

Univentures Public Company Limited.,
Charter of the Remuneration and Nomination Committee

1. Objectives

The Board of Directors recognizes the importance of good corporate governance. The Board of Directors resolved to appoint the Remuneration and Nomination Committee. The Remuneration and Nomination Committee (RNC) is responsible for determining the criteria and nomenclature for recruitment and selection. To nominate persons to be nominated as directors to replace those retired by rotation and top executives. With transparency. Including consideration of remuneration to directors, senior manager Management and staff Fairness is in accordance with good corporate governance policy to ensure the reliability and credibility of the stakeholders. To perform other tasks as assigned by the Board of Directors and / or the shareholders' meeting as the case may be.

2. Elements

2.1 The Remuneration and Nomination Committee consists of at least 3 directors, with at least one independent director. The directors must be non-executive directors.

2.2 The Chairman of the Remuneration and Nomination Committee should be an independent director so that he can perform his duty and express his opinions freely.

3. Features

3.1 Have qualifications and no prohibited characteristics under the law on public limited companies. Securities and Exchange Act and other relevant laws.

3.2 Is a knowledgeable person. Capability and experience to be beneficial to the performance of duties as a member of the Remuneration and Nomination Committee. They can dedicate sufficient time to perform their duties so that the performance of the Remuneration and Nomination Committee is accomplished in accordance with the objectives.

4. Term of office and remuneration

4.1 Remuneration and Nomination Committee term of office is three years, with the term of office of the Company's directors. At the end of the term, he may be reappointed to another member of the Remuneration and Nomination Committee.

4.2 In addition to the expiration of the term of office mentioned above. Remuneration and Nomination Committee

(1) Death

(2) Resignation

(3) Lack of qualified director or having a prohibited characteristic in accordance with the law on public limited companies, or having a characteristic that indicates a lack of suitability to be trusted to manage a public limited company as a shareholder under Section 89/3 The Securities and Exchange Act (No. 4) BE 2551

(4) The meeting of the Board of Directors resolved to vacate office.

4.3 Remuneration and Nomination Committee Any person who resigns shall submit a resignation letter to the Chairman of the Board.

4.4 In case of the position of the Remuneration and Nomination Committee I'm not going to say anything. The Board of Directors shall appoint a person who possesses qualifications and is not prohibited by law to become a member of the Remuneration and Nomination Committee. Unless the terms of the Remuneration Committee and the Nomination Committee are less than 2 months, the Board of Directors will not appoint the Remuneration and Nomination Committee members instead of the vacancies. The Remuneration and Nomination Committee members will be in the position only for the remaining term of the Remuneration and Nomination Committee.

5. Meetings

5.1 The meeting of the Remuneration and Nomination Committee shall be held at least twice a year. The Chairman of the Remuneration and Nomination Committee may call additional meetings as deemed appropriate.

5.2 In the meeting of the Remuneration and Nomination Committee. The Chairman of the Remuneration and Nomination Committee or a member of the Remuneration and Nomination Committee. (In case of urgent need and the chairman of the board cannot act as a meeting caller and the Secretary of the Remuneration and Nomination Committee as the person assigned. Send invitation letter to the Remuneration and Nomination Committee not less than 7 days prior to the meeting date. Except in urgent cases, in order to preserve the Company's benefits, the meeting shall be notified by other means and the meeting date may be earlier than that.

5.3 A quorum consists of not less than half of the total number of directors. A quorum

5.4 In the event that the Chairman does not attend the meeting, the members present at the meeting shall elect one of them to preside over the meeting.

5.5 In voting The Remuneration and Nomination Committee has the right to vote one vote and use the majority of votes as criteria. In case of equal votes. The Chairman of the Remuneration and Nomination Committee has the right to vote one more vote. The Secretary of the Remuneration and Nomination Committee has no right to vote.

5.6 The Remuneration and Nomination Committee has the power to invite the relevant persons or persons to attend the meeting. Or ask for clarification. Related Matters

5.7 The Remuneration and Nomination Committee has the authority to invite outsiders who have expertise and expertise as consultants. And attendance at the expense of the company.

6. Duties and Responsibilities

Consider the following. Before proposing to the Board of Directors for approval

6.1 Recruitment

- (1) To determine the criteria and procedures for the nomination of directors.
- (2) Consider the structure, size and composition of the Board of Directors and subcommittees to be appropriate to the Company's strategy and changing circumstances.
- (3) To consider the qualifications of the directors. Considering the variety of knowledge. The expertise, skills and experience that are beneficial to the company's business.
- (4) Encouraging the Company to allow minority shareholders to nominate candidates for the Board of Directors.
- (5) To select qualified directors to be subcommittees for the Board of Directors to nominate for appropriate positions or vacancies.
- (6) To review the Succession Plan in the position of the President and the Company's top executives along with a list of suitable candidates for succession.
- (7) Perform other duties assigned by the Board of Directors.

6.2 On Compensation

- (1) To submit opinions to the Board of Directors on the structure and composition of remuneration for directors on a yearly basis.
- (2) To propose the appropriate remuneration criteria to the directors' duties and responsibilities, linking the remuneration with the results of the business plan evaluation and the overall performance of the company. The Board of Directors shall consider and approve the matter before proposing to the Annual General Meeting of Shareholders for approval.

(3) To consider the special remuneration for directors as appropriate. In the amount approved by the shareholders meeting.

(4) Proposing bonus criteria. Salary adjustment of senior executives Management and staff To the Board of Directors for approval.

(5) Perform other duties assigned by the Board of Directors.

6.3 Review and amend the Charter of the Remuneration and Nomination Committee on a yearly basis.

6.4 To prepare a report on the performance of the Remuneration and Nomination Committee, signed by the Chairman of the Remuneration and Nomination Committee, for disclosure in the Annual Report in accordance with the Good Corporate Governance Principles.

7. Performance appraisal

The Remuneration and Nomination Committee provides self-assessment on the performance of the Board of Directors and the Board of Directors on a yearly basis. To review the performance. Problems and Obstacles In the past year.

This Charter the Board of Directors has considered and approved. At the Board of Directors Meeting No. 2 / 2017-2018 on February 13, 2018

The appointment will be effective from 13 February 2018 onwards.