



RPCG Public Company Limited

Nomination and Remuneration Committee Charter

Revised Version 2026

Note: Approved by the Board of Directors of the Company Meeting No. 1/2026, effective on February 25, 2026.



Nomination and Remuneration Committee Charter

Objective

To perform the duty of establishing transparent criteria and procedures for nomination, as well as screening and selecting qualified individuals for appointment as directors, sub-committee members, and the Managing Director. This also includes determining the structure and criteria for remuneration in a transparent manner, in line with good corporate governance principles and other relevant regulations, and in accordance with the Company's performance, roles and responsibilities, and the performance of directors. The remuneration shall be set at an appropriate level comparable to companies in the same industry or of similar size. This is to be proposed to the Board of Directors or the Shareholders' Meeting for consideration and approval, as the case may be.

Accordingly, RPCG Public Company Limited has established the "Nomination and Remuneration Committee Charter" in accordance with the regulations of the Stock Exchange of Thailand, with the following details:

Definitions

"Core Company" means a subsidiary of a holding company that operates a business domestically or internationally, as designated by the holding company. The Core Company must have its own principal business operations and must not be a company listed on the Stock Exchange of Thailand. The Core Company of RPCG Public Company Limited is Pure Energy Thailand Company Limited.

"Subsidiary" means a company in which the Company and/or the Core Company holds, directly or indirectly, more than 50% of the total voting rights and has the power to control its operations, including determining its overall strategic direction and policies. This excludes listed companies and their group companies.

"Associate" means a company in which the Company and/or the Core Company holds, directly or indirectly, between 20% and 50% of the total voting rights, and has the power to participate in decisions regarding financial and operating policies, but does not have control over such policies. This excludes listed companies and their group companies.

Scope of authority, duties and responsibilities of the Nomination Committee and consider compensation as follow:

1.1 To establish criteria, policies, and procedures for the nomination of suitable individuals to serve as directors, executive directors, the Managing Director, and advisors of the Company and its subsidiaries, taking into consideration their knowledge, capabilities, reputation, experience, and integrity. This shall also include providing shareholders with the opportunity to propose candidates for directorship. Consider recruiting the Company Directors, Sub-Committee and Managing Director to propose to the Board of Directors for approval and/or to propose to the shareholders' meeting for approval as the case may be whom is a person with knowledge, experience, and specific abilities that are beneficial to the Company.

1.2 To perform nomination duties in accordance with the established objectives and principles with due care, prudence, and in the best interests of the Company, prior to proposing candidates to the Board of Directors for consideration and appointment. Establish policies and criteria for determining compensation of Directors, Sub-Committees and Managing Director for proposing to the Board of Directors to consider approving and/or proposing for approval at the shareholders' meeting, depending on the case.

1.3 To establish a succession development plan for the Managing Director of the Company and the Core Company, in order to prepare and develop high-potential individuals to assume the position in the event that the Managing Director retires, resigns, or is unable to perform his/her duties.

1.4 To consider the composition of the Board of Directors of the Company, the Core Company, and its subsidiaries, including determining an appropriate board size in relation to the scale, nature, and complexity of the business, as well as the qualifications of each director in terms of skills, experience, and specific expertise relevant to the Company's core business or industry.

1.5 To consider the qualifications of individuals to be appointed as independent directors to ensure appropriateness with the Company's specific characteristics, whereby such independence must, at a minimum, comply with the criteria prescribed by the Securities and Exchange Commission.



1.6 The Nomination Committee shall report its performance to the Board of Directors at least twice a year.

1.7 To consider and establish policies, criteria, and procedures for nomination, as well as remuneration policies and payment structures, ensuring they are appropriate to the roles and responsibilities, aligned with the Company's performance and market conditions, and primarily focused on creating value for the Company and the Core Company. Such policies shall be reviewed at least once a year.

1.8 To determine the remuneration structure and other benefits for directors, sub-committee members, and the Managing Director, considering both monetary and non-monetary forms and the appropriateness of existing criteria. This includes benchmarking against companies in the same or comparable industries in order to attract and retain qualified directors, sub-committee members, and the Managing Director of the Company. The proposed structure shall be submitted to the Board of Directors and/or the Shareholders' Meeting for approval.

1.9 To establish criteria for the performance evaluation of the Managing Director of the Company and the Core Company, with the Chairman of the Board participating in the evaluation process.

1.10 To ensure that the Company provides orientation programs and relevant documents and information beneficial for newly appointed directors to effectively perform their duties.

1.11 The Nomination and Remuneration Committee shall evaluate the performance of the Managing Director on a regular basis, at least once a year, by assessing performance over the past year based on Key Performance Indicators (KPIs) and evaluations from the Executive Committee, as well as benchmarking the Company's performance against other companies in the same industry, and submit the results to the Board of Directors.

1.12 To ensure the disclosure in the annual report of additional remuneration received by each member of the Nomination and Remuneration Committee in connection with their roles as directors.

