



Nomination and Compensation Committee Charter

1. Objective

Delta Electronics (Thailand) Public Company Limited is committed to maintain the proper, efficient and effective management in order to gain trust and recognition from all stakeholders that the Company is running its business with high standard of good corporate governance. The appointment of Nomination and Compensation Committee (NCC) is also part of the good governance that will assist the Board and Shareholders in determining the remuneration of the directors, committee members, the President and the Executives in Level 11 and up and the selection/nomination of the Board member, Sub-committee and Top management. The Committee shall establish the proper and transparent principles for remuneration and nomination process and propose them to the Board of Directors and/or Shareholders for their approval.

2. Composition and Designation Membership

- 2.1 The Board of Directors is responsible for the appointment of members of the Nomination and Compensation Committee.
- 2.2 This Committee consists of the Non-executive Director and/or the Independent Director totaling at least 3 members, and at least one of which shall be independent director.
- 2.3 The Committee shall nominate a member of Committee to the Board of Directors for the appointment of the Chairman of the Nomination and Compensation Committee.
- 2.4 The Committee shall appoint the secretary to the Committee.

3. Qualifications of the Nomination and Remuneration Committee member

The Nomination and Remuneration Committee must have the qualifications as follows:

- Being director of the Company
- Being able to devote sufficient time to fulfill their roles as an Nomination and Compensation Committee to achieve the objective.

4. Scope of duties and responsibilities

The Committee shall have the following duties and responsibilities regarding remuneration:

- 1) Appraise the performances of the President and the Executives in Level 11 and up annually.
- 2) Determine the remuneration of the directors of the Company and members of sub-committee, which would include monthly remuneration, meeting allowance, annual bonus and other benefits in terms of both financial and/or non-financial, with fair and reasonable principles and package structure and submit it to the board of directors and shareholders for approval.
- 3) Determine the remuneration policy of the Company's president and the Executives in Level 11 and up which includes short term and long term remuneration such as salary, annual bonus and/or other benefits in terms of both financial and/or non financial, with fair and reasonable principles and package structure and submit it to the Board of Directors for approval.



- 4) Review the remuneration policy of directors, committee President and the Executives in Level 11 and up based on their performances, the Company's performances and best practice in the market and/or among the listed companies in Thailand's stock exchange.

The Committee shall have the following duties and responsibilities regarding nomination:

- 5) Define the qualifications of the Board member, Sub-committee and Top management must have and aid in identifying and attracting qualified candidates for Board of Directors' consideration.
- 6) Assess the structure, size, composition of the Board of Directors/Sub-committee, as well as recommend any improvement to the Board of Directors.
- 7) Conduct an annual evaluation of the performance and achievements of the Board of Directors and Sub-committee and of the individual member, and report to the Board of Directors on the evaluation.
- 8) Assist in the establishment of succession plan and/or talent management pool development in order to fulfill the requirement for medium to top key management positions
- 9) Perform any other duties assigned by the Board. To perform the assigned job, the Nomination and Compensation Committee may seek advice or opinion from the relevant independent professionals as necessary and appropriate. The Committee may also need to attend training or seminar with the purpose to enhance knowledge and capability in performing their job at the expense of the Company.

This Committee has other duties and responsibilities follows:

- 10) Review the roles and responsibilities of the President and the Executives in Level 11 and up as well as review their Key Performance Indicator (KPI) including provide an opinion as consider it expedient. In addition, has the right to review and evaluate the Key Performance Indicator (KPI) of the Employees with positions lower than Level 11 to ensure the determination of the indicators and/or the evaluation of that person is fair and reasonable.
- 11) In the event that the Committee considers that there is a case may result in cause or has caused the conflict or disputes between Management and Employee or Labour Union or there is any case which Management and or Labour Union cannot find a solution together and it may result in submit of the Employment Conditions Agreement whether propose by the Employer representative (Management) or Labour Union (As the case may be). This Committee has the duties and responsibilities as follows:
 - (1) Invite the Management or the Employees who involved or may be involved in such issue to discuss and inquiring details about such cases as well as request the related documents to review, suggest and also provide opinions as consider it expedient.
 - (2) Invite the Management and the Employees involved or may be involved in such issue to attend meetings to jointly discuss for find ways to prevent or resolve such conflicts or disputes, as well as to seek settlement for both parties. In order not to submit the Employment Conditions Agreement in the above issues.

5. Term of appointment and Committee remuneration

The Nomination and Compensation Committee's term of office shall follow the annual director election of the Company according to its Articles of Association (Article 15). The Committee member retired under this clause is eligible for re-election if such member is re-elected as the director of the Company.



In case any committee member vacates from office before expiration of his term by resignation, lack of qualifications for being the committee member as specified in point 3, or any other reasons, the Board shall replace the vacancy within 3 months since the date the member vacated the office. The member who replaces such vacancy shall be in office for the remaining term of the dismissed member.

The Committee shall be determined remuneration according to its assigned duties and responsibilities by the Board of Directors and approved by Shareholders' meeting.

6. Meetings

The Nomination and Compensation Committee shall have at least 4 meetings a year and the meeting quorum requires at least ½ of total committee members. If the chairman of the Committee is not available, the members shall select one of the remaining members to act as chairman of the meeting. Member may participate the meeting by teleconference or any communication technology accepted by law.

Decision of the meeting shall be made by a majority vote. In case of a tie vote, the chairman of the meeting is entitled to a casting vote. The secretary of the meeting shall not have the right to vote.

7. Reporting

The Committee shall perform its assignments and report to the Board of Directors for either acknowledgement or approval (up to the case). In addition, it shall report to the Board of Directors on their performances at least once a year.