

# The nomination committee charter

## Charter of the Nomination Committee

In order for the Nomination Committee (“NC”) of Thai Beverage Public Company Limited (the “Company”) to carry out its responsibility with efficiency according to good corporate governance and the regulations of Securities and Exchange Commission or the Capital Market Supervisory Board of Thailand and Singapore Exchange Limited (“SGX”) where the Company is listed, including international standards, the Board of Directors deemed appropriate to establish the Charter of the Nomination Committee in order to determine the composition, qualifications, tenure, meetings, authorities, duties and responsibilities of the NC as follows:

### 1. Composition and qualifications of the NC

The Board of Directors is in charge of the consideration and appointment of the NC and the NC Chairman. The Board of Directors considers the persons with appropriate composition and qualifications as follows:

1.1 The NC shall consist of at least 3 directors, and more than half of the NC members and the NC Chairman should be Independent Directors. In case there is a Lead Independent Director, the Lead Independent Director shall be an NC member as well.

1.2 The NC members must have knowledge, competencies and experiences which are beneficial to the Company’s business operations. They must act honestly, understand the duties and responsibilities of the NC, and be non-biased in nominating and selecting candidates to be directors or executives at the level of Senior Vice President or higher. The NC members must be independent according to good corporate governance, have the knowledge regarding good corporate governance, and be able to give sufficient time to carry out their duties.

1.3 The NC Chairman should possess seniority and extensive knowledge, competencies and experiences and must be able to drive the NC to perform its duties with independence, while remaining non-biased honest.

### 2. Tenure and retirement of the NC members

2.1 The tenure of the NC members is in line with the director tenure. The NC members to retire by rotation may be re-appointed by the Board of Directors to assume the positions.

2.2 The NC members to retire by rotation must remain as the acting NC members until qualified directors are appointed to assume the positions of the NC members.

2.3 Other than by rotation, a director shall retire from office upon:

(1) resignation;

(2) death; or

(3) being removed by a resolution of the Board of Directors.

2.4 In the event that a position of NC member becomes vacant, the Board of Directors shall promptly appoint a qualified director to assume the position.

### **3. Meetings of the NC**

3.1 The NC shall hold at least 2 meetings a year, where the NC members must attend the meetings.

3.2 In order to constitute a quorum for any NC meeting, there shall be not less than half of the NC members.

3.3 In case the NC Chairman does not attend a meeting or cannot perform his duty, the NC members attending the meeting shall elect one of the members to be the Chairman of the meeting.

3.4 A decision made in an NC meeting shall be based on majority voting of the NC members attending the meeting. Each member has 1 vote, and in case the voting result is a draw, the Chairman of the meeting shall have a casting vote.

3.5 An NC member who is an interested person in a particular matter shall abstain from voting on that matter.

3.6 The NC must report the resolutions of each meeting to the Board of Directors.

### **4. Authorities, duties and responsibilities**

4.1 The NC shall consider the Board of Directors' structure and composition. This includes an appropriate number of directors for the business size, type and complexity as well as qualifications of each director in terms of education, knowledge, competencies, skills, experiences and expertise that are beneficial or related to core business or industry of the Company.

4.2 The NC shall consider qualifications of the candidates to be Independent Directors to suit the Company's business type. Their independence shall comply with laws, compliance rules, and the SGX's Principles of Good Corporate Governance.

4.3 The NC shall determine policy, criteria, and selection method and procedure for the recruitment of qualified candidates for director positions and propose the shortlist to the Board of Directors for consideration and approval, of which the main criteria are as follows:

4.3.1 The directors must be qualified according to laws and compliance rules, and the SGX's Principles of Good Corporate Governance.

4.3.2 The directors must be able to allocate their time to carry out their duties appropriately and adequately.

4.3.3 The directors are recognized for their ethics and credibility, and can duly represent the Company.

4.3.4 The directors must be qualified in terms of education, knowledge, competencies, skills, experiences and expertise that are beneficial or related to core business or industry of the Company.

4.3.5 The directors can promote a diversity of the Board of Directors regarding age, gender, education, skills, experiences, expertise, including ethnicity and nationality.

4.4 The NC shall recruit and select the qualified candidates to be directors and executives at the level of Senior Vice President or higher according to the recruitment procedure and criteria determined by laws and compliance rules. The Board Skill Matrix must be prepared in order to align the recruitment of directors and executives with the direction of business operations.

4.5 The NC shall propose the selected candidates for director positions, together with opinions and reasons for the decision, to the Board of Directors or to the shareholders' meeting for consideration and approval (on a case-by-case basis).

4.6 The NC shall propose the selected candidates for executive positions at the level of Senior Vice President or higher, together with opinions and reasons for the decision, to the Board of Directors for consideration and approval.

4.7 The NC shall consider the tenure of Independent Directors and annually review their independence on a regular basis.

4.8 The NC shall set up development and training programs for directors in order to develop the potential of both existing and newly appointed directors, ensuring that they understand the Company's business type and their roles and responsibilities.

4.9 The NC shall formulate a succession plan for executives at the level of Senior Vice President or higher to ensure the Company's business continuity by preparing the talents to be able to succeed in case that executives at the level of Senior Vice President or higher retire, resign, or cannot perform their duties.

4.10 The NC shall evaluate its performance at least once a year, including individual evaluation, and report to the Board of Directors as well as disclose its criteria, procedure and overall evaluation results in the annual report.

## **5. Revision and amendment to the Charter**

The NC shall review the criteria in this charter annually. In case the NC deems appropriate that the criteria should be amended to align with current circumstances, the NC shall amend the charter and propose the revised version to the Board of Directors for consideration and approval.

The Board of Directors' Meeting No. 3/2017 dated 11 May 2017 unanimously resolved to approve this charter with the effective date from 11 May 2017 onwards.