Charter of the Nomination and Compensation Committee

Premier Quality Starch Public Company Limited

This Charter was approved by the Board of Directors on 15 May 2023.

Revision No. 1, dated 29 December 2025.

Revision No. 2, dated 11 November 2026.

Charter of the Nomination and Compensation Committee

1. Objectives

1.1 The Nomination and Remuneration Committee is established for the purpose of assisting the Board of Directors in discharging its oversight responsibilities with respect to: (1) the composition of the Board of Directors; (2) the nomination and appointment of directors, members of the sub-committees, and the Chief Executive Officer; (3) the orientation and continuing development of directors' knowledge; (4) the succession plan; and (5) the determination of the remuneration of directors, executive directors, and the Chief Executive Officer.

2. Composition

2.1 The Nomination and Remuneration Committee shall comprise directors of the Company who have suitable experience and qualifications and who are appointed with the approval of the Board of Directors.

2.2 The Nomination and Remuneration Committee shall consist of no fewer than three members, the majority of whom must be independent directors.

2.3 The Chairman of the Nomination and Remuneration Committee must be an independent director and shall be appointed by the Board of Directors.

2.4 The Company Secretary, together with the head of the human resources function, shall act as the Secretary to the Nomination and Remuneration Committee, unless the Committee assigns otherwise.

3. Term of Office

3.1 Members of the Nomination and Remuneration Committee shall hold office for a term corresponding to their term as directors of the Company. A member who retires upon completion of the term may be reappointed. In addition to retirement upon completion of the term, a member of the Nomination and Remuneration Committee shall vacate office upon:

(1) death;

(2) resignation;

(3) a resolution of the Board of Directors to remove the member from office.

3.2 In the event that a position on the Nomination and Remuneration Committee becomes vacant for a reason other than retirement upon completion of the term, the Board of Directors shall appoint a person with complete qualifications as a member of the Nomination and Remuneration Committee within 90 days, so that the Committee has the required number of members.

4. Duties and Responsibilities

4.1 To achieve the above objectives, the Nomination and Remuneration Committee has the following duties and responsibilities:

Considering the Composition of the Board of Directors

1) To review the structure, size, and composition of the Board of Directors so that they are consistent with the strategic direction of the business, both present and future, and to propose any changes to the Board of Directors for approval.

Nomination and Appointment of Directors, the Chief Executive Officer, and Executive Directors

2) To determine the qualifications and criteria for selecting suitable persons to hold the positions of director, member of the sub-committees, Chief Executive Officer (CEO), and executive director, for proposal to the Board of Directors for approval.
3) To recruit and select persons with suitable knowledge, experience, and expertise to hold the position of director, for proposal to the Board of Directors for appointment and/or to the shareholders' meeting for election (as the case may be).
4) To consider and review the independence of each independent director, to ensure that the Company's independent directors are fully qualified under the relevant criteria.
5) To propose for approval the appointment of persons to hold the positions of chairman and members of the Company's various sub-committees, to the Board of Directors.
6) To recruit and select suitable persons to hold the positions of Chief Executive Officer and executive director, for proposal to the Board of Directors for approval.
7) To nominate persons of the Company to hold director positions in the Company's subsidiaries, associated companies, and joint ventures.

Orientation and Continuing Development of Knowledge

8) To oversee the orientation provided to new directors.
9) To review and make recommendations to the Board of Directors regarding the process for the continuing development of directors' knowledge.

Performance Evaluation

10) To oversee the procedures and approach for the annual performance evaluation of the Board of Directors, the sub-committees, and each individual director, and to report the results of such evaluation to the Board of Directors.
11) To determine the criteria, targets, and indicators for the annual and long-term performance of the Chief Executive Officer and executive directors.
12) To evaluate the performance of the Chief Executive Officer and executive directors and to propose it to the Board of Directors for approval, for use in determining remuneration.

Succession Plan

13) To provide a program for the development of the knowledge of directors and senior executives and a succession plan for senior executives, and to review such program and plan annually.

Determination of Remuneration

14) To determine the remuneration policy for directors and members of the sub-committees, for the Board of Directors' endorsement and proposal to the shareholders' meeting for approval, whereby

the remuneration must be commensurate with the duties assigned and the increased responsibilities, and at a level comparable with companies in the same industry.

15) To determine the remuneration policy for the Chief Executive Officer and executive directors, for proposal to the Board of Directors for approval, whereby such policy must have a remuneration structure capable of motivating the Chief Executive Officer and executive directors to perform in a manner consistent with the Company's main objectives and goals, as well as with the long-term interests of the shareholders.
16) To determine the remuneration and annual salary increases for the Chief Executive Officer and executive directors, for proposal to the Board of Directors for approval.

Other

17) To perform any other duties as assigned by the Board of Directors.

5. Meetings

5.1 The Nomination and Remuneration Committee shall meet at least twice a year.

5.2 To call a meeting of the Nomination and Remuneration Committee, the Chairman of the Committee, or the Secretary to the Committee upon the Chairman's instruction, shall send the notice of meeting to the members no fewer than seven days before the meeting date, except in cases of urgent necessity, in which case the meeting may be notified by other means or scheduled earlier in order to protect the rights or interests of the Company.

5.3 Meetings of the Nomination and Remuneration Committee may be held via electronic media, provided that they comply with the criteria, procedures, and information security standards prescribed by law.

6. Quorum

6.1 At a meeting of the Nomination and Remuneration Committee, no fewer than one-half of the total number of Committee members appointed by the Board of Directors must be present to constitute a quorum.

6.2 In the event that the Chairman of the Nomination and Remuneration Committee is not present at the meeting or is unable to perform their duties, the members present shall elect one among themselves to act as chairman of the meeting.

6.3 A decision of the meeting shall be made by a majority vote, with each member of the Nomination and Remuneration Committee having one vote; provided that a member who has an interest in any matter shall not be entitled to vote on that matter. In the event of an equality of votes, the chairman of the meeting shall have an additional casting vote.

7. Reporting

7.1 The Nomination and Remuneration Committee shall prepare the following reports:

1) A report on the performance of the Nomination and Remuneration Committee to the Board of Directors at least once a year.
2) A report of the Nomination and Remuneration Committee disclosed in the Company's annual report.

8. Access to Information and Advice

8.1 The Nomination and Remuneration Committee may invite management or any relevant person of the Company to provide opinions, attend meetings, or provide relevant information.

8.2 The Nomination and Remuneration Committee may seek independent advice or opinions from advisers or external professionals as necessary, with such costs to be borne by the Company.

9. Annual Performance Evaluation

9.1 The Nomination and Remuneration Committee shall evaluate its own performance annually (as part of the annual performance evaluation of the Board of Directors) and shall report its annual performance and recommendations to the Board of Directors.

10. Review of the Charter

10.1 The Nomination and Remuneration Committee shall review this Charter annually and propose it to the Board of Directors for approval.

This Charter has been duly reviewed and shall take effect from 11 November 2026 onward.

-signed-

(Mr.Kris Imsang)

Chairman of the Board of Director

Premier Quality Starch Public Company Limited