



METCO

MURAMOTO ELECTRON (THAILAND) PUBLIC COMPANY LIMITED

Registration No. Bor. Mor. Jor. 326

Charter of the Nomination Committee

1. Objectives

The Nomination 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 Nomination Committee is an important management tool and in line with the basic principle of Good Corporate Governance.

2. Constitution of the Nomination Committee

The Nomination 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 Nomination 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 Nomination 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 Nomination Committee vacates office, the vacated Nomination Committee shall remain in office to conduct the business of the company as necessary, until start up a new Nomination 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 Nomination Committee with the following scope, authority, duty and responsibility functions.

- 4.1 To consider and propose the criteria for selecting a director and specifying the qualifications of any person to be nominated for a directorship as well as stipulating the nomination process.
- 4.2 To review annually the size and composition of the Board of Directors and to recommend any proposed changes.

- 4.3 To nominate suitable candidates for the Company's directorships and propose them to the Board of Director in order to seek an approval at shareholders' meeting.
- 4.4 To provide minority shareholders with an opportunity to propose qualified persons for selection as directors, by providing advanced notice to allow sufficient time prior to the Shareholders' Meeting being held and manage such a mechanism accordingly.
- 4.5 To perform other tasks as designated by the Board of Directors.

5. Reporting

The Nomination Committee reports to the Board of Directors

6. Meetings

6.1 The Nomination 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 Nomination Committee is required to constitute a quorum.

6.3 The majority vote of the Nomination 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