



# METCO

MURAMOTO ELECTRON (THAILAND) PUBLIC COMPANY LIMITED

Registration No. Bor. Mor. Jor. 326

## Charter of the Remuneration Committee

### 1. Objectives

The Remuneration Committee was established in accordance with the resolution of the Board of Directors No. 1/2017 (1/B.E. 2560), on February 10, 2017. The quorum, scope of duty, and responsibility of the committee are defined in order to enable the company to obtain more appropriate work results. The Remuneration Committee is an important management tool and in line with the basic principle of Good Corporate Governance.

### 2. Constitution of the Remuneration Committee

The Remuneration Committee shall be appointed by the Board of Directors. It shall consist of a minimum of four (4) directors and/or executives.

### 3. Term of Office

3.1 A member of the Remuneration Committee will hold office for a term of three (3) years, and can be re-elected for another term as the Board of Directors deems appropriate.

3.2 Any Remuneration Committee members wishing to resign from office shall submit his or her resignation letter specifying reason at least 30 days in advance to the company for approval by the Board of Directors. In the case where the whole Remuneration Committee vacates office, the vacated Remuneration Committee shall remain in office to conduct the business of the company as necessary, until start up a new Remuneration Committee.

3.3 In the case of a vacancy in the committee for reasons other than the termination of the term of office, the Board of Directors shall appoint a person who has the suitable qualifications as the substitute committee member(s) within 60 days to attain the number of members stipulated by the board. The substitute member shall hold office only for the remaining term of office of the member whom he or she replaces.

### 4. Scope, Authority, Duty and Responsibility

The Board of Directors has approved appointment of the Remuneration Committee with the following scope, authority, duty and responsibility functions.

- 4.1 To prepare policy and guidelines to designate appropriate remuneration of the Board of Directors and President to be proposed to the Board of Directors and/or the Shareholders' meetings for approval.
- 4.2 To consider and propose remuneration for Directors and President to the Board of Directors in order to seek an approval at a shareholder meeting.
- 4.3 To consider and propose the performance evaluation of the Board of Directors and President and conduct such an evaluation system.

4.4 To perform other tasks as designated by the Board of Directors.

## 5. Reporting

The Remuneration Committee reports to the Board of Directors

## 6. Meetings

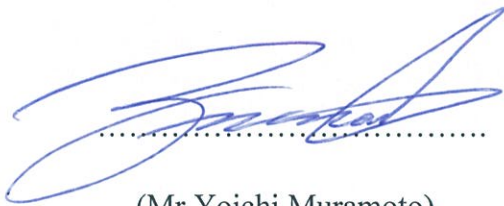
6.1 The Remuneration Committee shall hold a meeting at least once a year and has authority to call additional meetings whenever it deems necessary.

6.2 The presence of no fewer than half of all members of the Remuneration Committee is required to constitute a quorum.

6.3 The majority vote of the Remuneration Committee shall be deemed a resolution and decision of the Committee.

6.4 Each member shall be entitled to one vote, except for a member who has a special interest in the subject matter of the resolution in question, who shall not have a voting right. In the event of a tied vote, the Chairman of the meeting shall have an additional vote to break the tie.

This charter is enforced from May 12, 2017 onwards  
Announced on May 15, 2017



(Mr. Yoichi Muramoto)

Chairman of the Board of Director

