

Nomination, Remuneration and Corporate Governance Committee's Charter

Dusit Thani Public Company Limited

1. Composition and Qualifications

1.1 The Nomination, Remuneration and Corporate Governance Committee (the "NRCG Committee") is appointed by the Board of Directors and consists of at least three directors, with the majority of them being independent directors. The Committee's Chairman must be an independent director. The NRCG Committee may appoint one person to serve as the Committee's secretary.

1.2 The NRCG Committee must possess knowledge of corporate governance, be neutral in nominating and selecting qualified persons to be the Company's directors in lieu of the directors who complete their terms or vacate office for other reasons, regularly monitor changes in the Company's performance in order to improve the remuneration criteria, perform duties, provide opinions, and report on its performance on assigned duties independently.

2. Office Term

2.1 The term of office of NRCG Committee members shall be concurrent with their directorship term, unless the Board of Directors resolves otherwise, and may serve no more than three consecutive terms. A member who retires by rotation may be re-elected for another term, provided that the Board of Directors considers it appropriate.

2.2 In the event that a vacancy occurs for any reason other than term completion, the Board of Directors shall appoint a qualified person to maintain the required number of members. The replacing member shall hold office only for the remaining term of office of the member they replace.

3. Duties and Responsibilities of the NRCG Committee

A. Dusit Thani Public Company Limited

3.1 Nomination

1) Consider the structure and composition of the Board of Directors of the Company and oversee the nomination of qualified persons to be appointed as the Company's directors.

2) Consider the qualifications of persons to be appointed as an independent director of the Company; their independency must at least align with the Securities and Exchange Commission (SEC)'s regulations.

3) Consider and scrutinize qualified persons to be appointed as the Group Chief Executive Officer ("Group CEO").

4) Endorse the Group CEO's succession plan.

5) Consider and scrutinize the qualifications of executives one level below the Group CEO (C-level).

3.2 Remuneration

1) Propose remuneration criteria and forms for the Company's Board of Directors and subcommittees.

2) Consider and provide opinions on the criteria for determining remuneration in the employment contract of the Group CEO.

3) Propose and scrutinize the criteria and forms of the Group CEO's evaluation performance before submitting them to the Board of Directors for consideration and approval.

4) Consider and provide opinions on the annual bonus and salary adjustment of the Group CEO.

5) Provide advice to the Group CEO on remuneration payment criteria and forms for executives one level below the Group CEO (C-level).

6) Provide advice on the organizational structure of the Human Resources Department.

3.3 Corporate Governance

1) Oversee and monitor the Company's operation, information disclosure of the Investors Relations Department and performance of duties of directors, subcommittees, executives and employees to be in compliance with the good corporate governance principles, the Company's policies and relevant laws.

2) Define scope, review policies and provide advice on practical guidelines in accordance with the good corporate governance principles to ensure its timeliness on a regular basis.

3) Provide recommendations on the performance evaluation methods of the Board of Directors and subcommittees to enhance performance efficiency and disclose the evaluation results in the Annual Report (Form 56-1 One Report) of the Company.

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

B) Non-listed subsidiaries

1) Provide advice on the structure and composition of the Board of Directors of the subsidiaries.

2) Consider the qualifications of persons to be appointed as directors of the subsidiaries, in case they are outside directors.

3) Consider and endorse the determination of remuneration of directors of subsidiaries.

4) Oversee and monitor a mechanical framework for the policies and operations of subsidiaries to be implemented and aligned with those of the parent company. This includes adhering to the announcements from the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission of Thailand, and the Stock Exchange of Thailand.

4. Meeting and Quorum

4.1 The NRCG Committee shall meet at least three times a year.

4.2 In calling for a meeting, the Chairman of the Committee or the Secretary to the NRCG Committee shall send the notice of the meeting to all members of no less than 3 days in advance of the date of meeting. In urgent cases, the meeting can be called by electronic means or by any other means, and it can be convened with a shorter advance notice.

4.3 A meeting of the NRCG Committee may be held via electronic means in accordance with the law governing electronic meetings.

4.4 To form a quorum in the meeting, at least half of the total members of the NRCG Committee appointed by the Board of Directors must be present.

4.5 The Chairman of the NCCG Committee shall preside as the chairman of the meeting. In the event that the Chairman of the NCCG Committee is not present at the meeting or unable to perform his/her duties, NCCG Committee members who attend such meeting shall elect one of the NCCG Committee members to chair the meeting.

4.6 The resolution of the meeting will take into account the majority of votes, with one member having one vote. If the number of votes is equal, the chairman will cast the decisive vote. Each member with vested interest in any agenda item must abstain from voting on that item.

5. Remuneration of the NRCG Committee

5.1 The Board of Directors shall consider the determination of the NRCG Committee's remuneration to be proposed to the shareholders' meeting for approval.

6. Reporting

6.1 The NRCG Committee is accountable to the Board of Directors, to whom it reports its performance and discloses it in the Company's Annual Report (Form 56-1 One Report).

7. Performance Evaluation

7.1 The NRCG Committee shall conduct an annual self-assessment of its performance, and the results of which shall be reported to the Board of Directors each year.

8. Charter Review

8.1 The NRCG Committee shall conduct a regular review of this Charter each year, and any amendments to the Charter shall be proposed to the Board of Directors for consideration.

9. Advisor

9.1 The NRCG Committee may engage with outside independent advisors or other qualified specialists if it is deemed necessary and appropriate at the Company's expense.

This will be effective from the August 15, 2023.

-signed-
(Mr. Arsa Sarasin)
Chairman of the Board of Directors
Dusit Thani Public Company Limited

Remark: The Charter was approved by the Board of Directors in its meeting No. 7/2023 held on August 15, 2023.