

Board of Directors' Charter
Super Turtle Public Company Limited

1. Objectives

The Board of Directors of Super Turtle Public Company Limited (“the **Company**”), as the shareholders’ representatives, plays a key role in organizational driven. It has duty to monitor, oversee and govern the business to be in accordance with laws, objectives, goals, articles of association, resolutions of the Board of Directors’ meeting and resolutions of the shareholders’ meeting with responsibility, honesty and due care by adhering good corporate governance principles, business ethic, and anti-corruption based on responsibility to all groups of stakeholders, including society and environment, in order to sustainably maximize the value and benefit to the Company. This Board of Directors’ Charter (the “**Charter**”) was then created to outline (a) composition, qualification and office term of the Board of Directors, (b) roles, duties and responsibilities of the Board of Directors, including a Chairman of the Board of Directors, (c) rules of the Board of Directors’ meeting, and (d) review of the Charter.

2. Composition, Qualification and Office Term

- 2.1 The Board of Directors shall consist of the directors in the number that is suitable for the size and business strategy of the Company which shall be no less than 5 members. At least one-third of the members shall be independent directors, and, in any case the independent directors shall not be less than 3 members.
- 2.2 The Board of Directors shall elect one director to be the Chairman of the Board of Directors. The Chairman of the Board Directors shall not be the same person holding a position of the Chief Executive Officer for the purpose of explicitly separating their roles and responsibilities and preventing any one from having limitless power.
- 2.3 Qualification of the directors shall include following:
 - 2.3.1 completely possessing qualifications and lacking any prohibited characteristics to be a director under the public limited companies laws, securities and exchange laws and relevant regulations;
 - 2.3.2 being a professional person having various knowledge, capabilities, skills, experience, and expertise that are beneficial to the Company’s business operations;
 - 2.3.3 being independent, performing the director’s duty with due care and integrity, possessing strong physical and mental health, including being able to dedicate to work for the Company;
 - 2.3.4 possessing a good work profile and not engage in a business, being a partner in any ordinary partnership, being a partner with unlimited liability in any limited partnership or being a director of any other private or public company which has the same nature of business and competes with the Company, unless it is informed to the meeting of shareholders prior to the passing of resolution appointing such director and done so in compliance with the relevant laws; and
 - 2.3.5 in case of an independent director, possessing qualification as specified in the Company’s definition of independent director.

- 2.4 Office term, including appointment, rotation and removal, of the directors shall follow criteria and method set forth in relevant laws and the Company's articles of association. The directors retired by rotation are eligible for re-election.

3. Roles, Duties and Responsibilities of the Board of Directors

- 3.1 To perform its duties in accordance with the laws, objectives and articles of association of the Company as well as the resolutions of the shareholders' meeting with honesty, responsibility, and due care for the utmost benefits of the Company and shareholders
- 3.2 To determine policy, vision, mission, strategy, corporate value, performance target (both monetary and non-monetary), and annual plan and budget; and to consider, review and approve the same on an annual basis
- 3.3 To monitor and oversee the management carrying out the business operations in accordance with the determined policy, strategy, goal, and budget efficiently and effectively, so as to ensure that the business operations are complied with the goal as targeted and to be able to manage any risk or obstacles in timely manner
- 3.4 To determine the remuneration structure and welfare for the employees through an appropriate remuneration mechanism and conforming with short-term and long-term performance of the Company whereby the Executive Committee is a responsible person
- 3.5 To determine, review, and update the Company's Corporate Governance Policy and Business Ethic and Code of Conduct, including any relevant policies and guidelines; to communicate the same to the directors, executives and employees for their acknowledgement and adherence; and to regularly evaluate the implementation of policies and guidelines
- 3.6 To consider and approve the significant matter of the Company, including but not limited to acquisition or disposal of assets, investment in new businesses and any matters as required by laws, articles of association and policies of the Company
- 3.7 To consider the entry into transaction that may lead to a conflict of interest and/or connected transaction of the Company, significantly taking into account interest of the Company, its shareholders and all groups of its stakeholders, provided that a director who have a conflict of interest shall not be entitled to consider and cast his/her vote regarding such transaction; and to disclose the information of such transaction correctly, transparently and in a timely manner as required by laws, articles of association and policies of the Company
- 3.8 To provide control system on operations, financing, and regulation and policy compliance; and to ensure that there is an independent person or department to audit and assure that those systems are adequate and appropriate
- 3.9 To determine, review, and update the Company's policy and guideline relating to anti-corruption; to oversee the management in providing effective management system that promotes the anti-corruption
- 3.10 To determine, review and evaluate the appropriateness of policy, guideline, framework, and process of enterprise risk management; and to monitor, oversee, follow up the management in managing overall risks to ensure that enterprise risks are effectively and continuously handle to achieve the Company's objectives and goals
- 3.11 To appoint sub-committees to assist in monitoring, following up and overseeing the management of the Company; to require sub-committees to conduct the annual performance evaluation; to

determine remuneration of sub-committees; and to regularly review roles, duties and responsibilities of sub-committees

