



บริษัท ไมโครลีสซิ่ง จำกัด (มหาชน)

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Charter of the Nomination and Remuneration Committee

The Board of Directors recognizes the importance of good corporate governance. Therefore, they have established the Charter of the Nomination and Remuneration Committee to serve as a guideline for the Nomination and Remuneration Committee. This charter supports the Board of Directors in screening, forming criteria, and processes for nomination and remuneration in an appropriate, transparent, fair, and lawful manner. The objective is to ensure that the organization has a good corporate governance system, enhancing management efficiency and adding value to the organization.

Objectives

In supporting the Board of Directors, the Nomination and Remuneration Committee has the following objectives:

In terms of nominations, the objective is to determine the structure, composition, and number of the Board of Directors. It involves nominating and screening individuals who are suitably qualified to serve as directors and senior executives of the company. This process aims to be appropriate, transparent, fair, and compliant with relevant regulations, rules, and laws.

In terms of remuneration, the objective is to determine the criteria for compensation, including the forms of remuneration for directors and senior executives of the company. This process aims to be appropriate, transparent, fair, and compliant with relevant regulations, rules, and laws.

Definitions

“Charter”	refers to	The Charter of the Nomination and Remuneration Committee.
“Company”	refers to	Micro Leasing Public Company Limited.
“Board”	refers to	The Board of Directors of Micro Leasing Public Company Limited.
“Chairman”	refers to	The Chairman of the Board of Micro Leasing Public Company Limited.
“Director”	refers to	The Director of Micro Leasing Public Company Limited.
“Independent Director”	refers to	The Independent Director of Micro Leasing Public Company Limited who meets the qualifications and independence criteria as prescribed by the SEC.

“Executives” refers to Executives as defined by the Securities and Exchange Commission (SEC), including managers or the first four senior management positions below the manager, individuals holding equivalent positions to the fourth senior management position, and including senior management positions in accounting or finance at the level of department manager or equivalent.

Composition of the Nomination and Remuneration Committee

1. The Nomination and Remuneration Committee shall consist of no fewer than three directors, with at least half of them being independent directors. Neither the Chairman of the Board nor the Managing Director shall be part of the Nomination and Remuneration Committee.
2. The Nomination and Remuneration Committee shall appoint one of its independent directors as the Chairman of the Nomination and Remuneration Committee.
3. The Nomination and Remuneration Committee shall appoint a Secretary to the Nomination and Remuneration Committee to assist in the committee's operations, including scheduling meetings, preparing meeting agendas, distributing meeting documents, and recording meeting minutes.

Qualifications of the Nomination and Remuneration Committee

1. The Nomination and Remuneration Committee members must possess the qualifications and must not have any prohibited characteristics as specified by the Public Limited Companies Act, the Securities and Exchange Act, and the announcements, rules, and/or regulations of the Securities and Exchange Commission (“SEC”) and the Stock Exchange of Thailand (“SET”).
2. The members should hold positions as independent directors or company directors.
3. The members must be knowledgeable and capable individuals who understand their responsibilities as Nomination and Remuneration Committee members. They must be neutral and able to perform their duties independently in accordance with good corporate governance principles.

Appointment, Term, and Termination

1. The Nomination and Remuneration Committee is appointed by a resolution of the Board of Directors.
2. The Nomination and Remuneration Committee serves a term of 3 years or in accordance with the term of the Board of Directors. Upon the completion of the term, if the Board has not yet resolved to appoint a new Nomination and Remuneration Committee, the current committee shall continue to perform its duties until a new committee is appointed by the Board. Committee members whose terms have expired may be reappointed.
3. If a position in the Nomination and Remuneration Committee becomes vacant for reasons other than the completion of a term and at least 2 months remain in the term, the Board of Directors shall appoint a qualified individual in accordance with this charter to fill the vacancy. This appointment shall be made within 3 months from the date the vacancy occurred to ensure the committee meets the legal and regulatory requirements. The term of the newly appointed committee member shall be equal to the remaining term of the committee member they are replacing.

The Nomination and Remuneration Committee members shall vacate their positions for the following reasons:

4.1 Cessation of being a company director

4.2 Completion of the term of office

4.3 Death

4.4 Resignation

4.5 Loss of qualifications or possession of prohibited characteristics as per the Public Limited Companies Act and/or the Securities and Exchange Act

4.6 Resolution by the Board of Directors for removal from position

In the case that a member of the Nomination and Remuneration Committee intends to resign before the completion of their term, they must submit a resignation letter to the Chairman of the Nomination and Remuneration Committee at least one month in advance, stating the reasons. This

will allow the Board of Directors to consider appointing another qualified individual to replace the resigning member.

Scope of Responsibilities of the Nomination and Remuneration Committee

In terms of nominations:

1. Consider and propose the structure and composition of the Board of Directors to suit the size, type, complexity of the business, and the company's strategies.
2. Determine the qualifications for those to be appointed as company directors, sub-committee members, managing directors, or company executives, taking into account the diversity of knowledge, expertise, skills, and experience beneficial to the business operation, as well as their dedication to the company.
3. Evaluate the qualifications of individuals to be independent directors in line with the specific characteristics of the company, ensuring that their independence meets at least the criteria set by the SEC.
4. Develop a director development plan to educate current and new directors about the company's business, the roles and responsibilities of directors, and significant developments such as industry conditions, external factors, and laws or regulations related to the company. For new directors, the Nomination and Remuneration Committee should arrange orientation and provide guidance or support documents and information beneficial for performing their duties.
5. Review the succession plan for the managing director and senior executives to ensure continuity in leadership for ongoing business operations.
6. In case of a vacancy in the director position:
 - If the vacancy occurs at the end of a term, the Nomination and Remuneration Committee shall nominate and select suitable candidates as directors and present their recommendations to the Board for approval, followed by seeking approval for the appointment at the annual general meeting of shareholders.
 - If the vacancy occurs outside of term expiration, the Nomination and Remuneration Committee shall nominate and select suitable candidates as directors and present their recommendations to the Board for appointing replacements for the vacant positions.

