

Charter of the Board of Directors
Mc Group Public Company Limited

1. Objective

The Board of Directors, as the organization's leader, is responsible for setting the company's vision, key objectives, business strategies, operational policies, values, and corporate culture, both in terms of operations and ethics. This ensures long-term performance, credibility, and alignment with the expectations of shareholders and all stakeholders. It aims to create value and drive the organization toward sustainability. The Board also plays a role in supervising and evaluating the performance of management and the CEO to ensure that the business and subsidiaries operate in line with the company's plans.

To allow Mc Group Public Company Limited's Board of Directors to perform its duties effectively in accordance with the principles of good corporate governance, considering environmental and economic impacts, and to oversee the company and its subsidiaries' operations in compliance with laws, objectives, regulations, and resolutions of both the Board of Directors and shareholder meetings, the Board hereby establishes this charter. This charter ensures that all board members are aware of their duties and responsibilities, enabling them to perform their roles properly.

2. Composition of the Board of Directors

The composition of the Board of Directors is as follows:

- 2.1 The Board shall consist of no fewer than five members, appointed and removed by the shareholders' meeting. At least half of the Board members must reside in the Kingdom of Thailand and meet the qualifications required by law.
- 2.2 At least one-third of the Board members, but not less than three, must be independent directors. The qualifications of independent directors must comply with the criteria set by the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand (as detailed in the attached document).
- 2.3 The Board of Directors promotes diversity in its composition, seeking individuals with various professional skills, experiences, and expertise that benefit the company's and subsidiaries' operations, without limitations on gender, race, religion, age, or professional skills. This diversity broadens

perspectives, improves decision-making processes, and enhances effective and sustainable governance.

When a new individual is appointed as a director, the company will provide an orientation and relevant information to familiarize them with their roles and responsibilities as a Board member.

The Board will consider structuring itself in a way that effectively oversees business strategies for sustainability, possibly assigning subcommittees to oversee the execution of these strategies.

3. Qualifications of the Board of Directors

Candidates for the Board must have the following qualifications:

- 3.1 Board members must possess the required qualifications and not have any prohibited characteristics according to the Public Limited Companies Act B.E. 2535 (and its amendments), the Securities and Exchange Act B.E. 2535 (and its amendments), including announcements, rules, and/or regulations related to the company's regulations. They must also not exhibit any characteristics deemed untrustworthy for directors or executives, as stipulated by the Securities and Exchange Commission. Additionally, they must be listed in the director and executive information system as per the Capital Market Supervisory Board's criteria.
- 3.2 All directors must have knowledge, competence, and experience that are beneficial to the company's operations, possess leadership qualities, have a broad vision, be able to perform duties and express opinions independently, and uphold integrity and ethics in business operations. They should also be able to dedicate sufficient time to their duties and have an understanding of the company's business to maintain a comprehensive view of the business.
- 3.3 Board members must not engage in business with the same nature and competition as the company or its subsidiaries, or participate as partners or directors of companies with similar operations and competition, unless prior notification has been given to the shareholders' meeting before the appointment.
- 3.4 A Board member may hold directorships in no more than five listed companies.

4. Appointment and Term of Office

- 4.1 At the Annual General Meeting of Shareholders, one-third of the directors must retire from office. If the number of directors is not divisible by three, the number closest to one-third shall retire. The directors to retire shall be those who have been in office the longest. However, retiring directors may be re-elected. The election of directors must follow the company's regulations and applicable laws, ensuring transparency and clarity in the selection process. The candidate's educational background and professional experience must be considered, as well as their skills, knowledge, expertise, and experience in sustainability, which are desirable qualities. The selection process should also include an assessment of qualifications and the absence of prohibited characteristics, providing sufficient information for decision-making by the Board of Directors and shareholders.
- 4.2 In addition to retirement by rotation as outlined in the company's regulations, a director may vacate the office under the following conditions:
- (1) Death
 - (2) Submission of a resignation letter to the Board of Directors, effective from the date the company receives the resignation letter
 - (3) Disqualification or possession of prohibited characteristics under the Public Limited Companies Act and/or the Securities and Exchange Act
 - (4) Removal by resolution of the shareholders' meeting under the conditions specified by the Public Limited Companies Act
 - (5) Court order for removal
- 4.3 In the event that the entire Board of Directors vacates office, the outgoing Board must remain in position to continue the necessary operations of the company until the new Board assumes office. If a director's position becomes vacant for reasons other than retirement by rotation, the Board of Directors shall appoint a qualified and eligible individual to fill the position at the next Board meeting, unless the remaining term of the director is less than two months. The replacement director shall hold office only for the remaining term of the director they are replacing.
- 4.4 An independent director may serve for no more than nine consecutive years from the date of their initial appointment as an independent director. In cases where reappointment is considered, the Board should carefully assess the necessity of such an appointment.