- 3.12 To delegate one or more directors or any other persons to perform any matters on behalf of the Board of Directors within the period as it deems appropriate, which may cancel, amend, or change such authority; however, such delegation shall not be an authorization or sub-authorization that allows the delegated person(s) to approve any transaction that he/she or any person who may have a conflict of interest has an interest or any conflict of interest with the Company or its subsidiaries
- 3.13 To report responsibilities of the Board of Directors for preparing the financial statements by disclosing the same together with external auditor's report in the Company's annual report to present to the shareholders
- 3.14 To consider and appoint a person to hold a position of the Chief Executive Officer; to determine the evaluation criteria and evaluate the Chief Executive Officer's performance; and to prepare and review the succession plan in order to set out the succession process for the position of the Chief Executive Officer

4. Roles, Duties and Responsibilities of the Chairman of the Board of Directors

- 4.1 To oversee performance of the Board of Directors to ensure that it is efficiently carried out and achieves the business objectives and goals; and to ensure that all directors form parts in promoting corporate culture with ethics and good corporate governance which includes anti-corruption
- 4.2 To screen the matter to be selected as agenda for the Board of Directors' meeting jointly with the Chief Executive Officer; and to allow the directors to propose agenda
- 4.3 To convene meetings of the Board of Directors, which the Chairman or the person designated by him/her shall send the invitation to all directors; to act as the Chairman of the meeting being responsible for chairing and allocating adequate time to allow the management to provide complete information to allow the directors to thoroughly discuss the matters and exercise their judgements independently in making a decision; and to cast vote in a case of tie vote at the Board of Directors' meeting
- 4.4 To preside over the shareholder's meeting and to conduct the meeting in compliance with the Company's articles of association and a sequence of agenda as scheduled
- 4.5 To promote relationship between the directors and management and the directors each other
- 4.6 To perform any other duties in compliance with the applicable laws, particularly duties required to perform by the Chairman.

5. Rules of the Meeting

- 5.1 The Board of Directors shall convene at least 4 meetings per each fiscal year to acknowledge and oversee the Company's business performance. The Company shall inform the Board of Directors of an annual meeting schedule in advance to facilitate the directors in the allocation of their time to attend the meetings. The additional meeting(s) may be held as necessary and appropriate.
- 5.2 The Company Secretary shall deliver the invitation to the meeting and meeting supporting documents to the directors at least 7 days prior to the meeting date so that the directors have time to study them before attending the meeting, except in the case of urgency to prevent the

Company's interest. The directors can request additional information regarding the meeting agenda from the Company Secretary directly.

- 5.3 The Company has a policy for non-executive directors to hold a forum as they deem appropriate to discuss on any issues in their concern without the attendance or participation from the executive directors or management.
- 5.4 The Chairman of the Board of Directors shall act as the chairman of the meeting. In the event that the Chairman of the Board of Directors is not present at the meeting or cannot perform his/her duties, if there is a vice-chairman, the vice-chairman will be the chairman of the meeting. In the absence of the vice-chairman or the vice-chairman cannot perform his/her duties, the directors present at the meeting shall elect one of the directors attending the meeting as chairman of the meeting.
- 5.5 The Board of Directors' quorum shall consist of not less than half of the total number of directors, and at the time of casting a vote, the directors present at the meeting shall be at least two-thirds of the total number of directors.
- 5.6 A resolution of the Board of Directors' meeting shall be passed by a majority vote, whereby each director shall have one vote. In case of tie vote, the Chairman of the meeting shall have a casting vote. Any director having conflict of interest on a matter considering shall not be entitled to participate the meeting and vote on the matter.

6. Review of the Charter

The Board of Director shall regularly review this Charter at least once a year or whenever there are significant changes.

This Charter was reviewed and approved by the Board of Directors' Meeting No. 5/2023 held on 8 November 2023. It shall be effective from 8 November 2023 onward.

- Signature -

Mr. Chaiwat Atsawintarakun
Chairman of the Board of Directors
Super Turtle Public Company Limited