



APR CORP.

# **COMPENSATION COMMITTEE REGULATIONS**

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# COMPENSATION COMMITTEE REGULATIONS

## CHAPTER I GENERAL PROVISIONS

### Article 1: Purpose

The purpose of these Compensation Committee Regulations (hereinafter referred to as these “Regulations”) is to prescribe matters necessary for the efficient operation of the Compensation Committee (hereinafter referred to as the “Committee”).

### Article 2: Scope of Application

The Committee shall discuss, deliberate, and resolve on matters delegated by the Board of Directors (hereinafter referred to as these “BoD”), matters requiring prior review for submission to the BoD, and other matters related to the compensation of executives.

### Article 3: Duties and Authorities

The Committee shall have the authority to perform the following duties as delegated by the BoD:

1. Determination of compensation policies for executives;
2. Review of the appropriateness of the executive compensation system and assessment of whether executives are effectively compensated through compensation measures that are internally equitable and externally competitive;
3. Evaluation and determination of executive performance indicators for the payment of long-term incentives; and
4. Other matters concerning executive remuneration as delegated by the BoD.

## CHAPTER II COMPOSITION

### Article 4: Composition

- (1) The Committee shall be composed of two or more directors, and a majority of the members shall be outside directors.
- (2) Members of the Committee shall be appointed and removed by the BoD.
- (3) The term of office of a member shall expire upon the expiration of such member’s term as a director.

### Article 5: Chairperson

- (1) The Committee shall elect, by resolution, a person to represent the Committee.
- (2) The chairperson shall represent the Committee and preside over meetings of the Committee.

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(3) In cases where the chairperson is unable to perform his/her duties, a member designated by the Committee shall act on his/her behalf.

## CHAPTER III MEETINGS

### Article 6: Types of Meetings

- (1) The Committee shall hold regular meetings and extraordinary meetings.
- (2) Regular meetings shall be held once a year, and extraordinary meetings may be convened from time to time as necessary.

### Article 7: Authority to Convene and Convocation Procedure

- (1) In principle, meetings of the Committee shall be convened by the chairperson; provided, however, that if the chairperson is unable to perform his/her duties due to an accident or other reason, a member shall act on his/her behalf in the order prescribed in Article 4(3).
- (2) In convening a meeting of the Committee, the date of the meeting shall be fixed, and notice thereof shall be given to each member at least one (1) week prior to the meeting date by facsimile, registered mail, or electronic means, including computer communication or email.
- (3) With the unanimous consent of all members, a meeting of the Committee may be convened at any time without following the convocation procedure.

### Article 8: Methods of Resolution

- (1) Resolutions of the Committee shall be adopted by the attendance of a majority of the incumbent members and the affirmative vote of a majority of the members present.
- (2) The Committee may allow all or some of the members to participate in resolutions by means of communication that enable all members to simultaneously transmit and receive voice, in lieu of attending the meeting in person. In such a case, the relevant members shall be deemed to have attended the meeting in person.
- (3) A member who has a special interest in an agenda item of the Committee shall not exercise his/her voting rights. In such a case, the number of non-voting rights shall not be counted in the number of voting rights of the members present.

### Article 9: Matters to be Submitted

The following matters shall be submitted to the Committee:

1. The remuneration limit for registered directors to be submitted by the BoD to the General Meeting of Shareholders;
2. The compensation system and compensation policies for registered directors;
3. Evaluation of the appropriateness of the operation of the executive compensation system;
4. Performance evaluation standards and compensation payment standards for executives; and

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5. Other matters delegated by the BoD.

**Article 10: Hearing of Opinions from Relevant Persons**

Where deemed necessary, the Committee may request the attendance of relevant executives, employees, or external experts to hear their opinions.

**Article 11: Minutes**

- ① Minutes shall be prepared with respect to the proceedings of the Committee.
- ② The minutes shall include the agenda, the course of proceedings and the results thereof, and the names of any dissenting members and the reasons therefor, and shall be signed or sealed by the members present.

**Article 12: Relationship with the BoD**

The BoD may further resolve on matters that have been deliberated and resolved by the Committee.

**CHAPTER IV SUPPLEMENTARY PROVISIONS**

**Article 13: Reporting**

The Committee shall notify each director of the matters resolved by the Committee.

**Article 14: Secretary**

- (1) The Committee shall have a secretary.
- (2) The secretary shall be responsible for the overall administrative affairs of the Committee under the direction of the chairperson.

**Article 15: Amendment and Repeal**

Any amendment to or repeal of these Regulations shall be subject to a resolution of the BoD.

**ADDENDUM <Version 1.0, March 31, 2026>**

**Article 1: Enforcement Date**

This Policy shall be established and enter into force on March 31, 2026.