

Charter for the Nomination and Remuneration Committee
Alpha Capital Partners Group Company Limited

1. Objectives

In recognition of the importance of compliance with the Code of Corporate Governance, the Board of Directors resolved to appoint the Nomination and Remuneration Committee to be in charge of considering and determining the criteria and methods of recruitment and selection of candidates for nomination as directors, members of sub-committees and the Chief Executive Officer including their remuneration, based on transparency and in accordance with the Corporate Governance Policy with the aim of develop trust in stakeholders and to create added value and sustainable growth for the Company.

2. Composition

- (1) The Nomination and Remuneration Committee shall comprise at least three members appointed by the Board of Directors and at least one of the total number of the Nomination and Remuneration Committee shall be independent directors.
- (2) The Nomination and Remuneration Committee or the Board of Directors shall appoint one member of the Nomination and Remuneration Committee to be Chairman of the Nomination and Remuneration Committee who shall be an independent director.
- (3) The Nomination and Remuneration Committee shall then appoint a secretary for the committee to assist with functions of the Nomination and Remuneration Committee in connection with calling and arranging meetings, preparation of agenda items for meetings, sending out meeting documents and recording of minutes of meeting.

3. Qualifications of Members of the Nomination and Remuneration Committee

The Chairman and members of the Nomination and Remuneration Committee shall have the following qualifications and shall not possess any of the following prohibited characteristics:

- (1) Having knowledge, capability and experience that contributes to their performance of duties as members of the Nomination and Remuneration Committee, and being capable of devoting sufficient time for their performance of duties to ensure the success of the Nomination and Remuneration Committee in accordance with its objectives.
- (2) Having qualifications and not having prohibited characteristics under the Public Limited Company Act, the Securities and Exchange Act and relevant rules and regulations.

4. Term of Office

- (1) Each term of office of members of the Nomination and Remuneration Committee shall not exceed three years from the date of appointment or as determined according to their remaining term of office as the director of the Company (in the case of holding a director position).

Upon expiry of the term of office, members of the Nomination and Remuneration Committee may be reappointed to the Nomination and Remuneration Committee for another term.

- (2) In addition to the above retirement by the term of office in (1), members of the Nomination and Remuneration Committee shall retire from the office upon:
 - 1) Death;
 - 2) Resignation;
 - 3) Disqualification or possessing characteristics prohibited under the law on public companies and the securities law; or
 - 4) Being removed from office by a resolution of the Board of Directors.
- (3) Any member of the Nomination and Remuneration Committee may resign by submitting a notice of resignation to the Chairman of the Nomination and Remuneration Committee.
- (4) If a position for a member of the Nomination and Remuneration Committee becomes vacant for other reasons than retirement by the term of office in (1), the Board of Directors may appoint a person who possesses all the required qualifications to be a replacement member of the Nomination and Remuneration Committee.

5. Meetings

- (1) A minimum of one Nomination and Remuneration Committee meeting shall be held in a span of one year. The Chairman of the Nomination and Remuneration Committee may call additional extraordinary meetings as may be deemed appropriate. The Chairman of the Nomination and Remuneration Committee shall propose agenda items for every meeting of the Nomination and Remuneration Committee.
- (2) In calling a meeting of the Nomination and Remuneration Committee, the Chairman of the Nomination and Remuneration Committee or secretary as the delegated person shall send notices of invitation to the meeting to members of the Nomination and Remuneration Committee at least seven days in advance of the meeting date, to allow time for members of the committee to review relevant documents and information before attending the

meeting. However, in the case of an emergency, the notice of invitation to the meeting, including supporting documents, may be submitted to members of the committee less than seven days prior to the meeting. Also, in the case of an emergency, the date of the meeting may be brought forward or scheduled after the original date of the meeting.

The notice of invitation to the meeting and relevant documents may be sent by electronic means provided that the secretary shall keep copies of the notice of invitation to the meeting and relevant documents which also can be kept in electronic form.

