
CHARTER OF
THE NOMINATION AND
REMUNERATION COMMITTEE

ROJUKISS INTERNATIONAL
PUBLIC COMPANY LIMITED

Charter of Nomination and Remuneration Committee
Rojukiss International Public Company Limited

1. Objectives

The Meeting of the Board of Directors of Rojukiss International Public Company Limited (the “Company”), No. 5/2024, held on 13 August 2024, resolved to approve this Nomination and Remuneration Committee Charter. The purpose of this Charter is to ensure that the Nomination and Remuneration Committee (the “NRC”) clearly understands its roles, duties, and responsibilities, and to prescribe the composition, duties, responsibilities, and operational guidelines of the NRC. The Charter also aims to promote good corporate governance principles and to enhance confidence and credibility among stakeholders. The NRC shall be responsible for establishing criteria and policies for the nomination and determination of remuneration for directors of the Company, members of sub-committees, the Chief Executive Officer, and Chief Officers. The NRC shall also nominate, select, and propose suitable candidates, as well as determine appropriate remuneration for the aforementioned key positions. In addition, the NRC shall perform other duties as assigned and submit its proposals to the Board of Directors and/or the shareholders’ meeting, as the case may be.

2. Composition

2.1 The Nomination and Remuneration Committee (the “NRC”) shall be appointed by the Board of Directors and shall consist of at least three (3) directors. The majority of its members should be independent directors in order to comply with the principles of good corporate governance for listed companies.

2.2 The Chairman of the Nomination and Remuneration Committee must be an independent director and should not serve as chairman of any other sub-committee, in order to ensure transparency and independence in the performance of duties.

2.3 The NRC may consider appointing a Secretary to the Nomination and Remuneration Committee to support the Committee's operations, including arranging meetings, preparing meeting agendas, distributing supporting documents, and recording the minutes of meetings.

3. Qualifications

3.1 Members of the Nomination and Remuneration Committee should possess the requisite knowledge, competence, and experience, as well as an understanding of the qualifications, duties, and responsibilities pertaining to their role as members of the NRC.

3.2 The Chairman of the Nomination and Remuneration Committee should be an independent director in order to provide leadership and ensure that the Committee's duties are carried out independently.

4. Authority, Duties, and Responsibilities

The Nomination and Remuneration Committee shall perform its duties as assigned by the Board of Directors, with the scope of authority, duties, and responsibilities as follows:

4.1 Nomination

(a) To establish criteria and policies for the nomination of directors and members of sub-committees, taking into consideration the number, structure, and composition of the Board, including determining qualifications appropriate to the size, type, and complexity of the Company's business, and making adjustments in line with changing circumstances. Such matters shall be proposed to the Board of Directors and/or submitted for approval to the shareholders' meeting, as the case may be.

(b) To establish policies, criteria, and procedures for the nomination, selection, and proposal of suitable persons to serve as directors of the Company, members of sub-committees, the Chief Executive Officer (CEO), and Chief Officers, upon expiration of term, vacancy of office, and/or in the case of additional appointments.

(c) To disclose the criteria and procedures for the nomination of directors, the Chief Executive Officer, and Chief Officers.

(d) To consider qualifications and prescribe guidelines for the nomination and selection of qualified persons in accordance with applicable regulations and laws, and to propose such persons to the Board of Directors and/or the shareholders' meeting for appointment to the following positions:

- Directors of the Company;
- Members of sub-committees vested with direct authority, duties, and responsibilities by the Board of Directors;
- Chief Executive Officer (CEO); and
- Chief Officers.

The nomination and selection process shall be conducted in an open, transparent, and impartial manner, free from bias.

(e) To consider the independence and qualifications of each independent director to ensure that the Company's independent directors possess all qualifications as required under applicable criteria and/or laws.

(f) To propose the names of suitable persons to serve as directors, members of sub-committees, the Chief Executive Officer, and Chief Officers upon expiration of term or vacancy of office, as assigned by the Board of Directors, for consideration by the Board and/or submission to the shareholders' meeting (as applicable).

(g) To consider and prepare a director development plan to enhance and develop the knowledge and skills of the Company's directors, enabling them to better understand their roles and responsibilities, the Company's business, economic conditions, technology, and laws or regulations relevant to the Company's business operations.

(h) To consider and prepare, or cause to be prepared, succession plans for directors and the Chief Executive Officer, including establishing succession policies for Chief Officers, and to monitor such succession plans in order to ensure continuity of operations and smooth transition without disruption. The succession policy and details of the nomination process shall be disclosed.

(i) To appoint external advisors as necessary at the Company's expense in order to effectively perform duties under this Charter.