5. Scope of Authority, Duties, and Responsibilities of the Board of Directors

The Board of Directors has the following duties and responsibilities:

Responsible as the organizational leader for creating sustainable value for the business

- 5.1 Manage and oversee the operations of the Company and its subsidiaries to safeguard the rights and best interests of the Company, subsidiaries, and shareholders (Fiduciary Duty). Ensure fairness to all stakeholders by performing duties responsibly, carefully, and prudently (Duty of Care), with honesty (Duty of Loyalty). Adhere to laws, objectives, the Company's articles of association, resolutions of the Board, and shareholders' meetings (Duty of Obedience), while accurately, transparently, and timely disclosing information to shareholders (Duty of Disclosure).
- 5.2 Oversee the management and operations of the Company's and subsidiaries' management to align with the objectives, key goals, policies, business plans, budgets, management structure, and approval authority regulations to maintain competitiveness and good performance, including adherence to the Company's business ethics. This should consider long-term impacts and oversee the allocation of essential resources throughout the business value chain. Ensure the management and performance of the management team or any delegated individuals align with the set policies effectively and efficiently, aiming to maximize value for the Company and subsidiaries.
- 5.3 Establish a charter for the Board and sub-committees and update the charter of the Board. Approve the sub-committee's proposals for charter modifications to reflect current regulations and circumstances, and review the Board charter at least once a year.

Define objectives and core goals for sustainable business operations

- 5.4 Determine the objectives, vision, mission, policies, key goals, and strategies for the Company's and subsidiaries' business operations, considering good corporate governance principles, business ethics, respect for rights, and social and environmental impact. Ensure accountability to shareholders and stakeholders, including the annual review of business strategies, directions, plans, and budgets with management to remain appropriate to economic conditions, market trends, competition, and adaptability to changing factors.
- 5.5 Consider the master plans, budgets, targets, and policies for business operations, and develop the Company's and subsidiaries' capabilities to compete globally.

Enhancing an effective Board

- 5.6 Establish and review the Board structure in terms of the number of directors, proportion of independent directors, and diverse qualifications to suit the Company's business operations. Appoint and define the duties of sub-committees to assist the Board in fulfilling its duties. Supervise the performance of sub-committees per their charter and evaluate their performance at least once a year.
- 5.7 Ensure a transparent process for nominating and electing individuals to the Board by creating a Board Skill Matrix to define the desired qualifications of directors, considering the Company's business strategy. Set appropriate remuneration for the Board and sub-committees to present for shareholder approval, considering factors such as alignment with the Company's long-term strategy and goals, experience, duties, roles, responsibilities, and the expected benefits each director brings. Directors must dedicate sufficient time to perform their duties and attend Board and shareholder meetings unless there are unforeseen circumstances. Any director unable to attend must inform the Chairman or Company Secretary in advance.
- 5.8 Appoint individuals as directors or executives of subsidiaries and associated companies in proportion to the Company's shareholding to ensure management aligns with the Company's plans and policies, and complies with applicable laws and regulations. Monitor and ensure subsidiaries and associated companies disclose complete and accurate financial positions, operational results, inter-company transactions, and significant acquisitions or disposals of assets.
- 5.9 Evaluate the performance of the Board annually and follow up on the results of the Board and sub-committee evaluations for joint consideration. Use the findings to improve and enhance Board operations. Regularly review the Board and sub-committee evaluation forms and disclose the criteria, process, and overall evaluation results in the annual report.
- 5.10 Continuously develop the knowledge, skills, and expertise of directors through various means, including attending relevant training courses or seminars to enhance their work performance.
- 5.11 Appoint a Company Secretary as required by securities and exchange laws to assist the Board in fulfilling its duties to ensure the Company complies with applicable laws, regulations, and guidelines.

