Charter of The Nomination and Remuneration Committee

Origin Property Public Company Limited ("the Company")

Revised and approved on February 27, 2026, by the Board of Directors' Resolution No. 1/2026.

Contents

Objectives

The Nomination and Remuneration Committee (the "NRC") is established to nominate qualified candidates to serve as directors, audit committee members, sub-committee members, and chief-level executives. Additionally, the Committee is responsible for formulating remuneration policies and criteria for directors, audit committee members, sub-committee members, and chief-level executives, to be proposed to the Board of Directors and/or the shareholders' meeting for approval, as the case may be.

Composition and Appointment

1. Appointed by the Board of Directors in such number as the Board deems appropriate, consisting of directors and/or qualified experts. The NRC shall comprise at least three (3) members, at least half of whom must be independent directors. The Chairman of the Board of Directors shall not serve as a member of the NRC.

2. Members of the NRC are not required to be directors of the Company.

3. The Chairman of the NRC must be an independent director, who may be appointed by the Board of Directors, or elected from among the NRC members by the NRC itself.

4. The NRC may appoint one (1) Company employee to serve as the NRC secretary to assist with its operations, including scheduling meetings, preparing agendas, distributing meeting documents, and recording minutes. The NRC has the authority to determine appropriate remuneration (meeting allowance) for the secretary as it deems fit.

5. In the event that the Board of Directors appoints any person as an advisor to the NRC, the details of such advisor must be disclosed in the annual report, including their independence or the absence of any conflict of interest.

Qualifications

1. Members of the NRC must possess the knowledge, capability, and experience that will effectively benefit the performance of the NRC's duties. They must exhibit honesty, integrity, and business ethics, and dedicate sufficient time to fully devote their knowledge and capability to performing their duties for the Company.

2. Members of the NRC must possess the qualifications and must not have any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, and any other applicable laws.

3. Members of the NRC shall not engage in any business, become a partner, or serve as a director in any other legal entity operating a business of the same nature and/or in competition with the business of the Company and/or its subsidiaries, whether for their own benefit or for the benefit of others, unless the Board of Directors' meeting is informed prior to the appointment resolution.

Term of Directorship

1. The term of office for NRC members shall be 3 years. For members who are also Directors of the Company, their term shall correspond to their tenure as a Director of the Company.

2. In cases where a member of the NRC is an external party (not a Director of the Company), their term of office shall be 3 years. Upon the expiration of their term, the member may be reappointed to the NRC.

3. In the event that the number of members of the NRC falls below three (3) persons due to the expiration of a term or any other reason that prevents a member from completing their term, the Board of Directors shall appoint a new member to the NRC immediately, or no later than three (3) months from the date the number of members becomes incomplete, to ensure the continuity of the Committee's operations. The newly appointed member shall hold office only for the remaining term of the predecessor whom they replace.

4. In addition to vacating office upon the expiration of the aforementioned term, a member of the NRC shall vacate office upon the occurrence of any of the following:

   4.1 Death,

   4.2 Resignation,

   4.3 Lacking the qualifications of an NRC member as specified in this Charter,

   4.4 Lacking the qualifications of a Director of the Company (in cases where the NRC member also serves as a Director of the Company), or possessing any prohibited characteristics under the law on public limited companies, or possessing any characteristics indicating a lack of trustworthiness to manage a company whose shares are held by the public, as specified in the Securities and Exchange Act (as amended) and relevant notifications of the Office of the Securities and Exchange Commission.

4.5 The Board of Directors passes a resolution for the NRC member to vacate the office.

4.6 The shareholders' meeting passes a resolution for the NRC member to vacate the office as a Director of the Company (in cases where the NRC member also serves as a Director of the Company). (In the case of a resolution by the shareholders' meeting, it shall be passed by a vote of not less than three-fourths (3/4) of the number of shareholders attending the meeting and eligible to vote, and holding shares totaling not less than one-half of the number of shares held by the shareholders attending the meeting and eligible to vote.)

4.7 The court issues an order for the removal of the member from the position of Director of the Company.

5. Any member of the NRC who wishes to resign from their position shall submit a resignation letter to the Company. Such resignation shall be effective from the date specified in the resignation letter.

Authorities, Duties, and Responsibilities

The Board of Directors has delegated to the NRC the authority, duties, and responsibilities for the nomination of personnel who play a significant role in the Company's operations, as well as the determination of remuneration that is commensurate with the performance of Directors and executives. The NRC shall have the following key authority, duties, and responsibilities.

Nomination

1. To determine the policies, criteria, and procedures for the nomination of Company Directors, including the types of Directors to be proposed, such as Independent Directors, Directors, Executive Directors, members of sub-committees, and the top management (the Chief Executive Officer and the first four executives).

2. To consider the diversity of the structure, size, and composition, and to determine the appropriate qualifications of the Board of Directors and sub-committees, ensuring that such

qualifications and characteristics comply with the law on public limited companies and the law on securities and exchange, and are consistent with the Company's business strategy and evolving circumstances.

3. To consider, select, and nominate suitably qualified individuals with appropriate knowledge and expertise to serve as Company Directors, members of sub-committees, and top management (the Chief Executive Officer and the first four executives). This includes reviewing the backgrounds of such individuals to ensure they possess full qualifications as required by relevant laws and do not have any characteristics that conflict with laws governing the Company's business operations. The NRC shall propose such individuals to the Board of Directors and/or the shareholders for approval, as the case may be, and shall ensure that shareholders receive sufficient information regarding the nominees. In the case of new Director appointments, the source of the nomination shall be disclosed to facilitate informed decision-making.

