



HARN ENGINEERING SOLUTIONS PUBLIC COMPANY LIMITED

# CHARTER

Approved by the resolution of the Board of Directors at Meeting No. 2/2025 held on 24 March 2025.

Effective from 1 April 2025 onwards.



## Supporting Document

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Revision History

| Revision No. | Date       | Description of Revision  | Reason  |
|--------------|------------|--|---|
| Rev.0        | 10/5/2018  | Preparation of new documents and information.  | For use as operational criteria.                                      |
| Rev.1        | 17/11/2018 | Addition of the Nomination and Remuneration Committee Charter.   | To appoint an additional Board Committee.                             |
| Rev.2        | 1/4/2019   | Addition of provisions to the Board of Directors Charter, Clauses 3.3.6 and 7.5; the Audit Committee Charter, Clause 4.6; and the Risk Management Committee Charter, Clause 4.10; and addition of the Executive Committee Charter.   | To ensure accuracy and currency.                                      |
| Rev.3        | 1/4/2020   | Page 4 , Clause 2 .4 : The number of companies in which a director may hold directorships shall not exceed three; directors' tenure under Clause 3.1 shall be counted from the date the Company was listed on the Stock Exchange. Page 12: Notice of meeting shall be delivered at least five business days in advance. Page 18. | In accordance with the resolution of the Board of Directors' meeting. |
| Rev.4        | 16/11/2020 | Revision of the Board of Directors Charter regarding the qualifications of directors.  | To ensure accuracy and currency.                                      |
| Rev.5        | 26/4/2021  | Addition of the Audit Committee's duties regarding the review of corruption matters, Clauses 4.4–4.6 Pages 18 and 21.  | To ensure accuracy and currency.                                      |
| Rev.6        | 28/3/2022  | Change of the term "Annual Report  | To reflect the updated  |



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| Revision No. | Date     | Description of Revision   | Reason                             |
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|              |          | Form 56-2" to "Annual Registration Statement/Annual Report (Form 56-1 One Report)".   | terminology prescribed by the SEC. |
| Rev.7        | 3/4/2023 | Require all Board Committees to review their charters at least once annually and permit meetings via electronic means.                            | To ensure accuracy and currency.   |
| Rev.8        | 1/4/2024 | Revision of the duties and responsibilities of the Board of Directors in overseeing the Company's executives and employees, Clauses 5.2.8–5.2.10. | To ensure accuracy and currency.   |



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## Board of Directors Charter

The Board of Directors plays a vital role as the representative of shareholders in determining the Company's vision, mission, strategic plans, and budgets for management to implement in order to achieve the Company's business objectives, and in overseeing management's operations to ensure they are conducted in accordance with the assigned policies, with fairness and transparency, and in compliance with applicable laws, regulations, policies, and the Code of Business Conduct. Accordingly, members of the Board of Directors are appointed by shareholders through a transparent process. All directors shall possess the knowledge, expertise, and experience beneficial to the Company, demonstrate dedication and sufficient time commitment to their duties, exhibit leadership and vision, and exercise independent judgment. The Board shall also ensure that appropriate systems are in place to provide assurance that the Company's activities are conducted lawfully and ethically. Directors shall remain independent from management, with a clear segregation of duties and responsibilities between the Board and management.

### 1) Composition of the Board of Directors

1.1 The Board of Directors shall comprise a sufficient number of directors to effectively oversee the Company's business, consisting of individuals with adequate knowledge, experience, and capability to perform their duties efficiently. The Board shall have not fewer than five directors as required by law. At least three directors, or not less than one-third of the total number of directors, shall be independent directors. Such independent directors shall be able to express opinions on management's performance independently, thereby ensuring checks and balances in decision-making and reviewing management's administration for the Company's maximum benefit. In this regard, all three independent directors of the Company shall also serve as members of the Audit Committee.

1.2 Not less than one-half of the total number of directors shall be residents of the Kingdom of Thailand.

1.3 The number of executive directors shall not exceed one-half of the total number of directors, in order to ensure a balance between non-executive and executive directors.

1.4 The Board shall include at least one non-executive director with experience in the trading of engineering-related products, which is the Company's core business, and at least one director with experience in accounting and finance. The Board shall disclose its policy on the determination of the Board's composition, including each director's tenure, in the Annual Registration Statement/Annual Report (Form 56-1 One Report) and on the Company's website.

### 2) Qualifications of the Board of Directors

2.1 Directors shall be not more than 80 years of age. In the case of a director serving consecutive terms who reaches 80 years of age in any year, the Board may consider the director's qualifications for annual



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reappointment on a year-by-year basis, taking into account performance, knowledge, and experience beneficial to the Company's business, subject to approval by the Board of Directors.

2.2 Directors shall possess all required qualifications and have no prohibited characteristics under the laws governing public limited companies and securities and exchange, and shall not exhibit any characteristics indicating a lack of suitability or trustworthiness to manage a company with public shareholders, as prescribed by the Securities and Exchange Commission. Directors must be listed in the database of directors and executives of listed companies in accordance with the Capital Market Supervisory Board's regulations.

2.3 Directors shall have knowledge, capability, and experience beneficial to the Company's business, possess integrity and business ethics, and have sufficient time to devote their knowledge and abilities to fully perform their duties for the Company.

2.4 Directors shall represent the interests of all shareholders as a whole, and not any particular shareholder group.

2.5 Each director may hold directorships in other listed companies not exceeding five companies in total, without exception. Such multiple directorships shall be carefully considered in view of performance effectiveness and to ensure that directors can devote sufficient time to the Company.

2.6 The Board has established a policy on directors holding positions in other companies in accordance with the Company's Articles of Association, whereby directors shall not engage in or become partners in a general partnership, unlimited partner in a limited partnership, or directors of other limited or public companies carrying on the same nature of business in competition with the Company, unless prior disclosure is made to the shareholders' meeting before appointment.

2.7 Directors shall not engage in any business of the same nature and in competition with the Company, nor become partners or directors in any other juristic entity of the same nature and in competition with the Company, whether for their own benefit or that of others, unless prior disclosure is made to the shareholders' meeting before appointment.

2.8 Directors shall promptly notify the Company if they have any interest, whether direct or indirect, in any contract entered into by the Company, or if there is any increase or decrease in their holdings of shares or debentures in the Company or its subsidiaries.

The Board of Directors has prescribed the qualifications of independent directors as follows:

1. Hold shares not exceeding 1% of the total voting rights of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons, including shares held by related persons.



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2. Not be, nor have been, an executive director, employee, staff member, salaried advisor, or controlling person of the Company, its subsidiaries, associates, fellow subsidiaries, major shareholders, or controlling persons, unless such status has ceased for at least two years prior to appointment as an independent director.
3. Not have any familial relationship by blood or legal registration in the capacity of father, mother, spouse, sibling, or child, including the spouse of a child, with any executive, major shareholder, controlling person, or person nominated to be an executive or controlling person of the Company or its subsidiaries.
4. Not have, nor have had, any business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons in a manner that may impede the exercise of independent judgment, and not be, nor have been, a significant shareholder or controlling person of any entity having a business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons, unless such status has ceased for at least two years prior to appointment as an independent director.
5. Not be, nor have been, the auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons, and not be a significant shareholder, controlling person, or partner of an audit firm to which the auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons belongs, unless such status has ceased for at least two years prior to appointment as an independent director.
6. Not be, nor have been, any professional service provider, including legal or financial advisor, receiving service fees exceeding THB 2 million per year from the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons, and not be a significant shareholder, controlling person, or partner of such professional service provider, unless such status has ceased for at least two years prior to appointment as an independent director.
7. Not be a director appointed to represent any director of the Company, major shareholder, or shareholder related to a major shareholder of the Company.
8. Not engage in any business of the same nature and in material competition with the Company or its subsidiaries, nor be a significant partner in any partnership, or an executive director, employee, staff member, salaried advisor, or holder of more than 1% of the total voting shares of another company engaged in the same nature of business and in material competition with the Company or its subsidiaries.
9. Not have any other characteristics that may impair the ability to express independent opinions regarding the Company's operations.