Recruiting and Developing Senior Executives and Managing Personnel

5.12 Review the management structure, senior executive development plans, and succession planning for the CEO. Ensure the effective annual evaluation of senior executives' performance and implement a transparent remuneration system that reflects responsibilities and performance, providing both short-term and long-term incentives. Oversee personnel management and development to ensure adequate numbers, knowledge, skills, experience, and motivation.

Promote innovation and responsible business operations

5.13 Emphasize and support innovation that adds long-term value to the business while benefiting all stakeholders.

5.14 Monitor the implementation of the Company's and subsidiaries' strategies and business plans, regularly track management performance, and provide policies for business improvement and development. Ensure safety, hygiene, social and environmental responsibility, and personnel development are taken into consideration.

5.15 Oversee the management of information technology and IT security measures.

Ensure appropriate risk management and internal control systems

5.16 Establish enterprise-wide risk management policies and oversee effective risk management, regularly reviewing and assessing the risk management system, especially when risk levels change.

5.17 Promote ethical awareness and adherence to good corporate governance and policies at all levels, ensuring the Company and subsidiaries have appropriate internal control and internal audit systems. Establish a regular evaluation process for the Company's and subsidiaries' internal control systems to reduce risks of fraud and abuse of power, and prevent legal violations.

5.18 Establish an effective and independent Audit Committee and Risk Management Committee.

5.19 Oversee and manage conflicts of interest between stakeholders of the Company and subsidiaries, management, the Board, or shareholders, and prevent inappropriate use of Company and subsidiaries' assets, information, and opportunities, including improper transactions with related parties.

Directors with conflicts of interest in any transaction with the Company or subsidiaries or changes in shareholding in the Company or subsidiaries must notify the Company without delay.

- 5.20 Review, approve, and/or provide opinions on transactions that significantly impact the business, including acquisitions or disposals of Company or subsidiaries' assets, and related party transactions, ensuring compliance with regulations of the Stock Exchange of Thailand, the Securities and Exchange Commission, and other relevant authorities. Define a framework for management to execute such transactions under the scope of laws and relevant regulations.
- 5.21 Establish and follow written policies on corporate governance for the Company and subsidiaries, and promote effective communication of these policies to all Company personnel for serious adherence. Examples include anti-corruption policies, whistleblower policies, and insider trading policies. Implement these policies effectively to ensure the Company and subsidiaries act responsibly and fairly towards all stakeholders.
- 5.22 Ensure effective processes and channels for receiving and managing complaints from whistleblowers or all stakeholders, allowing them to directly contact/complain to the Board about any potential issues.
- 5.23 Set policies requiring directors and senior executives to notify the Board or Company Secretary, or their designee, at least one day in advance of any transactions involving the purchase or sale of the Company's shares.

Maintaining financial credibility and disclosure

- 5.24 Ensure the Company and subsidiaries have reliable accounting systems, financial reporting, and financial statement reviews in compliance with relevant rules and practices. Monitor the Company's liquidity and debt repayment capabilities.
- 5.25 Consider preparing a sustainability report as appropriate.
- 5.26 Oversee appropriate disclosure of information and appoint a responsible party to provide information to investors. The Board should ensure that information is accurately, fully, appropriately, and timely disclosed, and encourage the use of information technology for information dissemination.

Supporting shareholder participation and communication

5.27 Ensure that shareholders are involved in making important decisions for the Company and its subsidiaries. Also, ensure that the conduct of shareholder meetings is orderly, transparent, efficient, and conducive to shareholders exercising their rights. Oversee the disclosure of shareholder meeting resolutions and the preparation of shareholder meeting minutes to ensure accuracy and completeness. Respect the rights of both major and minor shareholders, as well as all other stakeholders, and treat them fairly and transparently.

In performing their duties, the Board of Directors should have access to additional necessary information from the CEO, the Company Secretary, or other assigned executives within the defined policy framework. In cases where necessary, the Board of Directors may seek independent opinions from external consultants or professionals, with the Company bearing the associated costs.

