

CHARTER OF THE NOMINATION AND COMPENSATION
COMMITTEE

COUNTRY GROUP DEVELOPMENT PUBLIC COMPANY LIMITED

VERSION	01/2026
EFFECTIVE	27 February 2026

CHARTER OF THE NOMINATION AND COMPENSATION COMMITTEE



TABLE OF CONTENTS

1. OBJECTIVES	3
2. COMPOSITIONS	3
3. QUALIFICATIONS	3
4. APPOINTMENT, TERM OF OFFICE AND VACATION OF OFFICE	3
5. AUTHORITY, DUTIES AND RESPONSIBILITIES	4
6. MEETINGS	4
7. REPORTING	5

1. OBJECTIVES

The Board of Directors of Country Group Development Public Company Limited (“Company”) recognizes the importance of good corporate governance and has entrusted the Nomination and Compensation Committee to oversee and responsible for nomination and compensation of directors and Chief Executive Officer of the Company with fair, transparency and accountability.

2. COMPOSITIONS

- 1) The Nomination and Compensation Committee shall consist of not less than 3 members and half of them shall be independent directors, or as the Board of Directors deemed appropriate.
- 2) Chairperson of the Nomination and Compensation Committee must be independent director.

3. QUALIFICATIONS

- 1) Having the qualifications and not possess any prohibited characteristics under the law on public limited company , law on securities and exchange and other applicable laws.
- 2) A member of the Nomination and Compensation Committee, who is an independent director, shall be independent in accordance with and abides by the Company's good corporate governance principles.
- 3) Having knowledges, capabilities and experiences which are beneficial to their performance of duties of the Nomination and Compensation Committee and shall devote sufficient time to perform their duties to achieve the objectives of the Nomination and Compensation Committee.

4. APPOINTMENT, TERM OF OFFICE AND VACATION OF OFFICE

4.1 APPOINTMENT

- 1) The appointment of member of the Nomination and Compensation shall be made by the Board of Directors’ resolution, as well as the appointment of the Chairperson of the Nomination and Compensation.
- 2) The secretary to the Board of Directors shall be secretary to the Nomination and Compensation to the Nomination and Compensation ex officio or may be appointed by the Nomination and Compensation.

4.2 TERM OF OFFICE

- 1) The Nomination and Compensation Committee has a term of office according to the term of office as the Company’s director. Members of the Nomination and Compensation Committee who are due to retire by rotation may be re-appointed.
- 2) In the event that the position of a member of the Nomination and Compensation Committee becomes vacant for reasons other than the retirement by rotation, the Board of Directors shall consider and appoint the Company's directors who are fully qualified as members of the Nomination and Compensation Committee to ensure the Nomination and Compensation Committee is fully comprised with minimum members requirements as specified in the Charter herein.

4.3 VACATION OF OFFICE

- 1) Besides completing their terms, members of the Nomination and Compensation Committee may vacate their positions in the following cases:
 - 1.1) Death;
 - 1.2) Resignation;
 - 1.3) Lack of qualifications or having prohibited characteristics under the Public Limited Companies Act B.E. 2535 (as amended) and other related laws;
 - 1.4) Dismissal by the resolution of the Board of Directors; and
 - 1.5) Discharge from directorship.

- 2) Any member of the Nomination and Compensation Committee who wish to leave their positions are to tender resignation to the Chairman of the Board of Directors, with effect from the date of the receipt of the resignation notice.

5. AUTHORITY, DUTIES AND RESPONSIBILITIES

5.1 RESPONSIBILITIES ON NOMINATION FUNCTION

- 1) To set out criteria and process of the nomination as well as nominating a qualified person to serve as a director, members of the sub-committees and Chief Executive Officer when their terms are due or the positions become vacant whereby the Nomination and Compensation Committee shall propose to the Board of Directors' meeting and/or the shareholders' meeting or consideration, as the case may be. By doing this, experience, profession, the Company's board skills matrix and business strategy, including board diversity and specialized expertise necessary for the Company's business will be considered with non-discrimination of gender, race, nationality, religion, age, professional skill, or other qualifications
- 2) To consider candidates from the Director Pool created by creditable organizations, other professional search firms or other sources
- 3) To review the structures, sizes, and compositions of the Board of Directors and sub-committees to ensure suitability for the Company's size and business operation as well as changing circumstances
- 4) To regularly review the succession plan for Chief Executive Officer together with the list of potential successors and propose the same to the Board of Directors for appointment when the position becomes vacant

5.2 RESPONSIBILITIES ON COMPENSATION FUNCTION

- 1) To consider the structure, method, and criteria for the compensation of the Board of Directors and sub-committees, as well as Chief Executive Officer
- 2) To review and propose a fair and reasonable compensation scheme for the directors and members of sub-committees. The compensation package includes salary, meeting allowances, annual bonuses, and other monetary and non-monetary benefits
- 3) To review the compensation for the Chief Executive Officer based on fair and reasonable scheme. The compensation includes salary, annual bonus, and other monetary and non-monetary benefits
- 4) To consider and endorse the compensation for the Board of Directors and sub-committees, based on individual and company performance, industry benchmarks, and the responsibilities of each role, and proposed the same to the Board of Directors' and shareholder's meeting for approval, respectively

5.3 RESPONSIBILITIES ON OTHER FUNCTIONS

- 1) To consider and determine the performance evaluation forms of the Board of Directors and sub-committees as well as Chief Executive Officer, to develop efficiency in their duties
- 2) To establish guidelines and a strategic framework for the training and professional development of directors.
- 3) To review the Charter of the Nomination and Compensation Committee on an annual basis
- 4) To perform any tasks assigned by the Board of Directors

6. MEETINGS

- 1) The Nomination and Compensation Committee's Meeting shall be arranged at least 2 meetings each year and the Chairperson of the Nomination and Compensation Committee or the designated person shall call the meeting for additional meetings as deemed appropriate. The meetings may be conducted via electronic methods in accordance with the criteria prescribed by the relevant laws.
- 2) The Chairperson of the Nomination and Compensation Committee or the person assigned shall send the invitation letter, which may be distributed by electronic methods, to the Nomination and Compensation Committee at least 7 days prior the meeting or pursuant to the laws. In the event of an emergency to protect

