The Corporate Governance and Nomination Committee Charter

The Board of Directors deemed appropriate to formulate the Corporate Governance and Nomination Charter in order to gather the compositions, duties, responsibilities and practice guidelines of the Corporate Governance and Nomination Committee entrusted by the Board of Directors. In addition, it is also to be in line with the Corporate Governance Code for Listed Companies 2017 issued by the Securities and Exchange Commission, which stipulates that the Board of Directors should establish sub-committees to support good corporate governance practices. This is to promote the Company's operations to be conducted effectively, transparently, and in accordance with good governance principles. Accordingly, the Board of Directors hereby establishes this Charter as follows:

Clause 1. This Charter shall be called the "Corporate Governance and Nomination Committee Charter"

Clause 2. This Charter shall be effective from the date of approval by the Board of Directors' meeting.

Clause 3. Compositions and Criteria of the Corporate Governance and Nomination Committee

3.1 The Corporate Governance and Nomination Committee shall consist of at least three directors appointed by the Board of Directors.

3.2 The Chairman of the Corporate Governance and Nomination Committee should be the independent director.

3.3 The Chairman of the Corporate Governance and Nomination Committee can be a member of only another sub-committee.

3.4 The member of the committee shall be non-executive director.

3.5 The Manager of Company Governance Division shall be the secretary to the Corporate Governance and Nomination Committee.

Clause 4. Term of Office and Retirement

4.1 The committee members shall serve a term of office of three years as from the date on which being appointed from the Board of Directors.

4.2 The committee member who retired by his rotation is eligible for re-election by considering the criteria and procedure for director nomination set by the Corporate Governance and Nomination Committee

4.3 The committee member who wishes to resign before the expiration of his term of office shall give a notice thereof to the Board of Directors 1 month in advance with the reason.

Clause 5. Duties and Responsibilities of the Corporate Governance and Nomination Committee

The Corporate Governance and Nomination Committee has two primary responsibilities: (1) considering Corporate Governance Policy and Code of Conduct, as well as monitoring compliance with such policies; and (2) performing duties related to the nomination and selection of qualified candidates for appointments as directors, the Chief Executive Officer, and Executive Officers. The Committee is also responsible for monitoring succession plans to identify suitable candidates for senior management positions and reporting its recommendations to the Board of Directors for approval or for submission to the shareholders' meeting, as applicable, as follows:

Duties and Responsibilities on Corporate Governance

5.1. Consider and review whether the company's Corporate Governance Policy and Code of Conduct are appropriate, adequate and up to dated.

5.2. Monitor and supervise directors and staff's compliance with the Corporate Governance Policy and Code of Conduct so that it is in line with those determined by the Board of Directors and to arrange a system where the company can receive complaints with regards to Corporate Governance and Code of Conduct from stakeholders.

5.3. Encourage and support the company in communicating and providing adequate and continuous training to directors, executives, and employees to ensure that they are fully aware of and understand the Corporate Governance Policy and Code of Conduct.

5.4. Oversee, ensure, and assess the effectiveness of the implementation of the Corporate Governance Policy and Code of Conduct at least once a year.

5.5. Oversee complaint handling through the whistleblower channel to ensure compliance with the whistleblower policy through quarterly reports.

5.6. Review and recommend an amendment to scopes of work, duties and responsibilities of the Corporate Governance and Nomination Committee to respond to changing circumstances.

5.7. Submit the committee’s report to the Board of Directors at least once a year.

5.8. Oversee the disclosure of corporate governance related information in the company’s annual report.

Duties and Responsibilities on Nomination

5.9. Review the structure and composition of the Board of Directors, monitor the term of office of its directors, Chief Executive Officer and Executive Officers, and to prepare a succession plan of senior executives (starting from department vice president and above).

5.10. Determine the qualifications of directors to align with the company’s strategy, and ensure that the nomination process considers the diversity of the board composition in terms of skills, experience, gender, knowledge, and competencies that complement strategic direction.

5.11. Recruit and nominate persons as directors, Chief Executive Officers and Executive Officers when the term is due or whenever there is a vacancy as entrusted by the Board of Directors.

5.12. Recommend the performance assessment methods for the Board of Directors, covering both the whole board assessment and individual director assessment, to the Board of Directors. Conduct and summarize the assessment results for the Board's acknowledgment on an annual basis, and monitor the implementation of the assessment results as guidelines for improving the Board's effectiveness and enhancing the Directors' knowledge and competencies.