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### 3) Term of Office

- 3.1 At every Annual General Meeting, at least one-third of the directors shall retire from office by rotation. If the number of directors cannot be divided exactly into three parts, the number closest to one-third shall retire. For the first and second years following the Company's registration, the directors to retire shall be determined by drawing lots. In subsequent years, the directors who have served the longest shall retire. A retiring director may be re-elected.
- 3.2 Directors shall serve a term as prescribed in the Company's Articles of Association. A director who vacates office may be reappointed without limitation on the number of terms. For independent directors, the Board of Directors has established a policy that independent directors shall serve consecutive terms not exceeding nine years, without exception, **counted from the date of appointment or from the date the Company was listed on the Stock Exchange.**
- 3.3 In addition to retirement by rotation, a director may vacate office upon:
- 3.3.1 Death;
  - 3.3.2 Resignation;
  - 3.3.3 Loss of qualifications or possession of prohibited characteristics under the laws governing public limited companies or securities and exchange;
  - 3.3.4 Removal by resolution of the shareholders' meeting; or
  - 3.3.5 Removal by court order.
- 3.4 A director wishing to resign shall submit a written resignation to the Company. The resignation shall take effect from the date the resignation letter is received by the Company. The resigning director may also notify the registrar under the law governing public limited companies of such resignation.
- 3.5 In the event that a director's position becomes vacant for any reason other than retirement by rotation, the Board of Directors may appoint a person possessing the required qualifications and not having any prohibited characteristics under the laws governing public limited companies and securities and exchange to fill the vacancy at the next Board meeting, unless the remaining term of the vacating director is less than two months. The replacement director shall hold office only for the remaining term of the director whom he or she replaces. The resolution of the Board under the preceding paragraph shall require the affirmative votes of not less than three-fourths of the remaining directors.
- 3.6 In the event that the entire Board of Directors vacates office, the outgoing Board shall remain in a caretaker capacity to conduct the Company's business only to the extent necessary until the newly appointed Board assumes duties, unless otherwise ordered by the court. Where the Board vacates office pursuant to a court order, the outgoing Board shall arrange for a shareholders' meeting to elect a new Board within one month from the date of vacating office. Notice of the meeting shall be delivered to shareholders at least 14 days prior



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to the meeting date and published in a newspaper for at least three days prior to the meeting, for three consecutive days, or may be published via electronic media in accordance with applicable legal requirements.

3.7 The shareholders' meeting may resolve to remove any director from office prior to the expiration of the term by a vote of not less than two-thirds of the shareholders present and entitled to vote, representing not less than one-half of the total shares held by the shareholders present and entitled to vote.

#### 4) Nomination and Appointment of Directors

The Nomination and Remuneration Committee shall consider and select suitable persons for appointment as directors of the Company in accordance with the Company's Articles of Association, applicable laws, and relevant regulations, through the following director nomination process:

- 4.1 The Nomination and Remuneration Committee shall select suitable candidates for directorship by proposing individuals with appropriate qualifications, experience, and potential, giving due consideration to those whose skills and experience are necessary for the Company's business. Candidates may be sourced from the director pool of the Thai Institute of Directors Association or other relevant organizations maintaining such databases, or through other channels deemed appropriate by the Company.
- 4.2 Minority shareholders shall be given the opportunity to nominate qualified persons in accordance with securities and exchange laws and the Company's prescribed qualifications for consideration as Company directors. Such opportunity shall be announced on the Stock Exchange of Thailand's website and the Company's website during October–December each year, prior to the shareholders' meeting, to allow shareholders to submit nominations and profiles to the Company. The Company has set a minimum shareholding threshold for shareholders eligible to nominate directors in advance at an aggregate holding of not less than 5% of the Company's total voting rights.
- 4.3 The consideration shall include the nominee's educational background and professional experience, with sufficient details to support the Board of Directors' decision-making.
- 4.4 The Nomination and Remuneration Committee shall review the nomination criteria and procedures and propose them to the Board of Directors annually before directors complete their terms. Where an incumbent director is proposed for reappointment, the director's performance shall also be taken into account.
- 4.5 If an external advisor is appointed to assist the Nomination and Remuneration Committee in director nomination and selection, the Company shall disclose the advisor's details in the Form 56-1 One Report, including consideration of independence and potential conflicts of interest.
- 4.6 The Nomination and Remuneration Committee shall consider the suitability of nominated persons for directorship and ensure that the selection and appointment process complies with the procedures specified in



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the Company's Articles of Association, before proposing the selected candidates to the Board of Directors for consideration and onward submission to the shareholders' meeting for approval of appointment.

4.7 The shareholders' meeting shall elect directors in accordance with the following criteria and procedures:

- Each shareholder shall have voting rights equal to the number of shares held, and election shall be decided by a majority of votes of shareholders present and entitled to vote.
- Each shareholder may use all votes held to elect one or more persons as directors; however, in the case of electing multiple persons, votes may not be split among candidates in different proportions.
- Persons receiving the highest number of votes in descending order shall be elected as directors up to the number of directors required or to be elected at that time. In the event that candidates in the next order receive equal votes exceeding the required number of directors, the chairman of the meeting shall have a casting vote.

### 5) Roles, Duties, and Responsibilities of the Board of Directors

The Board of Directors plays a key role in determining the Company's policies, overall organizational direction, and business plans. The Board is also responsible for supervising, monitoring, and evaluating the Company's performance to ensure alignment with the established plans, as well as conducting the Company's business in compliance with applicable laws, regulations, and shareholders' resolutions, with integrity, ethics, and in accordance with the Code of Business Conduct. The Board shall further oversee management to ensure that administration is conducted in line with the defined objectives and strategies and delivers maximum benefit to the Company and its shareholders.

#### 5.1 Duties and Responsibilities of the Chairman of the Board

- 5.1.1 Convene meetings of the Board of Directors in accordance with the intervals prescribed in the Company's Articles of Association or as necessary in urgent cases; preside over meetings of the Board of Directors and shareholders' meetings; and jointly determine the meeting agenda with the Chief Executive Officer.
- 5.1.2 Encourage and facilitate participation by all directors and shareholders in meetings; promote the exercise of prudent judgment and independent expression of opinions by directors; and foster constructive relationships among directors and between the Board and management.
- 5.1.3 Support and promote the Board of Directors in performing its duties to the fullest extent within its authority and responsibilities, in accordance with good corporate governance principles and the Code of Business Conduct, and promote an ethical and good governance culture within the organization.
- 5.1.4 Oversee the implementation of policies and strategic operational guidelines, and provide advice and support to management in business operations.
- 5.1.5 Supervise and monitor the performance of the Board to ensure effectiveness and alignment with the Company's objectives and core goals.



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5.1.6 Supervise and monitor the performance of the Board of Directors and other Board Committees to ensure effectiveness and achievement of their designated objectives.

5.1.7 Exercise a casting vote in the event of a tie in Board of Directors' resolutions.

**5.2 Roles and Responsibilities of the Board of Directors**

5.2.1 Determine the Company's vision, policies, strategies, objectives, business plans, annual budget, management structure, and delegations of authority, including the corporate governance policy.

5.2.2 Monitor and supervise the administration and management of the Management or any person entrusted with such duties to ensure alignment with the established policies, plans, and budget in an efficient and effective manner, and to ensure that the Company's operations are conducted in accordance with good corporate governance principles.

5.2.3 Have the authority to appoint sub-committees to assist in studying and screening specific matters, such as the Executive Committee, the Audit Committee, the Risk Management Committee, and the Nomination and Remuneration Committee, as well as the Chief Executive Officer, including defining the scope of authority and duties of the appointed sub-committees and the Chief Executive Officer.

In this regard, the delegation of authority within the defined scope of duties and responsibilities shall not be of such nature that the Executive Committee, the Chief Executive Officer, or any of the aforementioned sub-committees may consider and approve transactions that may give rise to conflicts of interest, connected transactions, or any other conflict of interest with the Company or its subsidiaries (if any), except where such approval is in accordance with the policies and criteria duly considered and approved by the Board of Directors.

In the event that the Board of Directors delegates any matter to the Chief Executive Officer or any other person to act on its behalf, such delegation shall be made in writing or clearly recorded as a resolution of the Board of Directors in the minutes of the Board meeting, and the scope of authority and duties of the delegate shall be explicitly specified.

5.2.4 Ensure that the Company maintains reliable accounting, financial reporting, and auditing systems, and that appropriate document retention systems are in place to enable subsequent verification of the accuracy of information.

