the position of President and Chief Executive Officer, the committee shall propose only one final candidate to the Board of Directors for approval.

In the event that the committee is unable to recruit and select qualified candidates, the nomination and selection process shall be resume.

- 6.4 In the event that the Board of Directors disapproves the proposed candidate, the Nomination and Selection Committee shall be resume.
- 6.5 In the event that the Board of Directors approves the candidate as proposed, “the Nomination and Remuneration Committee” shall proceed to discuss and negotiate with the selected candidate on the remuneration according to the established remuneration structure.
- 6.6 In the event that the Nomination and Remuneration Committee and the selected candidate cannot come to an agreement on remuneration, the Nomination and Remuneration Committee shall report to the Board of Directors for consideration.
- 6.7 In the event that the Nomination and Remuneration Committee and the selected candidate agree on remuneration, the Nomination and Remuneration Committee shall propose the selected candidate to the Board of Directors for appointment as the “President and Chief Executive Officer”.
- 6.8 In the event that the Nomination and Selection Committee or the Nomination and Remuneration Committee or the Board of Directors determines that there is no suitable candidate for the position of President and Chief Executive Officer, each candidate shall not be eligible to submit a claim or any damages or compensation from the Company.

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- *Agreed by the Nomination and Remuneration Committee in the meeting No. 6/2022, on August 11, 2022.*
- *Approved by the Board of Directors in the meeting No. 12/2022, on August 19, 2022.*

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