5.13. Oversee the development plan of the Chief Executive Officer and key executives to ensure that they possess the knowledge, skills, experience, and characteristics necessary for the company to prepare potential candidates to succeed the position in case of executives (starting from Department Vice President level) retired, resigned or unable to perform duties.

5.14. Perform any other tasks as designated by the Board of Directors.

To ensure that the Corporate Governance and Nomination Committee effectively performs its tasks, the Committee must do the following:

(1) In performing its duties and responsibilities, the Corporate Governance and Nomination Committee may invite the management or relevant department heads to attend meetings to provide clarification or submit relevant documents.

(2) The Corporate Governance and Nomination Committee may engage consultants or undertake any other activities necessary for the performance of its duties, with the Company being responsible for the related expenses.

Clause 6. Criteria For Consideration and Determination of the Qualifications of Persons to Be Nominated as Company's Directors

In the director nomination process, prior to proposing candidates to the Board of Directors for nomination to the shareholders for appointment at the shareholders' meeting, the Corporate Governance and Nomination Committee shall establish the nomination criteria and qualifications for directors to ensure transparency in accordance with the expectations of the Board of Directors. The process shall be conducted as follows:

6.1. Consider the appropriateness of the director's knowledge, experience, and expertise to ensure that the Board possesses a well-balanced composition in accordance with the requirements of the Board of Directors

6.2. Consider the independence of independent directors, including whether it is necessary to nominate a new independent director if the number of independent directors does not meet the prescribed requirements.

The Corporate Governance and Nomination Committee set up the three criteria to consider the director qualifications which are as follows:

(1) General Qualifications

(1.1) Shall not be a person of unsound mind or a person who has mental infirmity;

(1.2) Shall never been imprisoned by the final judgment of a court, unless it is an offences committed with negligence;

(1.3) Shall never been under judgment or court order to enforce the asset belonging to the State;

(1.4) Shall not be or never been a bankrupt;

(1.5) Should be able to dedicate adequate time to the Company and shall not simultaneously serve in more than 5 listed companies;

(1.6) Shall have integrity and accountability;

(1.7) Shall make judgment based on fact and reason;

(1.8) Shall be a prudent person who is able to advance constructive debates and independent opinions;

(1.9) Shall be a person working with professional standard and principles;

(1.10) Other qualifications as the Corporate Governance and Nomination Committee deems necessary.

(2) Specific knowledge and expertise shall be considered to ensure the overall appropriateness of the Board of Directors, with due regard to diversity in skills, gender, and experience, including knowledge and understanding of the Company's business, accounting and finance, management, strategic planning, business decision-making, marketing, corporate governance, and legal matters.

(3) The independent directors shall have the general qualifications and specific competencies, expertise and shall also have qualifications of "Independent Directors" stipulated in the "The Charter of the Board of Directors of Banpu Public Company Limited" The independent directors entitle to hold shares not exceeding 0.5%_of the total shares with voting right of the applicant, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the applicant, provided that the shares held by the related parties of such independent director shall be included.

Clause 7. Determining the process for recruiting and nominating suitable candidates for appointment as Company Directors.

In the process of the director nomination, a list of nominated persons once considered by the Corporate Governance and Nomination Committee will be proposed to the Board of Directors for consideration prior to propose the name list for shareholders' approval at the shareholders' meeting. The Corporate Governance and Nomination Committee shall proceed the following:

7.1 In the case of the retirement of directors by rotation, the retiring directors are eligible to be nominated for re-election.

7.2 In the case of nominating a director to fill a vacant position on the Board, the Corporate Governance and Nomination Committee may invite existing directors to propose qualified candidates whom they deem suitable for consideration by the Committee.

7.3 Review the candidates nominated under both cases above and ensure that they possess qualifications consistent with the prescribed qualification criteria.

7.4 Verify that the nominated candidates are not subject to any legal disqualifications or restrictions under applicable laws and regulations.

7.5 Approach candidates whose qualifications meet the prescribed criteria to confirm their willingness to serve as Company Directors if appointed by the shareholders.

7.6 Submit the nominated candidates to the Board of Directors for consideration and recommendation to the shareholders' meeting for approval.