5.2.5 Ensure that the Company's financial statements are accurately prepared to fairly present the financial position and operating results for the relevant accounting period in a true, complete, and accurate manner in accordance with generally accepted accounting standards. The financial statements as at the end of the Company's fiscal year shall be audited by the Company's auditor prior to submission to the shareholders' meeting. The Board of Directors' responsibility statement for financial reporting shall also be presented together with the auditor's report in the Company's Form 56-1 One Report.



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- 5.2.6 Oversee that the Company has effective and efficient internal control and internal audit systems, a comprehensive risk management framework, and effective risk management, reporting, and monitoring processes, as well as mechanisms for receiving complaints and handling whistleblowing cases, and ensure that the Company's operations are conducted in accordance with good corporate governance policies.
- 5.2.7 Oversee that clear and transparent processes and procedures are in place for transactions between the Company and connected persons in order to prevent conflicts of interest, ensuring that accurate and adequate disclosures are made and that such matters are regularly reported to the Board of Directors.
- 5.2.8 Oversee that the Company conducts its business in a sustainable manner, and that effective processes are in place for the nomination of directors and the Chief Executive Officer, as well as succession planning for executives at the level of Chief Executive Officer and above, including appropriate personnel development plans.
- 5.2.9 Monitor and ensure that the Company maintains appropriate remuneration structures, performance evaluation, and employee development frameworks, with due regard to adequate staffing levels and the knowledge, skills, experience, and motivation required for effective operations.
- 5.2.10 Evaluate the performance of the Chief Executive Officer and determine remuneration in alignment with the Company's performance, and oversee appropriate compensation mechanisms to ensure both short-term and long-term incentives.
- 5.2.11 Consider and approve and/or provide opinions on connected transactions, acquisitions or disposals of assets, investments, and any other operations of the Company and its subsidiaries (if any) in accordance with applicable laws, notifications, rules, and regulations, except for matters that are required by law to be approved by the shareholders' meeting.
- 5.2.12 Safeguard the interests of all shareholders, both major and minority, on an equitable and equal basis, and ensure that material operational information and financial reports are accurately disclosed to shareholders and stakeholders in compliance with applicable laws. Directors shall promptly notify the Company of any interest in any contract or arrangement entered into with the Company, or of any increase or decrease in their shareholding in the Company or its subsidiaries (if any). In respect of any transaction involving a director or any person who may have a conflict of interest, connected interest, or any other conflict of interest with the Company or its subsidiaries, the interested director shall have no right to vote on the approval of such transaction.
- 5.2.13 The Board of Directors may delegate authority to one or more directors or any other person to perform any act on behalf of the Board of Directors, under the supervision and oversight of the Board, or may grant such person such authority as the Board deems appropriate and for such period as the Board



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considers appropriate. The Board of Directors may revoke, withdraw, amend, or modify such delegation of authority as it deems appropriate.

Such delegation shall not be of a nature that enables the delegate to consider and approve any transaction in which he/she or any person who may have a conflict of interest, connected interest, or any other conflict of interest with the Company or its subsidiaries (if any) has an interest, except for approvals of transactions in the ordinary course of business and on arm's length terms, or in accordance with the policies and criteria duly considered and approved by the Board of Directors.

5.2.14 Appoint a Company Secretary with qualifications and experience appropriate for the position, whose duties and responsibilities are in accordance with the Securities and Exchange Act, including providing advice on relevant laws and regulations that the Board of Directors should be aware of, performing duties in supporting the activities of the Board, and coordinating the implementation of Board resolutions. The qualifications and experience of the Company Secretary shall be disclosed in the Company's Form 56-1 One Report.

5.2.15 Promote and support the Company Secretary in receiving continuous training and knowledge development in legal, accounting, and company secretarial practices.

5.2.16 Establish the Company's corporate governance policy in writing and communicate it to all persons within the organization to ensure a consistent and accurate understanding of good corporate governance, thereby promoting compliance with the established policy. The Board of Directors shall review such policy and its implementation regularly at least once a year.

5.2.17 Uphold fair and ethical business conduct by establishing a written Code of Conduct for adoption and dissemination to all directors, executives, and employees, ensuring their understanding of the ethical standards applied in the Company's business operations and serving as a guideline for conduct. This demonstrates the Company's commitment to transparency, integrity, responsibility to stakeholders, and consideration for society and the environment, through training and various internal communications. The Code shall reflect the Company's values and standards of conduct that all employees are required to observe in performing their duties within the established ethical framework. The Company has announced and communicated such Code to all personnel for strict adherence, and the Board of Directors shall monitor compliance therewith on an ongoing basis.

5.2.18 Establish written anti-corruption policies and measures to ensure that the Company's operations comply with applicable anti-corruption laws and regulations, and communicate such policies and measures to the Board of Directors, executives, employees at all levels, and relevant external parties, and promote them as part of the Company's culture and values. The Board of Directors shall review



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and reassess the anti-corruption policies and measures annually to ensure alignment with changes in the business environment, rules, regulations, and applicable laws.

5.2.19 Carefully consider conflicts of interest, with clear guidelines for the consideration of transactions that may involve conflicts of interest, giving primary importance to the best interests of the Company and its shareholders as a whole. The Company shall establish policies prohibiting directors, executives, and employees, as well as their related persons, from seeking personal benefits that conflict with the interests of the Company, and shall require avoidance of actions that may give rise to conflicts of interest. Any person involved in or having an interest in a transaction under consideration shall disclose to the Company the nature of his/her relationship or interest in such transaction, and such person shall not participate in any decision-making process relating to that transaction.

The Audit Committee shall present to the Board of Directors connected transactions and transactions involving conflicts of interest that have been carefully reviewed for appropriateness. The Company shall strictly comply with the rules and regulations of the Securities and Exchange Commission and the Stock Exchange of Thailand in determining pricing and conditions with persons who may have conflicts of interest, on the same basis as transactions conducted with external parties.

In this regard, the Board of Directors shall oversee compliance with the prescribed procedures and disclosure requirements for transactions that may involve conflicts of interest, ensuring that such disclosures are accurate and complete. Details of such transactions shall be disclosed in the financial statements and in the Company's Form 56-1 One Report.

5.2.20 Establish and maintain an internal control system as a key mechanism to provide assurance to management in mitigating business risks and promoting efficient operations through appropriate resource allocation and achievement of established objectives; safeguarding the Company's assets from leakage, loss, or fraudulent misconduct; ensuring the accuracy and reliability of financial reporting; ensuring compliance by personnel with applicable laws and regulations; and protecting shareholders' investments. Accordingly, the Company has clearly defined in writing the duties and authorities of employees and executives in various matters, exercises proper oversight over the use of the Company's assets to ensure optimal benefit, and segregates the functions of operation, supervision, and evaluation to ensure appropriate checks and balances.

The Board of Directors has assigned the Audit Committee to be responsible for reviewing the appropriateness and effectiveness of the internal control system established by the Management. This includes the establishment and periodic review of controls covering operations, financial reporting, compliance with laws, regulations, policies, and supervisory governance, as well as risk management.



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The Company also places importance on early warning signals and the identification of unusual transactions.

The Company has engaged an independent external party to be responsible for the Company's internal control function, performing audit activities to ensure that the Company maintains an adequate and appropriate internal control system. To ensure the independence of such internal auditor and enable the full and effective performance of audit and check-and-balance functions, the internal auditor reports directly to the Audit Committee. The Company conducts regular monitoring and evaluation to provide assurance that the established systems operate effectively, including an assessment of the adequacy of the internal control system and a review of key controls at least once a year. Such matters are disclosed in the Company's Form 56-1 One Report.

5.2.21 Establish an enterprise-wide Risk Management Policy and monitor the implementation thereof on a quarterly basis.

5.2.22 Establish the charters of the Board of Directors and its sub-committees, and amend the Board Charter as appropriate, including approving and/or endorsing proposals from sub-committees to update their charters to ensure they remain current and appropriate in light of applicable rules, regulations, and changing circumstances, and review the Board Charter at least once a year.

5.2.23 Establish clear procedures for persons wishing to submit complaints, whistleblowing reports, or concerns, or for stakeholders to report directly to the Company via the Company's website or other channels, with whistleblowing reports to be submitted through the Company's Independent Directors or Audit Committee for instruction to conduct investigations in accordance with the Company's prescribed processes and to report the results to the Board of Directors.