6. Scope of Authority, Duties, and Responsibilities of the Chairman of the Board

The Chairman of the Board has the following duties and responsibilities:

- 6.1 To review and set the agenda for Board of Directors' meetings in collaboration with the CEO and ensure that the directors receive accurate, complete, clear, and timely information prior to the meeting to enable them to make appropriate decisions.
- 6.2 To serve as the leader of the Board of Directors and chair the Board meetings.
 - (1) Conduct Board meetings in accordance with the agenda, the Company's regulations, and applicable laws.
 - (2) Allocate sufficient time and encourage all directors to fully discuss, exchange views independently, and make careful decisions, considering the interests of all stakeholders.
 - (3) Clearly summarize the meeting resolutions and the actions to be taken.
 - (4) Ensure that Board meetings are held without management representatives as directors.
- 6.3 To lead the shareholders' meetings in accordance with the agenda, the Company's regulations, and applicable laws, allocate appropriate time, provide equal opportunities for shareholders to express their views, and ensure that shareholders' questions are appropriately and transparently answered.

- 6.4 To support and set a good example in adhering to good corporate governance principles.
- 6.5 To foster good relations between the Board of Directors and management and support the duties of the CEO and management in accordance with Company policies.
- 6.6 To oversee transparent disclosure and management in cases of conflicts of interest.
- 6.7 To ensure that the Board of Directors has an appropriate structure and composition.
- 6.8 To ensure that the performance of the Board as a whole, the various subcommittees, and each individual director is efficient and effective.

7. Scope of Authority, Duties, and Responsibilities of the Chief Executive Officer (CEO)

The CEO has the following duties and responsibilities:

- 7.1 To establish policies, goals, vision, objectives, mission, strategies, business plans, and annual budgets for the Company and its subsidiaries, in collaboration with the Board of Directors. This also includes proposing the organizational structure and management authority to the Executive Committee and/or the Board of Directors for approval.
- 7.2 To communicate with management regarding the policies, goals, vision, objectives, mission, strategies, business plans, and budgets that have been approved by the Board of Directors, enabling management to use them as a framework for planning and managing operations.
- 7.3 To oversee management's performance in accordance with the approved business plans, budgets, goals, and policies.
- 7.4 To supervise the overall management of the Company and its subsidiaries, including finance, marketing, production, human resources, risk management, internal controls, and other operations. This must align with the approved policies and business plans and comply with the law, Company objectives, regulations, Board resolutions, and shareholder resolutions. The CEO must act responsibly, prudently, and honestly for the best interests of the Company and fairly towards all stakeholders.
- 7.5 To coordinate with the Audit Committee and the Risk Management Committee to ensure that the Company's operations are conducted under the risk management policy set by the Board of Directors.

- 7.6 To communicate with the Board of Directors and/or subcommittees to ensure that business operations are effective and align with the Company's core objectives and goals.
- 7.7 To issue directives, regulations, announcements, and internal communications for the Company's operations, ensuring they align with Company policies and maintain organizational discipline.
- 7.8 To ensure that management fosters an ethical corporate culture and practices good corporate governance.
- 7.9 To continuously improve operational performance and financial results, supporting innovations that add value to achieve sustainable growth according to the Company's strategic plan.
- 7.10 To monitor the performance of the Company, its subsidiaries, and/or joint ventures (if any), ensuring regular reporting. Additionally, the CEO must ensure that financial reports and disclosures are accurate, adequate, timely, and comply with applicable regulations and practices.
- 7.11 To set rules, regulations, guidelines, and requirements for positions not under the authority of the Board of Directors or the Nomination and Remuneration Committee, including the hiring, appointment, transfer, dismissal, and termination of employees in such positions. This must follow the Delegation of Authority framework and the policies set by the Board of Directors.
- 7.12 To establish recruitment criteria, performance evaluation criteria, salary scales, remuneration, bonuses, and salary adjustments for executives and employees in positions not under the authority of the Board of Directors, Executive Committee, or Nomination and Remuneration Committee. These must comply with the Delegation of Authority framework and Board-approved policies.
- 7.13 To represent the Company in communication with shareholders and support the Board in creating appropriate, regular communication channels with shareholders. The CEO must also ensure that disclosures are standardized and transparent.
- 7.14 To represent the Company in public relations, particularly in building relationships and enhancing the Company's image both nationally and internationally.
- 7.15 To approve regular business transactions and operational activities supporting the Company's normal business, provided they adhere to the approved budget and comply with regulations set by the Securities and

Exchange Commission (SEC) and the Stock Exchange of Thailand (SET) regarding connected transactions and the acquisition or disposal of assets. The CEO must also approve transactions following the Delegation of Authority framework as set by the Board of Directors.

