



Charter for The Nominating Committee  
Thai Wacoal Public Company Limited

1. Objective

The Board of Directors has appointed The Nominating Committee to support The Board of Directors' performance in corporate governance, especially in selecting qualified candidates for nomination as company directors and top management. This is to ensure that the selection process is carried out in a transparent manner.

2. The Nominating Committee's composition and qualifications

The Nominating Committee consists of minimum 3 members, namely the Chairman of The Nominating Committee and other Nominating Committee members, being appointed by The Board of Directors from either company directors, and/or other persons, whereby they are required to possess sufficient knowledge, competency, and experiences to ensure efficient nomination of company director.

3. Term

- 3.1 The Nominating Committee has the term of 1 year from the date of appointment by The Board of Directors. Upon term completion, if a new Nominating Committee is not yet appointed, said Nominating Committee is authorized to carry on with their assignments until a new Nominating Committee is officially appointed. Such appointment of the new Nominating Committee is required to be made within 2 months after term completion by the outgoing Committee. Outgoing Nominating Committee members are eligible for re-appointment.
- 3.2 In the case where the position of Nominating Committee member is left vacant due to reasons other than term completion, with such remaining term not less than 2 months, The Board of Directors are required to appoint other person having eligible qualifications to succeed in that position. In such case, the newly-appointed Nominating Committee member may only serve out the term remaining for the person he/she succeeds.



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3.3 The Nominating Committee member is relieved of his/her position in the following events :

- A) Upon term completion
- B) Resignation
- C) By death
- D) Upon the resolution adopted by The Board of Directors to remove that person from the position

3.4 The Nominating Committee member resigning from the position before term completion is required to submit his/her resignation letter stating the reason for resigning to the company at least 1 month in advance.

#### 4. The meetings

##### 4.1 Meeting agenda

The company is required to set the date, time, venue, and agenda for the meeting at least 7 days in advance, accompanied by adequate meeting documents. Proper written meeting minutes are required to be compiled subsequent to the meeting.

##### 4.2 The number of meeting

The Nominating Committee shall convene its meeting at least once a year, and may convene additional meetings if deemed necessary.

##### 4.3 Meeting attendants

Each meeting by The Nominating Committee requires the attendance by not less than half of the total members, in order to form a quorum.

In the case where the Chairman is not present at the meeting or being unable to perform his/her duties, the Vice Chairman will instead act as the Chairman of the meeting. If the Vice Chairman is also not present or being unable to perform his/her duties, another member shall be selected by the meeting to act as the Chairman of the meeting.



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#### 4.4 Voting method

The resolution by The Nominating Committee's meeting shall be decided by the majority votes of those members present at the meeting.

Each Nominating Committee member can cast 1 vote. However, any Nominating Committee member having conflict of interests regarding the agenda in process, is not allowed to cast vote for said agenda. In the case of equal votes, the Chairman of the meeting shall cast the deciding vote.

#### 5. Authority scope

- 5.1 Seek advices from specialists or company consultants (if any), or solicit the services of outside specialists or consultants at the company's expenses.
- 5.2 Authorized to summon the management, executive or employees concerned to provide comments or clarification, to take part in the meeting, and to submit documents deemed necessary.

#### 6. Duty and responsibility scope

- 6.1 Set the criteria and method in selecting the persons to be nominated as directors and top management.
- 6.2 Review the background and relevant information of the persons to be nominated as directors and top management, by considering their knowledge, competency, experiences, and expertise from various professions, so as to secure qualified persons according to the selection criteria, company's articles of association, and related laws.
- 6.3 Select and evaluate the candidates qualified to be nominated as company directors, for The Board of Directors to consider and approve. However, in the case of the director retiring upon term completion, such nomination needs to be submitted to the shareholders' meeting for approval.



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- 6.4 Select and evaluate the candidates qualified to take up top management positions, for further nomination to The Board of Directors' meeting for final consideration and approval.
- 6.5 Prepare and review the succession plan of the managing director and top management to propose to The Board of Directors for consideration.
- 6.6 Promote and support the directors, managing director and top management have been trained and developed to enhance their knowledge and experiences that are beneficial to their work, as well as provide the orientation course for new directors.
- 6.7 Review and revise the charter for The Nominating Committee, to be proposed to The Board of Directors for consideration and approval.
- 6.8 Engage in other acts as assigned by The Board of Directors.

Above Charter for The Nominating Committee has been approved per the resolution adopted by The Board of Directors' meeting no.1/2018 dated May 10, 2018, and shall take effect from May 10, 2018 onwards. The Charter for The Nominating Committee dated May 8, 2014 shall be repealed.

**Manu Leelanuwatana**

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(Mr. Manu Leelanuwatana)

Chairman of The Board of Directors