5.2.24 Establish policies and practices on sustainability management and corporate social responsibility in alignment with the Company's principles, standards, and requirements, and oversee and monitor their implementation to ensure that the Company's operations are conducted in accordance with the established policies and practices.

**6) Board of Directors' Meetings**

6.1 The Company schedules Board of Directors' meetings and meeting agendas in advance and notifies each director thereof to enable directors to arrange their schedules and attend the meetings.

6.2 The Company convenes Board of Directors' meetings at least once every three months, with meeting dates scheduled in advance for the entire year. An additional meeting may be held in the month preceding the Annual General Meeting of Shareholders, and special meetings may be convened as necessary. To ensure business agility, the Executive Committee meets monthly to make decisions within the scope of authority delegated by the Board of Directors. At each Board meeting, the Executive Committee reports matters it has



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considered to the Board of Directors to enable continuous and timely oversight, supervision, and monitoring of Management’s performance.

6.3 Board of Directors’ meetings may be conducted via electronic means in accordance with the law governing electronic meetings. Whether held in a single physical venue or via electronic means, the Chairman of the Board and the Chief Executive Officer shall jointly oversee and approve the meeting agenda, while providing each director the opportunity to freely propose matters beneficial to the Company for inclusion on the agenda. It is also the responsibility of each director to attend not less than 75 percent of the total number of Board meetings held during the year.

6.4 The Company Secretary shall deliver the notice of meeting, together with the meeting agenda and supporting documents, to the directors at least five business days prior to the meeting date, except in urgent cases necessary to preserve the rights or interests of the Company, in which case the meeting notice may be given by electronic means or any other method and the meeting date may be scheduled earlier.

At each Board of Directors’ meeting, the Company Secretary attends the meeting and is responsible for recording the minutes and submitting them to the Chairman of the Board for review and signature to certify their accuracy, and for proposing the minutes for adoption at the subsequent meeting. The Company Secretary also maintains records and documents relating to the meetings for ease of reference. The Board of Directors normally attends every meeting in full, except where unavoidable circumstances arise, in which case prior notice is given before the meeting.

6.5 The Chairman of the Board serves as the chairman of the meeting and is responsible for overseeing the conduct of the meeting and allocating sufficient time for each agenda item. All directors are able to express their views freely on significant matters, with due regard to the equitable interests of shareholders and stakeholders.

Resolutions of the Board of Directors’ meeting shall be passed by a majority vote, with each director having one vote. Any director having an interest in a matter shall not attend the meeting and/or shall abstain from voting on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.

All directors have the right to examine meeting materials and other significant documents. If any Independent Director or Audit Committee member has any inquiry, the other directors and the Company’s Management shall respond to such inquiry promptly and as completely as possible.

All directors have the right to examine meeting materials and other significant documents. If any Independent Director or Audit Committee member has any inquiry, the other directors and the Company’s Management shall respond to such inquiry promptly and as completely as possible.



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In the event that any director disagrees with a resolution of the meeting, such director may request the Company Secretary to record the objection in the minutes of the meeting or may submit a written objection to the Chairman of the Board.

6.6 The Board of Directors supports the attendance of senior executives or relevant Management at Board meetings as necessary and appropriate to present additional useful information and details in their capacity as responsible persons, and to receive policies directly so as to enable effective implementation. Such attendance also supports the Board's deliberation and decision-making and provides the Board with the opportunity to become acquainted with senior executives for consideration in future succession planning.

6.7 The Board of Directors may obtain additional necessary information from the Chief Executive Officer, the Company Secretary, or other designated executives within the scope of the established policies. Where necessary, the Board may seek independent opinions from external advisors or professional consultants, the costs of which shall be borne by the Company.

6.8 The Board of Directors provides that non-executive directors may meet among themselves as appropriate, without the presence of executive directors or the Company's Management, in order to allow discussion of various matters relating to the Company's business and other matters of interest. The outcomes of such meetings shall be communicated to the Chief Executive Officer and reported to the Chairman of the Executive Committee and the Board of Directors. At such meetings, the Chairman of the Board shall preside. If the Chairman is unable to attend, the meeting shall appoint one director to act as chairman of the meeting in his/her stead. The Company Secretary shall serve as secretary of the meetings of the non-executive directors.

### 7) Board of Directors' Performance Evaluation

7.1 The Company conducts an annual self-assessment at least once a year for the Board of Directors and all sub-committees to enable the Board to jointly consider performance and issues for further improvement.

7.2 The Board of Directors approves and reviews the evaluation forms, both on an individual and collective basis, to ensure accuracy, completeness, and compliance with the criteria prescribed by regulatory authorities.

7.3 The Company Secretary shall summarize the evaluation results and report them to the Board of Directors.

7.4 The Company shall disclose the criteria, procedures, and overall results of the Board of Directors' evaluation in the Company's Form 56-1 One Report.

7.5 The Company may consider engaging an external advisor at least once every three years to assist in establishing guidelines and providing recommendations on the Board's performance evaluation, and shall disclose such engagement in the Company's Form 56-1 One Report.

### 8) Remuneration

8.1 The Board of Directors shall consider and endorse clear policies and criteria for directors' remuneration and propose them for approval by the shareholders' meeting on an annual basis. Such remuneration may be



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determined as a fixed amount, or based on specified criteria to be set from time to time or to remain effective until amended. The determination shall be based on principles of transparency and verifiability, be appropriate and comparable with industry practices and companies of similar size, and be sufficient to attract and retain qualified directors. Consideration shall also be given to additional responsibilities assigned to directors serving on sub-committees, such as the Audit Committee, the Risk Management Committee, and the Nomination and Remuneration Committee.

- 8.2 Directors' remuneration shall be commensurate with their duties and responsibilities, experience, workload, scope of roles and accountability, and the expected contributions from each director.
- 8.3 Directors' remuneration shall not prejudice the rights of employees who are elected as directors to receive remuneration and benefits in their capacity as employees of the Company.
- 8.4 Directors' remuneration shall not conflict with or impair the qualifications of independent directors as prescribed under the securities and exchange laws.

**9) Directors' Development**

- 9.1 The Board of Directors promotes and facilitates training and knowledge development for persons involved in the Company's corporate governance system, including directors, Audit Committee members, executives, and the Company Secretary, to ensure continuous improvement in the performance of their duties.
- 9.2 Whenever a new director is appointed, the Nomination and Remuneration Committee shall provide documents and information useful for the performance of the new director's duties, including an orientation on the nature of the Company's business and its operational guidelines.
- 9.3 The Board of Directors requires the Nomination and Remuneration Committee to report regularly on development and succession plans to prepare capable personnel to assume positions in the event that the Chief Executive Officer or senior executives retire, resign, or are unable to perform their duties.

- Sign -

(Mr. Pichet Sithi-amnuai)

Chairman of the Board of Directors



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### Audit Committee Charter

The Board of Directors recognizes the importance of a robust corporate governance system and has therefore appointed an Audit Committee comprising independent directors to oversee the Company's operations and review the effectiveness of internal controls. This is to ensure that the operations of various functions are conducted efficiently, lawfully, and in compliance with good operational practices, and that the Company's management is carried out appropriately with maximum efficiency and effectiveness. The Audit Committee also reviews the Company's financial reports in conjunction with the external auditor to ensure that the Company's financial statements are reliable, with complete and accurate disclosures in accordance with applicable standards and requirements. This enhances confidence and credibility among investors and stakeholders that the Company is subject to prudent oversight and governance, conducted with fairness, transparency, and in accordance with good corporate governance principles. Accordingly, the Board of Directors deems it appropriate to establish the Audit Committee Charter as follows:

#### 1) Composition of the Audit Committee

The Audit Committee shall have the following composition:

- 1.1 The Audit Committee shall comprise independent directors who possess qualifications in accordance with the Public Limited Companies Act and the Securities and Exchange laws, with a minimum of three members.
- 1.2 Audit Committee members shall possess skills and expertise appropriate to their assigned responsibilities. At least one member shall have knowledge, understanding, or experience in accounting or finance and sufficient experience to review the reliability of financial statements.
- 1.3 The Board of Directors shall select and appoint one Audit Committee member to serve as Chairman of the Audit Committee.
- 1.4 The Audit Committee shall select and appoint a Secretary to the Audit Committee, whereby the Chief Financial Officer shall serve as the Audit Committee Secretary by position.

