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ทะเบียนเลขที่ 0107556000523 Website : <http://www.buriramsugar.com>

Charter of the Nomination and Compensation Committee

1. Objectives

According to the Board of Directors' meeting No.7/2016 of Buriram Sugar Public Company Limited ("Company") on August 11, 2016, the resolution was to approve to establish the Nomination and Compensation Committee in order to responsible for considering, formulating regulations and criteria to nominate the directors, sub-committees and senior executives of the company, including designating the remuneration criteria for the Board of Directors and such personnel as appropriate in accordance with the duties and responsibilities, and overview operating results of the company. In addition, the Company shall consider the benefits of shareholders as the first priority including show the determination committed to operating the business with transparency, fairness and taking stakeholders into account under the good corporate governance, and anti-corruption policy. In addition, the Board of Directors had the resolution to establish the Charter of the Nomination and Compensation Committee as follows:

2. Composition, Appointment and Qualifications

2.1 Composition and Appointment

- 2.1.1 There must be at least 3 members and the majority must consist of independent directors. However, if the organization is still small and the number of independent directors is not sufficient. There must be at least 1 independent director in the Nomination and Compensation Committee. The Nomination and Compensation Committee must nominate 1 independent director as the Chairman of the committee.
- 2.1.2 The Board of Directors will appoint the company directors to be in the position of the Nomination and Compensation Committee. If a member of the Nomination and Compensation Committee is retired by rotation, he or she may be reappointed by the Board of Directors for another term.
- 2.1.3 The company will select and nominate an employee to act as a secretary of the committee as approved by the Nomination and Compensation Committee.



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2.2 Qualifications

- 2.2.1 Stay in the position of a company director to maintain neutrality, and work independently in accordance with the good corporate governance policy.
- 2.2.2 Possess the knowledge and ability to perform duties on nominating directors and senior executives, and considering the compensation, as well as possess knowledge of the business operations, working experience related with the company's business, and also well understanding of roles, duties and responsibilities of the Nomination and Compensation Committee.
- 2.2.3 Dedicate time to carry out their duties in order to achieve the objectives of the Nomination and Compensation Committee.

3. Tenure and Retirement

3.1 Tenure

- 3.1.1 Directors of the Nomination and Compensation Committee have the same tenure as the company directors'.
- 3.1.2 In case of resignation or retirement which affects to the insufficient number of the Nomination and Compensation Committee as determined in this charter, the Board of Directors must appoint a new nomination and compensation director to fulfill the insufficient number of such committee within 3 months since the date on which the amount of member in this committee is insufficient.

3.2 Retirement

- 3.2.1 The Nomination and Compensation Directors shall vacate their office upon following situations:
 - Decease
 - Resignation
 - Retired from the director position
 - Resolution approved by the Board of Directors
 - Disqualification or having the prohibited characteristics as provided by laws
- 3.2.2 In case of resignation, a member of the Nomination and Compensation Committee must submit the resignation letter to the Chairman of the Board of Directors and shall be effective since the date on which the Chairman of Board of Directors sign and approve this resignation.



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4. Scope of Duties

4.1 Nomination

- 4.1.1 Specify policy, criteria, and guidelines for appropriate nomination of directors and senior executives as well as sub-committees and present to the Board of Directors for consideration. The nominated persons are considered by qualifications, education, knowledge, skills, expertise, experience related to the company, as well as the independence of directors according to specified criteria in order to lead the guidelines for the company's goals, vision, and mission. Such criteria of nomination practices and procedures are in accordance with the good corporate governance principles.
- 4.1.2 Provide selection and nomination of directors and senior executives including the sub-committees who are qualified according to the criteria, and present to the Board of Directors and shareholders' meeting for approval respectively.
- 4.1.3 Consider and suggest the structure, size and composition of the Board of Directors as appropriate for the company, and keep update the changing situation of business, both domestic and international society.
- 4.1.4 Plan and provide the orientation for a new appointed director including the development plan to improve the knowledge and ability of the company directors on a regular basis.
- 4.1.5 Prepare and review the succession plan of Chairman of Executive Board, and senior executives for the readiness to replace the key vacancy in order to conduct business operations of the company continuously and effectively, which is presented to the Board of Directors for consideration.
- 4.1.6 Encourage the company to allow minor shareholders to participate in proposing a candidate to be considered as a company director.
- 4.1.7 Disclose the nomination information of directors, sub-committees and senior executives in the annual report and the annual registration statement (Form 56-1).