4. To oversee the development of a Succession Plan for the Chief Executive Officer and top management positions to ensure the continuity of the Company's management in the event of retirement, resignation, or the inability of such individuals to perform their duties. The NRC shall establish selection criteria and individual development guidelines based on performance evaluations, potential, specialized skills, attitude, and core competencies. The NRC shall report the progress of the Succession Plan to the Board of Directors at least once a year. Furthermore, the NRC shall supervise the management and development of personnel to ensure that the organization has an adequate number of staff with appropriate knowledge, skills, experience, and motivation.

5. To review the criteria and procedures for Director nomination and propose them to the Board of Directors prior to the nomination of Directors whose terms are due to expire.

6. To evaluate the independence of each Independent Director to ensure that the Company's Independent Directors meet all required qualifications.

7. In the event that the NRC nominates a retiring Director for re-election, the NRC shall consider that individual's past performance. Such evaluation, including their contribution, attendance record at Board and shareholders' meetings, type of directorship, and original date of

appointment to the Board, shall be presented to shareholders to facilitate their decision-making.

8. To determine the format of and develop a training plan for the Board of Directors, sub-committees, and the Chief Executive Officer, aimed at enhancing the knowledge of both incumbent and newly appointed personnel regarding the Company's business operations, roles and responsibilities, and significant developments, such as economic and industrial trends, as well as rules and regulations relevant to the Company's business.

9. To perform other tasks as assigned by the Board of Directors, with the concurrence of the NRC.

Remuneration

1. To consider and establish policies and criteria for determining remuneration and other benefits (whether in the form of cash, securities, or any other form) for the Board of Directors (both executive and non-executive directors), sub-committees, and top management. The remuneration structure shall be clearly categorized into fixed remuneration, meeting allowances, and bonuses/gratuities. These policies shall be proposed to the Board of Directors and/or the Shareholders' Meeting for consideration and approval, as appropriate. Remuneration for directors shall be comparable to the industry average, set at a level sufficient to attract and retain qualified directors, and ensured to be reasonable and appropriate. Furthermore, the committee shall consider guidelines for determining the remuneration of the Chief Executive Officer (CEO) to ensure alignment with the company's objectives, key goals, and long-term interests.

2. To establish policies and criteria for the performance evaluation of the Board of Directors, the Audit Committee, and top management for the purpose of annual remuneration reviews. Such evaluations shall be proposed to the Board of Directors for approval and utilized to enhance the efficiency and effectiveness of their duties.

3. To disclose policies and criteria regarding the determination of remuneration and other benefits, and to prepare a summary report of such remuneration for inclusion in the company's annual report.

4. To perform any other duties as assigned by the Board of Directors, with the concurrence of the NRC.

5. The NRC is responsible for reviewing and proposing amendments to its scope of authority, duties, and responsibilities to the Board of Directors, ensuring they remain appropriate and aligned with prevailing circumstances.

Meeting

1. The NRC shall meet at least once a year, or as deemed appropriate. For every meeting, the Secretary of the NRC, in consultation with the Chairman of the NRC, shall establish the meeting agenda in advance.

2. The Chairman of the NRC, or a member designated by the Chairman, shall determine the date, time, and venue for the meeting. The meeting may be held at a location other than the company's headquarters or adjacent provinces. If no venue is specified, the meeting shall be held at the company's headquarters.

3. To convene a meeting, the Chairman of the NRC or a designated person shall issue a meeting notice or deliver it directly to the members of the NRC. The notice shall specify the date, time, venue, and agenda, and shall be sent to all members no less than seven (7) days prior to the meeting date. In cases of urgency, where it is necessary to protect the rights or interests of the company, the meeting may be convened via other methods or scheduled on shorter notice.

4. A quorum of the NRC meeting shall require the presence of at least one-half of the total number of NRC members. In the event that the Chairman of the NRC is absent or unable to perform their duties, the members present at the meeting shall elect one of their members to preside as the Chairman of the meeting.

5. Resolutions of the NRC shall be decided by a majority vote. Should any member dissent from the resolution, such dissent shall be recorded in the minutes of the meeting.

6. Each NRC member is entitled to one vote. Members who have a conflict of interest in any matter shall have no right to vote on that particular matter. In the event of a tie, the Chairman of the meeting shall have the casting vote.

7. The Chairman of the NRC shall report the results of the meetings to the Board of Directors at the subsequent Board meeting for their acknowledgement.

Reporting

The NRC shall report its performance to the Board of Directors and shall report its annual performance to the shareholders in the company's annual report, with at least the following details disclosed:

1. Number of meetings held,
2. Individual meeting attendance of each NRC member,
3. Individual remuneration of each NRC member,
4. Performance outcomes of the NRC in accordance with its charter.

Individual Director (Self-Assessment)

The NRC shall conduct an annual self-assessment of its performance. The NRC shall report any obstacles or issues that prevented the achievement of its objectives (if any) to the Board of Directors, and shall include a summary of its annual performance in the company's annual report.

Review and Amendment of the Charter

The NRC shall review this Charter annually and propose any necessary amendments to the Board of Directors for consideration and approval.

This Charter shall be effective from February 27, 2026 onwards.

-Bureerat Ratanavanich-

Acm Bureerat Ratanavanich
Chairman of the Nomination and Remuneration Committee
Origin Property Public Company Limited

-Chatchai Payuhanaveechai-

Mr. Chatchai Payuhanaveechai
Chairman of the Board of Directors
Origin Property Public Company Limited