

## **The Nomination and Remuneration Committee**

### **Composition of the Nomination and Remuneration Committee**

1. The Board of Directors appoints the Nomination and Remuneration Committee.
2. The Nomination and Remuneration Committee consists of: Not less than three directors must have more than one independent director.
3. The Chairman of the Nomination and Remuneration Committee must be an independent director.
4. Select one member of the board as the secretary of the Nomination and Remuneration Committee.

### **Authority and Duties of the Nomination and Remuneration Committee**

1. Select and nominate persons qualified for being directors according to the Company's operating procedures on selection and nomination of directors. The committee shall also consider the performance, qualifications and appropriateness of the directors leaving office and qualified for re-election. The committee shall then propose a list of candidates to the Board of Directors for consideration and endorsement before submission thereof to the shareholders' meeting for election as directors.
2. Propose remuneration rates and employment conditions, including remuneration rates of Chairman of the Executive Committee, the Managing Director, and high-level executives of the Company, as assigned by the Board of Directors.
3. Provide opinions regarding remuneration rates of the Chairman of the Board of Directors and directors according to the regulation on consideration of remuneration to the Board of Directors for approval and to the shareholders' meeting for endorsement.
4. Provide recommendations regarding successors of the Chairman of the Executive Committee and the Managing Director to the Board of Directors. Review succession plans for high-level executives, executives and key positions as prepared by the Chairman of the Executive Committee or the Managing Director.
5. Determine duties and responsibilities related to the following strategies:
  - 5.1 Human resources strategies for high-level executives
    - 5.1.1 Consider and provide opinions on human resources policies for high-level executives as proposed by the Chairman of the Executive Committee and/or the

Managing Director to ensure alignment with the Company's business strategies before submission to the Board of Directors.

5.1.2 Ensure that qualified candidates are included in succession plans for high-level executives, executives, and key positions. Ensure that these plans are regularly reviewed by the Chairman of the Executive Committee and the Managing Director.

5.2 Strategies on performance evaluation and remuneration of high-level executives

5.2.1 Review remuneration strategies and propose them to the Board of Directors for endorsement.

5.2.2 Review and propose remuneration, including allocation of the Company's shares, to the Board of Directors to motivate high-level executives to develop and promote their capabilities and subordinates' performance as well as to dedicate their efforts to business development and duty performance in the long and short terms.

5.2.3 Provide recommendations to the Chairman of the Executive Committee and the Managing Director regarding guidelines for considering salary, welfare and benefits for high-level executives of the Company.

5.2.4 Consider and provide opinions to the Board of Directors regarding policies and incentive programs aimed at retaining personnel with capabilities, quality, and potential.

### **Terms of Office**

1. The members of the Nomination and Remuneration Committee shall hold office for a term of three years.
2. The members of the Nomination and Remuneration Committee who are retired by rotation may be reappointed as the Board of Directors deems appropriate.
3. In the event that the director ceases to be a member of the Nomination and Remuneration Committee and / or the director The Board of Directors shall appoint other directors to replace those retired directors. The person appointed Only the remaining term of the Nomination and Remuneration Committee member will be retained.