- 7.16 To ensure that operations comply with SEC and SET regulations regarding connected transactions and the acquisition or disposal of assets, as well as the Company's internal regulations, as approved by the Board of Directors.
- 7.17 To appoint necessary advisors for the Company's operations.
- 7.18 To delegate authority and/or assign specific tasks to individuals or groups, within the scope defined by the Company's power of attorney or the rules, regulations, or resolutions of the Board of Directors. Any delegation of authority by the CEO must not lead to conflicts of interest or any form of conflict with the Company or its subsidiaries. In case of a conflict, the transaction must be submitted to the Board of Directors and/or shareholders' meeting (as applicable) for consideration and approval, unless it is a normal business transaction with the same conditions as transactions with external parties (Arm's Length).
- 7.19 To perform other tasks as assigned or authorized by the Board of Directors.
- The CEO cannot attend or approve any transactions where they or any party with a conflict of interest (as defined by SEC or Capital Market Supervisory Board announcements) may have an interest or benefit, or any conflict of interest with the Company or its subsidiaries, except for transactions approved under policies or criteria established by the shareholders' meeting and/or the Board of Directors.

8. Board of Directors Meetings

- 8.1 The meetings of the Board of Directors shall comply with the legal regulations and the Company's bylaws.
- 8.2 The Company shall hold Board of Directors meetings at least once every three months and no fewer than six times per year. Each meeting will have a clearly defined agenda set in advance. Special meetings may also be held to address important or urgent matters, which can be conducted in person or via electronic means as permitted by applicable laws.
- 8.3 In case of necessity, two or more directors may request the Chairman to call a board meeting. In such cases, the Chairman must schedule a meeting within 14 days of receiving the request.

- 8.4 Non-executive directors may hold meetings as necessary to discuss management issues of interest without the presence of the executive team. The Chairman or the designated director should inform the Chief Executive Officer of the meeting's outcome.
- 8.5 The Board of Directors may invite sub-committees, management, or other individuals deemed appropriate to attend specific meetings to provide information or opinions related to the agenda.
- 8.6 Directors are expected to attend at least 80% of the Board of Directors meetings each year, and each director should participate in at least 75% of the total number of meetings held annually. In case a director is unable to attend a meeting, the director must notify the Chairman with a valid reason as soon as possible and before the meeting.

Attendance at the Board of Directors meetings, as per this policy, includes participation via electronic means where directors, although not physically in the same location, can discuss and share opinions.

For calling a Board of Directors meeting, the Chairman or the Company Secretary, under the Chairman's instructions, must notify the directors and provide relevant documents at least five business days before the meeting date to allow sufficient time for preparation. Communication can be sent via electronic mail unless an urgent matter requires a quicker response, in which case a shorter notice period may be given.

9. Quorum and Voting

- 9.1 For a Board of Directors meeting, a quorum is constituted by the presence of no less than half of the total number of directors. If the Chairman is absent or unable to perform their duties, or if the Chairman's position is vacant, the Vice Chairman shall perform the duties of the Chairman. If both the Chairman and Vice Chairman are absent, unable to perform their duties, or if both positions are vacant, the directors present shall select one of the attending directors to act as the meeting chair. During any vote at the meeting, at least two-thirds of the total number of directors must be present for a valid quorum.

9.2 Decisions made by the Board of Directors shall be determined by majority vote, with each director having one vote. However, directors who have a conflict of interest in any matter do not have voting rights on that matter. In the case of a tie, the chairman of the meeting shall have a casting vote.

If the number of directors falls below the required quorum, the remaining directors may only act to call a shareholders' meeting to elect new directors to fill the vacancies. This shareholders' meeting must be held within one month from the date the number of directors falls below the required quorum.

10. Board of Directors Meeting Minutes

The Company Secretary is responsible for preparing the minutes of the Board of Directors meetings and submitting them to the Chairman for signature approval. The minutes will be submitted for approval at the beginning of the next meeting. Directors may request amendments or corrections to ensure the minutes are as accurate as possible. Once approved, the meeting minutes will be systematically stored as confidential documents and in an electronic format for ease of reference.

11. Approval Authority of the Board of Directors

The Board of Directors has the authority to approve Company matters within the scope of duties prescribed by law, the Company's bylaws, the Board's charter, and resolutions of the shareholders' meetings. This includes setting the Delegation of Authority (DOA), defining and reviewing the Company's vision, mission, and strategies, approving the master plan and annual business plan, risk management policies, budget and operating plans, medium-term business plans, and setting operational performance targets. The Board is also responsible for overseeing capital expenditures, significant intercompany transactions, mergers and acquisitions, divestitures, and joint ventures or the termination of joint ventures.