#### 2) Qualifications of the Audit Committee

The Audit Committee members shall possess the following qualifications:

- 2.1 Be appointed by the Board of Directors or the shareholders' meeting of the Company.
- 2.2 Possess the qualifications of independent directors as prescribed under the securities and exchange laws and the regulations of the Stock Exchange of Thailand, as follows:
  - 2.2.1 Hold shares not exceeding 1 percent of the total voting shares of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons of the Company, including shares held by related persons.



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- 2.2.2 Not be or have not been a director involved in management, employee, staff member, salaried advisor, or controlling person of the Company, its subsidiaries, associates, fellow subsidiaries, major shareholders, or controlling persons of the Company, unless having ceased to have such characteristics for at least two years prior to appointment as an independent director. This prohibited characteristic shall not include cases where a director was a government official or advisor of a government authority that is a major shareholder or controlling person of the Company.
- 2.2.3 Not have a blood relationship or legal registration relationship in the nature of being a parent, spouse, sibling, or child, including spouse of a child, of an executive, major shareholder, controlling person, or person to be nominated as an executive or controlling person of the Company or its subsidiaries.
- 2.2.4 Not have or have not had any business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons of the Company in a manner that may impede the exercise of independent judgment, and not be or have not been a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons of the Company, unless having ceased to have such characteristics for at least two years prior to appointment as an independent director.
- 2.2.5 Not be or have not been an auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons of the Company, and not be a significant shareholder, controlling person, or partner of an audit firm to which the auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons of the Company belongs, unless having ceased to have such characteristics for at least two years prior to appointment as an independent director.
- 2.2.6 Not be or have not been any professional service provider, including legal or financial advisor, receiving service fees exceeding Baht 2 million per year from the Company, its parent company, subsidiaries, associates, major shareholders, or controlling persons of the Company, and not be a significant shareholder, controlling person, or partner of such professional service provider, unless having ceased to have such characteristics for at least two years prior to appointment as an independent director.
- 2.2.7 Not be a director appointed to represent a director of the Company, a major shareholder, or a shareholder related to a major shareholder of the Company.
- 2.2.8 Not operate a business of the same nature and in significant competition with the business of the Company or its subsidiaries, and not be a significant partner in a partnership, or a director involved in management, employee, staff member, salaried advisor, or shareholder holding more than 1 percent of the total voting shares of another company engaging in the same nature of business and in significant competition with the business of the Company or its subsidiaries.



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2.2.9 Not have any other characteristic that would prevent the provision of independent opinions regarding the Company's operations.

2.3 Be able to perform duties and express opinions or report performance results independently, without being subject to the control of the Company's Management, major shareholders, or related persons or close relatives of such persons.

2.4 Be trustworthy and generally recognized.

2.5 Be able to devote sufficient time to perform the duties of the Audit Committee.

### 3) Term of Office of the Audit Committee

3.1 Audit Committee members shall hold office for a term of three years. Members who retire by rotation may be reappointed. In addition to retirement by rotation, an Audit Committee member shall vacate office upon:

3.1.1 Death;

3.1.2 Resignation;

3.1.3 Loss of qualifications as an Audit Committee member under this Charter or under the rules of the Securities and Exchange Commission and the Stock Exchange of Thailand; or

3.1.4 Cessation of directorship of the Company or expiration of the term of directorship of the Company.

3.2 Any Audit Committee member wishing to resign shall submit a resignation letter to the Chairman of the Board, with at least one month's prior written notice stating the reasons for resignation, subject to approval by the Board of Directors. The Company shall notify the Stock Exchange of Thailand of such resignation together with a copy of the resignation letter. In the event that the entire Audit Committee vacates office, the outgoing Audit Committee shall remain in a caretaker capacity to continue performing duties until the newly appointed Audit Committee assumes office.

3.3 In the event that a vacancy in the Audit Committee arises for any reason other than expiration of term, the Board of Directors shall appoint a qualified person as a replacement within 90 days to ensure that the Audit Committee has the required number of members as prescribed by the Board. The replacement member shall hold office only for the remaining term of the member whom he/she replaces. The Company shall promptly notify the Stock Exchange of Thailand of such cessation of office and the reasons therefor.

### 4) Duties and Responsibilities of the Audit Committee

4.1 Review to ensure that the Company's financial reporting is accurate and adequate.

4.2 Review to ensure that the Company has appropriate and effective internal control and internal audit systems, and consider the independence of the internal audit function. Approve the appointment, transfer, and termination of the head of internal audit or any other unit responsible for internal audit, as well as consider the scope of work, annual audit plan, and budget, including the adequacy and appropriateness of personnel in alignment with the scope of duties and sufficient to support the responsibilities of the Audit Committee.



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- 4.3 Review to ensure that the Company complies with the securities and exchange laws, the regulations of the Stock Exchange of Thailand (“SET”), and laws relevant to the Company’s business.
- 4.4 Review the appropriateness of the Company’s compliance with self-assessment forms and related supporting documentation concerning anti-corruption measures in connection with certification under the Thai Private Sector Collective Action Against Corruption.
- 4.5 Review, consider, and provide opinions on the Company’s operations in relation to anti-corruption measures and the risk management system linked to risks arising from corruption, in order to ensure that the Company’s operations are conducted with transparency, integrity, and fairness in accordance with ethical principles and with opposition to all forms of corruption, and regularly report to the Board of Directors on high-risk matters or issues requiring improvement.
- 4.6 Receive complaints or whistleblowing reports regarding corrupt practices, whether from internal or external sources, involving directors, executives, or employees of the Company; investigate the facts as reported; and propose to the Board of Directors appropriate penalties or remedial actions in accordance with the anti-corruption policy.
- 4.7 Consider, select, nominate for appointment, and recommend the removal of an independent person to serve as the Company’s external auditor, and propose the remuneration of such person, as well as meet with the external auditor without the presence of Management at least once a year.
- 4.8 Consider connected transactions or transactions that may give rise to conflicts of interest in compliance with applicable laws and SET regulations, to ensure that such transactions are reasonable and in the best interests of the Company.
- 4.9 Prepare the Audit Committee Report for disclosure in the Company’s Form 56-1 One Report. Such report shall be signed by the Chairman of the Audit Committee and shall contain at least the following information:
- Opinion on the accuracy, completeness, and reliability of the Company’s financial statements;
  - Opinion on the adequacy of the Company’s internal control system;
  - Opinion on compliance with the securities and exchange laws, SET regulations, and laws relevant to the Company’s business;
  - Opinion on the suitability of the external auditor;
  - Opinion on transactions that may involve conflicts of interest;
  - Number of Audit Committee meetings held and attendance of each member;
  - Overall opinions or observations obtained by the Audit Committee from the performance of its duties; and
  - Any other report deemed appropriate for shareholders and general investors to be informed within the scope of duties and responsibilities delegated by the Board of Directors.



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4.10 Regularly review the Audit Committee Charter.

4.11 Perform any other duties as assigned by the Board of Directors and agreed by the Audit Committee. In performing such assigned duties, the Audit Committee shall be directly responsible to the Board of Directors, while the Board of Directors remains responsible for the Company's operations to external parties.

4.12 Summarize the activities of the Audit Committee and report them to the Board of Directors.

In this regard, the Audit Committee shall have the authority to undertake the following actions: invite directors, employees, or staff of the Company to attend meetings to provide clarification or respond to inquiries on matters relating to the duties and responsibilities of the Audit Committee; consult with the Company's experts or advisors (if any) or engage external advisors or specialists on a case-by-case basis as necessary at the Company's expense; request employees to provide documents or evidence relating to the Company's business for the purpose of audit or investigation to ensure the effective discharge of its duties; and assign one or more employees or staff to perform any act within the scope of the Audit Committee's duties for audit purposes. Such authority shall also extend, as applicable, to matters relating to subsidiaries, to the extent assigned or requested by such subsidiaries and within the scope of the Audit Committee's authority.

**5) Meetings**

**5.1 Number of Meetings**

5.1.1 The Audit Committee shall hold meetings to consider the financial statements and financial reports, the annual internal audit plan (Audit Plan), internal audit reports, and other matters at least four times per year. The Chairman of the Audit Committee may convene special meetings to consider other urgent matters as deemed appropriate. The Audit Committee shall meet at least once per quarter and may hold additional meetings as deemed appropriate by the Chairman of the Audit Committee.

