

the Nomination and Remuneration Committee Charter

of

Project Planning Service Public Company Limited

November 12, 2025

PROPERTY  
CONSTRUCTION  
INNOVATION

“คุ้บค่าคุ้มค่า แก่การไว้วางใจ”

Address 381/6 Soi Rama IX 58 (Soi 7 Seree 7), Rama IX Road, Suanluang, Bangkok 10250  
381/6 ซอยรัษฎา 58 (ซอย 7 เสาร์ 7) ถนนรัษฎา เขตสาทร กรุงเทพฯ 10250  
Tel 02 718 2785-9 Fax 02 300 5545-6 E-mail pps@pps.co.th Website www.pps.co.th

**Charter of the Nomination and Remuneration Committee****of****Project Planning Service Public Company Limited "the Company"**

The Nomination and Remuneration Committee shall be responsible for reviewing the structure, as well as the necessary skills that are currently lacking within the committee, in order to determine the appropriate composition of the Board of Directors. It shall establish criteria for the nomination and recruit individuals with suitable qualifications that align with the company's circumstances and needs. The committee will then present these candidates to the Board of Directors for consideration, selection, and careful, transparent vetting of qualified individuals to propose for a resolution at the shareholders' meeting for election as new directors.

The Board of Directors deems it necessary to establish a charter for the Nomination and Remuneration Committee to outline its composition, responsibilities, and procedures as assigned by the Board. This is to ensure that the committee can perform its duties fairly, appropriately, and transparently, in accordance with the principles of good corporate governance, thereby building confidence and credibility among stakeholders.

To ensure that the charter of the Nomination and Remuneration Committee is clear and appropriate for the business model and organizational culture, during No. 4/2025 meeting of the Board of Directors held on November 11, 2025, the Board reviewed the key elements of the charter. The details are provided in the attached document to this resolution. All parties are therefore requested to comply strictly with the relevant provisions.

Effective as of November 12, 2025.

Given on November 12, 2025.

Project Planning Service PLC.



( Mr. Prasong Tharachai )

Chairman of the Board

## Charter of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has been established by a resolution of the Board of Directors to promote the principles of good corporate governance. The committee is responsible for setting the criteria and policies for the nomination and remuneration of the Board of Directors and subcommittees, as well as for recruiting, selecting, and proposing suitable candidates for the positions of directors. Additionally, it reviews the remuneration for the Board of Directors and performs other tasks as assigned, reporting to the Board of Directors and, as applicable, to the shareholders' meeting.

### 1. Composition and Nomination of Directors

- 1.1 The Nomination and Remuneration Committee is appointed by the Board of Directors and consists predominantly of independent directors.
- 1.2 The committee shall have no fewer than three members, serving a term of 3 years. Upon the expiration of their term, members may be reappointed as new directors.
- 1.3 The Chairperson of the Nomination and Remuneration Committee must be an independent director.
- 1.4 Committee members, aside from those specified in Section 1, should not participate in the determination of the remuneration for the Managing Director.
- 1.5 The Board of Directors shall appoint a Secretary for the Nomination and Remuneration Committee.

### 2. Scope, Authority, Duties, and Responsibilities of the Nomination and Remuneration Committee

#### 2.1 Mission and Responsibilities in Recruitment

- 2.1.1 Establish policies, criteria, and procedures for the nomination, selection, and appointment of directors and subcommittees as assigned by the Board of Directors. Submit nominations for approval by the Board to replace any vacancies, regardless of the reason for the vacancy.
- 2.1.2 Carefully review and verify that nominated candidates meet the qualifications required by law and relevant regulatory authorities.

2.1.3 Contact individuals who meet the specified qualifications to ensure their willingness to accept the directorship if appointed by the shareholders.

2.1.4 The Nomination and Compensation Committee may be assigned to identify and recruit senior executives, particularly for the positions of Managing Director or Chief Executive Officer.

## 2.2 Mission and Responsibilities in Compensation Consideration

2.2.1 Review and determine appropriate compensation structures and criteria for directors and the Managing Director to ensure fair and reasonable compensation policies.

2.2.2 Establish evaluation criteria for the performance assessment of the Managing Director and submit recommendations for approval by the Board of Directors.

2.2.3 Determine the annual remuneration for directors and the Managing Director. The director's compensation must be included as an agenda item for approval at the Annual General Meeting of Shareholders.

2.2.4 Review the terms and details of any new securities offerings or stock warrants proposed for directors and employees (if applicable).

2.2.5 Perform other duties as assigned by the Board of Directors to ensure the effectiveness of the Nomination and Compensation Committee's responsibilities. The committee shall proceed as follows:

2.2.5.1 In carrying out its scope, authority, and duties, the committee may invite management or department heads to meetings for clarification or request relevant documents.

2.2.5.2 The committee may seek professional opinions from external experts or consultants at the company's expense when necessary.

### **3. Meetings**

3.1 quorum must consist of no less than half of the total number of committee members.

3.2 The Nomination and Compensation Committee shall hold at least two meetings per year. However, the committee may determine the number of meetings as appropriate to fulfill its duties as assigned by the Board of Directors.

### **4. Reporting of Performance**

the Nomination and Remuneration Committee shall report its performance results to the Board of Directors.

### **5. Performance Evaluation**

The Chairman of the Nomination and Remuneration Committee shall conduct an annual performance evaluation of the committee as a whole and present the results to the Board of Directors at least once a year. The evaluation results shall be used to enhance the effectiveness and achievement of the committee's objectives.

### **6. Review and Improvement**

The Nomination and Remuneration Committee shall review and revise its charter as appropriate, or at least annually, to ensure its alignment with corporate policies and management objectives. Any revisions must be approved by the Board of Directors.