

**Charter of**  
**the Nomination and Remuneration Committee**  
**Bound and Beyond Public Company Limited**

Reviewed and Effective on November 22, 2023

## **Charter of the Nomination and Remuneration Committee**

### **Objective**

The Nomination and Remuneration Committee (“**NRC**”) of Bound and Beyond Public Company Limited (“**Company**”) is a part of having a good corporate governance system. The NRC is responsible for nominating qualified persons to serve as directors in replacement of directors whose terms have expired or in other cases, and for considering the determination of remuneration for the Board of Directors and sub-committees in order to present to the Board of Directors for requesting an approval from the shareholder meeting. In addition, the NRC is also responsible for considering and recommending the Managing Director and his/her remuneration to the Board of Directors for approval.

Therefore, the Board of Directors has established this NRC Charter in order to build an awareness to NRC members about their duties and responsibilities, so that NRC members can perform their duties and responsibilities correctly and completely.

### **Composition and Qualification**

1. The NRC shall be appointed by the Board of Directors. It consists of at least 3 directors, and one of the NRC is appointed as the Chairman of NRC. The Board of Directors is responsible for annually reviewing the suitability of the composition of the NRC.
2. The NRC shall consist of at least 1 independent director.

### **NRC Meeting**

1. NRC meeting shall be called as the Chairman of NRC deems it necessary and appropriate. However, the meeting shall be held not less than twice a year.
2. In calling NRC meeting, the Chairman of NRC, or the Secretary to NRC by an order of the Chairman of NRC, shall submit the invitation letter to the NRC at least 7 days before the meeting date, except for an urgent case, the meeting appointment can be notified by other means or can be set at the earlier date than that as required.

NRC meeting may be scheduled to be held via electronic means, which NRC members attending the meeting, even though they are not in the same place, can meet and discuss and can express opinions among each other. This electronic meeting shall be conducted in compliance with the criteria and methods prescribed by relevant laws. In this regard, the NRC shall hold its meetings for considering various matters under its scope of duties and responsibilities.

3. The Managing Director may be invited to attend NRC meeting, except in the cases that the Managing Director has the interests in any matters, or the NRC deems appropriate.
4. Once the minutes of NRC meeting has been prepared, it shall be proposed to the NRC for certifying at the next meeting.
5. There shall be at least half of the total NRC members attending NRC meeting for constituting a quorum.

6. In the event that the Chairman of NRC is not attend the meeting or unable to perform the duties, NRC members attending the meeting shall select one NRC member to act as chairman of the meeting.
7. The resolution of NRC meeting shall be passed by a majority vote. Each NRC member shall have one vote. If the votes are equal, the chairman of the meeting shall cast an additional vote as the deciding vote.
8. NRC members who have the interests in any matter shall not be entitled to vote on such matter.

#### **Responsibilities of the NRC**

1. To determine the procedures and criteria for nominating directors and Managing Director.
2. To consider the directors' qualifications covering skills, experiences, special expertise that are beneficial to the Company, dedication of time and effort in performing duties as a director, including preparing Board Skills Matrix to be used for considering the diversity of directors in order to ensure the suitability for the Company's business operations.
3. To nominate the qualified persons for serving as directors in replacement of the directors retiring from office upon the expiration of their terms or other cases, including directors in the sub-committees, by taking into account the diversity in the structure of the Board of Directors, both in terms of knowledge, expertise, experience, and specific abilities that are beneficial to the Company, for proposing to the Board of Directors and/or the shareholder meeting for consideration and approval.
4. To propose the criteria for considering the fair and appropriate remuneration for directors which shall be in line with the overall operating results of the Company so that such remunerations attract and retain talented, quality and potential directors. In this regard, the candidates shall be considered by the Board of Directors before proposing them to the shareholder meeting for approval.
5. To prepare and annually review the succession plan for the position of Managing Director in order to ensure for the Company that there is a successor who can continuously manage the Company.
6. To propose the policy on payment of remunerations for the Management including salary and annual bonus which shall be in line with the Company's operating results, and performance of the Management. If the NRC deems it appropriate, the Company may engage the consulting firm for providing constructive advices.
7. To evaluate the annual performance of the Managing Director in order to be used for considering salary adjustment at appropriate rate, for further proposing to the Board of Directors for approval.
8. To perform any other duties as assigned by the Board of Directors.

#### **Report of the NRC**

1. The NRC reports to the Board of Directors about the results of NRC meeting or any matters that requires to be improved, or other matters that the Board of Directors should be acknowledged, at the next meeting of the Board of Directors.
2. The Chairman of NRC shall report to the shareholders in the Company's Annual Report about the performance of duties of the NRC.

**Performance Evaluation**

The NRC shall conduct annual evaluation of their performance and report to the Board of Directors.

This NRC Charter has been approved by the Board of Directors' Meeting No. 4/2023 held on November 22, 2023, and shall be effective from November 22, 2023 onwards.