5.1.2 The Chairman of the Audit Committee may convene a special meeting upon request by any Audit Committee member or by the Chairman of the Board to consider agenda items requiring joint deliberation.

5.1.3 In convening Audit Committee meetings, the Chairman of the Audit Committee or the Secretary to the Audit Committee, by order of the Chairman, shall deliver the meeting notice to the Audit Committee members at least five business days prior to the meeting date, except in urgent cases necessary to preserve the rights and interests of the Company, in which case the meeting notice may be given by electronic means or any other method, or the meeting date may be scheduled earlier.

**5.2 Attendees**

5.2.1 Audit Committee meetings may be conducted via electronic means in accordance with the law governing electronic meetings. Whether held in a single physical venue or via electronic means, at least two-thirds of the total number of Audit Committee members appointed by the Company must be present to constitute a quorum.



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5.2.2 If the Chairman of the Audit Committee is unable to perform his/her duties, the Audit Committee members present shall elect one member to serve as chairman of the meeting.

5.2.3 The Audit Committee may invite the Company's executives or relevant persons to attend the meeting or provide clarification on related matters.

5.2.4 The Secretary to the Audit Committee or a designated representative shall attend every meeting.

### 5.3 Voting

5.3.1 Resolutions of the Audit Committee shall be decided by a majority vote. In the event of a tie, the chairman of the meeting shall have a casting vote. Any dissenting opinion of an Audit Committee member shall be reported to the Board of Directors.

5.3.2 Any Audit Committee member having an interest in any matter shall not express an opinion or have the right to vote on such matter.

5.3.3 The Secretary to the Audit Committee or a designated representative shall record the minutes of the meeting.

### 6) Audit Committee Reporting

6.1 The Audit Committee shall report the results of its performance to the Board of Directors at Board meetings.

6.2 In the performance of its duties, if the Audit Committee finds or has reasonable grounds to suspect any of the following matters that may have a material impact on the Company's financial position or operating results, it shall report such matters to the Board of Directors for corrective action within a period deemed appropriate by the Audit Committee:

- (1) Transactions involving conflicts of interest;
- (2) Fraud, irregularities, or significant deficiencies in the internal control system; or
- (3) Violations of laws or regulations of the Securities and Exchange Commission, the Stock Exchange of Thailand, or other laws relevant to the Company's business.

6.3 If the Audit Committee has reported to the Board of Directors any matter having a material impact on the Company's financial position or operating results, and after joint discussion with the Board and Management it has been agreed that corrective action is required within a specified timeframe, but upon expiration of such timeframe the Audit Committee finds that the corrective action has been disregarded without reasonable cause, any Audit Committee member may report such matter directly to the Securities and Exchange Commission or the Stock Exchange of Thailand.

6.4 The Chairman of the Audit Committee shall report to shareholders in the Company's Form 56-1 One Report on the performance of duties relating to the adequacy of internal control, risk management, corporate governance, and the Company's anti-corruption measures.



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### 7) Audit Committee Performance Evaluation

The Audit Committee shall conduct an annual self-assessment of its performance and report any problems or obstacles that may have prevented the achievement of its objectives (if any) to the Board of Directors.

### 8) Remuneration

The Nomination and Remuneration Committee shall determine the remuneration of the Chairman and members of the Audit Committee and seek approval from the Board of Directors for submission to the Annual General Meeting of Shareholders for approval.

- Sign -

(Mrs. Valeeratn Chuerboonchai)

Chairman of the Audit Committee



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## Risk Management Committee Charter

The Board of Directors has appointed a Risk Management Committee to establish an enterprise-wide risk management policy and to oversee the implementation of risk management systems and processes, in order to appropriately mitigate potential impacts on the Company's business arising from various uncertainties and risk factors.

### 1) Composition of the Risk Management Committee

The Risk Management Committee shall comprise members by position, including directors of the Company, the Chief Executive Officer, the Chief Marketing Officer, the Chief Financial Officer, the Chief Operating Officer, and heads of various functions, as appointed by the Chairman of the Risk Management Committee. The Chairman of the Risk Management Committee shall be appointed by the Board of Directors. The Chief Operating Officer shall serve as Secretary to the Risk Management Committee by position.

### 2) Qualifications of the Risk Management Committee

2.1 Members of the Risk Management Committee shall possess knowledge and understanding of the Company's business or have specific expertise in areas that are critical to achieving the Company's business objectives.

2.2 Be able to devote sufficient time to perform their duties.

2.3 The Chairman of the Risk Management Committee shall not concurrently serve as Chairman of the Board of Directors.

### 3) Term of Office of the Risk Management Committee

Membership of the Risk Management Committee is held by executives from various functions by virtue of their positions. If any Risk Management Committee member resigns during his/her term of office, the Chairman of the Risk Management Committee shall appoint a replacement, and such appointment shall be reported to the Board of Directors at its next meeting.

#### Cessation of Office

Risk Management Committee members shall vacate office immediately upon:

- Cessation of directorship of the Company or of the position of Chief Executive Officer, Chief Marketing Officer, Chief Financial Officer, Chief Operating Officer, or head of any function;
- Death;
- Resignation;
- Resolution of the Risk Management Committee to remove such member from office; or
- Loss of qualifications as a Risk Management Committee member.



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**4) Scope of Authority, Duties, and Responsibilities of the Risk Management Committee**

- 4.1 Consider and review the Company’s overall risk management policy and framework, covering operational risks, sustainability risks, and risks under the anti-corruption policy, including key risk categories such as financial risk, investment risk, human capital risk, information security and cybersecurity risk, personal data risk, legal and regulatory risk, reputational risk, strategic risk, social and environmental risk, and emerging risks, for submission to the Board of Directors for approval.
- 4.2 Establish the Company’s risk management strategy and guidelines in alignment with the risk management policy, enabling the assessment, monitoring, and oversight of the Company’s risk exposure at an appropriate level.
- 4.3 Oversee and monitor compliance with the risk management policy under the framework and policies approved by the Board of Directors.
- 4.4 Establish risk metrics and the Company’s risk appetite and tolerance levels.
- 4.5 Determine appropriate risk mitigation and risk management measures in response to prevailing circumstances.
- 4.6 Review the adequacy of the risk management policy and system, including the effectiveness of the system and compliance with the established policy.
- 4.7 Report to the Board of Directors on a quarterly basis regarding the Company’s risk management, operations, risk status, and any changes thereto, including matters requiring corrective action to ensure alignment with the established policies and strategies.
- 4.8 Establish risk management working groups as necessary.
- 4.9 Support the risk management working groups in terms of personnel, budget, and other necessary resources in alignment with their scope of responsibilities.
- 4.10 Support and continuously develop risk management across all levels of the Company, including risk management tools, to ensure effectiveness and to promote the development of a risk management culture throughout the organization.
- 4.11 Regularly review the Risk Management Committee Charter.
- 4.12 Arrange for a review of the risk management system or an assessment of the effectiveness of risk management at least once a year, and disclose the results in the Company’s Form 56-1 One Report, as well as whenever changes in risk levels are identified, including giving due attention to early warning signals and unusual transactions.

**5) Meetings**

**5.1 Number of Meetings**

- 5.1.1 The Risk Management Committee shall meet at least once per quarter and may hold additional meetings as deemed appropriate by the Chairman of the Risk Management Committee.



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5.1.2 The Chairman of the Risk Management Committee may convene a special meeting upon request by any Risk Management Committee member or by the Chairman of the Board to consider agenda items requiring joint deliberation.

5.1.3 The Secretary to the Risk Management Committee shall be responsible for convening meetings, preparing the agenda, delivering meeting materials, and recording the minutes. The meeting notice and supporting documents shall be delivered at least five business days prior to the meeting date, except in urgent cases necessary to preserve the rights and interests of the Company, in which case the meeting notice may be given by electronic means or any other method and the meeting date may be scheduled earlier.

### 5.2 Attendees

5.2.1 Risk Management Committee meetings may be conducted via electronic means in accordance with the law governing electronic meetings. Whether held in a single physical venue or via electronic means, at least one-half of the total number of Risk Management Committee members must be present to constitute a quorum. The Chairman of the Risk Management Committee shall preside over the meeting.

5.2.2 If the Chairman of the Risk Management Committee is not present or is unable to perform his/her duties, the members present shall elect one member to serve as chairman of the meeting.

5.2.3 The Risk Management Committee may invite the Company's executives or relevant persons to attend meetings or provide clarification on related matters.

