บริษัท แพรนด้า จิวเวลรี่ จำกัด (มหาชน)
28 ซอยบางนา-ตราด 28
แขวงบางนาใต้ เขตบางนา
กรุงเทพฯ 10260

PRANDA JEWELRY PCL.
28 Soi Bangna-Trad 28,
Bangna Tai, Bangna,
Bangkok 10260 Thailand

www.pranda.com
Tel: +66 2 769 9999
Fax: +66 2 398 2143
+66 2 399 4877

Charter of the Nomination and Remuneration Committee

1. Purpose

The Nomination and Remuneration Committee has been appointed by the Board of Directors to be responsible for nominating and presenting remuneration to the Directors, Group Executive Directors, Risk Management Directors, Corporate Sustainable Development Directors, Chief Executives and Top Management for transparency, fairness and compliance with policies efficiently.

2. Composition

(1) The Nomination and Remuneration Committee does not have to be the Directors.

(2) The Nomination and Remuneration Committee should consist of not less than 3 members and not exceeding 10 members.

(3) The Chairman of the Nomination and Remuneration Committee must be independent.

3. Qualifications

(1) The Nomination and Remuneration Directors shall have knowledge, ability, integrity, honesty, business ethics and adequate time to dedicate knowledge and abilities to perform the entrusted duties to the Company.

(2) The Nomination and Remuneration Directors shall not engage in business as partners or become a director in another juristic person with same status which is in competition against the Company's business whether for own benefits or others.

4. Authorities

(1) Engage a consultant or the Company’s advisors (if any) or hire third-party consultants or experts in case of necessity at the Company’s expense.

(2) Have authorities to select the management or related employees of the Company to attend the meeting or disseminate the necessary documents.

(3) Have authorities to appoint one officer as a secretary.

5. Roles, Duties and Responsibilities

➢ Roles, Duties and Responsibilities on Nomination

(1) Consider the structure of the Board of Directors in terms of the number of committees appropriate to the size, type, and complexity of the business, qualifications of each director in terms of skills, experience and specific abilities related to the main business or industry in which the Company operates.

(2) Consider the qualifications of the person who will be an independent director to be appropriate to the specific characteristics of the Company and at least having an independence which meets the criteria set by the SEC Office.

(3) Establish criteria and methods for nominating individuals to hold director positions appropriate to the specific characteristics of the organization such as criteria for consideration of existing directors to continue holding positions, announcement criteria on nomination of director positions, criteria for allowing shareholders to nominate directors, criteria for using outsourcing companies for recruitment, criteria for considering individuals from the professional directory or criteria for each director to nominate suitable candidates.

(4) Prepare a development plan for the Directors to develop knowledge of current directors and new directors to understand the business in which the Directors hold positions in, roles and duties of directors and important developments such as industrial conditions, rules or laws related to the Company's business.

(5) Prepare a succession plan and review the development plan for the Chief Executives/1 and Top Management/2 to prepare for a continuous succession plan for a successor in case of Chief Executives and top management in that particular position retired or unable to perform duties in order to ensure that the management of the Company can be proceeded continuously.

(6) Propose criteria and guidelines for nominating the Company's directors, independent directors, Committees Chief Executives and top management.

(7) Carry out recruitment, selection and nomination of qualified persons to hold positions of the Company's Directors, Independent Directors, Committees and Chief executives to the Board of Directors for consideration of appointment.

(8) Propose criteria, methods and procedures for evaluating the performance of Chief Executives to the Board of Directors.

/1 Chief Executives is Chairman of Group Executive Committee

/2 Top Management includes Managing Director of each function and Top Executives in Accounting or Finance Field.

(9) Conduct an evaluation of the performance of the Board of Directors, Committees and Chief Executives as assigned by the Board of Directors.

(10) Perform any other duties related to recruitment as assigned by the Board of Directors.

➢ **Roles, Duties and Responsibilities on Remuneration**

(1) Propose criteria and guidelines for determining remuneration for the Company's Directors, Committees and Chief Executives including proposing criteria and guidelines for determining remuneration.

(2) Consider offering fair and reasonable remuneration for the Company's Directors and Chief Executives to the Board of Directors.

(3) Carry out remuneration for quality and qualified individuals to serve as the Company's Directors, Committees and Chief Executives.

(4) Consider proposing improvements to the policies and regulations of the Company's remuneration management to be consistent with current labor market conditions.

(5) Provide clarifications and answers regarding remuneration of the Company's Directors, Committees and Chief Executives. at the shareholders' meeting.

(6) Report on policies, principles and reasons for determining remuneration for the Directors and Chief Executives according to the regulations of the Stock Exchange of Thailand which shall be disclosed in the Form 56-1 One Report and the Company's annual report.

(7) Perform any other duties related to determining remunerations as assigned by the Board of Directors.

6. Term of Office and Retirement

(1) Term of Office

- The term of office of the Nomination and Remuneration Committee shall be 3 years. The Nomination and Remuneration Director with expired term may be re-elected as deemed appropriate by the Board of Directors.

