HUMANICA

Nomination and Remuneration Committee Charter

Humanica Public Company Limited

1. Objectives

1.1 The Nomination and Remuneration Committee ("the Committee") is a committee of the Board of Directors ("the Board") of Humanica Public Company Limited ("the Company").

1.2 The Committee assists the Board by (i) nominating qualified candidates for the Board, its committees, the Chief Executive Officer ("the CEO"), and senior management1, (ii) overseeing succession planning and development for directors and senior executives, and (iii) reviewing remuneration policies for directors and executives to ensure alignment with good corporate governance.

2. Composition & Membership

2.1 The Committee comprises at least 3 directors, the majority of whom, including the Chairperson, are independent directors.

2.2 Members of the Committee, along with its Chairperson, shall be appointed by the Board.

2.3 The Company Secretary shall be the Secretary to the Committee unless the Committee designates otherwise.

3. Authority, Duties & Responsibilities

3.1. Nomination of directors and CEO

3.1.1. Establish policies and procedures governing the nomination process for directors and the CEO.

3.1.2. Annually review the structure, size, and composition of the Board and its committees, and recommend any changes.

3.1.3. Evaluate candidates for directorships, including those nominated by shareholders, and recommend qualified individuals for election or appointment.

3.1.4. Evaluate candidates for the CEO position and recommend qualified individuals.

3.1.5. Oversee orientation programs for new directors and the CEO.

3.2. Succession & development plans for senior management

3.2.1. Together with the CEO, develop succession plan for senior management, including identifying, reviewing and monitoring development plans of potential successors.

3.3. Performance evaluation

3.3.1. Oversee annual performance evaluations of the Board, its committees, and individual directors; and report the results to the Board.

3.3.2. Conduct annual performance evaluation of the CEO and recommend his or her remuneration.

3.4. Remuneration

3.4.1. Review the remuneration policies for directors, senior management and employees; and recommend any changes.

3.4.2. Review annual KPI targets for the CEO, and propose them to the Board for approval.

3.4.3. Review termination arrangements to ensure they are fair and not excessive.

3.5. Other

3.5.1. Seek external professional advice at the Company's expense.

3.5.2. Require management or staff to attend meetings or provide relevant information.

4. Meeting

4.1. The Committee shall meet at least twice a year. Additional meetings may be convened.

4.2. The Chairperson or the Committee Secretary shall provide notice of a meeting to all members at least 7 days in advance. In urgent cases, the Chairperson may convene a meeting without prior written notice.

4.3. A quorum shall consist of at least one-half of the members. If the Chairperson is absent or unable to preside, members present shall elect a chair for the meeting.

4.4. Resolutions shall be passed by a majority vote of members present, with each member entitled to one vote. Members with a conflict of interest shall not vote. In the event of a tie, the Chairperson shall have a casting vote.

5. Reporting

5.1. The Committee shall report to the Board on a regular basis.

5.2. The Committee shall prepare its annual report to be signed by the Chairperson and included in Form 56-1 One Report.

6. Review

6.1. The Committee shall review its own performance and effectiveness annually.

6.2. The Committee shall reassess the adequacy of this charter annually and propose any recommended changes to the Board for approval.

This charter became effective on November 14, 2025.

Mr. Anotai Adulphan
Chairman of the Board of Directors
Humanica Public Company Limited