In terms of remuneration:

1. Propose the structure, format, criteria, and components of remuneration for company directors, managing directors, and senior executives, and review the appropriateness of the proposals annually.
2. Determine the criteria for evaluating the performance of company directors and managing directors to present to the Board for approval and implementation of the evaluation. The Nomination and Remuneration Committee will use the evaluation results to determine remuneration.
3. Establish policies and criteria for determining the remuneration of company directors, managing directors, and senior executives based on their responsibilities, performance evaluations, and the company's performance. This will be presented to the Board for approval and subsequently to the annual general meeting of shareholders for approval (as applicable). Additionally, the Nomination and Remuneration Committee must review the appropriateness of the current criteria by comparing the company's remuneration data with other companies in the same industry to set suitable criteria that encourage expected performance and fairly reward individuals who contribute to the company's success.
4. Evaluate and approve the sale of new securities or warrants to purchase shares to directors and employees exceeding 5% of the total allocated securities, considering various conditions that motivate directors and employees to perform their duties to create long-term value for shareholders and retain high-quality personnel. The allocation must not be excessively high and must be fair to shareholders. No committee member of the Nomination and Remuneration Committee should receive more than 5% of the allocated securities to have the right to approve.

Meetings of the Nomination and Remuneration Committee

1. Meetings of the Nomination and Remuneration Committee

The meetings of the Nomination and Remuneration Committee shall be held at the company's headquarters or at any other location as determined by the Chairman of the Nomination and Remuneration Committee. The Chairman may also arrange for meetings to be conducted through electronic media. For electronic meetings, at least two-thirds of the Nomination and Remuneration Committee members must be physically present at the

same location, and all participating members must be within the Kingdom of Thailand at the time of the meeting.

2. Meeting Agenda

The Nomination and Remuneration Committee shall clearly set the meeting agenda in advance and provide supporting documents to the committee members and participants at least seven days before the meeting. This is to allow the Nomination and Remuneration Committee sufficient time to review the matters or request additional information as needed. In urgent cases, the meeting notice may be sent by other means, or the meeting date may be scheduled earlier. For electronic meetings, the company may also send the meeting invitation via electronic mail.

3. Frequency of Meetings

3.1 The Nomination and Remuneration Committee shall hold at least two meetings annually and may hold additional meetings as deemed appropriate by the committee.

3.2 The Chairman of the Nomination and Remuneration Committee may call special meetings of the committee upon request by the Chairman of the Board in cases where there are issues that need to be considered together.

4. Participants in the Meeting

4.1 The Nomination and Remuneration Committee members must attend the meeting in person, with at least half of the total members present to form a quorum.

4.2 The Chairman of the Nomination and Remuneration Committee shall act as the meeting chairman. In case the Chairman is absent or unable to perform their duties, the attending committee members shall elect one of the members to serve as the chairman for that meeting.

4.3 The Nomination and Remuneration Committee may invite directors, executives, company employees, or other professional advisors to attend the meeting to provide opinions or answer questions related to the meeting agenda when deemed necessary to seek independent views. The company will bear the expenses.

4.4 The Secretary of the Nomination and Remuneration Committee must attend every meeting and be responsible for recording the meeting minutes.

5. Voting

5.1 Resolutions of the meeting shall be passed by a majority vote. Each member of the Nomination and Remuneration Committee has one vote. In the event of a tie, the Chairman of the Nomination and Remuneration Committee or the chairman of the meeting shall have an additional casting vote.

5.2 Members of the Nomination and Remuneration Committee who have any interest in the matter under consideration shall not be allowed to attend that part of the meeting.

5.3 The Secretary of the Nomination and Remuneration Committee does not have the right to vote.

Report

1. Reporting to the Board of Directors

The Nomination and Remuneration Committee shall report its performance, meeting outcomes, or any other relevant reports that the Board of Directors should be aware of at the next meeting or at least twice a year.

2. Reporting to Shareholders

The Nomination and Remuneration Committee shall report its performance over the past year to the shareholders at the annual general meeting of shareholders every year. Additionally, the committee must disclose an overall summary of this report in the annual report.

Performance Evaluation

The Nomination and Remuneration Committee must evaluate its performance both as a committee and individually and report the results to the Board of Directors annually. Additionally, the committee must disclose an overall summary of this report in the annual report. If any significant items or actions are identified that may have a substantial impact on the company's operations, the Nomination and Remuneration Committee must report to the Board of Directors for further consideration and corrective actions.

Remuneration of the Nomination and Remuneration Committee

The remuneration of the Nomination and Remuneration Committee must be approved by the Board of Directors and subsequently by the annual general meeting of shareholders.

Review and Revision of the Charter

The Nomination and Remuneration Committee shall review this charter annually and propose any necessary amendments to the Board of Directors for approval.

This Charter of the Nomination and Remuneration Committee was approved by the resolution of the Board of Directors in Meeting No. 7/2567 on August 14, 2024, and has been effective since August 14, 2024.
