

Nomination and Remuneration Committee

The Board approved the appointment of the Nomination and Remuneration Committee on December 17, 2018, by appointing 3 directors, which are fully qualified in accordance charter.

As of December 31, 2022, it consisted of 2 Independent Director and 1 Non-Executive Director: as follow;

Name		Position
1. Mr. Prasert	Deejongkit ^{/1}	Chairman of the Nomination and Remuneration Committee (Independent Director)
2. Mrs. Valeeratn	Chuerboonchai ^{/2}	Member of the Nomination and Remuneration Committee (Independent Director)
3. Dr. Jain	Charnnarong ^{/3}	Member of the Nomination and Remuneration Committee

Note : ^{/1} Mr. Prasert Deejongkit was appointed as Chairman of the Nomination and Remuneration Committee with effect from May 15, 2022 replacing Miss Voranuch Supaibulpipat, who retired by rotation at the 2022 AGM

^{/2} Mrs. Valeeratn Chuerboonchai was appointed as member of the nomination and remuneration committee with effect from May 15, 2022 replacing Mr. Parkphum Wongpaitoon, who retired by rotation at the 2022 AGM

^{/3} Dr. Jain Charnnarong was appointed as member of the nomination and remuneration committee with effect from May 15, 2022 replacing Mrs. Sirima Iamsakulrat

Which Mrs. Varinkan Teraumranon, Chief Operating Officer as secretary.

Duties and Responsibilities of the Nomination and Remuneration Committee

Nomination

1. Review qualification of the Board and Board-Committees consideration due regard for the composition: knowledge, expertise, experience, talents are independent according to the established criteria.
2. Consider qualification of Chief Executive Officer as suitable for HARN's business management, compatible with business strategies, due regard for the composition: education, experience, knowledge, expertise and and into consideration important business environment.
3. Select, set process and criteria for nominating directors in accordance with the structure set in 1 and 2 in compliance with HARN's Board Skill Matrix to ensure transparency.
4. Propose directors for Board-Committees duties with due regard for the committees' compositions, qualifications, expertise, and competencies, including Chief Executive Officer. Then propose the Board to consider when their vacancy.
5. Oversee the orientation and provide documents useful for the performance of duties to the newly appointed directors.
6. Prepare and review with HARN's top executive succession plans to enable continued business.
7. Opportunity for minority shareholders to propose names of persons to be nominated as directors.
8. Review a charter at least once a year, assess its own performance outcomes and report the findings to the Board for acknowledgment, disclose its own performance in the annual report, perform other tasks as assigned by the Board.

Remuneration

1. Define policy and define the criteria for remuneration to be appropriate with the duties and responsibilities and propose fair, sensible remuneration at monetary and other benefits for the Board and Board-Committees' for the Board's and the shareholders' approval
2. Define criteria for assessing performance outcomes and remuneration for the Chief Executive Officer to the Board's for approval.
3. Review the Nomination and Remuneration Committees charter at least onec a year.