(2) Retirement

2.1 The Nomination and Remuneration Committee shall be retired from position when:

- Expired Term
- Resigned
- Deceased

- Lack of qualifications to be the Nomination and Remuneration Director as prescribed by the Company or under the criteria of the Securities and Exchange Commission Act.
- The Board of Directors resolved that the committee membership shall cease.

2.2 The Nomination and Remuneration Director with expired term may be re-appointed as deemed appropriate by the Board of Directors.

2.3 In case the position of any member of the Nomination and Remuneration Committee becomes vacant due to reasons other than retirement by rotation, the Board of Directors shall appoint a person with complete qualifications to be a member. The replacement member can only hold the position for the remaining term of the Nomination and Remuneration Director whom he/she replaces.

7. Meeting

(1) The Nomination and Remuneration Committee must organize or call meetings as deemed appropriate.

(2) The resolution of the Nomination and Remuneration Committee Meeting shall be passed by majority votes of members present in the meeting with a quorum. Hence, the committee member who has conflicts of interest in an agenda is not entitled to attend the corresponding agenda.

(3) At least half of the members of the Nomination and Remuneration Committee shall attend the meeting to constitute a quorum.

(4) The final decision in the Nomination and Remuneration Committee meeting shall be passed by majority votes with one director having one vote, unless the director who has conflict of interest in any matter is not entitled to vote for such agenda. If the votes are equal, the Chairman of the meeting shall cast one additional vote as the decisive vote.

8. Report on Performance

The Nomination and Remuneration Committee shall report to the Board of Directors on the performance at least once a year.

9. Performance Assessment

(1) Conduct performance assessment by the Nomination and Remuneration Committee at least once a year.

(2) The group assessment shall be conducted with disclosure of criteria, procedures and overall assessment results in the annual report which shall also be reported to the Board of Directors.

(3) The group assessment comprises of the following items:

3.1 Structure and qualifications of the Nomination and Remuneration Committee

3.2 Roles, duties and responsibilities of the Nomination and Remuneration Committee

3.3 Meetings of the Nomination and Remuneration Committee

10. Nomination Criteria and Appointment Process for Directors, Sub-Committees, Top Executives and Senior Executives

The Nomination and Remuneration Committee shall establish the recruitment framework to ensure that those selected and appointed will be able to perform the duties of directors in accordance with the two important Fiduciary Duty principles: Duty of Care and Duty of Loyalty. The criteria for selecting directors shall take into account the structure of the Company's Board of Directors, the diversity of the Board of Directors' structure (Board Diversity), the appropriateness of the qualifications and skills of directors who are necessary and lacking in the Board of Directors, as well as the selection and appointment of Sub-Committees, Top Executives and Senior Executives. The Nomination and Remuneration Committee shall comply with the Nomination and Remuneration Committee's Manual.

11. Criteria for Remuneration

11.1 Remuneration of the Directors

(1) Criteria in setting up remuneration based on types of remuneration, process of remuneration distribution and number of remunerations referred from the Company's values generated to the shareholders and presented to the Board of Directors to further propose for the approval on the Annual General Meeting.

(2) Remuneration of the Directors is set up based on strategies and long-term goals of the Company, duties and responsibilities as well as potential benefits earned from each director which should be appropriate and able to stimulate incentives and retain the Directors to be competitive in the industry level.

(3) Directors who are members of other sub-committees will not receive remuneration, except for the Audit Committee, the Nomination and Remuneration Committee, the Risk Management Committee, and the Corporate Sustainability Development Committee, which will receive remuneration in the form of meeting allowances, which will be received only by directors who do not receive monthly remuneration.

11.2 Remuneration of the Chief Executives

(1) Establish criteria for determining the remuneration of the Chief Executive Officer (CEO) to ensure appropriateness, fairness, transparency, and alignment with the company's short-term and long-term performance, as well as to motivate the CEO to perform duties in the best interests of shareholders and all stakeholders. The consideration shall be based on the following:

1. The duties and responsibilities of the CEO and their impact on the company's overall performance.
2. Alignment with the company's performance under the OKR (Objectives and Key Results) framework, taking into account the achievement of approved Objectives and Key Results endorsed by the Board of Directors.
3. The Remuneration Committee shall assess the appropriateness of the OKR targets and performance outcomes for use in annual bonus calculation, benchmarked against the market to ensure competitiveness with companies within the same industry.
4. Promote long-term alignment by encouraging the CEO to focus on generating sustainable value for the company and its shareholders.

PRANDA GROUP

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(2) The Nomination and Remuneration Committee evaluates the performance of the Chief Executives annually for determining the remuneration of chief executives through agreed standards set with chief executives following concrete criteria which shall include financial performance, performance towards objectives and long-term strategic planning, development of the Executives, etc. and present the performance results of chief executives to the Board of Directors for consideration and approval. The Board Chairman shall communicate the results of consideration to chief executives.

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Dr. Jiraporn Popairoj

Chairman of Nomination and Remuneration Committee

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Mrs. Rawittha Pongnuchit

Board Chairman

Pranda Jewelry Public Company Limited

14th Edition

This Charter has been approved by the Board of Directors' meeting of Pranda Jewelry Public Company Limited 5/2025 on November 12th, 2025 and to be effective from November 12th, 2025 onwards.