12. Board of Directors Compensation

Directors are entitled to receive compensation as approved by the shareholders' meeting.

This Charter shall be effective from May 13, 2024 onwards.

Announced on May 13, 2024

-Signed by-

(Mrs. Kaisri Nuengsigkapien)
Chairman of the Board of Directors

Qualifications of the Company's Independent Directors**(As per the criteria established by the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand)**

1. Hold no more than 1% of the total voting shares of the Company, the parent company, subsidiaries, associates, major shareholders, or controlling persons of the Company. This includes the shareholding of persons related to the independent director.
2. Must not be or have been a director involved in management, an employee, a salaried consultant, or a controlling person of the Company, the parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling persons of the Company unless they have ceased such characteristics for at least two years. This prohibition does not apply to a government official or advisor of a government entity that is a major shareholder or controlling person of the Company.
3. Must not be related by blood or legal registration as a parent, spouse, sibling, or child, including the spouse of a child, to any other director, executive, major shareholder, controlling person, or person being proposed as a director, executive, or controlling person of the Company or its subsidiaries.
4. Must not have or have had a business relationship with the Company, the parent company, subsidiaries, associates, major shareholders, or controlling persons of the Company in a way that may interfere with their independent judgment, including not being or having been a significant shareholder or controlling person of any entity having such a business relationship with the Company, unless they have ceased such characteristics for at least two years. Business relationships include normal transactions necessary for the Company's operations, property lease or rental, transactions related to assets or services, or providing or receiving financial assistance in forms such as borrowing or guarantees, which create liabilities between the Company and the counterparties of at least 3% of the Company's net tangible assets or THB 20 million, whichever is lower. Liabilities shall be calculated in accordance with the method for calculating related party transactions under relevant announcements by the Capital Market Supervisory Board. Business relationships also include liabilities accumulated within one year prior to the commencement of such relationships.

5. Must not be or have been an auditor of the Company, the parent company, subsidiaries, associates, major shareholders, or controlling persons of the Company and must not be a significant shareholder, controlling person, or partner of an audit firm which has an auditor providing services to the Company, the parent company, subsidiaries, associates, major shareholders, or controlling persons of the Company, unless they have ceased such characteristics for at least two years.
6. Must not be or have been a professional service provider, including legal or financial advisors, who receives service fees exceeding THB 2 million per year from the Company, the parent company, subsidiaries, associates, major shareholders, or controlling persons of the Company, and must not be a significant shareholder, controlling person, or partner of such professional service provider, unless they have ceased such characteristics for at least two years.
7. Must not be a director appointed to represent the Company's directors, major shareholders, or shareholders related to the Company's major shareholders.
8. Must not operate a business of the same nature and in competition with the Company or its subsidiaries, and must not be a significant partner, executive director, employee, staff member, or advisor receiving a regular salary, or hold shares exceeding 1% of the total voting shares of another company engaging in a business of the same nature and competing with the Company or its subsidiaries.
9. Must be able to participate in Board meetings and make decisions independently.
10. Must not have any other characteristics that prevent them from giving independent opinions on the Company's operations.
11. Must be able to protect the interests of all shareholders equally.
12. Must be able to ensure that no conflicts of interest arise.

Once appointed as an independent director, the director must meet the qualifications specified in points 1-12 above. The independent director may be delegated tasks by the Board of Directors to participate in decisions regarding the operations of the Company, the parent company, subsidiaries, associates, same-level subsidiaries, or other legal entities that may have conflicts of interest, provided these decisions are made collectively (Collective Decision), without the independent director being considered as part of the management.

In cases where a person appointed as an independent director has or has had business or professional service relationships exceeding the values specified in point 4 or point 6, the Company may seek a waiver from the restrictions on such relationships, provided that the Board of Directors has given an opinion based on Section 89/7 of the Securities and Exchange Act that such appointments do not affect the performance of independent duties or the provision of independent opinions. The Company must also disclose relevant information in the notice of the shareholders' meeting in the agenda for the appointment of independent directors.

This Charter shall be effective from May 13, 2024 onwards.

Announced on May 13, 2024

-Signed by-

(Mrs. Kaisri Nuengsigkapien)
Chairman of the Board of Directors