(j) To perform any other acts relating to nomination as assigned by the Board of Directors and approved by the Nomination and Remuneration Committee.

4.2 Remuneration Determination

(a) To establish criteria and policies for determining remuneration and benefits of the Company's directors, members of sub-committees, the Chief Executive Officer, and Chief Officers.

(b) To determine necessary and appropriate remuneration, both monetary and non-monetary, for the Company's directors, members of sub-committees, the Chief Executive Officer, and Chief Officers on an individual basis, including other benefits. In determining remuneration for the Board of Directors, consideration shall be given to the appropriateness of duties and responsibilities, performance results, comparison with remuneration practices of other companies within the same industry as the Company, and the expected benefits to be derived from such directors. The proposed remuneration shall be submitted to the Board of Directors for consideration and approval and/or to the shareholders' meeting for further approval, as applicable.

(c) To be accountable to the Board of Directors and to provide clarification and respond to inquiries regarding directors' remuneration at the shareholders' meeting.

(d) To establish guidelines and evaluate the performance of directors, members of sub-committees, the Chief Executive Officer, and Chief Officers for the purpose of determining annual remuneration adjustments. Such evaluation shall take into account duties and responsibilities, associated risks, and shall place emphasis on the enhancement of long-term shareholder value.

(e) To report the policies, principles, and rationale for determining remuneration of directors and executives in accordance with the requirements of the Stock Exchange of Thailand, with disclosure in the Company's "56-1 One Report."

(f) To disclose the remuneration policy and various forms of remuneration, and to prepare a remuneration report containing, at a minimum, details of objectives, performance outcomes, and the opinions of the Nomination and Remuneration Committee, for inclusion in the Company's 56-1 One Report.

In this regard, the Nomination and Remuneration Committee shall review this Charter at least once a year and propose any revisions to the Board of Directors for approval. Management and relevant departments shall report or present relevant information and documents to the Committee to support the effective performance of its duties in accordance with its assigned responsibilities.

5. Term of Office and Appointment

5.1 Members of the Nomination and Remuneration Committee shall hold office for a term of three (3) years.

5.2 Members of the Nomination and Remuneration Committee may be reappointed for further terms as deemed appropriate by the Board of Directors.

5.3 In addition to vacating office upon expiration of term under Clause 5.1, a member of the Nomination and Remuneration Committee shall vacate office upon:

- Resignation;
- Death;
- Lacking the qualifications or possessing prohibited characteristics under the law governing public limited companies and/or the securities and exchange law; or
- Removal by resolution of the Board of Directors.

5.4 The Board of Directors shall have the authority to appoint additional members of the Nomination and Remuneration Committee as necessary to achieve the Committee's objectives or to replace any member

who has vacated office. A person appointed to replace a vacating member shall hold office only for the remaining term of the member whom he or she replaces.

6. Meetings

6.1 The Nomination and Remuneration Committee shall convene meetings as deemed appropriate, at least once per year, and shall have the authority to convene additional meetings as necessary.

6.2 A quorum of the Nomination and Remuneration Committee shall consist of not less than one-half of the total number of members.

6.3 All members should attend every meeting. If a member is unable to attend due to necessity, he or she should notify the Chairman of the Nomination and Remuneration Committee in advance.

6.4 The Chairman of the Nomination and Remuneration Committee shall preside over the meeting. In the absence of the Chairman or if the Chairman is unable to perform his or her duties, the members present shall elect one member to act as Chairman of the meeting for that occasion.

6.5 Resolutions of the Committee shall be passed by a majority vote. Any member who has an interest in a matter under consideration shall not participate in expressing an opinion or voting on such matter. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.

6.6 Notice of a meeting shall be delivered to members in advance of the meeting. In cases of necessity or urgency, notice may be given by other means or the meeting date may be scheduled sooner. The Secretary of the Nomination and Remuneration Committee shall record the minutes of the meeting.

6.7 The Committee may invite relevant persons to attend meetings in order to clarify facts or provide information to the Committee.

7. Remuneration

The remuneration of members of the Nomination and Remuneration Committee shall be subject to approval by the Board of Directors.

8. Reporting

8.1 The Nomination and Remuneration Committee shall regularly report its performance to the Board of Directors.

8.2 The Committee shall report the results of its performance to the Board of Directors, with disclosure of at least the following details:

- The number of meetings held;
- The attendance of each member; and
- The performance of duties in accordance with the Charter.

9. Evaluation of the Nomination and Remuneration Committee

The performance evaluation of the Nomination and Remuneration Committee shall be conducted annually, both collectively and individually, in order to enhance its effectiveness for the maximum benefit of shareholders and the organization.