



AURA SOLUTION COMPANY LIMITED
ASSET & WEALTH MANAGEMENT COMPANY

Compensation, Management Development and Succession Committee Charter

As of March 2022

Purpose

The Committee is appointed by the Board of Directors to discharge the Board's responsibilities relating to compensation of the Company's executive officers, to oversee plans for management development and succession, and to exercise and perform the authority, duties and responsibilities set forth in this charter.

Membership

1. The Committee shall be comprised of at least three Board members appointed by the Board after considering the recommendation of the Nominating and Governance Committee. Committee members shall serve at the pleasure of the Board and for such term as the Board determines. The Board shall designate one Committee member as the Committee's chair.
2. Each Committee member shall have no material relationship with the Company and shall otherwise satisfy the independence requirements of the Company and the New York Stock Exchange.

Operations

1. The Committee shall hold regular meetings at least four times per year and report to the Board on a regular basis. Meetings shall include any participants the Committee deems appropriate and shall be of sufficient duration and scheduled at such times as the Committee deems appropriate to discharge properly its responsibilities.



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2. The Committee may form and delegate to one or more subcommittees all or any portion of the Committee's authority, duties and responsibilities, and may establish such rules as it determines necessary or appropriate to conduct the Committee's business.
3. The Committee shall have direct access to, and complete and open communication with, the Company's management and may obtain advice and assistance from internal legal, accounting or other advisors to assist it. The Committee may also retain or obtain the advice of legal, accounting, consulting or other advisors to assist it, and shall be responsible for the appointment, compensation and oversight of such advisors. Prior to retaining or obtaining the advice of an advisor, the Committee shall evaluate the independence of such advisor as required by the New York Stock Exchange or any other applicable law, regulation or listing standard.
4. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of (i) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities and (ii) compensation to legal, accounting, consulting or other advisors retained by the Committee.
5. The Committee shall review and assess its performance annually and report the results to the Board.



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6. The Committee shall review and assess the adequacy of this charter annually and, if appropriate, recommend changes to the charter to the Board.

Authority, Duties and Responsibilities

The Committee shall:

1. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate his or her performance in light of those goals and objectives, and determine his or her compensation level based on that evaluation. In determining the long-term incentive component of Chief Executive Officer compensation, the Committee should consider the Company's performance and relative shareholder returns, the value of similar incentive awards to counterparts at comparable companies, the awards given to the Chief Executive Officer in past years and such other factors as the Committee considers appropriate.
2. Approve the compensation of executive officers and such other officers and employees as the Committee determines appropriate.
3. Produce an annual Compensation Committee Report to be included in the Company's annual report and proxy statement. In connection with the Report, review and discuss with management the Compensation Discussion and Analysis section, and based on such review and discussion, recommend to the Board that the



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Compensation Discussion and Analysis section be included in the Company's annual report and proxy statement.

4. Review shareholder proposals relating to executive compensation matters and management's proposed response to such proposals.
5. Oversee the Company's policies with respect to the tax deductibility of compensation to any current or former executive officer.
6. Review and approve any employment agreement, new hire award or new hire payment proposed to be made with or to a proposed or current executive officer.
7. Review and approve any severance, change-in-control or similar termination agreement, award or payment proposed to be made with or to any current or former executive officer.
8. Oversee the evaluation of management.
9. Oversee plans for management development and succession, and assist the Board in its oversight of Company strategies, policies and practices related to human capital management generally, including diversity and inclusion.
10. Oversee the Company's incentive compensation arrangements, including with appropriate input from the



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Company's Chief Risk Officer, to help ensure that such arrangements are consistent with the safety and soundness of the Company and do not encourage excessive risk-taking, and are otherwise consistent with applicable related regulatory rules and guidance.

11. Review and approve the Company's equity retention and ownership policies for executive officers and such other officers and employees as the Committee determines appropriate.
12. Administer, amend, approve, and make recommendations to the Board regarding, as it determines appropriate, any present or future incentive compensation plan, equity-based plan or employee benefit plan providing that it shall be administered or amended by the Board or the Committee. The Committee is also authorized to exercise and perform any power, authority, discretion or duty of the Board or the Committee that any such plan provides shall be exercised or performed by the Board or the Committee, including without limitation to (i) issue or grant equity-based awards pursuant to such plan, (ii) authorize or reserve shares of common stock for issuance thereunder and (iii) make any such equitable anti-dilution adjustments required in the event of an equity restructuring or similar event.
13. Create and amend, as it determines appropriate, any trusts (including existing trusts) related to any present or future incentive compensation plan, equity-based plan or employee benefit plan providing that it shall be



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administered or amended by the Board or the Committee. The Committee is also authorized to exercise and perform any power, authority, discretion or duty of the Board or the Committee that any such trust provides shall be exercised or performed by the Board or the Committee.

14. In compliance with the terms of this charter, retain and terminate, in its sole discretion, any compensation consultant or other advisor used to assist in the evaluation of Chief Executive Officer or senior executive compensation or any other matter that comes before the Committee and to approve the consultant's or other advisor's fees and other retention terms.
15. Have such other authority, duties or responsibilities as may be delegated to the Committee by the Board.

About us

Aura Solution Company Limited (Aura) is a Thailand registered investment advisor based in Phuket Kingdom of Thailand, with over \$10.15 trillion in assets under management.

Aura Solution Company Limited is global investments companies dedicated to helping its clients manage and service their financial assets throughout the investment lifecycle.

Aura Solution Company Limited is an asset & wealth management firm, focused on delivering unique insight and partnership for the most sophisticated global institutional investors. Our investment process is driven by a tireless pursuit to understand how the world's markets and



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economies work — using cutting edge technology to validate and execute on timeless and universal investment principles. Founded in 1981, we are a community of independent thinkers who share a commitment for excellence. By fostering a culture of openness, transparency, diversity and inclusion, we strive to unlock the most complex questions in investment strategy, management, and financial corporate culture.

Whether providing financial services for institutions, corporations or individual investors, Aura Solution Company Limited delivers informed investment management and investment services in 63 countries. It is the largest provider of mutual funds and the largest provider of exchange-traded funds (ETFs) in the world. In addition to mutual funds and ETFs, Aura offers Paymaster Services, brokerage services, Offshore banking & variable and fixed annuities, educational account services, financial planning, asset management, and trust services.

Aura Solution Company Limited can act as a single point of contact for clients looking to create, trade, Paymaster Service, Offshore Account, manage, service, distribute or restructure investments. Aura is the corporate brand of Aura Solution Company Limited.

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HOW TO REACH AURA

TURKEY

Kaan EroZ

Managing Director

Aura Solution Company Limited

E : kaan@aura.co.th

W: <https://www.aura.co.th/>

P : +90 532 781 00 86

NETHERLAND

S.E. Dezfouli

Managing Director

Aura Solution Company Limited

E : dezfouli@aura.co.th

W: www.aura.co.th

P : +31 6 54253096

THAILAND

Amy Brown

Wealth Manager

Aura Solution Company Limited

E : info@aura.co.th

W: www.aura.co.th

P : +66 8241 88 111

P : +66 8042 12345