



AURORA

Nomination and Remuneration

Committee Charter

Aurora Design Public Company Limited

Revision / Amendment History

No.	Details	Effective Date
01	Initial issuance	November 13, 2021
02	1st amendment	March 1, 2022
03	2nd amendment	February 28, 2024
04	3rd amendment	February 28, 2025
05	4nd amendment	May 14, 2025
06	5rd amendment	May 11, 2026

Table of Contents

Topic	Page
1. Definitions	1
2. Objectives	1
3. Composition	1
4. Qualifications of Committee Members	1
5. Appointment of Committee Members	2
6. Term of Office	2
7. Vacation of Office	2
8. Powers, Duties, and Responsibilities	3
9. Meetings	4
10. Quorum and Voting	4
11. Performance Evaluation	4
12. Reporting	4
13. Review	5

Nomination and Remuneration Committee Charter

1. Definitions

Company	means	Aurora Design Public Company Limited
Board of Directors	means	Board of Directors of Aurora Design Public Company Limited
Nomination and Remuneration Committee	means	the Nomination and Remuneration Committee of Aurora Design Public Company Limited
Director	means	Director of Aurora Design Public Company Limited
Nomination and Remuneration Committee Member	means	a member of the Nomination and Remuneration Committee of Aurora Design Public Company Limited.

2. Objectives

The Nomination and Remuneration Committee (the "Committee") is established to identify and select qualified candidates for appointment as directors, members of sub-committees, the Chief Executive Officer and executives of the Company. The Committee also considers policies, frameworks and forms of remuneration for directors, members of sub-committees, the Chief Executive Officer and executives for submission to the Board of Directors and/or the shareholders' meeting for consideration and approval, as applicable.

3. Composition

- 3.1 The Committee shall comprise at least three (3) members and should comprise more than half independent directors.
- 3.2 The Board of Directors or the Committee shall appoint one (1) Committee member to serve as Chairperson. The Chairperson should be an independent director.
- 3.3 The composition of the Committee should take into consideration diversity, including age, gender, race, nationality, domicile, knowledge, capabilities, skills, areas of expertise and professional experience.
- 3.4 A Committee member is not required to be a director of the Company.
- 3.5 The Committee shall appoint a Secretary, who may be the Company Secretary or another person deemed appropriate by the Committee, to assist the Committee in arranging meetings, preparing agendas, circulating meeting materials and preparing minutes of meetings.

4. Qualifications of Committee Members

- 4.1 Possesses knowledge, competence, integrity, relevant experience beneficial to the performance of duties, and appropriate business ethics to perform the duties of a Nomination and Remuneration Committee member.

- 4.2 Is able to devote sufficient time to fully perform the duties and regularly provide views and opinions on the Company's operations.
- 4.3 Does not possess any prohibited characteristics prescribed by applicable laws and regulations.
- 4.4 Does not engage in a business of the same nature as, and competing with, the Company's business, whether for his or her own benefit or for the benefit of others, unless such matter has been disclosed to the Board of Directors prior to the appointment.

5. Appointment of Committee Members

- 5.1 The Board of Directors shall appoint persons who possess the qualifications specified in Section 4 above and who have been considered by the Nomination Committee to serve as a Nomination and Remuneration Committee members.

6. Term of Office

- 6.1 A Nomination and Remuneration Committee member shall hold office for a term of three (3) years, in accordance with the term of office as a director of the Company, in the case of a Committee member who is also a director of the Company. A Committee member whose term has expired may be reappointed.
- 6.2 If a Committee member completes his or her term or is unable to complete the term, resulting in the number of Committee members falling below three (3), the Board of Directors shall appoint a new Committee member to restore the required number immediately or, at the latest, within three (3) months from the date on which the Committee is incomplete, in order to ensure continuity in the performance of the Committee's duties.

7. Vacation of Office

- 7.1 Death.
- 7.2 Resignation by submitting a resignation letter to the Chairman of the Board of Directors. The resignation shall take effect from the date on which the resignation letter is received by the Company.
- 7.3 Expiration of the term of office as Nomination and Remuneration Committee member.
- 7.4 Ceasing to hold office as a director of the Company.
- 7.5 Possessing any prohibited characteristics prescribed by applicable laws.
- 7.6 Removal from office by resolution of the Board of Directors.

