



-Translated Version-

Nomination and Remuneration Committee Charter
Ubon Bio Ethanol Public Company Limited and Its Subsidiaries

1. Objective

The Nomination and Remuneration Committee is appointed by the Board of Directors to support the Company's good corporate governance practices. The Committee is responsible for establishing policies, criteria, and procedures for the nomination and selection of directors, members of sub-committees, advisors, and senior executives. In addition, the Committee is responsible for considering and determining policies, structures, and criteria for the remuneration of directors, members of sub-committees, advisors, and senior executives to ensure that such remuneration is appropriate, fair, transparent, and aligned with the Company's performance, strategic objectives, and sustainable growth. The results of the Committee's consideration shall be proposed to the Board of Directors and/or the shareholders' meeting for approval in accordance with applicable laws and regulations.

2. Composition

- 2.1 The Nomination and Remuneration Committee shall consist of at least two directors of the Company, the majority of whom shall be independent directors.
- 2.2 The Board of Directors shall appoint directors to serve as members of the Nomination and Remuneration Committee. Members who retire by rotation may be reappointed to continue serving in such position.
- 2.3 The Nomination and Remuneration Committee shall appoint one independent director from among its members to serve as Chairman of the Nomination and Remuneration Committee.
- 2.4 The Company Secretary shall serve as Secretary to the Nomination and Remuneration Committee, unless otherwise designated by the Nomination and Remuneration Committee.

3. Qualifications

- 3.1 Members must possess knowledge, competence, and experience beneficial to the Company's business operations, including relevant business expertise, vision, integrity, and ethical business conduct, and must be able to dedicate sufficient time to perform their duties to the best interests of the Company and to the fullest extent of their abilities.



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3.2 Members must possess all qualifications and must not possess any prohibited characteristics as prescribed under the laws governing public limited companies, securities and exchange laws, and other laws relevant to the Company's business operations. They must also not possess any characteristics indicating a lack of integrity or ethical suitability for holding office.

3.3 Members must not engage in or be involved, directly or indirectly, in any shareholding or investment in businesses that compete with the Company's business operations. In addition, members must not increase or decrease their shareholding in the Company or its subsidiaries in a manner that may give rise to conflicts of interest.

4. Term of Office and Vacating Office

4.1 Term of Office

4.1.1 Members of the Nomination and Remuneration Committee shall serve a term equivalent to their term of office as directors of the Company.

4.1.2 In the event that a member of the Nomination and Remuneration Committee vacates office, whether due to retirement by rotation or prior to the expiration of the term, resulting in the number of committee members being fewer than required, the Board of Directors shall appoint a new qualified member who meets the prescribed qualifications to fill such vacancy. The appointment shall be completed within three (3) months from the date on which the number of committee members becomes incomplete.

4.2 Vacating Office

4.2.1 A member of the Nomination and Remuneration Committee shall vacate office upon:

- Death;
- Resignation;
- Lacking the required qualifications or possessing prohibited characteristics under the laws governing public limited companies and/or securities and exchange laws, including other laws relating to the Company's business operations, as well as possessing characteristics indicating a lack of integrity or ethical suitability for holding office.
- Removal from office by a resolution of the Board of Directors.
- Court order; or
- Ceasing to be a director of the Company.

4.2.2 Any member of the Nomination and Remuneration Committee may resign from office by submitting a written resignation letter to the Chairman of the Board of Directors. Such resignation shall become effective from the date specified in the resignation letter or from the date on which the Chairman of the Board of Directors receives the resignation letter, as the case may be.

5. Duties and Responsibilities

5.1 Nomination Duties and Responsibilities

5.1.1 Review the structure and composition of the Board of Directors and sub-committees to ensure appropriateness in relation to the size, nature of business, and complexity of the Company's operations.

5.1.2 Establish policies, criteria, and procedures for the nomination of directors, members of sub-committees, advisors, and senior executives to ensure that such processes are systematic, transparent, fair, and verifiable, and in compliance with the principles of good corporate governance and applicable regulations.

5.1.3 Consider, select, and screen qualified individuals possessing appropriate expertise, capability, and diversity, including diversity in gender, age, ethnicity, nationality, and religion, for appointment as directors of the Company, members of sub-committees, and/or senior executives, and propose such nominations to the Board of Directors and/or the shareholders' meeting for consideration and approval.

5.2 Remuneration Duties and Responsibilities

5.2.1 Establish policies, criteria, and procedures for determining both monetary and non-monetary remuneration for directors of the Company, members of sub-committees, advisors, and senior executives, ensuring that such remuneration is appropriate to their roles, duties, and responsibilities and aligned with the overall performance of the Company in order to attract and retain individuals with knowledge, capabilities, and potential within the organization. Such matters shall be proposed to the Board of Directors and/or the shareholders' meeting for consideration and approval.

5.2.2 Evaluate annual performance and consider appropriate remuneration adjustments for the Board of Directors, sub-committees, advisors, and senior executives of the Company, and propose such matters to the Board of Directors and/or the shareholders' meeting for consideration and approval.

5.3 Regularly review the Nomination and Remuneration Committee Charter.

5.4 Perform any other duties as assigned by the Board of Directors.

6. Meetings

6.1 Frequency of Meetings

6.1.1 The Nomination and Remuneration Committee shall convene meetings at least twice a year and may hold additional meetings as deemed appropriate by the Chairman of the Nomination and Remuneration Committee.

6.1.2 The Chairman of the Nomination and Remuneration Committee may convene a special meeting of the Committee upon request by any member of the Nomination and Remuneration Committee or the Chairman of the Board of Directors, provided that there are agenda items requiring consideration and discussion by the Committee.

6.2 Meeting Attendance

6.2.1 A quorum of the Nomination and Remuneration Committee meeting shall consist of more than one-half of the total number of committee members.

6.2.2 In the event that the Chairman of the Nomination and Remuneration Committee is absent from the meeting or unable to perform his/her duties, the committee members attending the meeting shall elect one member to serve as Chairman of the meeting.

6.2.3 The Secretary to the Nomination and Remuneration Committee shall attend every meeting. In the event that the Secretary to the Nomination and Remuneration Committee is unable to attend due to necessity, the Company may designate another suitably qualified person to attend the meeting on his/her behalf.

6.3 Voting

Resolutions of the meeting shall be passed by a majority vote of the Nomination and Remuneration Committee members present and entitled to vote. Each committee member shall have one vote. In the event of an equality of votes, the Chairman of the meeting shall have an additional casting vote.

6.4 Minutes of Meeting

The Secretary to the Nomination and Remuneration Committee or the person assigned shall be responsible for preparing and recording the minutes of the meeting.

7. Reporting of the Nomination and Remuneration Committee

7.1 The Audit Committee shall report its performance to the Board of Directors at least once a year.

7.2 The Chairman of the Audit Committee shall report to shareholders, through the Annual Registration Statement / Annual Report (Form 56-1 One Report), on the performance of duties relating to nomination and remuneration consideration.

8. Performance Evaluation

The Nomination and Remuneration Committee shall conduct an annual performance evaluation through a self-assessment process and shall report the evaluation results, together with any problems, obstacles, or limitations that may prevent the Committee from achieving its objectives, to the Board of Directors for acknowledgment and consideration as appropriate.

Reviewed and announced on 24 February 2026.

-Signed-

(Mr. Palakorn Suwanrath)

Chairman of the Board of Directors

Ubon Bio Ethanol Public Company Limited