



Remuneration Committee Charter

Thai Rubber Latex Group Public Company Limited

1. Objective

The Remuneration Committee is established to formulate policies and consider the criteria for remuneration of employees, directors, and senior executives to ensure appropriateness, clarity, and transparency. The Committee reviews the suitability of the existing remuneration criteria and benchmarks them against remuneration data of other companies within the same industry. It determines appropriate criteria to drive performance in line with expectations, ensure fairness, and reward individuals who contribute to the Company's success. The Committee reviews all forms of remuneration, including fixed remuneration, performance-based remuneration, and meeting allowances. It considers performance evaluation criteria as assigned by the Board of Directors and reviews annual remuneration adjustments, taking into account duties, responsibilities, and related risks, as well as placing emphasis on long-term value creation for shareholders as part of the evaluation process.

2. Composition and tenure of the Remuneration Committee

2.1 The Company has a Remuneration Committee comprising at least 3 directors. The Board of Directors shall elect directors together to be the Chairman of the Remuneration Committee, and not less than half of the total number of directors must reside in the Kingdom.

2.2 The Remuneration Committee shall consist of at least 50% of the number of independent directors.

2.3 If any member of the committee wishes to retire, submit a resignation letter to the Company. The resignation is effective from the date the resignation letter reaches the Company.

2.4 In addition to vacating office by rotation (2 years per term), the member of the committee may vacate office upon:

- Death
- Resignation
- Lack of qualifications or having prohibited characteristics under the law of a public limited company
- Order issued by the court

2.5 In the event that a director's position becomes vacant for reasons other than the expiration of the term, the Board of Directors shall elect a qualified person to replace it at the next Board Meeting, unless the remaining term of the committee member is less than two months.

3. Qualifications of persons to be appointed as the Remuneration Committee

3.1 The member of the committee must be a person with appropriate qualifications and must not possess any prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992), as amended, the Securities and Exchange Act B.E. 2535 (1992), as amended, or in accordance with the rules prescribed by the Securities and Exchange Commission.

3.2 The member of the committee must possess the full qualifications as prescribed by the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET).

3.3 The member of the committee can exercise its discretion honestly and independently of the management and any other interested parties.

3.4 The member of the committee must be able to devote sufficient time to the company in which he is a director and pay attention to the performance of his/her responsibilities.

4. Scope of powers and duties of the Remuneration Committee

4.1 Determine policies, criteria, and methods for selecting directors and senior management to propose to the Board of Directors for approval.

4.2 Determine the policy for the payment of remuneration and other benefits, including the amount of remuneration and other benefits to senior executive directors, with clear and transparent criteria for submission to the Board for consideration and submission of such policies to the relevant supervisory authority upon request.

4.3 Determine guidelines for evaluating the performance of directors and high-level executives to consider annual compensation adjustments, taking into account their duties, responsibility, and related risks, as well as giving importance to the long-term increase in the value of the shareholders' equity in consideration of the evaluation.

4.4 Perform any other acts as assigned by the Board of Directors of the Company.

5. Meetings

5.1 The meeting of the Remuneration Committee has set a date and time in advance throughout the year so that directors can allocate time to attend every meeting.

5.2 The Remuneration Committee must meet at least once a year and the Chairman may call for additional meetings as necessary.

5.3 In holding a meeting of the Remuneration Committee, the chairman or a person entrusted to summon the meeting shall arrange a meeting notice to be sent to the members not less than seven days prior to the date of the meeting, except in case of urgency. This is to maintain the rights or benefits of the Company. The meeting may be called by other methods and an earlier meeting date may be scheduled in the event that any Board of Directors' meeting is a meeting via electronic media. The delivery of meeting documents may be made by electronic mail, which must be delivered within the time limit set forth in this section. A copy of the invitation letter and supporting documents must also be kept as evidence, which may be stored in electronic form.

5.4 The quorum of the meeting of the Remuneration Committee must consist of not less than half of the total number of directors. If the chairman is not present at the meeting or is unable to perform his duties, the vice chairman shall be the chairman. If there is no vice chairman or there is but is unable to perform the duties, the members present shall elect one among themselves to preside over the meeting.

5.5 All resolutions of the committee meeting shall be decided by a majority vote of the members present at the meeting having one vote unless a director who has an interest in any matter has no right to vote on that matter. In case of equal votes, the chairman of the meeting shall have an additional vote as a casting vote.

5.6 The meeting of the Remuneration Committee shall be held at the locality where the Company's head office is located, or nearby provinces, or at any other place as determined by the Board of Directors.

5.7 The Company will record the minutes of the Remuneration Committee meeting and collect certified documents for reference and review. In every meeting of the Remuneration Committee, the Company will arrange for executives and related persons to attend the meeting to provide information and details for accurate and timely decision making.

6. Remuneration

Directors' bonus and remuneration to the maximum, as determined by the shareholders' meeting.

7. Charter Review

The Committee shall review and assess the adequacy and appropriateness of the Charter at least once a year.