If a Nomination and Remuneration Committee member vacates office before the expiration of his or her term, the Board of Directors shall consider appointing a qualified and appropriate person as a replacement. The replacement member shall hold office only for the remaining term of the member whom he or she replaces.

8 Powers, Duties, and Responsibilities

- 8.1 Consider and propose the structure and composition of the Board of Directors and sub-committees, including an appropriate number of members, taking into account business size, nature, complexity, strategy and changing business conditions.
- 8.2 Establish qualifications and selection criteria for directors, members of sub-committees and the Chief Executive Officer for Board approval.
- 8.3 Recruit and select candidates based on knowledge, expertise, experience, Board Skills Matrix, diversity and specific qualifications necessary for the Company's business, including candidates from a reputable Director Pool or database.
- 8.4 Consider the independence qualifications of independent directors to ensure compliance with applicable criteria.
- 8.5 Arrange director and sub-committee development to enhance knowledge and skills relevant to the Company's business, economic conditions, technology, laws and regulations.
- 8.6 Establish a Chief Executive Officer development plan and senior-management succession plan and review it annually.
- 8.7 Consider criteria and forms of monetary and non-monetary remuneration for directors, sub-committee members and the Chief Executive Officer, benchmarking against comparable listed companies under SEC/SET supervision and considering duties, responsibilities, Company performance, strategy and long-term objectives. Propose remuneration to the Board; the Board approves CEO remuneration, while director remuneration is proposed to shareholders annually for approval.
- 8.8 Establish performance evaluation criteria and evaluate the Chief Executive Officer for Board approval.
- 8.9 Establish performance evaluation criteria and evaluate the Chief Executive Officer for Board approval.
- 8.10 The Committee may require management or relevant employees to provide information, attend meetings or submit necessary documents, and may obtain advice from independent external advisors or professional experts at the Company's reasonable expense. Such advisors and their independence shall be disclosed in the Annual Report, if applicable.
- 8.11 Perform other duties as assigned by the Board of Directors.

9 Meetings

- 9.1 Meetings of the Committee shall be held as deemed appropriate by the Chairperson of the Nomination and Remuneration Committee, provided that the Committee shall meet at least two (2) times per year.
- 9.2 For each Committee meeting, the Chairperson or a person duly authorized by the Chairperson shall deliver the meeting notice together with the agenda and supporting documents to all Committee members at least five (5) days prior to the meeting. The notice and supporting documents may be delivered electronically to allow Committee members sufficient time to review the relevant information. In urgent circumstances where necessary to protect the Company's rights or interests, the meeting notice may be given by other means or the meeting may be scheduled on shorter notice.

10 Quorum and Voting

- 10.1 A quorum shall be constituted when at least two-thirds (2/3) of the total number of Nomination and Remuneration Committee members are present at the meeting.
- 10.2 If the Chairperson is absent or unable to perform his or her duties, the Committee members present shall elect one member to act as Chairperson of the meeting.
- 10.3 Resolutions of the meeting shall be passed by a majority vote.
- 10.4 Each Committee member shall have one (1) vote, A Committee member who has a conflict of interest or other interest in any matter shall not be entitled to vote on such matter. In the event of an equality of votes, the Chairperson of the meeting shall have a casting vote. At the time a resolution is adopted, at least two-thirds (2/3) of the total number of Committee members must be present.

11 Performance Evaluation

The Nomination and Remuneration Committee shall conduct regular performance evaluations of Nomination and Remuneration Committee both collectively and individually, at least once a year, to assess the performance of its duties, and shall report the evaluation results to the Board of Directors.

12 Reporting

- 12.1 The Nomination and Remuneration Committee shall regularly report and the discharge of its duties to the Board of Directors for acknowledgement.
- 12.2 The Nomination and Remuneration Committee shall report its performance during the preceding year to shareholders in the annual report, including at least the following:
- 12.2.1 Number of Nomination and Remuneration Committee meetings held.
 - 12.2.2 Number of meetings attended by each Committee member.
 - 12.2.3 Performance of duties in accordance with this Charter.

13 Review

The Committee shall review the details of and compliance with this Nomination and Remuneration Committee Charter at least once a year to ensure consistency with applicable legal requirements and circumstances prevailing at the time.

This Nomination and Remuneration Committee Charter shall be effective from May 11, 2026 onwards.

/s/

(Mr. Prasit Srirungtham)

Chairman of the Board of Directors

Aurora Design Public Company Limited