

Nomination, Remuneration, and Corporate Governance Committee Charter

1. Purpose

The Nomination, Remuneration, and Corporate Governance Committee (the “NRGC”) is appointed by the Board of Directors of Thai Union Feedmill Public Company Limited (the “Company”) to assist in fulfilling the Board’s responsibilities. The NRGC is responsible for establishing criteria and policies related to the nomination and remuneration of the Company’s directors, subcommittees, and the Chief Executive Officer. Additionally, the NRGC oversees operational management to ensure transparency, fairness, and efficiency in compliance with the principles of good corporate governance set by relevant regulatory bodies.

2. Composition

- 2.1 The NRGC shall be appointed by the Board of Directors.
- 2.2 The NRGC shall consist of no fewer than three members, and more than half of the total number of members must be independent directors.
- 2.3 The Chairman of the NRGC may be appointed by the Board of Directors or elected by the NRGC members from among themselves. The Chairman must be an independent director.
- 2.4 The NRGC may appoint a qualified person to serve as the Secretary of the NRGC.

3. Qualifications

- 3.1 Must hold a position as a director of the Company.
- 3.2 Must possess the ability to exercise discretion honestly and be able to dedicate sufficient time and attention to effectively fulfil their duties for achieving the NRGC’s objectives.

4. Term of Office

- 4.1 Members of the Nomination, Remuneration, and Corporate Governance Committee shall serve a term of three years.
- 4.2 Members of the Nomination, Remuneration, and Corporate Governance Committee who retire by rotation may be reappointed as deemed appropriate by the Board of Directors.
- 4.3 In addition to retirement by rotation, a member of the Nomination, Remuneration, and Corporate Governance Committee may vacate office upon:
 - (a) Resignation
 - (b) Loss of qualifications required for membership in the Nomination, Remuneration, and Corporate Governance Committee
 - (c) Removal by a resolution of the Board of Directors or the shareholders’ meeting
 - (d) Death

- 4.4 A committee member wishing to resign shall submit a resignation letter stating the reasons to the Chairman of the Board at least 30 days in advance, except in cases of necessity and appropriateness.

5. Duties and Responsibilities

- 5.1 Consider the structure of the Board of Directors, including the appropriate number of directors relative to the size, type, and complexity of the business, as well as the qualifications, skills, experience, and specific expertise relevant to the company's and/or subsidiaries' business or industry.
- 5.2 Consider criteria and procedures for selecting suitable individuals to serve as company directors and/or the Chief Executive Officer (CEO).
- 5.3 Ensure that the company provides orientation for new directors to help them understand their roles and responsibilities, the company's business, and key developments, as well as promote continuous director development.
- 5.4 Oversee the establishment of a succession plan for the CEO and senior executives to ensure business continuity, with regular reviews of such plans.
- 5.5 Set criteria for evaluating the performance of the CEO and propose them to the Board of Directors for consideration and approval.
- 5.6 Consider the management structure and the criteria for selecting senior executives (director level and above)
- 5.7 Consider and define policies and criteria for remuneration of the Board of Directors, sub-committees, and/or the CEO, to be proposed to the Board of Directors and/or the shareholders' meeting for approval, as applicable.
- 5.8 Consider and determine both monetary and non-monetary compensation for the Board of Directors and sub-committees, to be proposed to the Board of Directors for endorsement and then to the shareholders' meeting for approval.
- 5.9 Consider the structure and criteria for determining remuneration for senior executives.
- 5.10 Ensure that the Company formulates corporate governance policies, a business code of conduct, and an anti-corruption policy, and submit them to the Board of Directors for approval.
- 5.11 Monitor and evaluate compliance with corporate governance policies, the business code of conduct, the anti-corruption policy, and other relevant policies.
- 5.12 Oversee the Company's operation to ensure compliance with human rights policies.
- 5.13 Oversee, advise, and encourage directors and personnel at all levels to participate in corporate governance-related activities and to perform their duties in accordance with the company's corporate governance framework and policies.
- 5.14 Regularly review corporate governance policies and the business code of conduct to ensure appropriateness and alignment with international standards, as well as relevant laws, regulations, rules, and requirements of regulatory authorities.

5.15 Perform any other duties assigned by the Board of Directors.

6. Meetings

- 6.1 The Nomination, Remuneration, and Corporate Governance Committee shall hold at least two meetings per year, and additional meetings may be convened as necessary or urgent.
- 6.2 The company shall deliver notices of meetings together with supporting documents to the NRGC members at least seven days in advance, unless urgent circumstances require notification by other means or an earlier meeting date.
- 6.3 A quorum for a Committee meeting shall consist of not less than half of the total number of Committee members.
- 6.4 Resolutions of the NRGC shall be passed by a majority vote. In the event of a tie, the Chairperson of the meeting shall have a casting vote.
- 6.5 Any member of the Nomination, Remuneration, and Corporate Governance Committee who has an interest or potential conflict of interest in any matter shall not be entitled to vote on that matter.

7. Remuneration

The Board of Directors shall determine the remuneration of the Nomination, Remuneration, and Corporate Governance Committee based on the appropriateness of their duties and responsibilities and propose it to the shareholders' meeting for approval.

8. Performance Evaluation

The Nomination, Remuneration, and Corporate Governance Committee shall conduct an annual self-assessment of its performance and report the results to the Board of Directors.

9. Performance Report

- 9.1 Report the results of its duties and other significant matters to the Board of Directors for acknowledgment and consideration of improvements as appropriate.
- 9.2 Report its performance for the past year to the shareholders in the annual report.

10. Review of the Charter

The Nomination, Remuneration, and Corporate Governance Committee shall review the charter annually and propose it to the Board of Directors for approval.

This charter shall come into effect from 4 December 2025.

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(Mr. Rittirong Boonmechote)

Chairman of the Board of Directors