5.2.4 The Secretary to the Risk Management Committee or a designated representative shall attend every meeting.

### 5.3 Voting

Resolutions of the Risk Management Committee shall be passed by a majority vote of the members present, with each member having one vote. In the event of a tie, the chairman of the meeting shall have a casting vote.

### 6) Risk Management Committee Reporting

6.1 The Risk Management Committee shall report to the Board of Directors the results of its meetings and any matters requiring corrective action or any other matters that the Board should be informed of at the next Board meeting.

6.2 The Chairman of the Risk Management Committee shall report to shareholders in the Company's Form 56-1 One Report on the performance of duties relating to risk management and the key risk issues during the year, covering strategic, operational, compliance, social and environmental risks, and emerging risks, as well as the monitoring and management of such matters to ensure the adequacy and effectiveness of the Company's risk management system.

### 7) Risk Management Committee Performance Evaluation

The Risk Management Committee shall conduct an annual self-assessment of its performance and report any problems or obstacles that may have prevented the achievement of its objectives (if any) to the Board of Directors.



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#### 8) Remuneration

The Nomination and Remuneration Committee shall determine the remuneration of the Chairman and members of the Risk Management Committee and seek approval from the Board of Directors for submission to the Annual General Meeting of Shareholders for approval.

- Sign -

(Dr. Thirachai Pornsinsirak)

Chairman of the Risk Management Committee



## Supporting Document

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### Nomination and Remuneration Committee Charter

By resolution of the Board of Directors' Meeting No. 6/2018 held on 17 December 2018, the Nomination and Remuneration Committee was appointed to promote and support the Company's operations in accordance with good corporate governance principles in relation to the nomination and development of directors and senior executives, an appropriate board composition, transparent and clear nomination and selection processes for directors, and an appropriate remuneration structure, in order to support the Company's achievement of both short-term and long-term objectives.

#### 1) Composition of the Nomination and Remuneration Committee

- 1.1 The Nomination and Remuneration Committee shall comprise at least three directors of the Company, consisting of independent directors and non-executive directors, with a majority being independent directors.
- 1.2 The Board of Directors shall appoint one independent director as Chairman of the Nomination and Remuneration Committee.
- 1.3 The Nomination and Remuneration Committee shall select and appoint its Secretary.

#### 2) Qualifications of the Nomination and Remuneration Committee

- 2.1 Not be the Chairman of the Board of Directors.
- 2.2 Possess appropriate knowledge, capability, and experience, as well as an understanding of their qualifications, duties, and responsibilities.
- 2.3 Be able to devote sufficient time to perform their duties.

#### 3) Term of Office of the Nomination and Remuneration Committee

- 3.1 Members of the Nomination and Remuneration Committee shall hold office for a term of three years. Members who retire by rotation may be reappointed. In addition to retirement by rotation, a member of the Nomination and Remuneration Committee shall vacate office upon:
  - 3.1.1 Death;
  - 3.1.2 Resignation;
  - 3.1.3 Loss of qualifications as a member under this Charter;
  - 3.1.4 Resolution of the Board of Directors to remove such member from office; or
  - 3.1.5 Cessation of directorship of the Company or expiration of the term of directorship of the Company.
- 3.2 Any member wishing to resign shall submit a resignation letter to the Chairman of the Board, with at least one month's prior written notice stating the reasons, subject to approval by the Board of Directors. In the event that the entire Nomination and Remuneration Committee vacates office, the outgoing Committee shall remain in a caretaker capacity until the newly appointed Committee assumes office.



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3.3 In the event that a vacancy in the Nomination and Remuneration Committee arises for any reason other than expiration of term, the Board of Directors shall appoint a qualified person as a replacement within 90 days to ensure that the Committee has the required number of members as prescribed. The replacement member shall hold office only for the remaining term of the member whom he/she replaces.

**4) Scope of Authority, Duties, and Responsibilities of the Nomination and Remuneration Committee**

**4.1 Nomination**

- 4.1.1 Consider the overall and individual composition and qualifications of the Board of Directors and sub-committees to ensure appropriateness with the size, nature, and complexity of the Company's business, including education, knowledge, expertise, skills, experience, business-related competencies, and independence in accordance with the Company's criteria.
- 4.1.2 Consider the qualifications of the Chief Executive Officer appropriate to the management of the Company's business to achieve the established vision, covering education, experience, knowledge, and expertise, taking into account relevant business environment factors such as economic and industry conditions and trends, as well as the competitive landscape.
- 4.1.3 Establish nomination processes and criteria in alignment with the structure and qualifications specified in Clauses 4.1.1 and 4.1.2, including the preparation of a Board Skill Matrix to ensure that director nomination aligns with the Company's business strategy and adheres to good corporate governance principles.
- 4.1.4 Nominate and select qualified directors to serve on sub-committees, including the Chief Executive Officer, for submission to the Board of Directors for appointment when vacancies arise.
- 4.1.5 Oversee that the Company provides orientation and relevant documents beneficial to the performance of duties to newly appointed directors.
- 4.1.6 Prepare and review the succession plan for the Company's senior executives to ensure leadership continuity and uninterrupted management.
- 4.1.7 Support the Company in providing minority shareholders the opportunity to propose candidates for nomination as directors of the Company.

**4.2 Remuneration**

- 4.2.1 Establish and formulate a written remuneration policy for directors that is appropriate to their duties and responsibilities, linking remuneration to the Company's overall performance in order to attract and retain capable, qualified, and high-potential directors. Such policy shall be reviewed and approved by the Board of Directors prior to submission to the Annual General Meeting of Shareholders for approval.
- 4.2.2 Propose guidelines and methods for remuneration of the Board of Directors and sub-committees appointed by the Board, covering both monetary compensation and other benefits.



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4.2.3 Establish annual performance evaluation criteria and consider appropriate remuneration adjustments for the Chief Executive Officer, and submit the same to the Board of Directors for consideration.

4.3 Regularly review the Nomination and Remuneration Committee Charter.

4.4 Perform any other duties as assigned by the Board of Directors.

**5) Meetings**

**5.1 Number of Meetings**

5.1.1 The Nomination and Remuneration Committee shall meet at least twice per year and may hold additional meetings as deemed appropriate by the Chairman of the Nomination and Remuneration Committee.

5.1.2 The Chairman of the Nomination and Remuneration Committee may convene a special meeting upon request by any Committee member or by the Chairman of the Board to consider agenda items requiring joint deliberation.

5.1.3 The Secretary to the Nomination and Remuneration Committee shall be responsible for convening meetings, preparing the agenda, delivering meeting materials, and recording the minutes. The meeting notice and supporting documents shall be delivered at least five business days prior to the meeting date, except in urgent cases necessary to preserve the rights and interests of the Company, in which case the meeting notice may be given by electronic means or any other method and the meeting date may be scheduled earlier.

**5.2 Attendees**

5.2.1 Nomination and Remuneration Committee meetings may be conducted via electronic means in accordance with the law governing electronic meetings. Whether held in a single physical venue or via electronic means, at least one-half of the total number of Committee members must be present to constitute a quorum. The Chairman of the Nomination and Remuneration Committee shall preside over the meeting.

5.2.2 If the Chairman of the Nomination and Remuneration Committee is not present or is unable to perform his/her duties, the members present shall elect one member to serve as chairman of the meeting.

5.2.3 The Nomination and Remuneration Committee may invite the Company's executives or relevant persons to attend meetings or provide clarification on related matters.

5.2.4 The Secretary to the Nomination and Remuneration Committee shall attend every meeting.

**5.3 Voting**

Resolutions of the Nomination and Remuneration Committee shall be passed by a majority vote of the members present, with each member having one vote. In the event of a tie, the chairman of the meeting shall have a casting vote.



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**6) Reporting of the Nomination and Remuneration Committee**

6.1 The Nomination and Remuneration Committee shall report to the Board of Directors the results of its meetings and any matters requiring corrective action or any other matters that the Board should be informed of at the next Board meeting.

6.2 The Chairman of the Nomination and Remuneration Committee shall report to shareholders in the Company's Form 56-1 One Report on the performance of duties relating to nomination and remuneration policies, including the criteria for nomination of existing and new directors (if any) in terms of knowledge, expertise, and experience appropriate to the nature of the Company's business, as well as the remuneration criteria appropriate to the Board's performance during the year.