1.13 To perform any other duties as assigned by the Board of Directors.

Composition and Qualifications of the Nomination and Remuneration Committee as follow:

1. Appointed by the Board of Directors of the Company.
2. Consists of at least 3 Directors, most of the Directors must be independent Directors and the Chairman of the Nomination and Remuneration Committee must be an independent Director and not being the Chairman of the Board of Directors of the Company.
3. To be able to appoint one employee of the Company to act as secretary of the Nomination and Remuneration Committee.

Appointment, term of office and dismissal:

Appointment:

The Board of Directors of the Company considers the appointment of the Chairman and Directors of the Nomination and Remuneration Committee. The Board of Directors of the Company has elected one independent Director to be the Chairman of the Nomination and Remuneration Committee.

Term of office:

1. The term of office for the Nomination and Remuneration Committee is the same as the term of office of Directors of the Company. A Director of the Nomination and Remuneration Committee who retires by rotation may be re-appointed.
2. In case of the Nomination and Remuneration Committee is vacant due to other reasons. The Board of Directors of the Company appoints a fully qualified Director to be a Director of the Nomination and Remuneration Committee within 3 months from the date the position becomes vacant so that the Directors of the Nomination and Remuneration Committee have reached the required number. A person who becomes a Director of the Nomination and Remuneration Committee will be in office only for the remaining term of the Nomination and Remuneration Committee Director that he/she replaces.



Dismissal:

- Death
- Resignation
- Retirement from the position of a Director
- Lack of qualifications for being a member of the Nomination and Remuneration Committee
- The Board of Directors of the Company passed a resolution to dismiss him/her from office.

The resignation of a Director of the Nomination and Remuneration Committee shall submit a resignation letter to the Chairman of the Board of Directors of the Company. The Board of Directors of the Company has the authority to appoint additional Director of the Nomination and Remuneration Committee for the benefit of carrying out the objectives or to replace Director of the Nomination and Remuneration Committee who retire from office by resignation or the resolution of the Board of Directors of the Company to retire from office.

A person appointed to be a Director of the Nomination and Remuneration Committee shall be in office only for the remaining term of the Director of the Nomination and Remuneration Committee whom he/she replaces. In the case of the Nomination and the Remuneration Committee wishes to resign before the end of his/her term of office. He/She should notify the Company in advance and specify reasons so that the Board of Directors of the Company can consider appointing other qualified Directors to replace the resigned one. However, the Company must notify the Stock Exchange of Thailand of its resignation and considering the remuneration. The person who resigns may also clarify the cause to the Stock Exchange of Thailand in another way as well.

In the case of the Nomination and the Remuneration Committee was withdrawn before the end of their term of office. The Company must notify the Stock Exchange of Thailand of removal and causes for acknowledgment by the Nomination and the Remuneration Committee and consider the remuneration that was withdrawn and has the right to explain such cause to the Stock Exchange of Thailand as well.

In the case of the Nomination and the Remuneration Committee retire from office as a whole. The Nomination and the Remuneration Committee who leave the position to act in the position to continue working for the time being until the new Nomination and the Remuneration Committee take on the duties.

Quorum and meeting

1. The Nomination and the Remuneration Committee arranges or calls meetings as deemed appropriate at least once a year and has the authority to call additional meetings as necessary. The quorum consisted of Directors of the Nomination and Remuneration Committee not less than half of the total number of Directors.
2. All Directors should attend every meeting unless there is a necessary reason to not be able to attend the meeting. The Chairman of the Nomination and Remuneration Committee should be notified in advance.
3. Chairman of the Nomination and Remuneration Committee presided over the meeting. In case of the Chairman of the Nomination and Remuneration Committee is not in the meeting or is unable to perform his duties. The Directors of the Nomination and Remuneration Committee who attend the meeting shall elect one of the Nomination and Remuneration Committee Directors to be the chairman of the meeting.
4. Resolutions of the Nomination and Remuneration Committee can be done by holding a majority vote. In this regard, the Nomination and Remuneration Committee who has any interest in the matter under consideration must not participate in expressing opinions and has no right to vote on that matter.
5. Delivery of the meeting invitation letter to Directors of the Nomination and Remuneration Committee, to be delivered 7 days in advance of the meeting. Except in necessary or urgent cases, it will notify the meeting by other means or set an earlier meeting date. The secretary of the Nomination and Remuneration Committee shall be responsible for recording the meeting minutes.
6. The Nomination and Remuneration Committee can invite relevant persons to attend meetings to clarify facts to the meeting of the Nomination and Remuneration Committee for acknowledgment.
- 7.

Reporting:

Report on the performance of the Nomination and Remuneration Committee to the Board of Directors of the Company for acknowledgment and prepare a report of the Nomination and Remuneration Committee to be disclosed in the annual report (One Report) of the Company and signed by Chairman of the Nomination and Remuneration Committee.

Compensation:

Nomination and Remuneration Committee is the person who determines the remuneration and proposed to the Board of Directors for approval to propose to the shareholders' meeting for approval.