- (3) The meeting may be held by electronic means provided that such meeting shall be conducted in accordance with the requirements of the law.
- (4) Attendance of at least half the total number of members of the Nomination and Remuneration Committee shall be required in order to constitute a quorum.
- (5) If the Chairman of the Nomination and Remuneration Committee is absent from the meeting, members of the Nomination and Remuneration Committee in attendance shall elect any one of their number to act as Chairman of the meeting.
- (6) One member of the Nomination and Remuneration Committee shall have one vote. Resolutions of the meeting shall be reached by majority votes. Any member who has an interest in any matter shall not have the right to vote on the matter. In the case of tie vote, the Chairman of the Nomination and Remuneration Committee shall have a casting vote.
- (7) The Nomination and Remuneration Committee shall have the power to invite any third parties with specific responsibilities or related persons with expertise in any matter to attend the meeting as may be appropriate.

6. Duties and Responsibilities

- (1) To consider and propose the structure, composition and qualifications of the Board of Directors of the Company, including sub-committees.
- (2) To consider the criteria and procedures for recruitment and nomination of suitable candidates for directorship and members of sub-committees, the Chief Executive Officer upon expiration of their terms of office or when the positions become vacant or such other executive positions as the Board of Directors may assign and propose the same to the Board of Directors before it is proposed to the Board of Directors meeting and/or the general meeting of shareholders (as the case may be).
- (3) To supervise the recruitment of directors, members of sub-committees, the Chief Executive Officer within the organization, and to ensure that the succession plan for the Chief

Executive Officer and the senior executives in significant positions and succession slate will be regularly considered and reviewed.

- (4) To review a succession plan with the aim to look for and continuously develop a senior executives' and executives' successor.
- (5) To consider and determine the criteria and practices for the assessment of performance and carry out performance assessment of directors, members of sub-committees and the Chief Executive Officer to review their performance, issues and obstacles encountered each year so that the results of the assessment can be used in developing and improving each stream of work, and to propose the same to the Board of Directors for it to consider.
- (6) To consider and advise on monetary remuneration and non-monetary remuneration of the Board of Directors, members of the sub-committee, the Chief Executive Officers and senior executives, including such other benefits including remuneration at fixed rate (such as fixed salary and meeting allowance) and remuneration paid based on operating results of the Company (such as bonus and commission) to be in line with the long-term strategies and goals of the Company and commensurate with experience, duties and scope of roles and responsibilities, including performance expected from members of each committee. Remuneration for directors shall be comparable to standard industry practices and shall be proposed to the Board of Directors meeting and/or the general meeting of shareholders (as the case may be).
- (7) To disclose the policies and requirements regarding remuneration for directors to reflect the duties and responsibilities, including type and amount of remuneration. The amount of monetary remuneration that is disclosed shall also include remuneration received by such directors for their directorship in subsidiaries.
- (8) To review the Charter for the Nomination and Remuneration Committee at least once a year and propose the same to the Board of Directors for consideration and approval.
- (9) To seek advisers or persons who are independent to express opinions or give recommendations as may be necessary.
- (10) To perform other tasks as may be assigned by the Board of Directors meeting.

7. Reports of the Nomination and Remuneration Committee

The Chairman of the Nomination and Remuneration Committee shall have the duty and responsibility to report to the Board of Directors in connection with the activities of the Nomination and Remuneration Committee, results of meetings or such other reports which are important to shareholders and general investors, including all stakeholders.

8. Assessment of Performance

The Nomination and Remuneration Committee shall conduct a self-assessment of its performance on an annual basis, both for the committee as a whole and for each individual member of the committee and shall report the assessment results to the Board of Directors.

The Board of Directors considered and approved this Charter for the Nomination and Remuneration Committee in Board of Directors' Meeting No. 7/2022, which was held on 4 November 2022. The Charter for the Nomination and Remuneration Committee shall come into force as from 4 November 2022.

A handwritten signature in black ink, appearing to read 'M. Nacson', is written over a horizontal dashed line.

(Mr. Christopher Michael Nacson)

Chairman of the Board of Directors
Alpha Capital Partners Group Company Limited