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4.2 Compensation

- 4.2.1 Define and review policies, rules, and form the proper remuneration or other benefits for directors, sub-committees, and senior executives suitable to roles and responsibilities according to the company's operating results with fairness.
- 4.2.2 Offer appropriate compensation and/or other benefits for directors, sub-committees, and senior executives to motivate and retain the directors who have the ability and potential according to the company's operating results and the benefits of shareholders as the first priority, and present to the Board of Directors and shareholders' meeting for approval respectively.
- 4.2.3 Define the performance evaluation of directors, sub-committees and senior executives for the proper annual compensation.
- 4.2.4 Disclose the criteria and information of remuneration and/or other benefits for directors, sub-committees, and senior executives, and report of remuneration criteria and opinions of the Nomination and Compensation Committee in the annual report and the annual registration statement (form 56-1).

4.3 Review the policies, criteria and procedures of nomination and compensation as well as other benefits for directors, sub-committees and senior executives every year.

4.4 Responsible for any other matter assigned by the Board of Directors.

Thus, the authority of the Nomination and Compensation Committee does not include the power to approve any transaction with conflict of interest or any matter the Nomination and Compensation Committee or related persons with interested director of such committee, or other benefit considered as a conflict with the company under the regulations of the Stock Exchange of Thailand. Such transactions must be approved by the Board of Directors' and/or shareholders' meeting in compliance with the company's articles of association or related laws, except the transactions considered in the type of ordinary and normal business transaction which the Board of Directors clearly specifies.



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5. Meeting

5.1 Meeting Arrangement

- 5.1.1 The Nomination and Compensation Committee must arrange the meeting at least twice a year or may provide additional meeting as the Chairman of the Board of Directors deems appropriate. The Nomination and Compensation Committee must attend the meeting at least 75% of the total amount of the meeting in each year.
- 5.1.2 The Chairman of the Nomination and Compensation Committee may call the meeting as a special case if a member of the Nomination and Compensation Committee or the Chairman of the Board of Directors seems necessary.

5.2 Attendance

- 5.2.1 The meeting of the Nomination and Compensation Committee must contain the directors more than a half of all membership as a quorum. The Chairman of the Nomination and Compensation Committee is the chairman of the meeting.
- 5.2.2 In case of the Chairman cannot attend the meeting then the directors of the Nomination and Compensation Committee will appoint 1 of the directors to act as the Chairman.
- 5.2.3 If the secretary of the Nomination and Compensation Committee cannot attend the meeting, a person will be appointed to act as the representative instead as appropriate.

5.3 Voting

- 5.3.1 The meeting decision depends on the majority vote of which the directors of the Nomination and Compensation Committee present at the meeting and have the right to vote. If the votes are equal, the Chairman of the meeting shall have a final vote.
- 5.3.2 The directors who have conflict of interests in any agenda have no right to vote.

5.4 Meeting Record

The Secretary to the Nomination and Compensation Committee or any assigned person must record the minutes of meeting.



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6. Report

6.1 The Nomination and Compensation Committee must report the results upon the nomination of directors, senior executives, and sub-committees as well as the remuneration at the Board of Directors' meeting for approval along with any matter concerning to operating performance to the Board of Directors for acknowledgement.

6.2 The Chairman of the Nomination and Compensation Committee must report the performance results to shareholders in the annual report and the annual registration statement (form 56-1) by disclosing the details as follows:

- 6.2.1 The amount of the meeting,
- 6.2.2 The amount of each director attending the meeting,
- 6.2.3 The result of the operation according to the charter.

7. Performance Evaluation

The Nomination and Compensation Committee must evaluate their own performance, and the committee as a whole, and report the results together with problem and obstacle (if any) to the Board of Directors for acknowledgment.

8. Remuneration

The Nomination and Compensation Committee shall receive the proper rate of remuneration in compliance with position, duties and responsibilities in accordance with the resolution of shareholders' meeting.

This charter is effective from November 14, 2016 onwards.

Announced at November 14, 2016

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(Mr. Prachuab Chaiyasan)

Chairman of the Board of Directors

Buriram Sugar Public Company Limited