**7) Performance Evaluation of the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee shall conduct an annual self-assessment of its performance and report any problems or obstacles that may have prevented the achievement of its objectives (if any) to the Board of Directors.

**8) Remuneration**

The Nomination and Remuneration Committee shall receive remuneration appropriate to its duties and responsibilities as determined by the Board of Directors and submitted to the Annual General Meeting of Shareholders for approval.

- Sign -

(Mr. Prasert Deejongkit)

Chairman of the Nomination and Remuneration Committee



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### Executive Committee Charter

The Board of Directors has appointed an Executive Committee to manage matters relating to the Company's normal business operations and administrative functions. The Executive Committee is authorized to establish policies, business plans, budgets, and management structures, as well as to monitor and follow up on the Company's performance in accordance with the policies prescribed by the Board of Directors.

#### 1) Composition

- 1.1 Members shall be selected from directors (excluding independent directors) and/or executives, as nominated by the Nomination and Remuneration Committee. The Executive Committee shall comprise not less than three members.
- 1.2 The Board of Directors shall consider and appoint one suitable Executive Committee member to serve as Chairman of the Executive Committee. The term of office of the Chairman of the Executive Committee shall be equal to the term of membership of the Executive Committee.
- 1.3 The Executive Committee shall appoint a person deemed appropriate as Secretary to the Executive Committee to support the Committee's work, including convening meetings, preparing agendas, delivering meeting materials, and recording minutes.

#### 2) Qualifications of the Executive Committee

- 2.1 Members shall possess appropriate knowledge, capability, and experience, as well as an understanding of their qualifications, duties, and responsibilities, and be able to devote sufficient time and provide opinions in performing their duties as Executive Committee members.
- 2.2 The Chairman of the Executive Committee shall not concurrently serve as Chairman of the Board of Directors.

#### 3) Term of Office of the Executive Committee

- 3.1 Members of the Executive Committee shall hold office for a term of three years. Members who retire by rotation may be reappointed. In addition to retirement by rotation, a member of the Executive Committee shall vacate office upon:
  - 3.1.1 Death;
  - 3.1.2 Resignation;
  - 3.1.3 Loss of qualifications as an Executive Committee member under this Charter;
  - 3.1.4 Resolution of the Board of Directors to remove such member from office; or
  - 3.1.5 Cessation of directorship of the Company or expiration of the term of directorship or executive position of the Company.
- 3.2 Any member wishing to resign shall submit a resignation letter to the Chairman of the Board, with at least one month's prior written notice stating the reasons, subject to approval by the Board of Directors. In the event that



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the entire Executive Committee vacates office, the outgoing Committee shall remain in a caretaker capacity until the newly appointed Committee assumes office.

**4) Scope of Authority, Duties, and Responsibilities of the Executive Committee**

The Executive Committee shall have the authority, duties, and responsibilities to manage matters relating to the Company's ordinary course of business and administrative operations in accordance with the Company's objectives, Articles of Association, policies, rules, regulations, directives, and resolutions of the Board of Directors and the shareholders' meeting. The Executive Committee shall review and formulate policies, business plans, budgets, management structures, and delegations of authority, as well as establish business operation guidelines in alignment with economic conditions, for submission to the Board of Directors for consideration and approval and/or endorsement. The Executive Committee shall also monitor and follow up on the Company's performance in accordance with the approved policies. The key authorities, duties, and responsibilities are summarized as follows:

- 4.1 Propose policies, strategies, objectives, business plans, and annual budgets of the Company; the establishment, dissolution, merger, or transfer of businesses; joint investments (with management participation); financial plans; organizational and management structures; and consider and review proposals from Management for submission to the Board of Directors for approval.
- 4.2 Supervise the Company's business operations and monitor performance to ensure alignment with approved policies, plans, objectives, and budgets, or as delegated by the Board of Directors, and regularly report performance results to the Board.
- 4.3 Approve significant capital expenditures included in the annual budget as delegated by the Board of Directors or as previously approved in principle by the Board.
- 4.4 Approve capital expenditures outside the annual budget up to Baht 10 million per year, and report such approvals to the Board of Directors for acknowledgment.
- 4.5 Approve borrowings, credit facilities, or any financing arrangements of the Company for each transaction within a limit not exceeding Baht 10 million and within an aggregate limit not exceeding Baht 30 million. Where Company assets are to be used as collateral, prior approval from the Board of Directors shall be obtained.
- 4.6 Propose interim or annual dividend payments to the Board of Directors for approval prior to submission to the shareholders' meeting.
- 4.7 Establish organizational and management structures and human resource management policies, including recruitment, training, development, performance evaluation, transfer, termination, determination of wages, remuneration, bonuses, and other appropriate benefits.
- 4.8 Delegate authority to any one or more persons to perform any act under the supervision of the Executive Committee, or grant such persons authority as deemed appropriate and for such period as deemed



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appropriate. The Executive Committee may revoke, withdraw, amend, or modify such delegation at its discretion.

Such delegation shall not be of a nature that enables the delegate to approve any transaction in which he/she or any person who may have a conflict of interest (as defined by the Capital Market Supervisory Board, the Stock Exchange of Thailand, and/or relevant authorities) has an interest or may have any conflict of interest with the Company, its subsidiaries, or related companies. The Executive Committee shall have no authority to approve such matters, which must be submitted to the Board of Directors and/or the shareholders' meeting (as the case may be) for approval, except for transactions in the ordinary course of business and on normal commercial terms in accordance with applicable regulations.

4.9 Regularly review the Executive Committee Charter.

4.10 Perform any other duties as assigned by the Board of Directors from time to time.

## 5) Meetings

### 5.1 Number of Meetings

5.1.1 The Executive Committee shall meet at least 12 times per year and may hold additional meetings as deemed appropriate by the Chairman of the Executive Committee.

5.1.2 The Chairman of the Executive Committee may convene a special meeting upon request by any Executive Committee member or by the Chairman of the Board to consider agenda items requiring joint deliberation.

5.1.3 The Secretary to the Executive Committee shall be responsible for convening meetings, preparing the agenda, delivering meeting materials, and recording the minutes. The meeting notice and supporting documents shall be delivered at least five business days prior to the meeting date, except in urgent cases necessary to preserve the rights and interests of the Company, in which case the meeting notice may be given by electronic means or any other method and the meeting date may be scheduled earlier.

### 5.2 Attendees

5.2.1 Executive Committee meetings may be conducted via electronic means in accordance with the law governing electronic meetings. Whether held in a single physical venue or via electronic means, at least one-half of the total number of Executive Committee members must be present to constitute a quorum. The Chairman of the Executive Committee shall preside over the meeting.

5.2.2 If the Chairman of the Executive Committee is not present or is unable to perform his/her duties, the members present shall elect one member to serve as chairman of the meeting.

5.2.3 The Executive Committee may invite the Company's executives or relevant persons to attend meetings or provide clarification on related matters.

5.2.4 The Secretary to the Executive Committee shall attend every meeting.



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**5.3 Voting**

Resolutions of the Executive Committee shall be passed by a majority vote of the members present, with each member having one vote. In the event of a tie, the chairman of the meeting shall have a casting vote. Any Executive Committee member having an interest in any matter under consideration shall not participate in the deliberation or vote on such matter.

**6) Reporting of the Executive Committee**

6.1 The Executive Committee shall report to the Board of Directors the results of its meetings and any matters requiring corrective action or any other matters that the Board should be informed of at the next Board meeting.

6.2 The Chairman of the Executive Committee shall report to shareholders in the Company's Form 56-1 One Report on the performance of duties relating to the management of the Company's ordinary course of business and administrative functions, including the integration of sustainability considerations into the formulation of annual strategies and plans, the Company's sustainability performance indicators, and the promotion of a corporate governance culture within the organization.

**7) Performance Evaluation of the Executive Committee**

The Executive Committee shall conduct an annual self-assessment of its performance and report any problems or obstacles that may have prevented the achievement of its objectives (if any) to the Board of Directors.

**8) Remuneration**

The Executive Committee shall receive remuneration appropriate to its duties and responsibilities as determined by the Nomination and Remuneration Committee and approved by the Board of Directors, for submission to the Annual General Meeting of Shareholders for approval, except for members who are employees receiving regular salaries, who shall not receive additional remuneration.

- Sign -

Mr. Wirat Sukchai

Chairman of the Executive Committee