

## **Nomination and Remuneration Committee Charter**

### **1. Objectives**

Royal Plus Public Company Limited acknowledges the significance of good corporate governance as one of the key components promoting the Company's efficient operations and sustainable growth leading to maximum benefits among all stakeholders; from employees, investors, shareholders, and other stakeholders. Thus, the Board of Directors has appointed the Nomination and Remuneration Committee and issued the Nomination and Remuneration Committee Charter for the purpose of each committee member's understanding of their duties and responsibilities, and for the full and complete performance of their duties.

### **2. Composition**

2.1 The Board of Directors shall consider the appointment of the Nomination and Remuneration Committee with no fewer than three members.

2.2 The Nomination and Remuneration Committee shall appoint one of its members to be the Chairman of Nomination and Remuneration Committee.

2.3 At least one in three of the members of the Nomination and Remuneration Committee shall be independent directors. Likewise, the Chairman of such committee must also be an independent director.

### **3. Qualifications**

3.1 Being a Director of the Board

3.2 Being a person of knowledge and capabilities, understanding the nature of the the business, roles and duties, and responsibilities of the Board of Directors and the subcommittee, with good grasps of the principles of good corporate governance.

3.3 Being a person of broad vision who is constantly up-to-date with changes relating to the recruitment of directors and remuneration consideration at a global level so as to improve the policies regarding the Company's process of nomination and remuneration.

3.4 Being a person of insight into the appropriate means of development of potential and skills for each director and executive so as to promote more efficient operations.

3.5 Being a person who can perform duties and give opinions, including independently give report of the performance results of the duties assigned and dedicate sufficient time to the performance of duties.

3.6 Being a person independent and impartial in the recruitment and nomination of suitable persons for the position of Company director, replacing the director whose term of office has ended or otherwise including providing sufficient information of such persons for the consideration by the Board of Directors.



#### **4. Duties and Responsibilities**

4.1 Consider the methods of payment and forms of compensation for directors and top executives. Then, propose such methods to the Board of Directors, whether they be monetary or otherwise. The methods are to be based on comparison and reference to leading companies in the same industry, past operational performance, duties, scope of the role and responsibilities, business expansion, financial conditions, and operational results, in accordance with the strategies and long-term goals of the Company. This aims to create incentives in the operations and maintain key quality directors and executives. The Board of Directors shall approve the remuneration of the top executives. As for remuneration for the Board of Directors, it shall be proposed at the meeting for the Stockholders' approval on an annual basis.

4.2 Assess the remuneration for top executives as to be in accordance with the operational results by using the goals and assessment guidelines relating to the strategy plan and both short-term and long-term operational plan.

4.3 Determine the guidelines and the process of recruitment of suitable persons to be nominated as director, in accordance with the Company's operational strategy. They shall also provide a Board Skill Matrix for reference in the process of recruitment and nomination of persons as per the designated nomination process. For example, consideration of the list and profile of the nominated from the previous set of committee members, giving opportunity for the shareholders to nominate a director for the position or consider adopting an external advisory body, consideration of external individuals based on the directory of professional directors, etc. The nomination shall consider suitable and diverse qualities including qualifications, profession, skills, age, experience, gender, ethnicity, religion, place of origin, expertise, and specialized talent required in a Director of the Board. These qualifications may also include their engagement in creating benefits for the Company and offering opinions to the Board of Directors.

4.4 Organize campaigns for the development of the directors and top executives' work, and the Succession Plan, along with review such projects and plans on a yearly basis.

4.5 Supervise the orientation of new directors to provide understanding of their roles, duties, and responsibilities, while also providing information regarding policies and nature of business including other environmental points to be considered.

4.6 Provide a training and knowledge and expertise development plan for the current directors appropriate to the changes of external circumstances and the sustainable development of the Company, including the aspects of business and good corporate governance as well. This duty includes determining the areas in which the current directors are lacking in terms of crucial skills, knowledge, and expertise, as determined in the Director Skill Matrix in order to appropriately select the necessary courses to further develop the directors.

4.7 Propose methods to do a performance evaluation of the Board of Directors and any subcommittees on a yearly basis. This may include the consideration to adopt an external advisory body and following up and



concluding the results of the evaluation to the Board of Directors in order to improve operational performance and boost knowledge and skills of the Board of Directors.

4.8 Perform any other duties deemed fit by the Board of Directors. Assign operational tasks based on the scope of duties, with the Nomination and Remuneration Committee's authority to command the related management body or employees to give opinions, join the meeting, or submit documents deemed related and required in the performance under the scope of this Charter. Furthermore, in the performance of duties under this Charter, the Nomination and Remuneration Committee may ask for advice from an external advisory body or experts or professionals in other profession if they deem it fit and necessary.

## **5. Term of Office**

Members of the Nomination and Remuneration Committee each has their term according to their term as the Company director. Members of the Nomination and Remuneration Committee who retire from their positions may be reappointed as appropriate or necessary.

Members of the Nomination and Remuneration Committee shall not have their term of office ending at the same time.

Other than the retirement as per the term of office mentioned above, the members of the Nomination and Remuneration Committee shall retire from their offices through:

- (1) Resignation;
- (2) Lack of qualifications as a member of the Nomination and Remuneration Committee according to this Charter;
- (3) Relief from their positions through the Board of Directors' resolution.

If any of the members of the Nomination and Remuneration Committee wish to resign from their positions, they shall submit a letter to the Chairman of the Company. Resignation shall be effective from the date the Chairman of the Company has received such letter.

In the case where a position in the Nomination and Remuneration Committee becomes vacant due to other reasons than completion of term of office, the Board of Directors shall appoint a person of comprehensive qualities as the new member of the Nomination and Remuneration Committee within three months from the date of vacancy.

In the case where more than half or all of the members of the Nomination and Remuneration Committee is to retire through end of office term, the Nomination and Remuneration Committee shall notify the committee to consider appointment of independent directors or non-executive director to perform in their stead.

## **6. Meeting**

6.1 The Nomination and Remuneration Committee must conduct or call for at least two meetings per annum as they see fit. The Chairman of the Nomination and Remuneration Committee may call for additional meetings on occasion as he sees fit or in the case that not less than half the members of the Nomination and Remuneration Committee has requested for it. He may also call for a meeting without a letter of invitation to settle any such urgent matters.



6.2 At each meeting of the Nomination and Remuneration Committee, no fewer than half of the members currently in the office must be present to constitute a quorum. The Chairman of the Nomination and Remuneration Committee must act as the chairman of the meeting as well. In the case that the Chairman of the Nomination and Remuneration Committee is not present at the meeting or cannot perform his duties, the members present at the meeting shall appoint one of the members as the chairman of such meeting.

5.3 The resolution of the Nomination and Remuneration Committee shall be contingent on the majority vote of the directors present which constitutes a quorum. In the case of the votes concluding a draw, the chairman of the meeting shall give the last additional vote as the casting vote.

## **7. Performance Evaluation**

The Nomination and Remuneration Committee has the duty to evaluate their own performance and report to the Board of Directors on a once-per-annum basis.

## **8. Remuneration**

The criteria and form of remuneration payment to the directors shall be decided with consideration to the appropriateness and responsibilities of each director based on their experience, duties, circumstances, economic landscapes, in tandem and comparable with other companies in the same industry. This remuneration shall be approved at the shareholders' meeting on a yearly basis.

This Nomination and Remuneration Committee charter is an effective from April 27, 2023, onward.