



## Nomination and Remuneration Committee Charter

TQR Public Company Limited

## Nomination and Remuneration Committee Charter

### 1. Objective

The Board of Directors has approved the establishment of the Nomination and Remuneration Committee Charter to define its composition, qualifications, duties, responsibilities, and operating guidelines. This is to ensure that the Nomination and Remuneration Committee performs its duties fairly, appropriately, and transparently, in accordance with the principles of good corporate governance, thereby fostering confidence and credibility among stakeholders.

### 2. Composition and Appointment of the Nomination and Remuneration Committee

- 2.1 Appointed by the Board of Directors, comprising at least three directors, of whom not less than half must be independent directors.
- 2.2 The Chairperson of the Nomination and Remuneration Committee must be an independent director.

### 3. Qualifications of the Nomination and Remuneration Committee

- 3.1 Members of the Nomination and Remuneration Committee must possess the knowledge, capabilities, and experience relevant to their duties and responsibilities.
- 3.2 Members of the Nomination and Remuneration Committee must have the required qualifications and must not possess any prohibited characteristics as prescribed by the law governing public limited companies, the law governing securities and exchange, the law governing non-life insurance, notifications of the Office of the Insurance Commission (OIC), and other applicable laws.
- 3.3 Members of the Nomination and Remuneration Committee must be able to devote sufficient time to perform their duties as members of the Nomination and Remuneration Committee in order to achieve the Company's objectives.

### 4. Term of Office

- 4.1 Members of the Nomination and Remuneration Committee shall serve a term of three years, in accordance with the term of office of directors. Upon completion of their term, members of the Nomination and Remuneration Committee may be reappointed.
- 4.2 In the event that a member of the Nomination and Remuneration Committee completes their term or is unable to serve for the full term, resulting in the number of committee members being fewer than three, the Board of Directors shall appoint a new member immediately or no later than three months from the date the number of members becomes insufficient, in order to ensure continuity in the performance of the Committee's duties. A person appointed to replace a departing member shall hold office only for the remaining term of the member whom they replace.

4.3 In addition to vacating office upon completion of the term as stated above, members of the Nomination and Remuneration Committee shall vacate office upon the occurrence of any of the following events:

- (a) Death
- (b) Resignation
- (c) Loss of qualifications as a member of the Nomination and Remuneration Committee as specified in this Charter
- (d) In the case where a member holds the position of director and subsequently lacks the qualifications to be a director or possesses prohibited characteristics under the law governing public limited companies, or exhibits characteristics indicating a lack of appropriateness to be entrusted with the management of a company with public shareholders as prescribed by the Securities and Exchange Act (and its amendments), relevant notifications of the Office of the Securities and Exchange Commission, including the law governing non-life insurance, or possesses prohibited characteristics under the relevant notifications of the Office of the Insurance Commission (OIC)
- (e) Removal by a resolution of the Board of Directors (such resolution must be approved by not less than three-fourths (3/4) of the directors present at the meeting and entitled to vote)
- (f) In the case where a member holds the position of director and the shareholders' meeting subsequently passes a resolution to remove such person from the position of director (such resolution must be approved by not less than three-fourths (3/4) of the shareholders present at the meeting and entitled to vote, holding in aggregate not less than one-half of the total shares held by the shareholders present and entitled to vote)
- (g) A court order requiring removal from the position of director

4.4 Any member of the Nomination and Remuneration Committee wishing to resign shall submit a written resignation to the Company. The resignation shall be effective from the date the resignation letter is received by the Company or from the effective date specified in the resignation letter, whichever is later. In the event that the Chairperson of the Nomination and Remuneration Committee resigns or vacates office for any reason before the expiration of the term, the Board of Directors shall select a new Chairperson after appointing a new qualified member who does not possess any prohibited characteristics as prescribed by law.

## 5. Duties and Responsibilities

5.1 Consider nominating and selecting qualified individuals to serve as directors in place of those retiring by rotation or to fill vacant director positions in other circumstances not resulting from the completion of a term. Transparent criteria or methods for nomination and selection shall be

established, taking into account experience, profession, diversity of skills (Board Skills Matrix), and specific qualifications necessary for the Company's business operations to ensure balance across various fields and maximize benefits. The Committee may also consider the director pool or database of reputable organizations. The proposed nominees shall be submitted to the Board of Directors and/or the shareholders' meeting for consideration and approval.

- 5.2 Consider proposing directors with appropriate qualifications to serve on subcommittees and submit such proposals to the Board of Directors for consideration and approval.
- 5.3 Consider guidelines and determine remuneration for directors and subcommittee members by establishing fair and reasonable criteria or methods for remuneration. Such proposals shall be submitted to the Board of Directors and the shareholders' meeting for consideration and approval.
- 5.4 Consider guidelines and principles for the annual performance evaluation of the Board of Directors by establishing Board Key Performance Indicators (Board KPIs), and preparing performance evaluation forms for the Board of Directors and for the Nomination and Remuneration Committee.
- 5.5 Consider nominating and selecting qualified individuals to serve as Chief Executive Officer by establishing transparent criteria or methods for nomination and selection. Consideration shall be based on experience, knowledge, capabilities, necessary skills, specific qualifications required for the Company's business operations to achieve its objectives and goals, leadership qualities, and executive leadership experience. The proposed candidate shall be submitted to the Board of Directors for consideration and approval.
- 5.6 Consider guidelines and determine the remuneration of the Chief Executive Officer by establishing topics and criteria for the annual performance evaluation of the Chief Executive Officer, including conducting the performance evaluation to determine appropriate remuneration, before submitting to the Board of Directors for consideration and approval.
- 5.7 Perform any other duties as assigned by the Board of Directors.

## **6. Meetings and Resolutions**

- 6.1 The Committee should convene at least twice a year. Management, executives, employees of the Company, or other relevant persons may be invited to attend meetings to provide opinions or submit documents or information deemed relevant or necessary.
- 6.2 At every meeting of the Nomination and Remuneration Committee, the quorum shall consist of not less than two-thirds of the total number of committee members holding office at that time. If the Chairperson of the Nomination and Remuneration Committee is unable to attend the meeting, the committee members present shall elect one member to act as chairperson of the meeting.

- 6.3 A member of the Nomination and Remuneration Committee who has an interest in any matter under consideration shall not be entitled to vote on such matter, except in the case of consideration of remuneration for the entire Board of Directors.
- 6.4 Each member of the Nomination and Remuneration Committee shall have one vote, and resolutions shall be passed by a majority vote. In the event of a tie, the Chairperson of the Nomination and Remuneration Committee shall have an additional casting vote.
- 6.5 The Nomination and Remuneration Committee may hold meetings via electronic means as permitted under the law governing electronic meetings. The location of the Company's head office shall be deemed the meeting venue.
- 6.6 The Chairperson of the Nomination and Remuneration Committee and/or a person designated by the Chairperson shall report the meeting results to the Board of Directors' meeting for acknowledgment.

## **7. Performance Evaluation and Reporting**

- 7.1 The Nomination and Remuneration Committee shall conduct an annual performance evaluation of the Committee to review whether its operations remain appropriate and aligned with its established scope of responsibilities.
- 7.2 A summary of the Committee's performance shall be included in the Company's annual report.

## **8. Review and Amendment of the Charter**

The Nomination and Remuneration Committee shall review this Charter annually and propose any amendments as deemed appropriate to the Board of Directors for consideration and approval.

**This Charter is reviewed and will be effective from February 21, 2025 onwards.**

**Note: Approved by the resolution of the Board of Directors' Meeting No. 2/2025 convened on February 21, 2025.**